

Patron:
HER MAJESTY THE QUEEN

INCORPORATED BY ROYAL CHARTER

Registered Charity - Registered No. 266982

SUPPLEMENTAL ROYAL CHARTER

RULES 1 BYE-LAWS

AREA RULES

BRANCH BYE-LAWS

Headquarters

82 CHELSEA MANOR STREET, LONDON SW3 5QJ

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THE ROYAL NAVAL ASSOCIATION
“RULE BOOK”
INTRODUCTION

1. This publication is generally known as “the Rule Book” but contains a number of different types of “rules” controlling the running of the Association. These are:-

(a) The Royal Charter which was first granted to the Association by her Majesty The Queen on the advice of Her Privy Council on 15th July 1954. The Supplemental Charter shown in this book was granted on 26 day of May 1990 and is the Charter now in force. It sets out the legal basis for the existence and objects of the Association and the principal system by which it shall be controlled. It can be amended only with the consent of the Monarch in Her Privy Council and a submission for amendment has to be specially printed, issued to Areas and branches with 42 days notice, and then approved by conference by a three-quarters majority (see Article 19). The paragraphs of the Supplemental Charter are customarily referred to as “The Supplemental Charters Article ...”.

(b) The Royal Naval Association Rules which set out the fundamental rules for the regulation of the Association in meeting the requirements of the Supplemental Charter. They are approved by the Lords of the Privy Council and a submission for any amendment or change to them has first to receive a two-thirds majority on a motion submitted to Conference (see Article 16,17 and 18 of the Supplemental charter). These Rules are numbered sequentially and, to distinguish them from other types of rules, are referred to as “Association Rule ...”.

(c) Bye-Laws which are made by the National Council as they think expedient for the management of the Association. They must not be inconsistent with the Supplemental Charter or the Association Rules. They can be set aside by a conference resolution, but conference cannot make or amend a Bye-Law (though it can pass a resolution asking the Council to consider such action). Bye-Laws are numbered sequentially and provide a flexible method of maintaining detailed control of the Association, keeping it up to date. A National Bye-Law affecting the whole Association is referred to as “Bye-Law ...”. For convenience, and to assist clarity of presentation there are, in addition to these National Bye-Laws, the following specialist types of Bye-Law:-

(1) Areas. These set out the method of regulating the administrative control of Areas. As they are Bye-Laws they can be amended by the National Council and proposals for their amendment can be made by Areas under Bye-Law A19. They are numbered sequentially with the prefix “A” and referred to as “Bye-Law A...”.

(2) Branches. These set out the method of regulating the administrative control of Branches. A Branch wishing to propose any amendment can submit proposals to the General Secretary of the Council through its Area Secretary. These rules are numbered sequentially with the prefix “B” and referred to as “Bye-Law B...”.

(d) Conference Standing Orders. The Annual Conference is authorised by Association rules to make Standing Orders for the conduct of National Conferences. These Standing Orders are included in this publication. They do not apply directly to other meetings within the Association but may be adopted or used as guidance where relevant to the procedure at other meetings.

(e) Guidance. In a large national organisation in which members and officials are volunteers it is inappropriate to have rules for every eventuality, particularly as they can be enforced, if deliberately challenged, only by expulsion or suspension. Both Areas and Branches need freedom to reflect their size and local conditions within the overall structure. However, guidance based on experience and information relevant to the aims and objects of the Association needs to be promulgated and this can be found in the following places:-

(1) Guidance to Branch Officials is printed after the Bye-Laws concerning Branches. It is important to distinguish between such guidance and the mandatory rules so every guidance paragraph number is prefixed with “G” and are referred to as “Guidance para G...”.

(2) Guide to Ceremonial is issued by the National Council as a separate publication to assist those involved with ceremonial occasions. The status of this guide is shown in Bye-Law 1.

(3) General Secretary's Memoranda which are numbered sequentially and sent to Area and Branch Secretaries contain detailed administrative systems, advice, suggestions and information. See guidance para G3. They are referred to as "G.S.M. ...".

2. LOCAL RULES. In addition (and not included in this publication) individual Areas and Branches may have their own local rules authorised by their own General Meetings. Bye-Laws A20 and B20 refer. Such local rules must not be inconsistent with the Supplemental Charter, Association Rules or Bye-Laws. Copies should be sent to the General Secretary and his guidance sought if there is any doubt about the acceptability of local rules. These rules should be referred to as "Area No. ... Local Rule ..." or "(Name) Branch Local Rule ...".

3. CLUB RULES. A Branch may form a Club which has to be a separate legal entity because it is a Limited Company and because of the need to preserve the charitable status of the Association which includes all Branches but not their clubs. Each RNA Registered Club must have its own rules approved by both the Council and the Registrar of Friendly Societies. These rules must conform generally with the Model Club Rule Book issued by Headquarters but it is the individual rules of a Club which control it so they are not included in this publication. See Bye-Law B61(c). Club Rules are numbered sequentially and referred to as "Model Club Rule ..." or "(Name) Branch, Club Rule ...".

At the Court at Buckingham Palace

The 7th day of June 1990

PRESENT

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of her Majesty's Most Honourable Privy Council, dated the twenty sixth day of May 1990, in the words following, viz:-

“YOUR MAJESTY having been pleased, by Your Order of the 7th day of February 1989, to refer unto this Committee the humble Petition of the Royal Naval Association praying for the grant of a Supplemental Charter.

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Supplemental Charter may be granted by Your Majesty in terms of the Draft hereunto annexed. “

HER MAJESTY, having taken into consideration the said Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable David Waddington, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal signature for passing under the Great Seal a Supplemental Charter in conformity with the said Draft which is hereunto annexed.

G.I. de Deney

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS!

WHEREAS by Royal Charter dated the thirtieth day of August in the year of our Lord One thousand nine hundred and fifty-four (hereinafter referred to as “the Original Charter”) We did constitute a body Corporate and Politic under the name of The Royal Naval Association (hereinafter referred to as “the Association”):

AND WHEREAS an humble Petition has been presented unto Us by the Association praying that We should be graciously pleased to grant to it a Supplemental Charter:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion, been pleased to grant and declare and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

1. Except in so far as it incorporates the Association and confers upon it perpetual succession and authorises it to have a Common Seal and to sue and be sued, the Original Charter is hereby revoked, but nothing in this revocation shall affect the legality and validity of any act, deed or thing lawfully done or executed under the provisions thereof.

2. In this Our Supplemental Charter unless the subject or context otherwise requires:-

“Member” means Member of the Association.

“the Council” means the National Council of the Association.

“the General Secretary” means the General Secretary of the Association.

“the Service” means the Royal Navy and the Royal Marines, Queen Alexandra’s Royal Naval Nursing Service, the Women’s Royal Naval Service, and the Reserves thereof.

“Our Naval Forces means all or any of the following:-

(1) The Royal Navy and its Reserves.

(2) The Royal Marines and its Reserves.

(3) The Queen Alexandra’s Royal Naval Nursing Service and its Reserves.

(4) The Women’s Royal Naval Service and its Reserves.

(5) Members of the Naval Canteen Service of the Navy, Army and Air Force Institutes who have served in one of Her Majesty's ships in commission in wartime or during a period which is accepted by the Ministry of Defence as equivalent to wartime.

(6) The Naval Forces of nations who are members of Our Commonwealth.

(7) The Naval Forces of British Colonies and Dependencies.

"the Rules" means the Rules of the Association under this Our Supplemental Charter.

"prescribed" means prescribed by the Rules.

"month" means a calendar month.

Words importing the masculine gender shall include the feminine gender: words importing the singular number shall include the plural number: and vice versa.

3. The objects of the Association shall be:

(1) To further the efficiency and well being of the Service, preserve its traditions and encourage recruiting.

(2) To foster comradeship and "esprit de corps" among those who have served or are serving in Our Naval Forces.

(3) To provide facilities for bringing Members together.

(4) To perpetuate the memory of those members of Our Naval forces who have died in the service of their Country.

(5) To provide relief from conditions of need, hardship or distress, to persons who serve in or have served in Our Naval forces and all dependents of such persons.

(6) To advise and assist Members in their search for employment.

(7) To advise Members and their dependents on personal matters, such as pensions, compensation, health and social security benefits, and other subjects affecting their welfare.

(8) To pursue any of the above for the benefit of members or former members, and their dependents, of the Naval Forces of former members of the Commonwealth.

4. In furtherance of the above objects, the Association shall have the following powers:-

(1) To form Branches throughout the World.

(2) To form clubs and to encourage visits, holidays and social activities which promote comradeship among Members.

(3) To afford financial assistance in the form of grants, donations or periodical allowances to all serving and former members of Our Naval Forces and their wives, widows, children and dependents who are in conditions of need, hardship or distress.

(4) To assist youth organisations which have a specific nautical connection and especially the Sea Cadet Association.

(5) To make grants, pay subscriptions or make donations to any charity having among its objects the succour in sickness of members or former members of Our Naval Forces, Our Army and Our Royal Air Force or their relief from conditions of need, hardship or distress.

(6) To assist any charity when its support is to the benefit of the reputation and best interests of the Service or the Association.

(7) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the objects of the Association and, subject to the directions of the Council, to obtain money for such objects by any lawful means (including organised collections from members of the public) and for such purposes to advertise the objects and activities of the Association by any lawful method that may commend itself to the Council.

(8) To distribute either by sale or without charge Association journals, year books, diaries and other goods considered appropriate by the Council.

(9) To purchase, call for, accept, acquire and hold any personal property whatsoever and any land, tenements or hereditaments or any interest therein whatsoever within Our United Kingdom of Great Britain and Northern Ireland (including without prejudice to the generality of the foregoing, any interest in any feudal, allodial or heritable property in Scotland) and to hold the same in perpetuity or otherwise and from time to time subject to all such consents as are by law required to grant, demise, sell, alienate or otherwise dispose of the same or any part thereof.

(10) To apply the income and property of the association from whatsoever source solely towards the promotion of the objects of the Association.

(11) To give any guarantee or indemnity to any person, corporation or body transferring any property to the Association and to compromise all disputes or differences between such person, corporation or body and the Association on such terms as the Council shall in its absolute discretion think fit.

(12) To borrow and raise funds in such manner and on such conditions as the Council may think fit.

(13) To invest all moneys belonging to the Association and not for the time being required for any of its objects in any investments allowed by the Rules.

(14) To employ such persons as may be necessary for the proper conduct of the affairs of the Association and on such terms as the Council may think fit; to grant pensions or gratuities to any employees of the Association, or the relations of dependents of any such employees, and for this purpose to establish and administer a pension scheme or pension fund (either contributory or non-contributory).

(15) To do all lawful things incidental or conducive to any of the objects of the Association in this Our Supplemental Charter expressed or referred to.

5. In the exercise of the foregoing powers no portion of the property of the Association or of its income shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members. Nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer, employee or servant of the Association or to any Member in return for any service actually rendered to the Association or prevent the payment of interest at a rate not exceeding the maximum lending rate to or on behalf of the Association or reasonable or proper rent on premises demised or let by any Member to the Association, or disentitle a Member whose subscription is not in arrears to receive a copy of any publication of the Association where applicable, free of charge, provided that any Member may be paid out-of-pocket expenses or interest at the rate aforesaid on money lent or reasonable and proper rent on premise demised or let to the Association or in the discharge of any liability properly incurred by or on behalf of the Association; and provided that no member of the Council shall be appointed to any salaried office of the Association.

