

*Australian*

**MARKET & SOCIAL  
RESEARCH SOCIETY**

**AMSR**S



## **CONSTITUTION**

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A COMPANY LIMITED BY GUARANTEE

CORPORATIONS ACT

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF THE AUSTRALIAN MARKET RESEARCH SOCIETY LIMITED

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## **1. NAME**

The name of the company is the "Australian Market and Social Research Society Limited" hereinafter called "the Society".

## **2. OBJECTS**

The objects for which the Society is established are:

- 2.1 To enhance market and social research generally as a profession in Australia.
- 2.2 To provide a forum for the exchange and dissemination of information and knowledge pertinent to the Profession.
- 2.3 To take all possible steps to increase the levels of professional competence of practitioners, including both technical and ethical standards of practice.
- 2.4 To provide or organise or assist in the provision or organisation of schools, meetings, conventions and conferences regarding market and social research or related activities and, if necessary, to finance in whole or in part, such undertakings.
- 2.5 To conduct or sponsor (either alone or in conjunction with any other person or body) investigations, inquiries or research into any matters affecting the Profession.
- 2.6 To collect and circulate statistics and other information relating to the Profession.
- 2.7 To provide for the publication of text books, pamphlets, journals, or other memoranda relating to market and social research or related activities and to procure and encourage the insertion of articles, book reviews and other contributions relating to market and social research or related activities in journals and other periodicals.
- 2.8 To make and enforce by laws, rules, regulations, guidelines and codes as to the conduct of the Profession and the conditions under which the Profession conducts market and social research and to govern the relationships between members of the Profession and others.
- 2.9 To establish minimum standards of accomplishment as the necessary qualifications for membership of the Society.
- 2.10 To assist in the planning and conduct of qualifying and other examinations for persons engaged or wishing to become engaged in the Profession and to provide teachers, examiners and inspectors for the purpose of such examinations or other examinations or competitions.
- 2.11 To promote the widest possible acceptance and use of market and social research amongst the general public, marketing bodies, the media, educational institutions and government and legislators.
- 2.12 To liaise and interchange with bodies having similar or compatible objectives both within Australia and overseas.
- 2.13 To subscribe to, become a member of and co-operate with, or amalgamate with, any other association or organisation, whether incorporated or not, whose

objectives are similar to those of the Society, provided that the Society shall only subscribe to or support with its funds or amalgamate with any association or organisation that prohibits the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 5 of this Constitution.

- 2.14 To represent the Profession in its relationship with Governments, Associations and other official and unofficial bodies in all matters affecting the Profession or the welfare of those engaged therein.
- 2.15 To represent to Governments, Associations and other official and unofficial bodies in all parts of the world the view and interests of those engaged in the Profession.
- 2.16 To institute, promote, support or oppose legislative or other measures affecting the Profession, and to take such steps as may seem expedient for altering and improving any existing law, customs or usages affecting the Profession.
- 2.17 To retain, employ and remunerate scientific, skilled or technical advisers or any other workers in connection with any of the objects of the Society.
- 2.18 To procure the Society to be registered or recognised in any foreign country or place.
- 2.19 To receive and collect funds from the members or others, and to receive voluntary contributions for the purpose of carrying on or furthering the objects of the Society.
- 2.20 To use the funds of the Society for the purpose of executing or promoting any of the objects of the Society as the Council may think fit.

### **3. POWERS OF THE SOCIETY**

Solely for the purpose of carrying out the above objects, the Society has power:

- 3.1 To provide funds or other material benefits by way of donating or otherwise in furtherance of the objects of the Society.
  - 3.2 To purchase, take on lease or in exchange, hire or otherwise acquire any lands, building, easement or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, the objects of the Society.
- Provided that in case the Society shall take or hold any property that may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.3 To control, manage, lease, exchange, mortgage, charge, sell, transfer, give up, surrender, dispose of, develop, turn to account or otherwise deal with any real or personal property of any kind whatsoever or any estate or interest therein.
  - 3.4 To invest, deal with and lend any moneys.
  - 3.5 To construct, improve, maintain, develop, work, manage and control real or personal property and to enter into contracts and agreements.

- 3.6 To appoint any person or persons to be attorney or agents of the Society with such powers (including the power to sub-delegate) and upon such terms as may be thought fit and to procure the Society to be registered or recognised in any other country or place.
- 3.7 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Society's objects and to obtain from any such government or authority, any rights, privileges and concessions that the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.8 To appoint, employ, dismiss or suspend managers, clerks, secretaries, employees, workers and other persons.
- 3.9 To borrow, raise or secure the payment of money and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and in particular by mortgage, charge or overdraft or by the issue of debentures or debenture stock perpetual or otherwise charge all or any of the Society's property (both present and future) and to purchase, redeem or pay off any such securities.
- 3.10 To expend any moneys and do all such things as it considers desirable for the purpose of promoting the objects of the Society.
- 3.11 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.12 To print and publish any newspapers, periodicals, books or leaflets.
- 3.13 To take any gift of property, whether subject to any special trust or not, for the objects of the Society but subject always to the proviso in paragraph (2) of this clause 3.
- 3.14 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, by way of donations, gifts, bequests, grants, sponsorships or otherwise.
- 3.15 To appoint one or more patrons of the Society.
- 3.16 To make donations for charitable purposes.
- 3.17 To co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums.
- 3.18 To do all such other acts and things as are incidental or conducive to the attainment of the above objects.
- 3.19 To undertake and execute the office of trustees or nominees for the purpose of holding and dealing with any real or personal property or security of any kind for and on behalf of any person or persons, company, corporation, mortgagee or body; to act as trustee, nominee or agent generally for any purpose and either solely or jointly with another or others; to undertake the management of any business or undertaking or transaction, and generally to undertake, perform and fulfil any trust or agency of any kind and any office of trust or confidence, to hold in trust as trustees or as nominees and to deal with, manage and turn to

account, any real or personal property of any kind, and in particular, shares, stocks, debentures, debenture stock, securities, policies, book debts, claims and choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company.

#### **4. ADDITIONAL POWERS**

The Society has the powers to set out in the Corporations Act 2001 but only to do all such things that are necessary, convenient or incidental to carry out the objects set out in Clause 2.

