



CONSTITUTION

INTERNATIONAL FEDERATION OF AUDIT BUREAUX OF CERTIFICATION

1. NAME

The name of the organization shall be International Federation of Audit Bureaux of Certification (IFABC).

2. PLACE OF BUSINESS

Its place of business shall be at 60 Paya Lebar Road # 05-08, Paya Lebar Square, Singapore 409051 or such other address as may subsequently be decided upon by the Executive Board and approved by the Registrar of Societies. The Federation shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where relevant.

3. IDENTITY

3.1 The IFABC is a Grouping of established audit organisations that verify and report facts about circulations of publications and other media brand data.

3.2 The members of IFABC comprise the following:

Full Members as defined in Clause 6.

Affiliated Members as defined in Clause 9.

Associate Members as defined in Clause 10.

Reciprocity Members as defined in Clause 11.

4. OBJECTIVES

The objectives of the IFABC are:

4.1 To promote to advertisers, advertising agencies and media agencies and publishers worldwide the benefit of independent audit bureaux and the membership of IFABC.

4.2 To promote an ethical and acceptable business standard of conduct by the Members and encourage the greater standardization and uniformity in the

process, procedure and format of reporting of circulations of publications and other media brand data.

- 4.3 To facilitate and encourage the exchange of facts, information, knowledge and experience among its members about circulations of publications and other media brand data.
- 4.4 To encourage the establishment of audit bureaux in countries where such bureaux do not exist and their membership of IFABC.
- 4.5 To co-operate with International organisations, suppliers and media in any way directly or indirectly connected with, or allied to, IFABC activities.

5. DUTIES AND AIMS

To achieve the objectives the IFABC shall undertake:

- 5.1 To facilitate the growth of audited circulation and other media brand data by introduction of the Members to local interested parties to either assist in the set-up of their own audit bureaux or provide audit services to local media.
- 5.2 To have a central information and resource centre for access by Members and relevant external organisations.
- 5.3 To maintain an IFABC website as a constructive information portal.
- 5.4 To have direct links to all Members from the headquarters of the IFABC.
- 5.5 To conduct research on behalf of the IFABC.
- 5.6 To handle all cross border, Regional and International enquiries from external sources.
- 5.7 To conduct International marketing programmes on behalf of the IFABC.
- 5.8 To be represented at relevant International forums and attend relevant International Organisations meetings on agreement by the Executive Board.
- 5.9 To generate and manage contacts with global advertisers, advertising agencies, media agencies and publishers.
- 5.10 To assist in the development of new Members.
- 5.11 To have access, upon request, from the headquarters of the IFABC to Member's current public information (excluding confidential procedures or information as determined by a Member) such as:
 - Rules and regulations.
 - Description of Members' organizational structure and listings of working parties/committees.

- 5.12 To perform such functions and directions as determined by the General Assembly of the IFABC from time to time.

6. FULL MEMBERSHIP

Organisations that meet and maintain the following conditions and requirements shall be eligible for Full Membership of the IFABC.

A Full Member shall:

- 6.1 Have a tripartite membership of advertisers, advertising agencies/media agencies and publishers.
- 6.2 Determine its own definitions, terms, conditions and procedures for reporting circulations and other media within the sphere of their own activities.
- 6.3 Publish its standards and rules for Member bureau audits and procedures.
- 6.4 Perform independent auditing.
- 6.5 Have transparency in its process.
- 6.6 Issue circulation and/or other media data regularly.
- 6.7 Issue facts about circulations and other media without expressing any opinions.
- 6.8 Operate on the principles of 'not-for-profit'.
- 6.9 Have a Founding Document inclusive of these conditions and requirements.
- 6.10 Encourage membership and active participation in local audit bureaux by eligible advertisers, advertising agencies, publishers and other media agencies.
- 6.11 Furnish such information to the IFABC and other Members as reasonably requested by the IFABC headquarters and they shall not be obliged to furnish any such information which each Member considers confidential.
- 6.12 Use of the IFABC logo and or slogan wherever and whenever possible.
- 6.13 Notwithstanding the provisions of this Clause, a General Assembly, on the recommendation of the Executive Board given that special circumstances exist, may grant Full Membership to an organisation that does not have tripartite participation.

