



## Constitution for Regional Societies

### Introduction

This document lays out the constitution for the Regional Societies.

### Constitution

1. The Regional Society shall be a branch of the Operational Research Society (the OR Society).
2. The aims of the Regional Society shall be those charitable objects of the OR Society set out in paragraph 3(i), (ii) of the Memorandum of Association of the OR Society.
3. All activities of the Regional Society shall be directed towards the furtherance of its aims and consistent with its charitable status.
4. All members of the OR Society whose addresses, as notified to the OR Society, fall within the Regional Society's area, shall be members of the Regional Society. Membership of the Regional Society shall be free of charge to members of the OR Society. Other persons based in the Regional Society's area and supporting the aims of the OR Society may be admitted to membership of the Regional Society free of charge.
5. The affairs of the Regional Society shall be managed by a committee. One member of the committee (who shall normally be the Regionally Elected Member of the General Council of the OR Society) shall be appointed by the General Council of the OR Society. The remaining members of the committee shall be elected annually by the members of the Regional Society. The committee shall consist of a Chair, Secretary and Treasurer and not less than two and not more than seven others. The committee may co-opt up to two members to fulfil specialist roles. The committee may also co-opt members to fill casual vacancies pending an AGM. The Chair, Secretary and Treasurer shall all be members of the OR Society. The Secretary shall keep minutes of all meetings of the committee and shall make them available on request, for inspection by the auditors or the General Council of the OR Society. The Secretary shall give all members of the committee at least fourteen days' notice in writing of every committee meeting. Decisions of the committee shall be by majority vote. In the event of an equality of votes the Chair shall have a second, casting vote. The committee member appointed by the General Council of the OR Society shall be invested with a "golden vote" which, if cast, shall outweigh all votes cast against it.

The use of the "golden vote" shall be restricted to cases where, in the opinion of the committee member appointed by the General Council of the OR Society, its use is necessary to ensure compliance with this constitution, relevant legislation or the Articles and Memorandum of Association of the OR Society, or to prevent financial irregularities. As soon as practicable after any occasion on which the "golden vote" has been used, the Secretary shall report its use to the Secretary and General Manager of the OR Society, or the nominated Regional Society point of contact in the office.

6. Not later than 30th September each year, the Regional Society shall hold an Annual General Meeting (AGM). The Secretary shall give all members of the Regional Society at least twenty-one days' notice in writing of this meeting. The business of the AGM shall be:
  - (a) to approve the minutes of the previous AGM and any Extraordinary General Meetings.
  - (b) to receive reports from the Chair, Secretary and Treasurer.
  - (c) to elect a committee for the forthcoming year.

Voting at the AGM shall be by show of hands, except in the case of (c), where voting shall be by secret ballot. Only fully paid-up members may vote. The quorum shall be five, or one-one third of the membership, whichever is less.

Within one calendar month of the AGM the Secretary shall send to the Secretary and General Manager of the OR Society, or the nominated Regional Society point of contact in the office, a copy of the minutes of the AGM, together with copies of the Chair's, Secretary's and Treasurer's reports.

7. The Secretary shall call an Extraordinary General Meeting (EGM) within three months of receiving a written request signed by at least eight members of the Regional Society. All members of the Regional Society shall be given at least twenty-one days' notice in writing of such a meeting. Such notice will state the business of the meeting. No resolution to change this constitution shall be valid unless and until it receives the approval of the General Council of the OR Society. Only fully paid-up members may vote at an EGM. The quorum shall be five, or one third of the membership, whichever is less.
8. The accounts of the Regional Society shall be kept by the Treasurer, who shall present to each committee meeting a statement of the current financial position. The Regional Society shall deposit its funds at a bank, building society or post office, and shall not make any other investments without first obtaining the written consent of the Honorary Treasurer of the OR Society. Any withdrawal from the Regional Society's account shall require the signature of the Treasurer. The Regional Society shall not borrow or overdraw without first obtaining the written consent of the Honorary Treasurer of the OR Society. The financial year shall correspond to the calendar year.

Not more than six weeks after the end of each financial year the Treasurer shall provide to the OR Society, in such form as the auditors of the OR Society may require, accounts for the most recent financial year, together with copies of all bank statements relating to that year.

9. Upon receipt of the previous year's accounts, the OR Society will pay each year to the Regional Society a Regional Grant, the value of which will depend on the number of OR Society members who are members of the Regional Society. In the event of the Regional Society being wound up, the Treasurer shall remit to the OR Society all funds held by the Regional Society. To the extent that the membership may be redistributed to other Regional societies, the OR Society shall remit the funds, pro-rata, to those Regional Societies.
10. The Committee of the Regional Society shall at all times conduct its business and the affairs of the Regional Society in accordance with: the OR Society's rules; the OR Society's Memorandum and Articles of Association; the provisions of the Companies and Charities Acts; and accounting standards to which the OR Society is subject. Members of a Regional Society who carry out work for or on behalf of the Regional Society shall not seek payment or other recompense for their time. No member of a Regional Society Committee shall seek to use his or her position in order to obtain personal profit.