6. The Association shall be non-political and non-sectarian. Its Motto shall be “Unity, Loyalty, Patriotism, and Comradeship”.

7. (1) The categories of membership of the Association shall be Full Member, Full Life Member, Provisional Full Member, Honorary Member and Associate Member. The criteria for membership shall be as prescribed.

(2) The Council shall have power to reject any application for membership and shall give a reason for rejection other than in any exceptional case where the Council determines that to do so would be inappropriate.

8. We do reserve unto Ourselves, Our Heirs and successors to be the Patron of the Association. The Council may however at their discretion invite distinguished persons to become additional Patrons, or Vice-patrons of the Association.

9. Only Full Members or Full Life Members shall be eligible to hold office, be Delegates at any meeting or vote at any meeting of the Association at any level except as prescribed.

10. There shall be a President of the Association and there may be a Deputy-President and such Vice-Presidents and Life Vice-Presidents as may be prescribed.

11. There shall be a Chairman and Vice-Chairman of the Association and such other Officers as may be prescribed. They shall hold office for such period and be elected or appointed in such manner as may be provided in the Rules. In the event of any vacancy arising among the officers of the Association, the Council shall have power to appoint a fit and proper person, being a Member, to discharge the duties of the office so vacated.

12. Areas and Branches of the Association which may be established or dissolved by the Council shall elect such officers, and in such a manner, as may be prescribed.

13. Subject to the provisions of this Our Supplemental Charter, the Council, with such membership as may be prescribed, shall have the management and control of the affairs of the Association, its property and its funds. The Council may appoint committees from among its own number or otherwise for any purposes they may think fit and may delegate responsibilities subject to instructions, reservations and restrictions to any such committee the expenditure of funds as they think it. The Council may also delegate the powers of control, including investment, of such of the Association's funds to such officials appointed in accordance with the Rules as it thinks fit.

14. (1) A meeting of Members to be known as "The Annual Conference" shall be held in every year.

(2) A Special Conference of the Association may be convened by the Council on its own initiative or at the request of the prescribed number of Branches on giving such notice as may be prescribed.

(3) The procedure for calling Conferences, the nature of the business to be transacted and the right of representation, voting and procedure at Conferences shall be such as may be laid down in Standing Orders approved by a National Conference.

15. (1) The primary unit of the Association shall be the Branch. Permission to form a Branch shall be given in such manner as may be prescribed, and each Branch shall function in such Area or other sphere as may be determined by the Council and in accordance with such regulations as may be prescribed, but subject to the power of the council to authorise such variation as may be required to meet local needs.

(2) Each Branch of the Association in the United Kingdom and the Republic of Ireland shall be allocated by the Council to an Area.

(3) Each Branch shall have such duties, powers and privileges as may be prescribed.

(4) Branches may be amalgamated, sub-divided or disbanded in the prescribed manner.

(5) A Headquarters Roll may be formed of Members who do not belong to a Branch. It shall be regarded where appropriate as the equivalent of a Branch of the Association and be administered as directed by the Council.

16. (1) The existing rules of the Association are hereby revoked and the Rules set out in the Schedule to this Our supplemental Charter shall, as amended from time to time as hereinafter provided, henceforth be the Rules.

(2) The Rules or any of them may from time to time be revoked, altered or added to by the Association in conference: provided that the prescribed notice shall have been given to the Branches of the Association of the proposed revocation, alteration or addition, and that at least a two-thirds majority of those present and entitled to vote at the conference shall vote in favour of such revocation, alteration or addition. No such revocation, alteration or addition as aforesaid shall come into operation until the same has been approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.

17. No act, proceeding or resolution of the Association in conference of the Council or any Committee shall be invalidated or questioned by reason of the existence of any vacancy or vacancies in its membership or the disqualification of or any irregularity in the appointment of any member or members or by reason of the accidental omission to give to any member or members or the non-receipt by any member or members of notice of any Conference or Meeting.

18. All notices shall be deemed to have been duly served if delivered, or sent by post, to the last known address of the member or person for whom they are intended.

19. Any proposal for revoking, amending or adding to any of the provisions of this Our Supplemental Charter shall be submitted to the Annual Conference or to a special Conference duly convened for the purpose: Provided that no such proposal shall be so submitted unless forty-two days' written notice

thereof shall have first been given to the General Secretary and proper printed copies thereof (which printed copies shall be clearly distinguished from other matter to be submitted to the Conference and marked "Proposed Amendment of Supplemental Charter") issued to the Area committees and Branches in accordance with the Rules relating to propositions to be discussed at the annual Conference. If such proposal is so submitted and approved by the votes of three-quarters of the votes cast by the Delegates present at such Annual or special Conference and entitled to vote, the revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Supplemental Charter shall thenceforth continue and operate as if it had been originally granted the made accordingly. This provision shall apply to this Our Supplemental Charter as amended from time to time.

20. (1) It shall be lawful for the Council with the sanction of not less than five-sixths of the Branches represented and voting at Special Conference duly convened for that purpose after proper notice given to surrender this Our Supplemental Charter and dissolve the Association subject to the sanction terms as We or They may consider fit and to wind up the affairs of the Association. In such winding up the Council shall realise the whole of the assets of the Association and after discharging all lawful liabilities shall devote the remaining assets, if any, according as the Conference authorising the dissolution may direct or failing such authorisation as the Council may decide, in pursuance of any instructions given to it by such Conference, or failing such instructions, as the Council may think expedient.

(2) Provided always that on dissolution the final distribution of assets must be only to charitable bodies for the relief of distress among members and former members of Our Naval Forces, or if there be no such charitable bodies the to charitable bodies for the relief of distress among members and former members of Our Army or Our Royal Air Force.

21. And Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letter shall be in all things valid and effectual in Law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Association as well in Our Courts of Record as elsewhere by all judges, justices, officers, ministers and other subjects whatsoever of us, Our Heirs and Successors, any non-recital, misrecital or other omission, defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the 7th day of June in the 38th year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL
SCHEDULE
THE ROYAL NAVAL ASSOCIATION RULES

DEFINITIONS

1. The definitions contained in Article 2 of the Supplemental Royal Charter of 1990 (hereinafter called "the Charter") apply also to these Rules and the Bye-Laws except that in these Rules the term "the Naval Forces" is used in place of the term "Our Naval Forces" but nevertheless has the same meaning.

MEMBERSHIP

2. The criteria for membership shall be as follows:

(a) "Full Membership. All past and present members of the Naval Forces, the Royal Fleet Auxiliary Service, the Royal Naval Auxiliary Service and any person who served in the Naval Forces of a nation which was formerly a member of the British Commonwealth during the time when that nation was a member of the British Commonwealth shall be eligible for Full Membership; provided that such members and persons shall have served in such Naval Forces or Services for not less than six months, or were honourably discharged disabled having served a shorter period".

(b) Full Life Membership. A full member who has given long and honourable service to the Association may be appointed by the Council as a Full Life Member on conditions provided in the Bye-Laws from time to time. Full Members who purchased Life Membership before 1st January 1972 shall also be Full Life Members.

(c) Provisional Full Membership. Members of the Naval Forces who have not completed six months service shall be eligible to join as Provisional Full Members, automatically becoming Full Members on completion of six months service. If such a member is discharged from the Naval Forces (for any reason other than being honourably discharged as disabled) his Provisional Full Membership shall be regarded as cancelled.

(d) Honorary membership. The Council or any Branch may confer Honorary membership on professional persons who place their services at the disposal of the Association in an Honorary capacity, but who are not eligible for Full Membership.

(e) Associate Membership. The Council or any Branch may confer Associate Membership on persons over the age of eighteen who

express sympathy with the objects of the Association. Those Associate Members who purchased Life Membership before 1972 shall retain the title of Life Member, but without the privileges or rights attaching to such membership.

3. (a) Application for Membership shall be made in such a manner and to such a person or Branch as may be provided in the Bye-Laws. The Branch shall have power to reject an application for membership of that branch but shall give a reason for such rejection, other than in exceptional circumstances.

(b) The rights and obligations of Members shall include the following:-

(1) Every member shall either join a Branch of the Association or apply to the Council for inclusion on the Headquarters Roll.

(2) All Members shall conform to the requirements of the Charter, the Rules and the Bye-Laws as amended from time to time.

(3) All Members shall pay such fees and subscriptions as are determined in accordance with these Rules.

(4) A Member may join more than one branch and shall pay the Branch subscription of each Branch of which he is a member. Members shall pay the required Association subscription to only one Branch. A member may hold elected Office or Offices in only one Branch. A member may only vote in the Branch to which he pays his Association subscription.

(c) Members shall have such rights of attending meetings of the Association and of Areas and Branches and such other rights and privileges as may be specified from time to time in the Bye-Laws.

(d) Any Member of a Branch may be expelled or suspended for a specified period from membership of that Branch by a resolution passed by two thirds of those voting at a Meeting of the Branch; provided that he shall be given 21 days notice of the meeting at which such action is to be considered and shall have the right to attend and address the Meeting. Such a member may appeal against the decision to the Council and shall be informed of his right to appeal which must be lodged with the General Secretary within three months of the decision by the Branch Meeting.

(e) Subject to his right of appeal, a member who is expelled from a Branch ceases to be a Member of the Association and of any other Branch. If an appeal is lodged the Member shall be regarded as entered on the Headquarters Roll until the appeal is decided. A member awaiting appeal shall be suspended from any National, Area or Branch office.

(f) Appeals against expulsion or suspension shall be forwarded by the Branch to the General Secretary. The Council shall specify the procedure for hearing and deciding such appeals. The decision of the Council shall be final but, where appropriate, the Council shall give reasons for its decision.

SUBSCRIPTIONS

4. (a) The rate of annual Association subscriptions to be paid by all Members and the fee payable by the Branch or area for the nomination of Life Members shall be as recommended by the Council and approved by an Annual Conference or Special Conference.

(b) Branches may separately levy annual subscriptions for membership of a Branch.

(c) There shall be no entrance fee payable to join the Association or Branch. The cost of supplying appropriate badges and rule books shall however be recovered from the individual Member.

(d) Honorary Members, Full Life Members and Life Members shall not be required to pay any Association subscription.

(e) Association and Branch subscriptions shall become payable immediately on joining the Association but members joining after 30th June in any year shall be required to pay only half the annual rate for that year.

(f) Annual Association and Branch subscriptions shall be payable in advance on 1st January each year, but if not paid on that date may be paid up to 31st March each year without affecting continuity or qualification as a Member of the Association or Branch. A former Member may be re-admitted at the discretion of the Branch to whom the Member formerly belonged, or another Branch, or at the absolute discretion of the Council on payment of all subscriptions in arrears. Such arrears may be waived at the discretion of the Branch or of the Council. All subscriptions received by a Branch shall be acknowledged by the issue of a membership card to the Member. The total sum of Association subscriptions collected by a Branch shall be sent to the Headquarters of the Association as soon as practicable. A Branch which fails to comply with this rule may be dissolved by the Council.

(g) Branches outside the British Isles shall remit to Headquarters one half of the annual Association subscription in respect of each Member.