7. APPLICATION FOR AND ACQUISITION OF FULL MEMBERSHIP STATUS

- 7.1 Applicants for membership in the IFABC should present the following to the IFABC President for review by appropriate regional group of IFABC members:
- 7.1.1 Application for Membership (Application for each class of membership shall be made on forms provided by IFABC)
- 7.1.2 The applicant shall include one letter from each of the following:
- A media owner
 - An advertising agency, and
 - An advertiser
- within the interested country stating the case for admission in the IFABC. A seconding letter from a media owner, advertising agency and advertiser shall accompany this letter of recommendation. (A letter from an association representing any of the three aforementioned shall be considered the equivalent of one letter and requires a second.)
- 7.1.3 An audit organization interested in becoming a Member of the IFABC should acknowledge having read the Constitution and By Laws and understanding of the same.
- 7.1.4 The applicant shall agree to abide by the Constitution and By Laws of the IFABC and all amendments and additions that may be made to them.
- 7.1.5 The applicant shall have complied with the Constitution and By Laws of the IFABC for one year before being eligible for IFABC Membership.
- 7.1.6 Each applicant should state in their letter of application how the audit organization conforms to the objectives of the IFABC as stated in Clause 4 of the Constitution.
- 7.1.7 An audit organization applying for “Full Membership” should state in the application specifically how the organization complies with Clause 6 of the Constitution (conditions and requirements for Full Membership).
- 7.2 Duly authorized representatives of the IFABC shall have the right of access, at any time, to all materials and records of applicants for membership as deemed necessary by the IFABC to determine eligibility for membership within the IFABC. Conditional on becoming a Member of the IFABC is the requirement that the member must agree to continue to grant right of access by duly authorized representatives of the IFABC to all materials and records of the member as deemed necessary by the IFABC to determine continued eligibility for Membership within IFABC.
- 7.3 Upon receipt of an application, the IFABC President shall cause a review to be made of the applicant’s information in accordance with the Constitution and By Laws of the IFABC. The IFABC President shall screen the application and

submit it to the appropriate Regional Group of the IFABC. The Regional Group shall, within a reasonable time after the receipt of the application, request a personal appearance by the applicant before the regional group which shall comment whether the applicant's information is adequate for a determination of whether or not membership should be granted in accordance with the standards and requirements of the IFABC.

- 7.4 If the applicant's information is adequate, the applicant will be provided with letters from two members organizations of the Regional Group proposing the applicant for membership in the IFABC.
- 7.5 If the applicant's information is inadequate, the Regional Group shall request the applicant to provide the missing information or additional information as may be required. If the applicant refuses to do so within the time limits imposed, or if the application is withdrawn, the application shall be automatically be rejected by the IFABC.
- 7.6 Upon the completion of the Regional Group's review the IFABC President shall submit the application for membership to the Executive Board together with the report on the findings of the application review and the recommendation for, or against, the application for membership.
- 7.7 No applicant shall be accepted for Membership until the application has been approved by a simple majority of the Full Members of the IFABC.
- 7.8 If, upon presentation to the Executive Board or the Full Membership, any member finds the applicant's information is inadequate or in violation of the Constitution or By Laws, the IFABC President shall be informed and shall request the applicant to provide the missing information, explanation or additional information as may be required. If the applicant refuses to do so, or has failed to do so within the time limits imposed by the IFABC President, or if the application is withdrawn, the application shall automatically be rejected by the IFABC.
- 7.9 An applicant may not publicize the fact that they have applied for Membership. Whenever reference is made in the Constitution and By Laws to a Member, the provision of the Constitution and By Laws shall apply equally to applicants for membership.

8. SUSPENSION, TERMINATION AND READMISSION OF FULL MEMBERSHIP

- 8.1 The General Assembly, by two-thirds vote, shall suspend or terminate the membership of any Full Member who has been found by the Executive Board to have breached the provisions of this Constitution or By-laws.
- 8.2 A Member whose membership has been suspended shall during such suspension:
 - 8.2.1 Not be entitled to attend a General Assembly.
 - 8.2.2 Not be entitled to vote on any General Assembly resolutions.

