



Court Network

# Court Network Incorporated Statement of Purposes and Rules

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Adopted on **20 November 2013**

With advice and support provided by:



HERBERT  
SMITH  
FREEHILLS

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# Rules

## COURT NETWORK INCORPORATED

**ABN: 85517169601**

**Registration no A0002254B**

**ARBN 122 324 805**

### **An incorporated association**

Court Network Incorporated ("the Association") is an association incorporated in accordance with the provisions of the *Associations Incorporation Reform Act 2012* (Vic).

This document sets out the Purposes and Rules of the Association as amended at **[insert date of AGM]** 2013 by special resolution of the Members of the Association.

## 1 Association's name

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The name of the association is **Court Network Incorporated (Association)**.

## 2 Purposes

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The purpose of the Association is to provide personal support, information and referrals for those in contact with the justice system (**Purpose**).

Solely for the purpose of furthering the Purpose set out above, the Association has the power to:

- (a) invest and deal with moneys for the Association (not immediately required) in such manner as is from time to time thought fit;
- (b) raise or borrow money upon such terms and in such manner as it thinks fit;
- (c) secure the repayment of moneys so raised or borrowed or the repayment of debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the property of the Association;
- (d) do all such things as are incidental or conducive to the attainment of the Purposes and the exercise of the powers of the Association; and
- (e) act as trustee and accept and hold upon trust real and personal estate in accordance with the provisions of the Act and these Rules.

## 3 Membership

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### 3.1 Application for membership

- (a) Any natural person may apply, in writing in the form specified by the Board from time to time, to be a Member of the Association (**Application**).
- (b) Applications must be lodged with the Secretary who must ensure that the Application is referred to the Board for its consideration in accordance with Rules 3.2 and 3.3.
- (c) Each Court Networker must be a Member of the Association.

### 3.2 Rejection of applications for membership

- (a) A resolution of the Board to reject an Application:
  - (1) does not take effect unless the Board, at a meeting held not later than 28 days after the service on the Applicant of a notice under Rule 3.2(b), confirms the resolution in accordance with this Rule; and
  - (2) where the Applicant exercises a right of appeal to the Association under Rule 3.2(c), does not take effect unless the Association confirms the resolution in accordance with Rule 3.2(c).
- (b) Where the Board passes a resolution to reject an Application, the Secretary must, as soon as practicable, cause to be served on the Applicant a notice in writing:
  - (1) setting out the resolution of the Board and the grounds on which it is based;
  - (2) stating that the Applicant may address the Board at a meeting to be held not later than 28 days after service of the notice;
  - (3) stating the date, place and time of that meeting; and
  - (4) informing the Applicant that he or she may do one or more of the following:
    - (A) attend that meeting; and
    - (B) give to the Board, at least five business days prior to the date of that meeting, a written statement seeking the revocation of the resolution.
- (c) At a meeting of the Board held in accordance with Rule 3.2(b), the Board must:
  - (1) give the Applicant an opportunity to be heard;
  - (2) give due consideration to any written statement submitted by the Applicant; and
  - (3) determine whether to confirm or revoke the resolution, which initially rejected the Application, by resolution which will only be effective if passed by a majority comprising 75% of the members of the Board.

### 3.3 Approval of applications for membership

- (a) Upon an Application being approved by the Board, the Secretary must ensure, with as little delay as possible, that the Applicant is notified in writing that he or she is approved for membership of the Association and request payment of the

Membership Fee within the period of 28 days after receipt of the notification that the Application has been approved.

- (b) The Secretary must ensure, upon receipt of the Membership Fee in accordance with Rule 3.3(a), that the Applicant's name is entered in the register of Members kept by the Association and, upon the name being so entered, the Applicant becomes a Member of the Association.

### 3.4 No annual fees

Unless otherwise determined by the Board, no Member is obligated to pay an annual subscription fee to continue their membership with the Association.

### 3.5 Register of Members

The Secretary must ensure that a register of Members is kept and maintained in which the full name, postal address, email address (if any) and date of entry of the name of each Member is kept. Any Member who changes his or her contact details must promptly notify the Secretary. The register must be available for inspection by Members at the address of the Secretary, which is the principal place of business of the Association. Access to the personal information of a person recorded in the register of Members may be restricted in certain circumstances. Personal information of Members may only be used for a proper purpose.

