



Merger Plan

NAAA and ISAAC

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1. Introduction

Australia is unique in the world of arboriculture. Most countries have one or two arboriculture associations that represent the industry/country's stakeholders. In Australia, there are currently 11 associations representing the arboriculture industry with none having a membership greater than 600.

There are two main bodies representing all of Australia; the National Arborists Association of Australia (NAAA) and the International Society of Arboriculture Australia Chapter (ISAAC).

Over the last 5 years there has been a noticeable decline in volunteerism in Australia. Volunteerism is becoming a third or fourth priority to many industry people because of our changing lifestyles and ever changing priorities in life. This has resulted in many associations' volunteer numbers declining to the point that associations are on the verge of either folding or considering mergers.

In many cases such associations are financially operational and have some assets, but money and assets cannot drive something that needs passion and industry expertise.

The NAAA and ISAAC are prime example of the current volunteerism trend; both associations are financial, have assets and a strong membership base. Both associations get strong attendance at events, but struggles to get voluntary assistance with operation. Both associations are feeling the volunteerism trend with the same active members being involved from Board level through to running the activities on the ground.

2. History of NAAA and ISAAC

NAAA

The National Arborist Association of Australia (NAAA) was first known as the Tree Surgeon Guild of Australia. In 1982 at a meeting of the Australian Arboriculture Association a heated argument was in progress over the issue of "lopping trees and using spikes when pruning trees". Four members stormed out of that meeting and, refusing to remain as members formed the Tree Surgeon Guild of Australia which was officially incorporated on the 22nd June 1987. Membership steadily grew over the years and in 1986 the Guild had 50 members. Tree practices such as not lopping of trees, not painting pruning cuts and ongoing education was some of the issues that the Tree Guild focused on in the early years.

In January 1989 the Tree Guild changed its name to the National Arborist Association of Australia. By 1995 membership had increased to close to 80 members with meetings held at the Ryde Eastwood Club. The main focus for the NAAA was standards of arboricultural practices, education and public and industry awareness. The NAAA produced early pamphlets such as "Trees love, Trees hate" for members to hand out to clients. Many trade shows and conferences were attended by members to help distribute pamphlets. Over the years the NAAA has run many conferences from fungi workshops to hazardous tree workshops and tree climbing competitions. The NAAA also sponsored the formation of the Local Government Tree Resource Association.

The NAAA now meets bi monthly at Ryde TAFE. Meetings have an education component with a variety of topics and guest speakers. Membership is now in excess of 100 people with members in NSW VIC QLD WA NT NZ and Hong Kong.

The National Arborists Association of Australia remains today as a not-for-profit professional organisation dedicated to raising the standard of tree care and maintenance in Australia. The Association maintains a minimum qualification requirement for members at Tree Contractor and Arboricultural Consultant level.

Aims -

- To promote and improve the practice of professional arboriculture
- To stimulate greater public interest in the planting and preservation of shade and ornamental trees
- To promote public education for the development of a greater appreciation for trees of shade and ornamental value
- To recommend and uphold a Code of Ethics established to maintain a high level of practice by those engaged in the profession

ISAAC

ISAAC was formed in 1997 and adopted a company structure in 1998, limited by guarantee. On the 2nd August 1997, the ISA meet and voted to accept the Australia Chapter as the 33rd Chapter of the ISA. At the time of the AGM held on 3rd August 1997, ISAAC had 95 members. Over the intervening years ISAAC has kept faith with the founding principles while growing to be a financially stable and successful organisation, in the fiscal year of 2009 ISAAC achieved 531 members.

ISAAC Members are not confined to just Australia, with members residing in New Zealand, Singapore, Hong Kong, Japan, United States of America, Canada and England.

As time has progressed, Australia has grown into the most successful non-North American Chapter in the world and has set many benchmarks that exceed the expectation of the ISA.

ISAAC has grown to be a national organisation promoting and representing tree workers, arborists, professional tree management and urban forestry throughout Australia and the Asia Pacific region.

ISAAC represents member's interests and fosters development in the amenity tree and urban forestry industry.