- 8.2.3 Cease to be a member of the Executive Board.
- 8.2.4 Cease using the IFABC logo and not represent that it is a member of the IFABC.
- 8.2.5 Cease using IFABC resources.
- 8.2.6 Have its name removed from the IFABC listings.
- 8.2.7 Have its suspension posted on the IFABC website.
- 8.3 A Member whose membership has been suspended or terminated may upon written application be readmitted to membership in accordance with:
 - 8.3.1 Review by the President.
 - 8.3.2 Recommendation by the Executive Board, being satisfied that the Member has removed or rectified the cause for such suspension or termination.
 - 8.3.3 Approval by a two-thirds majority in a vote by post or in person by Full Members after a ten-day review period during which any comments received are to be distributed to the Full Members.

9. AFFILIATED MEMBERS

- 9.1 The Executive Board shall be entitled to admit as an Affiliated Member an organisation which does not fully comply with the requirements of Full Membership but which has an interest in the objectives of the IFABC and intends to develop and maintain an ongoing relationship with the IFABC.
- 9.2 The application for Affiliated Membership shall be made in writing in the form and on conditions stipulated by the Executive Board from time to time.
- 9.3 The Executive Board shall determine the annual subscription payable by the Affiliated Member.
- 9.4 Affiliated Membership shall be suspended or terminated by notice in writing given by either the Executive Board or the Associate Member to the other party.
- 9.5 An Affiliated Member shall be entitled to attend a General Assembly but shall not be entitled to a vote.

10. ASSOCIATE MEMBERS

- 10.1 The Executive Board shall be entitled to admit as an Associate Member an organisation which is closely aligned to the industries the Full Membership serve or are closely associated with in the conduct of their business. As an

example such membership could include paper suppliers, machinery and ink suppliers, global advertising agencies and a wide spectrum of others.

- 10.2 The application for Associate Membership shall be made in writing in the form and on conditions stipulated by the Executive Board from time to time.
- 10.3 The Executive Board shall determine the annual subscription payable by the Associate Member.
- 10.4 Associated Membership shall be suspended or terminated by notice in writing given by either the Executive Board or the Associate Member to the other party.
- 10.5 An Associate member shall be entitled to attend a General Assembly but shall not be entitled to a vote.

11. RECIPROCITY MEMBER

- 11.1 The Executive Board shall be entitled to admit as a Reciprocity Member other similar industry organisations with similar interests.
- 11.2 The application for Reciprocity Membership shall be made in writing in the form and on conditions stipulated by the Executive Board from time to time.
- 11.3 There shall be no annual subscription payable by the Reciprocity Member.
- 11.4 Reciprocity Membership shall be suspended or terminated by notice in writing given by either the Executive Board or the Reciprocity Member to the other party.
- 11.5 A Reciprocity Member shall be entitled to attend a General Assembly but shall not be entitled to a vote.

12. GENERAL ASSEMBLY OF MEMBERS

- 12.1 The General Assembly is the supreme governing authority of IFABC and is constituted by the Full Members.
- 12.2 A General Assembly of Members shall be held biennially at a time and place set by the Executive Board and shall take place no later than 30 June in the year.
- 12.3 An Extraordinary General Assembly of Members must be convened by the President within two months on a resolution by five Full Members of the Executive Board or by one third of the Bureaux in membership. At least ten (10) days notice of an Extraordinary General Meeting in writing shall be given by the President setting forth the business that is to be transacted. In the event the President does not convene the Extraordinary General Meeting, the members who requested for the Extraordinary General Assembly shall convene the Extraordinary General Meeting by giving ten (10) days notice to the voting Members setting forth the business to be transacted.

