SOUTHERN AFRICAN MARKETING AND RESEARCH ASSOCIATION NPC

COMPANY RULES

This document contains the company rules made by SAMRA's board of directors in terms of sections 15(3) – (6) of the Companies Act 71 of 2008 read with article 1.3(2) of SAMRA's memorandum of incorporation and accepted by the members of SAMRA on 6 August 2015 by ordinary resolution.

1. DEFINITIONS

1.1 **"the Act"** means the Companies Act 71 of 2008 and its regulations as amended from time to time;

1.2 **"Appeals Panel"** means the panel of independent persons appointed to hear appeals relating to Board decisions about membership or the approval or termination of membership;

1.3 **"Applicant"** means any person, company, body corporate, statutory body, partnership or association who applies to SAMRA for membership;

1.4 **"Associate Member"** means an individual who works for an Organisation Member on a voluntary, permanent, full time, part time, temporary or independent contract basis in one or more research-related roles (as defined in the SAMRA Company Rules), and is involved in offering, buying, making use of or contributing to the delivery of market research, social research, opinion polling, data analytics and research-based consulting products and services or any component of these, and who is a non-voting Member;

1.5 **"Board"** means the board of directors of SAMRA;

1.6 **"Member"** means a voting member or a non-voting member of SAMRA and includes Organisation Members, Independent Members and Associate Members;

1.7 **"MOI"** means the memorandum of incorporation of SAMRA adopted by the Members by special resolution dated 14 August 2012 as amended from time to time;

1.8 **"Organisation Member"** means a commercial or non-profit organisation, including a company or any other entity such as a business unit or a department in a commercial or non-profit organisation, that is a juristic person, that is involved in offering, buying, making use of or contributing to the delivery of market research, social research, opinion polling, data analytics and/or research-based consulting products and services or any component of these and that has workers, whom are Associate Members, who perform functions related to one or more research-related roles (as defined in the SAMRA Company Rules);

1.9 **"Independent Member"** means a natural person who works in one or more research-related roles (as defined in the SAMRA Company Rules) and that offers, buys, makes use of or contributes to the delivery of market research, social research, opinion polling, data analytics and research-based consulting products and services or any component of these (e.g. independent contractors and freelancers such as a fieldworker, moderator, academic, etc.), and not working for an Organisation Member;

1.10 **"SAMRA"** means the Southern African Marketing Research Association NPC;

1.11 **"Research-related Role"** means work performed by any person on a voluntary, permanent, full time, part time, temporary or independent contract basis that entails any of the following:

1.11.1 **Executive and senior management** involved in the supply and/or use of market research, social research, opinion polling, data analytics and/or research-based consulting services and products or any component of these (e.g. Managing Director, Operations Director, Financial Director, Human Resource Director, Research/Client Director, Marketing Director, Financial Manager, Operations Manager, Human Resource Manager, Marketing Manager, National Field Manager/Director, Data Processing Senior Manager/Director)

1.11.2 **Management** of the supply and/or use of market research, social research, opinion polling, data analytics and/or research-based consulting services and products or any component of these (e.g. Account Director, Research/Account Manager/Key Account Manager, Data Processing Manager, Deputy Field Manager/Regional Field Manager, Field Manager, Quality Manager)

1.11.3 **Professional/Specialist** supply and/or use of market research, social research, opinion polling, data analytics and/or research-based consulting services and products or any component of these (e.g. Research Consultant, Management Consultant, Senior Research Executive, Senior Project Manager, Research Executive, Project Manager, Junior Research Executive, Research Assistant, Research Trainee, Research Intern)

1.11.4 **Data processing** and analysis for the supply and/or use of market research, social research, opinion polling, data analytics and/or research-based consulting services and products or any component of these, including both primary and secondary data (e.g. Software Suppliers, Statistician, Data Scientist, Specifier, Programmer, CATI specialist Data analyst, System Developer, Data Processing Supervisor, Data Processing Trainee, Language Practitioner, Editor, Coder, Data Capturer, Statistician, Database Administrator)