NATIONAL OFFICERS

5. (a) The President, Deputy-President and Vice-Presidents of the Association shall be invited by the Council to hold office, and may be requested by the Council to stand down from office.
- (b) Life Vice-Presidents may be invited by the Council to hold office. They shall not be members of the Council.
- (c) An Honorary Treasurer and an Honorary Legal Adviser shall be appointed by the Council.
- (d) An Honorary Chaplain or Chaplains of the Association may be appointed by the Council.
- (e) A Chairman and a Vice-Chairman of the Association shall be appointed by the Council from the elected members of the Council at the first meeting of the Council after the Annual Conference.
- (f) The Council may appoint Members with appropriate qualifications or experience as National Officers for specific subjects. Such Officers shall be responsible to the Council through the appropriate Committee or Sub-Committee.

NATIONAL COUNCIL

6. (a) The Council shall meet not less than four times a year.
- (b) The Council shall consist of:-
 - Ex-Officio members
 - (1) The President of the Association.
 - (2) The Deputy President.
 - (3) The Vice-Presidents.
 - (4) The Honorary Treasurer.
 - (5) The Honorary Legal Adviser.
 - Elected members
 - (6) One Member from each Area of the Association elected in accordance with the Bye-Laws.
- (c) Fourteen members shall form a quorum at meetings of the Council, of which number not less than eight shall be elected members.
- (d) Each Area shall elect a Deputy Council Member in accordance with the Bye-Laws who shall be able to represent the Area on the Council, and be entitled to vote, in the absence of the member elected under paragraph (b)(6) above.
- (e) (1) No Member may be proposed or elected to membership of the Council or any of its Committees unless he has been a Member for not less than two years.

(2) Members elected to the Council shall hold office from the date of the Annual Conference which elected them to the date of the Annual Conference in the second year thereafter. After that period they shall be eligible for re-election under similar conditions.

(f) A person shall cease to be a member of the Council, and of any of its Committees, if:-

- (1) he ceases to be a Member of the Association; or
- (2) he resigns his office in writing to the Council; or
- (3) (a) the Council so resolved because he has become bankrupt or has compounded with his creditors; or

or

(b) he has become incapable by reason of mental disorder;

(c) he consistently fails to attend meetings of the Council; or

(4) he is removed from office by a two thirds majority of delegates voting in respect of a motion for such removal at a National Conference of the Association.

(g) A member who is expelled from the Council pursuant to (f)(3) or (4) above shall have the right of appeal to a Special Appeal Tribunal, which shall consist of the President (who shall preside) and three Area Secretaries nominated by him.

(h) Where at any meeting of the Council at which a vote is taken the total number of votes cast by the ex-officio members exceeds three-quarters of the total number of votes cast by the elected members, the votes cast by the ex-officio members for and against the motion shall be reduced in equal measure until the excess is eliminated before the result of the vote is recorded.

(i) Council Committees. There shall be a Finance and General Purposes Committee appointed by the Council from among its own membership. The Council may also appoint, and specify the terms of reference for, other Committees as it thinks necessary.

These may include the following:-

- (1) Social and Ceremonial Committee.
- (2) Charities and Welfare Committee.
- (3) Publicity and Recruiting Committee.
- (4) Clubs Committee.

POWERS OF THE COUNCIL

7. The Council shall have the following powers:-

- (a) To reject an application for membership.
- (b) After due investigation in accordance with the bye-Laws, to suspend any Member from the Association, its council, Areas or Branches, under Rule 3(d).

- (c) To determine the constitutions of Areas and Branches and to approve or withhold approval of new Areas and Branches.
- (d) To investigate the affairs of any Area or Branch when in their opinion such a course appears to be necessary, or upon a request to do so pursuant to a resolution passed by a two-thirds majority of members of an Area or Branch at a meeting held for the purpose.
- (e) To suspend Officers of an Area or Branch for failure to produce an audited Balance Sheet upon reasonable demand or for continued non-compliance with the Rules.
- (f) To take action to administer the funds of the Area or Branch during the suspension of Officers until the reinstatement or the appointment of new Officers by the Members of the Area or Branch at a Meeting.
- (g) To co-opt as temporary members of the Council not more than two members of a Branch Main Committee when dealing with any business affecting the Branch.
- (h) To appoint Officers of the Association.
- (i) To appoint the Chairman of the Standing Orders Committee and other members considered necessary under Rule 14.
- (j) To disband any Branch if, in its opinion, after full investigation, such a course appears necessary in the best interest of the Association. Such action shall be reported to the next National Conference.
- (k) To recommend to a National Conference such changes in the organisation of Areas as may be necessary in the best interests of the Association.
- (l) In accordance with Rule 4(a) to recommend the rate of annual Association subscriptions and the fee for nomination of Life Membership for approval by a National Conference.
- (m) To negotiate for the amalgamation or affiliation of other Associations with Association.

SECRETARIAT

8. The Council shall appoint a General Secretary, who shall be Secretary to the Council, at a salary the Council shall determine, and whose conditions of service shall be defined in a written agreement. The General Secretary's duties shall be to administer the affairs of the Association, for which duties he shall be responsible to the Council. In matters of staff administration the Secretary shall be responsible to the Council through the Finance and General Purposes Committee.

AREAS AND BRANCHES

9. (a) All Area and Branch officials, Area Committee Members and Branch Main Committee Members shall be Full or Full Life Members and shall be elected only by such members, subject to the exceptions in (b) below.;

(b) Associate Members may be elected as members of Branch Main Committees, with voting rights, within their Branch, equivalent to those of a Full or Full Life Member, provided that the majority of the members of the Committee are Full or Full Life Members; furthermore they may be elected to office as Honorary Secretary or Honorary Treasurer (but not as Chairman or Vice-Chairman), provided that they have completed at least one year's membership of the Association.;

(c) Full members, Full Life Members and Associate Members, elected under (b) above, may be voting members on any Branch Sub-Committee; other Associate Members may be voting members on Branch Sub-Committees which do not administer Branch funds or assets.”;

(d) No Area or Branch or an officer thereof shall have power, express or implied, to pledge the credit of the Association or of any officer of the Association, or to incur any financial liability or any liability whatsoever in the name or on behalf of the Association or of any officer of the Association nor shall the Association or any officer of the Association be liable for any act, omission, neglect or default of any Area or Branch or officer thereof.

(e) Any moneys remaining in the hands of an Area or Branch or of its officers in respect of annual subscriptions and life membership fees of Members after forwarding to the General Secretary and dues and fees payable to Headquarters and all moneys paid or given to an Area or Branch specifically for the purpose and benefit of such Area or Branch and all moneys raised by Area or Branch specifically for its own purposes and benefits with such approval as may be prescribed shall be the property of the Association. Such moneys shall revert to the Association on disbandment of an Area or Branch but until disbandment shall constitute the Area or Branch funds.

(f) Each Area and Branch shall prepare Annual Accounts of all its funds, assets, liabilities, income and expenditure. Such account shall be in such form prescribed by the Council, shall be audited by auditors approved by an Area or Branch Annual General Meeting, and shall be forwarded to the Headquarters of the Association not later than a date in each year prescribed by the Council.

THE COMMON SEAL

10. The Common Seal of the Royal Naval Association shall be used only under the authority of the Council. Every document to which the seal is affixed shall be dated and shall be attested by the signatures of two members of the Council and the General Secretary.

FINANCE

11 .(a) The working funds of the Association may be derived from subscriptions, gifts, donations, sales to members, entertainments, and any interest in or on securities or property acquired by the Association.

(b) The General Secretary shall keep such proper books of accounts as may be necessary to give a true and fair view of the financial affairs of the Association. The accounts shall be audited annually as at 31st December by a properly qualified auditor or auditors appointed by the Council who shall be a member or members of a body of accountants who are qualified auditors for the purpose of the Companies Acts.

(c) Cheques drawn on association accounts shall be signed by such person or persons as the Council shall from time to time direct.

(d) The subscriptions and fees paid in pursuance of Rule 4(a) shall be forwarded to Headquarters by every Branch. All funds so derived shall be the property of the Association.

(e) There shall also be credited to the general funds of the Association all gifts of money or property of whatsoever kind whether arising from public or private subscriptions or otherwise (save as provided in rule 9(c)) and also all moneys (save as aforesaid) which shall come into the hands of the Association shall be applied in promoting the objects of the Association.

(f) The Council shall have power to invest moneys of the Association:-

(1) in or upon any investments falling within Part I or II of the First Schedule to the Trustee Investments Act 1961, as amended or extended from time to time; or

(2) in or upon any of the securities of the government of any country within the Commonwealth, or of the government of any province or state within any such country that has a separate legislature, or of the government of any member state of the European Community or of the Governments of the United States of America and of Japan; or

(3) in or upon any mortgages or other securities of any municipality county or district Council or local or public authority or board in any country within the Commonwealth, or in any province or state within any such country, or in any member state of the European Community or in the United States of America or in Japan; or

(4) in or upon the mortgages or other securities the capital whereof or a minimum rate of interest of dividend whereon is guaranteed by the government of any country within the Commonwealth, or of any province or state within any such country that has a separate legislature, or by the government of any member state of the European Community or by the Governments of the United States of America or of Japan; or

(5) in the purchase of freehold ground rents of leasehold land, messuages, tenements and hereditaments within the United Kingdom, provided that as regards leaseholds the term thereof shall have at least sixty years to run; or

(6) upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of the first mortgage, up to the limit of two-thirds of the value; or

(7) in or upon any investments, not being investments authorised under any of the foregoing provisions of this rule, falling within the following classes, that is to say, bonds, debentures, debenture stock or mortgages or the fully paid guaranteed preference or ordinary stock of shares or ordinary preferred or deferred or other stocks or shares of any Company incorporated either by Royal Charter or under any general or special Act of the United Kingdom Parliaments or any general or special enactment of the legislature of any other country within the Commonwealth or of the government of any member state of the European Community or of the Governments of the United States of America or of Japan, having an issued and paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange, in any such country, and so that in the case of the Company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the Company's accounts in respect of such shares: Provided always that no investment shall be made in any ordinary stocks or shares unless the Company shall have paid dividends on its issued ordinary capital for the time being at the rate of at least five per centum per annum for at least four years prior to the date of the investment, or in the case of the shares having no par value, the company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this paragraph as shown by the books of the Association shall not exceed sixty-six and two-thirds per centum of the total amount at such time standing invested in any of the investments hereby authorised as appearing by such books. For the purposes of valuing the investments authorised by this paragraph and held by the Association the minimum price to be taken for each security shall be the cost price thereof to the Association.

(8) Notwithstanding the provision of sub-paragraphs (1) to (7) above the Association may accept and hold for such period as it thought fit any investment or property transferred or to be transferred to the Association by any person or corporation and whether within the terms herein before prescribed or not.

NATIONAL CONFERENCE

12. (a) An Annual Conference shall be held in every year at such time and place as the previous Annual Conference may decide, but in no case may more than 15 months elapse between Annual Conferences.

(b) Notice of the date, time and place of the Annual Conference, together with the agenda, shall be issued to Areas and Branches not less than four weeks before the Conference.

(c) No Branch shall be permitted to send a delegate to the Annual Conference unless it has observed the regulations of the Association in regard to the return of balance sheets and the payment of subscriptions.

13. (a) The Council may at any time call a Special Conference of the Association.

