

# **CONSTITUTION OF THE AUSTRALIAN SOCIETY FOR OPERATIONS RESEARCH INCORPORATED (ASOR)**

1. The Society.
2. Definitions.
3. The Objects of the Society.
4. Means of Attaining the Objects of the Society.
5. Property of the Society.
6. Powers of the Council, Branch Executive Committees and Chapter Executive Committees.
7. Membership.
8. Direction and Management of the Society.
9. Direction and Management of the Branches.
10. Direction and Management of the Chapters.
11. Associated Institutions.
12. Amendment to Constitution.
13. By-laws of the Society.

## **1. THE SOCIETY**

1.1 The Society shall be known as the "Australian Society for Operations Research Incorporated". The Society shall consist of members governed by a Council, subject to the provisions of this Constitution and the By-laws.

1.2 The Society is that body formerly known as the Australian Joint Council for Operational Research (A.J.C.O.R.). The Society was deemed to be formed on January 1, 1972 as a result of the ratification of the Draft Constitution and By-laws dated November 5, 1971 by the members of the Australian Joint Council for Operational Research.

1.3 The Society shall be divided into Branches as defined in 2.

1.4 Branches may be divided into Chapters as defined in 2.

1.5 The Society shall be governed by a National Council with powers as defined in 6.

1.6 Each Branch shall be governed by a Branch Executive Committee with powers as defined in 6.

1.7 Each Chapter shall be governed by a Chapter Executive Committee, with powers as defined in 6.

1.8 In Branches which are divided into Chapters, all references in this Constitution and By-laws to 'Chapter' shall be taken to mean 'Branch', and all references to 'Chapter Executive Committee' shall be taken to mean 'Branch Executive Committee'.

## **2. DEFINITIONS**

Throughout this Constitution and the By-laws, the following terms shall have the meanings as specified:

"The Society" means the "Australian Society for Operations Research Incorporated" (A.S.O.R.)

"The Council" means the members for the time being of the Council as herein constituted.

"Councillor" means a member for the time being of the Council.

"Branch" means a state-wide or territory-wide organisation approved by the Council as a Branch.

"Branch Executive Committee" means the Committee duly elected by the members of a Branch.

"Branch Executive Committee member" means a member for the time being of the Branch Executive Committee.

"Chapter" means any group of members of one Branch who because of geographic proximity to one another have been approved by the Branch Executive Committee as a Chapter.

"Special Interest Group" means a group of members, either within a Chapter, or within a Branch, or in the Society at large, with a common interest in a special aspect of Operations Research.

"Chapter Executive Committee" means the Committee duly elected by the members of a Chapter.

"Chapter Executive Committee member" means a member for the time being of the Chapter Executive Committee.

"Office-bearer" means any member holding any of the honorary offices of the Council, the Branch Executive Committees or the Chapter Executive Committees as defined in this Constitution or the By-laws.

"By-laws" shall refer to the By-laws of the Australian Society for Operations Research Incorporated unless otherwise expressly stated.

"A 'Meeting' is the process of discussion and voting in which the participants may communicate in face to face meetings, by means of telephone conferencing, computer conferencing or to other electronic communication media, and all delegates to such a meeting shall be deemed to be present at the meeting".

"Officer" means any salaried employee of the Council or of a Branch Executive Committee or Chapter Executive Committee.

"The Ordinance" means the Associations Incorporation Ordinance 1963 of the Australian Capital Territory or any statutory modification amendment or re-enactment thereof for the time being in force.

"Public Officer" means the Public Officer of the Society appointed in pursuance of Section 9 of the Ordinance.

"The Registrar" means the Registrar under the Ordinance.

### 3. THE OBJECTS OF THE SOCIETY

The objects of the Society are:

3.1 To foster the development of the science of Operation Research.

3.2 To foster the application of Operations Research wherever appropriate.

3.3 To foster the widest possible exchange of information and ideas on Operations Research related subjects.

3.4 To define standards of knowledge in and to further the study of Operations Research.

#### 4. MEANS OF ATTAINING THE OBJECTS OF THE SOCIETY

Subject to the provisions of the Constitution and By-laws, the Society may:

4.1 Arrange for the Society to be registered or recognised in any Australian State or Territory; in any overseas country or place and to exercise any of its Objects or powers in any part of the world.

4.2 Affiliate with any organisation having objects similar to those of the Society.

4.3 Merge with an organisation having objects similar to those of the Society, and to transfer any part of its property, assets, liabilities and engagements to any such organisation.

4.4 Set up a Branch of the Society in any State or Territory of Australia, where this action is considered to be in furtherance of the Objects, or any of them.

4.5 Raise or borrow money upon such terms and in such manner as it thinks fit.

4.6 Secure the repayment of money so raised or borrowed or the payment of a debt or liabilities of the Society by giving mortgage charges or securities upon or over all or any of the real and personal property of the Society.

4.7 Accept gifts or donations.

4.8 Invest the monies or assets of the Society.

4.9 Purchase or lease, rent, hold or dispose of, construct or alter any equipment or buildings used as a college, library, offices or lecture rooms or

any other property, real or personal, for the advancement of the Objects or any of them.

4.10 Open and operate any class of bank account.

4.11 Sell, manage, lease, mortgage, dispose of or otherwise deal with all or part of the property of the Society as may be deemed expedient with a view to the promotion of the Objects or any of them.

4.12 Form a library or libraries and one or more collections of equipment for the use of members and other and collect and collate and publish information of service or interest to members by printing and publishing or assisting in the publication of any newspapers, periodicals, journals, books, circulars or leaflets that may be thought desirable for the promotion of the Objects or any of them.

4.13 Contribute to the expenses of persons attending conferences or meetings or engaging in authorised travel or research to promote the Objects or any of them.

4.14 Appoint, suspend or remove officers and lay down the conditions of their employment.

4.15 Hold or participate in the holding of conferences and meetings, the reading of papers and the delivery of lectures.

4.16 Conduct or participate in the conduct of examinations.

4.17 Award prizes for outstanding professional or academic achievement.

4.18 Do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

## 5. PROPERTY OF THE SOCIETY

5.1 Property of the Society shall be under the control of Council and shall include any forms of real personal property acquired by the Society including by the way of gifts and any fees or gifts of money received by the Society or any real or personal property into which moneys may be converted, but shall exclude property under Chapter control as defined in 5.2.