1.11.5 **Data collection** in the supply and/or use of market research, social research, opinion polling, data analytics and/or research-based consulting services and products or any component of these, including both primary and secondary data (e.g. Fieldwork Supervisor, Field Assistant, Field Coordinator, Call Centre Manager, Call Centre Supervisor, Call Centre Quality Assuror, Back-checker, Quantitative Data Collector/Interviewer, Qualitative Data Collector/Moderator, Research Participant Recruiter, Panel/Sample Supplier)

1.11.6 **SAMRA Honour Roll** member whose work resulted in the award of Honorary member status by the SAMRA Board

1.12 **"In good standing"** means not owing any monies to SAMRA and not guilty of a SAMRA Code of Conduct transgression.

1.13 **"SAMRA Voting Member"** means an Organisation Member or an Independent Member.

2. BOARD COMPOSITION AND VACANCIES

2.1 In terms of Article 4.1(1) of the MOI, the Board consists of at least 3 and at most 10 directors.

2.2 All of whom must be, and must have been for at least 1 year before being appointed or elected to the Board, an Associate Member or an Independent Member,

And

At the Board's discretion

2.2.1 a Chief Executive Officer

2.2.2 a director from a profession, such as a lawyer or accountant a director from a profession, such as a lawyer or accountant. can be appointed, neither of whom need to be Members.

2.3 The Board must from time to time publish definitions of small, medium, and large market research, social research, opinion polling, data analytics and/or research-based consulting suppliers and users in terms of turnover and/or number of employees.

2.4 The Board must appoint a chairman from amongst its directors. That chairman will hold the office of Chairman from one annual general meeting to the next which can be extended by the Board for another year.

3 BOARD COMPOSITION AND VACANCIES

3.2 The Board may act notwithstanding any vacancies on it but must endeavour to fill those vacancies as soon as possible.

3.3 If a SAMRA Board seat becomes vacant between Annual General Meetings, the vacant seat can be filled from another seat on the SAMRA Board, or from outside the SAMRA Board.

4 MEMBERSHIP APPLICATION AND APPROVAL

4.2 Any membership application must be complete and correct, and must be submitted, by hand or electronically, to the Board for approval on the prescribed application form.

4.3 Application for membership must be made for:

4.3.1 **Organisation Membership**, on behalf of and in the name of a commercial or non-profit organisation, or a business unit in or a department in a commercial or non-profit organisation, that is a juristic person, that has workers who perform functions related to one or more research-related roles (as defined in the SAMRA Company Rules), and that offers, buys makes use of or contributes to the delivery of market research, social research, opinion polling, data analytics and/or research-based consulting products and services;

Organisation Membership Criteria

1. The organisation must have been in operation for at least three years as a market research, social research, opinion polling, data analytics and/or research-based consulting user or provider.
2. Organisation details must be submitted, using the SAMRA-prescribed template, as at 1 March of each year, during March of each year.
3. Details of all Associate members must be submitted, using the SAMRA-prescribed template, as at 1 March of each year, during March of each year.
4. Organisation membership may be withdrawn if a number of Associate memberships of the workers in research-related roles in the organisation are withdrawn on ethical grounds. Currently, if 5% of Associate memberships are withdrawn on ethical grounds, the Organisation membership will be withdrawn.

Associate Membership Criteria

1. An individual that works for a SAMRA Organisation Member in one or more research-related roles (as defined in the SAMRA Company Rules) (see under Membership) at 1 March of each year.
2. The individual must be in good standing with SAMRA.

or

4.3.2 **Independent Membership**, on behalf of and in the name of a natural person who works in one or more research-related roles (as defined in the SAMRA Company Rules) (e.g. independent contractors such as moderators, interviewers, research participant recruiters, academics, etc.) and that offers, buys or makes use of market research, social research, opinion polling, data analytics and/or research-based consulting products and services, and who is not working for an Organisation Member.

Independent Membership Criteria

1. The individual must be in a SAMRA Research-related Role as a user or provider of market research, social research, opinion polling, data analytics and/or research-based consulting.
2. Individual details must be submitted, using the SAMRA-prescribed template, as at 1 March of each year, during March of each year.
3. The individual must be in good standing with SAMRA.