- 12.4 A quorum shall consist of one third of the Full Members present and or by proxy at the meeting. In the event of a quorum not being present within thirty minutes of the allotted time for the meeting the meeting shall stand adjourned for forty-eight hours at the same place. The Full Members present at such adjourned meeting shall constitute a quorum but they shall have no power to amend any part of the existing Constitution.
- 12.5 The failure by a Full Member to receive a notice posted to it convening a General Assembly or the failure by the representative of the Full Member to receive a copy of such notice posted to such Full Member shall not invalidate the General Assembly.
- 12.6 Each Full Member present personally or by proxy shall have one vote provided such Full Member's subscriptions are paid up to date.
- 12.7 All decisions shall be taken by a simple majority of votes unless otherwise provided in the Constitution or the By-laws. A confidential ballot may be demanded by a majority of Full Members present and by proxy.
- 12.8 In the event that the Executive Board decides that an issue is sufficiently urgent to require a decision of a General Assembly and that the IFABC would suffer prejudice by following the procedure to convene a General Assembly, the Executive Board shall be entitled to submit a resolution to the Full Members for their consideration by posting to the Full Members the proposed resolution accompanied by the relevant voting papers.
- 12.9 Only voting papers which are properly completed and signed by a duly authorized representative of the Full Member and received by the Secretariat within 30 days of the date of posting the resolution to the Full Members shall be counted and all voting papers subsequently received shall be invalid.
- 12.10 Voting papers shall not be counted and accordingly the resolution shall not be passed unless valid voting papers are received on time from not less than one third of the Full Members.
- 12.11 The election of the Executive Board at a General Assembly shall be by confidential ballot unless otherwise agreed unanimously by the Full Members present or by proxy at the General Assembly

13. EXECUTIVE BOARD

- 13.1 The Executive Board shall administer, manage, and control the affairs of the IFABC including the location, selection and program for the General Assembly.
- 13.2 The Executive Board shall be comprised of nine Executive Board Members who shall represent the Full Members in the following manner:
 - a. Six (6) positions will be filled by Full Members elected by Full Members present at the GA from amongst the nominated Members

- b. Three (3) positions will be filled by the elected Presidents representing the Regional IFABC Groups respectively – Asia Pacific; IFABC Europe and Ibero-America

There shall not be two representatives representing the same Bureau in the IFABC Executive Board.

- 13.3 The three elected Presidents of the Regional IFABC Groups will have to represent themselves on the IFABC Executive Board and will not be allowed to nominate another person from the regional group.
- 13.4 The Full Members shall at the General Assembly elect a President from the members of the Executive Board.
- 13.5 The Executive Board shall appoint an Honorary Treasurer and a Secretary from the members of the Executive Board
- 13.6 The Executive Board shall hold office for a period of two years until the next General Assembly.
- 13.7 Should a casual vacancy occur on the Executive Board such vacancy may be filled by the Executive Board co opting a person representing a Full Member to fill such vacancy.
- 13.8 The members of the Executive Board shall not receive any remuneration for their services.
- 13.9 A member of the Executive Board however, may receive financial assistance from the IFABC to cover such member's expenses necessarily incurred provided the Executive Board is satisfied on receipt of a properly motivated written request that due to financial constraints of the Full Member represented by such member of the Executive Board such financial assistance is justified.
- 13.10 Quorum for all meetings of the Executive Board shall be five members in person or by telephone or video link. Resolutions at such meetings shall be passed by a simple majority vote.
- 13.11 Resolution signed by all the members of the Executive Board shall be deemed to be a resolution passed by the Executive Board at a duly constituted meeting.
- 13.12 Should one third of the members present at the meeting of the Executive Board cast dissenting votes against any resolution passed by the Executive Board, a dissenting member shall be entitled to refer the resolution of the Executive Board to the Full Membership for ratification.
- 13.13 Such dissenting member shall lodge a notice of referral to the Full Members with the Secretariat and President within five days of the resolution.
- 13.14 The minutes of the meeting, including the resolution and notice of the referral, shall immediately be sent to the Full Members by post.
- 13.15 A decision made by a majority of the Full Members whose replies have been received within twenty one days of the date of posting the notice of referral to

the Full Members by the Secretariat and President shall be final and binding on the Executive Board.

- 13.16 A member of the Executive Board shall not be entitled to attend any Executive Board Meetings and shall not have a vote on any Executive Board resolutions during any period that the subscriptions or levies of the Full Member whom the member of the Executive Board is representing remain unpaid.

