



CIRCULATIONS  
AUDIT BOARD

# **Circulations Audit Board**

# **RULES**

**As at September, 2008**

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## PART 1 GENERAL

### 1. Name

The name of the association is the Circulations Audit Board, ABN 90 644 757 696.

### 2. Reference

In these Rules the Circulations Audit Board is referred to as "the CAB".

### 3. Interpretation

In these Rules unless the context otherwise requires:

- 3.1 references to parts and sections refer to the parts and sections in these Rules;
- 3.2 a reference to these Rules includes all parts of these Rules;
- 3.3 headings do not affect the interpretation of these Rules;
- 3.4 a reference to *person* includes an individual and any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and includes the person's executors, administrators, successors and assigns;
- 3.5 a reference to *including*, *includes* or *include* must be read as if it is followed by (*without limitation*);
- 3.6 the words *for example* do not limit the meaning of the words to which the example relates to that particular example or examples of a similar kind;
- 3.7 where an expression is defined, any other part of speech or grammatical form of that expression has a corresponding meaning;
- 3.8 the singular includes the plural and vice-versa;
- 3.9 a word which suggests one gender includes all genders;
- 3.10 a reference to a statute includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
- 3.11 where under these Rules the Board of Directors:
  - (a) is required to take an action in respect of any matter, including a requirement to approve, determine, authorise, appoint, direct, prescribe, accept or refuse; or
  - (b) is otherwise required (expressly or impliedly) to consider, form an opinion or make a decision in respect of a matter,the Board of Directors:
  - (c) does so in its absolute discretion subject to Rule 33; and
  - (d) is not obliged to provide any reason for its opinions, determinations or decisions unless these Rules provide otherwise;
- 3.12 all references to a Media Member or membership for a Title in these Rules mean the legal entity holding membership; and
- 3.13 a reference to the *CAB*, which does not have a separate legal identity as it is an unincorporated association, includes a reference to the officers, agents and representatives of the CAB.

### 4. Objects of the CAB

The objects of the CAB are to:

- 4.1 deliver an audit service for media providers in accordance with these Rules;
- 4.2 publish and disseminate audited data for the benefit of Members;
- 4.3 verify by Auditor's examination the data contained in statements submitted by Members;
- 4.4 audit, and publish standardised reports on audits of:
  - (a) the average net distribution of Titles;
  - (b) the net distribution of Unaddressed Distribution Items for a single engagement;
  - (c) the demographic profile of recipients of Titles;
  - (d) issue standardised statements relating to attendance figures and other information in respect of Exhibitions and conferences;
  - (e) electronic or digital communication or media, including material disseminated by:
    - (i) the internet;
    - (ii) third party distributors;
    - (iii) pay radio services;
    - (iv) subscription television; or
    - (v) wireless technology;
  - (f) aspects of the dissemination of material (including advertisements) by way of:

- (i) outdoor advertising signs;
  - (ii) the exhibition of cinematographic films;
  - (iii) any method of a like nature to any of the matters in Rule 4.4(f)(i) to (ii); and
  - (g) generally any data relating to the media industry, the auditing of which is intended to provide the industry with improved certainty and comparability of data for the benefit of the industry;  
and
- 4.5 do anything which is incidental or conducive to attaining the objects set out above.

## **PART 2      MEMBERSHIP**

### **MEMBERSHIP**

#### **5.      Member Categories**

- 5.1      There are two categories of Members of the CAB, namely:
- (a)      Full Members; and
  - (b)      Associate Members.
- 5.2      An Associate Member has all the rights of a Full Member under these Rules except the right to:
- (a)      vote at any Meeting of Members;
  - (b)      vote in any ballot;
  - (c)      nominate a representative for election to, or be represented on, the Board of Directors; or
  - (d)      serve on the Board of Directors.

#### **6.      Classes of Full Members**

- 6.1      There are three classes of Full Members, namely:
- (a)      Advertiser Members;
  - (b)      Advertising Agency Members; and
  - (c)      Media Members.
- 6.2      Only a Full Member may vote (on the basis prescribed in these Rules) at any Meeting of Members convened in accordance with these Rules or in any Rule amendment ballot.

### **APPLYING FOR MEMBERSHIP**

#### **7.      Applying for Membership**

- 7.1      Any person requiring verified media information may apply in writing for membership of the CAB by completing a membership application and lodging that application with the CAB.
- 7.2      A person applying for membership of the CAB must:
- (a)      nominate in their membership application form the category of membership – Full or Associate – to which the person seeks admission;
  - (b)      where the person is seeking admission as a Full Member, nominate the class of Full Membership which they are seeking; and
  - (c)      submit with their membership application form the applicable amount of the annual Membership Fee determined pursuant to Rule 19.
- 7.3      A person applying for membership of the CAB must comply with those provisions of these Rules and the By-Laws which apply to the category and class of membership for which they are applying.

### **ADMISSION TO MEMBERSHIP**

#### **8.      Accepting or Refusing an Application for Membership**

- 8.1      The Board of Directors may accept or refuse an application from a person applying to be a member of the CAB at a duly convened meeting of the Board of Directors.
- 8.2      When refusing a membership application, the Board of Directors must return the amount of any Membership Fee accompanying the membership application.
- 8.3      A person applying to be a Full Member who in the opinion of the Board of Directors is not eligible to be a Full Member may have their application considered by the Board of Directors as if they had applied to be an Associate Member and may be accepted on that basis.

#### **9.      Admission as an Advertiser Member or an Advertising Agency Member**

- 9.1      A person applying to be a Full Member in the class of Advertiser Member or Advertising Agency Member will be admitted to membership as a Full Member in the relevant class upon the acceptance of their application pursuant to Rule 8.
- 9.2      A person applying to be a Full Member in the class of Advertising Agency Member who wishes to make information issued by the CAB available at that person's offices maintained by them in more than one state or territory of Australia or at a location outside Australia, in addition to the requirements of Rule 7.2:
- (a)      must nominate in writing the locations of those offices; and

- (b) acknowledges that they will be required to have and maintain separate Advertising Agency Membership in respect of each of those offices if they are admitted as an Advertising Agency Member; and
- (c) must submit:
  - i. an application form; and
  - ii. the applicable amount of the annual Membership Fee determined pursuant to Rule 19.1, in respect of each separate Advertising Agency Membership.

## 10. Admission as a Media Member

- 10.1 A person can apply to become a Media Member of the CAB in respect of a Title which is defined in the By-Laws in a provision made for that purpose.
- 10.2 A person applying to be a Full Member in the class of Media Member, except for those applying in respect of an Exhibition, must in addition to the requirements of Rule 9.2:
  - (a) nominate in writing the Title in respect of which they are applying to be a Media Member;
  - (b) acknowledge that they will be required to have and maintain separate Media Membership for each Title to be audited;
  - (c) submit with their application a copy of the Title in respect of which Membership is sought; and
  - (d) submit with their application form the applicable amount of the annual Membership Fee determined pursuant to Rule 19.1 in respect of each separate Media Membership.
- 10.3 A Media Member will not be admitted as a Full Member until the Title in respect of which they are applying for membership has completed an Initial Audit, in accordance with the By-Laws and applicable Reporting Standards.
- 10.4 The Board may from time to time amend, add to or delete from the Titles in respect of which a person can become a Media Member of the CAB.

## 11. Additional Requirements for Admission as a Media Member

- 11.1 The admission of a person as a Media Member who has their application accepted pursuant to Rule 10.3 (*Media Member Elect*) is subject to and conditional upon the following:
  - (a) The Media Member Elect must install and maintain those records which the Board reasonably requires in accordance with these Rules and the By-Laws;
  - (b) When the Media Member Elect has complied with Rule 11.1(a), it must arrange for an Initial Audit of each Title for which it has applied for membership. Each Initial Audit must be:
    - (i) conducted by an Auditor in accordance with these Rules and the By-Laws;
    - (ii) for an Audit Period which is approved by the Executive Director and which must begin within 12 months from when the Media Member Elect first applied for membership; and
    - (iii) submitted to the CAB within a time which the Executive Director considers reasonable.
- 11.2 A Media Member Elect will be admitted as a Full Member for a Title only when:
  - (a) the Media Member Elect has complied with Rules 11.1(a) and (b) for that Title to the satisfaction of the Board; and
  - (b) the Audit Certificate for the Initial Audit of the Title has been accepted by the CAB.
- 11.3 The requirements in Rule 11.1(b) apply regardless of whether a launch issue Audit has been requested for the Title.

## 12. Admission of a Media Member in respect of an Exhibition

- 12.1 A Media Member must have a separate membership of the CAB for each Exhibition for which it requires the CAB to issue an Audit Certificate.
- 12.2 The Exhibition must complete a CAB registration form and membership form.
- 12.3 Once an Exhibition is registered with the CAB, the registration stands until the Member specifically resigns that membership. Subsequent equivalent Exhibition events are committed to completing an audit unless resignation is properly effected.
- 12.4 An Exhibition applying to be a Full Member who has their application considered and accepted according to Rule 8 must be advised in writing by the Board of Directors of their membership acceptance.

## 13. Admission as an Associate Member

- 13.1 A person applying to be an Associate Member will be admitted to membership upon their acceptance as an Associate Member under Rule 8.1.

