AMSRO AMSRS

INDUSTRY UNIFICATION PROPOSAL
AN UPDATE ON PROGRESS

ONE ASSOCIATION FOR THE RESEARCH INDUSTRY

EXECUTIVE SUMMARY

For the past 60 years the market and social research industry in Australia has been effectively served by both the AMSRS catering to professionals working in the field and by AMSRO, operating on behalf of organisations' commercial needs.

In support of their respective constituencies, the sister associations cover a diverse range of member services including professional development and training, networking, industry publications, advocacy, privacy compliance and advisory services, industrial relations, industry statistics, and promotion. The peak industry bodies have worked well separately and indeed together across a number of joint initiatives and issues impacting their members.

The proposed unification merger is not new and has been informally considered by both AMSRO and AMSRS, at various times over the past ten years or so. With the industry currently experiencing unprecedented change (largely attributable to the rapid advances in technology creating fragmented markets, self-service research and big data) AMSRO and AMSRS believe it's timely for the Associations to formally consider joining forces to deliver a single, stronger body.

One Association that has the capacity to:

1. **Redefine who we are, what we do and how we do it - a new association presents the opportunity to broaden industry scope.**
2. **Provide an enhanced industry profile - a unified industry body under a new name presents an opportunity to more accurately reflect the changing industry and attract new company and individual members (consultants, data scientists, and analysts).**
3. **Provide greater value to members for their investment.**

AMSRO and AMSRS have a mutual desire to work together and earlier this year engaged the independent consultancy, Associations Forum to conduct a feasibility study. The study reported no major impediments to merging.

The Research Industry Council of Australia (RICA) has since developed this unification proposal which includes a member consultation phase between now and January 2017.

If the unification proposal is accepted (and voted in favour) by members, a new Constitution will be written early in the New Year with a view to commencing the new body as of 1 July 2017.

INTRODUCTION

The Research Industry Council of Australia (RICA) is comprised of the Presidents and Vice Presidents of AMSRS and AMSRO, the AMSRS CEO and AMSRO Executive Director. Since February 2016 Council members have been investigating the proposed merger and reporting to their respective Boards. They feel strongly that the proposed merger needs to be conducted with due diligence and that any new entity provides maximum value for all members.

This unification proposal is an initial framework that we will continue to develop with input from a range of expert advisors. RICA is also mindful that members' views on the future of their associations need to be heard and incorporated into the final model. As such, we will be implementing a communication platform to engage all members and allow for views to be shared.

To date this merger review process has involved:

- The review of international association models and merger documents.
- Engaging an independent consultant to conduct the feasibility study who reported no impediments to merging.
- Obtaining legal advice and recommendations on financial, constitutional and governance considerations.
- Developing a rationale for merging and proposed association structure and membership models.
- Briefing creative agencies regarding a new brand (name) for the proposed association.
- Recruiting further financial expertise to ensure due diligence and that the new association offers maximum value for all members.

RICA has been working toward meeting both AMSRO and AMSRS members at their Annual General Meetings scheduled Thursday 8th September at the end of day one, AMSRS Annual Conference in Melbourne. This will be the first opportunity for members to hear directly from the two presidents about the proposed merger and next steps.

REASONS FOR CHANGE

The AMSRO and AMSRS boards envisage a single voice for the industry that will provide the following benefits for their members:

- **FUTURE INDUSTRY ASSOCIATION**: that will provide clarity, industry relevance and sustainability. Thriving instead of surviving. The landscape is changing and we need to position ourselves as the relevant, valuable and essential association to belong to for all those engaged in research, business intelligence and data interrogation for professional development, business resources, industry promotion, advocacy and networking and standards.
- **BROADENING REPRESENTATION**: A merger creates the opportunity to broaden the industry scope, improve our value proposition and enhance our business intelligence by embracing new members, stakeholders and partners.
- **CREDIBILITY – PROFESSIONAL & QUALITY STANDARDS**: Create efficiency across industry standards and compliance mechanisms, building shared standards and guidelines harmonising the Australian industry. Alignment between individual and company standards – ISO, QPMR and Code of Professional Behaviour and the opportunity to build QPMR into the industry Trust Mark.
- **INDUSTRY PRIVACY CODE COVERAGE**: all companies in the new association will have access to the industry M&SR Privacy Code that up until now has been limited to AMSRO companies.
- **GROWTH**: Greater opportunities to grow membership with business and professional sectors under one roof. A single industry body is an attractive proposition for companies if they wish to promote research as one of their services.
- **ADVOCACY**: Continue to lobby on behalf of the industry with government and other bodies, with a stronger, unified voice in government relations/ lobbying activities.
- **FINANCIAL**: Provide financial benefits /cost saving on association expenses with the potential for increasing efficiency and productivity across member fees and operations.
- **OPERATIONAL**: A unified industry mission, values and objectives; elimination in redundancy and overlap of service and offerings. Improved efficiency of management, personnel and resources; increased competitive influence in addressing competition from other organisations.
- **LEADERSHIP & PROFESSIONAL DEVELOPMENT**: the combined strength of the AMSRS professional development program expertise and the AMSRO business skills resources, advice and knowledge will improve and increase the range of education services that the new association will be able to provide.
- **GLOBAL ALIGNMENT**: Reflect international trends of professional and company associations merging; as well as having a stronger voice in the international community to represent the Australian perspective. The merger will follow industry body amalgamations in other jurisdictions:
    - **UK**: Market Research Society & British Market Research Association
    - **USA**: Council of American Survey Research Organisations & Marketing Research Association (underway).
    - **NZ**: Market Research Society New Zealand & Association of Market Research Organisations.
    - **Canada**: Canadian Association of Market Research Organisations, Professional Marketing Research Society & Canadian Survey Research Council.

GOVERNANCE

Entity structures

Australian Market and Social Research Society Ltd is a public company limited by guarantee incorporated under the Corporations Act 2001 (C'th). AMSRS is governed by its constitution as well as the Corporations Act.

AMSRO is an incorporated association created under the Victorian Associations Incorporation Act 1981. AMSRO is governed by its Rules as well as the Associations Incorporation Reform Act 2012 (Vic).

The new association would be a public company limited by guarantee. The two options for this are to, either write a new constitution for and rename AMSRS, or to establish a new public company limited by guarantee. As AMSRO is not a public company limited by guarantee, it is not a suitable entity to convert.

Restructuring and renaming AMSRS would be the easier and less expensive option as it is already a public company limited by guarantee.

Whichever legal entity is chosen, the new association will have the assets of both AMSRS and AMSRO, with each organisation's assets being transferred to the new body. It is anticipated that the new association could be established in mid 2017.

Current members of AMSRS and AMSRO would be asked to join the new entity in the membership renewal period prior to 1 July 2017. AMSRS and AMSRO would be dissolved in the latter half of 2017.

Name of the Association

A creative team has been engaged to develop a name for the new industry association.

OUR VISION FOR THE PROPOSED NEW ASSOCIATION

The interests of Australia are best served by informed decision-making that results from having a research industry that is innovative, collaborative and adopts high standards of ethics, quality and professional development.

Our vision is to be the single, essential peak industry body; driving the industry forward by engaging and equipping the research community and its evidence based professionals, with the capacity and knowledge to deliver the highest standards of research practice.

OUR MISSION FOR THE NEW ASSOCIATION

Statement of purpose:

To promote and develop the Australian community of professional providers and users of market and social research and those who provide insights. We will achieve this by sharing knowledge through collaboration, innovation, education and standards; business development opportunities; and by representing the profession to external stakeholders.

VALUES

- **ETHICS** – we act with integrity, honesty and transparency
- **QUALITY** – we are committed to quality research practices
- **SERVICE ORIENTATION** – we are focused on championing our members best interests and delivering value
- **ACCOUNTABILITY** – we report on performance to members in a transparent manner
- **COMMITMENT** – we will develop and embrace new ideas and opportunities to ensure industry sustainability

KEY PILLARS

1 Member Engagement

STRATEGIC OBJECTIVES

To be the 'must have' membership – be relevant and inclusive of all types of research professionals that provide and use research in existing and emerging sectors.

To encourage the participation of individual and company members in the activities of the Association.

To provide a wide range of interactive and collaborative activities to companies, individuals and partners.

To provide up-to-date, relevant information through a broad range of communication channels.