14. DUTIES OF THE EXECUTIVE BOARD

- 14.1 The Executive Board shall ensure the proper functioning of the IFABC and that the objects referred to in Clause 4 and the duties and aims referred to in Clause 5 are given effect to and implemented.
- 14.2 The Executive Board shall assess candidates and recommend the appointment of the candidate they think best to fulfil the duties of a Secretariat for such period and on such terms as it may recommend to the General Assembly for ratification.
- 14.3 The Executive Board shall be entitled to delegate such of its duties and aims to the Secretariat as it may determine.
- 14.4 Without limiting the general authority given to it and without limiting its authority of delegation to the Secretariat the Executive Board shall:
- 14.4.1 Make, vary and rescind rules and regulations and take all such action consistent with this Constitution for the management and control of the affairs of IFABC.
- 14.4.2 When and where considered necessary, engage employees and professional advisors for IFABC.
- 14.4.3 Arbitrate on any disputes between Full Members of IFABC on matters related directly or indirectly to their membership of the IFABC on such Full Members written request but without prejudice to any legal remedies or rights of such Full Members.
- 14.4.4 Generally give effect to and implement any decisions or directives given by a General Assembly.
- 14.5 The Executive Board shall meet at least once per annum.

15. SUBSCRIPTIONS

- 15.1 The subscriptions payable by Full Members shall be determined by the General Assembly from time to time.
- 15.2 Subscription invoices shall be posted to the members by the 1st December each year. Payment of such invoices shall be made by the 31st January of the following year. All subscriptions unpaid by the 31st January shall bear interest

calculated from the 31st January to date of payment at a rate of interest as determined by the Executive Board from time to time.

- 15.3 Notwithstanding the provisions of Clause 15.2 the Executive Board may, on written application by a Member, in its sole discretion determine on good cause shown, grant special consideration or dispensation to the Member.
- 15.4 Notwithstanding Clause 8, should the Member fail to pay its subscription on the due date, the Executive Board, upon unsatisfactory explanation for the lateness, shall be entitled to suspend such Member until payment of the subscription and outstanding interest is received. Notice of such suspension shall be posted to the Members.
- 15.5 Notwithstanding Clause 8, the Executive Board shall in its discretion be entitled to reinstate the membership of a Member suspended under Clause 15.4 upon the payment of all subscription and interest outstanding by the Member.
- 15.6 The annual subscriptions for Associate and Affiliate Members shall be determined by the Executive Board from time to time.
- 15.7 There shall be no subscriptions payable by a Reciprocity Member.
- 15.8 There shall be no entrance fee payable for all Members.

16. HEADQUARTERS OF THE IFABC AND DUTIES OF THE SECRETARIAT AND HONORARY TREASURER

- 16.1 The headquarters of the IFABC shall be situated in Singapore.
- 16.2 The Secretariat shall perform such functions as determined or delegated by the Executive Board from time to time to give effect to objectives set out in Clause 4 and the duties and aims of the IFABC set out in Clause 5. The expenses incurred in the operation of the secretariat shall be disbursed from the IFABC funds.
- 16.3 A budget which shall include the appropriate subscriptions for each of the next two years shall be prepared by the Secretariat and President for presentation to the Executive Board which, upon approval, will submit the budget to the Full Membership for their approval.
- 16.4 The President shall be responsible for the operation of the business of the IFABC in accordance with the budget, and the instructions and directions of the Executive Board as determined from time to time.
- 16.5 The financial year of the IFABC shall be 1st January to 31st December.
- 16.6 The Executive Board shall have the power to open Bank accounts for the purpose of depositing funds with a licensed bank of financial institution in any country as required from time to time.