- 13.2 A person applying to be a Full Member who has had their application considered as if they had applied to be an Associate Member and their application has been accepted on that basis pursuant to Rule 8.3 must:
- (a) be sent a written notice by the Board of Directors advising they have been accepted as an Associate Member; and
  - (b) be given the opportunity to accept or reject in writing their acceptance as an Associate Member not more than 30 days after the date of the written notice from the Board of Directors.
- 13.3 If the person advises in writing by the time required under Rule 13.2(b) that they accept their acceptance as an Associate Member, they will be admitted to membership upon the Board of Director's receipt of their written acceptance.
- 13.4 If the person either:
- (a) advises in writing that they reject acceptance as an Associate Member; or
  - (b) does not provide any advice in writing, by the time required in Rule 13.2(b):
  - (c) their acceptance as Associate Member will be null and void from the beginning;
  - (d) their application for membership will be deemed to have been refused by the Board of Directors; and
  - (e) the Board must return the amount of any Membership Fee accompanying the person's membership application.

#### **14. Record and Notification of Admission as a Member**

- 14.1 As soon as practicable after a person is admitted as a Member in accordance with these Rules, the Board of Directors will advise that person in writing:
- (a) that the person has been admitted as a Member;
  - (b) the category and for Full Members, the class of membership to which the person has been admitted; and
  - (c) the date on which the membership commenced.
- 14.2 The Executive Director must keep a record of the names and addresses (including postal address, facsimile number and email address, if any) of the Members admitted by the Board of Directors and the category and class (if applicable) of membership to which the Members are admitted. Any Member may inspect that record upon reasonable notice to the Executive Director.

#### **15. Requirement for Separate Membership**

- 15.1 A Media Member must maintain a separate Membership of the CAB for each Title for which it wishes to submit Reporting Statements.
- 15.2 Each Advertising Agency Member who wishes to make material issued by the CAB available to their employees at that Member's offices:
- (a) in more than one state or territory of Australia; or
  - (b) at a location outside Australia (but only in cases where the Member also has an office in Australia),
- must maintain a separate Membership of the CAB in respect of:
- (c) each office in a state or territory of Australia; and
  - (d) where the Member has an office outside Australia, each office located in another country.

#### **16. Members Bound by Rules**

- 16.1 A Member is bound by these Rules, the By-Laws, and any Reporting Standard applicable to the audit of that Member's Title on and from the date the Member's membership commenced.

#### **17. Media Members Elect Bound by Rules**

- 17.1 A Media Member Elect is bound by these Rules from the date on which its application was accepted by the Board of Directors pursuant to Rule 8.1 until either:
- (a) the date on which the Media Member Elect is admitted as a Full Member in the class of Media Member for a particular Title pursuant to Rule 11.2, in which case Rule 16.1 will immediately apply; or
  - (b) the date on which the Media Member in writing advises the Board that the Media Member Elect withdraws its application for membership; or

- (c) the date on which the Board of Directors in writing advises the Media Member Elect that it will not be admitted as a Full Member in the class of Media Member for a particular Title because they have been unable to comply with the requirements of Rule 11.2.

## **MEMBERSHIP FEES, FINES AND LEVIES**

### **18. Membership Fees for New Members**

- 18.1 A person admitted as a Member on or before 31 December in any Financial Year must pay the full annual Membership Fee determined pursuant to Rule 19.1 for that Financial Year.
- 18.2 A person admitted as a Member on or after 1 January in any Financial Year must pay one half of the annual Membership Fee determined pursuant to Rule 19.1 for that Financial Year.
- 18.3 A person admitted as a Member after July 1 who will complete a retrospective Initial Audit will incur an additional membership fee for the previous Financial Year.

### **19. Membership Fees and Fines**

- 19.1 The annual Membership Fee payable by each class of Full Members will be determined from time to time by the Board. The Board may determine in the By-Laws that a different fee is payable in respect of one or more classes of Full Members or in respect of different Members within a class.
- 19.2 The annual Membership Fee payable by an Associate Member is a fee prescribed from time to time by the Board.
- 19.3 The Board may determine that a fee will apply for late lodgement by a Member of any Reporting Statement required under these Rules, the By-Laws or the Reporting Standards. The fee may be in respect of each Title issued by a Member, as determined by the Board.
- 19.4 A Member must pay any Membership Fee or fine imposed in accordance with these Rules or the By-Laws within thirty days after the date of the CAB's written request for payment.
- 19.5 A Media Member must hold paid membership for the financial year in which a Reporting Period commences.

### **20. Levies**

- 20.1 Under special circumstances the Board may require that members pay a levy up to a maximum of 25% of the annual Membership Fee of a Media Member to meet the objects of the CAB.
- 20.2 Subject to Rule 20.3, for a levy that is greater than 25% of the annual Membership Fee of a Media Member, the levy must be decided and approved by either:
  - (a) an Annual General Meeting for which the notice of meeting specifies the amount of the levy to be considered by the meeting; or
  - (b) a Special General Meeting convened for that purpose and for which:
    - (i) at least twenty-eight days' notice in writing is given to Members; and
    - (ii) the notice of meeting specifies the amount of the levy to be considered by the meeting.
- 20.3 Rule 20.1 and Rule 20.2 do not apply to a levy required under Rule 77.3.

### **21. Unpaid Membership Fees, Levies or Fines**

- 21.1 A Member is not entitled to:
  - (a) receive any service provided by the CAB; or
  - (b) exercise any rights or privileges of membership,if any Membership Fee, levy, or fine imposed in accordance with these Rules or the By-Laws has not been paid within the time required by Rule 19.3, and that disentitlement will remain until either:
  - (c) the Membership Fee, levy, or fine is paid to the CAB; or
  - (d) the Member's membership is terminated under Rule 25.
- 21.2 If a Media Member has not paid any Membership Fee, levy, or fine imposed in accordance with these Rules within the time required, then the Termination of Membership provisions in Rule 25 or Rule 26 apply in addition to the sanctions imposed under Rule 37.1(a).
- 21.3 If a Member has more than one Membership, this Rule 21 applies separately to each Membership.

### **22. Annual Membership Fee or Levy Not Refundable or Transferable**

- 22.1 An annual Membership Fee or a levy decided and approved under Rule 19 or Rule 20 is not refundable nor transferable unless the Board determines otherwise.

## **RESIGNATION, BREACHES, TERMINATION OR REINSTATEMENT OF MEMBERSHIP**

### **23. Resignation of Membership**

- 23.1 A Member may resign as a Member by giving the CAB at least one month's notice in writing of its intention to resign provided that all money owing to the CAB by the Member in accordance with these Rules has been paid in full.
- 23.2 Any Member that resigns and later re-applies for membership will be considered a new member and will need to re-apply for membership under these Rules. The member will only be accepted as a new member if:
- (a) any outstanding Membership Fees, levies or fines applicable to that member have been paid in full; and
  - (b) any obligations which have been imposed on the member by the Board whether arising from a sanction or otherwise have been met to the satisfaction of the Board.

### **24. Notification of Breaches by a Member to the Board**

- 24.1 The Board must be advised by the Executive Director or by an Auditor where there has been a breach by a Member of the Rules, By-Laws or Reporting Standards.
- 24.2 Where the Board receives an advice under Rule 24.1, the Board may by written notice (*Breach Notice*) require the Member to remedy the Breach within the time stipulated in the Breach Notice.
- 24.3 If the Breach is not remedied by the Member within the time stipulated in the Breach Notice, the Board of Directors may terminate the membership of that Member by written notice to the Member.

### **25. Termination of Membership**

- 25.1 Subject to Rule 25.2, the Board of Directors may by written notice to the Member (*Termination Notice*) terminate the membership of any Member who in the Board's opinion:
- (a) breaches any of these Rules, the By-Laws or the Reporting Standards;
  - (b) makes any false or fraudulent statement as to the distribution of any Media Member;
  - (c) has displayed conduct which is detrimental to the CAB or its reputation; or
  - (d) has failed to pay any Membership Fees, levies, fines and charges.
- 25.2 Subject to Rule 25.3, the termination of the membership of a Member who receives a Termination Notice will not operate until the Member has an opportunity to be heard in their own defence by the Board on terms and conditions the Board considers reasonable.
- 25.3 If the Member desires to be heard by the Board under Rule 25.2, the Member must give the Board written notice of that desire no later than 14 days after the date of the Termination Notice.
- 25.4 If the Member does not provide a notice in accordance with Rule 25.3, the termination of the membership of the Member will stand.
- 25.5 Following a hearing under Rule 25.2, the Board of Directors may decide to:
- (a) confirm the termination of the Member's membership; or
  - (b) withdraw the Termination Notice,
- and must advise the Member in writing of its decision.

### **26. Termination of Media Membership**

- 26.1 In addition to Rule 25.1, a Media Member may be terminated as Member at any time by the Board of Directors if:
- (a) (i) the Media Member's records and information presented to the Auditor appointed for the purposes of an Audit under these Rules and the By-Laws are not in that Auditor's opinion suitable to be audited; and
  - (ii) the Media Member does not provide the records and information required to be maintained under these Rules within fourteen days after written notice to do so; or
  - (b) the Media Member does not submit to the CAB by the due date a Reporting Statement for a Reporting Period in accordance with these Rules.

### **27. Forfeit, Rights and Liability at Termination**

- 27.1 A Member whose membership of the CAB is terminated in accordance with these Rules will:
- (a) forfeit to the CAB all money paid by the Member in respect of its membership;
  - (b) cease to have any right, title or interest in the property of the CAB; and
  - (c) remain liable for, and will pay to the CAB all money which at the time of ceasing to be a Member was due from the Member.