### 3.6 General rights of Members

A Member of the Association who is entitled to vote has the right to:

- (1) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (2) to submit items of business for consideration at a general meeting; and
- (3) to attend and be heard at general meetings;
- (4) to vote at a general meeting; and
- (5) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 10.4; and
- (6) to inspect the register of Members.

## 4 When membership ceases

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### 4.1 Term of membership

- (a) A right, privilege, or obligation of a person by reason of his or her membership of the Association:
- (1) is not capable of being transferred or transmitted to another person; and
  - (2) terminates upon the cessation of his or her membership whether by death or resignation or otherwise in accordance with these Rules.
- (b) A person immediately ceases to be a Member if the person:

- (1) dies;
- (2) resigns as a Member in accordance with Rule 4.2;
- (3) ceases to be a Court Networker subject to Rule 4.3;
- (4) becomes, if the Board so decide in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her registered address;  
or
- (5) is expelled under Rule 5.1.

## 4.2 Resignation of membership

- (a) A Member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member will cease to be a Member.
- (b) Upon the expiration of a notice given under Rule 4.2(a), the Secretary must ensure that the register of Members is updated to record the date on which the Member ceased to be a Member.

## 4.3 Ceases to be a Court Networker

- (a) A Member of the Association who ceases to be a Court Networker will cease to be a Member subject to Rule 4.3(b).
- (b) If a person would like to continue to be a Member after ceasing to be a Court Networker, they must inform the Secretary in writing of their intention to remain a Member.
- (c) The person may then continue with his or her membership subject to the conditions in this Rule 4.
- (d) A person continuing their membership under Rule 4.3(b) does not have to pay another membership in accordance with Rule 3.3.

# 5 Discipline and grievance

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## 5.1 Disciplining of Members

- (a) Subject to these Rules, the Board may by resolution:
  - (1) expel a Member from the Association; or
  - (2) suspend a Member from membership of the Association for a specified period,
 if the Board is of the opinion that the Member:
  - (3) has refused or neglected to comply with these Rules;
  - (4) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association;
  - (5) has failed to comply with the Code of Ethics; or

- (6) has been convicted of an indictable offence.
- (b) A resolution of the Board under Rule 5.1(a) does not take effect unless the Board, at a meeting held not later than 28 days after the service on the Member of a notice under Rule 5.1(c) confirms the resolution in accordance with this Rule.
- (c) Where the Board passes a resolution under Rule 5.1(a), the Secretary must, as soon as practicable, cause to be served on the Member a notice in writing:
  - (1) setting out the resolution of the Board and the grounds on which it is based;
  - (2) stating that the Member may address the Board at a meeting to be held not later than 28 days after service of the notice;
  - (3) stating the date, place and time of that meeting;
  - (4) informing the Member that he or she may do one or more of the following:
    - (A) attend that meeting; and
    - (B) give to the Board at least five days prior to the date of that meeting, a written statement seeking the revocation of the resolution.
- (d) At a meeting of the Board held in accordance with Rule 5.1(b), the Board must:
  - (1) give the Member an opportunity to be heard;
  - (2) give due consideration to any written statement submitted by the Member; and
  - (3) by resolution, determine whether to confirm or to revoke the resolution and a resolution to confirm the resolution to expel or suspend a Member will only be valid if passed by a majority comprising 75% of the Members of the Board.

## 5.2 Grievance procedure

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (1) a Member and another Member; or
  - (2) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (1) a person chosen by agreement between the parties; or
  - (2) in the absence of agreement:
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or

- (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (e) In all circumstances apart from that anticipated in Rule 5.2(d)(2)(B), a Member of the Association can be a mediator. However, the mediator must not have a personal interest in the dispute or a bias in favour of or against any party.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- (1) give the parties to the mediation process every opportunity to be heard;
  - (2) allow due consideration by all parties of any written statement which is submitted by any party at least five business days prior to the mediation being held; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 6 General meetings

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### 6.1 Annual general meetings

- (a) The Association must, in each calendar year, convene an annual general meeting of its Members.
- (b) The annual general meeting will be held on such day as the Board determines but not later than 30 November in any year.
- (c) The annual general meeting must be specified as such in the notice convening it.
- (d) The ordinary business of the annual general meeting will be:
- (1) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (2) to receive from the Board reports upon the transactions of the Association during the preceding Financial Year;
  - (3) to elect the members of the Board;
  - (4) to receive and consider the statement submitted by the Association in accordance with the Act and in accordance with Rule 11.
- (e) The annual general meeting may transact special business of which notice is given in accordance with the Act and these Rules.
- (f) The annual general meeting will be in addition to any other General Meetings that may be held in the same year.