4.4 The Board must, within 60 business days after receiving a complete and correct application, decide whether or not to approve the application, and provide written reasons for its decision to the applicant. If an application for Membership is approved, the Board must confirm the class of membership.

4.5 A Member may apply to the Board on the prescribed application forms and in the prescribed manner for recognition as a:

4.5.1 **SAMRA Partner:** If a Member has been an Associate Member or Independent Member for more than one (1) year immediately preceding the application, the Member may apply for recognition as a SAMRA Partner.

Recognition as a SAMRA Partner requires the following:

4.5.1.1 Adherence to the ESOMAR/SAMRA Code of Conduct;

4.5.1.2 The support of two (2) members who have SAMRA Partner status, or, if the applicant is unable to obtain the support of two members who have SAMRA Partner status, a letter of reference has to be submitted from a Southern African market researcher, social researcher, opinion poller, data analyst and/or consultant vouching for the quality of the applicant's research and ethical conduct, and explaining why the person is in a position to vouch for these aspects of the applicants work;

4.5.1.3 Either a minimum of 5 years' experience at middle to senior level in market research, social research, opinion polling, data analytics and/or research-based consulting and no relevant tertiary qualification OR a relevant tertiary qualification and 3 years' experience at middle or senior level.

4.5.1.4 Payment of an application fee, payable on receipt of the application;

4.5.1.5 Payment of an annual SAMRA Partner recognition fee to maintain accreditation.

4.5.2 **SAMRA Accredited Interviewer (Quantitative) (SAIN):**

Recognition as a SAMRA Accredited **Interviewer (Quantitative)** requires the following:

4.5.2.1 Adherence to the ESOMAR/SAMRA Code of Conduct;

4.5.2.2 A pass result on the entrance assessment;

4.5.2.3 Payment of an application fee, payable on receipt of the application;

4.5.2.4 Submission of materials required for a SAMRA Accredited **Interviewer (Quantitative)** membership card (successful applicants only);

4.5.2.5 Payment of an annual SAIN recognition fee to maintain accreditation.

4.5.3 **SAMRA Accredited Marketing Researcher (SAR):** If a Member has been a SAMRA Partner for more than five (5) consecutive years immediately preceding the application, the Member may apply for recognition as a SAMRA Accredited Researcher.

In addition, recognition as a SAMRA Accredited Researcher also requires the following:

4.5.3.1 Adherence to the ESOMAR/SAMRA Code of Conduct;

4.5.3.2 Commitment to on-going professional development activities;

4.5.3.3 Payment of an application fee, payable on receipt of the application;

4.5.3.4 Payment of an annual SAR subscription fee to maintain accreditation.

4.6 The Board may, at its sole discretion, confer **Honorary status** on any person who, in its opinion, has made a significant contribution to the advancement of the Company's activities. Honorary status means that the Member is exempted from the payment of annual membership and recognition fees and the member's name is added to the Honour Roll.

5 TERMINATION OF MEMBERSHIP BY THE MEMBER

5.2 A Member that resigns must resign in writing and submit such resignation to the Board.

5.3 A membership resignation is final. If membership has been terminated by a Member, a new application for membership will be required if the individual or organisation wishes to become a Member of the Company at any future date.

6 VOLUNTARY SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

6.2 Voluntary suspension of membership is possible if a Member does not intend to be involved in offering, buying, making use of or contributing to the delivery of marketing research, social research and/or opinion polling research and/or research-based consulting products and services in Southern Africa for a specified period of time.

6.3 If a Member wishes to voluntarily suspend their membership for a period of time, a request for voluntary suspension has to be submitted for approval on the prescribed form, by hand or electronically, to the Board.

6.4 Voluntary suspension will become effective from March or from September, whichever occurs first, of the year in which voluntary suspension is approved by the Board.

6.5 To restore membership after voluntary suspension, the suspended Member must apply for reinstatement to the Board on the prescribed form, submitted by hand or electronically.