5.2 Each Chapter may have under its control Chapter property which each Chapter may deal with independently of the Council providing the Chapter complies with all the requirements of this Constitution and the By-laws and all requirements of any By-laws rules or regulations of the Chapter. Chapter property shall consist of any entry fees or subscription fees (other than entry fees or subscription fees payable to the Council) payable to a Chapter and any property including money acquired by the Chapter and not payable to the Council in accordance with the requirements of this Constitution and the By-laws.

5.3 The Council shall have power to transfer, dispose of or otherwise deal with, property under its controls as defined in 5. 1.

5.4 Each Chapter shall have power to transfer, dispose of or otherwise deal with, property under its control as defined in 5.2.

5.5 Reference, wherever explicitly or implicitly appearing in this Constitution or the By- laws, to the property of the Society or any part thereof, shall be deemed to be subject to Clauses 5.1, 5.2, 5.3 and 5.4 of this Constitution.

## 6. POWERS OF THE COUNCIL, BRANCH EXECUTIVE COMMITTEES AND CHAPTER EXECUTIVE COMMITTEES

### Powers of Council

6.1 The Council shall be empowered to do all such things as may be necessary from time to time to achieve the Objects of the Society, subject to voting procedures set out in this Constitution and to specific authority expressed in the By-laws.

### Powers of the Branch Executive Committees

6.2 The Branch Executive Committees shall be empowered to do all things necessary from time to time to achieve the Objects of the Society, subject to specific authority expressed in the By-laws.

### Powers of Chapter Executive Committees

6.3 The Chapter Executive Committees shall be empowered to do all things necessary from time to time to achieve the Objects of the Society, subject to specific authority expressed in the By-laws.

## 7. MEMBERSHIP

7.1 Except in the case of Honorary membership, membership of the Society shall be through membership of a Chapter. No member shall be a Corporate Member in more than one Chapter.

7.2 Any person may apply for membership of a Chapter by completing the required form or forms supplied by the Honorary Secretary of that Chapter.

7.3 The members shall comprise Honorary members and such persons as shall for the time being be Corporate or Non-Corporate Members under or pursuant to the provisions of this Constitution and the By-laws, and who have signed an agreement to be bound by the Constitution and the By-laws of the Society, and the By-laws of Chapter of which they are members.

### Classes and Grades of Membership

7.4 There shall be two classes of Chapter members, viz. Corporate and Non-Corporate. The grades of membership within these two classes shall be defined in the By-laws.

### Privileges of Membership

7.5 Corporate and Non-Corporate Members shall have voting rights as defined in this Constitution. Only Corporate Members shall be eligible to be members of the Council or of the Branch Executive Committees or Chapter Executive Committees.

### Resignation of Members

7.6 Any financial member may resign membership at any time by notifying the Honorary Secretary of their Chapter in writing. Such resignation shall become effective on being accepted by the Chapter Executive Committee.

### Arrears of Subscription

7.7 Any member whose subscription is in arrears, as specified in the By-laws, shall be liable, after reasonable notice given, to have their name removed from the list of members by direction of the majority of those present at a meeting of the Chapter Executive Committee duly convened. The Chapter Honorary Secretary shall forthwith comply with such a direction by removing such member's name from the membership list, whereupon the said membership shall cease. Any member whose name has been removed and who subsequently applies for readmission shall pay all arrears of subscriptions before readmission.

### Reimbursement of Subscription

7.8 No member leaving The Society shall have any claim for refund of subscription  
Expulsion of Members.

7.9 A member —

- (i) who is in breach of the agreement to abide by the Constitution and By-laws of the Society and of a Branch and Chapter of which membership is held, or
- (ii) whose conduct in the opinion of the Council, has been such that it would injure the good name of the Society or the standing of other members in the community for that person to remain a member of the Society, or
- (iii) whose professional conduct in the fields referred to in Clauses 3.1, 3.2, 3.3 and 3.4 of the Constitution, in the opinion of the Council has been grossly improper or has gravely violated generally accepted standards of ethical

professional behaviour may be expelled from the Society in accordance with the provisions of Clause 7.10.

7.10 (i) At a duly convened meeting of the Council, a majority of not less than three-fourths of the members of the Council present and voting may resolve to expel a member of the society on any one or more of the grounds set out in clause 7.9 of this Constitution.

(ii) The Vice President-Administration (defined in 8. 13) shall, not later than twenty - one days before the date of the Council Meeting at which the expulsion of a member is to be considered, notify to such a member the time and place of such a meeting and intention of the Council to consider such expulsion, whereupon the member may in writing, of reasonable length show cause why the member should not be expelled. If such written submission is lodged with the Vice President-Administration not less than seven days, or such other lesser time as the Council may allow, before the date of the meeting of the Council, such submission shall be heard at the Council Meeting prior to the vote on the expulsion of the member.

In addition to or instead of a written submission, such member may request and if so shall be granted the opportunity to make a personal appearance at the member's own cost at the council meeting prior to the vote on regarding the expulsion.

(iii) The Vice President-Administration shall, within seven days from the resolution of the Council to expel a member, send by registered post, notice of the resolution and address of the President of the Society to the member, so that the member may take further appeal to the Council through the President.

(iv) Providing no appeal is received by the President beforehand the expulsion will come into force one month after the resolution is passed.

(v) If an appeal is received within the prescribed time it shall be considered at the next Council meeting, and if it is rejected, the expulsion will come into force immediately.

## 8. DIRECTION AND MANAGEMENT OF THE SOCIETY

### The Society

8.1 The direction and the management of the affairs of the Society shall be vested in a Council. The Council may, subject to the provisions of this Constitution and the By-laws, exercise all or any of the powers of the Council as set out in Clause 6 of this Constitution except such of those powers as shall, by the By-laws, be directed to be exercised by Branch Executive Committees or Chapter Executive Committees.