#### **5. NON-PROFIT SOCIETY**

- 5.1 The income and property of the Society must be applied solely towards the promotion of the objects of the Society as set forth in this constitution.
- 5.2 No income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Society except:
  - 5.5.1 remuneration to any member employed by the Society in return for services actually rendered to the Society;
  - 5.5.2 payment to a member in return for goods or services supplied to the Society in the ordinary course of business;
  - 5.5.3 interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the Society from a member, or
  - 5.5.4 reasonable rent for premises let by any member to the Society.

#### **6. HONORARY SERVICE BY BOARD MEMBERS (hereinafter called Council)**

- 6.1 No member of the National Council can be appointed to any salaried position of the Society or any officer of the Society paid by fees. No salaried employee or agent of the Society can be appointed to the National Council or Divisional Committees.
- 6.2 No remuneration or other benefit in money or money's worth may be paid or given by the Society to any member of the Council except for the payment of out-of-pocket expenses incurred by the Council member in the performance of a duty as a Council member.

#### **7. LIABILITY OF MEMBERS**

- 7.1 The liability of the members of the Society is limited.
- 7.2 Subject to paragraph 7.3, a member must contribute to the assets of the Society, in the event that it is wound up while the member is a member, or within one year afterwards for:
  - 7.2.1 payment of the debts and liabilities of the Society contracted before the time at which the member ceased to be a member;

- 7.2.2 the costs, charges and expenses of winding up the Society.
- 7.3 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to:
  - 7.3.1 the amount of any unpaid membership fees; plus
  - 7.3.2 a sum not exceeding twenty dollars (\$20).
- 7.4 As between members of the Society, the liability of any member, officer or agent of the Society is limited to the amount of insurance for which the member, officer or agent is actually indemnified by any policy of insurance held by the Society.

## **8. DISTRIBUTION OF SURPLUS ASSETS**

- 8.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Society.
- 8.2 If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an Association or Associations:
  - 8.2.1 with objects similar to the objects of the Society;
  - 8.2.2 whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
  - 8.2.3 chosen by the members of the Society at or before the completion of winding up or dissolution; and
  - 8.2.4 which is exempt from the payment of income tax under the provisions of the Income Tax Assessment Act 1997.

## **9. FINANCIAL RECORDS**

- 9.1 The Society must keep accounting records to correctly record and explain the Society's transactions (including any transactions as trustee) and the financial position of the Society.
- 9.2 The Society must keep its accounting records in a manner that will enable:
  - 9.2.1 the preparation of true and fair accounts of the Society, and
  - 9.2.2 the accounts of the Society to be conveniently and properly audited if required by the Law.
- 9.3 Each member has the right to inspect the Society's financial records. The Council may restrict the manner and times at which such inspections may take place.
- 9.4 At least once in every year the accounts of the Society must be examined by a qualified auditor who must report to the members in accordance with the provisions of the Law.

## **10. TYPES OF MEMBERSHIP**

The Society shall have three main types of members, namely:

- (1) full members;
- (11) associate members, and
- (111) student members.

The Council may in its absolute discretion create sub-categories of membership such as Fellows and Retired Members by announcing such sub-categories in the By-Laws of the Society.

## **11. APPLICATIONS FOR MEMBERSHIP**

Membership of the Society shall be open to persons ascribing to the objects of the Society, and agreeing to accept and abide by the constitution, by laws, rules, regulations, guidelines and Code of Professional Behaviour laid down by the Society from time to time. The criteria setting out eligibility of all membership categories is as described in the By Laws of the Society.

## **12. RIGHTS ASSOCIATED WITH MEMBERSHIP**

- 12.1 Each full member of the Society has the following rights;
  - 12.1.1 to receive notice of, attend and vote at general meetings of the Society, and
  - 12.1.2 to be eligible for election or appointment to the Council.
- 12.2 Each associate or student member of the Society has the right to request information about the Society's activities. Associate and student members are not entitled to attend or vote at Society meetings, or to hold a position on the Council.

## **13. REGISTER OF MEMBERS**

- 13.1 The secretary of the Society must ensure that a register of full and associate members is established and maintained. This register must contain the name and address of each person who is a member of the Society together with the date on which the person became a member.
- 13.2 The register of members must be kept at the principal place of administration of the Society and such other places as the Council may from time to time determine and must be open for inspection, free of charge, by any member of the Society at any reasonable hour on reasonable notice.

## **14. MEMBERSHIP FEES**

- 14.1 The quantum of the membership fees payable by members of the Society shall be determined by the Council from time to time.
- 14.2 All annual membership fees shall become due and payable in advance on the due date.
- 14.3 The Council may also determine a reduced fee for members who are pensioners or unemployed, or suspend membership at any time for those members who will be working overseas, on unpaid leave from their employment etc, for a period no longer than twenty-four (24) months. Members who elect to suspend their

membership shall pay the annual fees in place at the time of the resumption of their membership, and at the same membership level.

## **15. CESSATION OF MEMBERSHIP**

- 15.1 A person ceases to be a member of the Society if the person:
- 15.1.1 dies
  - 15.1.2 resigns from membership by notice in writing to the secretary;
  - 15.1.3 has membership terminated, or
  - 15.1.4 fails to pay the annual membership fee within three calendar months after it becomes due, then the member shall be termed as an unfinancial member and shall automatically cease to be a member of the Society. Should the ex-member wish to rejoin the Society the procedure outlined in the by laws must be observed.

## **16. TERMINATION OF MEMBERSHIP**

- 16.1 A written complaint may be made to the Council by any full member of the Society that some other member of the Society:
- 16.1.1 has neglected to comply with a provision or provisions of the constitution or Code of Professional Behaviour, or
  - 16.1.2 has willfully acted in a manner prejudicial to the interests of the Society.
- 16.2 On the receipt of a written complaint the Council shall follow the procedures set out in the by laws.
- 16.3 The National Council may in its absolute discretion report any expulsion, suspension or censure of a member in the members' newsletter.

## **17. ORGANISATION OF THE SOCIETY**

The activities of the Society shall be carried out at two levels – National and Divisional. Normally the Divisional geographical boundaries will be those of the States and Territories of Australia, but this does not preclude other boundaries being operative in the future. The creation of new Divisions shall be at the discretion of and subject to the approval of the Council. Each Division of the Society shall operate in accordance with the rules set out in the by laws.