## 6.2 Special general meetings

- (a) All General Meetings other than the annual general meeting will be called special general meetings.
- (b) The Board may, whenever it thinks fits, convene a special general meeting of the Association and, where, but for this Rule, more than 15 months would lapse between annual general meetings, must convene a special general meeting before the expiration of that period.
- (c) The Board must, on the requisition in writing of Members representing not less than the lesser of 50 Members and 10 per cent of the total number of Members, convene a special general meeting of the Association.
- (d) The requisition for a special general meeting must state the objects of the meeting and must be signed by the Members making the requisition and be sent to the Association and marked to the attention of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (e) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of their number, may convene a special general meeting to be held not later than three months after that date.
- (f) A special general meeting convened by Members in accordance with these Rules must be convened in the same manner as nearly as possible as that in which meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting must be paid or reimbursed by the Association.

## 6.3 Business at general meetings

- (a) The Secretary must, at least 21 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) No business other than that set out in the notice convening the meeting will be transacted at the General Meeting.
- (c) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.

## 6.4 Use of technology

- (a) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of the Part, a Member participating in a general meeting as permitted under Rule 6.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## 6.5 Procedure at general meetings

- (a) All business that is transacted at a General Meeting of the Association other than that specifically referred to in these Rules as being the ordinary business of the annual general meeting will be deemed to be special business.
- (b) No item of business will be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Eight Members personally present, or present in accordance with Rule 6.4, constitute a quorum for the transaction of the business of a General Meeting.
- (d) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved and in any other case must stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (e) If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) will constitute a quorum. If less than three Members are present at the adjourned meeting, the meeting will be dissolved.
- (f) At each General Meeting of the Association:-
  - (1) the President will preside as chairperson; or
  - (2) if the President is absent, the Vice President will preside as chairperson, or
  - (3) if the President and the Vice President are absent, the Members present may elect one of their number to preside as chairperson at the General Meeting.
- (g) The Chairperson of a General Meeting at which a quorum is present may, at his or her discretion, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (h) Where a General Meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the General Meeting.
- (i) Except as provided in Rules 6.5(g) and 6.5(h), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

## 6.6 Voting at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a General Meeting of the Association will be determined by a majority of votes cast by Direct Vote and votes by the Members present at the meeting. Such a decision is for all purposes a decision of the Members.
- (b) Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- (c) Unless otherwise determined by the Board, all votes must be given personally or by Direct Vote in accordance with Rules 6.6 and 6.7.

- (d) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) A resolution put to the vote of a general meeting must be decided as the chairperson determines and must include all Direct Votes, unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
  - (1) the chairperson of the meeting; or
  - (2) any Member present.
- (f) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (g) Unless a poll is demanded, a declaration by the chairperson of a general meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (h) If a poll is duly demanded at a general meeting, it must be taken in such manner, and whether at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The poll must include a count of any Direct Votes. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (i) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (j) The demand for a poll may be withdrawn.
- (k) Each Member is entitled to vote by lodging a Direct Vote in accordance with Rule 6.7 and the Association's voting policies.

## 6.7 Direct votes

- (a) A person who has cast a Direct Vote is entitled to attend a meeting. However, they are not able to vote on a poll or on a show of hands on resolutions the subject of the Direct Vote at that meeting.
  - (1) If a Member attempts to cast more than one vote on a particular resolution the order of priority is:
    - (A) Direct Vote;
    - (B) a vote by a Member present on a show of hands.
- (b) A Direct Vote may be in any form decided or accepted by the Board members signed by the Member but is not valid unless the Direct Vote is received by the Secretary of the Association, no later than 24 hours before the time of the meeting.
- (c) The Chairperson must ensure that a certificate, signed by the Secretary, of any Direct Votes received is available at the meeting ahead of any vote taken.
- (d) If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chairperson of the meeting must:
  - (1) where the meeting votes other than by a poll (ie on a vote on a show of hands) count each Member who has submitted a Direct Vote for or

- against the resolution in accordance with their Direct Vote as well as the votes cast at the meeting; and
- (2) on a poll, count the votes cast by each Member who has submitted a Direct Vote directly for or against the resolution.
- (e) The Board members may make regulations, processes or policies for the application of direct voting from time to time consistent with the rights of Members to cast a Direct Vote under the Rules.