6.6 Upon approval of reinstatement, membership fees will become due on a pro rata basis.

7 TERMINATION OF MEMBERSHIP BY THE BOARD

7.2 If the SAMRA Board terminates a Member's membership, the Member will be notified within 7 days from the decision date.

7.3 Membership termination is effective from the date of the SAMRA Board decision and is final.

7.4 Termination of membership is final. A new application for membership will be required if the individual or organisation wishes to become a Member of the Company at any future date.

7.5 **Termination in terms of the SAMRA Code of Conduct**

7.5.1 The SAMRA Board adjudicates upon all complaints and appeals. The interpretation of the Code of Conduct is vested in the Ethics Committee, as well as the Appeal Committee judge. The performance of the Ethics Committee and the Appeal Committee is supervised by the SAMRA Board.

7.5.2 The SAMRA Board has the sole right to decide, after considering the report of the Ethics Committee and/or the Appeal Committee, whether or not to implement the recommendation, including a recommendation to withdraw membership of any member. There is no right of appeal against such a decision.

7.5.3 The SAMRA Board appoints the Chair of the Ethics Committee and the Chairman must appoint two additional Ethics Committee members for the purpose of hearing, adjudicating upon, evaluating and ruling on a SAMRA Code of Conduct complaint received against a SAMRA member. When a dispute is brought to Board for adjudication the Chairman of the Ethics Committee will co-opt up to 3 additional Ethics Committee members who have special knowledge pertaining to the case in question.

7.5.4 Should any member(s) of the Ethics Committee be considered by the Ethics Committee Chairman to be involved either directly or indirectly in any dispute brought to the attention of the Committee, then such member(s) will be asked to stand down.

7.5.5 If the SAMRA Chairman is of the opinion that the Chairman of the Ethics Committee is involved in any dispute then he/she will be asked to stand down for the duration of that particular dispute, and a replacement Chairman must be appointed by the SAMRA Chairman. Such an appointed Ethics Committee Chairman must be a member of the SAMRA Board.

7.5.6 **Complaints Procedure**

7.5.6.1 The Chair of the Ethics Committee may, if satisfied that no injustice will result, extend any time period contemplated in the rules pertaining to termination of membership in terms of the SAMRA Code of Conduct.

7.5.6.2 Any interested party wishing to make a complaint (hereinafter called the complainant) against a SAMRA member in terms of the SAMRA Code of Conduct, must submit a written complaint to the Chair of the Ethics Committee. The complainant shall be provided with a copy of the Code of Conduct. The complaint must take the form of a written statement and must contain full particulars of the complaint, copies of all relevant correspondence, the names and addresses of any witnesses, if applicable, and any other evidence, including affidavits in support of the complaint.

7.5.6.3 The Chair of the Ethics Committee must submit a copy of any complainant's statement to the respondent[1]. The respondent must within fourteen days of receipt of such statement submit a written statement to the Chair of the Ethics Committee which much set out fully his/her/their defence to the complaint together with reference to supporting evidence where necessary, including the names and addresses of witnesses, if applicable. The Chair of the Ethics Committee must submit a copy of the respondent's statement and supporting documents to the complainant.

7.5.6.4 The SAMRA Board will decide, based on the Complainant and Respondent submissions, whether a hearing is warranted.

a) If a hearing is warranted:

i) The Chair of the Ethics Committee must determine a date, time and venue for the hearing of any Code of Conduct complaint against a SAMRA member.
ii) The Chair of the Ethics Committee must notify the complainant and the respondent of the date, time and venue of the hearing at which a complaint will be adjudicated upon
iii) The complainant and the respondent must both appear personally at the hearing of the complaint and will be permitted to give oral evidence and call witnesses.
iv) The complainant and the respondent will not be entitled to legal representation at the hearing.
v) Any party who gives oral evidence may be cross-examined and questioned by the Ethics Committee and may be re-examined in accordance with the procedure ordinarily applied in South African Courts of Law.
vi) Any party giving evidence at a complaint hearing must take an oath or make affirmation.
vii) All oral evidence given at a complaint hearing must be recorded.
viii) After all the evidence has been given, both parties will be entitled to address the Ethics Committee in the order determined by the Chair of the Ethics Committee.
ix) After a hearing has been completed, the Ethics Committee must draw its conclusion and prepare a report on its finding and recommendation.

