



CIRCULATIONS  
AUDIT BOARD

**By-Laws**

**of the**

**Circulations Audit Board**

September 2010

Version 1.2



## INTRODUCTION

*This document details the By-Laws of the Circulations Audit Board (referred to as “the CAB”). These By-Laws deal with such issues as:*

- *Audit rules applying to all Media Members*
- *Publicity rules applicable to all Media Members*
- *The Titles which can be registered for Media Membership with the CAB,*

*as well as many other important issues.*

*A “Title” includes a print publication, an exhibition, a web site, an unaddressed distribution item, or any of the other media listed in By-Law 1.1. A “Media Member” of the CAB is the entity who agrees to the auditing of any such Title, and that entity then holds “membership” of the CAB in respect of each Title which is being audited.*

*It is a condition of your membership of the CAB that you comply with these By-Laws, the Rules of the CAB, and the Reporting Standard which applies to the audit service sought by a Member. This means that you may face sanction or termination of a Title’s membership of the CAB if you fail to comply with these By-Laws or the Reporting Standards.*

*As a Member you should therefore make sure you are familiar with these By-Laws, the Rules, and the Reporting Standard which applies to the audit service you are seeking from the CAB.*

*Changes to these By-Laws and the Reporting Standards are made by the Board of Directors in accordance with the Rules of the CAB. Please ensure you are referring to the latest version of the By-Laws by downloading it from the CAB website.*

*Please refer to the Rules of the CAB for important information on Applying for Membership, termination of membership, how the CAB is governed and Members’ meeting rights.*

*Please note that introductory paragraphs (in italics) in these By-Laws do not affect the interpretation of the By-Laws but are only there to assist Members.*

### **Which Reporting Standards Apply to your Title?**

*In addition to these By-Laws and the Rules of the CAB, you must refer to the Reporting Standard that applies to your Title. The Reporting Standards contain the specific rules that apply to the distribution data for your Title.*



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## MEMBERSHIP

### 1. Media Membership For A Title

- 1.1 A person can apply to become a Media Member of the CAB in respect of any of the following Titles:
- (a) Business and Professional Publication;
  - (b) Specialty Publication;
  - (c) Community Language Publication;
  - (d) Community Newspaper;
  - (e) Community Language Newspaper;
  - (f) Digital Publication;
  - (g) Email Newsletter;
  - (h) Unaddressed Distribution;
  - (i) Web Site;
  - (j) Exhibition; or
  - (k) or any other Title that the Board may determine.

## AUDITS

*Continuous reporting is a requirement of CAB membership. This means that once an Initial Audit has been completed and a certificate has been issued, the CAB member is required to commit to continuous reporting or audit.*

*This section identifies the reporting requirements and periods for CAB members wishing to undertake any one of the CAB's audit services.*

*CAB Media Members are required to report their audited data using CAB audit certificates, publisher's statements or other returns forms. Specific rules for each audit service can be found in the Reporting Standard for that audit service.*

### **Reporting of Average Net Distribution**

*The purpose of Certificates and Statements is to identify the Average Net Distribution in a specific Audit Period, the geographical distribution and to report the distribution locations where copies that qualify for inclusion are distributed.*

*The statement of distribution locations will be a statement of fact that can be substantiated at Audit, reflecting the total distribution. The publisher must be able to prove to the Auditor the validity of the statement.*



## **2. Audit Types**

**2.1** The audits which may be carried out in accordance with these By-Laws and the Reporting Standards are:

- (a) Distribution Audits;
- (b) Initial Audits;
- (c) Launch Issue Audits;
- (d) Preliminary Audits;
- (e) Review Audits;
- (f) Specific Issue Audits.

### **2.2 Distribution Audit**

A Distribution Audit must be carried out by Titles as part of the continuous audit and reporting required by the Rules, these By-Laws and any applicable Reporting Standard of the CAB.

### **2.3 Initial Audit**

An Initial Audit must be carried out in the circumstances described in these By-Laws and the Reporting Standards.

### **2.4 Launch Issue Audit**

A Launch Issue Audit is an Audit in respect of the launch or first issue of a Title that must be carried out in the circumstances described in these By-Laws and the Reporting Standards.

### **2.5 Preliminary Audit**

A Preliminary Audit is an Audit of all Issues of a newly published Title that has not been published for a complete Audit Period, and which covers a minimum three month period or minimum number of issues as defined in these By-Laws and the Reporting Standards.

### **2.6 Review Audit**

The Board of Directors may direct a Review Audit be carried out where the Board determines that the data in a Reporting Statement cannot be verified to the satisfaction of the Board of Directors, or to confirm a Member's compliance with the Rules, By-Laws or Reporting Standards.

### **2.7 Specific Issue Audit**

A Specific Issue Audit is an Audit conducted in addition to any distribution Audit and carried out in the circumstances described in these By-Laws and the Reporting Standards.

## **3. Types Of Distribution Audits**

**3.1** The CAB provides distribution audit services for a range of different media including:

- (a) Print Publication Distribution Audits;
- (b) Attendance Audits;
- (c) Unaddressed Item Delivery Audits;
- (d) Email Delivery Audits;
- (e) Web Site Distribution Audits;
- (f) Digital Publication Distribution Audit; and
- (g) any other type of audit the Board may authorise.

### **3.2 Print Publication Distribution Audit**

A Distribution Audit must be carried out by Titles which are certain print Publications for the purposes of providing an Audit Certificate for an Audit Period, as required by these By-Laws and the applicable Reporting Standard.



**3.3 Attendance Audit**

An Attendance Audit is an Audit of the visitor attendance at an exhibition or event, reported as paid visits, complimentary visits; registered attendance visits and re-visits, and as further defined in the Exhibition Reporting Standard.

**3.4 Unaddressed Item Delivery Audit**

An Unaddressed Item Delivery Audit is an Audit of the distribution of a single engagement for an unaddressed item, net of excluded distribution and returns.

**3.5 Email Delivery Audit**

An Email Delivery Audit is an Audit of the distribution of an email newsletter, net of excluded distribution, as further defined in the Reporting Standard.

**3.6 Web Site Audit**

A Web Site Audit is an Audit of the traffic to a Web Site, as defined in the Reporting Standard.

**3.7 Digital Publication Distribution Audit**

The Digital Publication Distribution Audit verifies the distribution of a Digital Publication, as further explained in the applicable Reporting Standard.

**3.8 Other Audits**

The Board may authorise other audits to be carried out by the CAB in respect of any matter which the Board considers is within the CAB's objects, under the Rules of the CAB.

**4. Review Audits**

4.1 The Board of Directors may appoint an Auditor to undertake a Review Audit, as required, on terms and conditions which the Board considers appropriate.

4.2 A Review Audit can be ordered by the Board of Directors in order to:

- (a) verify information contained in a Reporting Statement;
- (b) confirm a Member's or Auditor's compliance with the Rules, By-Laws and/or Reporting Standards;
- (c) assist the investigation of a challenge under By-Law 67; and/or
- (d) enquire into a Member's audit records, processes, procedures and methodology.

4.3 The Board may at its discretion require that a Review Audit include an inspection of the Member's audit records, processes, procedures and methodology.