An ISAAC membership has many benefits including regular international publications such as the *Journal of Arboriculture & Urban Forestry*, *Arborist News* and the locally produced magazine *The Bark*, the largest online arboriculture discount book store, industry Insurance scheme and presents the largest annual Urban Forest, Amenity Tree and Utility Arborist Conference in the Asia Pacific region.

Membership also supports the growth and recognition of our industry, and our services to members.

ISAAC Mission Statement	ISAAC will promote professional practices in arboriculture, and foster awareness of the benefits of trees through research, technology and education.
ISAAC's goals	<ul style="list-style-type: none">➤ educate tree workers and tree managers;➤ educate the public about the benefits of the trees;➤ enhance ISAAC's role as the national arboricultural body in Australia;➤ develop and institute arboricultural standards;➤ encourage and support arboricultural research; and➤ develop strong relationships with related and like-minded organisations
ISAAC slogan	ISAAC: promoting professional tree care

3. Document Purpose

The purpose of this document is to provide a plan to merge two leading Australian arboriculture associations. The outcome is to have one association representing the industry at a national level. The model outlined also has provision for other associations to merge into this new association now or at some future time.

4. Purpose of merger of ISAAC and NAAA

The purpose of the merger of the NAAA and ISAAC is:

Operationally

- Ensure that the association is strategically set up operationally for at least the next 50 years.
- The new association can accommodate other associations merging with it if the need arises.
- Optimise current member services
- Create new member services
- Consolidate administration services to the members of the association

Industry Standards

- Develop education standards and ensure that the current level of competency never decreases
- Develop a sustainable Continuing Education (CEU) program for Australia
- Develop Best Management Practices for the industry
- Develop and produce an Australia Journal of Arboriculture

5. Merger Plan

5.1 General information

The merger of the two associations is an equal partnership; for the merger to be successful this must be seen as a move forward for the industry as an entirety. The objectives of the merger are to ensure that the new association has:

- Viability; sustainable finances and volunteerism
- Greater mass of numbers to have impact on decision makers
- Consolidation of resources

The merger of the ISAAC and NAAA will provide a consolidated organisation that improves the level of service to the members whilst having a greater impact on decision makers and public awareness. This creates a more efficient organisation that continues to improve the standards, education and legislation affecting members.

5.2 Timeline

The proposed timeline to have the merger implemented and completed is May 2011. To achieve the implementation date there are many operational matters to be worked through; changes to processes, due diligence, staffing levels, on ground operational matters and other business activities. For this to occur it is imperative that the two associations have a Merger Plan to work through this process.

For the merger to occur, both associations will need to gain approval from their members at a General Meeting. This approval by the members of each association will help determine deadlines for the process/plan to be developed.

There are 3 key milestones required to achieve the fully operational organisation by May 2011 –

1. Concept meeting,
2. Ratification by members at respective GMs,
3. Functional merger completed by November 2010.

5.3 Milestone 1 – Concept meeting

The first milestone has been completed by means of a meeting held by representatives of both associations' boards in Sydney on 8 December 2009. The purpose of this meeting was to explore and discuss the proposal to merge ISAAC and NAAA and to discuss the issues and implications involved in achieving this.

At the outset of this meeting it was noted that there is no significant competition between the two associations and that there had been a good working relationship developed between the associations since 2004.

It is acknowledged that there are strengths and weaknesses for both associations in each of the areas identified and that the respective memberships would accept that both have areas in which they are servicing and not currently servicing adequately.

The key synergies between the associations were discussed and are identified in following table.

ISAAC	NAAA
Office – 4 days per week	Administration 25 hours per week
The Bark (arboriculture magazine)	NAAA news
Ethics	Code of Ethics
Certification	Qualification based membership
Committee structure	Complaints committee
Conference	Workshop/ conference
531 members ISAAC – 325 ISA	113 Members
Financial stability	Financial stability
Ties to ISA	Strong history
Sponsorship	Sponsorship
Website	Website

The following table provides a comparison of key additional services provided by each association.

ISAAC	NAAA
1. Books	1. Climber skill set
2. Insurance scheme	2. Education
3. 2 x Journals	3. Contractor/ arborist register with CEUs
4. Australian Tree Climbing Championship	4. Interaction with industry sectors – Standards, WorkCover
5. Trauma fund	5. AQF representation
6. Utility Arborists Association & Society of Municipal Arborists	6. Subscription to Arborage

Further discussions covered administration and management of both associations and the need to rename a merged association. It was determined that the title would need to have the word Australia/n or National within its title.