### Appointment of Council.

8.2 The Council of the Society shall consist of the delegates appointed by Branch Executive Committees plus the immediate past president. The number of delegates appointed by the Branch Executive Committee shall be in accordance with the By-laws.

8.3 A Branch may at any time revoke the appointment of any of its delegates.

8.4 In the event of a delegate dying or resigning from the Council or ceasing to be a member of the Branch which appointed that delegate, or a delegate's appointment being revoked by that Branch, the Branch shall appoint a replacement.

8.5 Members of the Council shall not be paid or receive any remuneration or fees acting as such and no member of the Council shall be appointed to any office of profit in the Society.

#### Conduct of Council Business

8.6 The Council shall meet at such times and places as may be decided. from time to time by the Council or deemed necessary by the President, but shall meet at least once each year during its term in office. At least thirty days notice of any meeting shall be sent to the Councillors.

8.7 A Councillor unable to be present in person at a Council meeting may be represented by proxy. A proxy holder may be either (a) a Councillor, who shall have a voting power equal to one plus the number of proxies held by that Councillor, or (b) any other Corporate Member of the Society, who shall have a voting power equal to the number of proxies held by that Member. Such proxies shall be in writing and shall be in the hands of the Vice President-Administration before the Council meeting for which they are in force.

8.9 Except as otherwise provided in this Constitution, or the By-laws, decisions of Council on all matters shall be decided by a simple majority of votes cast. In the case of a deadlock of votes, the Chair may exercise a second or casting vote.

8.10 All bona fide acts performed by members of the Council acting or collectively for or on behalf of the Council shall, notwithstanding it be afterwards shown that there was some defect in their appointment, be as valid as if every member had been qualified to act.

8.11 A special meeting of Council shall be called if requested by not less than two Branch Executive Committees. Not less than two months notice of this special meeting shall be given to all Branch Executive Committees specifying the motions to be brought forward. The business at such a meeting must be confined to such motions.

#### Office-bearers of the Council

##### Election of Office-bearers

8.12 The Council shall elect a President from amongst the delegates. This election shall take place with the Immediate Past President in the chair, if available, otherwise of a delegate selected by the Council. In the event of a deadlock of votes, the Chair shall exercise a second or casting vote. The President shall take the Chair on election if present in person.

8.13 The Council shall elect 3 Vice Presidents and an Honorary Treasurer from amongst the delegates. The Vice President-Administration shall carry out all of the duties ascribed to the Honorary Secretary and shall supervise the duties of the Honorary Treasurer. The Vice President-Membership and Public Relations shall supervise Council duties in membership and public relations. The Vice President-Education and Courses shall supervise Council duties in education and courses.

8.14 An Office-bearer may resign office at any time by submitting a resignation in writing to the President and Vice President-Administration and such resignation shall become effective immediately. Subject to the other provisions of this Constitution, an

Office-bearer shall hold office from the date of election until the conclusion of the first meeting of the new Council.

#### Duties of Vice President-Administration

8.15 It shall be the duty of the Vice President-Administration to make and keep proper minutes of all meetings of the Council, and to send out all notices required by the Constitution or as instructed by the Council and to do all such things as are proper to the office of Vice President-Administration.

#### Duties of Honorary Treasurer

8.16 It shall be the duty of the Honorary Treasurer to receive the appropriate moneys, fees, levies and subscriptions from the Chapters as set out in Clauses 8.27 and 8.28 of the Constitution and in the By-laws, and to pay moneys duly authorised and approved by the Council on behalf of the Society, to cause proper records to be kept and to prepare therefrom a summary of the Honorary Treasurer's accounts for each financial year for inclusion in the Council's Annual Report.

#### Auditor

8.17 There shall be an Auditor, who must be a professionally qualified accountant. The Auditor must be elected annually by Council but shall not be a member of the Society.

8.18 The Auditor shall have access at all reasonable times to any documents relating to the financial transactions of the Council and shall verify and sign the consolidated Annual Financial Statement of the Society before it is submitted by the Council to members of the Society.

#### Public Officer

8.19 There shall be a Public Officer of the Society resident in the Australian Capital Territory and shall be appointed by the Council from time to time. If at any time the position of Public Officer becomes vacant, the Council shall within fourteen days appoint a person resident in the ACT to fill the vacancy. The Office of Public Officer shall become vacant in accordance with provisions of Section 10 of the Ordinance. The Public Officer may hold any other office of the Society. The Public Officer shall within fourteen days of being appointed give notice in writing to the Registrar of companies of the Australian Capital Territory of that appointment and the Public Officer's full name and address. If the address of the Public Officer changes then the Public Officer shall within fourteen days after the change give notice to the Registrar. The Public Officer shall be responsible for giving notice to the Registrar of any alterations to the Objects or Rules of the Society, or in any trusts of or relating to the Society in accordance with the requirements of the Ordinance, and generally ensuring that the Society complies with requirements of the Ordinance from time to time.

8.20 The Council may empower the President and any two other Office-bearers to act as a Council Executive Committee, and may delegate to this Council Executive Committee such power as are vested in it by the Constitution and By-laws. The business of the Council Executive Committee may be conducted by a meeting.

8.21 The Council may appoint committees of members of the Society with such terms of reference as it thinks fit.

8.22 The Council may also appoint committees of members of the Society to form joint committees with other organisations.



## Reports and Financial Statements of Council

8.23 The Council shall draw up an Annual Report concerning the affairs of the Society which shall be circulated to all members of the Society.

8.24 The Council shall draw up an Annual Financial Statement showing separately the transactions of the Council and a consolidation of the financial transactions of the Council and those contained in the audited Chapter Annual Financial Statements.

8.25 The Annual Financial Statement, having been duly verified and signed by the Auditor, shall be circulated to all members of the Society with the Annual Report of the Council.

8.26 The Public Officer shall, within one month after verification of the Annual Financial Statement, file a copy with the Registrar.

## Council Funds

8.27 Each Chapter shall contribute to the Council, in respect of each financial year, a capitation fee or fees calculated in such a manner as the By-laws shall from time to time prescribe.