4.4 The Auditor appointed by the Board to carry out a Review Audit must advise the Board when an Auditor is required to attend a Review Audit.

4.5 The Auditor appointed to carry out a Review Audit must carry out the responsibilities assigned to his role under any other provision of these By-Laws.

**5. Media Member To Comply With Request for Review Audit**

5.1 If the Board directs a Review Audit under By-Law 4.1 in respect of a Title, the Board may appoint an Auditor who will:

- (a) notify in writing the Media Member of the Board's direction; and
- (b) request the Media Member to provide access to their relevant records and documents for the purposes of the Audit.

5.2 A Media Member who receives a notice under By-Law 5.1(a) must comply with the request in that notice within fourteen (14) days after the date the Media Member receives the notice.



- 5.3 For the purposes of a Review Audit, a Media Member must:
- (a) provide to the Auditor nominated or appointed by the Board (as the case may be):
    - (i) full and unrestricted access to all of the Media Member's records and documents which are relevant to supporting the distribution claims; and
    - (ii) an authority addressed to every third party involved in the distribution of the Title being audited (for example distributors, mailing houses or computer bureaux) requesting them to provide full and unrestricted access to their records and documents relevant to supporting the distribution claims; and
  - (b) if requested by the Board or nominated Auditor, ensure that the Media Member's relevant staff attend the Audit.
- 5.4 A Media Member who does not comply with the provisions of By-Laws 5.2 or 5.3 will not be entitled to have the distribution claims which are the subject of the Review Audit included in any Distribution Summary or other release by CAB of distribution data.

## **6. Specific Issue Audits**

- 6.1 A Specific Issue Audit is an Audit of a nominated Issue or consecutive Issues of a Title which is:
- (a) requested by a Media Member;
  - (b) approved by the Board; and
  - (c) conducted in addition to Audits of that Title which are mandatory under these By-Laws or an applicable Reporting Standard.
- 6.2 A Media Member may apply from time-to-time to have an optional Specific Issue Audit conducted in addition to an audit required for a Reporting Period by these By-Laws or an applicable Reporting Standard.
- 6.3 The Audit Certificate for a Specific Issue Audit when released must be clearly marked "Specific Issue Audit" and specify the dates and issues covered by the audit.
- 6.4 A Media Member may publish, in the Member's or any other media, material contained in a CAB Specific Issue Audit only if it is published in conjunction with a current CAB figure.
- 6.5 If a Specific Issue Audit is conducted in respect of a Title that Audit does not exempt the Title from complying with the CAB's requirements, for example, in respect of the submission of distribution data for particular Reporting Periods.

## **7. Audit Periods**

- 7.1 A Member must Audit for the Reporting Period required by the Reporting Standard which applies to that Member's Title.
- 7.2 A Member must Audit for the frequency required by the Reporting Standard which applies to that Member's Title.



## REPORTING STATEMENTS

### **PUBLISHER'S STATEMENTS AND AUDIT CERTIFICATES**

*A Media Member submitting to audit is required to complete a Publisher's Statement or an Audit Certificate, or in some situations, both. In these By-Laws and the Reporting Standards, Audit Certificates and Publisher's Statements may be referred to as "Reporting Statements" (see the Dictionary at the end of this document).*

*Please refer to the By-Laws, and the particular Reporting Standard which applies to your Title, for details on how to properly complete an Audit Certificate or Publisher's Statement.*

### **PUBLISHER'S STATEMENT**

*A Publisher's Statement is a statement of distribution made to the CAB by a Media Member and issued unaudited (but subject to audit) by the CAB.*

## **8. Media Member to Prepare and Submit Publisher's Statement**

- 8.1 A Member must submit a Publisher's Statement for the Statement Period required by the Reporting Standard that the Board determines applies to a Title.
- 8.2 Members must refer to the Reporting Standard that applies to each Title for which that Member holds CAB membership, to determine the reporting requirements that apply to that Title.
- 8.3 A Media Member who is required by these By-Laws or the Reporting Standards to submit a Publisher's Statement must prepare and submit those Publisher's Statements during the period of that Member's membership.
- 8.4 Publisher's Statements must be completed according to these By-Laws and the Reporting Standard which applies to that Member's Title.
- 8.5 A Media Member must ensure that they use the latest version of these By-Laws and the applicable Reporting Standard when preparing Publisher's Statements.

## **9. Records Supporting A Publisher's Statement Must be Kept**

A Media Member must keep all records and documents which are relevant to supporting the distribution claims made in a Publisher's Statement for not less than 24 months after the date of the Publisher's Statement.

## **10. Form and Submission of Audit Certificates and Publisher's Statements**

- 10.1 The Board of Directors may determine from time to time:
  - (a) the form or forms in which Audit Certificates and Publisher's Statements are to be submitted to the CAB;
  - (b) the manner in which Audit Certificates and Publisher's Statements are to be submitted, for instance, in paper or online through the CAB website or another web portal approved by the CAB;
  - (c) the information to be contained in Audit Certificates and Publisher's Statements; and
  - (d) the procedures to be adopted in preparing Audit Certificates and Publisher's Statements.
- 10.2 All determinations of the Board of Directors under By-Law 10.1 must be consistent with these By-Laws and the Rules.



- 10.3 A Media Member must ensure that they use the current form when submitting a hard copy Audit Certificate or Publisher's Statement.

### **11. Timing for Submission of Audit Certificates or Publisher's Statements**

- 11.1 An Audit Certificate or Publisher's Statement must be submitted by a Media Member to the CAB not more than thirty days after the end of the Audit Reporting Period.
- 11.2 If the applicable Reporting Standard requires that a Media Member must submit audited data, that Audit must be completed within 30 days of the close of the Reporting Period.
- 11.3 Late Fees identified in By-Law 26 will apply if members fail to meet the submission deadlines in By-Laws 11.1 and 11.2 above.

### **12. Audit Certificate Must be Audited by Appointed Auditor**

- 12.1 All Audit Certificates submitted to the CAB for audit must be audited by an Auditor appointed by the Board under By-Law 55.
- 12.2 Each Audit Certificate submitted by a Media Member for audit must be accompanied by an Auditor's Opinion.

### **13. Audit Records Must be Kept**

- 13.1 A Media Member must keep all records and documents which are relevant to supporting the distribution claims made in an Audit Certificate or Publisher's Statement for not less than twenty-four (24) months after the date of that Audit Certificate or Publisher's Statement.
- 13.2 Upon completion of an Audit, a Member is required to prepare an archive copy of all raw data supporting the Member's distribution claim.

### **14. Media Member Must Provide Information and Access to Auditor**

- 14.1 A Media Member must make available to the CAB and its Auditor carrying out an Audit of that Member's Title:
- (a) all records, documents, information and explanations which the Auditor considers necessary and reasonable to enable the Auditor to prepare an accurate Audit Certificate; and
  - (b) access during business hours to relevant support staff to assist the Auditor as required with the audit.
- 14.2 The CAB Auditor should provide at least 7 days' notice to the Member where it requires access to the Member's data, material or premises.
- 14.3 If a Media Member refuses to make available any of the resources referred to in By-Law 14.1(a) and (b), the Auditor must issue a written demand on that Member for access to, or the provision of, the necessary resources.
- 14.4 If the Auditor's written demand is refused or not fully complied with by the Media Member within seven (7) days of the demand being made, the Auditor must immediately advise the Board.
- 14.5 Refusal of such access or non compliance with the Auditor's request may result in the refusal or withdrawal of any or all certification of that Member's Title by the CAB.



