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Asia Pacific Research Committee (APRC) Network

Governance Structure & Electoral Process for APRC

Adopted 13 October 2014

Background

The *Asia Pacific Research Committee (APRC)* was established in April 2009 as a result of common interests among the national marketing research associations in Australia, China, Japan and Korea. It has since grown to a committee of ten marketing research associations with the addition of Thailand, Singapore, Chinese Taipei, Malaysia, New Zealand and Mongolia. The APRC is now positioned as the prime network for exchanging information and knowledge on marketing research and related industries between the associations and societies in the Asia Pacific region.

The APRC committee is made up of 2 representatives from each of the regional marketing research associations in the Asia Pacific region.

The APRC is run by the committee chair and the secretariat. Mr. Norio Taori, Chairman of the JMRA, was elected as the first committee President of the APRC April 2009. He stepped down in September 2012 and it was decided that the chairman position would be changed annually and would be held by a representative from the country hosting the APRC conference. The secretariat functions as the main body in the day-to-day management of the committee, with support from members from other countries. The JMRA held the secretariat role from 2009-2012 and as of September 2012, the AMSRS in Australia now manages the secretariat functions with Elissa Molloy, the CEO AMSRS operating as the Secretary-General.

Governance and Structure of the APRC

The structure, membership and governance of the APRC from 2010 to 2014 was handled in the APRC Constitution (2010) At the APRC Summit meeting held in Kuala Lumpur on 13 October 2014 the 10 participating countries of APRC agreed to replace the 2010 Constitution with the following governance structure.



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General Meeting

We have a “General Meeting” which is a committee made up of two representatives of each member association. Representatives of each member association can be office bearers or Non-Office Bearers of their National Associations. As long as a representative is nominated by their respective local associations, they can attend, vote and be elected into the APRC Executive Board.

This meets once a year and has particular responsibility in terms of approving the budget and regulating membership as per our current APRC Constitution. As per our existing Constitution, business cannot be transacted unless one-third or more of the total membership is present. All matters shall be decided by a majority of those present and in the case of a tie, the Chairperson shall decide the issue.

Each fully paid up member that is representing a National Association that attends a General Meeting will have one vote. Nonmembers who are representing a National Association can attend the General Meeting but cannot vote on issues.

In particular the General Meeting decides in particular about:

- The budget;
- The financial contribution of the members;
- The election and re-election of the President, Vice President and Secretary General;
- The ratification of new members and expulsion of members;
- The development and/or approval of international quality standards;
- The alternation of the articles of the APRC.

Executive Board

An “Executive Board” is elected by the General Meeting and has very broad powers to “manage the business” of APRC. In practice, this means that it has a fairly free hand in spending money within budget, engaging with other associations, recruiting new members, etc. and reporting back to the General Meeting at regular intervals.

The Executive Board has four members - a President, two (or three) Vice-President’s and a Secretary General whom is also the treasurer. They serve for two years and may be re-elected (only twice in the case of the President and three times for Vice President’s and Secretary General). We try to stagger the terms so that one new member is elected each year, and have a



balance of large and small association representatives.

All General Meeting and Executive Board meetings are minuted and these are made available to all the members. The Executive Board meetings are conducted via a telephone conference call.

The Executive Board shall represent the APRC. Two of the four members of the Executive Board together represent the APRC on legal and financial matters. The Executive Board manages the business of the APRC according to its objectives as laid down in the APRC Constitution. The Executive Board will work each year with a different member organization country to conduct the Annual APRC Conference and host the General Meeting.

The Executive Board should operate in line with a clear code of conduct.

Election process for the Executive Board:

1. Each member of the Federation has the right to nominate candidates
2. Each country has one vote
3. Voting is conducted by a show of hands
4. Nominees exclude themselves from room when voting is conducted (if more than one person has been nominated for the same position).

APRC Executive Board - Code of Conduct

As the Executive Board of APRC will have a lot of authority, it will be important that their behavior is governed by a clear code of conduct. Having reviewed a number of codes of conduct, it is recommended that we consider using the following, adapted from the CASRO Board of Directors Code of Conduct.

Members of the APRC Executive Board, including ex officio members (the "Board") shall at all times abide by and conform to the following APRC Code of Conduct in their capacity as members of the Executive Board:

1. *The Executive Board (APRC) shall dedicate itself to leading by example in serving the needs of APRC and its members, and in representing the interests and ideals of the research industry as a whole.*



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2. *Members of the Executive Board shall abide by the rules and policies of APRC, including, but not limited to, the APRC Constitution; and shall ensure that each of their respective company's membership in APRC remains in good standing at all times. Furthermore, members of the Executive Board shall at all times comply with all applicable federal, state and local laws and regulations and shall support APRC's compliance therewith.*
3. *Members of the Executive Board shall conduct the affairs of APRC as fiduciaries and in good faith, with honesty, integrity, transparency, and due diligence.*
4. *Members of the Board shall exercise proper authority and good judgment in their dealings with APRC Headquarters staff, consultants, subcontractors, and the general public and will respond to the needs of APRC's members in a responsible, respectful and professional manner.*
5. *Each member of the Executive Board shall use his or her best efforts to attend all Board meetings and participate in other relevant APRC programs and services and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.*
6. *Except as the Executive Board may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of APRC and each member of the Executive Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.*
7. *No member of the Executive Board shall use any information provided by APRC or acquired as a consequence of his or her service to APRC in any manner other than in furtherance of his or her Board duties. Further, no member of the Board shall misuse APRC property or resources and shall, at all times, keep APRC's property secure and not allow any person who is not authorized by the Executive Board to control or possess or use such property.*
8. *Upon termination of service, a departing Executive Board member shall continue to maintain confidentiality with respect to all APRC matters, records and*



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information acquired as a consequence of his or her tenure on the Board.

9. *No member of the Executive Board shall solicit or persuade, or attempt to solicit or persuade, any employee of APRC to leave the employ of APRC or to become employed by any person or entity other than APRC. Furthermore, no member of the Board shall solicit or persuade, or attempt to solicit or persuade, any APRC member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, consultant or any other person or entity with an actual or potential relationship to or with APRC, to terminate, curtail or not enter into or continue a relationship with APRC, or to in any way reduce the monetary or other benefits to APRC of such business relationship(s).*

10. *The Executive Board must act at all times in the best interests of APRC and not for personal or third-party gain or financial enrichment. When encountering any potential conflict of interest, a Board member shall identify the conflict to the Board and, as required, remove himself or herself from all discussion and voting on such matter. Specifically, each member of the Executive Board shall:*
 - *Not place (and avoid the appearance of placing) self-interest or any third-party interest above that of APRC. While the receipt of incidental personal or third-party benefit may necessarily flow from certain APRC activities, such benefit must be incidental to the primary benefit to APRC and its activities and purposes and such benefit, to the extent that it is material, shall be disclosed to the Board;*

 - *Not abuse his or her Executive Board membership by improperly using such membership or APRC's staff, services, equipment, resources, or property for his or her personal or third-party gain or pleasure, and shall not represent to third parties that his or her authority as an Executive Board member is greater than the actual authority granted to such Board member by APRC and the Executive Board;*

 - *Not engage in any outside business, professional or other activities that would materially, directly or indirectly, adversely affect APRC;*

 - *Not engage in or facilitate any discriminatory or harassing behavior directed*



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toward APRC staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to APRC;

- *Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to APRC without fully disclosing such items to the Board; and*
- *Provide goods or services to APRC, either pro bono or with appropriate compensation, only after full disclosure to and advance written approval by the Board and pursuant to any related procedures adopted by the Executive Board.*