2 Leadership & Professional Development

STRATEGIC OBJECTIVES

To continuously enhance the core research skills of members.

To provide relevant resources and information to enhance business opportunities.

To continuously access latest thought leadership and facilitate collaboration and knowledge sharing through local and global partnerships.

To continuously build our community through internships, trainee programs and mentoring.

3 Credibility and Professional Standards

STRATEGIC OBJECTIVES

To develop and promote high professional and ethical standards.

To promote the value and benefits of using research professionals.

To position the value and benefit associated with using trusted research providers to influence external stakeholders.

To promote the professional standing, credibility and benefits of membership.

4 Authoritative Voice

STRATEGIC OBJECTIVES

To represent and protect members' interests to external stakeholders.

To attract and retain world-class talent from a wide range of disciplines.

To maintain the goodwill of the general public and ensure industry credibility.

To continuously benchmark industry statistics and contribute to global industry figures.

CURRENT MEMBERS

AMSRO members are companies offering market and social research services in Australia. There are two levels of membership:

- Full membership with subscriptions based on annual turnover
- Associate membership, with a set subscription and available to smaller/independent suppliers.

AMSRO has approximately 100 organisations as members, 80 of whom use the Trust Mark.

AMSRS has approximately 2115 individual members of which 30.7% of these voting and non-voting members belong to AMSRO companies. 38.9% of members belong to non-AMSRO supplier organisations.

AMSRS has approximately 1,573 individual voting members and 542 non-voting members. Of the 1,573 voting members:

- 31.3% work for AMSRO member market research businesses
- 41.3% work for non-AMSRO research businesses or as individuals
- 17.0% work for corporate users of market research
- 10.4% are others, such as education institutions.

The 542 non-voting members primarily include associate and student members.

Approximately 400 voting members of AMSRS have the QPMR designation.

Market and social research professionals, organisations and client businesses will be able to join the new association.

BOARD COMPOSITION

There will be a two-year transitional board for a two year period commencing from 1 July 2017 to 30 June 2019.

The people to be on the transition Board of Directors will be named in a Schedule to the new constitution, along with the terms of office for each individual.

The AMSRS Board and the AMSRO Management Committee will nominate Directors to the transition Board.

The **Transitional Board** will be elected by the current AMSRO and AMSRS membership (1 vote per member).

Three positions will be **appointed** to represent the following chapters:

- 1 x RESEARCH COMPANY representative (appointed by AMSRO board to represent organisations)
- 1 x INDIVIDUAL MEMBER representative (appointed by AMSRS board to represent research individual professionals)
- 1 x CLIENT (appointed by AMSRS board to represent client side researchers)

Three positions will be **elected** directly by the members of AMSRO and AMSRS.

Future Boards will be elected by the membership as per the new constitution.

The proposed Board composition for the new Association is:

- 6 elected Directors; and
- up 1 co-opted Director if decided by the Board.

Candidates for election will be reviewed by a Nominations Committee. The elected Directors will be elected by the voting members. There will be staggered elections i.e. each year 3 directors will be elected for 2-year terms.

The co-opted Director will be appointed by the 6 elected Directors when particular skills, expertise or reputation is sought.

It is anticipated that sufficient Directors will serve on the Board for multiple two-year terms, perhaps up to 4 or 6 years, to allow continuity and stability.

Office Bearers

The President and Vice President will be elected annually by the Board from amongst their number. The President and Vice President must each be a voting member of the new association.

There will be a maximum term limit on the President of four 1-year terms.

Another Director will be appointed Chair of the Finance, Audit and Risk Committee, who may but does not have to be a voting member of the merged entity. This position would replace the Treasurer.

FINANCES

AMSRS and AMSRO both have a July to June financial year. As per the audited financial reports of both associations as at 30 June 2015:

	ANNUAL INCOME	EQUITY 30 JUNE 2015
AMSRS	$1,889,217	$857,957
AMSRO	$515,813	$297,735
Total	**$2,405,030**	**$1,155,692**

Restructure efficiencies

There will be some cost savings from the merger. AMSRO pays $15,000 per year to sub-lease premises in the Sydney CBD and payment is also made to a part-time external bookkeeper.