**28. Reinstatement of Membership**

- 28.1 A Member whose membership is terminated for any reason in accordance with these Rules may be reinstated as a Member subject to any conditions which the Board of Directors may determine.
- 28.2 A Member cannot be reinstated while any Membership Fee, fine or levy is outstanding.

**29. Membership Entitlements not Transferable**

- 29.1 A right, privilege or obligation, which a Member has by reason of being a Member of the CAB:
  - (a) is not capable of being transferred or transmitted to another Member or other person; and
  - (b) terminates on termination or resignation of the Member's membership.

## **PART 3 BOARD OF DIRECTORS: POWERS, ELECTIONS AND MEETINGS**

### **BOARD OF DIRECTORS – AUTHORITY AND COMPOSITION**

#### **30. Control and Management of CAB**

30.1 Subject to these Rules, the supreme control and management of the CAB is vested in a Board of Directors.

#### **31. Composition of Board of Directors**

31.1 At any time (subject to Rule 42) the Board of Directors must consist of thirteen (13) natural persons and be comprised as follows:

<b>Membership Group</b>	<b>Number of Directors</b>
<b>Membership Group A</b> Media Members in respect of the following Titles: Business and Professional Publications; Community Language Publications; Specialty Publications.	Two
<b>Membership Group B</b> Media Members in respect of the following Titles: Community Newspapers; Community Language Newspapers	Two
<b>Membership Group C</b> Media Members in respect of Exhibitions or their nominated representative	One
<b>Membership Group D</b> Advertiser Members	Four
<b>Membership Group E</b> Advertising Agency Members	Four

31.2 The Directors of the Board must be elected from persons nominated by the Full Members for that purpose in accordance with Rule 43 below.

#### **32. Term of Office of Board of Directors**

32.1 A person elected as a Director will serve until their successor is elected in accordance with these Rules, unless their Full Membership of the CAB is terminated earlier pursuant to these Rules, or they cease to hold office as Director.

#### **33. Duties of Directors**

33.1 Each Director of the Board should not:

- (a) act in situations of conflict of interest unless approved to do so by a simple majority of the Board; or
- (b) make personal use of Confidential Information or privileged information.

33.2 Each Director of the Board should:

- (a) act in the best interests of the Members as a whole;
- (b) act within the scope of the objects of the CAB in Rule 4; and
- (c) disclose to the Board actual, potential or perceived conflicts of interest.

33.3 Each Director is bound by these Rules and the By-Laws of the CAB.

## **BOARD OF DIRECTORS' POWERS**

### **34. General Powers of the Board of Directors**

- 34.1 The Board of Directors, subject to these Rules:
- (a) is to control and manage the affairs of the CAB;
  - (b) may exercise all such functions as may be exercised by the CAB, other than those functions that are required by these Rules to be exercised by a Meeting of Members; and
  - (c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the CAB.
- 34.2 The Board of Directors may enforce the Rules and determine whether any sanction will apply and against whom as a result of any contravention of the Rules.
- 34.3 All acts done at any meeting of Directors or of a committee of Directors or by any person acting as a Director shall be valid even if it is afterwards discovered that there was some defect in the appointment or continuance of any Director or that a Director was not entitled to vote or was disqualified.

### **35. Power to Determine By-Laws and Reporting Standards**

- 35.1 The Board may make and enforce such By-Laws and Reporting Standards as the Board sees fit for the management of the business and activities of the CAB.
- 35.2 The By-Laws and Reporting Standards:
- (a) must not be inconsistent with these Rules;
  - (b) bind the Directors and the Members of the CAB;
  - (c) come into effect on a date to be nominated by the Board, provided that Members have been sent a Notice setting out the By-Law or Reporting Standard at least 14 days before the nominated date of effect; and
  - (d) will be made available to Members.
- 35.3 The Board may amend, modify, add to, delete from or cancel any By-Law or Reporting Standard at any time.
- 35.4 Any By-Law or Reporting Standard and any amendments, modifications, additions or deletions may be disallowed by a resolution carried by a vote of 75% of Full Members of the CAB who, being entitled to vote under these Rules in respect of the resolution, do so in person or by proxy at a Meeting of Members.

### **36. Power to Determine Forms, Guidelines and Procedures**

- 36.1 The Board may determine in writing, and may alter and revise, the form of any Reporting Statement, including the form of:
- (a) an Audit Certificate; or
  - (b) Publisher's Statement.
- 36.2 Without limiting Rule 36.1, the Board may determine the form of any other document issued by the CAB.
- 36.3 The Board may determine the procedures to be adopted by the CAB and Full Members in:
- (a) certifying data contained in; and
  - (b) preparing,
- any Reporting Statement, including an Audit Certificate or Publisher's Statement.
- 36.4 The Board may prepare and issue audit guidelines to assist Members in completing the forms referred to in Rule 36.

### **37. Power to Impose Sanctions**

- 37.1 The Board of Directors may impose the following sanctions:
- (a) as against a Member, any or any combination of the following (in addition to the provisions of the By-Laws concerning the CAB's right to not accept a Reporting Statement for the inclusion of its content in a distribution summary) which the Board considers appropriate in all the circumstances of the case:
    - (i) A warning where the Board considers that the Member's breach of the Rules, By-Laws or Reporting Standards was inadvertent;
    - (ii) A formal censure for breach of the Rules, By-Laws or Reporting Standards with or without a requirement for the Member to attend training by the CAB concerning the requirements of the Rules, By-Laws and Reporting Standards;
    - (iii) A fine payable to the CAB and not exceeding \$10,000 excluding GST;

- (iv) Termination of the Member's membership; or
  - (v) any other action that may be determined as appropriate by the Board in a By-Law made for the purposes of this Rule.
- (b) as against an Auditor:
- (i) a reprimand in writing;
  - (ii) suspension as an Auditor for a period determined by the Board, with or without a requirement for training by the CAB; or
  - (iii) revocation of approval and registration as an Auditor under the By-Laws with or without a direction that the Auditor is permanently ineligible to be approved and registered as an Auditor in the future.
- 37.2 A Member may appeal against the imposition of a sanction by writing to the Board.
- 37.3 The Board in response to any appeal from a Member under Rule 37.2:
- (a) must assess the appeal;
  - (b) may in its absolute discretion decide to retain or withdraw the sanction; and
  - (c) must advise the Member in writing of its decision under Rule 37.3(b).
- 37.4 A Member against whom a sanction is imposed under Rule 37.1 is also liable to reimburse the CAB's costs.

## **BOARD DETERMINATIONS**

### **38. Board of Directors' May Make Determinations**

- 38.1 In this Rule, "Determination" means a determination of the Board of Directors concerning the application or interpretation of these Rules in accordance with their spirit and intent.
- 38.2 The Board may make a Determination either:
- (a) in response to an enquiry from a Member concerning the application or interpretation of the Rules or any like matter; or
  - (b) where the Board considers that a Determination is required.
- 38.3 A Determination must:
- (a) be consistent with these Rules;
  - (b) be circulated in writing to all Members; and
  - (c) must include a reference to the category of Member, class of Member and Membership Group (as the case may be) to which the Determination applies.

### **39. Members May Dispute Determinations**

- 39.1 If a Member disputes a determination made by the Board pursuant to Rule 38.2, the Member may lodge with the CAB a notice in writing providing details of the dispute (*Dispute*) and the Dispute will be referred to the Board for decision.
- 39.2 The Board must determine the Dispute and in doing so must either:
- (a) uphold the Determination;
  - (b) revoke the Determination; or
  - (c) vary the Determination, in which case the variation will be deemed to be a Determination.
- 39.3 A Member must comply with a Determination which applies to that Member.

### **40. Determinations Consistent with the Rules**

- 40.1 All determinations of the Board of Directors under Rule 38 must be consistent with these Rules.

## **BOARD OF DIRECTORS – REPRESENTATION AND ELECTING DIRECTORS**

### **41. Representation of Membership Groups on the Board of Directors**

- 41.1 The two Directors representing Membership Group A must be elected in accordance with these Rules by the following Media Members in Membership Group A:
- (a) Business and Professional Publications;
  - (b) Specialty Publications;
  - (c) Community Language Publications.
- 41.2 The two Directors representing Membership Group B must be elected in accordance with these Rules by the following Media Members in Membership Group B:
- (a) Community Newspapers;
  - (b) Community Language Newspapers.

- 41.3 One Director representing Membership Group C must be elected in accordance with these Rules by Media Members who are Members in respect of Exhibitions.
- 41.4 The four Directors representing Membership Group D must be elected in accordance with these Rules by the Advertiser Members in Membership Group D.
- 41.5 The four Directors representing Membership Group E must be elected in accordance with these Rules by the Advertising Agency Members in Membership Group E.

## 42. New Membership Group

- 42.1 A new membership group (*Membership Group F*) representing Members in respect of the following Titles:
  - (a) Digital Publications;
  - (b) Web Sites;
  - (c) Email Newsletters; and
  - (d) Unaddressed Distribution Items,
  - (e) any other Title deemed by the Board as appropriate for inclusion, and defined in the By-Laws,
 will be created when the number of Members in respect of those Titles in (a) to (e) reaches a sum total of 50 (*Threshold*) at the Annual General Meeting following the Threshold being met.
- 42.2 Membership Group F will be allocated one position on the Board at the Annual General Meeting referred to in Rule 42.1. While the Threshold is not met, Full Members in respect of the Titles in Rule 42.1(a) to (e) are able to vote for nominees put forward by the members in Membership Group A.
- 42.3 Full Members in respect of the Titles in Rule 42.1(a) to (e) are entitled to vote in any Rule Amendment Ballot.
- 42.4 The election of the Director to represent Membership Group F is to follow the procedure for the election of Directors in these Rules, with any necessary changes being made.

