28 October 2026

EXPLANATORY MEMORANDUM

Proposed merger of The Australian Data and Insights Association (ADIA) and The Research Society (TRS)

This Explanatory Memorandum forms part of the Notice of the 2026 Annual General Meeting of the Australian Data and Insights Association Incorporated ABN 20 107 667 398 (**ADIA**), to be held online on Wednesday 18 November 2026 at 1:00pm (AEDT). It explains the Special Resolutions set out in the Schedule to the Notice and is provided for members' records. Members are encouraged to read it before voting.

1. Background to the merger

ADIA (formerly AMSRO) and Australian Market and Social Research Society Ltd ACN 002 882 635 trading as The Research Society (**TRS**), have each represented Australia's research, data and insights industry for more than thirty-five years. Since late 2025, a joint committee of both organisations has explored a merger. Its work included member consultation, financial analysis, international research and due diligence.

On 29 June 2026, both Boards unanimously endorsed a model for a single new organisation and a proposed Constitution for it. The aim for the new organisation is a stronger, unified voice for the industry, greater financial resilience, and the capacity to invest in standards, professional development and member services that neither organisation could deliver alone.

The proposal was announced to members in a joint letter from both Presidents in August 2026. Members of both organisations were then invited to vote for or against the merger in an online ballot.

2. Member vote

ADIA members voted on the proposed merger in an online ballot conducted by Pureprofile, open from 6 to 19 October 2026. 95% of members who voted were in favour of the merger. On the strength of this result, the proposed merger will now proceed to a special resolution, to be put to members at the AGM on 18 November 2026.

TRS members voted separately in a ballot conducted by The Octopus Group, also open from 6- 19 October 2026. 95% of TRS members who voted were in favour of the merger.

The Special Resolutions at this AGM give the ballot result formal effect. Each Special Resolution must be passed by at least 75% of members entitled to vote at the meeting, in person or by proxy, with one vote per member company.

3. What the Special Resolutions do

The three Special Resolutions are proposed under section 64 of the *Associations Incorporation Reform Act 2012* (Vic) and rules 30 and 36 of ADIA's Rules of Association.

- **Resolution 1** approves the merger with TRS, under which ADIA and TRS will simultaneously transfer all of their assets and undertakings to a new company limited (NewCo), by guarantee to be registered with ASIC. NewCo will have ADIA and TRS as its initial members, an initial Board with

an equal number of representatives from each, a not-for-profit purpose similar to ADIA's, and a constitution that prohibits distributing income or property to its members and requires any surplus on winding up to go to a similar not-for-profit body. The transfer will be made under an Asset Transfer Agreement entered into by the Board and completed on or before 1 July 2027 or another date approved by the Board (**Completion Date**).

- **Resolution 2**. If Resolution 1 is passed, Resolution 2 authorises ADIA to apply to the Registrar of Incorporated Associations to cancel its incorporation from the Completion Date.
- **Resolution 3** authorises the Board to sign the documents, lodge the cancellation application with Consumer Affairs Victoria, and take the other steps needed to give effect to Resolutions 1 and 2.

TRS members will be asked to approve equivalent special resolutions at their Annual General Meeting on 18 November 2026. The merger can proceed only with approval from both organisations' members. Each organisation's transfer to NewCo depends on the other's transfer, and both will be completed simultaneously.

4. What it means for members

If the members of both organisations pass the Special Resolutions, the new organisation will begin operating on 1 July 2027 and ADIA members will be invited to become members of it. It will offer three membership types: individuals, companies and clients.

Membership fees for the first year (1 July 2027 to 30 June 2028) will be held at current levels, adjusted only for CPI. The Privacy (Market and Social Research) Code, the Trust Mark and ADIA's other standards and accreditation programs will continue. An interim Board drawn from both organisations will govern the new organisation until its first elections in 2028.

5. Information provided to members

The following information was provided to members before the vote and remains available on the ADIA website:

- Joint letter from the ADIA and TRS Presidents – 11th August 2026 is here
- Summary of the proposed Constitution can be read here
- Frequently asked questions – please see copy here (member log in required)

6. Board recommendation

The Board unanimously recommends that members uphold the member ballot and vote in favour of Resolutions 1, 2 and 3.

Members who cannot attend the AGM may appoint a proxy (one per member company) by returning the proxy form to sarah@dataandinsights.com.au by close of business on Tuesday 17 November 2026. Questions about the Special Resolutions can be directed to Sarah Campbell, CEO, on 0460 012 092 or by email before the meeting.