## **18. GENERAL MEETINGS**

- 18.1 A general meeting of all members of the Society called the Annual General Meeting shall be held:
- 18.1.1 at least once in every calendar year;
  - 18.1.2 within five (5) months of the end of the Society's financial year, and
  - 18.1.3 at a time and place determined by the Council.
- 18.2 A general meeting of all members of each Division of the Society called the Divisional Annual General Meeting shall be conducted in accordance with the rules set out in the by laws.

- 18.3 Subject to clause 18.4 any two members of the Council may convene a general meeting of the members of the Society.
- 18.4 A general meeting may only be convened as provided in clause 19.3 or as provided by Section 249D, 249F or 249G of the Law and the replaceable rule set out in Section 249C of the Law shall not apply to the Society.
- 18.5 At least twenty one (21) days notice must be given of a meeting of the Society's members, such period exclusive of the day on which notice is served but inclusive of the day on which the meeting is to be held.
- 18.6 Every notice convening a general meeting must be in writing and must specify the place, the day and the time of the meeting and the general nature of the business to be transacted.
- 18.7 The business of the Annual General Meeting is:
- 18.7.1 to receive and consider the accounts, statements and reports prescribed by the Act;
  - 18.7.2 to elect the members of the Council for a two year period;
  - 18.7.3 to appoint the auditor (where necessary), and
  - 18.7.4 to deal with any other business included in the notice of meeting.
- 18.8 A copy of the accounts, statements and reports prescribed by the Act to be presented at the Annual General Meeting must be provided to full members at least fourteen (14) days before the Annual General Meeting.

## **19. PROCEEDINGS AT GENERAL MEETINGS OF THE SOCIETY**

- 19.1 No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this clause twenty (20) members present in person shall be a quorum. For the purpose of this clause "member" includes a person attending as a proxy or an attorney or representative of a corporation that is a member.
- 19.2 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then;
- 19.2.1 the meeting, if convened upon the requisition of members, under section 249D of the Act is to be dissolved, or
  - 19.2.2 if any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting.
- 19.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the adjourned meeting, the number of full members present being not less than ten (10) shall be a quorum.

## **20. PRESIDING MEMBER**

- 20.1 The President of the Council shall act as chairperson of every general meeting of members of the Society.

- 20.2 If the chairperson is absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson at the meeting.

## **21. ADJOURNMENT**

- 21.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 21.2 Where a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each full member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 21.3 Save as aforesaid it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

## **22. VOTING**

- 22.1 At any general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
- 22.1.1 the chairperson, or
  - 22.1.2 any two full members.
- 22.2 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact, provided the declaration reflects the show of hands and the votes of persons received, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22.3 The demand for a poll may be withdrawn.
- 22.4 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

## **23. VOTES OF MEMBERS**

- 23.1 Subject to clause 25, every member shall have one vote.
- 23.2 Subject to clause 25, on a poll every member present in person or by proxy or by attorney or (being a corporation) by representative shall have one vote.

## **24. HOW VOTES TO BE GIVEN**

- 24.1 On a show of hands and on a poll votes may be given either personally or by a representative appointed pursuant to this constitution by attorney or by proxy.
- 24.2 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chairperson of the meeting, whose decision is final.
- 24.3 A vote not disallowed pursuant to an objection under clause 24.2 is valid for all purposes.
- 24.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

## **25. APPOINTMENT OF PROXIES**

- 25.1 A member of the Society who is entitled to attend and cast a vote at a meeting of the Society's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- 25.2 The appointment may specify the proportion or number of votes that the proxy may exercise.
- 25.3 Each member may appoint a proxy. If the member is entitled to cast two or more votes at the meeting they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the votes.
- 25.4 The Society shall disregard any fraction of votes resulting from the application of Clause 25.2 or 25.3.
- 25.5 An instrument appointing a proxy shall be in the form or in a form that is as similar to the form outlined in the by laws.
- 25.6 An instrument appointing a proxy and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, shall be delivered to either the fax number at the Society's registered office, or to such other place, fax number or electronic address specified for that purpose in the notice of meeting convening the meeting, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, before the time appointed for the taking of the poll, at the office of the Society or at such other place within the Division as is specified for that purpose in the notice convening the meeting and in default, the instrument of proxy shall not be treated as valid.
- 25.7 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument (or of the authority under which the instrument was executed), if no intimation in writing of the death, unsoundness of mind, or revocation as aforesaid has been received by the Society at the office

before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## **26. NATIONAL COUNCIL**

- 26.1 The business and operations of the Society are to be managed and controlled by the National Council ("the Council"). The Council may exercise the powers of the Society as set out in Clause 3 above as if each of those powers had been expressly conferred on the Council by a general meeting of the Society.
- 26.2 The Council shall be made up of not less than five (5) directors and not more than eleven (11) directors. At least three (3) of the directors of the Council shall be described as:
1. President
  2. Vice President
  3. Treasurer
  4. Secretary
- 26.3 The Council shall further consist of each chairperson of each Division of the Society or their nominee. To achieve this end the directors of the Council may appoint any natural person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but the total number of directors must not at any time exceed the maximum number allowed.
- 26.4 The Council may at its own discretion appoint a non-executive Honorary President to perform such functions as Council may from time to time determine.
- 26.5 The Society may, by resolution, increase or reduce the maximum number of directors and appoint additional directors.
- 26.6 The company may, by ordinary resolution, remove any director and may, by ordinary resolution, appoint another person in his or her stead.
- 26.7 The period of office of directors of the Society shall be two (2) years.
- 26.8 The office of director shall become vacant if the director:
- 26.8.1 becomes insolvent, bankrupt or makes any arrangement or composition with his creditors generally;
  - 26.8.2 becomes prohibited from being a director of a company by reason or any order made under the Law
  - 26.8.3 ceases to be a director by operation of section 203B of the Law;
  - 26.8.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 26.8.5 resigns his or her office by notice in writing to the Society, or
  - 26.8.6 for more than six (6) months is absent without permission of the directors from meetings of the directors held during that period.