## 43. Procedure for Electing Directors

- 43.1 At least sixty days before the date of the next occurring Annual General Meeting, the Executive Director must ascertain if sitting Directors who are eligible are seeking re-election to the Board.
- 43.2 At least forty-five days before the date of the next occurring Annual General Meeting the Executive Director must send a nomination form to every Full Member together with a notice (***Election Notice***):
  - (a) inviting nominations for election to the Board in each of the Membership Groups referred to in Rule 41; and
  - (b) advising whether or not any of the sitting Directors are seeking re-election and, if so, the names of those sitting Directors.
- 43.3 A Full Member may only nominate persons for election to the Board to represent the same Membership Group as the Membership Group to which that Full Member belongs.
- 43.4 Nominations for election to the position of Director must:
  - (a) be in writing using the nomination form provided by the Executive Director with the Election Notice; and
  - (b) be lodged with the Executive Director no later than fourteen days after the date appearing on the Election Notice.
- 43.5 If the number of nominations received by the Executive Director for a Membership Group is not more than the number of Directors entitled to be elected for that Membership Group as provided in Rule 41, then the persons nominated will be deemed to have been duly elected as Directors pursuant to these Rules.
- 43.6 If the number of nominations received by the Executive Director for a Membership Group exceeds the number of Directors entitled to be elected to represent that Membership Group as provided in Rule 41, then a ballot must be held to elect the persons to represent that Membership Group (*Ballot*).
- 43.7 The Executive Director must prepare a Ballot paper:
  - (a) listing in alphabetical order the persons nominated;
  - (b) instructing Full Members entitled to vote to indicate by a cross on the Ballot paper the names of the required number of representatives to fill the number of positions on the Board for the relevant Membership Group as provided in Rule 41;
  - (c) notifying the time and date by which completed Ballot papers must be returned and which must be the date fourteen days after the date on which the Ballot paper will be despatched by the Executive Director (*Ballot Closing Time*); and
  - (d) notifying the method by which completed Ballot papers must be returned by the Ballot Closing Time.
- 43.8 The Executive Director must send a Ballot paper to each Full Member entitled to vote in the Ballot.

- 43.9 Completed Ballot papers must be returned by voting Full Members entitled to vote to reach the Executive Director by the Ballot Closing Time.
- 43.10 (a) The Executive Director must count all Ballot papers received by or before the Ballot Closing Time from Full Members entitled to vote in the Ballot.  
 (b) Any Ballot paper which is marked so as to indicate either more or less than the required number of representatives instructed on the Ballot paper will be deemed invalid and must not be counted.
- 43.11 After the Executive Director has counted the votes on the Ballot papers returned by the Ballot Closing Time, the Executive Director must:  
 (a) notify Members of the result of the Ballot; and  
 (b) following the notification under Rule 43.11(a), notify:  
 (i) the Board of Directors; and  
 (ii) the Annual General Meeting,  
 the names of the persons elected as Directors in the Ballot. The Directors' positions on the Board for each Membership Group will be filled by the nominees with the most votes. In the event of a 'tie' where two or more nominees have received an equal number of votes for an unfilled position for each Membership Group, the President has the casting vote to break the 'tie' in determining which nominee will fill that unfilled position on the Board for each Membership Group.
- 43.12 Ballot papers returned to the Executive Director must be kept by the Executive Director for at least two months after the declaration of the Ballot under Rule 43.11.

#### **44. Procedure Where Insufficient Elected Representatives for Membership Groups A, B, D or E**

- 44.1 If the Full Members in Membership Groups A, B, D or E:  
 (a) nominate less than the required number of Directors for their Membership Group as provided in Rule 41; or  
 (b) having nominated a number of persons as candidates for election so as to require a ballot under Rule 43.6, fail to elect the required number of Directors for their Membership Group as provided in Rule 41,  
 the representatives of the Full Members elected to the Board representing Membership Groups A, B, D or E may appoint a representative to fill each vacancy on the Board for their Membership Group by a simple majority vote of those elected representatives. Each person appointed in that manner will hold office until the next Annual General Meeting following their appointment, unless required to cease office earlier pursuant to another provision of these Rules.

#### **45. Director Ceasing to Hold Office**

- 45.1 A Director ceases to hold office as a Director if the Director:  
 (a) dies;  
 (b) resigns his or her office by notice in writing to the CAB;  
 (c) ceases to be a Member of the CAB. In this situation, the Board may authorise the Director to remain on the Board but without voting rights, until a time determined by the Board and not later than the next Annual General Meeting;  
 (d) is removed from office by resolution passed by at least three-fourths of the votes cast at a Meeting of Members;  
 (e) is absent from three consecutive meetings of the Board without the consent of the Board;  
 (f) is prevented by law from being a Director; or  
 (g) ceases to be a Director in accordance with any other Rule.

#### **46. Casual Vacancies**

- 46.1 A casual vacancy arises on the Board at the occurrence of any of the events in Rule 45.1.
- 46.2 If a casual vacancy occurs on the Board, those Directors who are in the same Membership Group as the person who created the casual vacancy may appoint another person representing Full Members of that Membership Group to fill that casual vacancy.
- 46.3 A person appointed under Rule 46.2 to fill a casual vacancy will hold office until the next Annual General Meeting following their appointment when they must retire but they will be eligible for re-election to the Board if otherwise qualified.
- 46.4 A person appointed under Rule 46.2 will cease to hold office as Director before the Annual General Meeting at the occurrence of any of the events in Rule 45.1.

#### **47. Removal of Directors**

- 47.1 Any Director or Directors may at any time be removed from office by a resolution passed by 75% of the votes cast by Full Members who, being entitled under these Rules to vote on the resolution, vote in person or by proxy at a Meeting of Members.

### **BOARD OF DIRECTORS - MEETINGS**

#### **48. Ordinary Meetings of the Board of Directors**

- 48.1 The Board must meet on at least four occasions in each twelve months.
- 48.2 Subject to Rule 49.1, meetings of the Board may be convened by:
- (a) the President; or
  - (b) the written requisition of any five Directors lodged with the Executive Director.
- 48.3 Meetings convened under Rule 48.2 will be held at a time, on a date and at a place determined by the President.

#### **49. Meeting After Annual General Meeting**

- 49.1 The President must convene a meeting of the Board under Rule 48.2 to be held within thirty days of the Annual General Meeting for the purposes of electing the officers of the CAB in accordance with Rule 60.

#### **50. Notice of Board Meetings**

- 50.1 The Executive Director must give each Director notice in writing of each meeting of the Board at least fourteen days before the date of the meeting.
- 50.2 Each notice given under Rule 50.1 must specify the subjects to be considered at the meeting.

### **BOARD OF DIRECTORS – PROCEEDINGS AT MEETINGS**

#### **51. Proxies**

- 51.1 A Director may appoint a proxy from the Full Members with full power to act for and on their behalf at any meeting of the Board.
- 51.2 The appointment of a proxy under Rule 51.1 must be in writing delivered to the Executive Director at least seven days before the Board meeting to which the appointment relates.
- 51.3 The proxy's power to vote at a meeting either in a specific or general way is subject to the directions made by the Director appointing the proxy.

#### **52. Quorum**

- 52.1 A quorum for a Board meeting is seven Directors present either:
- (a) in person;
  - (b) by a proxy appointed under Rule 51.1 who is not necessarily an elected member of the Board of Directors; or
  - (c) by a telecommunications medium which enables the Director to be heard by the other Directors, for instance a telephone link or video conference.

#### **53. Effect of Vacancies**

- 53.1 The continuing Directors of the Board may act notwithstanding any vacancy in the membership of the Board. If the number of Directors falls below seven, the remaining Directors of the Board must not act while their number is below seven, except for the purpose of filling a vacancy.

#### **54. Chairman of Meetings**

- 54.1 The President will preside as chairman of Board meetings.
- 54.2 If the President is not present within fifteen minutes after the time set for the commencement of a Board meeting or is unwilling to act, the Deputy President will preside as chairman of that meeting.

54.3 If both the President and the Deputy President are not present within thirty minutes after the time set for the commencement of a Board meeting or are unwilling to act, the Directors present must elect one of their number to be chairman of the meeting.

## 55. Resolutions

55.1 Questions arising at a meeting of the Board must be decided by a simple majority of the votes of Directors, each with one vote, and proxies appointed under Rule 51.1 present and voting.

55.2 If a vote of the Board results in a 'tie' the chairman of the meeting will have a second or casting vote.

55.3 Any decision made in accordance with Rule 55.1 and Rule 55.2 will be deemed for all purposes to be a decision of the Board.

55.4 Resolutions may be determined by the Board by way of a Board of Directors Postal Ballot. A Board of Directors Postal Ballot must be carried out and declared in accordance with Rule 57.

55.5 The result of a Board of Directors Postal Ballot will be deemed to be a resolution of the Board of Directors.

## 56. Minutes

56.1 Accurate minutes of each meeting of the Board must be taken for consideration and approval at the next meeting of the Board.

## 57. Procedure for Conducting a Board of Directors Postal Ballot and its Declaration

57.1 In this Rule 57, unless the context otherwise requires:

**Ballot Supervisor** means a person who is not:

- (a) a Member;
- (b) a person authorised pursuant to Rule 66.1.
- (c) a member of the Board of Directors;
- (d) the Executive Director; or
- (e) an Auditor.