Other discussions were held on the perceptions of other arboricultural associations such as the Queensland Arborist Association (QAA), South Australian Society of Arboriculture (SASA), Tree Contractors Association of Australia (TCAA), Victorian Tree Industry Organisation (VTIO), Local Government Tree Association (LGTRA), Institute of Australian Consulting Arboriculturists (IACA), Council Arboriculture Victoria (CAV), and Tree Guide Western Australia (TGWA) as to what effect such a merger may have on these associations. It was agreed that the merger of the two associations would have no affect on these associations, but may encourage and foster unity among all the associations.

Governance matters were also discussed. ISAAC has 12 director positions available of which only 6 are currently filled. The president is elected by the members. ISAAC members do not have to hold formal qualifications in arboriculture to be a member. ISAAC has no restrictions on members and will not change from this as ISAAC sees itself as an open membership base for anyone with interests in arboriculture.

NAAA currently has 11 board members, 10 of which are regular positions; however there is capacity to add additional positions as required, which is the current situation. The president is also elected by the members. NAAA Membership is only open to anyone who has a minimum Cert 2 arboricultural qualification.

Agreement was reached that should the merger take place there would need to be different categories for qualified and non-qualified members to accommodate the membership differences. This could be accomplished by something like general (non-qualified) members, student, affiliate and corporate members and categorised members (qualified).

Further agreement was reached that should the merger take place it would be preferable for at least 1 director to be appointed from each state to gain national input and acceptance. Other directors with experience in areas such as education, conferences, Tree Climbing Championships, local government, publications, membership and sponsorship would also be highly desirable.

The need to develop a new constitution was discussed. These included amendments required to current constitutions to allow for the two associations to merge. The new constitution would blend both current constitutions together and make provision for the preservation of any unique requirements for each of the current associations' criteria.

A lengthy discussion followed in relation to the NAAA approved contractor/register of consulting arborists and a comparison made to a general list of contractors and certified arborists provided by ISAAC. The NAAA model has individual (qualified) members listed in their register with their company name being made available; however it is noted that the company is not the member. ISAAC's members have been continually requesting a similar contractor/consultant register. ISAAC believes it makes more sense to use the NAAA system through a merger than ISAAC developing a similar register in competition. The NZAA have also given verbal approval for ISAAC to use their Contractor/Consultant framework if ISAAC so desires in the future should the NAAA system not be agreeable.

Agreement was reached that a fee structure for the amalgamated associations is something that needed further discussion and finalisation, however would be well received by both memberships given that there is significant duplication for NAAA members & an expansion of services for all members.

Given the advantages discussed along with the positive feedback by attendees at this meeting, it was also agreed that the group would meet again and continue to workshop a new constitution and association structure with service in February 2010. The purpose of this workshop would be to progress towards the second milestone.

A second meeting was held in Sydney to follow up on the initial concept meeting and this document was produced as a result. Each member at the second meeting indicated an overwhelming agreement to proceed with development of a merger.

5.4 Member Survey

A survey of both associations' members was conducted to establish if the proposed merger was supported. A letter was sent to both associations' members advising of the two boards' intent. Each letter had a reply paid response card. The response from both memberships was very much in favour of the two associations progressing with the merger.

The feedback from members has been very supportive of the merger. Of the 118 replies received, **95% (112)** are supportive of the merger.

5.5 Proposed Membership Categories

The proposed new membership categories have been developed to ensure that the current ISAAC and NAAA memberships are catered for under the new association. The new membership categories and subscription dues will commence on the 1st January 2011.

Members will still have the option to also continue/become an ISA, UAAA and/or SMA member (see 5.6). It should be noted that the ISA dues will decrease due to current value of the Australian dollar against the United States dollar.

Corporate membership will continue and be expanded to include all membership categories. A fee reduction will be offered for each Professional category member if an institution/company has five or more members. At the time of this document being prepared, new corporate membership categories and rates are still being structured.