## 7 The Board

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### 7.1 Board responsibilities

- (a) The affairs of the Association must be controlled by the Board subject to such delegation of authority to the Executive Director as the Board considers appropriate. The Board will not be responsible for the day to day activities and operations of the Association and will be entitled to rely on the Executive Director and the executive staff reporting to the Board on matters appropriate for its consideration.
- (b) The Board, subject to these Rules, the Act and the Regulations:
- (1) may exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised at General Meetings of the Members of the Association;
  - (2) has the power to perform all such acts and things as appear to it to be essential for the proper management of the business and affairs of the Association; and
  - (3) may establish any sub-committee, standing committee, working party or any other committee as it sees fit, to facilitate the operation of the Association and may delegate such powers and functions to any such committee as it sees fit.
- (c) The responsibilities of the Board constituted as provided in Rule 7.1(b) include:
- (1) setting goals for the Association;
  - (2) appointing the Executive Director; and
  - (3) overseeing plans towards the attainment of the Association's goals and to review at reasonable intervals, the Association's progress towards attaining those goals.

### 7.2 Board members' interests

- (a) Subject to Rule 7.2(b), a Board member who has a material personal interest in a matter being considered by the Board must:
- (1) as soon as he or she becomes aware of his or her interest, disclose to the Board members:
    - (A) the nature and extent of his or her interest; and
    - (B) the relation of the interest to the activities of the Association; and

- (2) disclose the nature and extent of the material personal interest in the matter to the Members at the next annual general meeting.
- (b) Rule 7.2(a) does not apply in respect of an interest that exists only by virtue of the fact that the Board member:
  - (1) is an employee of the Association;
  - (2) is a Member of a class of persons for whose benefit the Association is established; or
  - (3) has the interest in common with all or a substantial proportion of the Members.
- (c) A Board member who has a material personal interest in a contract, or proposed contract, with the Association, or who has a material personal interest in a matter being considered by the Board members, must not, unless Rule 7.2(b)(2) and (3) applies:
  - (1) be present while the matter is being considered; or
  - (2) vote on the matter.
- (d) A disclosure under rule 7.2(a)(1) and (2) must be recorded in the minutes of the meetings at which the disclosure was made.
- (e) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board member and the Association and the Board member is not liable to account for profits derived from the contract, provided rules 7.2(a) and (c) have been complied with (if applicable) by the Board member.
- (f) If there are not enough Board members to form a quorum to consider a matter due to rule 7.2(c), any Board member (including a Board member with a material personal interest) may call a general meeting to consider the matter.
- (g) The Board members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Board member, and any person considered by the Board members as related to or associated with the Board member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

### 7.3 Use of information or position

- (a) A Board member must not:
  - (1) while a Board member; and
  - (2) after ceasing to be a Board member,
 knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
  - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (4) cause a detriment to the Association.
- (b) A Board member must not knowingly or recklessly make improper use of his or her position in the Association so as to:
  - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (2) cause detriment to the Association.

## 7.4 Composition of the Board

- (a) The Board must consist of:
  - (1) no more than 12 elected members; and
  - (2) the Executive Director.
- (b) The elected members of the Board will be elected to the Board by the Members of the Association in annual general meeting, in accordance with the provisions of this Rule 7.4.
- (c) Each elected member of the Board will, subject to these Rules, hold office until the termination of the third annual general meeting after the member was last elected or re-elected.
- (d) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed will hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.
- (e) At any time there must be a minimum of four and a maximum of five members of the Board who are graduates of the Association's Training Program and currently working as Court Networkers.
- (f) The President must ensure that the requirements in Rule 7.4(e) are complied with and must specify whether the election of a Board member is to be either contested by graduates of the Training Program alone, or by graduates and non-graduates jointly.