## **27. PROCEDURE FOR ELECTION OF COUNCIL**

- 27.1 The directors of the Council shall be elected at the Annual General Meeting by those full members of the Society who are eligible to vote.
- 27.2 The election of the directors of the Council is to take place in the following manner:

- 27.2.1 Any two full members of the Society may nominate any other full member for election to the Council/Committee.
  - 27.2.2 The nomination must be in writing, signed by the candidate, the proposer and seconder and lodged with the Secretary at least 7 days before the Annual General Meeting at which the election is to take place.
  - 27.2.3 Each full member of the Society present at the Annual General Meeting is entitled to vote for any number of candidates not exceeding the number of vacancies.
  - 27.2.4 In situations where insufficient advance nominations are received to fill all Council positions, nominations may be accepted from the floor of the meeting in relation to the unfilled Council position only.
  - 27.2.5 A retiring Council member is eligible for re-election.
- 27.3 Each Division may submit one member to become a director of the Council (usually the Divisional Chair) and the Council shall appoint that person a director of the Council for such period as the Council determines in its absolute discretion.

## **28. POWERS AND DUTIES OF THE COUNCIL**

- 28.1 The business of the Society shall be managed by the Council who may pay all expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Law or this Constitution, required to be exercised by the Society in general meeting.
- 28.1 Any rule, regulation, or by law of the Society made by the Council may be disallowed by the Society in general meeting provided that no resolution or regulations made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if the resolution or regulation had not been passed or made.

## **29. MINUTES**

- 29.1 Directors of the Council shall cause minutes to be made of:
- (a) all appointments of officers;
  - (b) the names of the directors present at each meeting of directors, and
  - (c) all proceedings at all meetings of the Society and the directors.
- 29.2 Minutes must be recorded in the minute book within fourteen (14) days of the date of the meetings to which they relate.
- 29.3 The confirmation of minutes must be the first business at the next succeeding meeting of the Society or Committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.
- 29.4 Every Council Member present at any meeting must sign his or her name in a book kept for that purpose.
- 29.5 Any such minutes so entered of any meeting of the directors or of any general meeting of members, if purporting to be signed by the Chairperson of the meeting or of the next succeeding meeting of the same body, shall be receivable as prima facie evidence of the matters stated in the minutes of the meeting, of

the meeting having been duly held and convened and of the validity of all proceedings and appointments thereat.

### **30. MINUTE BOOK**

The Society must keep at its registered office or principal place of business, minute books in which it records within one (1) month the matters set out in clause 29, as well as resolutions passed by directors or members without a meeting.

## **PROCEEDINGS OF DIRECTORS**

### **31. MEETINGS OF DIRECTORS OF THE COUNCIL**

The Directors of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The Council shall meet not less than four (4) times a year, and the responsibility for convening such meetings shall rest with the President, who shall ensure that (a) under normal circumstances at least twenty eight (28) days notice of the time, place and draft agenda of such meetings shall be given (b) that draft minutes of Council Meetings shall be despatched at the earliest possible time to all Officers, Directors and Divisional Chairpersons whether or not present at the meeting.

### **32. USE OF TECHNOLOGY**

- 32.1 Without limiting the discretion of the directors to regulate their meetings, the directors may, if they think fit, call or confer by any form of technology consented to by all the directors, including radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication and a resolution passed by such a conference shall, notwithstanding that the directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the directors held on the day on which and at the time at which the conference was held. The provisions of this constitution regulating the proceedings of directors apply so far as they are capable of application to such conferences.
- 32.2 A director may only withdraw his or her consent to the use of a form of technology under clause 33.1 within a reasonable period before the meeting.
- 32.3 If the technology being used for a meeting of directors fails, breaks down or in any way prevents a director participating in the meeting, the chairperson may resolve to adjourn the meeting or continue proceedings at the location closest to the registered office of the company, or proceed in the manner as may be set out in the notice of meeting.

### **33. DECISIONS TO BE BY MAJORITY VOTE**

Questions arising at a meeting of the directors shall be decided by a majority vote of the directors present and voting and any such decision shall for all purposes be deemed a decision of the directors.

## **34. SUMMONING MEETINGS**

A director may at any time, and the secretary shall on the requisition of a director, summon a meeting of the directors.

## **35. QUORUM**

A quorum necessary for the transaction of the business of the directors shall be at least two (2) directors elected at the Society Annual General Meeting and at least three (3) directors appointed in accordance with paragraph 27.3 or such greater number as may be fixed by the directors from time to time.

## **36. CONTINUING DIRECTORS MAY ACT**

In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Society.

## **37. CHAIRPERSON**

The directors shall elect one of their number as chairperson of the meetings of the directors and may determine the period for which he or she is to hold office.

Where such a meeting is held and the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting the directors present shall elect one of their number to be chairperson of the meeting.

## **38. DELEGATION OF COMMITTEES**

- 38.1 The directors may delegate any of their powers and or functions (not being duties imposed on the directors as the directors of the company by the Act or the general law) to a committee consisting of such of their number as they think fit. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the directors and a power so exercised shall be deemed to have been exercised by the directors.
- 38.2 Each such committee shall conform to any regulation that may be imposed by the Council and subject thereto shall have power to co-opt any member or members of the Society and all members of such sub-committees shall have one (1) vote.
- 38.3 A sub-committee may meet and adjourn as it thinks fit.
- 38.4 Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chair shall have a second or casting vote.
- 38.5 A member of the Council or any sub-committee may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote and on a poll every member present, in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.

## **39. ACTS VALID NOTWITHSTANDING DEFECT IN APPOINTMENT**

All acts done by any meeting of the directors or of a committee of directors or by any persons acting as director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that a person so appointed director was disqualified, as valid as if every such person has been duly appointed and was qualified to be a director or to be a member of the committee.

## **40. CIRCULATING RESOLUTIONS OF DIRECTORS**

- 40.1 If all the directors have signed a document containing a statement that they are in favour of a resolution of the directors in terms set out in the document a resolution in those terms shall be deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a director.
- 40.2 For the purposes of clause 40.1, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.

## **SECRETARY**

### **41. APPOINTMENT OF SECRETARY**

The secretary shall in accordance with the Law be appointed by the directors for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

## **THE SEAL AND EXECUTION OF DOCUMENTS**

### **42. AFFIXING OF SEAL**

Where the Society adopts a seal, the seal of the Society shall not be affixed to any instrument except by the authority of the directors or of a sub-committee of the directors authorised by the directors in that behalf and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for that purpose.