## **15. Acceptance of Reporting Statements by CAB**

- 15.1 The CAB will only include in a relevant Distribution Summary or other release of distribution data the content of a Reporting Statement accepted by the CAB.
- 15.2 The CAB's acceptance of a Reporting Statement will be deemed to have occurred immediately before the content of the Statement is published:
- (a) in a relevant Distribution Summary;
  - (b) on the CAB's website; or
  - (c) in some other form of release of data that the Board of Directors authorises.

## **16. Acceptance Without Representation About Content**

If the CAB accepts a Reporting Statement, that acceptance does not constitute a representation by the CAB that the content of that Reporting Statement is correct.

## **17. Acceptance Subject to Inspection**

- 17.1 Subject to By-Law 18.1, the CAB will accept a Reporting Statement for the purposes of this By-Law:
- (a) subject to inspection by an Auditor of the Audit Certificate and the Auditor's Opinion and the right of the Auditor to:
    - (i) inspect all records, documents and information which the Auditor used to form the view expressed in the Auditor's Opinion; and
    - (ii) have access to any other information held by the Media Member or an Auditor which the Auditor reasonably considers is necessary to interpret or verify the content of the Audit Certificate or Publisher's Statement;
  - (b) subject to the result of any Review Audit directed by the Board or the Auditor in respect of the Audit Certificate or Publisher's Statement or its content; and
  - (c) if the CAB has no reason to believe that the Audit Certificate or Publisher's Statement and its submission does not comply with the requirements of these By-Laws and the Reporting Standards.

## **18. Where CAB Will Not Accept a Reporting Statement**

- 18.1 The CAB will not accept a Reporting Statement if:
- (a) the Auditor's Opinion in respect of the Audit Certificate contains a qualification;
  - (b) the Board considers that the content of the Audit Certificate or Publisher's Statement has not been verified or prepared in accordance with these By-Laws and the Reporting Standards;
  - (c) the Audit Certificate or Publisher's Statement has not been submitted within the time stipulated in By-Law 7.1 and any required fee for late submission has not been paid;
  - (d) any fee has not been paid;
  - (e) the Audit Certificate or Publisher's Statement is incomplete;
  - (f) the Title is subject to a complaint, or there is an outstanding complaint from a previous period.
  - (g) the Auditor has:
    - (i) advised the Board that there is a concern relating to the reliability of the content of the Audit Certificate or Publisher's Statement; and
    - (ii) provided the Board with reasons for that concern which the Board considers are such that the Audit Certificate or Publisher's Statement should not be accepted by the CAB;or
  - (h) the CAB has exercised its discretion not to accept the Audit Certificate or Publisher's Statement under By-Law 15.1.



## **19. CAB May Request Amendment of Reporting Statements**

- 19.1 If the CAB considers that an Audit Certificate or a Publisher's Statement (or its content) submitted by a Media Member does not comply with these By-Laws or the Reporting Standards:
- (a) the CAB may return the Audit Certificate or Publisher's Statement to the Media Member with a written request for amendment; and
  - (b) the Media Member must:
    - (i) amend the Audit Certificate or Publisher's Statement as requested by the CAB; and
    - (ii) return the amended Audit Certificate or Publisher's Statement to the CAB, not more than seven days after the date on which the Media Member receives the CAB's written request under By-Law 19.1(a).

## **20. Media Member Must Not Amend Reporting Statement Unless Instructed To**

Unless a Media Member has been instructed by the CAB to amend their Reporting Statement pursuant to 19.1(b)i, a Member must not add to delete from or otherwise alter any copy of an Audit Certificate or Publisher's Statement after the data in that Audit Certificate or Publisher's Statement has been released by the CAB.

## **21. Media Member Responsible for Content of Reporting Statement**

- 21.1 For the purposes of these By-Laws, a Media Member is solely responsible for the accuracy of a Reporting Statement in respect of that Member's Title.
- 21.2 The signing of a Reporting Statement by or on behalf of the Media Member will be deemed to be a representation to the CAB that the Member verifies the accuracy of the data in that Reporting Statement.

## **22. Signing of Audit Certificates and Publisher's Statements**

- 22.1 Unless By-Law 23.1 applies (see below):
- (a) Each Audit Certificate and Publisher's Statement submitted by a Media Member to the CAB must be signed:
    - (i) where the Media Member is an individual, by that individual; or
    - (ii) where the Media Member is a partnership, by the partner designated as the senior or managing partner or similar; or
    - (iii) where the Media Member is a corporation, by the Media Member's chief executive officer or another officer reporting directly to the chief executive officer who is duly authorised by the Media Member to sign Audit Certificates and Publisher's Statements.
- 22.2 In addition to the signatories required by 22.1(a)i, 22.1(a)ii or 22.1(a)iii above as applicable, where the Media Member is a Print Publication or Digital Publication, each Audit Certificate and Publisher's Statement submitted by the Media Member to the CAB must also be signed by the Circulation Manager.

## **23. Where Member Submits Reporting Statements Online**

- 23.1 Where a Media Member has applied for and obtained a password, login and/or digital signature for the submission of Audit Certificates or Publisher's Statements online, whether through the CAB website or another web portal approved by the CAB, the Media Member is required to use that digital signature when submitting any Audit Certificate or Publisher's Statement in respect of that Title.
- 23.2 Online submission of a Reporting Statement will be taken as a representation from the Member that the data contained in that Reporting Statement is true and accurate.
- 23.3 A Member may have their Membership terminated for submitting false distribution data.
- 23.4 The CAB will not be held liable or responsible for any delays or losses arising from a failure of the online web portal to submit a Member's Reporting Statement to the CAB.



## 24. Member in Arrears Not Entitled to Submit Reporting Statements

A CAB Member who is in arrears with their Membership Fee or other money payable to the CAB will not be entitled to:

- (a) submit an Audit Certificate or Publisher's Statement to the CAB;
- (b) have their Audit Certificate or Publisher's Statement included in a CAB Distribution Summary or other release of distribution data by the CAB; or
- (c) receive any other service provided by the CAB to Members.

## 25. Sanctions for Failure to Comply with Reporting Requirements

If a Media Member fails to comply, without providing a reasonable explanation, with the reporting requirements of these By-Laws or the Reporting Standard that is applicable to that Member's Title, the following actions may be taken by the Board after due consideration:

- 25.1 On the first working day following the period, a Bulletin may be issued by the CAB stating that the Reporting Statement is due but not received and that previous Reporting Statements, being out of date, should be disregarded.
- 25.2 The Media Member's membership will be held in suspension for consideration by the Board and the Member advised by written notice (*Suspension Notice*) of the suspension.
- 25.3 The Board will release the suspension upon the member after submission of the required Reporting Statement.
- 25.4 If a Media Member's membership is suspended, the Member will have an opportunity to be heard in their own defence before the Board on terms and conditions the Board considers reasonable.
- 25.5 If the Member desires to be heard by the Board under By-Law 25.4, the Member must give the Board written notice of that desire no later than 14 days after the date of the Suspension Notice.
- 25.6 If the Member does not provide a notice in accordance with By-Law 25.5 the suspension of the membership of the Member will stand.
- 25.7 Following a hearing under By-Law 25.5 the Board may decide to:
  - (a) confirm the suspension of the Member's membership; or
  - (b) withdraw the Suspension Notice,and must advise the Member in writing of its decision.