8.28 In addition to the capitation fee referred to in 8.27 Council may impose a levy on members to cover expenditure of an extraordinary nature. The amount of a levy and the purpose for which it is imposed shall be as laid down in the By-laws. Members shall be obligated to pay such duly imposed levies as if they were part of their subscription.

## Distribution of Income

8.29 The income and property of the Society under control of the Council of the Society whencesoever derived, shall be applied solely towards the Objects of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend gift division bonus or otherwise howsoever by way of profit to the members of the Society at any time during its lifetime.

## Insurance

8.30 The Honorary Treasurer of the Society shall effect and keep current a public risk policy to the value of not less than \$100,000 to cover the activities of the Society and of each and every chapter of the Society.

## Use of Name and Seal

8.31 In accordance with Section 16 of the Ordinance the Society shall cause every notice, advertisement, bill of exchange promissory note, endorsement, order, way-bill invoice, receipt of other documents given, published, drawn, endorsed or issued by it to contain the name of the Society in legible characters.

8.32 The Society shall have a common seal which shall only be used by authority of the Council and in the presence of two members of the Council who shall sign every instrument to which the seal is affixed. Every such instrument shall be countersigned by the Vice President-Administration or the Public Officer or some other person appointed by the Council.

## Dissolution of the Society

8.33 The Society shall be deemed to be dissolved if every Chapter is dissolved as under Clause 10. 17 of the Constitution.

8.34 If the Society shall be wound up and there are surplus assets then these shall be distributed in accordance with a Resolution relating to the distribution of any surplus assets passed by a majority of at least two-thirds of the members of the Society but subject to an Order of the Supreme Court in accordance with Section 19 of the Ordinance.

## 9. DIRECTION AND MANAGEMENT OF THE BRANCHES

9.1 The direction and management of the affairs of each Branch of the Society shall be vested in a Branch Executive Committee. A Branch Executive Committee may, subject to the provisions of the Constitution, exercise all or any of the powers of a Branch Executive Committee as set out in Clause 6, except such of those powers as shall, by the By-laws, be directed to be exercised by the Council.

### Composition of Branch Executive Committee

9.2 The Branch Executive Committee shall consist of three or more Office-bearers (viz., a Chair, a Vice-Chair, a Branch Honorary Secretary, and such additional office-bearers and ordinary Committee members as may be provided for in the By-laws of the Branch). The immediate Past-Chair, if available, shall be, ex-officio, a member of the committee.

### Election of Branch Executive Committees

9.3 The office-bearers and ordinary Branch Executive Committee members shall be elected annually as provided for in the Branch By-laws.

### Vacancies on Branch Executive Committees

9.4 Any member of the Branch Executive Committee may resign from the Branch Executive Committee at any time. Such resignation shall be effective from the date of its acceptance by the Branch Executive Committee. Such vacancies as may from time to time occur, shall be filled as provided for in the Branch By-laws.

### Conduct of the Business of the Branch Executive Committee

9.5 The election, business and proceedings of the Branch Executive Committee shall be regulated in such a manner as the Branch Executive Committee may (subject to any express provisions of the Constitution and By-laws) prescribe by Branch By-law from time to time.

9.6 All bona fide acts performed by members of the Branch Executive Committee acting individually or collectively for or on behalf of the Committee shall, notwithstanding it be afterwards shown that there was some defect in their appointment, be as valid as if every member had been qualified to act.

### Duties of the Branch Honorary Secretary

9.7 It shall be the duty of the Branch Honorary Secretary to make and keep proper minutes of all proceedings of the Branch and the Branch Executive Committee and to send out all notices required by the Constitution and the By-laws or as instructed by the Branch Executive Committee and to do all such things as are proper to the office of Branch Honorary Secretary.

## Branch By-laws

9.8 Any Branch Executive Committee shall be empowered to make, suspend, alter, add to and revoke By-laws applying to operations of that Branch in a way consistent with the Constitution and By-laws of the Society, subject to confirmation at General Meetings of Corporate members of Chapters of the Society representing the majority of Branch Members. Any Chapter which fails to inform the Branch Honorary Secretary within ten weeks of a request for a Chapter General meeting of the outcome of that meeting shall be deemed to support the change in Branch By-laws. Such By-laws or changes thereto, must be notified to Council immediately on confirmation, shall be effective forthwith, and shall remain in force unless disallowed by the Council within three months of notification.

## 10. DIRECTION AND MANAGEMENT OF THE CHAPTERS

10.1 The direction and management of the affairs of each Chapter of the Society shall be vested in a Chapter Executive Committee. A Chapter Executive Committee may, subject to the provisions of the Constitution, exercise all or any of the powers of a Chapter Executive Committee as set out in Clause 6, except such of those powers as shall, by the By-laws, be directed to be exercised by the Council.

### Composition of Chapter Executive Committee

10.2 The Chapter Executive Committee shall consist of four or more Office-bearers (viz., a Chair, a Vice-Chair, a Chapter Honorary Secretary, a Chapter Honorary Treasurer and such additional office bearers and ordinary Committee members as may be provided for in the By-laws of the Chapter). The immediate Past-Chair, if available, shall be, ex-officio, a member of the Committee.

### Election of Chapter Executive Committees

10.3 The Office-bearers and ordinary Chapter Executive Committee members shall be elected annually as provided for in the Chapter By-laws, and shall hold office from the close of the Annual General Meeting at which their election was announced, to the close of the next succeeding Annual General Meeting, except as provided in Clause 10.4.

### Vacancies on Chapter Executive Committees

10.4 Any member of the Chapter Executive Committee may resign from the Chapter Executive Committee at any time. Such resignation shall be effective from the date of its acceptance by the Chapter Executive Committee. Such vacancies as may from time to time occur, shall be filled as provided for in the Chapter By-laws.

### Conduct of the Business of the Chapter Executive Committee

10.5 The election, business and proceedings of the Chapter Executive Committee shall be regulated in such a manner as the Chapter Executive Committee may (subject to any express provisions of the Constitution and By-laws) prescribe by Chapter By-law from time to time.

10.6 All bona fide acts performed by members of the Chapter Executive Committee acting individually or collectively for or on behalf of the Committee shall, notwithstanding it be afterwards shown that there was some defect in their appointment, be as valid as if every member had been qualified to act.