### **43. SIGNATURE BY DIRECTOR**

All documents that of legal necessity need not be under seal and which the Society is capable in law of entering into shall be legally binding on the Society if signed by one director by order of or with the approval of a quorum of the directors.

#### **44. NEGOTIABLE INSTRUMENTS**

Promissory notes, cheques or other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, for or on behalf of the Society by one of the directors and the secretary or in such other manner as the director may determine.

#### **45. GENERAL FUNCTIONS OF THE COUNCIL**

- 45.1 The Council shall determine the basic grades and classifications of membership that shall be applied by the Divisions and shall be the final arbiter on questions of (a) membership and (b) complaints under the Code of Professional Behaviour and such other by laws, rules, regulations and guidelines as may be operative.
- 45.2 The Council shall determine the minimum and maximum fees to be charged for annual membership, and the Capitation fees to be paid by Divisional Committees for each grade of membership. Within these two limits, each Divisional Committee shall set the membership fee. Divisional Committees must determine the annual membership fees by June 1st each year, operative for the following year, commencing on July 1st. The Capitation fee for each member to be paid by Divisions to the National body is due upon receipt of the membership fee.

#### **46. FINANCIAL YEAR**

The financial year for both the National body and the Divisions shall end 30th June in each year.

#### **47. APPOINTMENT OF OFFICERS, EMPLOYEES, ETC**

- 47.1 The Council has the power to appoint, remove or suspend officers, employees, agents and contractors, and to fix their powers, duties and remuneration.
- 47.2 The Council may delegate any of its powers under the above rule to an officer or employee of the Society subject to any conditions or limitations that the Council sees fit to impose.
- 47.3 The Council may, at any time, revoke or vary a delegation made under the above rule.
- 47.4 Notwithstanding any delegation made under these rules, the Council may continue to exercise all or any of its powers.

#### **48. PROPOSED CHANGES TO CONSTITUTION AND CHANGES TO BY LAWS**

- 48.1 Proposed changes to the Society Constitution must be outlined to members in writing, with such changes being voted upon by members in attendance at an Annual General Meeting or a Special General Meeting, specifically convened to discuss such amendments to the Constitution.

- 48.2 By laws can be added to/changed/deleted as required by the National Council and such additions/changes/deletions are to be reported to respective Divisional Committees and members at the earliest possible opportunity.

## **NOTICES**

### **49. NOTICE BY POST**

- 49.1 Notice may be given by the Society to any member whether by serving it on the member personally, by facsimile (if the member has nominated a facsimile number for receipt of notices) or by sending it by post to the member's registered address.
- 49.2 When a notice is sent by facsimile, service of the notice shall be deemed to be effected by, and received by the member at the time of the Society sending a facsimile to the member and receiving a confirmation report that all of the pages of the facsimile have been received by the member, PROVIDED that a fax sent after 5.00pm will be deemed to be received on the next business day.
- 49.3 When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting in the State a letter containing the notice, and to have been effected in the case of a notice of a meeting, on the day after the date of the posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

### **50. WHEN MEMBER HAS NO REGISTERED ADDRESS**

If a member has no registered address within the Division, a notice addressed to the member and advertised in a morning newspaper published in New South Wales shall be deemed to be duly given to the member at noon on the day on which the advertisement appears.

### **51. NOTICE OF GENERAL MEETING**

- 51.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- 51.1.1 every member except those members who (having no registered address within the Division) have not supplied to the Society an address within the Division for the giving of notices to them, and
  - 51.1.2 the auditor or auditors for the time being of the Society.
- 51.2 No other person shall be entitled to receive notice of general meetings.

### **52. ACCOUNTS**

- 52.1 The directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law.
- 52.2 The books of account shall be kept at the registered office of the Society, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

52.3 The directors shall from time to time determine at what times and places, under what conditions or regulations, the accounting and other records of the Society shall be open to the inspection of members.

52.4 A copy of every balance sheet (including every document required by law to be annexed or attached thereto) that is to be laid before the Society in general meeting together with a copy of the auditor's report shall not less than twenty one (21) days before the earlier of:

52.4.1 the date of the next annual general meeting after the end of the Society's financial year, or

52.4.2 four (4) months after the end of the financial year

be sent to all persons entitled to receive notices of general meetings of the Society.

### **53. AUDIT**

A properly qualified auditor or auditors shall be appointed and their duties regulated in accordance with the Law.

### **54. INDEMNITY**

54.1 The Society may indemnify a person who is or has been an Officer of the Society to the extent permitted by law, including, without limitation;

54.1.1 an indemnity against a liability incurred by the person as such an Officer to another person (other than the Society or a related body corporate), and

54.1.2 an indemnity against a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Law.

in so far as such liability is not covered by a contract of insurance taken out by any person for the benefit of the Officer.

54.2 The Society may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Society against a liability incurred by the person as an Officer, except in circumstances prohibited by the Law.

54.3 For the purposes of this clause 59, "Officer", means those persons set out in the definition of officer in section 82 A of the Law and such other persons as the directors may determine from time to time.

## DEFINITIONS AND INTERPRETATION

### 55. DEFINITIONS

In this constitution unless there is something in the subject of context inconsistent therewith:

**Member** means a full member;

**Law** means the Corporations Act 2001;

**business day** means a day on which the major trading banks are open for business in Sydney, other than a Saturday, Sunday or public holiday in Sydney;

**the Society** means the Market Research Society of Australia Limited;

**directors** means the members of the National Council

**the auditor** or "the auditors" means the auditor or auditors of the Society;

**the office** or "the office of the Society" means its registered office for the time being;

**registered address** of a member means the address of a member stated in the register, or, if he or she has given notice in writing to the Society of a changed address, the last address of which he or she has given such notice;

**resident** has the meaning outlined in section 6 (1) of the Income Tax Assessment Act 1936;

**secretary** means any person appointed to perform the duties of a secretary of the Society and includes an honorary secretary;

**Division** means the jurisdiction of the Committee, and

**in writing** and written includes printing, lithography and other modes of representing or reproducing words in a visible form.

### 56. INTERPRETATION

Reference to notices in the constitution (both inclusive) include not only formal notices of meeting, but also all documents and other communications from the Society to its members but do not include cheques;

A reference to the Law or any section thereof shall be read as though the words "or any statutory modification thereof or any statutory provision substituted therefore" were added to such reference, and

Any words or expressions defined in the Law shall bear the same meaning in this constitution unless they are otherwise defined.