## 26. Fees for Late Submission of Reporting Statements

- 26.1 If a Media Member submits a Reporting Statement after the time stipulated in these By-Laws the Member must pay to the CAB a late submission fee determined from time to time by the Board of Directors.
- 26.2 The fee for late submission of a Reporting Statement must accompany the Reporting Statement when it is submitted.
- 26.3 If a Media Member fails to pay a late submission fee required under By-Law 26.1 within forty five (45) days after the end of the Reporting Period to which the Reporting Statement late submission fee applies, the Board will regard that failure to be a failure to pay a fee for the purposes of CAB Rule 21.1 of the Rules of the CAB.

*For the benefit of Members, under Rule 26.1 of the CAB Rules a Member is not entitled to receive any service provided by the CAB or exercise any rights or privileges of membership if any Membership Fee, levy or fine imposed by the CAB has not been paid within the time required by Rule 26.3, and that disentitlement remains until the Fee is paid or the Member's Membership is terminated.*



## **27. Content of Accepted Reporting Statement to be Published**

If the CAB accepts the Reporting Statement submitted under By-Law 15.2, the content of the Reporting Statement will be published by the CAB in a forthcoming Distribution Summary or Supplement or other appropriate release of distribution data by the CAB.

## **ACCESS TO DISTRIBUTION DATA**

### **28. Access to CAB Distribution Data**

- 28.1 After the end of a Reporting Period the CAB will at the Board's discretion provide Full Members with access to distribution data in respect of that Reporting Period.
- 28.2 The distribution data will be available in the form of a Distribution Summary or through a release on the CAB website, or in some other form, as determined by the Board.
- 28.3 The distribution data release will summarise the contents of all Reporting Statements which:
  - (a) Media Members have lodged with the CAB for the most recent Reporting Period; and
  - (b) have been accepted by the CAB in accordance with these By-Laws and the Reporting Standards.
- 28.4 The CAB will advise Members when the distribution data from Reporting Statements that were lodged late or any other additional distribution data is available.

### **29. Access to Historical Distribution Data**

- 29.1 A Member may purchase from the CAB:
  - (a) access to historical distribution data; and
  - (b) where available, copies of past Distribution Summaries, at the price determined by the Board from time to time.

### **30. Distribution Data Prepared and Issued Without Opinion**

- 30.1 Any distribution data prepared and distributed by the CAB under these By-Laws is prepared and distributed on the basis that the CAB:
  - (a) has relied on the representations under By-Law 21.2 of each Member who has submitted a Reporting Statement that the content of the Reporting Statement is factual and accurate; and
  - (b) includes the content of a Reporting Statement on the basis of the representations under By-21.2 and without expressing any opinion.
- 30.2 No release by CAB of any distribution data constitutes a representation by the CAB that the content of any Reporting Statements is correct.



## PUBLICITY BY-LAWS

*The CAB Logo and brand are recognised by advertisers and advertising agencies as the symbols of credibility for audited data about the distribution of Members' Titles, attendance at events and other audited data.*

*The intention of these By-Laws is to avoid the improper or misleading use of CAB data, or the CAB Logo or brand by Members.*

*This section lists the By-Laws relating to how members can promote their membership of the CAB and their audited data. In particular this section covers how members can use the CAB Logo, how and what other information members can access and how to make comparisons between data.*

*Members must ensure they comply with the following Publicity By-Laws. Sanctions may be applied by the Board of Directors against Members who breach any By-Law.*

### **31. Statements by Applicants**

- 31.1 Until you have received written confirmation from the CAB that your membership application has been approved, you must not make any claim of CAB membership or use the CAB Logo.
- 31.2 A Media Member Elect who has been accepted as an applicant but before having completed an Initial Audit, in addition to the requirements of By-Law 31.1:
- (a) may only state "CAB Membership Application Approved" and the month of application approval on their publicity material for a period up to 11 months after acceptance. *For example: 'CAB Membership Application Approved, February 2009'*
  - (b) must not make any claim, representation or statement that they are a Member in respect of a Title until they are admitted as a Full Member in the class of Media Member for that Title; and
  - (c) may include an explanation of the audit process or what the Title's CAB registration means in generic terms.
- 31.3 The Board may delay, for any period it considers appropriate, consideration of an application for membership where the applicant has not complied with By-Law 31.1.

### **32. Member's Use of CAB Logo or Words Denoting CAB Membership**

- 32.1 A Member must not use the CAB Logo or words denoting its membership of the CAB:
- (a) in such a way as to imply non-audited data has been audited and accepted by the CAB under these By-Laws;
  - (b) in respect of a Title, until an Initial Audit for a Reporting Period determined by the applicable Reporting Standard has been completed and lodged with the CAB; or
  - (c) in connection with any publication which is not a member of the CAB.



### **33. Full Member's Use of the CAB Logo Once Initial Audit Completed**

- 33.1 Subject to these By-Laws, once the Initial Audit of the Member's Title has been released by the CAB that Member becomes a Full Member and may use:
- (a) the CAB Logo;
  - (b) the phrase "Member of the Circulations Audit Board" in a Title in respect of which the Member is a Member;
  - (c) information contained in documents released generally to Members by the CAB; and
  - (d) words denoting membership of the CAB, on its letterheads, advertising matter or in that Member's Title while they remain a Full Member.

*A Full Member of the CAB (for Media Members, this is once the Member has completed an Initial Audit) is able to use the following specific statements to promote their membership of the CAB:*

- \* *'CAB Member'*
- \* *'CAB Member since Month, Year (date of Initial Audit)'*
- \* *'CAB Audited Title'*
- \* *'CAB Logo, Average Net Distribution ( ), (Audit Period), (Year)'*

### **34. Positioning of CAB-Audited and Non-CAB Audited Data**

- 34.1 All published data must be sourced and presented in such a way that it is clear which information has and which has not been certified by the CAB.
- 34.2 A Member must not position the CAB Logo or CAB advertisements in such a way as to imply an association of non-CAB data with the CAB.

### **35. Use of the Word 'Readership'**

The term 'readership' or 'reader' may not be used in conjunction with data relating to the distribution of a Title.

### **36. Member Not to Alter or Publish a CAB Advertisement Without Authorisation**

A Member must not alter a CAB advertisement, nor publish an advertisement which purports to be from or authorised by CAB, unless the CAB has given written authorisation to that Member.

### **37. Use of CAB Logo and CAB Claims in Supplements or Inserts**

A Member may not publish a claim of CAB membership or the CAB Logo in a supplement or insert distributed with another publication, unless that supplement or insert is either bound into the entire print run of an issue of a Member's Title or holds separate membership.



