



**Minutes of the ANNUAL GENERAL MEETING of the Operational Research Society
Held in Birmingham on 8 July 2015**

1. The President of the Society, Prof S L Robinson, was in the chair, with the Secretary & General Manager, Mr I G Blackett, in attendance. In all, eight members were present. Four apologies had been received.

2. To approve the minutes of the Annual General Meeting held on 9 July 2014.

Proposed: John Hopes

Seconded: Roger Forder

The voting, including postal and electronic votes, was: in favour 19, against nil, abstentions three. Resolution carried. The minutes were signed by the President as a true and fair record.

3. To approve the Annual Report and Accounts for the year ended 31st December 2014.

Proposed: Alex Sheen

Seconded: Roger Forder

The voting, including postal and electronic votes, was: in favour 21, against nil, abstentions one. Resolution carried.

4. To reappoint Mazars LLP as auditors to the Society.

Proposed: Roger Forder

Seconded: John Hopes

The voting, including postal and electronic votes, was: in favour 20, against nil, abstentions two. Resolution carried.

5. **Special resolution requiring a 75% majority.** To set the following annual subscription rates for members not paying by direct debit with effect from 01/01/2016; £76.50 (Ordinary rate), £51 (Reduced rate).

Proposed: Roger Forder

Seconded: Sanja Petrovic

The voting, including postal and electronic votes, was: in favour 21, against one, abstentions none. Resolution carried with a 95% share of the vote.

6. **Special resolution requiring a 75% majority.** One amendment to the Constitution to specify better the Society's membership eligibility:

Amend article 2A(1): Replace "who is or has been in a profession directly connected with the Society's aims" by "who is or has been in a profession or activity directly connected with the Society's aims".

Proposed: Ruth Kaufman

Seconded: John Hopes

The voting, including postal and electronic votes, was: in favour 22, against none, abstentions none. Resolution carried with a 100% share of the vote.



7. Special resolution requiring a 75% majority. One amendment to the Constitution to extend a clause on retirement of members of General Council:

Amend article 6B(2):

Replace

2. A member of the General Council shall cease to hold office if he or she is dismissed by special resolution at a general meeting

With

2. A member of the General Council shall cease to hold the said membership if he or she:

- i. ceases to be a member of the Society;
- ii resigns by notice in writing to the Society; or
- iii is dismissed by special resolution at a general meeting

Proposed: Ruth Kaufman

Seconded: Roger Forder

The voting, including postal and electronic votes, was: in favour 22, against none, abstentions none.

Resolution carried with a 100% share of the vote.

8. Special resolution requiring a 75% majority. Amendments to the Constitution to update legal references:

Delete references to Companies Act 1985, Charities Act 1993 and specific sections thereof and replace by references to Companies Act 2006, Charities Act 2011 and the corresponding sections thereof.

Proposed: Ruth Kaufman

Seconded: Sayara Beg

The voting, including postal and electronic votes, was: in favour 22, against none, abstentions none.

Resolution carried with a 100% share of the vote.

9. Special resolution requiring a 75% majority. Amendment to the Constitution to harmonise terminology used:

In paragraph 5 of the Memorandum of Association, replace references to "member of the Board" and "members of the Board" by "director" and "directors".

Proposed: Ruth Kaufman

Seconded: Sayara Beg

The voting, including postal and electronic votes, was: in favour 22, against none, abstentions none.

Resolution carried with a 100% share of the vote.

10. There being no further business, the President declared the meeting closed.