**Board of Directors Postal Ballot** is a postal ballot of the Directors of the Board.

**Board of Directors Postal Ballot Closing Time** means the time and date by which completed Board of Directors Postal Ballot papers must be returned to the Executive Director and which must be a date at least fourteen days after the date on which the Statement and the Board Postal Ballot paper are despatched by the Executive Director.

**Statement** means the statement specified in Rule 57.3.

57.2 In conducting a Board of Directors Postal Ballot, the President must arrange for the preparation of a Statement and a Board of Directors Postal Ballot paper.

57.3 A Statement must contain:

- (a) details of the motion calling for the vote;
- (b) the wording of the resolution to be put to the vote;
- (c) a statement of the facts which the President considers to be relevant to the resolution to be put to the vote; and
- (d) the Board of Directors Postal Ballot Closing Time.

57.4 The Executive Director must send the Statement and the Board of Directors Postal Ballot paper to each member of the Board.

57.5 A Director may vote for or against a resolution in a Board of Directors Postal Ballot by duly completing a Board of Directors Postal Ballot paper and either:

- (a) posting it so as to reach the Executive Director; or
- (b) delivering it by hand to the CAB's office, no later than the Board of Directors Postal Ballot Closing Time.

57.6 If for any reason a Board of Directors Postal Ballot paper does not reach the Executive Director or is not delivered by hand to the CAB's office by the Board of Directors Postal Ballot Closing Time that Board of Directors Postal Ballot paper will not constitute a valid vote.

57.7 The Board must appoint a Ballot Supervisor to scrutinise and count all votes contained in Board of Directors Postal Ballot papers received on or before the Board of Directors Postal Ballot Closing Time.

57.8 The Ballot Supervisor:

- (a) must report to the Board of Directors on the number of votes received for and against the resolution put to the vote by the Board of Directors Postal Ballot; and

- (b) must not disclose to any person (unless required by law) the manner in which any Member of the Board of Directors has voted in respect of a Board of Directors Postal Ballot.
- 57.9 The Ballot Supervisor must declare in writing whether a resolution has or has not been carried by a Board of Directors Postal Ballot and that declaration must be circulated to all members of the Board.
- 57.10 A declaration by the Ballot Supervisor that a resolution which is the subject of a Board of Directors Postal Ballot has been:
- (a) carried or carried by a particular majority; or
  - (b) not carried or not carried by a particular majority,
- will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **PART 4 COMMITTEES AND OFFICERS**

### **COMMITTEES**

#### **58. Board Power to Delegate to Committees**

- 58.1 The Board may delegate any of its powers, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by a law,
- to one or more committees consisting, subject to Rule 58.3, of such persons as the Board sees fit.
- 58.2 Any committee so formed must in the exercise of the powers delegated by the Board conform to any regulations that may be imposed on it by the Board.
- 58.3 Each Committee must have either the President, the Deputy President or the Treasurer as a member.
- 58.4 A committee member who is not a Director on the Board is not entitled to vote at a Board meeting.

#### **59. Committee Proceedings**

- 59.1 A committee may meet and adjourn as it considers appropriate.
- 59.2 A committee may elect a chairperson of its meetings.
- 59.3 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 59.4 A quorum for a meeting of a committee is constituted by a majority of the members of the committee at the time the meeting is held.
- 59.5 Questions arising at any meeting of a committee are to be determined by a simple majority of votes of the members present and, if the votes are equal, the question is decided in the negative.

### **OFFICERS – ELECTION AND DUTIES**

#### **60. Officers of the CAB – Election**

- 60.1 The officers of the CAB must consist of a:
- (a) President;
  - (b) Deputy-President; and
  - (c) Honorary Treasurer.
- 60.2 The President, Vice President and Honorary Treasurer must be Directors and must serve without salary.
- 60.3 The President, Vice President and Honorary Treasurer must be elected by the Directors of each incoming Board of Directors from their number at the Board meeting convened in accordance with Rule 49.1 after a call for nominations at that meeting.
- 60.4 The President, Deputy President and Honorary Treasurer will serve until:
- (a) their successors are elected in accordance with these Rules; or
  - (b) they cease to hold office as a Director of the Board,
- whichever is the earlier.
- 60.5 An Officer may at any time be removed from office by a resolution passed by 75% of the Directors on the Board if the Directors believe it is in the best interests of the CAB to do so.
- 60.6 If there is a vacancy in the position of an Officer the Board may elect a Director representing a Full Member to fill that vacancy. Any person so appointed under this Rule will hold office until the next Annual General Meeting when they must retire but will be eligible for re-election to the Board if otherwise qualified.

#### **61. Executive Director – Appointment and Duties**

- 61.1 The Board of Directors must appoint an Executive Director of the CAB upon terms and conditions which the Board considers appropriate. Any Director or Member of the CAB is ineligible for appointment as Executive Director of the CAB.

- 61.2 The duties of the Executive Director are to:
- (a) secure membership of the CAB;
  - (b) maintain a record of all meetings of the Members and the Board;
  - (c) jointly with the Honorary Treasurer, and for the purposes of certification to the Board and the Members, be satisfied that the accounts present a true and fair view, in all material respects, of the CAB's financial condition and operational results, and are in accordance with the relevant accounting standards;
  - (d) jointly with the Honorary Treasurer, certify to the Board of Directors and the Members that the certification in Rule 61.2(c) is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and the Members (as the case may be), and the CAB's risk management and internal compliance and control system is operating efficiently and effectively in all material respects;
  - (e) undertake all normal business on behalf of the CAB;
  - (f) perform the other duties required of the Executive Director by these Rules; and
  - (g) perform other tasks relating to the objects of the CAB directed by the Board of Directors.
- 61.3 The Executive Director must provide reports concerning:
- (a) the progress and operations of the CAB;
  - (b) any alleged breach of these Rules, the By-Laws, Reporting Standards or other default by any Member;
  - (c) any suggestions which the Executive Director believes would tend to improve the working of the CAB,
- to:
- (d) each Annual General Meeting; and
  - (e) any other meeting required by the President or the Board.

## **62. Duties of Honorary Treasurer**

- 62.1 The Honorary Treasurer must:
- (a) supervise the accounts of the CAB and, jointly with the Executive Director, and for the purposes of certification to the Board and the Members, be satisfied that the accounts present a true and fair view, in all material respects, of the CAB's financial condition and operational results, and are in accordance with the relevant accounting standards;
  - (b) present independently audited statements of revenue and expenditure and balance sheets:
    - (i) to the Board at its last meeting before the Annual General meeting; and
    - (ii) to the Annual General Meeting for its approval;
  - (c) jointly with the Executive Director, certify to the Board and the Members that the certification in Rule 62.1(a) is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and the Members (as the case may be), and the CAB's risk management and internal compliance and control system is operating efficiently and effectively in all material respects; and
  - (d) present to the Board any other reports required from time to time by the Board.

## **PART 5 MEETINGS OF MEMBERS**

### **MEETINGS OF MEMBERS – ANNUAL AND SPECIAL GENERAL MEETINGS**

#### **63. Annual General Meeting**

- 63.1 The Annual General Meeting must be held once in every Financial Year at the time, date and place determined by the Board or, failing agreement by the Board, by the President.
- 63.2 The Executive Director must send each Member a notice in writing of the time, date and place of the Annual General Meeting at least twenty-eight days before the date of the meeting.
- 63.3 The business of an Annual General Meeting is to:
  - (a) receive and consider the statement of revenue and expenditure and the balance sheet of the CAB, for the approval of Members by a simple majority;
  - (b) receive and consider a report of the proceedings of the CAB for the previous Financial Year;
  - (c) transact any other business which is brought under consideration by the annual report issued with the notice convening the meeting;
  - (d) appoint Independent financial auditors of the CAB;
  - (e) transact any other business which the Full Members present in person or by proxy at an Annual General Meeting may transact at the meeting; and
  - (f) transact business of which notice has been given in accordance with Rule 65.

#### **64. Special General Meeting**

- 64.1 The President may convene a Special General Meeting whenever the President thinks fit.
- 64.2 The President must convene a Special General Meeting when requisitioned in writing to the Executive Director by a simple majority of the Full Members in any Membership Group or at least 50 Full Members representing at least two Membership Groups.
- 64.3 When a Special General Meeting is convened by the President under this Rule the Executive Director must send all Members a notice in writing of the time, date, place and purpose of the Special General Meeting at least fourteen days before the date of the meeting.

### **PROCEEDINGS AT A MEETING OF MEMBERS**

#### **65. Proceedings**

- 65.1 Rules 65.2 and 65.3 do not apply to the business of an Annual General Meeting.
- 65.2 Notice of all business or resolutions required to be brought forward for discussion and determination at a Meeting of Members must be submitted in writing to the Executive Director at least fourteen days before the date set for that Meeting.
- 65.3 The Executive Director must submit any notice received in accordance with Rule 65.2 to the Board before the business or resolutions contained in that notice are placed before the relevant Meeting of Members for consideration.
- 65.4 The Executive Director must give the Members notice of any business or resolution which is to be placed before the relevant Meeting of Members for consideration.
- 65.5 Full Members must be given at least 14 days notice of any proposed resolution to be passed by 75% of the votes cast by Full Members.
- 65.6 The accidental omission or failure to give a Member notice of a Meeting of Members or the non-receipt of any such notice will not invalidate anything done at the meeting.