## 7.5 Nomination of Board members

- (a) The Secretary must ensure that nominations are called for candidates for election as members of the Board not less than 60 days before the date fixed for the holding of the annual general meeting of the Association, or such shorter period as approved by the Board from time to time.
- (b) Nominations of candidates for election as members of the Board must:
  - (1) be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (2) be delivered to the Secretary not less than 45 days before the date fixed for the holding of the annual general meeting, or such shorter period as approved by the Board from time to time.
- (c) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot will be conducted at the annual general meeting, in such usual and proper manner as the Board may direct, to determine the election of Members to the Board.
- (f) For the purposes of these Rules, the office of the Association or of an ordinary member of the Board becomes vacant if the officer or member:

- (1) ceases to be a Member of the Association;
- (2) is declared bankrupt in accordance with the Bankruptcy Act 1966 (Cth); or
- (3) resigns from his or her office by notice in writing given to the Secretary.

## 7.6 Board meetings

- (a) The Board must meet at least three times in each calendar year at such place and such times as the Board may determine.
- (b) The Board may, if it so determines, hold meetings by telephone conferencing or video conferencing or such other electronic means as it may from time to time consider appropriate.
- (c) Special meetings of the Board may be convened by the President or by any seven of the members of the Board.
- (d) Notice must be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting.
- (e) Any seven members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (g) At any meeting of the Board:
  - (1) the President will preside as chairperson; or
  - (2) if the President is absent, the Vice President will preside as chairperson; or
  - (3) if the President and Vice President are absent, the Board members present may elect one of their number to preside as chairperson at the Board meeting.
- (h) Questions arising at a meeting of the Board, or of any sub-committee appointed by the Board, must be determined on a show of hands or, if demanded by a member, by poll taken in such manner as the person presiding at the meeting may determine.
- (i) Each member present at a meeting of the Board, or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (j) The Board may pass a resolution without a meeting of the Board being held if 75% of Board members entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (k) Separate copies of the document referred to in Rule 7.6(j) may be used for obtaining the assent of Board members if the wording of the resolution and the statement is identical in each copy.

- (l) A Board member may signify assent to a document under this Rule 7.6 by signing the document, or by notifying the Board of his or her assent in writing by fax or email.
- (m) Written notice of each Board meeting must be delivered to each member of the Board at least five business days before the meeting.
- (n) Subject to clause 7.6(e), the Board may act notwithstanding any vacancy on the Board.
- (o) A member of the Board may request and may be granted leave of absence for such period as the Board in its discretion considers appropriate. If leave of absence is granted to a member for a period in excess of four months, the Board may appoint a Member of the Association to fill the vacancy for the duration of that leave of absence and the member so appointed will hold office, subject to these Rules, for the duration of that period of leave.

## 7.7 Retirement of Board members

- (a) An elected member of the Board must retire from office at the conclusion of the third annual general meeting following his or her last election or re-election.
- (b) An elected member of the Board who is required to retire under Rule 7.7(a) retains office until the dissolution or adjournment of the meeting at which he or she retires.
- (c) A retiring elected member of the Board is eligible for re-election at the end of his or her initial appointment but may not be a member of the Board for more than two terms unless a further term or terms is or are approved by ordinary resolution of the Association in General Meeting.

## 7.8 Removal, replacement and vacation of Board members

- (a) The Association in General Meeting may by resolution remove any officer of the Association or any ordinary member of the Board before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the said officer of the Association or ordinary member of the Board.
- (b) Where the officer of the Association or ordinary member of the Board, to whom a proposed resolution referred to in Rule 7.8(a) refers, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the officer of the Association or ordinary member of the Board may require that they be read out at the meeting.
- (c) A Board member may resign from the Board by written notice addressed to the Board. A person also ceases to be a Board member if he or she –
  - (1) ceases to be a member of the Association; or
  - (2) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence granted under Rule 7.6(o); or
  - (3) otherwise ceases to be a Board member by operation of section 78 of the Act; or

- (4) is disqualified from acting as a director under the Corporations Act 2001 (Cth) or the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

## 8 Executive officers

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### 8.1 Executive Director

- (a) The Board may appoint an Executive Director of the Association. If the Executive Director is not a Member of the Association on the date of his or her appointment, he or she must become a Member as soon as possible, but no later than 20 days, after his or her appointment as Executive Director.
- (b) The Executive Director is invited to attend all Board meetings, subject to the discretion of the Board, and shall be included in determining a quorum under Rule 7.6(e). However, the Executive Director is not entitled to vote at Board meetings.
- (c) The appointment of the Executive Director will be for such period and upon such terms and conditions as the Board determines.
- (d) The Executive Director will, subject to the control of the Board, undertake such duties as the Board determines.
- (e) The Board may remove the Executive Director from his or her office.
- (f) For the purposes of these Rules, the office of the Executive Director becomes vacant if the Executive Director:
- (1) ceases to be a Member of the Association;
  - (2) is declared bankrupt in accordance with the Bankruptcy Act 1966 (Cth);
  - (3) is removed from office; or
  - (4) resigns from his or her office by notice in writing given to the Secretary.

