



# Constitution

## 1. Name of the Society

The name of the Society shall be *The Operations Research Society of South Africa*. ORSSA shall be the accepted abbreviation for the name of the Society.

## 2. Objects of the Society

### 2.1. Mission

The objects of the Society shall be to promote a wider knowledge of the techniques, theory and practices of Operations Research.

Meeting members' expectations and supporting improved decision making through the understanding, use, teaching and promotion of OR and analytics techniques throughout Africa.

### 2.2. Vision

A healthy Society with enthusiastic members, recognized widely in Africa as the place to go for improved decision making and analytics.

## 3. Legal position of the Society

- 3.1. The Society shall be a body corporate endowed with rights and duties, and shall be capable of suing and being sued in its corporate name.
- 3.2. The Society shall not pursue the acquisition of gain and monetary advantage for its members.
- 3.3. The income and property of the Society acquired in whatever way, shall be applied exclusively to the promotion of the objects of the Society as described in this Constitution, and no part thereof shall be paid directly or indirectly to members of the Society, provided that nothing stated herein shall prohibit the bona fide remuneration of office bearers or employees of the Society, or any member thereof, for services rendered to the Society.
- 3.4. All assets shall be the property of the Society and any person whose membership of the Society is terminated for whatever reason shall have no claim to, or interest in, any of the assets of the Society.
- 3.5. The liability of the members of the Society shall be limited to the extent that each member shall only be liable to the amount of their annual membership fee and any money that may otherwise be owing by them to the Society.
- 3.6. If, for whatever reason, the Society is dissolved, payment of all debts is effected and all obligations are met, then any property of whatever nature remaining shall not be paid to nor be distributed among the members of the Society, but shall be given to or be transferred to an institution or society with objects similar to that of the Society, and which for this purpose shall be appointed by the members of the Society or in default by the Executive Committee, at or before dissolution.

## 4. Membership

#### **4.1. Membership types**

- 4.1.1. Student membership;
- 4.1.2. Full membership;
- 4.1.3. Retired membership;
- 4.1.4. Honorary life membership; and
- 4.1.5. Corporate membership. This will provide affiliate membership for a designated number of employees of the corporate organisation

#### **4.2. Granting of membership**

- 4.2.1. For election to membership an applicant must supply pertinent information to the Database Manager on behalf of the Executive Committee and receive the favourable votes of the majority of the members of the Executive Committee.
- 4.2.2. The Executive Committee may at its discretion reclassify a full member to a Fellow of the Operations Research Society of South Africa. The Executive Committee shall be guided, but not necessarily bound, by the following considerations:
  - 4.2.2.1. the individual shall be invited by the Executive to become a Fellow;
  - 4.2.2.2. the individual should be a long-standing member of the Society; and
  - 4.2.2.3. the individual should have served the science and profession of Operations Research over a considerable period of time.
- 4.2.3. Corporate or institutional entities applying for corporate membership may be accepted by the Executive Committee as corporate members.
- 4.2.4. A person who is a student at a recognised educational institution may be accepted by the Executive Committee as a student member. The applicant is required to provide proof of registration for a qualification of SACA NQF Level 7 or higher.
- 4.2.5. The Executive Committee may at its discretion award retired membership to any member. The Executive Committee shall be guided, but not necessarily bound, by the following considerations in granting such status:
  - 4.2.5.1. receipt of a written application from the member;
  - 4.2.5.2. age of the member not less than 55 years; and
  - 4.2.5.3. members retired from regular employment.
- 4.2.6. The Executive Committee may at its discretion award honorary life membership to any prominent or distinguished person.

#### **4.3. Application for membership**

Application for student or full membership shall be made on the prescribed form. The application shall be submitted by the applicant. Application for corporate membership shall be made on the prescribed form and shall be submitted by a person duly authorised thereto by the applicant. Upon receipt of an application for student, full or corporate membership, the Head of Digital on behalf of the Member Data Manager shall circulate the details of the application to the Executive Committee who shall decide with respect to granting or denying membership to the applicant. By submitting the application form, the applicant signifies their acceptance of the provisions of this Constitution should they be accepted as a member of the Society.