### **38. Acknowledgement of CAB in Any Statement by a Member on Audited Data**

- 38.1 If a Member makes any statement concerning the audited data for a Title and/or involving any figures sourced to the CAB, that statement:
- (a) must acknowledge the CAB as the source of the figures and include the latest figures released by the CAB;
  - (b) must state the Reporting Period to which the figures relate; and
  - (c) must not accumulate or calculate figures across categories or Reporting Periods to create other figures which do not appear in any CAB release of distribution data, whether on the CAB website or in a Distribution Summary.

### **39. Statements or Claims Relating to Data Certified by CAB**

- 39.1 Statements or claims relating to data certified by or attributed to CAB must be factually correct.
- 39.2 Statements or claims must quote the Average Net Distribution and the Reporting Period relating to the data.
- 39.3 Statements or claims relating to distribution data certified by or attributed to CAB must be approved by the CAB.
- 39.4 Members may not aggregate data audited under separate CAB Reporting Standards or audit services unless approved by the Board of Directors.
- 39.5 Non-CAB data must be sourced as a 'Media Member's claim' or other appropriate source and must not be sourced to CAB.

*Example 1:*

*Print Distribution data must not be aggregated with Exhibition Attendance data.*

*Example 2:*

*CAB Publishers can make a claim associated with the distribution of their Title provided it is approved by the CAB, factually correct and not misleading.*

*For example, two Titles complete an audit and the following Average Net Distribution (AND) is reported:*

*"Specialty Title A – Oct-Mar 2009 – 'AND' of 10,000"*

*"Specialty Title B – Oct-Mar 2009 – 'AND' of 9,000"*

*From these statements, the following claim would be acceptable from Title A:*

*"Specialty Title A Oct-Mar 2009 = 10,000 – 'We have the highest CAB verified distribution'."*

### **40. Misleading Statements**

- 40.1 A Member must not, either expressly or by implication, make inaccurate or misleading statements relating to CAB data, Reporting Standards, procedures or decisions.
- 40.2 Material reproduced from documents released by the CAB must not be reproduced out of context and must convey the same meaning as it did in the original CAB document.



#### **41. Requirements for Statements of Comparison of CAB Data**

41.1 If a Member makes any statement involving a comparison of CAB data, they must comply with the following requirements in relation to that statement:

- (a) The Member must comply with By-Law 38.1.
- (b) Where a comparison is made between figures sourced to the CAB or released by the CAB, whether in a Distribution Summary or through the CAB website or otherwise, the Member must show the Reporting Period for each figure and the same Reporting Periods must be compared if available.
- (c) Comparisons must be on a like for like basis and figures must not be manipulated so as to create or attempt to create a false impression.
- (d) If the publishing frequencies of the Titles being compared are different, the comparison must include their respective frequencies.

#### **42. Member Not to Compare CAB Figures with Other Sources**

42.1 A Member must not compare figures sourced to the CAB or released by the CAB for a Title with figures from any other source or so as to create an impression that the sets of figures can be compared on an equal footing.

42.2 Members can make comparison of figures and data from non-current Publisher's Statements or Audit Certificates provided that such a comparison must also include the same comparable data from the current Publisher's Statement or Audit Certificate. In each such comparison the period covered by each Publisher's Statement or Audit Certificate to which reference is made must be clearly stated.

#### **43. Member Not to Publicise Data Until CAB Release of Data**

A Member must not, and must not allow another person to, publicise the content of any Reporting Statement or any CAB data before that content is accepted and released by the CAB.

#### **44. Use of CAB Logo and Claims Upon Termination of Membership**

44.1 If the CAB has cancelled or terminated the membership of a Title, the Member must stop:

- (a) making any claims of membership of the CAB in relation to that Title; and/or
- (b) using the CAB Logo in relation to that Title.

#### **45. Member Not to Disclose Correspondence from the CAB**

45.1 A Member must not reproduce, republish, release, make public or disclose to another person any part of any correspondence or other communication from the CAB unless:

- (a) required by law; or
- (b) the Member obtains the prior written consent of the Board, which may be given subject to any conditions which the Board determines.



## PUBLICITY VIOLATIONS

### **46. Fines for False, Misleading or Deceptive Statement Relating to CAB Data**

- 46.1 If, in the opinion of the Board, a Member makes a false or misleading or deceptive statement relating to CAB data to other Media Members then the Board may issue a fine in accordance with Rule 19 (*refer to the Rules of the CAB, 2008*).
- 46.2 Fines may be issued for:
- (i) incorrect use of the CAB Logo;
  - (ii) failure to publish or reproduce data in accordance with the Publicity By-Laws 31-45; and
  - (ii) false, misleading or deceptive statements about the distribution of a Title that are not supported by the reported data.
- 46.3 Fines issued by the CAB must be paid within forty five days (45) of being issued.

### **47. Issue of Correction or Suspension or Termination of Membership**

- 47.1 If a Member:
- (a) uses figures or data contained in an Audit Certificate or Publisher's Statement in a manner considered by the Board to be misleading or deceptive or likely to mislead or deceive; or
  - (b) publishes figures or data that is falsely attributed to a Publisher's Statement or Audit Certificate,
- the Member may:
- (i) be required by the Board to issue a correction;
  - (ii) have their Membership suspended by the Board for a specified period; or
  - (iii) have their Membership terminated by the Board,
- provided that before the Member is suspended or has their membership terminated, the Board has complied with the Rules for termination of membership.
- 47.2 In addition to a fine, the Board may direct the Executive Director to issue a statement to Members correcting any such statement considered to be false, misleading or deceptive.

### **48. Member Required to Remedy Breach of Publicity By-Laws**

- 48.1 If a Member is in breach of the publicity By-Laws other than in the manner specified in By-Law 47.1(a) and (b), then the Board may:
- (a) call upon the Member to remedy the breach and if the Member does not remedy the breach within 14 days of being called upon to do so (or such longer period as the Board may specify), may terminate the Member's Membership of the CAB, provided that the Board has complied with the Rules relating to termination of membership; and/or
  - (b) send a circular to Members advising them of the breach.
- 48.2 A Member will be required to provide evidence of compliance with the Board's request under By-Law 48.1(a).



## BY-LAWS REGULATING AUDITORS

### 49. Audit Only by Auditor

An Audit must only be carried out by an Auditor approved by the Board of Directors and registered with the CAB under By-Law 53.1.

### 50. Audit Must be in Accordance with By-Laws and Audit Guidelines

50.1 An Auditor will:

- (a) carry out an Audit in accordance with these By-Laws, the Reporting Standards and the Audit Guidelines; and
- (b) ensure that they use the latest version of these By-Laws, the applicable Reporting Standard and the Audit Guidelines when performing an Audit.

### 51. Auditor to be Qualified

51.1 An individual who wishes to be an Auditor must be a current financial member of one of the following organisations:

- (a) The Institute of Chartered Accountants (Australia);
- (b) CPA Australia;
- (c) The National Institute of Accountants;
- (d) The Association of Taxation and Management Accountants (Australia) in one of the following categories of membership:
  - (i) Member;
  - (ii) Fellow; or
  - (iii) International Member; or
- (e) any other association which the Board considers has equivalent standards of expertise, professionalism and independence for its members as the associations in By-Law 51.1(a) to 51.1(d).