- 16.7 The Federation's bank accounts and deposit accounts shall be operated by, as the case maybe, by any two authorised signatories jointly. The authorised signatories are the President, the Honorary Treasurer and the secretaries.
- 16.8 The Honorary Treasurer shall be responsible for the operation of the budget, the custody and the investment of the funds of the IFABC in accordance with instructions and directions of the Executive Board and the submission of subscription invoices.
- 16.9 The Honorary Treasurer shall submit to the Executive Board quarterly reports on the financial affairs of the IFABC within three weeks of the end of each quarter or on the request of the Executive Board.
- 16.10 The Honorary Treasurer shall submit to the Executive Board by the 31st March each year the Annual Financial Statements duly audited
- 16.11 The Secretariat shall post to the Full Members copies of the minutes of each Executive meeting within 21 days of the date of the meeting and a copy of the quarterly report on the financial affairs of the IFABC within 21 days of receipt of the report from the Honorary Treasurer.
- 16.12 The Honorary Treasurer shall be an independent position from the President.

17. REGIONAL GROUPINGS

- 17.1 Regional Groupings may be established with the prior approval of the Executive Board
- 17.2 The Regional Groupings shall implement and develop the objectives and aims of the IFABC in accordance with the provisions of this constitution.
- 17.3 The President shall be an ex officio Member of each Regional Grouping. The President may attend regional meetings by invitation of the Regional Grouping and shall have the right to attend regional meetings of the Regional Grouping at the President's discretion.
- 17.4 The full costs of the President's attendance will be borne by:
- 17.4.1 The Regional Group, if the attendance is at the invitation of the Regional Group.
- 17.4.2 The IFABC, if the attendance is at the discretion of the President.
- 17.5 The Regional Grouping shall submit minutes of its meetings to the Secretariat and the Executive Board.

18. INSIGNIA

- 18.1 The insignia (logo form or other identity) and slogan of the IFABC will be determined by the General Assembly from time to time.

- 18.2 The IFABC insignia and slogan shall only be used and displayed by Full Members or such other Members or organisations duly authorised thereto by the Executive Board.
- 18.3 In addition to each bureau's own insignia, each Full Member shall be encouraged to use and display the IFABC insignia and/or slogan on all correspondence, documents, internet pages and all forms of advertising material used by the Member.
- 18.4 Should a Member cease to be a member of the IFABC such member shall immediately cease using the IFABC insignia and/or slogan and shall immediately destroy all letterheads and other printed documents, internet pages and all forms of advertising material used by the Member reflecting such insignia and/or slogan.

19. AUDIT AND FINANCIAL YEAR

- 19.1 A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for re-appointment. They:
- 19.1.1 will be required to audit each year's accounts and present a report upon them to the Annual general meeting.
- 19.1.2 may be required by the President to audit the Federation's accounts for any period within their tenure of office at any date and make a report to the Executive Board
- 19.2 The financial year shall be from 1 January to 31 December.

20. AMENDMENT TO CONSTITUTION

- 20.1 The Federation shall not amend its Constitution without the prior approval in writing from the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed at a General meeting and with the consent of two-thirds (2/3) of the voting members present at the General meeting. No amendment of this constitution shall be of any force and effect unless passed by a two-thirds majority of Full Members present or by proxy at a General Assembly and has received the prior approval in writing from the Registrar of Societies Singapore.

21. BY-LAWS

The General Assembly shall establish and amend By-laws to this Constitution from time to time.

22. INTERPRETATION

Should any doubt or dispute arise as to the interpretation of this Constitution or the By-laws it shall be decided by the Executive Board, with right of appeal to the General Assembly, whose decision shall be final and binding.

23. PROHIBITIONS

- 23.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Federation's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 23.2 The funds of the Federation shall not be used to pay fines of Members who have been convicted in a court of law.
- 23.3 The Federation shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 23.4 The Federation shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 23.5 The Federation shall not hold any lottery, whether confined to its Members or not, in the name of the Federation or its office-bearers, Executive Board or members unless with the prior approval of the relevant authorities.
- 23.6 The Federation shall not raise funds from the public for whatsoever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

24. DISSOLUTION

- 24.1 The Federation shall only be dissolved by consent of not less than two-thirds majority of Full Members, of the Federation expressed either in person or by proxy, at a General Assembly convened for the purpose.
- 24.2 In the event of the Federation being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Assembly of members may determine or donated to an approved charity or charities.
- 24.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies Singapore.