Current financial risk assessment

There is likely to be a drop in income in the first year of operations of the new entity. Overall membership income is likely to fall as market and social research agency income rates will be reduced.

Direct restructure costs will include:

- Project manager costs
- Drafting of new constitution
- Company secretarial expenses with re-drafting resolutions and notice of AGM
- Office restructure
- Rebranding
- Due diligence costs

Future costs as result of the restructure will include rebranding expenses.

Medium and long term financial viability considerations

Revenue, expense and hence profit projections in the medium to long term are not attempted as they are not seen as likely to be reliable.

However, as the two current associations are both in a sound financial position and able to generate profits, it is reasonable to assume that the new association will be financially viable. The new association will have an equity base of over $1,100,000, allowing for moderate unexpected losses to be absorbed without the new association being made unviable.

As a general rule, associations are growing in size and equity as they continually improve their service offerings, marketing and staff size and capability. Further, associations retain all profits generated, as there are no shareholders and no distribution to members.

MEMBER SERVICES

The new Association would cater to the following three stakeholder groups:

1. Market and Social Research Organisations
2. Individual members who have an interest in market and social research
3. Clients – both individuals and organisations

RESEARCH ORGANISATIONS	INDIVIDUALS	CLIENTS
CREDIBILITY AND SUSTAINABILITY	CAREER ADVANCEMENT	BUSINESS ENHANCEMENT
TRUST • Advocacy/Promotion • Lobbying/Protection - Public - Government - Industry - Privacy - Quality - Compliance	**CAREER DEVELOPMENT** • Skills, knowledge and education • Experience, exposure and networking	**CONFIDENCE/RISK MANAGEMENT** • Suppliers • Directory • COPB /Ethics • Privacy • Quality • Information • Security • Dispute resolution • Current information • Networking • Resources • Exposure wider industry
INTERNAL NEEDS • Staff development • Attract & Retain talent • Invest in staff (PD, Conference, Membership) • Networking /Community • Group purchasing • Business/Commercial syllabus • Workplace Relations /Legal	**RESOURCES** • Publications (RN), Blog, • Templates/Insurance • Member discounts • Recorded products, webinars and training videos	
EXTERNAL NEEDS • Business needs/ Commercial advantage, Resources, Brand, Promotion and marketing (Directory)	**PERSONAL BRAND** • Professionalism • Membership /Ethics • COPB/Accreditations	

The new Association would be strategically aligned with educational institutions and related associations.

The new association will seek to continue the range of member services currently provided by AMSRS and AMSRO, making service changes only where necessary.

SERVICES

Professional development, training and conferences

- Annual Conferences
- Seminars and webinars
- Social and network events

Standards

- Code of Professional Behaviour (COPB)
- Qualified Practicing Market Researcher (QPMR)
- Quality certification to the ISO 20252 Standard and other relevant industry Standards
- Use of the industry Trust Mark

Privacy

- Australian Privacy Principles Privacy Code in Australia – the Privacy (Market and Social Research) Code 2014
- Privacy expert support and advice

Advocacy

- Government relations activities and lobbying

Workplace relations

- Access to the Industrial Agreement with the National Union of Workers (NUW)
- Workplace relations advice and support, industry knowledge, experience and resources

Communications, publications and member resources

- Research News magazine and online Research Live
- Annual Directory and Yearbook
- Guidelines and member resources

Member advisory services

- EthicsLine and Surveyline

Industry statistics

- Revenue, Salary report and annual survey

Awards

- Research Effectiveness Awards and Conference Awards

Strategic relationships

The new association will have local partnerships with:

- Australian Marketing Institute
- Australian Evaluation Society
- Association for Data-driven Marketing and Advertising

International partnerships

- Asia Pacific Research Committee (APRC)
- Global Research Business Network (GRBN)
- ESOMAR: the WORLD Association for Social, Opinion & Market Research

PROCESS FOR CHANGE

The Management Committee of AMSRO and the AMSRS Board are in agreement that a merger is possible and a period of member consultation will now commence.

Following a period of member consultation, the voting membership of both bodies need to vote in person or by proxy by a greater majority at a special general meeting to undertake the restructure.

For AMSRS:

A quorum for consideration of a proposed resolution (including a special resolution) recommended by the Board is the presence of at least 5% of full members. The resolution must be passed by at least 75% of the votes cast (in person or by proxy) by those members entitled to vote on the resolution.