### 52. Auditor to be Approved

52.1 The Board of Directors may approve to be an Auditor an individual who:

- (a) is qualified in accordance with By-Law 51.1; and
- (b) the Board of Directors considers is of good character and professional reputation.
- (c) either is employed by an Associate Member or holds CAB Associate Membership

52.2 An approval under By-Law 52.1 is personal to the individual approved to be an Auditor and does not operate to include any entity which may employ that individual.

### 53. Registration of Auditor

53.1 An individual approved as an Auditor under By-Law 52.1 will be registered with the CAB by the Board of Directors as an Auditor approved to carry out Audits under these By-Laws.

53.2 The Board of Directors may require Auditors to register with the CAB on an annual basis.

53.3 The Executive Director will maintain a list of the individuals approved and registered as Auditors.

53.4 An Auditor registered with the CAB may be required to attend training workshops, relating to the application of the CAB Rules, By-Laws and Reporting Standards and other topics, as determined by the Board of Directors, to maintain their CAB registration.



#### **54. Auditor Must Notify Cessation of Qualification**

If an Auditor ceases to be a current financial member of one of the organisations stipulated in By-Law 51.1, the Auditor must notify the Board of Directors of that fact.

#### **55. Appointment of an Auditor to an Audit**

Subject to By-Law 56.1 and 56.2, the Board of Directors must appoint an Auditor to carry out Audits as detailed in these By-Laws.

#### **56. Auditors for Media Members Based in Country or Non-Metropolitan Locations**

56.1 Media Members based in country or non-metropolitan locations may compile a list of all individuals who are on the CAB's register of Auditors and who are local to any of the places where those Media Members' Titles are published.

56.2 If requested by a Media Member and if practicable, the Board must appoint one or more of those local Auditors to carry out Audits of that Member's Title.

#### **57. Request for Change of Appointed Auditor**

57.1 A Media Member may at any time request the Board to withdraw the appointment of an Auditor under By-Law 55.1 in respect of a Title of that Media Member (*Existing Auditor*) and appoint another Auditor.

57.2 A Media Member who makes a request under By-Law 57.1 must:

- (a) make that request in writing; and
- (b) provide their reasons for requesting the withdrawal of the appointment of the Existing Auditor.

57.3 If the Board decides that the reasons provided under By-Law 57.2:

- (a) do not warrant the withdrawal of the appointment of the Existing Auditor:
  - (i) the Board must advise the Media Member who lodged the request of that decision; and
  - (ii) the Existing Auditor must proceed to carry out the Audits required by these By-Laws in respect of the relevant Title; or
- (b) do warrant the withdrawal of the appointment of the Existing Auditor, the Board of Directors must:
  - (i) advise both the Media Member who lodged the request and the Existing Auditor of that decision; and
  - (ii) appoint another Auditor under By-Law 55.1.

#### **58. Removal of Auditor from Register**

58.1 The Board may withdraw its approval of an Auditor under By-Law 52.1 and direct the Executive Director to remove the Auditor's name from the list of approved and registered Auditors maintained under By-Law 53.3 if:

- (a) the Auditor requests their name be removed from the list of approved and registered Auditors;
- (b) the Auditor ceases to be a current financial member of any of the organisations listed in By-Law 51.1; or
- (c) in the opinion of the Board, the Auditor:
  - (i) has failed to carry out an Audit in accordance with these By-Laws, the Reporting Standards or the Audit Guidelines; or
  - (ii) has failed to comply with the requirements of By-Law 59.1.

#### **59. Auditor Must Attend Review Audit**

59.1 If requested by the Board, the Auditor appointed to a Review Audit must attend that Review Audit.

59.2 An Auditor requested to attend a Review Audit must:



- (a) co-operate with the Auditor performing that Review Audit; and
- (b) if requested by the Board, provide all of their working papers relating to their Audit or the Audit Certificate or Publisher's Statement which is the subject of that Review Audit.

## COPYRIGHT VESTED IN THE CAB

### **60. Copyright in Reporting Statements, Distribution Summaries and Other Material**

- 60.1 All current and future copyright subsisting in Audit Certificates, Publisher's Statement, Distribution Summaries, releases of distribution data, web sites and other material published by the CAB is owned by the CAB.
- 60.2 Notwithstanding By-Law 60.1 any Member may republish the whole or any part of any Audit Certificate, Publisher's Statement, Distribution Summary or release of distribution data provided that the Member acknowledges the CAB as the source of that material and states in any republication of such material the CAB Audit Period to which the material relates.
- 60.3 The CAB has the right to use and publish without restriction all information provided to the CAB for certification.

### **61. Commercial And Other Liability**

- 61.1 CAB will not be responsible or liable for any commercial or other damage or loss incurred whether directly or indirectly as a result of an audit or refusal to audit by the CAB. CAB will audit against industry agreed standards provided that the Member provides CAB with the data and other materials and information requested by CAB by the date requested by CAB.
- 61.2 Under no circumstances will CAB be liable to a Member or any third party for any type of special loss, indirect loss, consequential loss, loss of profits or any anticipated savings, or loss of data.

### **62. Confidentiality**

CAB warrants that all information or material that comes into its possession for the purposes of audit will be kept confidential and will not be divulged to a third party without the express consent of the Member.

### **63. Auditors And Members Bound By Reporting Standards**

- 63.1 Auditors and Media Members must observe and are bound by any applicable Reporting Standards when:
  - (a) carrying out Audits under these By-Laws; or
  - (b) preparing Audit Certificates and Publisher's Statements, as applicable.
- 63.2 Auditors and Media Members must ensure they are using the latest version of an applicable Reporting Standard referred to in By-Law 63.1 .

### **64. Audit Guidelines**

- 64.1 Auditors and Media Members must observe any applicable Audit Guidelines that may be prepared and issued from time to time by the Board when:
  - (a) carrying out Audits under these By-Laws; or
  - (b) preparing Audit Certificates and Publisher's Statements, as applicable.

### **65. Query Concerning Member's Compliance**

- 65.1 If a Member (*Enquirer*) wishes to make a query about another Member's compliance with the Rules, By-Laws or the Reporting Standards, the Member must lodge with the CAB a notice in writing, in the form



- determined by the Board from time to time and supporting documentation, providing details of the query (*Query*).
- 65.2 The Executive Director must consider the Query and provide his or her findings to the Board.
- 65.3 If the Board determines that the Query does not contain any contravention of the Rules, By-Laws or the Reporting Standards, the Board must advise the Enquirer in writing of that determination.
- 65.4 If the Board determines that the Query indicates that there has been or may have been a contravention of the Rules, By-Laws or the Reporting Standards, the Executive Director must provide a copy of the Query:
- (a) to each Media Member and Auditor referred to in the Query; or
  - (b) if there is no Media Member or Auditor referred to in the Query, to each Media Member and Auditor which the Board determines may be affected by the Query.
- 65.5 Each Media Member and Auditor who receives a copy of a Query under By-Law 65.4 must provide to the Executive Director a response in writing to the Query within the time advised by the Executive Director.
- 65.6 The Executive Director must consider the Query and each response received under By-Law 65.5, and provide his findings and recommendations (if any) to the Board, which may include a recommendation for a Review Audit.
- 65.7 If the Board decides that the Query does not in fact disclose to the Board's satisfaction any contravention of the Rules, By-Laws or the Reporting Standards, the Executive Director must advise the Enquirer in writing of the Board's decision.
- 65.8 If the Board decides that the Query in fact shows to the Board's satisfaction that there has been contravention of the Rules, By-Laws or the Reporting Standards, the Board must:
- (i) decide whether any sanction will apply and against whom as a result of that contravention and in accordance with the Board's authority under the Rules of the CAB and the By-Laws;
  - (ii) advise:
    - (A) the Enquirer; and
    - (B) all Media Members and Auditors which were provided a copy of the Query under By-Law 65.3(b),in writing of the Board's decision and the sanction (if any) imposed and against whom; and
  - (iii) advise all Members of the Query, the Board's decision in respect of the Query, and the sanction (if any) imposed and against whom.

