

CONSTITUTION of:
THE AFRICAN FEDERATION OF OPERATIONS RESEARCH SOCIETIES
within IFORS

ARTICLE 1: OBJECTIVES

- 1.1 AFROS is the African Federation of Operations Research Societies within IFORS. The objective of AFROS is to promote [Operations Research](#) in Africa. Its affairs are regulated by an Executive Committee (Exco) consisting of representatives/ alternates of all its member societies.
- 1.2 The members of the Federation undertake to co-operate in the advancement of knowledge, interest and education in Operations Research by appropriate means, particularly the exchange of information, the holding of meetings and conferences, and the awarding of prizes.
- 1.3 Each member society shall extend to the individual and corporate members of other member societies all rights and privileges offered to their own members with the exception of voting rights and of privileges and services that are directly related to the payment of fees or subscriptions.
- 1.4 AFROS is a "not for profit" Federation.
- 1.5 AFROS is domiciled: care of ORSSA at Stellenbosch University, PO Box 3184, Matieland, 7602, South Africa.

ARTICLE 2: MEMBERSHIP

- 2.1 AFROS is made up of full members and associate members.
- 2.2 Full membership is restricted to African Operations Research societies which are Members of IFORS.
- 2.3 Societies may apply for full membership in accordance with Art. 2.2. Approval is subject to the decision of the Exco by a majority of 2/3 of the full members present or represented.
- 2.4 The Exco may admit to associate membership other bodies that do not qualify for full membership, on such terms and conditions as the Exco may decide. Associate members do not have voting rights.
- 2.5 Individuals living in an African country which does not have a member OR society should join ORPA, which will give membership of AFROS via ORPA.

- 2.6 A member society may withdraw from the Federation on three months' notice in writing. Throughout this constitution, 'writing' includes email.
- 2.7 The Exco can propose the expulsion of a member society but only after the society concerned has had the opportunity to present their case to the Exco. Exclusion will be decided by the Exco by a majority of 2/3 of the votes of the full members present or represented.
- 2.8 A member ceasing to be a member of IFORS for whatever reason ceases to be a member of the Federation but may reapply for membership under Art. 2.2 or apply for associate membership under Art. 2.4.

ARTICLE 3: FUNCTION AND VOTING

- 3.1 Member societies shall appoint one representative and one alternate to form the Federation's Exco. Either or both of the representative and the alternate may attend Exco meetings.

The Exco has the power to act in all matters in order to realize the objects of the Federation. In particular, the Exco is competent in the following matters:

- Approval of annual accounts and budgets;
- Election and dismissal of officers;
- Dissolution of the Federation.

- 3.2 Exco meetings will take place at least annually. If only one meeting is held in a year, it shall be the Annual General Meeting (agm.) Additional meetings may be called by the President, or if requested in writing by at least one third of the members of the Exco.

Each member society has one vote at Exco meetings. This must be registered by either the representative or alternate in person, whether at a physical face to face meeting, or via an electronic meeting using a link up such as Skype or Hangouts. Proxy votes are not allowed.

Associate members may send one observer to the Exco. They cannot vote and cannot be appointed as an officer in the Exco.

- 3.3 The Exco will be composed as follows:

- President
- Past President or President Elect
- Secretary
- Treasurer
- Database manager/webmaster
- Public relations manger

- Representative of each full member society: President of the member society or their nominee
- Ex-officio representative from ORPA
- Ex-officio representative from ORSEA
- Ex-officio representative from ORSSA

The Exco will appoint the six officers in their respective functions. The appointment shall be effective from the 1st January of the following calendar year.

Officers must be elected within the representatives and the alternates of full members referred to in Art 3.1, and nominations for each available post must be sent to the Secretary two weeks before the Exco.

- 3.4 Each nomination for President must have the written support of two full members, and for the other officers, one full member. In addition, all nominees should have the written support of their national member societies

The President will be appointed one year before becoming President. He or she will serve as President Elect for one year, then for two years as President, followed by one year as Past President. All other officers will be appointed for two years, renewable.

Any elected officer may be removed from office at any time by a 2/3 majority vote of the full members present or represented at the Exco.

On election as an officer of the Federation, the individual may not continue to be a representative or an alternate of a member society.

- 3.5 The election of officers shall normally be made at the agm held in each even numbered year and the appointments shall be effective from the following 1st January for a period of two years. Council may from time to time appoint any eligible person to fill a casual vacancy in the post of an officer.

Each full member of AFROS present casts one vote and the candidate receiving the most votes is elected. In the event of a tie between a subset of candidates, the tied candidates will be part of a new round of voting. If this new also produces a tie, it will be resolved by random selection.

In the event of an emergency, requiring the immediate substitution of an officer, the remaining officers are empowered to make a temporary appointment from amongst the past officers until the next Exco meeting. The Exco should be notified immediately of any such action.

Except for the Treasurer and the Secretary, no individual may serve as an elected officer in any capacity for more than four years consecutively.

- 3.6 The Executive Committee may propose the appointment of individuals to be responsible to them, to undertake specific functions.

The President may at his or her own discretion call additional meetings of Exco whenever he or she considers it desirable and shall do so if a meeting is demanded in writing by not less than one-third of the member representatives.