(b) Should not less than twenty branches distributed among not less than five Areas, consider any matter of sufficient importance to justify a Special Conference of the Association, a requisition for the holding of such a Conference shall be sent by each of those Branches to the General Secretary, who shall inform the Council. The Council shall fix the date of such Special Conference of the Association and the General Secretary shall arrange the time and place thereof and prepare an Agenda. At least 30 days' notice of such Special Conference specifying the matter to be discussed, shall be given to all Branches.

(c) The only matter to be discussed at a Special Conference of the Association shall be that specified in the notice calling the meeting.

STANDING ORDERS COMMITTEE

14 (a) The organisation and conduct of all National Conferences shall be supervised by a Standing Orders Committee.

(b) The Standing Orders Committee shall be responsible to the Conference and shall consist of a Chairman appointed by the Council and four members elected by delegates at the Annual Conferences. In the event of a casual vacancy occurring in the membership of the Committee the Council shall appoint a replacement to hold office for the unexpired term of the member being replaced, and may also appoint officers or other members of the Association to assist the Committee.

(c) The four elected members shall hold office for two years with two retiring each year but shall be eligible for re-election. Nominations of other candidates may be forwarded by any Branch in the United Kingdom or the Republic of Ireland to reach the General Secretary at least eight weeks before the date of the next Annual Conference. Candidates shall be Full and Full Life Members of the Association, and the nomination shall include a statement of the candidate's willingness to serve, and give details of the candidate's service and experience in the Association. A voting form with these details shall be enclosed with the agenda for the Conference. Votes shall be cast by delegates present at the Conference. Changes in membership of the Committee shall take effect at the end of the Conference.

(d) A member of the Council shall not be an elected member of the Standing Orders Committee. A member of the Standing Orders Committee shall not be a Branch delegate at Conference.

STANDING ORDERS

15. The Standing Orders Committee shall propose Standing Orders for the business and conduct of National Conferences and for approval by a National Conference. Standing Orders shall be promulgated with the Charter, Rules and bye-Laws of the Association, and may be amended with the approval of a National Conference.

VOTING

(a) Subject to the Supplemental Charter articles 16(2) and 19 and Rule 16(b) below, in order to carry any motion, proposal or recommendation at a National Conference, Meeting of the Council, or Meetings of Area or Branches it shall be necessary for at least two-thirds of the votes cast to be in favour of the motion, proposal or recommendation being voted upon except in the case of motions concerning social or domestic matters at meetings of Areas or Branches for which it shall only be necessary for more than half the votes cast to be in favour of the motion, proposal or recommendation being voted upon.

(b) For the election of officers, the member receiving the highest number of votes cast shall be elected.

MATTERS OF URGENCY OR EMERGENCY

17. In matters of urgency or emergency affecting the Association, the President (or in his absence, the Deputy-President) and the Chairman (or in his absence, the Vice-chairman), are empowered to authorise the General Secretary to request an immediate ruling of the entire membership by postal referendum of the Branches. The result of such referendum shall become operative thirty days after the date of the referendum.

ROYAL NAVAL ASSOCIATION CLUBS

18. No Branch shall without the prior approval in writing of the Council, given under the hand of the General Secretary, form or conduct or be associated with any Club registered for the supply or sale of intoxicating liquors. Such Clubs shall incorporate the name of the Royal Naval Association in the title of the Club unless the Council shall otherwise direct. The Council shall have absolute discretion to grant or withhold their approval aforesaid which, if granted, may be subject to such conditions as the Council may think fit including (without prejudice to the generality hereof) conditions requiring that any such Club shall comply with all such regulations as may from time to time be made for that purpose by the Council. The Council shall have power at any time to vary the terms of, or to revoke, any such approval.

BYE-LAWS

19. The Council may from time to time make all such Bye-Laws (not inconsistent with the Charter or these Rules) as they shall think expedient for the management of the Association, and may from time to time add to, revoke or amend the same. Such Bye-Laws shall be binding upon Members unless and until or set aside by a Resolution of a National Conference of the Association.

INDEMNITY

20. If any prosecution, action, suit at law or other claim or demand shall be commenced or made against any member of the Council, or against any person in the employ of the Association, for anything done by him in the execution of his office or the discharge of his duty, such person may be fully defended and fully indemnified (so far as may be lawful) at the cost of the Association from all claims, demands, damages, costs and expenses which may be incidental to or result from such

prosecution, action, suit at law or otherwise, and the National Council shall be empowered to apply the property and funds of the Association for such purpose.

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STANDING ORDERS

S1. AUTHORITY OF STANDING ORDERS AND STANDING ORDERS COMMITTEE

These Standing Orders for the conduct of Annual Conferences and Special Conferences of the Royal Naval Association are issued in accordance with Rule 15. The Standing Orders Committee is established by Rule 14.

S2. AMENDMENTS TO STANDING ORDERS

Standing Orders may be amended by Conference or a Special Conference. Proposed amendments may be submitted to such a Conference by the National Council or the Standing Orders Committee. Branches of the Association may submit proposed amendments to the Standing Orders Committee using the same procedure as that prescribed for motions to Conference.

S3. DELEGATES TO CONFERENCES

Each Branch which has fulfilled the qualifications of Rule 12(c) and has been in commission for at least three months by the date of the Conference (see Bye-Law B8) shall be entitled to nominate one Full Member or Full Life Member as its delegate to attend each conference. A delegate may also represent the HQ Roll. The name of the delegate shall be sent to the General Secretary so as to arrive in Headquarters not less than one week before the date of Conference. The Standing Orders Committee may approve a change in the name of a nominated delegate if the General Secretary is notified not less than twenty four hours before the meeting.

S4. OBSERVERS

(1) All Members are entitled to attend Conferences as observers subject to adequate seating being available. Observers shall not be permitted to vote and shall be seated separately from the delegates. No observer shall be allowed to speak at conference unless invited to do so by a specific decision of the Conference.

(2) Distinguished guests may be invited by the National Council to address the Conferences.

(3) Observers from other organisations may be invited to attend by the National Council.

(4) Accredited members of the press and publicity media may be allowed by the National Council to attend Conference.

S5. NATIONAL COUNCIL

All members of the National Council may attend Conferences and may be permitted to speak with the permission of the Chairman of the Conferences. They are not allowed to vote at Conferences.

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S6. ORGANISATION

The Standing Orders Committee shall:-

- (1) Appoint stewards and assistants as necessary and specify their duties as required for the proper conduct of Conferences.
- (2) Organise and control the entry to the meeting and the seating of the delegates and observers.
- (3) Be the scrutineers for the counting of all ballots or votes.

S7. ANNUAL CONFERENCE BUSINESS

The business to be transacted at the Annual Conference shall include the following:-

- (1) To receive the report of the Standing Orders Committee on the business of the Conference and the motions to be discussed.
- (2) To receive the report of the votes cast for the election of National council Members and members of the Standing Orders Committee.
- (3) To receive the Annual Accounts of the Association for the previous calendar year, together with the Honorary Treasurer's Report on them.
- (4) To receive the Annual Report of the National Council.
- (5) To consider Motions from the National Council.
- (6) To consider Motions of Urgency.
- (7) To consider Motions from Branches.

S8. MOTIONS TO CONFERENCE

(1) Any Branch of the Association may put forward a motion for the consideration of Conferences. It shall be forwarded to the General Secretary in writing on the appropriate form (obtainable from Headquarters) so as to arrive not less than sixteen weeks before the date of the conferences. More than one motion may be proposed but a separate form must be used for each Motion.

(2) The National Council may put forward a motion or motions for the consideration of Conferences.

(3) The General Secretary shall put before the Standing Orders Committee all motions submitted in accordance with the above procedure.

(4) The Standing Orders Committee shall then select motions for the Agenda, and in doing so they shall:-

a Be empowered, at their discretion, to reject any motions which in their opinion are contrary to the objects of the Association.

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b Be empowered to combine, condense or re-draft any motions with the object of improving the manner in which they shall be presented to Conference. In exercising this power, the committee shall take a broad view, with the object of giving opportunity whenever possible for the subject matter of a motion to be included in a motion so that it may be discussed at Conference. The Committee shall not hesitate to modify the wording so as to achieve what they regard as being the object of the motion.

c Reject any motion the substance of which has been debated in Conference during either of the two previous Annual Conferences. This shall not apply to recommendations made by the National Council to alter the annual rate of subscriptions.

(5) a No part of the motions as submitted shall be divulged by the General Secretary or the Standing Orders Committee until they have been approved by the Committee for inclusion on the Agenda. The General Secretary shall then include in a Circular to all areas and Branches, the details of the motions selected so that they may be discussed within Areas and Branches. In accordance with rule 12(b) the printed Agenda shall be issued not less than 4 weeks before the Conference.

b The motions agreed by the Standing Orders Committee shall be included in the Agenda of the Conference which shall also list the motions which the Committee rejected, stating brief reasons for the rejection.

(6) Amendments to motions should be put forward in writing on the appropriate form (obtainable from Headquarters) by the National Council or any Branch to the General Secretary so as to arrive not later than seven days before the date of Conference. If accepted by the Standing Orders Committee they will be distributed in writing to all delegates at the beginning of Conference. Amendments to motions may also be proposed during the course of discussion of a motion.

(7) Motions of Urgency should be put forward in writing on the appropriate form (obtainable from Headquarters) by the National Council or any Branch to the General Secretary so as to arrive not later than 48 hours before the date of Conference. The proposer shall add an explanation of the urgency and why the motion could not have been submitted with normal motions. If accepted by the Standing Orders Committee they will be discussed at Conference; if not accepted the Chairman of the Standing Orders Committee will give the reasons for the rejection to Conference.

S9. ORDER OF BUSINESS

The Standing Orders Committee shall have power to recommend to the Conference a variation of the order of business as shown in the Agenda.

S10. PROCEDURES FOR DISCUSSION OF MOTIONS

(1) Every motion shall be proposed by the delegate of the branch submitting the motion or by a speaker for the National Council for Council motions. If through unforeseen circumstances a delegate of a proposing Branch cannot be present, the motion may be proposed by any Branch delegate present wishing to do so. Motions from Overseas Branches shall be proposed by a National council speaker if the Branch is unable to send a delegate to Conference.

(2) A motion shall not be discussed or put to Conference until it has been seconded.

(3) A motion may be withdrawn by the proposer at any time before it is moved and seconded.

(4) Once a motion has been moved and seconded it may be withdrawn by the proposer only with the consent of Conference. Such consent shall be ascertained without debate and no delegate shall speak upon it after consent for withdrawal has been given.

(5) When an amendment to a motion is moved and seconded, no further amendment shall be moved until the previous one is disposed of although it will be in order for an amendment to the amendment then under discussion to be moved and, if seconded, to be discussed. No delegate shall propose or second more than one amendment to any one motion.

(6) No delegate except the proposer shall speak more than once on the same motion or amendment. The proposer may exercise a right to reply confining the reply to answering previous speakers and not introducing any new matter, he may exercise the right either before the first amendment is put to the vote, or before the final motion is put to the vote.

S11. GENERAL PROCEDURES

(1) Unless prevented by physical disability, delegates shall stand when speaking and shall address the Chair. They shall speak from the appropriate rostrum and shall preface their statement by announcing their name and Branch.

(2) Whenever the Chairman of the Conferences rises during a debate, any delegate speaking or offering to speak shall remain silent until given permission to speak by the Chairman of the Conference.

(3) All speeches shall be directly relevant to the motion or amendment under discussion.