The Professional Registered Arboriculturist category's key focus is ensuring the following objectives are met by the individual member:

- Qualified in Arboriculture (ISA Certification is not recognised as a qualification)
- Continuing Education Units are being achieved annually.
- Occupation Health and Safety – Minimum Industry Workplace Site Training, example 'White Cards'.
- Appropriate Insurance is held by the individual or company the individual is employed by (Insurance is not required for the Professional Registered Arboriculturist category). Public Liability is set at \$20 Million and Professional Indemnity at \$5 Million minimum.

It should be noted that all Professional Membership category titles and dues are still being debated and analysed and may change during the amalgamation period. The category names and annual subscription dues will be left to the new Board of Directors to finalise. A guarantee is given to the members of both associations that the new association's professional registered membership dues will be at least 10% less than current NAAA charges. The General and Student membership will remain as documented below.

Proposed membership categories, fees and Annual fee

- **General** (current ISAAC member and NAAA general member) \$130
 - Available to any natural person

- **Student** (current ISAAC) \$75
 - Available to fulltime students who do not have fulltime employment due to being at school/college/university. Student membership is subject to proof of student status.

- **Professional Registered Arboriculturist** **\$260**
 - Fee includes General membership category
 - Additional joining fee for new, upgrading or lapsed members \$75
 - Requires a minimum of Australian Qualification Framework level III in Arboriculture.
 - Included on CEU register*

- **Professional Registered Practicing Arboriculturist** **\$440**
 - Fee includes General membership category
 - Applicants must be approved and serve a probationary period of one year**.
 - Additional joining fee for new, upgrading or lapsed members \$100.00
 - Requires a minimum of Australian Qualification Framework level III in Arboriculture or approved equivalent
 - includes name in the promotional booklet and listed on the website.
 - Included on CEU register*

- **Professional Registered Consulting Arboriculturist** **\$440**
 - Fee includes General membership category
 - Applicants must be approved and serve a probationary period of one year**.
 - Additional joining fee for new, upgrading or lapsed members \$100.00
 - Requires a minimum of Australian Qualification Framework level V in Arboriculture or approved equivalent
 - Includes name in the promotional booklet and listed on the website.
 - Included on CEU register*

- **Professional Registered Consulting & Practicing Arboriculturist** **\$700**
 - Fee includes General membership category
 - Applicants must be approved and serve a probationary period of one year**.
 - Additional joining fee for new, upgrading or lapsed members \$100.00
 - Requires a minimum of Australian Qualification Framework level V in Arboriculture or approved equivalent
 - Includes name in the promotional booklet and listed on the website.
 - Included on CEU register*

- * CEUs will align to the new AQF Arboriculture standards and requirements. For a member to have CEUs registered and evidence of their continued education achievements displayed on the new association's website, members will have to be a Professional Registered Member. There will be a separate page/section on the new association's website which will show members' CEU status. This will also be used as a register for customers to cross reference Professional, Practising and Consulting Arborists' qualifications and mandatory workplace training such as 'white cards', manual handling, noise conservation, First Aid and CPR. ISA Certification CEUs will also be recognised in the Australian CEU program. The intention is that this register will be used by government authorities, utilities and any organisation, company or individual wanting to validate a individual persons credentials.

- ** The normal probationary period of one year (NAAA guidelines for professional member) will not apply to any 2009 and current 2010 financial member of ISAAC, but will still require approval through the current NAAA process.

The new association will not maintain the current subscription to the Arbor Age that NAAA currently has in place. For NAAA members this will be replaced with association's own publication, *The Bark*.

5.6 Key additional Member services

Members will have the opportunity to purchase memberships for affiliated associations through the organisation as add-ons to their membership. Currently there are 3 affiliated organisation memberships available. It is the intention to expand these member services by building further alliances with other associations both nationally and internationally.

- International Society of Arboriculture (ISA), the additional fee to be a member of this association will probably be **AUD170**; the fee includes an exchange rate contingency, administration and exchange costs.

- Utility Arborists Association Australia (UAAA); this is an affiliate of the Utility Arborists Association. The additional fee to be a member of this association is currently **AUD50.00**; the fee includes an exchange rate contingency, administration and exchange costs.