### 57. APPLICATION OF THE LAW

57.1 Unless the contrary intention appears in this constitution, Division 8 of Part 1.2 (other than section 109S, 109X) of the Law applies, so far as it is capable of

application and with such changes as are necessary, in relation to this constitution as if the provisions of this constitution were provisions of the Law, and

- 57.2 an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of this constitution that deals with a matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division.

## **58. CROSS HEADINGS AND MARGINAL NOTES**

The cross headings and marginal notes shall not affect the construction of this constitution.

*Australian*

**MARKET & SOCIAL  
RESEARCH SOCIETY**

**AMSR**S



**BY LAWS OF**

**THE**

**AUSTRALIAN MARKET & SOCIAL RESEARCH**

**SOCIETY**

# **THE AUSTRALIAN MARKET & SOCIAL RESEARCH SOCIETY**

## **BY LAWS**

### **Organisation of the Society**

The activities of the Society shall be carried out at two levels:

- (a) National, and
- (b) Divisional.

The recognition of new Divisions shall be at the discretion of and subject to the approval of the National Council.

### **National Council and Divisions**

1. Each Division shall appoint one Director with voting powers to the National Council, usually the Divisional Chairperson. Any financial members of the Society shall have the right to attend Directors' meetings at the discretion of the Chairman.
2. The National Council shall determine the basic grades and classifications of membership that shall be applied by the Divisions and shall be the final arbiter on questions of (a) membership and (b) complaints under the Code of Professional Behaviour and such other by-laws, rules, regulations and guidelines as may be operative.
3. The financial year for both the National body and the divisions shall end 30th June in each financial year.
4. The Divisions shall have the right to carry out all and any of the activities named in the Powers of the Society and any other activities that are compatible with them, using for this purpose the funds generated by (a) the difference between the annual membership fee received by the Division and the Capitation fee payable to the National body, and (b) such other monies as may be generated by Divisional activities for which the Division shall determine its own charge. A Division shall also have the right to apply to the National body for financial support of a specific activity or activities.
5. The Divisional activities of the Society shall be directed by Divisional Committees. Each Committee shall consist of a Chairperson, Deputy Chairperson, Secretary and Treasurer, and up to ten Committee Members. All Executive Officers and Committee Members shall hold office for two years.
6. A Divisional Committee may co-opt one or more members of the Society to act as committee members, notwithstanding that the number of committee members may not exceed ten.
7. In the event that a Divisional Executive Officer shall cease to hold office by virtue of death, resignation or any other reason, the Divisional Committee shall elect a successor from amongst the remaining Executive Officers or Committee members to hold office until the next due election.
8. The quorum for the Divisional Committee is at least two Divisional Executive Officers and three Committee Members personally present.

9. Voting in a Divisional Committee shall be on individual basis, with each Executive Officer and each Committee Member having one vote. An Executive Officer or Committee Member absent from a Committee Meeting may exercise a vote by either indicating his/her position in writing, or by authorising in writing some other Executive officer or Committee Member to vote on his/her behalf. In the case of a tied vote, the Chairperson shall have an additional casting vote. Decisions shall be on a majority of the votes cast, including proxies, but excluding informal votes and abstentions.
10. Divisional Committees may, at their own discretion, appoint such committees, sub-committees, study groups, task forces, either of itself, of members of the Society, and including non members as is appropriate. The Committee shall set clear terms of reference and shall appoint the Chairman or Convenor of such groups. The continuation of such groups shall be reviewed annually, and unless specifically renewed, shall lapse.
11. Associate members can be included within Divisional Committees for the purpose of sharing knowledge and taking part in discussion in relation to the particular requirements of that Division, but Associate Members cannot hold any Office Bearers position on the respective Divisional Committee.

## Meetings

12. The business of the Divisions of the Society shall be carried out at Ordinary General Meetings, Special General Meetings, Annual General Meetings, and Committee Meetings. Minutes of all these meetings must be kept by the Secretary and be ratified at the next appropriate meeting. A member may ask to receive a copy of any minutes of any divisional meeting of the Society. A copy of minutes of all meetings held during the year must be forwarded to the National Office of the Society.
13. In the case of Ordinary General Meetings of a Division – Luncheon or Dinner Meetings, Seminars, Workshops etc, the Secretary shall under the direction of the Committee give such notice of the subject(s) to be covered, and the time and place of the meetings as may be practicable.
14. Under normal circumstances the Chairperson of a Division shall preside at Ordinary General Meetings and Committee Meetings of the Division. In his/her absence, the Deputy Chairperson shall preside, and in his/her absence, the Secretary.
15. A Special General Meeting of the Division shall be called by the Secretary upon (a) the written request of not fewer than ten (10) financial members of the Division, or (b) upon the vote of a majority of the full committee. In each case, the Special General Meeting shall be held within twenty one (21) days. The notice of the meeting shall clearly specify the subject(s) to be considered and these and only these shall be discussed at the Special General Meeting.
16. There shall be an Annual General Meeting of the Division to be called by the Secretary under the direction of the committee no later than six (6) months from the end of the financial year. The Secretary shall give not less than fourteen days (14) notice of the time, date and place of the Annual General Meeting as well as subject(s) to be considered.
17. The Annual General Meeting of a Division shall receive (a) the Divisional Chairperson's Report on the activities of the previous financial year, and (b) the

Divisional Treasurer's Report and Statement of Accounts for the Financial Year just ended. These reports are to be subject to discussions, and must be received or rejected by means of a resolution of the meeting. Following the presentation of these Reports, the outgoing Divisional Officers and Committee shall give way to the incoming Officers and Committee (in an election year).

18. A quorum for Special General Meetings or the Annual General Meeting of a Division shall either be 15% of the financial (full) members of the Division or twenty (20) financial (full) members (including proxies), whatever is the lower number.
19. An attendance register must be kept of those attending the Annual General Meeting or Special General Meeting of a Division. Decisions shall be on a majority of the votes cast, including proxies, which must be given in writing and signed. Informal votes and abstentions shall be excluded.