## **66. Review of an Audit Decision**

- 66.1 A Member has a right to request the CAB review an audit decision relating to that Member's Title.
- 66.2 The request for review should be in writing addressed to the Executive Director and should detail the reasons the Member has for requesting a review and attach any supporting documentation.
- 66.3 The Executive Director is to write to the Member acknowledging receipt of the request within 14 days of receipt.
- 66.4 The Executive Director must forward the request for review to the Board of Directors for its decision.
- 66.5 Any decision by the Board following its review will be final.
- 66.6 The Executive Director must write to the Member advising of the Board's decision.

## **67. Challenge Concerning Another Member's Reporting Statement**

- 67.1 If a Member wishes to challenge the content of a Reporting Statement, the Member (*Challenger*) must lodge with the CAB a notice in writing, in the form determined from time to time by the Board, providing full details of:
- (a) the nature of the challenge (*Challenge*);
  - (b) the reasons for the Challenge; and
  - (c) the evidence which the Challenger has to support the reasons for the Challenge, (*Challenge Notice*).
- 67.2 The CAB must provide a copy of the Challenge Notice to:



- (a) the Media Member whose Reporting Statement is being challenged; and
  - (b) where the Challenge Notice relates to an Audit Certificate or Auditor's Opinion, the Auditor of that Audit Certificate or Auditor's Opinion.
- 67.3 The Media Member and, if applicable, the Auditor referred to in By-Law 67.2(b) must provide to the Board a response in writing to the matters raised in the Challenge Notice within the time advised by the Board.
- 67.4 An Auditor must review the matters raised in the Challenge Notice and each response received under By-Law 67.3 and provide his findings and recommendations (if any) in respect of the Challenge to the Board, which may include a recommendation for a Review Audit.
- 67.5 If the Board accepts a recommendation by the Auditor Approved under By-Law 67.4 for a Review Audit, the Auditor must:
- (a) arrange for the Review Audit to be undertaken; and
  - (b) provide a report to the Board on the findings of the Review Audit.
- 67.6 The Board must consider:
- (a) the matters raised in the Challenge Notice;
  - (b) the responses received under By-Law 67.3;
  - (c) the Auditor's findings and recommendations (if any) under By-Law 67.4; and
  - (d) where there has been a Review Audit under By-Law 67.5, the Auditor's report to the Board on the findings of the Review Audit.

## **68. Board's Decision on Challenge**

- 68.1 When the Board has concluded its consideration under By-Law 67.6, the Board must make its decision in respect of the Challenge.
- 68.2 If the Board decides that the matters it has considered under By-Law 67.6 in respect of the Challenge do not show to the Board's satisfaction that there has been a contravention of the Rules, By-Laws or the Reporting Standards, the Board must advise:
- (a) the Challenger; and
  - (b) the Media Member and Auditor (if any) who received a copy of the Challenge Notice under By-Law 67.2(b),
- in writing of that decision.
- 68.3 If the Board decides that the matters it has considered under By-Law 67.6 in respect of the Challenge show to the Board's satisfaction that there has been a contravention of the Rules, By-Laws or the Reporting Standards, the Board must:
- (a) determine whether any sanction will apply and against whom as a result of that contravention and in accordance with the Board's authority under the Rules and By-Laws;
  - (b) advise:
    - (i) the Challenger; and
    - (ii) the Media Member and Auditor (if any) who received a copy of the Challenge Notice under By-Law 67.2(b),in writing of the Board's decision in respect of the Challenge, and the sanction (if any) imposed and against whom; and
  - (c) advise all Members of the Challenge, the Board's decision in respect of the Challenge, and the sanction (if any) imposed and against whom.

## **69. Challenger Must Lodge Amount Where Review Audit Required**

- 69.1 If the Board determines under By-Law 67.5 that a Review Audit is required, the Challenger must lodge with the CAB an amount estimated by the Auditor to be sufficient to meet the cost of the Review Audit.
- 69.2 Pursuant to 68.2, if the Board has decided there has been no contravention of the Rules, By-Laws or the Reporting Standards, the Challenger must pay the full cost of the Review Audit, and if the amount of that full cost:
- (a) is less than the amount lodged by the Challenger under By-Law 69.1, then the amount of the excess must be refunded to the Challenger by the CAB; or
  - (b) exceeds the amount lodged by the Challenger under By-Law 69.1, then the amount of the shortfall is a debt due and immediately payable by the Challenger to the CAB.



- 69.3 Pursuant to 68.3, if the Board has decided there has been a contravention of the Rules, By-Laws or the Reporting Standards, the Board must determine who will bear the full costs of the Review Audit, as certified by the Auditor, and, if more than one person, in what proportions.
- 69.4 (a) After the Board has made its decision concerning costs of the Review Audit, the Auditor must advise the relevant parties of the Board's decision.
- (b) Any amount payable to the CAB by a Member for the costs of the Review Audit is immediately payable to the CAB.
- (c) Any amount owing to the Challenger must be refunded immediately by the CAB.

## **70. Amendment to By-Laws and Reporting Standards**

- 70.1 A Full Member may propose an amendment to a By-Law or Reporting Standard by submitting a Proposal in writing to the Executive Director.
- 70.2 The Executive Director must provide a copy of the Proposal to the Board for its consideration.
- 70.3 The Board may:
- (a) delegate the consideration of the Proposal to a committee for its recommendation to the Board;
- (b) require the Proponent to provide further information or supporting documentation concerning the Proposal;
- (c) obtain any advice the Board considers it requires in relation to any aspect of the Proposal and its impact on those By-Laws or Reporting Standards which are not part of the Proposal;
- (d) discuss the Proposal with the Proponent or any other Member;
- (e) in accordance with the Rules of the CAB, determine that the By-Law or Reporting Standard should be amended in line with the Proposal on and from a date which the Board determines which must not be less than 14 days after Members have received a notice advising them of the amendment; or
- (f) dismiss the Proposal, and advise the Proponent in writing that the Proposal has been dismissed.

## **71. Sanctions for Breach of By-Laws and Reporting Standards**

- 71.1 The sanctions able to be exercised by the Board of Directors against Members and Auditors under the Rules also apply to breaches of the By-Laws and Reporting Standards.
- 71.2 In applying these sanctions against a Member, the Board of Directors must act in accordance with the Rules and the By-Laws.