- Society of Municipal Arborists (SMA); the additional fee to be a member of this association is currently **AUD120**; the fee includes an exchange rate contingency, administration and exchange costs.

5.7 Proposed board structure of the merged association

In the first 12 months of the merger the new board will have the opportunity to co-opt on an additional 6 directors who will have voting rights. The board in the first 12 months of operation will have a full board of not more than 18 directors. After the 12 month period the board will return to the following structure –

- Twelve directors consisting of -
 - President, elected by all members
 - nine general directors elected by all members
 - one director nominated from the Professional Practicing membership
 - one director nominated from the Professional Consulting membership
- Four executive roles; President, Vice President, Secretary and Treasurer appointed by the Board from the Directors, excluding President.
- The Board will have the ability to co-opt board members as required for special reasons. These co-opted board members cannot hold an executive position or vote on any motions.
- Both the Professional Practicing and Consulting memberships may appoint an alternate for their director that can exercise all powers of the director in their absence.

5.8 State-based subgroups of the new association

It is the intention of the new association to support state/territory-based subgroups where state/territory-based groups do not currently exist. New South Wales and Tasmania have been identified as first priority with the eventual expansion into the Northern Territory and ACT. These state based groups will present educational events, public information sessions and state/territory Tree Climbing Championships.

5.9 Finances

A new business plan will be developed for the organisation during the later stages of the merger and will:

- Ensure that best financial practices are continued for the new association.
- allow for research funds to be allocated
- allow for continual growth of the organisation
- hold all moneys that are currently in trust
- 50% of the NAAA reserves are placed in a special service fund to assist with the merger of the two associations and start funding of new educational material, this could also include further development of *The Bark*.
- Retain a minimum of \$40,000 in reserve to run the annual conference and ATCC.
- If a saleable item is developed by a committee or group, the financial plan will allow allocation of a proportion of the profits to be allocated back into the same general area of interest to produce more saleable items.

5.10 Name of merged association

Prior to the formal discussions occurring with the NAAA regarding the merger, ISAAC was preparing to go to its members with a proposal to change ISAAC's name to something more fitting to Australia.

- It is known by ISAAC Directors and members that politicians are concerned with the inference of our members being associated to an international body and not directly to trees in Australia. For example the New Zealand Arboricultural Association; are perceived to be more politically acceptable as their name is associated with their own country.
- It is believed some people will not be members of ISAAC due to the close association of the name to an 'American Association'.
- Also the word 'Chapter' in Australia is more associated with motorcycle clubs than not-for-profit associations.

A survey was held to ask members the name they believed best suited the new organisation. NAAA members were included in this survey as if both associations are to merge then it was felt that having both parties included would eliminate further discussion after the ISAAC May 2010 AGM. A reply paid post card was mailed out to all members of both associations.

The responses received for the new name were:

Arboriculture Australia	57
National Arborists	16
ISAAC	8
National Arborist Association of Australia	5
Amenity Trees Australia	5
Australian Arborist Association	3
Trees Australia	3
National Arborist Association	3

ISAAC members will be voting on the proposed change of name to Arboriculture Australia at the May 2010 AGM.

It should be noted that if the merger is voted for in favour by both associations, initially both current names / logos would be incorporated into documents where appropriate for several years to help phase in the new logo/name.

5.11 NAAA Disciplinary system.

Over the past 3 years ISAAC has seen an increase of complaints lodged with the association over members not abiding by our constitution, ethics and best management practices for trees. At times when ISAAC responds back to the person raising the complaint, they are not pleased with the answer.

The NAAA currently has a Disciplinary System. Although this system has some shortcomings, the new association initially will be adopting this system, with the new board to conduct a review. The findings of this review may see the current policy unchanged, but members of the association can be assured that at the 2011 AGM this document will be put up for discussion.

Over the past 5 years the NAAA has had its Disciplinary System process only activated twice.

5.12 Merged association's business activities

For the new association to progress, business activities need to be defined and formulated into a working business plan to incorporate both associations' current objectives and goals.

