

# AMC – NZMS Merger Brief

**Authorised by:** AMC – NZMS Merger Working Group  
**Prepared by:** John Cain, with input from Martin Woods, John Robson and Brian Marshall  
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## 0. Purpose

To document a shared understanding and agreed basis for the proposed merger between the Australian Map Circle Inc. (AMC) and the New Zealand Map Society (NZMS). A merger proposal will then be developed from this document, for consideration and possible approval by the memberships of the two organisations.

## 1. Background

The **AMC** is “a national group of map producers, users and curators which acts as a medium of communication for all those interested in maps”; major activities are its peer-reviewed journal *The Globe*, a three-day annual conference, and online communication through its email list and its website<sup>1</sup>. Membership is stable at around 200 and at 31 December 2008 members’ funds were \$33,641. Filling offices in the society has been challenging but all offices are currently filled. Consideration of updates to AMC objectives and structure are on hold pending merger discussions with NZMS.

The **NZMS** aims to bring together those who work with maps, map collectors, map users and people with an interest in New Zealand geography and history; major activities are publication of the NZMS Journal, Datum newsletter and an annual conference.<sup>2</sup> Membership is around 65 and at 30 June 2008 members’ funds were \$6,334. The society is unable to fill key offices including treasurer and journal editor and has decided to pursue a merger with the AMC the best option for its future.

Informal discussions started in early 2007 on a possible merger of the two societies.

## 2. Mandate

### **AMC 2008 AGM resolution – Wed 13 Feb 2008**

*The membership agree that the Executive begin discussions with the NZ Map Society on the proposal, and prepare a proposal for consideration by the membership. A special postal/electronic vote may be held following the distribution of that report.*

### **NZMS 2008 AGM resolution – Wed 13 Feb 2008**

*... the NZMS agrees in principle to a merger with the AMC. The NZMS Committee will be responsible for negotiating with the AMC the form of the new organisation and any conditions of the merger.*

## 3. Merger Proposal

A working group comprising John Cain (AMC), Brian Marshall (NZMS), John Robson (NZMS) and Martin Woods (AMC) has been tasked with developing a “merger proposal” to be put to members of AMC and NZMS in the second half of 2008.

### **Scope**

**The scope of the proposal is a merger of the AMC and NZMS to create a society with objectives covering both Australia and New Zealand and including members of both organizations; other organisations are outside the scope of the proposal.**

### **Constraints**

The AMC is incorporated in Victoria under the *Associations Incorporation Act 1981*<sup>3</sup> and is bound by that Act and by the AMC Constitution<sup>4</sup>; if these are incompatible the Act prevails. Changes to the AMC Constitution require approval of 75% of voting members.

The NZMS is an unincorporated society and is bound by the NZMS Constitution<sup>5</sup>; amendments require a simple majority at an Annual or Special General Meeting.

**Benefits**

1. The societies have similar membership bases, similar objectives and face similar issues; more will be achieved in combination than alone
2. By combining Australian and New Zealand societies, a merger provides opportunities to develop a stronger regional presence
3. Larger membership base provides more people to be involved in the key activities of the combined organisation in support of its objectives
4. Larger membership base spreads flat costs across more members and helps contain membership fees.

**Consequences of not proceeding**

- For the AMC, a missed opportunity for additional members, expertise and resources from which to develop its operations and deliver its objectives
- For the NZMS, it is likely the society would be wound up due to declining membership and lack of people to take on key offices.

**Costs**

Implementation costs of a merger will depend on the form of the merger. Assuming a simple process, for the AMC, a postal ballot on any proposal can be combined with annual mail out of membership renewal and conference brochure at a cost around \$100; other merger activity would be part of normal business. For NZMS activity may include a special general meeting during 2008 which should be at minimal cost.

**Timeframe**

Final approval of the merger should be no later than the AMC 2009 AGM, preferably earlier.