*Under the Rules of the CAB, the Board may impose the following sanctions against Members:*

- (a) A warning where the Board considers that the Member's breach of the Rules, By-Laws or Reporting Standards was inadvertent;
- (b) 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.
- (c) A fine payable to the CAB and not exceeding \$10,000 excluding GST.
- (d) Termination of the Member's membership; and/or
- (e) any other action that may be determined as appropriate by the Board.

## **72. Repeal and Transitional Provisions**

- 72.1 On the commencement of these By-Laws, the following By-Laws and Rules from the 2001 CAB Rules are repealed, as per the "Repeal and Transitional Provisions" in the CAB Rules:
- (a) By-Laws B 10(1)-(13) "Publicity";
- (b) By-Laws B 11(1)-(6) "Publicity Violations";
- (c) Rules R1(2)(b) and R1(2)(c), R1(3), R1(4), R1(5) and R1(6); and
- (d) Rule R2(3).
- 72.2 An independent auditor who:



- (a) was an auditor approved by the Board and registered with the CAB for the purposes of carrying out audits before the commencement of these By-Laws; and
  - (b) desires to continue to be an Auditor for the purposes of these By-Laws, must provide evidence of their financial membership of a relevant organisation as provided in By-Law 51.1 within ninety days after the commencement of these By-Laws.
- 72.3 Until an auditor described in By-Law 72.2 complies with the requirements of that By-Law within the time stipulated, the auditor will be deemed to be an Auditor for the purpose of these By-Laws.
- 72.4 If an auditor described in By-Law 72.2 does not comply with the requirements of that By-Law within the time stipulated that auditor's previous approval and registration before the commencement of the By-Laws will automatically terminate without any requirement for any further action by the Executive Director or the CAB.

### 73. Interpretation

73.1 In the By-Laws unless the context otherwise requires:

- (a) a reference to *these By-Laws* includes all parts of the By-Laws;
- (b) a reference to *the CAB* refers to the Circulations Audit Board;
- (c) a reference to *the Rules* or *the Rules of the CAB* refers to the Rules of the Circulations Audit Board 2008, as amended from time to time;
- (d) headings do not affect the interpretation of these By-Laws;
- (e) 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;
- (f) a reference to *including, includes or include* must be read as if it is followed by (*without limitation*);
- (g) 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;
- (h) where an expression is defined, any other part of speech or grammatical form of that expression has a corresponding meaning;
- (i) the singular includes the plural and vice-versa;
- (j) a word which suggests one gender includes both genders;
- (k) a reference to a statute includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (l) where under these By-Laws 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 the Rules of the CAB; and
  - (d) is not obliged to provide any reason for its opinions, determinations or decisions unless the Rules or these By-Laws provide otherwise;
- (m) all references to a Media Member or membership for a Title in these By-Laws mean the legal entity holding membership;
- (n) 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; and
- (o) wording in italics is intended as explanatory to assist Members.

### 74. Dictionary

74.1 In these By-Laws, unless the context otherwise requires, the following terms have the meanings set out below:



**“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 the Rules of the CAB, these By-Laws and the 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 Reporting Periods stipulated in the By-Laws or Reporting Standards, which apply to Titles submitting distribution data to audit and which may be varied from time to time by the Board.

**“Audit Reports”** are the Audit Certificates and Publisher’s Statements prepared in accordance with the Rules of the CAB, these By-Laws and the Reporting Standards.

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

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

**“Auditor’s Opinion”** is an opinion of an audit certificate by an auditor pursuant to By-Law 12.2.

**“Average Net Distribution” or “AND”** is the average of a single Issue distributed within a specific Reporting Period.

**“Board of Directors” or “Board”** is the board of persons described in Rule 31.1 of the CAB Rules 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 and professional audience and as further defined in the By-Laws and Reporting Standards.

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

**“CAB”** is the Circulations Audit Board.

**“CAB Logo”** is any official logo or insignia issued by the Circulations Audit Board.

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

- (a) a newspaper;
- (b) distributed to an audience that shares a cultural identity; and
- (c) written in a language other than English; and
- (d) as further defined in these By-Laws and any applicable Reporting Standard.

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

- (a) is distributed to an audience that shares a cultural identity;
- (b) is written in a language other than English; and
- (c) is not a newspaper; and
- (d) as further defined in these By-Laws and any 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; and
- (e) as further defined in these By-Laws and any applicable Reporting Standard.

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

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

**“Distribution Audit”** is an Audit of the distribution of a Title.

**“Distribution Summary”** is a summary of distribution data prepared and distributed by the CAB to Members in accordance with these By-Laws.

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

**“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 the Rules 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 event, which submits its data for a verification audit according to the Exhibition Audit Service.

**“Full Member”** is a person admitted as a full Member in accordance with the Rules of the CAB.

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

**“Initial Audit”** is the first Audit of a complete Reporting Period of a Media Member Elect.

**“Issue”** is an issue of a Publication which remains the current Issue until superseded by the next Issue of that Publication.

**“Late Fee”** is a penalty fee determined from time to time by the Board of Directors and payable to the CAB by a Media Member as a penalty for failing to lodge an Audit Certificates and/or a Publisher’s Statement by the date of lodgement required under these By-Laws.

**“Launch Issue Audit”** is an Audit in respect of the first issue of a new Title which has not previously existed.

**“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.

**“Member”** is a member of the CAB who has been admitted in accordance with the Rules of the CAB.

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

**“Membership Fee”** is the membership fee payable under the Rules of the CAB.



**“Preliminary Audit”** is an Audit of all Issues of a newly published Title that has not been published for a complete Audit Period, and which covers a minimum period or minimum number of issues as required by these By-Laws or the Reporting Standards.

**“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 rules and requirements applying to the audit or submission of distribution data of a particular type of Title.

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

**“Review Audit”** is an Audit of a Member of the CAB which:

- (a) is directed by the Board of Directors;
- (b) is conducted by an Auditor;
- (c) may be in respect of, relate to or in any way arise out of:
  - (i) the preparation or content of a Reporting Statement;
  - (ii) a Media Member or Auditor’s compliance with the provisions of the Rules, By-Laws, applicable Reporting Standards and Audit Guidelines; or
  - (iii) the subject matter of a challenge lodged under By-Law 50; and
- (d) may, at the Board’s discretion, involve an inspection of the Member’s records, processes, procedures and methodology used in the preparation of that Member’s Reporting Statements.

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

**“Specialty Publication”** is a Title written for and/or distributed to a special interest group, and as further defined in the By-Laws and any applicable Reporting Standard.

**“Specific Audit”** is an Audit of a nominated Issue or Issues of a Title.

**“Statement Periods”** are the Reporting Periods which apply to Publisher’s Statements as stipulated in By-Law 8.1.

**“Supplement”** is a supplement to a Distribution Summary.

**“Title”** is any media or product as determined by the Board and defined in these By-Laws.

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

**“Web Site”** is a Title which is a Web Site address, Uniform Resource Locator (URL) or portal and as further defined in the By-Laws and any applicable Reporting Standard.