## Office-bearers of the Chapter Executive Committee

### 10.7 Duties of the Chapter Honorary Secretary:

It shall be the duty of the Chapter Honorary Secretary to make and keep proper minutes of all proceedings of the Chapter and the Chapter Executive Committee and to send out all notices required by the Constitution and the By-laws or as instructed by the Chapter Executive Committee and to do all such things as are proper to the office. of Chapter Honorary Secretary.

## Duties of the Chapter Honorary Treasurer

10.8 It shall be the duty of the Chapter Honorary Treasurer to receive and pay all moneys on behalf of the Chapter and to cause proper records to be kept. All payments shall be authorised and approved by the Chapter Executive Committee.

10.9 The Chapter Honorary Treasurer shall prepare, in respect of the Chapter, an Annual Balance Sheet and Revenue Account in a form to be prescribed by the Council. After duly verified and signed by the Chapter Auditor, and adopted by the Chapter at its Annual General Meeting, a copy of this Financial Statement shall be forwarded to the Honorary Treasurer of the Society within seven days after Chapter Annual General Meeting.

## Chapter Auditor

10.10 The Chapter Auditor shall be a professionally qualified accountant and shall not be a member of the Society. The Chapter Auditor shall be elected annually by Corporate Members present at each Chapter Annual General Meeting and be eligible for re-election. At least once every year the Chapter Auditor shall examine the accounts of the Chapter and shall report to the Chapter members as to the correctness of the Annual Balance Sheet and Revenue Account. If the Chapter Auditor should resign, or become unavailable, before the next Annual General Meeting a Special Meeting shall be called to elect a new Chapter Auditor.

## Authorisation of Branch Executive Committee

10.11 If a Chapter Executive Committee agrees that some matter within its power is best handled at State or Territory level, it may request the Branch Executive Committee to act on it. The Branch Executive Committee shall be empowered to act on such matters if empowered to do so by the Chapter Executive Committees representing the majority of Branch members.

## Chapter Sub-Committees and Specialist Groups

10.12 A Chapter Executive Committee may from time to time approve the establishment of sub-committees and Special Interest Groups and may make such regulations as to the duties and conduct of such subcommittees and groups as it deems proper subject to the express provisions of the Constitution and By-laws.

## Reports and Financial Statements of the Chapter Executive Committee

10.13 The Chapter Executive Committee shall draw up an Annual Report concerning the affairs of the Chapter, which shall include the audited Chapter Annual Balance Sheet and Revenue Account, and which shall be circulated to the members of the Chapter.

10.14 A copy of the Chapter Annual Report as adopted as the Chapter Annual General Meeting, shall be forwarded to the Vice President-Administration of the Society within seven days after the Chapter Annual General Meeting.

#### Subscriptions

10.15 Each member shall pay an annual subscription to the Chapter of which that person is a member. The amount of such subscription shall be as prescribed from time to time by the Chapter Committee, subject to approval of Council.

#### Distribution of Income

10.16 The income and property of the Society under the control of a Chapter whencesoever derived, shall be applied solely towards the Objects of the Society as set forth in the Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of the Society.

#### Dissolution of a Chapter

10.17 The dissolution of a Chapter of the Society shall occur only by resolution of a Special Meeting of members of the Chapter called to consider this matter, or if excluded by the Branch Executive Committee for non-payment of fees due to the Council.

10.18 If a Chapter should be dissolved, and upon the winding up of the Chapter there remains, after the satisfaction of all of its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Chapter, but shall be transferred to the Council of the Society.

#### Limitation of Liability

10.19 Notwithstanding anything to the contrary in the Constitution and By-laws, authorisation of a Special General Meeting of the Chapter shall be required for any expenditure at any time which would result in the liabilities of the Chapter exceeding the market value of the assets of the Chapter by a sum equal to or greater than half the total subscription of members of that Chapter for the previous year.

10.20 Any Chapter Executive Committee shall be empowered to make, to suspend, to alter, to add to and to revoke By-laws applying to the operations of that Chapter, in a way consistent with the Constitution and By-laws of the Society, subject to confirmation at a General Meeting of the members of the Chapter by a simple Majority of the members present and voting. Such By-laws, or changes thereto, must be notified to Council immediately on confirmation, shall be effective forthwith, and shall remain in force unless disallowed by the Council within three months of notification.

#### Chapter Meetings

##### Chapter Annual General Meeting

10.21 There shall be an Annual General Meeting of each Chapter, which shall take place as prescribed in the Chapter By-laws.

##### Chapter Special Meetings

10.22 The Chair of the Chapter may, or upon written request of not less than five percent of the members shall, summon a Chapter Special Meeting by sending not less

than twenty-one days notice thereof, specifying the motions to be brought forward. The business at such a meeting must be confined to such motions.

#### Quorum for Chapter Meetings

10.23 At a Chapter Annual General Meeting and at a Chapter Special Meeting ten members or five percent of the members, whichever is the greater shall form a quorum.

#### Other Chapter Meetings

10.24 The Chapter Executive Committee may at its discretion arrange for such meetings to be held as may further the Objects of the Society.

#### Voting at Chapter Meetings

10.25 Except as otherwise provided in the Constitution, each member of the Society attached to a Chapter shall have one vote. Resolutions shall be decided by a simple majority of votes cast. In the event of equality of votes, the Chair shall have a casting vote.

### 11. ASSOCIATED INSTITUTIONS

11.1 Organisations and societies which satisfy a Chapter Executive Committee that they are interested in furthering the Objects of the Society, may be admitted as Associated Institutions of the Society. Such Institutions shall apply in writing on an approved form supplied by the Chapter Honorary Secretary.

11.2 The election of an Associated Institution will be by two-thirds majority of those present at a meeting of the Chapter Executive Committee, whose decision shall be final.

11.3 Each Associated Institution shall pay an annual subscription. The amount of the annual subscription shall be a prescribed from time to time in the Chapter By-laws.

11.4 An Associated Institution may designate up to two persons as representatives, and these representatives shall have such privileges other than voting rights restricted to Corporate Members as may be defined by the Chapter Executive Committee.