#### **66. Representation at a Meeting of Members**

- 66.1 A Member which is not a natural person may authorise, by notice in writing to the Executive Director, a specified individual to act as that Member's representative at specified Meetings of Members which the Member would, if it were a natural person, be entitled to attend as a Member.
- 66.2 An authority given by a Member under Rule 66.1 may be revoked only by notice in writing to the Executive Director and that revocation will operate from the date on which the written notice is received by the Executive Director.

66.3 Until an authority is revoked under Rule 66.2, an individual given that authority is entitled to exercise on the authorising Member's behalf the same powers as that Member could exercise as a Member if it were a natural person.

## **67. Proxies**

67.1 An Associate Member entitled to attend a Meeting of Members may appoint another person as their proxy to attend that meeting instead of the Associate Member.

67.2 A Full Member entitled to attend and vote at a Meeting of Members may appoint any other Full Member as their proxy to attend and vote at that meeting instead of the absent Full Member.

67.3 A proxy appointed under this Rule has the same right to speak at a Meeting of Members as the person appointing the proxy would have if they were attending that meeting.

67.4 The appointment of a proxy under this Rule must be in writing delivered to the Executive Director at least seven days before the Meeting of Members to which the appointment relates.

## **68. Quorum**

68.1 In this Rule 68, Financial Full Member means a Full Member who has paid to the CAB all amounts owing to the CAB in accordance with these Rules.

68.2 A quorum for a Meeting of Members:

(a) is:

(i) thirteen (13) Financial Full Members present in person; or

(ii) fifty (50) Financial Full Members present in person or by proxy, seven (7) of whom must be present in person; and

(b) must include at least one Financial Full Member present in person from each Membership Group.

68.3 Where:

(a) an individual present at a Meeting of Members is authorised to act as the representative of a Full Member at that meeting by virtue of an authority given by the Full Member under Rule 67.2;

(b) the individual is not otherwise entitled to be present at that Meeting of Members; and

(c) the Full Member being represented is a Financial Full Member, the Full Member will be deemed to be personally present at the Meeting of Members for the purposes of a quorum.

68.4 If a quorum is not present within thirty minutes after the time set for a Meeting of Members:

(a) where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or

(b) in any other case:

(i) the meeting stands adjourned to the time, date and place the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place; and

(ii) if at the adjourned meeting a quorum is not present within thirty minutes after the time set for the meeting, the meeting will be dissolved.

## **69. Chairman of Meetings**

69.1 The President will preside as chairman of all Meetings of Members.

69.2 If the President is not present within fifteen minutes after the time set for the commencement of a Meeting of Members or is unwilling to act, the Deputy President will preside as chairman of that meeting.

69.3 If both the President and the Deputy President are not present within thirty minutes after the time set for commencement of a Meeting of Members or are unwilling to act, the Full Members present and eligible to vote must elect one of their number to be chairman of the meeting.

## **70. Resolutions**

70.1 At any Meeting of Members decisions of the meeting will be:

(a) by way of a show of hands of the Full Members, each with one vote, unless a poll is demanded by the President or demanded by at least five Full Members present in person or by proxy; and

(b) decided by a simple majority of the votes, unless another provision of these Rules requires that the decision be made by a vote of 75% of the Full Members who, being entitled to vote under these Rules in respect of the resolution, do so in person or by proxy.

- 70.2 If a poll is demanded under Rule 70.1, it must be carried out and declared in accordance with the procedures set out in Rule 71.
- 70.3 For the purposes of these Rules:  
(a) a decision made in accordance with Rule 70.1; or  
(b) the result of a poll carried out in accordance with Rule 70.2,  
will be deemed to be the resolution of the Meeting of Members at which the decision or poll was taken.
- 70.4 If there is an equality of votes either on a show of hands or on a poll at a Meeting of Members the chairman of that meeting is entitled to a further, casting vote.

## **71. Procedure for Conducting a Poll of Members at a Meeting of Members**

- 71.1 If a poll is demanded at a Meeting of Members (*Poll*), each Full Member present in person or by proxy entitled to vote in accordance with these Rules on any resolution will have one vote in respect of each membership of the CAB recorded by the Executive Director in accordance with Rule 14.2 in the name of that Full Member.
- 71.2 A Poll will be taken in the manner the chairman of the meeting directs.
- 71.3 The chairman of the meeting must declare the result of a Poll at the Meeting of Members at which the Poll was taken.
- 71.4 A declaration by the chairman of the meeting under Rule 71.3 that a resolution has been:  
(a) carried or carried by a particular majority; or  
(b) not carried or not carried by a particular majority,  
will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **72. Use of Technology for Meetings of Members**

- 72.1 A Meeting of Members may be held at two or more venues by any means of audio or audio-visual communication that gives the Members as a whole a reasonable opportunity to participate in the Meeting.
- 72.2 A Meeting of Members held solely or partly by technology is treated as held at the place at which the greatest number of Members present at the meeting is located or, if an equal number of Members is located in each of two or more places, at the place where the chairman of the meeting is located.
- 72.3 The Members will be informed of the telecommunications medium (if any) to be used for the Meeting of Members in the notice in writing of the Meeting.

## **PART 6 MEMBERS' INDEMNITIES FOR ACTIONS**

### **Indemnities in Relation to Actions**

#### **73. A Member's Indemnity in Relation to Enforcement Action**

- 73.1 If the Board determines that it is necessary for the CAB to take action (whether by internal procedure, litigation or any form of alternative dispute resolution) to:
- (a) collect any money owing to it on any account; or
  - (b) enforce any Rule, By-Law or Reporting Standard,
- the Member or former Member against whom the action is taken must indemnify and reimburse the CAB for all costs incurred by the CAB (including, by way of illustration and not limitation, the cost of Auditor and staff time spent in connection with the enforcement procedure, postage, printing, supplies, reasonable legal fees, whether incurred in an internal enforcement procedure or in litigation in the courts or before an arbitration tribunal, and legal costs on a solicitor client basis) in any way related to that action.

#### **74. Indemnity in Relation to Actions by Members or Third Parties**

- 74.1 If the CAB is subjected to any claim or action from a Member or a third party arising (in whole or in part) from a failure by a Member to comply with any of these Rules, then that Member must indemnify and reimburse the CAB for:
- (a) all costs incurred by the CAB (including legal costs on a solicitor client basis) in any way related to that claim or action; and
  - (b) any amount paid by the CAB by way of settlement, judgment or an order of any person authorised by law to make such a disposition.

#### **75. Indemnity in Relation to Actions by Members**

- 75.1 A Member who:
- (a) brings a claim or an action against the CAB;
  - (b) joins the CAB in a claim or any action the Member takes against another Member or a third party; or
  - (c) joins the CAB in a claim or any action brought against the Member by another Member or a third party,
- must indemnify and reimburse the CAB for all costs incurred by the CAB (including legal costs on a solicitor client basis) in any way related to that claim or action.
- 75.2 Nothing in this Rule 75.2 operates so as to:
- (a) require a Member to reimburse the CAB contrary to an order of a court or any person authorised by law that the CAB must bear (in whole or in part) its own costs and expenses in any action, but if that order relates to a part only of the CAB's costs then Rule 70.1 applies to the remainder of those costs;
  - (b) have the effect that the CAB's costs are reimbursed more than once.

## **PART 7 INCOME AND PROPERTY**

### **Application of Income and Property**

#### **76. Application of Income and Property**

- 76.1 The income and property of the CAB must be applied solely towards the promotion of the objects of the CAB.
- 76.2 Subject to Rule 76.3, on no account must any part of the income and property of the CAB be paid or transferred to Members.
- 76.3 Nothing in Rule 76.2 prevents the CAB from:
- (a) paying remuneration to any employee of the CAB or to any Member or any other person for services provided to the CAB including performance bonuses for the achievement of the objects of the CAB and the exceptional performance of their respective roles; or
  - (b) paying interest (at a rate not exceeding that approved by the Board) on money borrowed from or lawfully due to any Member.

#### **77. Dealing with Income and Property on Dissolution**

- 77.1 On the winding up or dissolution of the CAB, if there is any property remaining after the satisfaction of the CAB's debts and liabilities that property must not be paid to or distributed among the Members but must be given or transferred to some other organisation or organisations which have objects similar to the objects of the CAB.
- 77.2 For the purposes of Rule 77.1, the organisation or organisations must be:
- (a) determined by the Members at a Special General Meeting convened for that purpose at or before the time of winding up or dissolution;
  - (b) or in default of a Special General Meeting under Rule 77.2(a), by a Judge of the Supreme Court of New South Wales who has or acquires jurisdiction in the matter.
- 77.3 If it is proposed to wind up or dissolve the CAB and the Board determines that upon the winding up or dissolution there would be a deficit, persons:
- (a) who would be Members at; or
  - (b) who were Members at any time during the twelve (12) months immediately preceding, the date of the proposed winding up or dissolution will be subject to, and must pay to the CAB, a special levy determined by the Board of Directors to meet the deficiency.

#### **78. Dissolution**

- 78.1 The CAB must be dissolved if:
- (a) a resolution to dissolve the CAB is carried by a vote of 75% of Full Members of the CAB who, being entitled to vote under these Rules in respect of the dissolution, do so in person or by proxy at a Meeting of Members; or
  - (b) the number of Full Members drops to ten or less.
- 78.2 The CAB may be wound up if Part 5.7 of the *Corporations Act 2001* (Cth) (winding up bodies other than companies) applies.

## PART 8 MISCELLANEOUS

### RESOLUTION OF MEMBERS' ISSUES

#### 79. Member Must Follow Procedures in Rules and By-Laws

- 79.1 In this Rule 79.1, "officer" means the President, Deputy President, Honorary Treasurer, Executive Director or Auditor.
- 79.2 A Member must not bring any action against another Member or the CAB or its officers unless the Member has first exhausted all rights and remedies provided in these Rules and the By-Laws.

