

**STATUTES for EURO:
THE ASSOCIATION OF EUROPEAN OPERATIONAL RESEARCH SOCIETIES
within IFORS**

ARTICLE I, OBJECTIVES

- 1.1 EURO is the "Association of European Operational Research Societies" within **IFORS**, the "International Federation of Operational Research Societies". The objectives of EURO aim to promote **Operational Research** within Europe. It is a "not for profit" association domiciled in Fribourg, Switzerland. Its affairs are regulated by a Council consisting of representatives/alternates of all its members and an Executive Committee which constitutes its board of directors.
- 1.2 The members of the Association undertake to co-operate in the advancement of knowledge, interest and education in Operational Research by appropriate means, particularly the exchange of information, the holding of meetings and conferences, the publication of books, papers, and journals, the awarding of prizes, the promotion of early stage talents.
- 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 subscription.

ARTICLE II, MEMBERSHIP

- 2.1 EURO is made up of full members and associate members.
- 2.2 (a) Full membership is restricted to Operational Research societies which are Members of IFORS and do not belong to any other regional grouping of IFORS.
- 2.2 (b) Societies may apply for full membership in accordance with Art. 2.2 (a). Approval is subject to the decision of the Council by a majority of 2/3 of the full members present or represented.
- 2.3 The Council may admit to associate membership other bodies that do not qualify for full membership, on such terms and conditions as Council may decide.

Election to associate membership is also subject to the decision of Council by a majority of 2/3 of the full members present or represented. Associate members do not have voting rights.

- 2.4 A member may withdraw from the Association on not less than six months prior notice in writing.
- 2.5 The Executive Committee can propose the expulsion of a member society but only after the member concerned has had the opportunity to present their case to the Executive Committee. Exclusion must be decided by the Council by a majority of 2/3 of the votes of the full members present or represented.
- 2.6 A member ceasing to be a member of IFORS for whatever reason ceases to be a member of the Association but may reapply for membership under Art. 2.2 or apply for associate membership under Art. 2.3.

ARTICLE III, FUNCTION AND VOTING

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

The Council has the power to act in all matters in order to realize the object of the Association. In particular, the Council is competent in the following matters:

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

- 3.2 The interval between Council meetings will normally be one year. Each member society has one vote at Council meetings. This must be registered by either the representative or alternate in person. Proxy votes are not allowed.

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

- 3.3 The Association will be administered by an Executive Committee composed of 6 up to 8 officers of the Association:

- 1 President
- 1 Past President or 1 President Elect
- 2 to 4 Vice-Presidents

- 1 Secretary
- 1 Treasurer

The Council will appoint the 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 Council.

- 3.4 Each nomination for President must have the written support of three 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 and for 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 Council.

On election, an officer of the Association may not be a representative or an alternate of a member society.

- 3.5 The election of officers shall normally be made at the Council Meeting held in each even number 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 EURO 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. In the case of equal vote 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 Council meeting.

The Council should be notified immediately of any such action.

In the event that it is proposed to change the number of Vice-Presidents (within the range of 2-4) this should be discussed and approved by Executive Committee and Council in advance of a regular Council meeting to enable any necessary

election to take place at the meeting.

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 Council through the Executive Committee, to undertake specific functions.

The President may at his or her own discretion call additional meetings of Council 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 Council meetings must be posted to all the member representatives not less than 28 days before the date of the meeting.

- 3.8 Subject to Art. 3.1 and 3.7, Council may at the President's discretion conduct business votes by post, fax, 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. The result of such vote shall be valid only if 2/3 of the full members present or represented vote in favour.

- 3.9 Except where otherwise provided, decisions at Council or Executive Committee shall be by simple majority. In the event of an equal vote, the President shall have a casting vote.

The Council can only validly vote if at least 1/5 of the full members are present or represented.

The quorum for the Executive Committee meetings is three. The Executive Committee decides by majority of the present votes. In the event of equality of vote, the President shall have a casting vote.

- 3.10 Unless expressly provided elsewhere in these articles of association, decisions cannot be made by the Council except on items on the agenda.

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

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

The decisions of the Council will be written down in a register signed and kept by the Secretary. The register will be available to all the members, on giving

reasonable notice to Secretary.

- 3.11 The dissolution of the Association may be proposed by the Executive Committee or at least 1/5 of the full members. According to the Swiss Law, the dissolution has to be notified to the Swiss “Registre de Commerce” by the Executive Committee or by a judge.

ARTICLE IV, DUTIES OF OFFICERS

- 4.1 The duties of the Secretary are to ensure the administrative functioning of the Association, the Council, and the Executive Committee. He or she is empowered to employ staff and make contracts in the name of the Association within the 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 Association, 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 Executive Committee for the time being.
- 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 Executive Committee.
 - (b) The Treasurer shall cause proper books of accounts to be kept in respect to all money transactions and liabilities of the Association. The accounts shall be audited annually by a professional auditor appointed by the Executive Committee and be circulated with the annual report.
 - (c) If conditions are attached to funds granted or donated to the Association, the Treasurer must, before accepting, obtain the approval of the Executive Committee.
- 4.4 The President, assisted by the Secretary, shall prepare and circulate an annual report to the Member Societies.
- 4.5 All activities undertaken on behalf of EURO and so designated shall be reviewed by the Executive Committee, or its nominees, to ensure compliance with EURO contracts and guidelines.

- 4.6 All writings which will bind the Association have to be signed by the President or 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 Association will be legally represented in a court of law by the President or by one of the Vice-Presidents.

ARTICLE V, FINANCE

- 5.1 The members of the Executive Committee shall not be paid for their activities on behalf of the Association. The members of the Executive Committee may ask for a reimbursement of their expenses generated by their activities for the association.
- 5.2 The Association shall not be responsible for the expenses of attendances at Council meetings or at Study Groups. Expenses for attendances at Executive Committee, or other nominated committees, may be paid from the Association's central funds.
- 5.3 The Association 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.
- 5.4 Full members are required to pay an annual affiliation fee to be determined by the Council. Associate members may be required to pay an annual fee not exceeding the full Member fee.
- 5.5 The Association'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 two current annual IFORS subscriptions and are subject to the vote of the Council by a majority of 2/3 of the full members present or represented. Voluntary contributions may be sought or accepted.
- 5.6 The use of the assets of the Association will be determined by decisions of the Council.

All budgets, or changes to budgets, must be submitted to the Council, prior to their adoption.

All business of the association, as determined by the categories of expenditure

approved by the Council, will be conducted in a cost effective manner and in accordance with the standards approved by the Council.

The officers are individually responsible for keeping any expenditure delegated to them by the Council within the budget and for the approved purpose.

Internal control procedures to ensure that the funds of the Association remain secure and are effectively utilized will be developed by the Executive Committee, approved by the Council, and implemented on an independent basis.

5.7 (a) In the event of the Association ceasing to function: 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 two current annual IFORS subscriptions.

5.7 (b) If there is a surplus, in case of dissolution of the association, the remaining assets will be given to European institutions, working for a public utility goal, and being exonerated of taxes.

ARTICLE VI, 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 a Council meeting or business vote at which a vote will be taken on the amendment. Any member unable to be represented at a Council 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.

6.2 As the EURO Association is a Charity domiciled in Switzerland, for all matters not regulated in these articles of association, the Association will act in accordance with the Swiss Law.