(4) The proposer of a motion or amendment shall be allowed to speak for up to 5 minutes. The seconder, and succeeding speakers and the proposer in his reply shall each be allowed to speak for up to 3 minutes.

(5) Any delegate at any time may move either:-

a “That the Conference do proceed to next business”. If seconded by another delegate, and if the Chairman of Conference considers that sufficient debate has taken place this motion shall be put forthwith without delay, and if carried, the original motion or amendment under discussion shall be considered dropped. Or:

b “That the question be now put”. If seconded by another delegate and if the Chairman thinks that there has been sufficient discussion this motion shall be put forthwith without debate and, if carried, the original motion or amendment shall be at once put to Conference.

(6) The motions in (5) above shall not be moved or seconded by a delegate who has spoken in the debate.

(7) Any delegate, whether he has spoken or not on the matter under discussion, may rise to a point of order. The delegate so rising shall be heard forthwith. The ruling of the Chairman of the Conference on a point of order shall be final and not open to discussion. A point of order must deal with the conduct or procedure of the debate.

S12. VOTING

(1) Voting shall normally be by a show of hands and need not be counted if the Chairman of the conference rules that there is an overwhelming vote “for” or “against”. However, any delegate may ask that the votes shall be counted and recorded and such action shall then be taken.

(2) In a recorded vote each delegate is entitled to one vote on all matters put to Conference. It is permissible to abstain from voting and the scrutineers shall record the number of votes cast “for and against” and the number “abstaining”.

(3) If there are two or more conflicting motions where the two-thirds majority clearly cannot apply (e.g. “Where to hold an Annual Conference”) the Chairman of the Conference may obtain the views of Conference in whatever manner he thinks fit.

S13. SUSPENSION OF STANDING ORDERS

A motion to suspend a specific part or parts of the Standing Orders for a specific period may be proposed. The chairman of the Conference will study the proposal carefully and shall refuse to accept it unless it refers to some matter of urgency or importance. If seconded, such a motion shall be put to the Conference for decision.

S14. DISORDER

Any person disregarding the ruling of the Chairman may be suspended for the remainder of the Conference upon the motion of the Chairman or two delegates put without debate and carried.

S15. CHAIRMAN, RULING, AUTHORITY

The decision of the Chairman of the Conference shall be final upon any point as to the interpretation to be placed upon any Standing Order or upon the point whether a motion has been carried or not.

BYE-LAWS OF THE ROYAL NAVAL ASSOCIATION

(These bye-Laws are made by the National Council under the authority of Association Rule 19)

1. CEREMONIAL

a A Guide to Ceremonial, issued under the authority of the National Council, shall be followed whenever practical and appropriate by all officials organising the ceremonial events of the association.

b The National Council requires all Members to treat dedicated Standards of the Association with the utmost respect and to ensure that their personal dress, bearing and conduct on ceremonial occasions are in accordance with the reputation and requirements of the Association as indicated in the Guide to Ceremonial.

c A Parade Marshal or Marshals shall be appointed whenever appropriate by the National Council or Area or Branch for ceremonial events in which the Association is participating or organising. Parade Marshals so appointed shall be empowered to request any Standard Bearer or Members of the Association to withdraw from participation in the event if, in their judgement, the bearing, dress or conduct of the Member is likely to bring discredit on the reputation of the Association. Should a request by a Parade Marshal not be fully complied with, an appropriate report shall be made so that necessary action can be considered by the Member's Branch.

d The Standards of the Association shall be designed and produced as specified in the Guide to Ceremonial.

2. EXPENSES AND SUBSISTENCE

Reasonable expenses and subsistence shall be paid to all Members of the Association when carrying out duties delegated to them by the National Council.

3. TRAVELLING EXPENSES TO AND FROM NATIONAL CONFERENCES

a Before any National Conference the Honorary Secretaries of those Branches which intend to send a delegate must inform the General Secretary of the amount of the second class return fare, or the negotiated Conference fare, whichever is the lesser. These sums will be pooled and the liability will be equally divided among ALL Branches of the Association in the United Kingdom and Eire.

b The difference between the pool share and the fare for the delegate will be adjusted. The Branches whose delegate's fare exceeds the pool share will receive the difference from Headquarters, and those Branches whose delegate's fare is less than the pool share will be called upon to pay the difference into Headquarters. Branches in the UK and Eire who do not send a delegate to Conference shall pay the pool share.

4. ANNUAL ACCOUNTS AND REPORT

The Annual Report of the National Council together with the Annual Accounts of the Association shall be circulated to all Branches, and a copy shall be supplied to any member on written request.

5. APPOINTMENT OF FULL LIFE MEMBERS

As provided in Rule 2(b) the conditions and procedure for appointment of Full Life Members shall be as follows:-

a Full Members who have given long and honourable service to the Association either nationally, or to an Area, Branch or Registered Club of the Association may be nominated and recommended to the National Council for appointment as a Full Life Member. Such service shall have significantly enhanced the best interests or reputation of the Association. Normally, but not exclusively, this will have required service as an official of the Association, Area, Branch or Registered Club of the Association. The quality of service shall be more important than its length which shall, however, reflect a sustained effort on behalf of the Association, and shall be not less than ten years.

b Nominations may be made by the Branch Committee of the Branch to which the member belongs. They shall be endorsed by a Meeting of the Branch and sent to the General Secretary for the approval of the National Council.

c Nominations may also be made by an Area Committee in respect of service to the Area and shall be endorsed by both the Branch Committee of the Branch to which the member belongs and an Area Meeting before being sent to the General Secretary for the approval of the National Council.

d The National Council may award Full Life Membership to any Full Member in recognition of service to the Association nationally after consulting the member's Branch.

e The nominating authority shall pay a fee to Headquarters equal to ten times the annual rate of subscription (subject to a maximum of £100) for each nomination that is approved. A certificate provided by Headquarters shall be signed by officials of the nominating authority and presented to each Life Member. A Membership badge with a red bar and the appropriate membership card shall be provided by Headquarters.

6. ROYAL MARINES ASSOCIATION AND ASSOCIATION OF WRENS

The Royal Marines Association and the Association of Wrens are affiliated to the Royal Naval Association and vice versa. Whatever individual privileges are extended to Members of the Royal Marines Association and Association of Wrens is a matter for individual Branches to decide. However, it is open to serving Members and those who have served in the Royal Marines and Women's Royal Naval Service, to apply for membership of the Association for which they are eligible.

7. PROCEDURE FOR ELECTION OF MEMBERS OF THE NATIONAL COUNCIL AND THEIR DEPUTIES.

a In order to provide a representative list of candidates, each Branch shall have the right to nominate one of its Full or Full Life Members as a candidate for election. Alternatively any Branch which so decides shall have the right to nominate a Full of Full Life Member from any Branch within the same Area.

b As soon as possible after the 1st January in every year, the General Secretary shall forward to each Branch a nomination form for candidates to the National Council. The Branch Secretary shall be responsible for returning this duly completed (including the Association history of the candidate) by the date stated on the form, to the General Secretary at Headquarters. All forms must be returned even if no nomination is made.

c Having received the nomination forms the General Secretary shall complete the ballot papers showing the names and Association history of all candidates and shall circulate these papers to the Secretaries of all Branches in their appropriate Area.

d On receipt of this ballot paper the Branch Secretary shall collect votes cast at a Branch meeting by its Full and Full Life Members. Each such Member shall be allowed only one vote.

e The completed ballot paper shall be forwarded to the General Secretary in the envelope supplied, so as to arrive not later than two weeks before Annual Conference. The paper shall state the name of the Branch and the total number of members who voted, and shall be signed by the Chairman and Hon. Secretary of the Branch with an endorsement that the votes have been fairly collected and recorded in accordance with the above rules. All ballot papers must be returned even if no vote is taken.

f The Standing Orders Committee at the Annual Conference shall scrutinise and check ballot papers. They shall satisfy themselves that no Branch has put forward more than one vote. The candidates who receive the greatest number of votes shall fill the vacancies.

g In the event of an equal number of votes being cast for two or more candidates, the matter shall be referred back to the Area, which shall determine by a further ballot in the Area (the ballot papers being returned to the General Secretary), which of the two or more candidates with the same number of votes cast at the original ballot is to be the member of the National Council for that Area.

h The Area Committee shall decide the procedure for the election of the Deputy National Council Member which shall take place as soon as possible after the Annual Conference at which a Council Member has been elected, the name being reported to the General Secretary. The term of office shall terminate at the same time as the Council Member but he will be eligible for re-election. If a Council Member dies or otherwise ceases to be a member of the National Council the Deputy shall automatically replace him for the remainder of the period for which the Council Member was elected. If a Deputy Council Member dies or resigns the Area shall elect a successor for the remainder of the term of office.

8. APPEALS AGAINST EXPULSION OR SUSPENSION

In the event of an appeal to the National Council under Rule 3(d) or under the appropriate rule based on rule 12 of the Club Model rules, the General Secretary shall establish the main facts and report them to three arbitrators selected by him. Normally these will be the National Council Member for the Area and two other Area Officials but no arbitrator shall have been directly involved in the incidents or previous decision concerning them. The arbitrators' report will be placed before the National Council at their next meeting for approval of the findings. Area and Branches are then to be notified.

9. CORRESPONDENCE

a All official correspondence in the name of the Royal Naval Association shall be signed by the President, or the Chairman of the Association or the General Secretary.

b All communications connected with association matters which Members address to the Patron, or the Officers of the Association, or Members of the Council, shall be addressed through the General Secretary at Headquarters. This Bye-Law neither precludes a Branch Official from writing to his own Area representative on the National Council nor precludes a member from writing to the Officials of his own Branch.

c All communications from Headquarters to Areas or Branches shall normally be addressed to the appropriate Secretaries at their last known address. It shall be the Area or Branch Secretary's duty to promulgate all correspondence to his Area or Branch members, except that correspondence marked Confidential may be communicated only to Area or Branch Officials.

**BYE-LAWS FOR THE ADMINISTRATION OF
AREAS OF THE ROYAL NAVAL ASSOCIATION.**

The Bye-Laws are made by the National Council under the authority of Association Rule 19.

(Note: These Bye-Laws are numbered with the pre-fix "A").

A1. Areas may be formed, as defined and agreed upon by the National Council for the purposes of:-

- (a) Localising control.
- (b) Developing, encouraging and assisting Branches within their respective Areas.
- (c) Maintaining, within their respective Areas, the Aims, Objects and Rules as laid down in the Supplemental Charter and the Rules of The Royal Naval Association.
- (d) Advising the General Secretary of all irregularities and important occurrences within its Area.

A2. When a new Area is proposed to be formed, there should be consultation with any existing Area that might be affected.

A3. Each Area shall be known as "No. ... Area, the Royal Naval Association". It shall consist of all Branches within its Area.

A4. The government of each Area shall be vested in an "Area Committee" consisting of Area Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Member elected to the National Council and such other Members from Branches within the Area as may be decided at the Annual General Meeting of the Area. All members of the Area Committee are Trustees of their Area. They shall serve for two years (half the number to be elected annually) after which time the members shall retire but may be eligible for re-election. Similar conditions in regard to disqualification to those in Rule 6(f) apply to members of Area Committees. The right of appeal shall be to the National Council.