- 3.7 Written notices of all Exco meetings must be posted to all the member representatives not less than 28 days before the date of the meeting. Email is an acceptable medium for this.
- 3.8 Subject to Art. 3.1 and 3.7, the Exco may at the President's discretion conduct business votes by electronic mail or any other appropriate means. In such circumstances votes by representatives shall be valid and at least 28 days shall be allowed for voting after the notice of business has been posted.
- 3.9 Except where otherwise provided, decisions of Exco shall be by simple majority. In the event of an equal vote, the President shall have a casting vote.

The Exco can only validly vote if at least 1/3 of the full members are present or represented. In the event of equality of vote, the President shall have a casting vote.

- 3.10 Unless expressly provided elsewhere in these articles of Federation, decisions cannot be made by the Exco except on items on the agenda issued with notice of the meeting.

Full Members must be given the opportunity to place items on the agenda before it is finalised.

All Members will be informed in writing of the decisions taken by the Exco.

The decisions of the Council will be recorded and securely retained in an appropriately backed up electronic environment. They will be available to all the members, who will have read access to these records.

- 3.11 The dissolution of the Federation may be proposed by the Exco or at least 1/3 of the full members.

ARTICLE 4: DUTIES OF OFFICERS

- 4.1 The duties of the Secretary are to ensure the administrative functioning of the Federation, and the Exco. He or she is empowered to make contracts in the name of the Federation within budgeted limits and subject to Art. 4.3.
- 4.2 The duties of the Treasurer are to prepare budgets, accept and hold funds and property in the name of the Federation, subject to Art. 4.3. He or she is empowered to deposit funds in a recognised bank, or to invest them in such type of securities as authorised by the Exco.

- 4.3 Freedom of action by both the Secretary and Treasurer is subject to the following restrictions:
- (a) An annual budget and necessary supplementary budgets shall be approved in advance by the Exco.
 - (b) The Treasurer shall cause proper books of accounts to be kept in respect to all money transactions and liabilities of the Federation. The accounts shall be audited annually by a professional auditor appointed by the Exco and be circulated with the annual report.
 - (c) If conditions are attached to funds granted or donated to the Federation, the Treasurer must, before accepting, obtain the approval of the Exco.
- 4.4 The President, assisted by the Secretary, shall prepare and circulate an annual report to the Member Societies for the preceding year, within the first quarter of the new calendar year.
- 4.5 All activities undertaken on behalf of AFROS and so designated shall be reviewed by the Exco, or its nominees, to ensure compliance with AFROS contracts and guidelines.
- 4.6 All writings which will bind the Federation have to be signed by two of the President, the Secretary or the Treasurer, except where special proxies have been arranged. They do not have to show any justification for their power towards third parties, other than the evidence of their appointment to their respective office.

The Federation will be legally represented in a court of law by the President or the Vice-President.

ARTICLE 5: FINANCE

- 5.1 The members of the Exco shall not be paid for their activities on behalf of the Federation. They may ask for a reimbursement of their legitimate expenses resulting from their activities for the Federation.
- 5.2 The Federation may make charges for conferences, journals, and any other services it may provide, and it will use the profits from those sources to finance its general activities.
- 5.3 Full members are required to pay an annual affiliation fee to be determined by the Exco. Associate members may be required to pay an annual fee not exceeding the full Member fee.
- 5.4 The Federation's income may be supplemented by annual or occasional levies on members in proportion to their own, current, annual IFORS subscription. These contributions are limited to not more than twice their current annual IFORS subscriptions and are subject to the vote of the Exco by a majority of the full

members present or represented. Voluntary contributions may be sought or accepted.

- 55 The use of the assets of the Federation will be determined by decisions of the Exco.
- 56 All budgets, or changes to budgets, must be submitted to the Exco, prior to their adoption.
- 57 All business of the Federation, as determined by the categories of expenditure approved by the Exco, will be conducted in a cost effective manner and in accordance with the standards approved by the Exco.
- 58 The officers are individually responsible for keeping any expenditure delegated to them by the Exco within the budget and for the approved purpose.
- 59 Internal control procedures to ensure that the funds of the Federation remain secure and are effectively utilized, will be developed by the Exco, approved by all member societies, and implemented on an independent basis.

In the event of the Federation ceasing to function:

- 5.10 If there is a shortfall of funds, contributions for the settlement of outstanding debts may be called for from member societies in proportion to their own, current, annual IFORS subscription. These contributions are limited to a maximum of two current annual IFORS subscriptions.
- 5.11 If there is a surplus, the remaining assets will be given to African institutions working for a public utility goal, and being exonerated of taxes, as determined by the Exco.

ARTICLE 6: AMENDMENTS AND EXCEPTIONS

- 6.1 Any of these Statutes may be amended, suspended or annulled, or new statutes added, after a formal proposal of such amendment has been mailed from the President to all Member Societies. Such mailing of formal proposals must be made at least three calendar months prior to the posting of notice, in accordance with Art. 3.8 and 3.9, of an Exco meeting or business vote at which a vote will be taken on the amendment. Any member unable to be represented at an Exco meeting at which a vote is to be taken on an amendment to the Statutes may, by notification to the Secretary prior to the meeting, require that the vote should be taken by post.