#### **4.4. Expulsion of members**

The Executive Committee may at its discretion expel a member if, in the opinion of the Committee, the conduct of such member is injurious to the interests of the Society, or if they have contravened the provisions of the Constitution or if they failed, after due notice, to pay their membership fees, provided that they shall have opportunity to put forward reasons why their membership shall not be terminated.

#### **4.5. Resigning membership**

A member wishing to resign their membership, shall address their written resignation to the Secretary. Such a member shall remain liable for any membership arrears.

#### **4.6. Membership fees**

The membership fees for all membership classes including student and corporate members, but excluding honorary life members, shall be proposed by the Executive Committee for approval at an Annual General Meeting of the Society. Honorary life members shall pay no membership fees. Membership fees are an annual subscription for twelve months of membership from the date of purchase.

### **5. Office Bearers**

Office bearers shall be as follows:

- 5.1. President;
- 5.2. Vice President;
- 5.3. Secretary;
- 5.4. National Treasurer;
- 5.5. Head of Marketing;
- 5.6. Head of Events;
- 5.7. Head of Communications;
- 5.8. Head of Member Relations;
- 5.9. Journal Manager;
- 5.10. Head of Digital; and
- 5.11. Head of External Liaison.

The Vice President during the President's second year of office shall automatically become the President during the succeeding year. The Immediate Past President shall serve as Vice President during the President's first year of office.

### **6. Executive Committee**

The Executive Committee shall consist of all office bearers.

### **7. Election of Executive Committee**

- 7.1. Except for the President and Vice President, all members of the Executive Committee shall be elected annually at the Annual General Meeting. A new Vice President shall be elected at alternate Annual General Meetings, to hold the position during the second year of the President's tenure, and to succeed the President of the Society the following year. The President shall hold office for a two-year period. The Immediate Past President shall be an ex-officio member for one year, during which year he/she shall fulfil the role of Vice President.
- 7.2. All classes of members may stand for election and be elected to the Executive Committee. Corporate members may not stand, but affiliates of the Corporate member may stand.
- 7.3. Subcommittee and special interest group positions are appointed unelected. Society members may avail themselves at any time for these positions to assist the EC Office bearer

7.4. The Chair of Annual Conference Organising Committee shall be appointed by the Executive Committee by invitation.

## **8. Voting rights**

All classes of members, except Corporate members have voting rights. For purposes of a General Meeting a member shall be allowed to appoint a proxy who shall be entitled to vote on their behalf.

## **9. Nomination of the Executive Committee**

- 9.1. Nomination for election of members of the Executive Committee (other than the President and Vice President in alternate years) shall be in writing<sup>1</sup> and shall state the name of the nominee and the office for which they are nominated.
- 9.2. Nominations shall be signed by the nominee and by a proposer and seconder. If the candidate fails to be elected to that specific post, then provided they are prepared to stand and accept another position they shall be able to stand for another position and in this case, they shall be proposed and seconded from the floor at the Annual General Meeting.
- 9.3. The Secretary shall call, by notice in writing, for such nominations at least one month before the Annual General Meeting and shall provide a form which may be used for nomination purposes.
- 9.4. Nominations must be lodged with the Secretary at least fourteen days before the Annual General Meeting.
- 9.5. If the number of nominations for any particular office is in excess of the number required to fill such office, then election shall be by secret ballot at the Annual General Meeting.
- 9.6. If the number of nominations for any particular office is equal to the number required, then the nominee shall be declared elected unopposed.
- 9.7. If the number of nominations is less than required, those nominated shall be declared elected and the Executive Committee shall nominate members to those positions for which no nomination has been received. If a duly nominated candidate is not elected to the specific office proposed in writing, they can be nominated from the floor as laid down in Clause 9.2. In such a case there shall be a secret ballot to elect an office bearer from those nominations received from the members, to the Executive Committee, as described in this paragraph and those eligible for floor nomination and nominated as laid down in Clause 9.2.
- 9.8. If, from any cause whatever, a vacancy occurs in any office during the year, the Executive Committee may fill such vacancy by appointing any full member to such office, and the person so appointed shall hold office until the next Annual General Meeting.
- 9.9. If, for any reason whatever, a Vice President who is the President Elect is unable to accept the office of President for the following year, a President shall be nominated and elected at the Annual General Meeting. Should the President stand down during their period of tenure for any reason, the vice president will become president and a new vice president will be nominated by the Executive Committee to fill the position until the next AGM. Should the president and vice president both stand down for any reason during their period of tenure, a new president and vice president will be nominated by the Executive Committee to fill the position until the next AGM.
- 9.10. If, for any reason whatever, the Immediate Past President is not able to fulfil the role of Vice President, a Vice President shall be nominated and elected at the Annual General Meeting.
- 9.11. If the whole Executive Committee resigns, a Special General Meeting shall be convened within two weeks by the Secretary of the Committee to choose a new Committee. All nominations for the various offices shall then be from the floor. The resigning members shall continue to function until the new Executive Committee has been chosen.