A5. Each Area shall elect from Members of Branches within its Area:

- (a) A Chairman who shall conduct meetings of the Area.
- (b) A Vice-Chairman who shall act in the absence of the Chairman.
- (c) An Honorary Secretary who, in consultation with the Chairman, shall convene all meetings of the Area Committee and all general and extraordinary meetings of the Area. He shall be responsible for all liaison between Headquarters and the Area.
- (d) An Honorary Treasurer who shall be responsible for the Area funds.

A6. (a) The Area Committee may invite a Full Member or a Full Life Member of the Association to be the Area President and may also invite such Full Members as deemed desirable to be Area Vice-Presidents, the National Council being informed of all such appointments. They shall be members of the Area Committee. The Area President and Area Vice-Presidents may be requested to stand down when appropriate.

(b) Area Life Vice-Presidents may be appointed by the Area Committee under Article 10 of the Supplemental Charter. They shall not be members of the Area Committee unless specifically appointed as such by resolution of an Area Meeting.

A7. The Duties of the Area Committee shall be as follows:-

(a) Disciplining members where for some reason a Branch is unable to do so. NOTE:- the right of appeal remains as under Rule 3(d).

(b) To recommend to the General Secretary the formation of Branches within its Area.

(c) To take over a Branch which cannot form a main committee and to recommend to the General Secretary the suspension of or the closing of any Branch within its Area.

(d) To prepare the Area Report and Accounts for submission to Headquarters.

(e) To carry out the day-to-day Government of the Area including that specified in Bye-Law A5 above.

A8. Each Area shall hold a meeting at least four times a year.

A9. Each Area shall hold an Annual General Meeting not later than 31st March.

A10. The Agenda for Area Meetings and the Area Annual General Meeting shall be in the hands of the Branch Secretaries not less than one month before the date of such meetings.

A11. The only business of the Area Annual General Meeting shall be as follows:-

(a) To confirm the Minutes of the previous Area Annual General Meeting.

(b) To receive the audited accounts of the Area.

(c) To received the Area Report.

(d) To elect the Area Officers for the ensuing year.

(e) To elect the Area Committee for the ensuing year.

(f) To appoint two Area Auditors.

(g) To consider for submission to the National Council any proposed alteration or amendment to the Area Bye-Laws.

(h) To consider Branch Motions for the well being of the Area.

A12. A Special Meeting of the Area must be convened at the request of the National Council or on receipt of a written request from not less than two-thirds of the Branches within the area. Such meeting shall be held not more than 28 days after the request has been received. At least seven days' notice shall be given by the Area Honorary Secretary to each Branch, together with an indication of the nature of the business for which the meeting has been convened.

A13. Any Members (including Full, Full Life Members, Honorary Members and Associate Members) may attend and at the discretion of the Chairman speak at Area Meetings and the Annual General Meeting of the Area but only the accredited Branch delegate who must be a Full or Full Life Member may vote. Only those Branches which were formed not less than three months before an Area or Annual General Meeting are allowed to appoint a delegate, although observers may be sent.

A14. No Branch shall have the right to a vote at Area Meetings if it is in arrears with payments to Headquarters of the Royal Naval Association.

A15. Area Honorary Secretaries will be informed by the General Secretary of any Branches not complying with Bye-Law B33.

A16. A Capitation Fee of not less than 5% of the subscriptions received in Headquarters by 31st December shall be paid to each Area in respect of the Branches within its Area.

A17. Headquarters, or any three Branches from the Area, shall have the right to inspect Area Books at any time by giving seven days' notice to the Area Honorary Secretary who will inform the Area President, Chairman and Treasurer.

A18. In the event of any dispute arising between a Branch and Area Committee, there exists the right of appeal to the National Council whose decision shall be binding and final.

A19. Any alteration, addition or other change which an Area would wish to make to these Bye-Laws should be tabled at an Area Annual General Meeting. If passed by two-thirds of those voting, the Area Secretary shall pass it to the General Secretary of the Association to be placed on the Agenda of a National Council Meeting, where the desirability of making the change and its impact in other Areas can be considered and a decision taken.

A20. Areas may make local Area Bye-Laws as are considered necessary, provided that such Bye-Laws do not conflict with the Supplemental Charter and Rules of the Association. Such Bye-Laws must be submitted to the General Secretary before adoption.

A21. Two copies of the Annual report and Accounts, and one copy of the Minutes of every Area Meeting shall be forwarded to the General Secretary, within 21 days of the meetings to which they refer.

A22. Before new branches are formed, the General Secretary will notify the Area Secretary at least one month before the proposed day of commissioning. The Area Secretary will advise all neighbouring Branches of the proposal as soon as practicable. Should a Branch object to the formation of a new Branch the Area Committee should investigate and make its recommendation to the National Council through the General Secretary.

A23. Any member of an Area may be disciplined or suspended from attending any Area Meeting, activity, or hold office in an Area by a resolution passed by two thirds of those voting at a Meeting of that Area, provided that he and his Branch shall be given 21 days notice of the Meeting at which such action is to be considered, and shall have the right to attend (along with an Official of his Branch) and address the meeting. Such a Member may appeal against the decision to the National Council and shall be informed of his right of appeal, which must be lodged with the General Secretary within three months of the decision by the Area Meeting.

BYE-LAWS FOR THE ADMINISTRATION OF
BRANCHES OF THE ROYAL NAVAL
ASSOCIATION

NOTES: A. These bye-Laws are made by the National Council under the authority of Association rule 19.

B. They are pre-fixed “B” to distinguish them from general Bye-Laws And those concerning the administration of Areas (which have Prefix “A”).

C. These Bye-Laws are arranged under the following main headings And paragraphs:

- B1 - 10 Formation of Branches
- B11 - 30 General Administration of Branches
- B31 - 40 Financial and Accounts
- B41 - 50 Membership of Branches
- B51 - 60 Disbandment of Branches
- B61 - 70 Clubs

D. Non-mandatory guidance to Officials is printed after these Bye-Laws with prefix “G”.

FORMATION OF BRANCHES

B1. A Branch may be formed on the authority of the National Council after application to it in writing (on the Commissioning Form) through the General Secretary by the persons desirous of forming a Branch. Such persons must not be less than five in number and shall be either Full Members, Full Life Members or persons eligible to join as Full Members under rule 2(a) and each shall complete a Membership Application Form which shall be enclosed with the Commissioning Form. They shall be known as the Founder Members of the Branch, one of whom shall be nominated as Founder Honorary Secretary responsible for the correspondence and arrangements needed for the Commissioning Meeting until an Honorary Secretary of the Branch is elected at that meeting.

B2. The National Council may withhold approval for the formation of a Branch without giving any reason for its decision.

B3. A Branch shall normally form within the Area in which it is geographically situated if it is in the United Kingdom or Eire. The Area Secretary shall be informed as soon as practicable of the proposed formation of a Branch and shall advise neighbouring Branches of the proposal. Any objection by a Branch or by the Area to the formation of a new Branch shall be investigated by the Area Committee which shall make its recommendation to the National Council through the General Secretary (See Bye-Law A22). If an adjacent Area or Branch within that Area has any

objection to the formation of a Branch in an adjacent Area it may also inform the National Council of any objection to the formation of the proposed Branch.

B4. A Branch shall be commissioned by the elected National Council Member for the relevant Area or the Deputy National Council Member or such person as may be nominated by the General Secretary. The date and place of the Commissioning shall be as agreed by the Commissioning Officer and shall be not less than one month after the relevant Area Secretary has been informed of the proposal to form the Branch. If there is an objection to the formation of a Branch the Commissioning Meeting shall be deferred until a decision has been made on the objection.

B5. The Commissioning Meeting shall include the following:-

(a) The carrying of a formal Resolution to adopt the Supplemental Charter, the Rules and Bye-Laws of The Royal Naval Association.

(b) The election of a Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer and members of the main Branch Committee as required by Bye-Law B14.

(c) The supply of Membership Cards, Badges and Rule Books to those enrolling as members of the Association and of the new Branch.

B6. The name of a new Branch shall be approved by the National Council after taking any recommendation of the Area Committee into consideration. No Branch may alter its name, be amalgamated with another Branch, or be divided without a Resolution of a Meeting of the Branch and the prior approval of the National Council.

B7. A copy of the Minutes of the Commissioning Meeting shall be sent to the General Secretary without delay. Within two months after the meeting the Hon. Secretary of the Branch shall forward to the General Secretary a Branch report completed in accordance with Bye-Laws B18 and B32(c) and confirming that the first meeting of the Branch Committee has been held and that future meetings are planned. A Commissioning Certificate will then be prepared and issued to the Branch as soon as practicable.

B8. A Branch shall not be eligible to send a delegate to a National Conference or to any Area Meetings until it has been in commission for three months. This does not preclude observers being sent to such Meetings.

B9. A Branch which has disbanded may be re-formed by procedure similar to those in the foregoing with the word “Re-commissioning” used in place of “Commissioning” where appropriate.

B10. (Spare).

GENERAL ADMINISTRATION OF BRANCHES

B11. ANNUAL GENERAL MEETING. Each Branch shall hold an Annual General Meeting between 1st January and 31st March inclusive each year. The business of the annual General Meeting shall be:-

- (a) To confirm the Minutes of the previous Annual General Meeting and other subsequent General Meetings.
- (b) To receive the audited accounts of the Branch as at 31st December of the previous year.
- (c) To receive the Annual Report of the Branch Main Committee in accordance with Bye-Law B17.
- (d) To elect members of the Branch Committee as required by Bye-Law B14.
- (e) To appoint auditors for the current year as required by Rule 9(d) and Bye-Law B31(d).
- (f) To consider such business and motions as may be recommended by the Branch Main Committee.
- (g) To consider motions by members which shall have been notified to the Honorary Secretary at least seven days before the meeting.

B12a. BRANCH MEETINGS. The Main Committee of a Branch shall call such Meetings of the Branch as it considers necessary. At least 14 days' notice shall be given to members of the calling of the Annual General Meeting and other Branch Meetings.

B.12(b) A Special Meeting of the Branch must be convened at the request of the National Council or Area Committee or on receipt of a written request from not less than one fifth or 12 in number of the Branch Members, whichever is the least. Such a meeting shall be held not more than 14 days after the request has been received. At least 7 days notice shall be given by the Branch Secretary to each member, together with an indication of the nature of the business for which the meeting has been convened.

B13. ATTENDANCE AND VOTING AT BRANCH MEETINGS. All members of the Branch may attend Annual General and Branch Meetings and, at the discretion of the Chairman, be allowed to speak at such meetings. At such meetings, Full Members or Full Life Members shall be allowed to cast votes on all matters and Associate Members shall be allowed to cast votes on matters exclusively connected with the social and domestic business of the Branch.

B14. BRANCH MAIN COMMITTEE. The administration of each Branch shall be vested in a Branch Main Committee which shall consist of the Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer and at least one other member, the number if in excess of three being determined at an Annual General meeting. All members of the Branch Committee are Trustees of their Branch. The Branch officials and members of the Main Committee may be Full Life Members, Full Members or Associate Members of the Association (provided they have completed one year's membership of the Association) and shall be elected at the Annual General Meeting. Associate Members may not serve as Chairman or Vice Chairman of the Branch Main Committee and a majority of the Committee must be Full Life or Full Members. Each may serve for two years after which they shall retire but be eligible for re-election. Approximately half the committee shall be elected each year. The quorum for a Branch Main Committee shall be not less than four members including one official. A larger quorum may be prescribed by an Annual General Meeting.