**Risks**

	Description	Likelihood	Impact	Mitigation	Residual Risk
1	Merger rejected by members of one or both societies	Medium	High	A well argued merger proposal clearly outlining the benefits	High
2	Merger fails due to technical / legal / compliance issues	Medium	High	Use the simplest possible form of merger to avoid problems	Medium
3	Merger is delayed	Medium	Medium	There is no particular urgency to merge	Low
4	Merger fails to meet member’s expectations	Medium	Low	A clear merger proposal will help to manage expectations	Low

**4. Implementation Options**

**Option 1 – Status Quo (no merger)**

Both societies continue as at present. However, the membership of both organisations have authorised discussions leading to a merger proposal for consideration. **Not recommended.**

**Option 2 – Formal Legal Merger**

There may be other ways to legally merge the two societies which have not been investigated by the working group. As such it is not known how these would be implemented and costly legal advice may be required if they were investigated. **Not recommended.**

**Option 3 – Create a New Society**

A new society would be created and all members of both AMC and NZMS would be offered membership. The AMC and NZMS would adopt the new society as their “successor” organization, pass on their assets, and be closed. This approach has been used by other merging organizations, for example in the creation of the SSI. Implementation would require a much more work than option 4. **Possible but not recommended.**

### Option 4 – Practical Merger

The AMC would broaden its scope to include New Zealand, including changing its name, objectives and constitution. NZMS members would be offered membership of this “new” association, possibly automatically enrolled for the first year at a reduced transitional rate. NZMS may then adopt this “new” association as its “successor” organization, pass on any assets, and be closed. New Zealand specific activities could be delivered by a NZ branch, similar to the AMC Victorian or Sydney branches, if an organizer can be found. This is the simplest merger option requiring the least work.

**Recommended.**

### Option 5 – NZMS becomes a branch of AMC

The NZMS would become a branch of the AMC, with the NZMS continuing as a formally constituted society with changed constitution. The AMC would also change its name, objectives and constitution. More complex than option 4 and undermines the benefits of the merger, particularly benefits 1 and 2. While central management of business (memberships, publications) may provide some benefits for the NZMS, it would not solve the issue of a lack of members able to participate in running the society and delivering its objectives. Most of the benefit for the AMC would be lost by additional administration requirements. **Not Recommended.**

### Comparison, Discussion and Recommendation

The advantages and disadvantages are discussed under each option above. The Working Group recommends that the most feasible form of merger is **Option 4 – Practical Merger.**

## 5. Merger Terms

NZMS have made several requests concerning the merger. To avoid complications and constraints both during the merger and in the future, the Working Group recommends that the number of merger terms be minimized and that any necessary terms be kept as simple and flexible as possible.

Many details of the merger will depend on the implementation option chosen (see section 4 above); the Working Group’s recommendations assume Option 4 (Practical Merger) is selected.

- **WG Recommendation A – Name**

The merged organisation should be named the **Australia and New Zealand Map Society (ANZMS)** to reflect the combined membership.

- **WG Recommendation B – Committee**

To ensure committee representation from both predecessor organisations, AMC members should approve as part of the motion approving the merger that: from 2009 to 2013, if there is not at least one elected officer of the merged society located in NZ, the committee will co-opt a suitable committee member from NZ if one is available.

- **WG Recommendation C – Newsletters**

The AMC newsletter is distributed online-only; the merged society should fund the reasonable costs of a printed NZ newsletter in 2008/2009 if this is desired by NZ members and if an editor/publisher can be found. However, the WG recommends such effort is subsequently devoted to a combined newsletter for the merged society including a strong section of NZ-specific content.

- **WG Recommendation D - Journals**

*The Globe* should be the journal of the merged society and will be the successor publication of the *NZMS Journal*, which should be discontinued.

- **WG Recommendation E – Financial Assets**

A consequence of the “Practical Merger” (Option 4) which is recommended by the WG is that AMC assets will belong to the merged organisation by default; NZMS should adopt the merged organisation as its successor organisation and – after NZMS makes any specific final provisions its members wish to make – remaining NZMS assets should be passed on to merged organisation.

## 6. Roadmap and Timeline

### 1. Prepare *Merger Proposal Roadmap* – by Friday 30 May 2008 (one week)

The Roadmap is a one-page outline of the timeline and key milestones for preparation of the “AMC-NZMS Merger Proposal” and its possible approval by membership of the two organisations.