11.5 An Associated Institution may resign at any time by notifying the Chapter Honorary Secretary of its Chapter in writing. Such resignation shall become effective on being accepted by the Chapter Executive Committee.

11.6 Any Associated Institution whose subscription is in arrears, as prescribed in the By-laws, shall be liable, after reasonable notice given to the expelled by direction of the majority of those present at a meeting of the Chapter Executive Committee duly convened.

### 12. AMENDMENT TO CONSTITUTION

This Constitution may be revoked, altered, or amended only by resolution of the Council passed at a special meeting of the Council by a majority of not less than three-fourths of the votes cast by the Councillors present or by proxy (this majority being an absolute majority of the total number of votes being held by delegates to Council) and confirmed by a resolution of the Corporate Members of the Society taken by postal vote over all the Society's Corporate Members and passed by a simple majority of responding members, provided that, when the

Corporate Members' votes are examined Branch by Branch, at least half of the Branches are in favour of the resolution, and provided that notice of such revocation, alteration, or amendment shall be forwarded to the Chapter Executive Committees not less than twelve weeks before the special Council meeting at which the resolution is to be voted upon. The ballot of the Corporate members of the society shall be carried out as directed by the Council, or the Council Executive Committee acting for the Council.

The Public Officer shall, within one calendar month of the declaration of the result of a postal ballot which is carried out in accordance with this clause, advise the Registrar as required by the Ordinance of any revocation, alteration or amendment of this Constitution which has been confirmed by the postal ballot, and the revocation, alteration or amendment shall have effect as from the date upon which the Registrar is so advised, except that any change in the Objects of the Society as set out in this Constitution shall have effect from the date upon which the Registrar approves such a change.

### 13. BY-LAWS OF THE SOCIETY

13.1 The By-laws of the Society shall be those contained in the Schedule of By-laws of the Australian Society for Operations Research Incorporated, and they shall remain in force unless and until suspended, altered, added to, or revoked in the manner herein prescribed.

#### 13.2 Alteration of By-laws

13.2.1 The Council may, by a resolution passed at a special meeting, by a three-fourths majority of the votes cast by Councillors present in person or by proxy, and confirmed in accordance with Clauses 13.2.2 and 13.2.3, suspend, alter, add to, or revoke the By-laws, provided that no such suspension, alteration, addition, or revocation shall be inconsistent with this Constitution, and provided that notice of such suspension, alterations, additions, or revocation shall be sent to each Branch Executive Committee not less than twelve weeks before the special Council meeting which the resolution is to be voted upon.

13.2.2 Each Branch Executive Committee shall submit any resolution made under Clause 13.2.1 to vote by the Corporate Members of the Chapters of the Branch by way of duly convened meetings or by way of postal ballot, as it shall determine. The Branch shall be deemed to confirm the resolution if meetings of Chapters representing a simple majority of Corporate Members of the Branch confirm the resolution. Each Chapter Honorary Secretary shall advise the Branch Honorary Secretary of the result of such decisions within seven days of the vote being taken. If such advice is not received by the Branch Honorary Secretary within ten weeks of the special Council meeting at which the resolution is passed, that Chapter shall be regarded as having confirmed the resolution. The Branch Executive Committee shall, within three calendar months of the date of the special Council meeting at which the resolution is passed, advise the Vice President-Administration of the decision of the Branch. If a Branch Executive Committee fails to advise the Vice President-Administration within the stipulated time, that Branch shall be regarded as having confirmed the resolution.

13.2.3 Upon the expiry of three calendar months from the date of the Special Council meeting at which the resolution referred to in Clause 13.2.1 is passed, or upon the receipt of advice from a number of Branches being at least half of the Branches of the Society and representing a simple majority of the Corporate Members of the Society

of decisions in favour of the resolution, whichever is the earlier, the Vice President-Administration shall forthwith advise the Public Officer and the Branches of the decision of the Branches on the resolution. If the resolution has been confirmed the Public Officer shall, in accordance with the Ordinance, advise the Registrar of the suspension, alteration, addition or revocation, which shall thereupon take effect.

---

## **SCHEDULE OF BY-LAWS OF THE AUSTRALIAN SOCIETY FOR OPERATIONS RESEARCH INCORPORATED (ASOR)**

1. Definitions.
2. Membership.
3. Council.
4. Branches.
5. Chapters.

### **1. DEFINITIONS**

1.1 "An Instrument" is a document under the common seal of the Society duly signed by the authorised officers of Council amplifying the By-laws in accordance with the provisions of these By-laws.

### **2. MEMBERSHIP**

#### **2.1 Membership Classifications**

2.1.1 Corporate membership shall consist of the Members of the Society.

2.1.2 Non-Corporate Membership shall consist of the Associates, Students of the Society and the representatives for the time being of Associated Institutions.

2.1.3 Honorary Membership shall consist of such Honorary members as may, from time to time, be elected by Council.

#### **2.2 Membership Grades**

2.2.1 A Member shall be a person who, in applying for membership, satisfies the requirements of the relevant instrument in force at the time of the consideration for election. The members of the Society may use the letters MASOR to identify themselves as such.

2.2.2 An Associate shall be a person who satisfies the Chapter Executive Committee by showing an interest in furthering any of the Objects of the Society.

2.2.3 A Student shall be a full time student who is interested in any of the Objects of the Society and who does not satisfy the requirements of the



Instruments for election to Corporate Membership of the Society in force at the time of consideration for election.

2.2.4 An Honorary Member shall be a person as may, from time to time, be elected by Council.

### 2.3 Membership Application

### 2.4 Election and Reclassification of Members Election of Members

2.4.1 Applications for, and elections to, the grade of Member shall be laid down in an Instrument executed by Council.

#### 2.4.2 Election of Non-Corporate Members

2.4.2.1 An application for Non-Corporate Membership of the Society must be endorsed by a Corporate member of the Society and shall be submitted to the Executive Committee of the Chapter of the applicant's choice.

2.4.2.2 The classification of each Non-Corporate Member shall be determined by the Executive Committee of the Chapter on the basis of the information supplied on the form of application for membership and that obtained from any other source.