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<sup>1</sup> In this Constitution the phrase *in writing* shall be taken to mean via conventional mail or via electronic mail.

## **10. Tenure of office**

The President of the Society shall hold office from 1 January, one year after taking office as Vice President, for a period of two years thereafter. All other members of the Executive Committee shall hold office from 1 January of the year following the Annual General Meeting at which they were elected until the end of that year. If Clause 9.10 applies, the Vice President shall hold office for two years.

## **11. Annual General Meeting**

- 11.1. An Annual General Meeting shall be held each year on a date and at a place and time appointed by the Executive Committee
- 11.2. The Secretary shall, by notice in writing, give each member of the Society at least one month's notice of the meeting.
- 11.3. The President of the Society shall be the Chair of the Annual General Meeting. In the event that they are not available, the Vice President shall be Chair of the meeting. If neither of the aforementioned persons is available, the meeting shall elect its own Chair.
- 11.4. A quorum at the meeting shall be the members present.
- 11.5. A majority of the votes of the full members present shall decide any matter.

## **12. Special General Meeting**

A Special General Meeting shall be convened by the Secretary:

- 12.1. upon the direction of the President in writing;
- 12.2. upon a resolution of the Executive Committee;
- 12.3. upon a request signed by not fewer than 15 members.

Such direction, resolution or request shall state precisely the business for which a special meeting is to be convened. At least two weeks' notice in writing of such a special meeting shall be given. A Special General Meeting shall be conducted in the same manner as the Annual General Meeting, but no business shall be transacted other than the business for which it was convened.

## **13. Functions of the Executive Committee**

All the business and affairs of the Society shall be managed and controlled by the Executive Committee. Without prejudice to their general commission, the specific functions of the Committee shall be:

- 13.1. to carry out the objects of the Society;
- 13.2. to decide on membership applications;
- 13.3. to administer funds received by the Society;
- 13.4. to circulate a regular Newsletter among members of the Society;
- 13.5. to announce decisions of the Society;
- 13.6. to manage volunteers or employees within each respective Office Subcommittee, specifically
  - 13.6.1. to recruit and appoint Subcommittee members;
  - 13.6.2. to delegate tasks to Subcommittee members;
  - 13.6.3. to receive feedback and deliverables of good quality from Subcommittee members; and

13.6.4. to remove and replace Subcommittee members upon approval of the Executive Committee.

13.7. to call an Annual General Meeting; and

13.8. to report to the Annual General Meeting on the activities of the Society during the year and to present the accounting records of the Society as prepared by an independent professional accountant.