### 2. Prepare *Merger Brief* – by Friday 20 June 2008 (three weeks)

This document is the Merger Brief. It documents a shared understanding and agreed basis for the proposed merger between the Australian Map Circle Inc. (AMC) and New Zealand Map Society (NZMS). John Cain will draft the brief and circulate it to the working group for input and then approval.

**3. Endorse Merger Brief – by Friday 27 June 2008 (one week)**

The brief will be submitted for endorsement to AMC Exec and NZMS Committee. Given the membership of the working group, major changes are not anticipated prior to endorsement.

**4. Prepare Merger Proposal – by Friday 11 July 2008 (two weeks)**

The proposal will comprise no more than two pages and will be designed for approval by the memberships of the AMC and NZMS. It will include background, merger proposal (scope and justification including benefits, consequences, and timeframe), merger terms (as recommended by the working group), merger timeline and references. Resolutions designed for each society for formal approval by members may be included as separate appendices. John Cain will draft the proposal from the brief and circulate it to the working group for input and then approval.

**5. Endorse Merger Proposal – by Friday 18 July (one week)**

The proposal will be submitted for endorsement to AMC Exec and NZMS Committee. Given the membership of the working group, major changes are not anticipated prior to endorsement.

**6. Open Merger Proposal for input – closes Friday 15 August (four weeks)**

The proposal will be opened for feedback from members of the two societies. It will be added to the AMC and NZMS websites and each society will communicate it to their members in the most effective means available. Feedback will be by email to John Cain; written feedback will also be accepted but will close one week earlier. Member input will be discussed and responded to by the working group throughout the input period.

**7. Finalize Merger Proposal – by Friday 22 August (one week)**

An updated draft of the merger proposal will be maintained throughout the input period, allowing finalization of the merger proposal and its endorsement by the AMC Exec and NZMS Committee within one week of input closing.

**8. Formal Approval of the Proposal**

From this point progress of the proposal will be in the hands of the AMC and NZMS. It is hoped to structure the proposal so that formal approval can run independently and in parallel rather than bouncing back and forwards between the two organisations.

**8a. Formal Approval by NZMS members – date TBA**

NZMS members may approve the proposal and changes necessary to implement it; a special general meeting is planned.

**8b. Formal Approval by AMC members – date TBA**

AMC members may approve the proposal and changes necessary to implement it; the AMC 2008 AGM authorised approval by a postal ballot.

**9. Finalize Merger – completed by AMC 2009 AGM – date TBA**

The target date for completion of all changes required is the AMC 2009 AGM. Some follow-on implementation actions may be outstanding but these would be procedural matters.

**7. Communication Plan**

Audience	Media	Frequency	Comments
Working Group	Email	As required	The working group will mainly communicate by email
AMC Exec & NZMS Committee	Email	See timeline	Will be asked to endorse Brief and Proposal by email according to the above timeline; a prompt response is required
AMC Members	Website	As required	The AMCIRCLE email list will be used to alert members to updates on the "AMC-NZMS merger" page <sup>6</sup> on the AMC website
NZMS Members	Website	As required	NZMS Exec will alert NZMS members to updates on the "AMC-NZMS merger" page on the AMC website.

**8. References**

<sup>1</sup> AMC website: <http://australianmapcircle.org.au>  
<sup>2</sup> NZMS website: <http://www.mapsociety.org.nz/>  
<sup>3</sup> *Associations Incorporation Act 1981* (Victoria): [http://www.austlii.edu.au/au/legis/vic/consol\\_act/aia1981307/](http://www.austlii.edu.au/au/legis/vic/consol_act/aia1981307/)  
<sup>4</sup> AMC Constitution: <http://www.australianmapcircle.org.au/docs/amc-constitution-1996.pdf>  
<sup>5</sup> NZMS Constitution: <http://www.mapsociety.org.nz/constitution.html>  
<sup>6</sup> AMC-NZMS merger webpage: <http://www.australianmapcircle.org.au/amc-future.html>