B15. (a) PATRONS AND VICE-PATRONS. A Branch Committee may invite distinguished persons to be Patron or Vice-Patrons of the Branch, informing the General Secretary. They shall not be directly involved in the administration of the Branch.

(b) PRESIDENT AND VICE-PRESIDENTS. The Branch Main Committee may invite appropriate persons, who must be Full Members of Full Life Members of the Association, to hold office as President or as Vice-president of the Branch. They shall be members of the Branch Main Committee and may be requested to stand down when appropriate.

(c) LIFE VICE-PRESIDENTS. Full or Full Life Members may be appointed by the Branch Main Committee as Life Vice-Presidents in accordance with Article 10 of the Supplemental Charter. They shall not be members of the Main Committee unless specifically appointed as such by resolution of an Annual General Meeting.

B16. SUB-COMMITTEES. A Branch Main Committee may appoint such Sub-Committees as it thinks fit and prescribe their membership and terms of reference. All Members including Associate Members may sit on and vote as such Sub-Committees except that, in accordance with Rule 9(a) Branch funds and assets shall be administered by Full or Full Life Members. All Sub-Committees are subject to the over-riding authority of the Branch Main Committee.

B17. ANNUAL COMMITTEE REPORT. The Branch Main Committee shall present an Annual Report on the activities of the Branch in the past year to the Annual General Meeting. A copy of the Annual Report shall be circulated to all members who apply for a copy. A copy of the report shall be sent to the General Secretary within seven days of its acceptance by the Annual General Meeting.

B18. BRANCH RETURN. Within seven days of the Annual General Meeting the Hon. Secretary shall send on an appropriate form provided by Headquarters, the names of all officials of the Branch, elected or appointed, to the General Secretary. A copy of this return shall be sent to the Area Secretary.

B19. DISQUALIFICATION OF OFFICIALS AND MEMBERS OF COMMITTEES. Rule 6(f) shall apply to all officials and members of Branch Committees and Sub-Committees, with the references to Conferences and the National Council being replaced by Branch Meetings and Branch Committees. The right of appeal in Rule 6(g) shall be to the Area Committee who may appoint such appeal tribunals as they think fit.

B20. BRANCH LOCAL RULES. Any Branch may frame its own local Rules, provided that such rules do not conflict with the Supplemental Charter, Rules or Bye-Laws of the Association. Branch Rules must be submitted to the General Secretary for approval before adoption.

B21. BRANCH DELEGATES. Branches wishing to be represented at Area Meetings or National Conferences shall nominate a delegate whom must be a Full or Full Life Member.

B22. - B30. (Spare).

FINANCIAL AND ACCOUNTS

B31. BRANCH ACCOUNTS

(a) The Accounts of each Branch must be audited annually. The Accounts, which must be signed by the Chairman, Honorary Secretary and Honorary Treasurer, must, together with the auditors report thereon, be presented to the Members of the Branch at the Annual General Meeting of the Branch. The Accounts must be made up to 31st December.

(b) A copy of the Annual Accounts with the Auditors report shall be circulated to all Members who apply for a copy.

(c) After the Accounts have been accepted by the Branch, two copies must be sent to the General Secretary within seven days.

(d) The Annual General Meeting of the Branch shall, except where the Branch uses the services of qualified auditors who are members, appoint two Auditors whose period of office shall be from the closure of the Annual General Meeting which appoints them until the closure of the next Annual General Meeting.

B32. BRANCH FUNDS AND BANKING ACCOUNTS.

(a) Branches must hold Banking Accounts in the name of the RNA Branch. The Branch Committee shall nominate three members as authorised to sign cheques. Two of the three shall be required to sign cheques. One of the three nominated shall be the Branch Honorary Treasurer.

(b) Branch funds shall be administered by the Branch Main Committee. The minutes of the Committee shall record approval for payments which are not of a routine nature.

(c) The Annual Branch Return required by Bye-Law B18, shall record the name and address of the Bank or Banks with whom accounts have been opened in the name of the Branch.

B33. SUBSCRIPTIONS.

(a) The Branch Main Committee is responsible for organising the collection of subscriptions and issue of membership cards under Rule 4. The annual Association subscriptions at the rate set by the National Council and approved by an Annual Conference or Special Conference shall be collected from those members required to pay subscriptions together with any Branch subscription. Such Branch subscription shall be recommended by the Branch Main Committee and approved by an Annual General Meeting of the Branch.

(b) All Members shall receive a membership card which will be validated annually by the issue of a dated receipt card.

B34. QUARTERLY PAYMENTS TO HEADQUARTERS.

(a) The Honorary Treasurer of the Branch is responsible for the settlement of the Quarterly Account with Headquarters and shall report such settlement to the Branch Main Committee for recording the minutes. The total amount of the balance due shall be remitted to Headquarters within two months of the date of the end of the quarter to which the account refers.

(b) To assist new Branches to build up funds, branches in their Inaugural year shall retain all association subscriptions received from their Members, and these subscriptions should be credited to Branch funds. For new Branches which are formed after 30th June in any year, the Membership subscription is one half of the current annual rate (Rule 4). Such Branches should retain these reduced subscriptions and in addition one half of those subscriptions received during the following year up to 30th June.

(c) All subscriptions, donations and payments received at Headquarters from members of the Headquarters roll shall be credited to Association funds.

B35. - B40. (Spare)

MEMBERSHIP OF BRANCHES

B41. APPLICATION FOR MEMBERSHIP

(a) Every applicant for membership shall complete an application form as provided by Headquarters.

(b) Each Branch shall specify and promulgate the procedure to be used in considering applications for membership under Rule 3(a).

(c) The qualifications of an applicant to join the Association in accordance with Rules 2 and 3 as stated on the membership application shall be checked. An appropriate Branch official acting on behalf of the Branch Main Committee may, at his discretion, require to see documentary proof of naval service in support of the application.

(d) If at any time after acceptance of membership that statements made on the application form or the supporting documents are found to be materially false or misleading, the Branch Main Committee may direct that the person's membership is null and void. The facts of such decisions are to be reported to the General Secretary within seven days. An appeal may be made to the National Council under the procedure specified in Rule 3(e) and (f).

(e) Applications to join a Branch from persons who are known to have been expelled from another Branch (and thus from the Association under Rule 3(d) shall not be accepted. If, after acceptance, knowledge of such an expulsion is obtained the membership shall be regarded as null and void. A Branch Meeting may however pass a resolution recommending to the National Council that such an expelled person may be allowed to rejoin the Association and its Branch. This recommendation shall be sent to the General Secretary for consideration by the National Council whose decision shall be final.

B42. JOINING PROCEDURE. On acceptance as a member, the member shall be required to purchase Membership Card, Association Rule Book (and any Branch Rule Book), and the official Badge appropriate to the type of membership. The attention of the member shall in particular be drawn to Article 3 and 4 of the Supplemental Charter defining the Objects of the Association and Rule 3 specifying the rights, limitations and duties of members.

B43. CONDUCT OF MEMBERS

(a) Any member may be required to attend a meeting of the Branch Main Committee or Sub-Committee appointed for the purpose to assist in the investigation of the conduct of any member including his own conduct. At least seven days' notice shall be given of such meetings.

(b) A member may be advised or warned about his conduct by the Branch Main Committee or Sub-Committee appointed for the purpose. Such advice or warnings shall be recorded in the minutes but not promulgated further within the Branch unless subsequent conduct results in a recommendation for suspension or expulsion.

(c) The Branch Main Committee may recommend to a Branch Meeting the expulsion or suspension of a member under Rule 3(d).

(d) In the event of a Branch Meeting passing a resolution under Rule 3(d) to expel a member or suspend him for a period over 6 months a complete report is to be forwarded by the Honorary Secretary to the General Secretary within seven days of the decision.

(e) If an appeal is lodged against a suspension for six months or less a complete report is to be forwarded to the General Secretary with the appeal.

(f) In the event of an appeal to the National Council under Rule 3(d) and (f) the General Secretary shall establish the main facts and report them to three arbitrators selected by him. Normally these will be the National Council Member for the Area and two other Area Officials, but no arbitrator shall have been directly involved in the incidents or previous decision concerning them. The arbitrators' report will be placed before the National Council at their next meeting for approval of the findings.

B44. TRANSFER OF MEMBERS BETWEEN BRANCHES.

(a) In accordance with rule 3(b)(4) members may belong to more than one Branch subject to the conditions of that rule.

(b) A member has the right to transfer to another Branch if the receiving Branch is prepared to accept him under Rule 3(a). Subject to such acceptance, unless he is in debt to his Branch, no objection can be made to the transfer and the Membership Application form shall be transferred to the receiving Branch stating whether the Association subscription has been paid for the current year. The receiving Branch may levy its Branch subscription and there need be no return of Branch subscription from the Branch the member leaves.

(c) A member may transfer from a Branch to the Headquarters Roll only with the agreement of that Branch.

(d) A member may transfer from the Headquarters Roll to a Branch which is prepared to accept him under rule 3(a).

(e) If a Branch disbands, its members may transfer to the Headquarters Roll or apply to transfer to another Branch.

B45. CERTIFICATES OF APPRECIATION TO ASSOCIATE MEMBERS. Areas or Branches may recommend to the National Council that Associate Members may be awarded a Certificate of Appreciation to recognise their contribution to the work of the Association. The procedure for such recommendations is promulgated in General Secretary's Memorandum No. 44.

B46. - B50. (Spare)

DISBANDMENT OF BRANCHES

B51. A Branch may be disbanded by any of the following:-

(a) A resolution to disband carried at a Meeting of the Branch called specifically for that purpose. A copy of the minutes of such a meeting shall be forwarded to the General Secretary and to the Area Secretary without delay. No Branch shall formally be disbanded until at least one month after such notification shall have been made.

(b) A resolution at a meeting of the National Council.

(c) A resolution by an Annual or Special Conference of the Association.

B52. A Branch may be disbanded if:-

(a) It fails to form a Branch Committee as required by Bye-Law B14 and to report the membership of the committee on the prescribed Branch Annual return.

(b) It fails to comply with Rule 4(g) by not remitting the prescribed subscriptions to the General Secretary.

(c) It fails to forward a Balance Sheet of its Annual Accounts to the General Secretary within three months of a Branch Annual General Meeting approving it.

(d) The conduct of the Branch brings discredit on the Royal Navy or the Royal Naval Association or is not in accord with the Objects of the Association in the Supplemental Charter.

(e) The Annual Conference or National Council shall decide that disbandment is in the best interest of the Association.

B53. On being disbanded a Branch shall:-

(a) Return the Commissioning Certificate and minute books to the General Secretary.

(b) Prepare a final audited Balance Sheet on the accounts of the branch and send it to the General Secretary.

(c) Transfer the property of the Branch including final financial balances to the General Secretary in accordance with rule 9(e).

(d) Make appropriate arrangements for laying up or custody of any standard belonging to the Branch informing the General Secretary of its disposal.

B54. - B60. (Spare).

BRANCH RELATIONSHIPS WITH CLUBS

B61. Formation of a club. Any application by a Branch to the National Council under Rule 18 shall be subject to the following conditions:-

(a) Application shall be made on the appropriate form obtainable from Headquarters.

(b) The Club shall be registered through Headquarters in accordance with current Legislation e.g, with the Registrar of Friendly Societies under the Industrial and Provident Societies Act 1965. The Club shall be registered under the appropriate Licensing Act.