### FUNDS – SOURCE AND MANAGEMENT

#### 80. SOURCE OF FUNDS

- 80.1 The funds of the CAB are to be derived from annual Membership Fees, levies or fines payable by Members, donations and, subject to any resolution passed at a Meeting of Members, such other sources as the Board of Directors determines.
- 80.2 All money received by the CAB will be deposited as soon as practicable and without deduction to the credit of the CAB's bank account.
- 80.3 The CAB will, as soon as practicable after receiving any money, issue an appropriate receipt.

#### 81. MANAGEMENT OF FUNDS

- 81.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board of Directors or jointly by the Executive Director and a member of the Board of Directors.

### ALTERATION OF OBJECTS AND RULES

#### 82. Alteration of Objects and Rules

- 82.1 The statement of objects of the CAB and these Rules may be altered, rescinded or added to only:
- (a) by a vote of 75% of the Full Members of the CAB who, being entitled under these Rules to vote, do so in person or by proxy at a Meeting of Members; or
  - (b) in accordance with both Rule 83 and Rule 84.

#### 83. Rule Amendment Process

- 83.1 In this Rule 83 and in Rule 84, unless the context otherwise requires:

**Amendment Proposal** means a proposal in writing to amend any of these Rules and which provides full details of the proposal, the reasons for making the proposal, the words proposed to be amended and the exact wording of the amendment proposed.

**Ballot Supervisor** means a person who is not:

- (a) a Member;
- (b) a person authorised pursuant to Rule 66.1;
- (c) a member of the Board of Directors;
- (d) the Executive Director.

**Notice** means the notice specified in Rule 84.2.

**Proponent** means a Full Member who submits an Amendment Proposal.

**Rule Amendment Ballot** means a ballot of Full Members in relation to an Amendment Proposal.

**Rule Amendment Ballot Closing Time** means the time and date by which completed Rule Amendment Ballot papers must be returned to the Executive Director and which must be a date at least fourteen days after the date on which the Notice and Rule Amendment Ballot paper are despatched by the Executive Director.

- 83.2 A Full Member may propose an amendment to these Rules by submitting an Amendment Proposal to the Executive Director.
- 83.3 As soon as practicable after the Executive Director receives an Amendment Proposal, the Executive Director must provide a copy of the Amendment Proposal to each Director on the Board.
- 83.4 The Board of Directors must consider the Amendment Proposal and may:
  - (a) require the Proponent to provide any further information and supporting evidence concerning the Amendment Proposal which the Board of Directors requires;
  - (b) obtain any advice the Board considers it requires in relation to any aspect of the Amendment Proposal and its impact on those Rules which are not part of the Amendment Proposal; and
  - (c) discuss the Amendment Proposal with the Proponent or any other Member.
- 83.5 During the period of the Board's consideration of the Amendment Proposal, the Proponent may:
  - (a) withdraw the Amendment Proposal; or
  - (b) with the written consent of the Board, amend the Amendment Proposal.
- 83.6 The Board of Directors must determine whether the Amendment Proposal should be submitted to a vote of Full Members in accordance with this Rule 83 and Rule 84 and must make that determination at a meeting of the Board called for that purpose.
- 83.7 If the Board decides that the Amendment Proposal should be put to a vote of Full Members in accordance with this Rule 83 and Rule 84, the Executive Director must arrange for a ballot of Full Members in accordance with the procedures in Rule 84.
- 83.8 If the Board decides that the Amendment Proposal should not be put to a vote of Full Members, the Executive Director must advise the Proponent of that fact.
- 83.9 If the Board decides pursuant to Rule 83.8 that the Amendment Proposal should not be put to a vote of Full Members, the Proponent and at least fifty (50) other Full Members across two Membership Groups may requisition in writing to the Executive Director that the Amendment Proposal be put to a vote of Full Members.
- 83.10 As soon as practicable after receiving a requisition in accordance with Rule 83.9, the Executive Director must arrange for a ballot of Full Members in accordance with the procedures in Rule 84.
- 83.11 Subject to Rule 83.12, if more than 75% of votes by Full Members entitled to vote in respect of an Amendment Proposal vote in favour of a proposed amendment, these Rules will be amended in the manner proposed on and from a date which the Board of Directors determines and which is notified in the notice of the ballot for that vote pursuant to Rule 84.
- 83.12 The date which the Board of Directors determines for the purposes of Rule 83.11 must be a date occurring no later than six months after the Rule Amendment Ballot Closing Time.

#### **84. Procedure for Conducting a Ballot of Full Members**

- 84.1 In conducting a Rule Amendment Ballot, the Executive Director must prepare a Notice and a Rule Amendment Ballot paper.
- 84.2 A Notice must contain, as a minimum:
  - (a) the Amendment Proposal;
  - (b) a copy of any:
    - (i) further information received pursuant to Rule 83.4(a); and
    - (ii) written advice received pursuant to Rule 83.4(b);
  - (c) the wording of the resolution to put the Amendment Proposal to the vote;
  - (d) a statement of the facts which the President considers to be relevant to the Amendment Proposal;
  - (e) the Rule Amendment Ballot Closing Time; and
  - (f) the date determined by the Board on which the Amendment Proposal, if passed, will come into effect pursuant to Rule 83.11.
- 84.3 The Executive Director must send the Notice and the Rule Amendment Ballot paper to each Full Member entitled to vote in the Rule Amendment Ballot.
- 84.4 A Full Member entitled to vote in a Rule Amendment Ballot may vote for or against an Amendment Proposal by duly completing a Rule Amendment Ballot paper and either:
  - (a) posting it so as to reach the Executive Director;
  - (b) delivering it by hand to the CAB's office;
  - (c) faxing it to the CAB;

- (d) emailing it to the CAB email address advised in the Notice; or
  - (e) sending it by some other electronic means which is approved by the Board and advised in the Notice,
- no later than the Rule Amendment Ballot Closing Time.
- 84.5 If for any reason a Rule Amendment Ballot paper does not reach the CAB by the Rule Amendment Ballot Closing Time that Rule Amendment Ballot paper will not constitute a valid vote.
- 84.6 In a Rule Amendment Ballot, each Full Member has one vote for each Title for which that Full Member is a Member.
- 84.7 The Executive Director must appoint a Ballot Supervisor to scrutinise and count all votes contained in Rule Amendment Ballot papers received:
- (a) in accordance with the requirements of Rule 84.4; and
  - (b) on or before the Rule Amendment Ballot Closing Time.
- 84.8 The Ballot Supervisor:
- (a) must report to the Executive Director on the number of votes received for and against the Amendment Proposal; and
  - (b) must not disclose to any person (unless required by law) the manner in which any Full Member has voted in respect of an Amendment Proposal.
- 84.9 The Ballot Supervisor must declare in writing whether an Amendment Proposal has or has not been passed as a result of a Rule Amendment Ballot and the Executive Director must arrange for that declaration to be circulated to all Members.
- 84.10 A declaration by the Ballot Supervisor under Rule 84.9 that an Amendment Proposal has or has not been passed as a result of a Rule Amendment Ballot is conclusive evidence of that fact without proof of the number of votes cast for and against the Amendment Proposal.

## NOTICES

### 85. Service of Notices

- 85.1 Except where specifically stipulated otherwise in these Rules, a notice or other communication may be given by the Board or the Executive Director to any Member either by:
- (a) handing it to them personally;
  - (b) sending it by:
    - (i) pre-paid ordinary post to the Member's postal address;
    - (ii) facsimile to the Member's facsimile number; or
    - (iii) e-mail to the Member's e-mail address,
 shown in the record kept by the Executive Director pursuant to Rule 14.2 or the postal address, e-mail address or facsimile number supplied by the Member to the CAB for the giving of notices to them.
- 85.2 Except where specifically stipulated otherwise in these Rules, a notice or other communication may be given by a Member to the Board either by:
- (a) handing it to the Executive Director personally;
  - (b) sending it by:
    - (i) pre-paid ordinary post to the CAB's postal address;
    - (ii) facsimile to the CAB's facsimile number; or
    - (iii) e-mail to the Executive Director's e-mail address.
- 85.3 Except where specifically stipulated otherwise in these Rules, a notice or other communication may be given by a Member to the Executive Director or an Auditor of the CAB either by:
- (a) handing it to the addressee personally;
  - (b) sending it by:
    - (i) pre-paid ordinary post to the CAB's postal address marked to the attention of the addressee;
    - (ii) facsimile to the CAB's facsimile number marked to the attention of the addressee; or
    - (iii) e-mail to the addressee's e-mail address.

### 86. Deemed Receipt of Notices

- 86.1 A letter, facsimile transmission or e-mail is deemed to be received:
- (a) in the case of a posted letter, on the third day after the date on which the letter was posted;
  - (b) in the case of a facsimile, at the time stated in a transmission report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the recipient; and

- (c) in the case of an e-mail, in the absence of the receipt of a failed delivery report by the machine from which the e-mail was sent.

## **REPEAL AND TRANSITIONAL PROVISIONS**

### **87. Repeal and Transitional Provisions**

- 87.1 At the time of the commencement of these Rules, the *Circulations Audit Board By-Laws and Rules January 2001* ("**2001 CAB Rules**") are repealed and are no longer operative subject only to the transitional provisions set out herein.
  