## **14. Powers of the Executive Committee**

The Executive Committee shall have full power and authority to carry out all the objects of the Society, except where such powers are expressly reserved to a General or Special General Meeting. In addition, but without prejudice to their general authority, the Executive Committee shall have authority:

14.1. to decide on membership affairs;

14.2. to receive and administer membership fees, funds and endowments and to apply such as it deems fit; but without prejudice to the provision of Clause 16.1;

14.3. to open a banking account with a bank and to invest any funds not immediately required for the purposes of the Society where

14.3.1. any investment vehicles proposed by a member of the Executive Committee should undergo an appropriate due diligence, which includes a risk assessment; and

14.3.2. decisions relating to a new investment proposal or changes to an existing investment vehicle must be ratified by the Executive Committee;

14.4. to consider the Society's investments profitable if the annual percentage change exceeds inflation, less Tax;

14.5. to ensure Society investments do not exceed 80% of the assets of the Society, however, in special cases the Executive Committee may vote to allow temporarily such an excess where

14.5.1. a termination date, not exceeding 12 months from the date of the vote, is required for the excess in Clause 14.5 if exercised;

14.6. to direct profits generated through the Society's investment vehicles towards activities which align with the objectives of the Society, such as, but not limited to:

14.6.1. student subsidies, either for conferencing activities or annual membership fees;

14.6.2. conference venue subsidies;

14.6.3. community outreach programmes;

14.6.4. marketing activities to improve the visibility of the Society;

14.6.5. appointing administrative staff for the Society; or

14.6.6. reinvestment of profits for long-term growth;

14.7. to ensure that the National Treasurer reports on the status of investment vehicles to the Executive Committee at each meeting of the Executive Committee;

14.8. to enter into such contracts as may be necessary for carrying out the objects and the business of the Society;

14.9. to initiate the creation of a chapter or to recognise the creation of a chapter or to withdraw such recognition;

14.10. to establish special interest groups and to recognise such groups in the chapters or to withdraw such recognition; and

14.11. to recommend amendments to the Constitution.

## **15. Meetings of the Executive Committee**

15.1. The Executive Committee shall meet at least four times per year on a date and at the place and time as appointed by the President. These meetings may be physical meetings in a single place, video conferences from various centres in South Africa or web/blog meetings.

15.2. A special meeting of the Executive Committee shall be convened by the Secretary upon a request signed by not fewer than four members of the Executive Committee. Such request shall state explicitly the business for which a special meeting is to be convened.

15.3. Proper notice of a meeting of the Executive Committee shall be given to each member of the Committee at least one week before the date appointed for such a meeting.

15.4. The President of the Society shall be the Chair of all meetings of the Executive Committee. In the event of them not being available, the Vice President shall be Chair of the meeting. If neither of the aforementioned persons is available, the committee shall have power to elect its own Chair.

15.5. In face-to-face and video conference meetings, seven members shall form a quorum. For video conference meetings, seven members with video enabled shall form a quorum.

15.6. In face-to-face and video conferencing meetings, all questions shall be decided by the vote of the majority of the members present and the Chair shall have a casting as well as a deliberative vote. Members present at the meeting and not voted on the question will be assumed to have abstained.

## **16. Financial Matters**

16.1. All documents pertaining to the assets of the Society and all contracts and deeds shall be deemed duly signed if signed by two members of the Executive Committee, nominated and authorised for this purpose by the Executive Committee.

16.2. The financial year of the Society extends from 1st January to 31st December.

16.3. Accounting records of the income, expenditure, assets and liabilities of the Society shall be prepared according to the standards of generally accepted accounting practice and in accordance with Article 17 of the Non-profit Organisations Act of 1997 by an independent, professional accountant appointed by the Executive Committee.

## **17. Language medium**

The language of record of the Society shall be English.

## **18. Amendments to the Constitution**

Amendments may be proposed by any member, seconded by any other member and shall be submitted in writing at least one month before the General Meeting. A simple majority will suffice to accept an amendment to this Constitution. Amendments may be made at a General Meeting or by a postal or electronic mail vote if this is decided at a General Meeting.

Constitution last updated: November 2022, ORSSA SGM, online meeting.