For AMSRO:

AMSRO is an incorporated association created under the Victorian *Associations Incorporation Act 1981*. AMSRO is governed by the *Associations Incorporation Reform Act 2012* ("AIR Act") which superseded the earlier act. AMSRO is also governed by its rules, the *Rules of the Association of Market and Social Research Organisations in Australia (AMSRO) Incorporated* ("AMSRO Rules"). Under AMSRO's current Rules, the Executive Committee would be empowered to make such investments in a new body as it saw fit, on the basis that the creation and funding of the new industry body would appear to support each of the four aims in Rule 2(2).

If either association does not reach the requisite majority or executive approval to pass the resolution to merge, the restructure proposal is declared null and void.

TIMELINE

STAGE 1 **Unification Proposal developed** *(May – August 2016)*

- Unification Proposal document outlining possible new structure and timelines distributed to AMSRO and AMSRS Chairs and Boards.
- Further versions of the Unification Proposal developed as required following feedback from both boards.

STAGE 2 **Unification Proposal to members** *(September 2016)*

- Members sent a copy of the finalised Unification Proposal a week prior to the AMSRO and AMSRS AGMs at the AMSRS National Conference on 8 September 2016.
- A RICA discussion will be held prior to the two AGMs on 8 September 2016 at the Grand Hyatt Melbourne at 5.15pm.

STAGE 3 **Member consultation process** *(October 2016 – February 2017)*

- Communications plan developed for members.
- Further consultation with member divisions/ committees and special interest groups.
- Member forums (online and face to face) held.

STAGE 4 **Qualified Due Diligence conducted** *(September – December 2016)*

- Due diligence review on accounts, contracts and potential ongoing commitments.

STAGE 5 **Creative team propose new name for Association** *(September – December 2016)*

- Creative team engaged to develop name for new industry association.
- AMSRO and AMSRS Boards to agree on new association name.

STAGE 6 **New constitution** *(December 2016 - January 2017)*

- Constitution to be drafted by constitutional lawyer
- Reviewed by both Boards
- Made available to members for feedback
- Feedback received and amendments made
- Revised constitution circulated

STAGE 7 **Operational issues finalised** *(March 2017)*

- Staff for new association
- Premises
- Name of new association finalised

STAGE 8 **Issue notices and hold Special General Meetings** *(April 2017)*

- AMSRO and AMSRS members vote in person or by proxy on the special resolution at special general meetings to approve unification.

STAGE 9 **Incorporate new entity or lodge new constitution** *(May - June 2017)*

- New constitution sign off
- Register new company with ASIC
- Members to join new association from May 2017
- Establish bank accounts
- Transfer of staff contracts

STAGE 10 **Wind up of AMSRO and AMSRS** *(July – December 2017)*

- Do final audit reports for AMSRO and AMSRS
- Funds to be consolidated in the new entity
- Wind up procedures for AMSRO and AMSRS brands or entities

CLOSING COMMENTS

The idea of a restructure and expansion of Australia's two successful market and social research associations is an exciting possibility. Whilst the outcome of a potential vote by the members of the two bodies will be respected, the AMSRS Board and AMSRO Management Committee believe that a new association would be a powerful single industry voice and provide mutual benefits for clients, suppliers, individuals and academics.

At a time of significant and swift change in the market and social research industry, to protect and sustain our industry's future, embrace newcomers and enable research in its many forms to prosper in Australia, the establishment of a new and stronger, must-join body is recommended to the two memberships.

FREQUENTLY ASKED QUESTIONS (FAQS):

1. **Why are AMSRO and AMSRS considering a merger and what are the benefits?**
   The proposed merger is not new and has been repeatedly considered by both AMSRO and AMSRS at certain times over the past fifteen years. With the industry currently experiencing unprecedented change (largely attributable to the rapid advances in technology creating fragmented markets, self-service research and big data) AMSRO and AMSRS believe it's timely for the Associations to consider joining forces to deliver a single, stronger voice.