2.4.2.3 Election to Non-Corporate membership shall be by a two thirds majority of those present at a meeting of the Chapter Executive Committee duly convened and upon being so elected such applicant shall become Non-Corporate Member of the Society within the appropriate Chapter.

### Reclassification of Membership Grade

2.4.3 A member wishing to be reclassified as an Associate or as a Student shall apply in writing to the Executive Committee of his Chapter. A member wishing to be reclassified as a Corporate Member may apply in such a manner as is prescribed in an Instrument executed by Council.

2.4.4 Information submitted to, or otherwise obtained by, Council or a Branch or Chapter Executive Committee for the purpose of evaluating an application for election to membership, or an application for membership, shall be used only for that purpose, and shall otherwise be regarded as confidential.

### Addresses of Members

2.4.5 Each member of a Chapter shall furnish the Honorary Secretary of that Chapter with mailing address and email address (if available) for correspondence, and all notices posted or emailed to such an address shall be considered to have been delivered.

### Transfer of Membership

2.5 Any member may transfer his membership to another Chapter without incurring an additional fee for the current year.

### Continuing Membership

2.7 If a member of a Chapter is departing from Australia for a period of at least twelve months, the Executive Committee of that Chapter may vary that member's subscription for the period.

## 2.8 An Instrument of Council

2.8.1 Council may from time to time, by resolution passed by a three-quarters majority of the votes cast by the Councillors present in person or by proxy, executive an Instrument determining the qualifications and procedure for election to any grade or classification of Corporate Membership of the Society.

2.8.2 An Instrument executed by Council shall have affixed the common seal of the 'Society under the signature of the President and either the Vice President-Membership and Public Relations or the Vice President-Education and Courses and shall be countersigned by the Vice President-Administration. An Instrument shall become valid three calendar months after the date on which it is executed by Council unless objected to by Chapters of the Society containing a simple majority of the Corporate members of the Society. Such objections may be made at meetings of the Corporate members of the chapter of the Society duly convened or by way of postal ballot, as the Chapter Executive Committees shall determine. To be effective any such objection must be lodged with the Vice President-Administration of the Society within the stipulated period of three calendar months from the date on which the Instrument is executed by Council. Within one Calendar month of an Instrument becoming valid, the Public Officer shall, in accordance with the Ordinance advise the Registrar of the execution of the Instrument, which shall then become effective.

2.8.3 Notice of an Instrument to be executed by Council shall be forwarded to the Chapter Executive Committees not less than twelve weeks before the Council Meeting at which the Instrument is to be considered.

2.8.4 An Instrument duly executed by Council in accordance with these By-laws will specifically revoke by name and title any previous Instrument or Instruments, where necessary.

2.8.5 No Instrument executed by Council may deprive a financial Corporate Member of the Society of Corporate Membership of the Society.

## 3. COUNCIL

### Powers of the Council

3.1 The powers to be exercised by the Council in accordance with Clause 6 of the Constitution shall be:

3.1.1 To arrange for the Society to be registered or recognised in any Australian State or Territory or in any overseas country or place and to exercise any of its Objects or powers in any part of the world.

3.1.2 To affiliate with any organisation having objects similar to those of the Society

3.1.3 To merge with any organisation having objects similar to those of the Society, and to transfer all or part of its property, assets, liabilities and engagements to any such organisation, subject to approval obtained from the members in the same manner as is required for an amendment to the Constitution under Clause 12 of the Constitution.

3.1.4 To set up a Branch of the Society in any State or Territory of Australia, where this action is considered to be in furtherance of the Objects, or any of them.

3.1.5 To reduce the voting rights of a Branch, any of whose Chapters has not paid fees due to the Council by the end of the financial year in which they are due, to the voting rights which the Branch would possess if the said Chapters did not exist.

3.1.6 To raise or borrow money upon such terms and in such manner as it thinks fit.

3.1.7 To secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Society by giving mortgages charges or securities upon or over all or any of the real and personal property of the Society as defined in Clause 5.1 of the Constitution.

3.1.8 To accept gifts or donations.

3.1.9 To invest moneys or assets of the Society in such manner as the Council may from time to time determine.

3.1.10 To open and operate any class of bank account.

3.1.11 To do all other lawful things that the Council sees fit for the operation of the Society.

### 3.2 Appointment of delegates to the Council

3.2.1 A Branch Executive Committee shall appoint Delegates of the Society on admission of the Branch the number of Delegates appointed shall be in accordance with By-law 3.2.3 applied at the date of admission and thereafter as specified in By-law 3.2.2.

3.2.2 Each Branch Executive shall appoint Delegates of the Society biennially in the March of each odd numbered year. The number of Delegates appointed shall be in accordance with By-law 3.2.3 applied as at December in the year prior to appointment. Delegates shall assume office on appointment and shall retain office for two years unless replaced by their Branch during that period.

3.2.3 The number of Delegates appointed shall be one if the members of the Branch number 75 or less; two if members of the Branch number 76 to 150; three if the members of the Branch number 151 to 225; four in the case of 226 to 300 members. An additional Councillor shall be appointed for each 150 members or part thereof by which the Branch membership exceeds 300.

3.2.4 On election of the National President, the Branch from which the President was appointed shall be entitled to appoint one additional delegate.

### Meetings

3.3 For a quorum at Council meetings the number of persons participating in person and by proxy shall be not less than the number of Branches. The President, if present shall preside over the Council meeting as chair. In the absence of the president a Vice President-Administration, Vice President-Membership and Public Relations, Vice President-Education and Courses, or in the absence of all of the Vice Presidents a delegate or proxy holder chosen from amongst those present shall preside as Chair of the Council meeting.

### 3.3.1 General Meeting of the Society

The General Meeting of the Society, not less than fourteen days notice of which shall be given to members, shall be held before the end of June. The general meeting shall be held at least once every two years.

The quorum of the meeting shall be ten members or 5 per cent of the members whichever is greater.

Each member of the Society shall have one vote. A simple majority of votes will carry the resolution. In the event of a tie, the Chair shall have a casting vote.

The main business at the meeting shall be to receive and consider the annual financial report and any other accounts, reports and statements.