## **ELECTION**

20. Election for Executive and Committee positions on Divisional Committees will be held each two years.
  - 20.1 Any two members of the Society shall be at liberty to nominate any other member to serve as an Office Bearer or Committee Member, who shall hold office for a two (2) year period.
  - 20.2 The nomination shall be in writing and signed by the member and his/her proposer and seconder and lodged with the National Office of the Society with a written policy statement (if desired by the candidate) of not more than two hundred (200) words at least twenty-one (21) days before the General Meeting at which the election is to take place.
  - 20.3 In the event that an election is required, a list of candidates in alphabetical order with the proposers' and seconders' names shall be forwarded to all members together with all policy statements received with the notice of the General Meeting.
  - 20.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each Full Member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies in person at the General Meeting or by proxy.
21. The National Board of Directors and the membership are to be advised of the election results as soon as practicable.

## **MEMBERSHIP**

22. All persons seeking membership shall apply in writing in such form as the Council shall from time to time prescribe.
23. At the next available meeting of the Division in which membership has been sought, such applications shall be considered by the Divisional Committee who shall thereupon determine upon the admission or rejection of the applicant by simple majority vote. In no case shall the Committee be required to give any reasons for the rejection of an applicant.
24. When the applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his/her acceptance, with notification that the applicant is required to attend a New Members Evening to receive instructions in regards to the AMSRS Code of Professional Behaviour

and/or any duly convened Course/Workshop which includes a specific section in regards to the Code, or to satisfactorily complete a test of knowledge of the content of the Code.

25. Certificates of Full or Associate membership are not to be made available to any New Member until the requirements of By-Law No. 24 have been met.

### **Full Member**

26. Membership criteria (3 must apply):
- 26.1 (a) Tertiary qualification, or Certificate of Market Research or Diploma of Market research (please attach documentary evidence) *or*  
(b) For a person who may not be eligible under criteria 26.1(a): Be a person of merit in the industry as judged by the Council of the Society.
- 26.2 (a) A minimum of two years, or five years if applying under 26.1 (b), sole or directly delegated responsibility for commissioning or planning research and for presenting and interpreting results, *or*  
(b) Exercise of full time supervisory responsibility for at least two years, or five years if applying under 26.1 (b), (e.g. fieldwork, coding, statistics), *or*  
(c) Have a minimum of two years, or five years if applying under 26.1 (b), responsibility for instruction in the techniques and application of market, economic or social research at a tertiary institution.
- 26.3 (a) If applying under 26.1 (a) membership support by a Nominator and a Secunder, who must sign and date the application. The Nominator must be a current Full member or Fellow of the Society. The secunder may be a business referee if no other member is known to the applicant.
- (b) If applying under 26.1 (b) membership support by a Nominator and a Secunder both of whom must be a Full member or Fellow of the Society, who must sign and date the application.

### **Associate Member**

27. One must apply:
- 27.1 An interest in market, economic, advertising or social research  
27.2 Employed in the marketing or research section or department of an organisation  
27.3 A part time student at a University, who is otherwise in full-time employment
28. Associate Members can be included within Divisional Committees for the purpose of sharing knowledge and taking part in discussion in relation to the particular requirements of that Division, but Associate Members cannot hold any Office Bearer's position on the respective Divisional Committee.

### **Fellow**

29. A membership category for those members nominated by fellow members of the Society in recognition of their service to the Society and the Industry in general, and voted for acceptance by their peers. Only Full Members of the Society are eligible for nomination.

**Retired**

30. A special category for retired members of the Society, and one which enjoys reduced annual membership fees.

**Student Member**

31. A full or part time Student at any University who is NOT IN FULL TIME EMPLOYMENT.

## Complaints Procedure

32. The National Council shall appoint one or more Full Members or Fellows of the Society to the position of Professional Conduct Officer. The National Council shall also appoint a Professional Conduct Committee, on which each Division would normally have at least one representative. Such Committee shall include any person appointed as a Professional Conduct Officer and would normally include such Fellows of the Society as the Council may think fit.
33. Any person appointed as a Professional Conduct Officer or as a member of the Professional Conduct Committee must have at least five years' research experience and ordinarily more than ten, and may or may not be a member of Committee. Any complaint received by the Society relating to any member of the Society shall be referred to a Professional Conduct Officer.
34. The Professional Conduct Officer shall be responsible for:
  - 34.1 Giving potential complainants the necessary information to make a complaint if they so wish. This information will include the Code of Professional Behaviour, Complaints Procedure and guidelines outlining "Making a Complaint"
  - 34.2 Ensuring that the complaint is made in writing
  - 34.3 Receiving complaints relating to any member of the Society, from both members and non-members of the Society
  - 34.4 Clarifying the nature and particulars of any such complaint
  - 34.5 Trying to resolve the complaint by having the parties communicate with each other and, if necessary, mediating between the parties
  - 34.6 Carrying out independent investigation of the substance and particulars of the complaint as seems appropriate by him/her, taking into account all of the circumstances
  - 34.7 Collating relevant information through liaison with the complainant and the subject of the complaint
  - 34.8 Exercising the power to dismiss the complaint through lack of prima facie case
  - 34.9 Preparing and presenting a report to the Committee describing the complaint.
35. Within twenty eight (28) days of receiving any complaint, the Professional Conduct Officer shall give the subject of the complaint notification, in writing of:
  - 35.1 The fact that a complaint has been received
  - 35.2 The substance and particulars of the complaint (referring him or her to the Code of Professional Behaviour and Complaints Procedure) including a copy of the complaint
  - 35.3 The fact that the subject of the complaint is required to respond, in writing, to the Professional Conduct Committee within 28 days of advice of the complaint (or an explanation of why this response cannot be made available in fourteen (14) days, and when it will be available).
36. As soon as it is reasonably practicable, the Professional Conduct Officer shall submit a report with a recommendation to the Chairman of the National Council, in writing, regarding his/her findings as to the substance and particulars of the complaint. This must also be supplied to the subject of the complaint. Any such report shall include any response received from the subject of the complaint. No such report shall be submitted by the Professional Conduct Officer before the fifteenth (15<sup>th</sup>) day after giving notification of the complaint, in writing to the subject of the complaint.