1. Administration – Banking, Money, Staff levels, Key skills required by employees.
 - a. It is agreed that both administration offices will need to function in their current operation mode for the first 6-12 months to allow the new board to identify the synergies and where best to operate each part of the operation.
 - b. Each association's employees currently have very different skill sets. Eventually some office functions may be shifted or consolidated to one or the other office.
 - c. It is the intention of the new association to maintain existing administration (offices and staff) during the transition, which will take a number of years, with the desire to continue as long as effective.
2. Administration Services – Membership, Insurance, Book Sales, CEU management Record keeping, Sponsorship
 - a. The new association will follow the continuing education system of the NAAA as well as the CEU program of the ISA. The NAAA system needs to allow for franchising or licensing to other associations to ensure that CEUs are recorded by other industry associations.

- b. Insurance and discounted book sales available to all members; variations in premiums may develop based on membership category.
 - c. The current ISAAC sponsorship requirements and model will be adopted by the new association; this model is due for review as the number of sponsorship opportunities needs to increase as ISAAC has a list of sponsors waiting to sponsor the association.
 - d. It is agreed that the existing Life Memberships of ISAAC and the NAAA will be honoured, including honorary and fellow. ISAAC will make amendments to the current constitution to be able to accommodate for these additional categories.
3. Education – Conference, Climbing Competition, Seminars, Journal/Magazine, AQF, Publishing
- a. The new association shall continue with one annual conference. The new association will expand to provide localised educational meetings following the NAAA model. The new association will expand and provide annual seminar/workshops in each capital city which has a membership base of greater than 30 members in that state. It is the intention to work in with local state based groups to help facilitate and share in the rewards.
 - b. The annual Australian Tree Climbing Championship shall continue and be run under the ISA ITCC rules. The new association will ensure that it remains sanctioned with the ISA ITCC requirements. The new association will aim to run TCC events in states and territories that do not have a state based group. This responsibility will fall upon the tree climbing competition committee.
 - c. It is the intention of the new association to establish an Australian arboricultural journal within the next 5 years and continue to increase the quality of *The Bark*.
 - d. The new association will focus on publishing consumer handouts, factsheets and the like; the new association will work with the ISA to develop these items for the Asia Pacific Region.
 - e. The new association will continue the ongoing active involvement that the NAAA has established with the peak industry status groups.

4. Best Management Practices – Development of BMP, Business Government Bodies such as Standard Australia, Media releases, new enterprises
 - a. The new association will aim to publish and revise BMPs, e.g.
 - i. Cabling and Bracing
 - ii. Root Management
 - iii. Report Writing
 - iv. Bait Staking for Diseases
 - b. The association will develop a review system for when media releases are issued. A new Public Relations Committee will be put into operation; this new committee will also vet a panel of appropriate members to respond to media enquiries.
 - c. The new association will allow for new enterprises to be incorporated into a Business Plan
5. Advocacy – Promoting and bringing about things of benefit to the members including improved consumer awareness.

6. Milestone 2 - Ratification

The Second key milestone is the formalisation of the merger. This formalisation would involve seeking approval to progress a merger between the associations. Such agreement would be sought from the memberships at the ISAAC AGM to be held in Adelaide in May 2010 and the NAAA AGM to be held in September 2010. If ISAAC members approve for the merger to progress at the May 2010 AGM, the NAAA has agreed to run a special extraordinary meeting by the end of June 2010 to put to the vote if the NAAA members agree to progress the merger.

7. Milestone 3 – Functional merger

The merger is proposed to take effect once both memberships have ratified it at a General Meeting. On the proposed timeline, this would occur immediately at the conclusion of the NAAA Extraordinary General Meeting in June 2010. The two organisations will continue to function separately during a transition period as the respective boards complete the functional merging of the associations. This is expected to be completed within three months.

The functional merging of the organisations will be undertaken by absorbing the NAAA into a revised and renamed ISAAC company structure. This is seen as the most effective and efficient process and meets all of the organisational and governance requirements. This revised company will initially operate with a board comprised of at least 6 existing directors from each organisation.

The merging of the operational elements of the organisations, roll out of new memberships, etc. will take place over the 6 months following the functional merger.

The entire merger, if it proceeds with the consent of both ISAAC and NAAA members, will be fully functional by May 2011.