### 8.2 Officers of the association

- (a) The officers of the Association are:
- (1) the President;
  - (2) the Vice-President;
  - (3) the Treasurer; and
  - (4) the Secretary.
- (b) The officers of the Association, except for the Secretary who is appointed under Rule 9, must be elected from amongst the members of the Board, by the Board. The election of these officers will be conducted at the first Board meeting after the conclusion of each annual general meeting in such usual and proper manner as the Board may from time to time determine.
- (c) Each elected officer of the Association will hold office until the first Board meeting after the annual general meeting which occurs after the date of his or her election. An elected officer is eligible for re-election, subject to Rule 7.

- (d) In the event that any office of the Association is vacated, the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

## 9 Secretary

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### 9.1 Appointment

- (a) The Board must appoint a secretary to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Board.
- (b) Before being appointed, the secretary must:
- (1) consent to the appointment;
  - (2) be at least 18 years old; and
  - (3) be a resident of Australia.
- (c) The secretary may hold any other position or office in the Association.
- (d) Rules 7.2 and 7.3 applies to the secretary as though he or she is a Board member.

### 9.2 Vacation in office

- (a) The office of a Secretary becomes vacant if the Secretary:
- (1) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
  - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
  - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
  - (4) is removed from office by resolution of the Board members;
  - (5) resigns by written notice to the Association; or
  - (6) ceases to be a resident of Australia.
- (b) The Board members must appoint a new secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

## 10 Books of the Association

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### 10.1 Custody of records

Except as otherwise provided in these Rules, the Secretary must ensure that the Association keeps, in its custody and control, all records, books, documents and securities of the Association.

## 10.2 Minutes of meetings and minutes of resolutions

- (a) The Board must ensure accurate minutes are recorded in books kept for the purpose of:
- (1) proceedings of general meetings, of Board meetings and of committees of the Board; and
  - (2) resolutions put to Members, the Board and Board committees.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record, after the Board concurs the minutes are an accurate record.

## 10.3 Common seal

The Association does not have a common seal.

## 10.4 Inspection of records

- (a) The documents associated with incorporation, these Rules, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any Member who gives the chairperson, the secretary or delegate for this purpose, reasonable notice that the Member wishes to inspect them.
- (b) The Board must give a Member a copy of anything referred to in Rule 10.4(a) within 14 days of a written request from a Member and payment of any reasonable fee set by the Board.
- (c) A Member (other than a Board member) may apply in writing to the Board to have access to:
- (1) minutes of Board meetings or meetings of committees;
  - (2) any resolutions of the Board or any committee;
  - (3) records, books, relevant documents or securities of the Association.
- (d) The application must state the Member's purpose of the access and specify how the Member will use the information.
- (e) The Board must review the application at the Board meeting following the receipt of the application, or if that is not practicable, at the next following Board meeting. The Board may request further information or written undertakings from the Member as to the use of the information. The Board may:
- (1) agree to the application, subject to the Association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the Member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Board considers necessary or desirable; or
  - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the Association, or any of the other entities referred to in the relevant documents, to allow the Member access.

## 11 Financial records

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### 11.1 Keep financial records

- (a) The Treasurer must:
  - (1) ensure and oversee the proper collection and receipt of all moneys due to the Association, and must ensure and oversee the making of all payments authorised by the Association; and
  - (2) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (b) The accounts and books referred to in Rule 11.1(a) must always be open to inspection by the Board. The Board must, from time to time, determine whether and to what extent and under what conditions and regulations any of the accounts and books of the Association are to be open for inspection by Members of the Association who are not Board members.
- (c) Notwithstanding Rule 11.1(b), at each annual general meeting, a financial statement in conformity with the Act must be submitted to the Members, containing the income and expenditure of the Association during its last Financial Year, the assets and liabilities of the Association as at the end of its last Financial Year, and each of the other particulars required by the Act. This financial statement must be prepared in accordance with the Accounting Standards prescribed from time to time for the purposes of the Act.