[1] Respondent means one who responds to a SAMRA Code of Conduct complaint against him/her/them.

Copies of the report must then be sent to the complainant and the respondent.

b) If a hearing is not warranted, adjudication will commence with the existing evidence and without holding a hearing.

7.5.6.5 The complainant and the respondent will be informed that they have the right to appeal in writing within fourteen days against the finding and recommendation of the Ethics Committee. If no appeal is received, the finding and recommendation of the Ethics Committee will be conveyed to the SAMRA Board and a summary thereof will be made available to all Members.

7.5.6.6 Decisions made by the Ethics Committee will be by majority vote. Where an equality of voting occurs, the Chairman of the Ethics Committee will have a casting vote in addition to his/her deliberate vote. The quorum for meetings will be two thirds of Ethics Committee members in addition to the Ethics Committee Chairman.

7.5.6.7 Complainants and respondents treat all information related to the case as confidential, and they should not be allowed to compromise either party's anonymity with the Board or any external party, until a case is finalised.

7.5.6.8 Legal remedies against criminal action take precedent over SAMRA complaints processes. Therefore, where a legal remedy is available and/or being pursued against criminal action, the legal finding must precede and inform the SAMRA process.

7.5.6.9 Where an Organisation Member is sanctioned, sanctions apply to all related Associate Memberships under the Organisation Membership.

7.5.7 **Appeals Procedure**

7.5.7.1 If an appeal is received following the report of the Ethics Committee hearing, the SAMRA Ethics Committee must within fourteen days furnish the Appeal Committee with a copy of the entire record of the complaint proceedings, including the written statements, correspondence, the recorded oral evidence, the written evidence and report.

7.5.7.2 The Chair of the Ethics Committee must constitute an Appeal Committee which must consist of a judge who must be an experienced member of the legal profession, and two co-opted assessors who must be Members. The assessors, who must not be members of the Ethics Committee nor the SAMRA Board, must be appointed by the SAMRA Board. The assessors do not have a vote and will simply advise the judge.

7.5.7.3 The appeal will take place within thirty days of receipt by the Appeal Committee of the documents referred to above.

7.5.7.4 The judge will review the evidence and make a decision. If the judge requires oral evidence, he/she may call on the parties and/or their witnesses to appear before him/her. If the judge does, the parties will not be entitled to legal representation and evidence must be given on oath or affirmation. The judge's

finding and recommendation must be communicated to all parties involved in the dispute and to the SAMRA Board. There will be no further right of appeal.

7.5.7.5 The costs involved in securing and paying for the judge will be borne by the person losing the appeal. A complainant will not be permitted to lodge an appeal until he/she agrees in writing to pay the costs of the appeal in the event of him/her losing.

7.5.7.6 A summary of the finding and recommendation of the judge will be conveyed to Members, and by the press to the general public.

7.5.7.7 SAMRA will indemnify the members of the Appeal Committee against any claims which may be brought against them as a result of a decision handed down by the Appeal Committee.

7.5.7.8 The SAMRA Board has the sole right to decide, after considering the report of the Appeal Committee, whether or not to implement the recommendation, including a recommendation to withdraw membership of any member. There is no right of appeal against such a decision.

8 MEMBERS' RIGHTS

8.2 An Organisation Member is a voting member, entitled to a number of votes equal to the number of its Associate members. SAMRA will administer the Organisation Member vote, to ensure that all Associate members have the opportunity to indicate their preference for the Organisation Member vote.

8.3 An Independent Member is entitled to 1 (one) vote.

8.4 Voting members can nominate candidates for election or appointment to the Board.

9 MEMBERS' OBLIGATIONS

9.2 All Members must comply with the MOI, Company Rules, and Code of Conduct.

9.3 Independent Members must submit their own details to the SAMRA office in the prescribed manner and on such dates as prescribed by the Board from time to time.