- 87.2 The following By-Laws and Rules from the 2001 CAB Rules shall remain in force at the commencement of these Rules until such time as the commencement of the new By-Laws and Reporting Standards as applicable at which time this transitional provision shall expire and the following 2001 CAB Rules shall be repealed:
  - (a) By-Law B 10(1)-(13) "Publicity"; and
  - (b) By-Law B 11(1)-(6) "Publicity Violations"; and
  - (c) Rule R1(1)-(6) "Publication Members' Audit Obligations"; and
  - (d) Rule R2(1)-(3) "Audits"; and
  - (e) Rule R3(1)-(5) "Records and Requirements for Audit".
  
- 87.3 On the commencement of these Rules:
  - (a) an existing Publisher Member becomes a Media Member in respect of each Title which that Publisher Member holds membership for;
  - (b) an existing Exhibition Member becomes a Media Member;
  - (c) an existing Subscriber Member becomes an Associate Member;
  - (d) Advertiser and Advertising Agency Members remain as such Members; and
  - (e) the Directors on the Board of Directors remain as Directors until their successors are elected in accordance with these Rules.

## **IRREGULARITY**

### **88. Acts valid**

- 88.1 A proceeding under these Rules is not invalidated by any irregularity unless the Board of Directors resolves that the irregularity has caused or may cause substantial prejudice to one or more Members.

## PART 9 DICTIONARY

### 89. Dictionary of Terms

89.1 In these Rules, unless the context otherwise requires, the following terms have the meanings set out below:

**“Advertiser Member”** is a Full Member who in the opinion of the Board of Directors either:

- (a) carries on business as an advertiser which (among other things) advertises in Titles but which is not an advertising agency; or
- (b) is an association representing advertisers with a membership of at least 12 advertisers who advertise in Titles,

and who has been admitted in accordance with Rule 9.1.

**“Advertising Agency Member”** is a Full Member who in the opinion of the Board of Directors either:

- (a) carries on business as an organisation which (among other things) places advertising in Titles but which is not an advertiser; or
- (b) is an association representing advertising agencies with a membership of at least 12 advertising agencies which place advertising in Titles,

and who has been admitted in accordance with Rule 9.1.

**“Annual General Meeting”** is an annual general meeting of Members convened and held in accordance with Rule 63.

**“Associate Member”** is a person who in the opinion of the Board has a legitimate interest in receiving information provided by the CAB and who should be admitted as an Associate Member of the CAB.

**“Audit”** is an audit of:

- (a) the distribution of a Title; or
  - (b) the attendance at a conference or Exhibition; or
  - (c) the dissemination by electronic or digital communication or media including the internet; or
  - (d) any other matter authorised by the Board of Directors under the By-Laws,
- which is carried out in accordance with these Rules, By-Laws and Reporting Standards.

**“Audit Certificate”** is a report submitted by a Media Member and verified by an Auditor:

- (a) in respect of the distribution of a Member’s Title;
- (b) in the form stipulated from time to time by the Board of Directors; and
- (c) prepared as required and in accordance with the By-Laws, Reporting Standards and Audit Guidelines.

**“Audit Guidelines”** are the CAB’s audit guidelines determined by the Board of Directors from time to time.

**“Audit Periods”** are the audit periods stipulated in the By-Laws, which apply to Titles and which may be varied from time to time by the Board.

**“Auditor”** is an independent auditor who:

- (a) may or may not be a CAB staff auditor;
- (b) satisfies the requirements of the By-Laws; and
- (c) has been approved by the Board under the By-Laws to carry out Audits.

**“Board of Directors”** or **“Board”** is the board of persons described in Rule 31.1 holding office as members of the Board of Directors of the CAB in accordance with these Rules.

**“Business and Professional Publication”** is a Title written for and/or distributed to a business or professional audience, as further defined in the By-Laws and the applicable Reporting Standard.

**“By Laws”** means the By-Laws of the CAB as amended from time to time.

**“CAB”** is the Circulations Audit Board named in Rule 1.

**“Community Language Newspaper”** is a Title which:

- (a) is a newspaper;
- (b) is distributed to an audience that shares a cultural identity; and
- (c) may be written in a language other than English,

as further defined in the By-Laws and the applicable Reporting Standard.

**“Community Language Publication”** is a Title which:

- (a) is distributed to an audience that shares a cultural identity;
- (b) may be written in a language other than English; and
- (c) is not a newspaper,

as further defined in the By-Laws and the applicable Reporting Standard.

**“Community Newspaper”** is a Title which:

- (a) is a newspaper;
- (b) is published at least monthly;
- (c) is predominantly distributed within a defined geographic boundary; and
- (d) contains community news,

as further defined in the By-Laws and the applicable Reporting Standard.

**“Confidential Information”** is information in any form or media that:

- (a) relates to the business, assets or affairs of the CAB; and
- (b) is made available by or on behalf of the CAB to the recipient, directly or indirectly,

but excludes information that the recipient can establish to the satisfaction of members of the Board of Directors (as the case may be) that:

- (c) is in or enters the public domain other than through a breach of any obligation of confidence owed to the CAB;
- (d) is or was made available to the recipient by a person (other than the CAB) who was not then under any obligation of confidence to the CAB in relation to that information; or
- (e) was developed by the recipient without the recipient relying on, referring to or incorporating any of the Confidential Information.

**“Deputy President”** is the person for the time being holding office as the Deputy President of the CAB.

**“Digital Publication”** is a Title which is:

- (a) an entire Publication;
- (b) accessible or distributable digitally; and
- (c) as further defined in the By-Laws and the applicable Reporting Standard.

**“Director”** is a person for the time being holding office as a member of the Board of Directors.

**“Email Newsletter”** is a Title which is a Publication, newsletter or product distributed by email, as further defined in the By-Laws and the applicable Reporting Standard.

**“Executive Director”** is the person for the time being appointed by the Board of Directors of the CAB to the position of Executive Director pursuant to Rule 61 and who may also be referred to as the “Chief Executive Officer” of the CAB.

**“Exhibition”** is a Title which is any offering or programme, for example a display, exposition or demonstration of items at a venue/location, a conference or an event, as further defined in the By-Laws and the applicable Reporting Standard.

**“Financial Year”** is the period commencing on 1 July in any year and ending on 30 June in the following year.

**“Full Member”** is a person admitted as a full Member in accordance with Rule 9.1 or Rule 10.3, and includes a person who is a Media Member, Advertiser Member or Advertising Agency Member by virtue of Rule 87.3.

**“GST”** has the same meaning as in A New Tax System (Goods and Services Tax) Act 1999 (Cth).

**“Honorary Treasurer”** or **“Treasurer”** is the person for the time being holding office as the Honorary Treasurer of the CAB pursuant to Rule 62.

**“Independent”** means independence from the management of an organisation and freedom from of any business or other relationship that:

- (a) could materially interfere with; or
  - (b) a reasonable person could reasonably perceive to materially interfere with,
- the exercise of unfettered and independent judgement.

**“Initial Audit”** is the first Audit of a Media Member Elect as described in Rule 11.1(b) and as further defined in and conducted according to the By-Laws.

**“Media Member”** is a Full Member of the CAB in respect of a Title.

**“Media Member Elect”** is the publisher or issuer of a Title that has been approved by the Board but has yet to complete an Initial Audit.

**“Meeting of Members”** is an Annual General Meeting or a Special General Meeting.

**“Member”** is a member of the CAB who has been admitted in accordance with Rule 8, or is a member by virtue of Rule 87.3.

**“Membership”** means membership of the CAB.

**“Membership Fee”** is the membership fee payable under these Rules by a Member of the CAB.

**“Membership Group”** is any one of the groups of Full Members referred to in Rule 41.

**“Officer”** means the President, Vice-President or Honorary Treasurer of the CAB.

**“President”** is the person holding office as the President of the CAB pursuant to Rule 60.

**“Proxy”** means a person appointed a proxy under the Rules.

**“Proxy Form”** is a document in a form approved by the Board of Directors lodged by a Member with the CAB appointing a natural person as the Member’s Proxy to attend and vote at a Meeting of Members.

**“Publication”** is a newspaper or magazine.

**“Publisher’s Statement”** is a statement by a Media Member:

- (a) in respect of the distribution of a Title;
  - (b) in the form approved by the Board; and
  - (c) prepared as required by the By-Laws,
- but which is not audited by an Auditor.

**“Reporting Period”** is an audit period or statement period as applicable and as defined in the By-Laws.

**“Reporting Standards”** are the audit rules and requirements applying to the audit of a particular type of Title.

**“Reporting Statement”** is an Audit Certificate or Publisher’s Statement, or other form determined by the Board.

**“Rules”** are these rules of the CAB in force and as amended from time to time.

**“Special General Meeting”** is a special general meeting of Members convened and held in accordance with Rule 64.

**“Specialty Publication”** is a Title which is not a Business or Professional Publication, Community Language Publication, Community Newspaper or Community Language Newspaper, as further defined in the By-Laws and the applicable Reporting Standard.

**“Title”** is any media or product as determined by the Board and defined in the By-Laws and includes a Community Newspaper or Community Language Newspaper, Community Language Publication, Specialty Publication, Unaddressed Distribution Item, Web Site, Email Newsletter, Business and Professional Publication, Digital Publication and Exhibition.

**“Unaddressed Distribution Item”** is a Title which is any unaddressed item distributed by a distributor, as further defined in the By-Laws and the applicable Reporting Standard.

**“Web Site”** is a Title which is a web site address, uniform resource locator (URL) or portal, as further defined in the By-Laws and the applicable Reporting Standard.