### 11.2 Auditor

- (a) The Board must appoint an auditor, who must be a registered company auditor under the Corporations Act 2001 (Cth), to audit the financial statements of the Association and provide a written report of its audit to be submitted to the Members at the annual general meeting of the Association in accordance with the Act. No person is eligible to be an auditor of the Association who is interested (otherwise than as a Member) in any transaction relating to the Association, and no Board member may be the Association's auditor.
- (b) The auditor may be appointed by the Board on a fixed-term basis. Once the auditor's fixed-term comes to an end, the relationship between the auditor and the Association may be extended, and if not extended, comes to an end.
- (c) The auditor may be removed from office during the fixed-term period only by resolution at a general meeting of the Association and in accordance with the Act.

### 11.3 Tier one, tier two or tier three association

- (a) Each year the Board must determine whether the Association is a tier one, tier two or tier three association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.
- (a) At the time of adoption of these Rules:
  - (1) Tier one has total revenue less than \$250,000 during the previous Financial Year;

- (2) Tier two has total revenue of more than \$250,000 but less than \$1,000,000 during the previous Financial Year;
- (3) Tier three has total revenue of more than \$1,000,000 during the previous Financial Year.

## 12 Banking and borrowing powers

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- (a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- (b) Any payment to be made to or by the Association may be paid or made by automatic payment including electronic transfers or transmissions.
- (c) Any payments made or received pursuant to this Rule 12 must be made or received in accordance with such procedures and conditions as the Board may from time to time authorise.

## 13 Funds

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### 13.1 Sources of funds

The funds of the Association are to be derived from donations, government grants and such other sources as the Board determines.

### 13.2 Application of funds

- (a) The assets and income of the Association must be used and applied solely in promotion of its Purpose and the exercise of its powers as set out in these Rules.
- (b) No proportion of the assets and income of the Association may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise to or amongst the Members of the Association. However, the Association is not prevented from making payments in good faith to any Members in respect of:
  - (1) moneys advanced by a Member to the Association or otherwise owing by the Association to a Member including for the remuneration of any officers or servants of the Association, or to any Member of the Association or other person in return for any services rendered to the Association; or
  - (2) repayment for out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## 14 Indemnity and insurance

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### 14.1 Indemnity

- (a) Every member of the Board, member of a sub-committee, and the Executive Director (each of whom is an “officer” for the purposes of this Rule 14 is to be indemnified out of the assets of the Association against all liabilities, losses or expenses incurred by that officer as such an officer in the course of the Association’s business, except where those liabilities, losses or expenses arise out of conduct involving dishonesty or a lack of good faith on the part of the officer.
- (b) No member of the Board will be liable for the insufficiency or deficiency of title to any property acquired by the Board for and on behalf of the Association, or for any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Association of any loss occasioned by an error of judgment or oversight on that Board member’s part, or for any other loss or damage which arises in the execution of the duties of the Board member’s office, unless that liability arises through the Board member’s dishonesty or lack of good faith.

### 14.2 Insurance

- (a) Without limiting Rules 14.1(a) and (b), the Association may procure and pay premiums on any policy of insurance insuring a member of the Board against any liability which the member of the Board may incur as a member of the Board in the execution of his or her duties.

## 15 Winding up

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- (a) The Association may be wound up voluntarily pursuant to a special resolution, in accordance with the Act.
- (b) If, upon a winding up of the Association, there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, these must be given or transferred only to such funds, authorities and institutions as are approved by the Federal Commissioner of Taxation or a Deputy Commissioner of Taxation under item 1.1.2 of section 30-20 of subdivision 30-B or item 4.1.1 of section 30-45 of subdivision 30-B of the Income Tax Assessment Act 1997 (Cth), as amended from time to time.