### Meeting Expenses

3.4 The costs incurred as a consequence of participation at a properly convened Council meeting by Councillors, proxy holders and other members specifically invited to attend Council meetings by resolution of Council or the Council Executive Committee, may be paid out of Council funds, provided that such payment shall not be made in respect of more than one delegate per Branch, unless approval be obtained beforehand from Chapter Executive Committees representing a majority of Corporate Members.

### Election of Council Office-bearers

3.5 The Council shall elect its Office-bearers as provided for in the Constitution as soon as possible after its term of office commences but before 30th April. The office-bearers of the Council shall be elected for a two-year term.

### 3.6 Finance

#### 3.6.1 Council Funds

##### Subscription

3.6.1.1 The subscription for each grade of membership and of Associated Institutions shall be decided by each Chapter as it sees fit.

##### Capitation Fees for Members

3.6.1.2 Each Chapter shall contribute to the Council, in respect of each financial year, a capitation fee for each member of that Chapter at 31st December in the previous year. The capitation fee in respect of each class of membership shall be determined by Council in accordance with By-law 3.6.1.3. The capitation fee shall be due and payable on 1st May in each year.

##### Variation of Amount of Capitation Fee

3.6.1.3 The capitation fee for members may be varied by resolution of Council passed by three-quarters of the votes cast by Councillors participating or by proxy and shall come into effect three months after the passing of the resolution.

#### 3.6.2 Authority to Sign

##### Cheques and Withdrawal Forms

3.6.2.1 The cheques and withdrawal forms for any bank account operated by the Council shall be signed by any two of the President, the Vice President-Administration and the Honorary Treasurer, or by one of these and one of such other Corporate Members as are authorised by the Council from time to time.

#### Deeds, Debentures, Contracts

3.6.2.2 Any deed, document, debenture or security which the Council shall determine on executing shall be signed by three Councillors, including the President or the Vice President-Administration, and one other Vice President or the Honorary Treasurer.

#### Financial Year

3.6.3 For both Council and Chapters, the Financial Year shall be from January 1st to December 31st.

#### Lowering of Voting Rights

3.7 If any Branch has its voting rights lowered in accordance with By-law 3.1.5, the Vice President-Administration shall inform the Honorary Secretary of the Branch and the defaulting Chapter accordingly within fourteen days of the Council decision to lower the voting rights.

## 4. BRANCHES

### Power of the Executive Committees

4.1 The powers of the Branch Executive Committees in accordance with Clause 6 of the constitution are:

4.1.1 To set up a Chapter of the Branch anywhere within its State or Territory where it considers that the requirements exist for a Chapter which cannot adequately be met by an already established Chapter. In the event of a dispute arising from the Branch Executive Committee's refusal to set up a Chapter, the dispute shall be referred to Council on the written request of ten Corporate Members, and the Council may override the decision of the Branch Executive Committee.

4.1.2 To suspend a Chapter of the Branch for non-payment of fees due to Council, for the remainder of the financial year for which the fees are due, and to continue this suspension until all such arrears are paid, and if it has reasonable grounds to expect that the arrears will not be paid, to order the dissolution of the Chapter.

4.1.3 To arrange for public statements to be made on matters affecting the attainment of the Objects or any of them within its State or Territory, subject to guidelines laid down by the Council.

4.1.4 To appoint delegates to Council in accordance with the By-laws.

4.1.5 To perform any of the duties specifically laid down in the Constitution or the By-laws.

4.1.6 To do any other lawful thing which has been approved by the Executive Committees of Chapters representing the majority of members in its State or Territory, or which has been laid down in the By-laws of the Branch.

#### 4.2 Tenure of Office of Office-bearers of a Branch Executive Committee

4.2.1 No member shall hold the office of Chair of Branch Executive Committee for more than two consecutive years.

4.2.2 No member of a Branch Executive Committee shall serve as such for more than four consecutive years. Terms served as a Branch Office Bearer shall not count in determining this four year period.

## 5. CHAPTERS

### Powers of Chapter Executive Committees

5.1 The powers of the Chapter Executive Committees in accordance with Clause 6 of the Constitution are:

5.1.1 To raise or borrow money and to secure the prepayment of money so raised or borrowed in the same manner as the Council as set out in detail in paragraphs 3.1.6 and 3.1.7 of these By-laws, but such power shall be restricted to the proper business and activities of the respective Chapters and no Chapter shall pledge the credit of the Society as a whole.

5.1.2 To do any of the thing referred to in paragraphs 4.7 to 4.18 of the Constitution provided that those powers only extend to the business and activities of the respective Chapters not payable to Council in accordance with the provisions of the Constitution.

### Chapter Annual General Meetings

5.2 The Annual General Meeting of a Chapter, not less than fourteen days notice of which shall be given to members, shall be held before the end of June in each year.

#### 5.3 Tenure of Office of Office-bearers of a Chapter Executive Committee

5.3.1 No member shall hold the office of Chair of a Chapter Executive Committee for more than two consecutive years.

5.3.2 No member of a Chapter Executive Committee shall serve as such for more than four consecutive years. Terms served as a Chapter Office Bearer shall not count in determining this four year period.

#### 5.4 Chapter Finance

##### 5.4.1 Authority to sign

##### Cheques and Withdrawal Forms

5.4.1.1 The Chapter's cheques and withdrawal forms shall be signed by the Chair and Chapter Honorary Treasurer, or by one of these and one other Chapter Executive Committee member to be nominated.

##### Deeds, Debentures, Contracts

5.4.1.2 Any deed, document, debenture, or security which the Chapter Executive Committee shall by resolution determine on executing shall

be signed by four members of the Chapter Executive Committee including the Chair or the Vice-Chair, and the Chapter Honorary Secretary or the Chapter Honorary Treasurer.

#### 5.4.2 Arrears of Subscription

5.4.2.1 A member shall be deemed to be in arrears with respect to subscription payable if it is not paid within three months of the beginning of the financial year in which it is due.

5.4.2.2 An Associated Institution shall be deemed to be in arrears with its subscription if it is not paid within three months of the beginning of the financial year in which it is due.