9.4 Organisation Members must submit their details and the details of all persons working in any research-related roles (as defined in the SAMRA Company Rules) for them to the SAMRA office in the prescribed manner and on such dates as prescribed by the Board from time to time.

9.5 Members pay subscription and recognition fees, as follows:

9.5.1 Subscription fees are due annually, either in March (100%), or 50% in March and 50% in September. Recognition fees are due in March (100%).

9.5.2 **Subscription fees:**

An application fee will apply to all new applications, in either of the membership categories.

Headcount means the number of permanent full-time and permanent part-time workers in research-related roles (as defined in the SAMRA Company Rules).

Fees for	Annual Turnover/Budget of the Organisation:	Annual Membership Fee for the Organisation:
Independent	Not applicable – per individual	1,800.00
Organisation	< R 2 million	1,250.00
	R 2 million – R 5 million	3,500.00
	Between R 5 million & R 10 million	6,970.00
	R 10 million – R 20 million	11200.00
	Between R 20 million & R 50 million	15,560.00
	R 50 million -100 million	17,680.00
	Between R100 million and R200 million	20,170.00
	R 200 million and more	22,310.00

Fees for	Headcount (Employees Only):	Annual Service Fee Per Worker:
Independent	Included in membership fee	
Organisation	1 to 10	470.00
	11 to 20	380.00
	21 to 50	310.00
	51 to 100	270.00
	100+	150.00

9.5.3 **Recognition fees (ZAR):**

Fees for	Application Fee	Annual Recognition Fee	Reinstatement Fee
SAMRA Partner	470.00	470.00	940.00
SAMRA Accredited Researcher	760.00	760.00	1520.00
SAMRA Accredited Qualitative Researcher	760.00	760.00	1520.00
SAMRA Accredited Quantitative Researcher	760.00	760.00	1520.00
SAMRA Accredited Survey Interviewer	1800.00	730.00	1460.00
SAMRA Accredited Participant Recruiter	470.00	470.00	940.00

9.5.4 Fees can be paid by direct deposit or by electronic funds transfer into the following bank account:

Account name:	SAMRA
Bank Name:	Standard Bank
Bank Postal Address:	Standard Bank Parktown, PO Box 62325, Marshalltown, Gauteng, 2107 South Africa
Bank Physical Address:	Standard Bank Parktown, Moores Rowland House, St Davids Place off St Andrews Road, Parktown, 2193 South Africa
Account number:	200820419
Branch:	Parktown
Branch Code:	0355
Swift:	SBZAZAJJ

10 GENERAL

10.2 A proxy is valid for 6 (six) months from the date when it was signed, unless specifically stated otherwise in the proxy itself.

10.3 A proxy will only be used at an adjourned meeting if it could have been used at the original meeting.

10.4 A voting Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in the voting Member's stead, and such proxy need not also be a Member.

10.5 An instrument appointing a proxy must be delivered to SAMRA at least 48 (forty eight) hours before the meeting at which the person named in the instrument proposes to vote.

10.6 The instrument appointing a proxy must be in writing, signed by the appointer or by his agent duly authorised in writing, and in the following form (or as near to that form as possible):

I/We……of …… being a member of SAMRA, hereby appoint ……of ……or failing him/her……..of …….. as my/our proxy to attend and speak for me/us and on my/our behalf at the Annual General Meeting or general meeting (as the case may be) of SAMRA to be held on the ……day of …….. and at any adjournment thereof, as follows:

Resolution:	**1**	**2**	**3**
	In favour of	**Against**	**Abstain from voting**
Resolution No			
Resolution No			
Resolution No			
Etc.			

Note. Indicate instruction to proxy by way of a cross in space provided above.

If columns 1, 2 or 3 are not completed, then my proxy may vote or abstain from voting as he deems fit. My proxy is valid for _____ days/months/years (delete what is not applicable).

SIGNED this _____ day of_____ at_____.

_____
Signature