## 16 Notices

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- (a) A notice to be served in accordance with these Rules may be served by or on behalf of the Association or the Board on any Member by:
  - (1) delivering the notice personally to the Member;
  - (2) sending the notice by post to the Member at his or her address as shown in the register of Members; or

- (3) faxing or emailing the notice to the Member, if the Member has previously provided his or her facsimile number or email address to the Association.
- (b) A notice to be served in accordance with these Rules may currently be served by a Member on the Association or the Board by:
- (1) delivering the notice personally to the Association or Board at Ground Floor, 565 Lonsdale Street, Melbourne, Victoria 3000;
  - (2) sending the notice by post to Ground Floor, 565 Lonsdale Street, Melbourne, Victoria 3000;
  - (3) faxing the notice to +61 3 9670 8804 to the attention of the Secretary; or
  - (4) emailing the notice to [admin@courtnetwork.com.au](mailto:admin@courtnetwork.com.au) to the attention of the Secretary.
- (c) However, the details in Rule 16(b) may change from time to time and Members may be required to contact the Secretary or visit the Association's website for up-to-date service details.
- (d) A notice is to be regarded as having been given by the sender and received by the addressee:
- (1) if by delivery in person, when delivered to the addressee;
  - (2) if by post within Australia, three business days from and including the date of postage, whether delivered or not;
  - (3) if posted to or from an address outside Australia, 10 business days from and including the date of postage, whether delivered or not;
  - (4) if by facsimile transmission, on the date shown on the transmission report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety and in legible form to the facsimile number of the addressee notified for the purpose of this clause; or
  - (5) if by email, on the date and at the time appearing at the commencement of the email as the date and time when the email was sent,

but if the delivery or receipt is on a day which is not a business day or is after 4.00pm (addressee's time), it is regarded as having been received at 9.00am on the following business day.

## 17 Alteration of statement of purposes and rules

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These Rules and the statement of purposes of the Association may only be altered, rescinded, or added to by special resolution of the Members of the Association in General Meeting and in accordance with the Act.

## 18 Definitions and interpretation

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### 18.1 Definitions

The meanings of the terms used in these Rules are set out below.

<b>Term</b>	<b>Meaning</b>
<b>Act</b>	the <i>Associations Incorporation Reform Act 2012 (Vic)</i> as amended from time to time.
<b>Accounting Standards</b>	the generally accepted Australian accounting standards and practices.
<b>Applicant</b>	a person who has applied to be a Member of the Association in accordance with Rule 3.1.
<b>Application</b>	has the meaning given in Rule 3.1.
<b>Board</b>	the Board of the Association.
<b>Code of Ethics</b>	the Association's code of ethics as circulated by the Board from time to time.
<b>Court Networker</b>	a person who is a graduate of the Training Program and provides volunteer services on behalf of the Association in furtherance of the Purpose.
<b>Direct Vote</b>	a valid notice of a Member's vote.
<b>Executive Director</b>	the executive director of the Association as appointed by the Board.
<b>Financial Year</b>	the year ending on 30 June.

<b>Term</b>	<b>Meaning</b>
<b>General Meeting</b>	a general meeting of Members convened in accordance with Rules 6 and includes both an annual general meeting and a special general meeting.
<b>Member</b>	a person who has been approved for membership in accordance with Rule 3 and subject to Rule 4.
<b>Membership Fee</b>	the fee payable by a new Member on joining the Association, the amount of which is to be determined by the Board from time to time.
<b>President</b>	the president of the Association as elected by the Board.
<b>Regulations</b>	means the regulations under the Act.
<b>Rules</b>	these rules, as amended from time to time.
<b>Secretary</b>	the person who holds the office of secretary of the Association as appointed in accordance with the Act.
<b>Training Program</b>	any program devised by the Association for the education and training of the officers and Members of the Association.
<b>Treasurer</b>	the honorary treasurer of the Association as elected by the Board.
<b>Vice President</b>	the vice president of the Association as elected by the Board.

## 18.2 Interpretation

In these Rules:

- (a) words or expressions contained in these Rules must be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time;
- (b) words importing a gender in these Rules must be interpreted to refer to both the masculine gender and the feminine gender;
- (c) any reference to a 'person' includes a corporation, body corporate, association or organisation, except where the reference is to a natural person;
- (d) references to notices include formal notices of meeting and all documents and other communications from the Association to its Member;
- (e) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (f) a reference to a Member present at a general meeting is a reference to a Member present in person or representative either at the meeting or a participant by using technology as permitted under these Rules;
- (g) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (h) the singular (including defined terms) includes the plural and the plural includes the singular.

## 18.3 Headings

Headings are used for convenience only and do not affect the interpretation of these Rules.

# 19 Application of the Act

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## 19.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to Rule 19.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

## 19.2 Model Rules

The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.