   A voice that has the capacity to:

   - To redefine who we are, what we do and how we do it - a new association presents the opportunity to broaden industry scope.
   - Provide an enhanced industry profile - one voice under a new name presents an opportunity to more accurately reflect the changing industry – attract new company and individual members, consultants, data scientists, and analysts (required in this changing market with rising competition and changes in the types of companies that operate in this space).
   - Provide greater value to members for their investment.

   A single, stronger industry association will ensure an efficacy of financial and operational resources, greater credibility, industry sustainability and growth.

2. **What will the new association be named?**
   Subject to the creative brief that is currently in development.

3. **What is the vision and mission for the new association?**

   Our vision
   The interests of Australia are best served by informed decision-making that results from having a research industry that is innovative, collaborative and adopts high standards of ethics, quality and professional development.

   Our vision is to be the single, essential peak industry body; driving the industry forward by engaging and equipping the research community and its evidence based professionals, with the capacity and knowledge to deliver the highest standards of research practice.

   Our mission
   Statement of purpose: To promote and develop the Australian community of professional providers and users of market and social research, insights and data analytics. We will achieve this by sharing knowledge through collaboration, innovation, education and standards; business development opportunities; and by representing the profession to external stakeholders.

4. **When is the voting likely to happen?**
   A Special General Meeting will be held by both AMSRO and AMSRS to enable members to vote. This is currently scheduled to take place in April 2017

5. **When is the merger likely to happen?**
   As of July 1 2017.

6. **Does the merger mean AMSRO (or AMSRS) is being taken over by the other?**
   No. The new association represents the needs of both membership organisations and we believe, our new single voice will be stronger.

7. **Will the new industry body offer the current services provided by AMSRO and AMSRS?**
   Whilst every effort will be made to continue those services currently valued and used by company and individual members, part of the New Association plan is to conduct a strategic review to ensure delivery of all services is relevant, efficient and productive.

8. **Are membership fees going to change in the new association?**
   Yes. Fees are currently subject to a review and financial modelling results. Our view is to provide even greater benefits and some cost savings to members.

9. **Who will the members and stakeholders be in the new association?**
   Research and client organisations and professionals (individuals) with an interest in market and social research, broadly defined as those engaged in research, business intelligence and data interrogation.

10. **Where will the new association be located?**
    Due to financial considerations the preferred location for the new association (at least for the transitional period) is in the AMSRS office, located in Glebe.

11. **What will be the composition of the new Board?**
    AMSRS and AMSRO members will be represented in the new Board.

    A Transitional Board (in place for a period of two years) will be elected by the current AMSRO and AMSRS membership (1 vote per member).

    Three positions will be appointed to represent the following chapters:

    - 1 x RESEARCH COMPANY representative (appointed by AMSRO board to represent organisations)
    - 1 x INDIVIDUAL MEMBER representative (appointed by AMSRS board to represent research individual professionals)
    - 1 x CLIENT (appointed by AMSRS board to represent client side researchers)

    Members of AMSRO and AMSRS will elect three positions.

    Future Boards will be elected by the membership as per the new constitution.

    The proposed Board composition for the new Association is:

    - 6 elected Directors; and
    - 1 co-opted Director if decided by the Board.

    A Nominations Committee will review candidates for election. Voting members will elect the elected Directors. There will be staggered elections i.e. each year 3 directors will be elected for 2-year terms.

12. **What will happen to the staff of AMSRO and AMSRS?**
    Staffing is currently subject to review and financial modelling results. Whilst every effort will be made to retain current staff, some changes are expected to take place within the first year of operations.

13. **What will happen to the AMSRS divisions?**
    Regional divisions are considered a valuable asset to our membership base and will benefit from additional resources under the new association.

14. **Will other associations be invited to join this new association?**
    At this stage AMSRS and AMSRO are focused on merging Australia's two industry peak bodies dedicated to research. We do however remain open to any future opportunities, which may enhance the new Association.

15. **How can I provide my feedback?**
    There are several ways to provide your feedback. Please feel free to contact the Presidents, Vice-Presidents and/or Secretariats via email or telephone.

    AMSRS is planning to provide an online platform to capture member views. Details on this will be provided during the member consultation process, which runs from October to February 2017.

    AMSRO member CEO's and senior personnel will be offered opportunities to engage with the AMSRO executive throughout the consultation phase and at regular committee meetings.

AMSRO

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