

AMC – NZMS Merger Proposal

Authorised by: AMC – NZMS Merger Working Group
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0. Purpose

To document a proposal for a merger between the Australian Map Circle Inc. (AMC) and the New Zealand Map Society (NZMS). The proposal includes background, objectives, terms, milestones and draft resolutions for consideration and approval by members of both 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 website¹. 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.² 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. In early 2008 a working group comprising John Cain (AMC), Brian Marshall (NZMS), John Robson (NZMS) and Martin Woods (AMC) was tasked with developing a “merger proposal” to be put to members of AMC and NZMS.

This Merger Proposal is based on the Merger Brief³ prepared by the Merger Working Group and approved by the AMC National Executive and the NZMS Committee.

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. Objectives

Scope

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 out of scope.

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.

Timeframe

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

4. Merger Implementation

The Merger Working Group reviewed a number of options for how the merger could actually be implemented. These are discussed in the merger brief and included not merging, creating a completely new (combined) society, adding the existing NZMS as a branch of the AMC, and a “practical merger”.

The Working Group recommends a **Practical Merger**.

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

Draft motions for both the AMC and the NZMS to implement this form of merger, including the merger terms recommended by the working group in section 5, are included in sections 7 and 8. The motions are designed to allow both organisations proceed separately with actions to achieve the merger. The finalisation of the merger is conditional on both organisations having taken appropriate actions; this would be confirmed by exchange of emails between the presidents of the organisations.

5. Merger Terms

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, to avoid complications and constraints both during the merger and in the future.

The “merger terms” recommended by the Working Group are:

- **A – Name**
The merged organisation should be named the **Australian and New Zealand Map Society Inc.** (ANZMS) to reflect the combined membership.
- **B – Management Committee**
To ensure committee representation from both merging 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.
- **C – Newsletters**
The AMC newsletter is distributed online-only and will be the newsletter of the merged society. The merged society may 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. After this, such effort should be devoted to a combined online newsletter for the merged society including a strong section of NZ-specific content.
- **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.
- **E – Financial Assets**
AMC assets will automatically belong to the merged organisation. NZMS should adopt the merged organisation as its successor organisation and – after NZMS makes any specific final provisions it desires – remaining NZMS assets should be passed on to merged organisation.

6. Milestones

- **Merger Proposal Open for Input – closes Fri 19 Sep.** AMC and NZMS members are invited to submit comments and questions regarding the Merger Proposal.
- **Finalize the Merger Proposal – Fri 26 Sep.** The Merger Proposal will be finalized and handed over from the working group to the AMC Exec and NZMS Committee for implementation.
- **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.
- **Formal Approval by AMC members – date TBA.** AMC members may approve the proposal and changes necessary to implement it; the AMC 2008 AGM authorised a postal ballot.
- **Finalize Merger – by AMC 2009 AGM – March 2009.** The target date for completion of the merger. Implementation actions of a procedural nature may occur after this date.

7. AMC – Draft Motion Authorising the Merger

The Merger Working Group recommends the following motion for approval by AMC members:

It is proposed that the Australian Map Circle Inc. (hereafter “the Association”) should merge with the New Zealand Map Society (hereafter “NZMS”) to form a combined body with expanded geographic coverage including Australia and New Zealand. To achieve this merger, the following is proposed as a single motion for approval by members of the association:

1. *Implementation of items 2-4 below is not conditional on any actions by the NZMS.*
2. *The name of the Association is changed to “Australian and New Zealand Map Society Inc.” (ANZMS).*
3. *The Association’s constitution is amended as follows:*
 - *In section 1 the words “The Australian Map Circle Incorporated” are replaced by “Australian and New Zealand Map Society Inc.”*
 - *In section 2 the word “Australia” is replaced by “Australia and New Zealand”*
 - *In section 18 the word “Australian” is replaced by “Australian and New Zealand”*
 - *Throughout the Constitution the words “the Circle” are replaced by “the Society”*
 - *Throughout the Constitution the words “National Executive” are replaced by “Committee”.*
4. *Following the Association’s 2009 annual general meeting, the Association’s Committee will appoint a working group to review and update the Purposes of the Association. The working group will include at least one member located in New Zealand if one can be found. The revised Purposes will be voted on at the 2010 Annual General Meeting.*
5. *Implementation of items 6-8 below is conditional on the NSMZ passing a motion to: adopt the Association as its successor organisation, wind up the NZMS, and pass on the remaining assets of the NZMS to the Association, thus forming the merged association.*
6. *Subject to item 5, from 2009 to 2013 inclusive, if there is not at least one elected officer of the Association located in New Zealand, the Association’s Committee will co-opt a suitable committee member from New Zealand if one is available.*
7. *Subject to item 5, until the end of 2009 the Association may fund the reasonable costs of a printed New Zealand newsletter, if members desire this and if an editor/publisher can be found.*
8. *Subject to item 5, members of NZMS in 2008 will enrolled as members of the Association from 2009 onwards; as a transition measure at the discretion of the Association’s Committee this may be at a discounted or free membership fee for 2009.*

8. NZMS – Draft Motion Authorising the Merger

The Merger Working Group recommends the following motion for approval by NZMS members:

It is proposed that the New Zealand Map Society (hereafter “the Society”) should merge with the Australian Map Circle (hereafter “AMC”) to form a combined body (hereafter “the merged association”) with expanded geographic coverage including Australia and New Zealand. To achieve this merger, the following is proposed as a single motion for approval by members of the society:

1. *The NZMS committee will contact all NZMS members in writing, giving them 30 days in which to notify the committee in writing if they wish to “opt-out” of the merger.*
2. *A list of the names and addresses of NZMS members, except those who “opt-out” of the merger, will be supplied to the AMC so that they can be enrolled as members of the merged association.*
3. *Implementation of items 4-6 below is conditional on the AMC passing a motion approving a merger with the Society, including changing its name and constitution to reflect the expanded geographic coverage of the merged association.*
4. *Subject to item 3, the NZMS Journal will cease publication. The Globe will be its successor publication and will be the journal of the merged association.*
5. *Subject to item 3, the NZMS newsletter will cease publication. The online newsletter of the merged association will be its successor and will be the newsletter of the merged association.*
6. *Subject to item 3, the Society adopts the AMC as its successor organisation, the Society will be wound up, and the Society’s remaining assets will pass to the AMC, thus forming the merged association.*

9. References

- ¹ AMC website: <http://australianmapcircle.org.au>
- ² NZMS website: <http://www.mapsociety.org.nz/>
- ³ AMC-NZMS Merger Brief ver.1.0, available from: <http://australianmapcircle.org.au/amc-future.html>