37. Upon receipt of any such report by the Chairman, from the Professional Conduct Officer, the Chairman shall request three (3) members of the Professional Conduct Committee to consider the complaint. The members so appointed shall have no affiliation with the person making the complaint or the person who is the subject of the complaint.
38. The Professional Conduct Officer who submitted the report as to the complaint may, but need not be, among the three (3) members of the Professional Conduct Committee so appointed.
39. Within seven (7) days of the appointment of the three members of the Professional Conduct Committee its Chairman must advise the complainant and the subject of the complaint that a Committee has been appointed, and who the members are.
40. The Professional Conduct Committee shall:
  - 40.1 Consider the report of the Professional Conduct Officer
  - 40.2 Make reasonable efforts to resolve the complaint by consultation with these two parties
  - 40.3 Give the subject of the complaint opportunity to make representation. The Committee is entitled to conduct the meeting in the absence of the complainant (should he or she choose not to make representation), and the subject of the complaint (should he or she choose not to make representation)
41. If the three (3) appointed members of the Professional Conduct Committee resolve, or dismiss, the complaint between the complainant and the subject of the complaint, then they shall report the matter and its resolution in writing, within twenty eight (28) days of resolution to the Chairperson, and the Council of the Society shall not be required to take any further action in relation to the complaint.
42. If the Professional Conduct Committee reports that there is sufficient substance to the complaint to warrant the imposition of a sanction on the member complained of, it is empowered to impose upon the member all or any one or more of the following penalties:
  - 42.1 Service notice on the member, the subject of the complaint, specifying the failure with respect to the complaint and directing that the failure be made good within the period specified in the notice.
  - 42.2 Reprimand the member in writing.
  - 42.3 Suspend the member from the enjoyment of any rights or privileges in connection with Membership and/or the facilities or services provided by it.
  - 42.4 Expel the member from the Society.
  - 42.5 Advise the member (as per clause 16.3 of the Constitution) that the Council may report such direction, reprimand, suspension and/or termination within the Society's newsletter.
43. The imposition of any such penalties shall be delayed for fourteen (14) days from the time when the decision is notified to the subject of the complaint so that he or she is given sufficient time to lodge an appeal.
44. The subject of the complaint, may, within fourteen days of receiving in writing the decision of the Professional Conduct Committee, lodge an appeal in writing

against either the findings or the sanctions imposed. All correspondence is to be addressed to the Society Chairman.

45. Should the Council decide that there are grounds for an appeal, the Council shall itself consider the complaint and the sanctions imposed and may or may not, at its absolute discretion, give the parties to the complaint the opportunity to be present and/or to restate their arguments. National Council may also direct the relevant members of the Professional Conduct Committee or the Professional Conduct Officer to attend and/or make submissions. In deciding whether or not to grant an appeal and in deciding the result of such an appeal, the decision of the Council shall be final.

## **NOTE**

- a) When the subject of the complaint is a company or partnership, the Senior Executive of that Company or Partnership shall be held responsible for the actions of that Company or Partnership.
- b) Where a complaint is laid against the Professional Conduct Officer or a member of the Professional Conduct Committee, the Chairperson is required to replace that member with a Full Member of the Society.
- c) Where a Professional Conduct Officer or member of the Professional Conduct Committee is subject to a conflict of interest in dealing with any complaint, that person shall be replaced with a Full Member of the Society.
- d) In the event of the unavoidable absence of the Professional Conduct Officer, after consultation with the Chairperson, any Full Member of the Society may be appointed if a complaint needs to be dealt with.
- e) In the event of the unavoidable absence of a member of the Professional Conduct Committee, after consultation with the Chairperson, any Full Member of the Society may be appointed if a complaint needs to be dealt with.
- f) If need be, other members and non-members may be requested to provide advice to the Professional Conduct Committee or to the Council in its consideration of disciplinary matters.

## **Guidelines for making a complaint**

- 1. If you have not already done so, obtain a copy of the Australian Market & Social Research Society's Constitution, Code of Professional Behaviour and By Laws (the latter of which provides the procedure for making complaints). This is obtainable from the National Office of the Society.
- 2. The complaint must be made against a member of the Society. This includes all classes of membership – Full – Associate – Student – Fellow.
- 3. The complaint must be made in writing to the Professional Conduct Officer.
- 4. The written complaint should identify specific infringements of the Code of Professional Behaviour.
- 5. Commercial or employment-related disputes that do not involve a possible breach of the Code of Professional Behaviour cannot be addressed through the complaints procedure.

# **PRIVACY STATEMENT**

## **Your Personal Information**

Personal information held by the Australian Market & Social Research Society (the Society) may include your name, date of birth, current and previous addresses, telephone/mobile phone number, email address, occupation and other details provided by you including a record of Society events attended. You can choose not to supply us with any part of this information although this may limit the level of service we can provide.

## **How we use your personal information**

Your personal information may be used to:

- verify your identity
- assist you to subscribe to our products or services
- provide the services you require through a number of media
- administer and manage those services
- determine the ways the products and services provided to you could be improved
- inform you of upcoming events, seminars, functions and conferences
- send you information and commercial offers relevant to the practice of market research

## **When we disclose your personal information**

In order to deliver the products and services you require, the Society may disclose your personal information to organisations outside the Society, that carry out our:

- printing and delivering activities
- customer enquiries and database maintenance
- mailing systems
- billing and debt-recovery functions
- information technology services.

Your personal information is disclosed to these organisations only in relation to the Society providing our products, services and information to you.

We may also disclose your personal information to:

- your authorised representatives or your legal advisors (when requested by you to do so)
- professional advisors, including our accountants, auditors and lawyers
- Government and regulatory authorities and other organisations, as required or authorised by law

We do not provide mailing lists to external parties for their advertising purposes.

## **Help us to ensure we hold accurate information**

The Society takes all reasonable precautions to ensure the personal information we collect, use and disclose is accurate, complete and up-to-date. However the accuracy of the information we hold depends to a large extent on the information you provide.

That's why we recommend that you:

- let us know if there are any errors in your personal information
- keep us up to date with changes to personal information, such as your name or address

### **You can access your personal information**

You have a right to access your personal information, subject to some exceptions allowed by law. If you would like to do so, please let us know. You may be required to put your request in writing for security reasons. The Society reserves the right to charge a fee for searching for, and providing access to, your information in cases where physical documents must be retrieved from archives. The fee charged will reflect the actual cost incurred by the Society in meeting your request.