(c) The rules of the Club shall be based upon the model rules produced by Headquarters with any amendments thereto subject to the agreement of the General Secretary and the Registrar of Friendly Societies.

(d) The conditions of the Annual Permit shall be satisfied.

B62. ANNUAL PERMIT. Each Branch running a Royal Naval Association Club shall, by 31st December each year, apply to HQ for an Annual Permit on the form provided by the Headquarters of the Association and pay a fee of £3 for such permit. The conditions for the grant of such a permit shall be:-

(a) The premises of the Club shall, preferably, be owned by the Branch with the Club paying an appropriate rent under a tenancy agreement. Where, however, they are owned by the club the Branch shall be assured of proper facilities in the premises for the conduct of Branch business.

(b) All members of the Club shall be members of the Association with not less than 25 being Full or Full Life Members as defined by Rule 2.

(c) The Club shall, in general, do all possible to further the Objects of the Association and shall support and encourage the work of the Branch with which it is associated.

(d) The Club shall abide strictly by its registered rules which shall not be amended without prior consent of the Council.

(e) Two copies of the audited accounts of the club shall be forwarded to the General Secretary each year.

(f) The National Council shall be entitled to appoint a representative to inspect all documents, accounts and books of the club on giving seven days' notice.

(g) The National Council and the appropriate Area Committee may from time to time pay a visit of inspection to the Club.

(h) The National Council can give seven days' written notice of cancellation of the permit and the Club shall thereupon cease to use the words "Royal Naval Association" in the title of the Club.

B63. THE EFFECT OF EXPULSION OR SUSPENSION FROM A CLUB

(a) The expulsion or suspension of a member from a Royal Naval Association Club shall not affect membership of the Association or a Branch unless separate action is taken in accordance with Rule 3(e) and Bye-Law B43.

(b) If a member is expelled or suspended from a Royal Naval Association Club by the Club Committee the reports to the General Secretary and the appeal procedure specified in the rule of the Club shall be dealt with under the procedure specified in Bye-Law B43(d)(e) and (f).

B64. ASSOCIATION WITH NON-RNA REGISTERED CLUBS.

(a) Rule 18 shall neither prohibit nor limit the normal fraternal and social relationships which may exist between Branches of the Association and Branches and Clubs of other organisations which are desirable to further the objects of the Association and the best interests of members. Such relationships should not however involve the regular or frequent use of other clubs except as covered by the following sub-paragraphs.

(b) A Branch may not, without the specific approval of the National Council, be associated with a Club not registered as a Royal Naval Association Club and if appropriate meet on its premises for business and social activities, provided that all of the following conditions are satisfied:-

(1) It must not be a mandatory condition of the use of the Club that every member of the Royal Naval Association Branch should join the Club. While it may be recommended that they do so, provision must be made for members who do not wish to do so.

(2) The host club shall be informed that neither the Branch nor the Association can incur any financial or legal responsibility for the club or its conduct even should a Branch provide a member or members of a Club committee or Sub-Committee.

(3) The Branch must ascertain whether the club is registered under the Industrial and Provident Society Acts or similar which limit the liability of the members. If it is not so registered the Branch should warn Royal Naval Association Members that neither the Association nor the Branch can be held responsible for any financial or legal claim that may be made upon members by the virtue of membership of the club.

(4) Membership of the club should be substantially wider than the membership of the Branch. The Club Committees should not have a majority of members who are also members of the RN Association.

(5) The Club should not be one that could, without significant difficulty, qualify for registration as a Royal Naval Association Club.

(c) Should an association between a Branch and a Club fail to meet any one or more of the above conditions, the Branch should either cease the association or seek National Council approval of the specific conditions of the association. Such an application should be addressed to the General Secretary who will, after establishing all the relevant facts, submit it to the Clubs Committee. The National Council Member of the Area to which the Branch belongs will be consulted by the Clubs Committee which will report its recommendations to the National Council.

B65. - B70. (Spare).

GUIDANCE FOR BRANCH OFFICIALS

General

G1. The paragraphs of this section giving guidance to Branch Officials are numbered with the prefix "G". They do not have any mandatory status as Rules or Bye-Laws of the Association. They may however form the basis of Branch Local Rules made in accordance with Bye-Law B20 and would then become mandatory rules affecting the members of that Branch.

G2. The Bye-Laws needs to be read in conjunction with the Supplemental Charter and the Rules of the Association. The following particularly affect the administration of Branches:-

- (a) Supplemental Charter Articles 12 - 15.
- (b) Rule 2 and 3 - Membership.
- (c) Rule 4 - subscriptions.
- (d) Rule 12 - Annual conference - Branch delegates (see also Standing Orders for conferences).
- (e) Rule 16 - Voting - Two-thirds majority.
- (f) Rule 18 - RNA Clubs.

GENERAL SECRETARY'S MEMORANDA

G3. GSM's contain information, advice and administrative procedures which should be consulted as necessary. An up to date list is promulgated by Headquarters from time to time and should be kept by the Honorary Secretary together with a copy of each memorandum. Two copies are supplied initially so that a copy may be held by the appropriate Branch Official according to the subject. A set of GSM's is provided to each new Branch on commissioning. Additional copies can be obtained from Headquarters.

ADVICE

G4. Advice is available to Branch Officials from the following sources:-

- (a) Area Officials as listed in the Year Book.
- (b) National Council Member for the Area or the Deputy as listed in the Year Book under the Area Section and the Area Committee.
- (c) Headquarters. While general queries should be sent to the General Secretary by the Hon. Secretary, all members of the Headquarters Staff are available to give advice or answer queries. (Assistant Secretary, RNA Goods Dept., Book-keeper). An ex-directory telephone number for Headquarters is promulgated in GSM 35 for use when the published number is engaged.

G5. The Guide to Ceremonial as authorised by Bye-Law 1 should be consulted on all matters of Ceremonial procedure.

G6. - G10. (Spare). “

FORMATION OF BRANCHES

G11. The formation of a new Branch needs careful co-ordination between the Founder Members, Headquarters, the National Council Member and the Area Secretary.

G12. The general principles and procedure for handling any objection to the formation of a new Branch are separately set out in a General Secretary's Memorandum.

G13. Reference Bye-Law B3, should a Branch wish to transfer to another Area, the National Council will consider an application to do so if both Areas concerned are in agreement.

G14. Reference Bye-Laws B3 and B4, Overseas Branches are administered directly by Headquarters as it is generally impracticable to provide an Area structure.

G15. Reference Bye-Law B5(b), it is advisable before the meeting to seek nominations for officials and confirm that they are ready to serve if elected.

G16. Reference Bye-Law B8, it is most desirable that a new Branch should send an observer and, when eligible, a delegate to Area Meetings.

G17. Procedures for the Dedication and Laying Up of Standards are found in the Addenda to the Guide to Ceremonial.

G18. - G20. (Spare)

GENERAL ADMINISTRATION.

G21. The frequency of Branch Meetings should take into account the size of the Branch. Smaller Branches may have regular (e.g. monthly) Meetings and conduct much of the business of the Branch at them, though a Branch Committee remains essential to provide leadership and every Branch must have a Committee. For larger Branches a larger Committee and possibly Sub-Committees are needed to conduct the business of the Branch but sufficient Meetings should be held to ensure that the membership is kept fully informed of events and activities.

G22. Careful thought needs to be given to internal communications within a Branch. Newsletters should be produced and notice boards should be used where practicable. Headquarters' circulars should be seen by all on the Branch Main Committee and by other members as far as possible.

G23. Reference Bye-Laws B13, B14 and B16. Associate Members should be encouraged to play a full part in the activities of a Branch but they cannot be officials or vote at Meetings or at the Branch Main Committee Meetings. They can however:-

(a) Be on and chair sub-committees except those which have final control over finances. They may have delegated limited authority for finances if the Main Committee or a Finance Sub-Committee of Full Members maintains final control.. They can attend Main Committee Meetings to make reports.

(b) Hold special responsibility as Branch Welfare Officer, Branch Publicity Officer, etc., which are not specifically designated as being Branch Officials and attend Main Committee Meetings to make reports. Such posts may of course be held by members of the Main Committee or other Full Members of the Branch.

(c) Be a Branch Standard Bearer as this is not a specified office.

(d) Be Assistants to Officials. See G28. Below.

G24. Reference Bye-Law B14. It is necessary in a new Branch for the Main Committee to decide which half of the members will need to resign or stand for re-election after the first year in office.

G25. Reference Bye-Law B15(a). It is not usual for Branches to appoint Patrons or Vice-Patrons unless there is some special local reason or connection with a distinguished person who cannot serve as President or Vice-President (e.g. may not be eligible to be a Full Member).

G26. Reference Bye-Law B15(b). A Branch does not have to have a President or any Vice-Presidents. Such appointments, which are at the invitation of the Branch Committee (NB they are not elected by General, Annual or Branch Meetings), can however be of especial benefit to the Branch in obtaining the influence and experience of appropriate Full Members or Full Life Members and those eligible to join as such. The number of Vice-Presidents is not specific but it is prudent to restrict the number to ensure that elected members of the Main Committee are in the majority. The President and Vice-Presidents are normally entitled to vote at meetings of the Main Committee. It is the duty of the Chairman and Honorary Secretary to keep the President well informed of the activities of the Branch.

G27. The Chairman of a Branch should normally take the chair at Annual General Meetings and Branch and Main Committee Meetings but may ask the President or Vice-Chairman to do so when appropriate (e.g., during election for the Chairman at an AGM). General advice to Chairmen is contained in General Secretary's Memorandum 49. The Standing Orders for the control of National Conferences (based on Citrines ABC of Chairmanship) may be useful.

G28. The Honorary Secretary should keep summary minutes of all Branch and Main committee Meetings and ensure that they are agreed at the subsequent meeting. In larger Branches it may be appropriate to appoint an Assistant Secretary, or a Minutes Secretary or a Membership Secretary to assist in the task. The Honorary Treasurer may also require an assistant in larger Branches. Such Assistants are not automatically members of the Main Committee and Associate Members may be appointed as such.

G29. Reference B21. It is most desirable that each Branch should be fully involved in the national and area aspects of the Association and make their views known. A Branch delegate should therefore attend National Conferences and the Area Meetings. The cost of sending a delegate should be borne by Branch funds.

G30. - G40. (Spare).

FINANCIAL AND ACCOUNTS

G41. Reference Bye-Law B31(d). Auditors are appointed at the beginning of the financial year so that they may be available for consultation by the Hon. Treasurer over any unusual aspects of the accounts as they occur. For large Branches and those with clubs requiring separate accounts it is advisable to employ qualified auditors.

G42. Reference Bye-Law B32. Careful account should be taken of the fact that every Branch is, or is part, of a registered charity. Investment advice is contained in General Secretary's Memorandum 13. The charitable status does not extend to Clubs and surpluses are therefore better invested as Branch funds.

G43. The Branch Main Committee should decide who is responsible for the collection of subscriptions and the methods used. Subscriptions collected by officials other than the Honorary Treasurer (e.g. Hon. Secretary or a Membership Secretary) should be paid to the Hon. Treasurer without delay and he is responsible for remitting the Association Subscriptions to Headquarters under Bye-Law B33. Although it is the responsibility of the whole Committee to check on this.

G44. The Branch Main Committee should encourage all members who pay tax to Covenant their subscriptions as this can have an important effect on Association and Area finances, helping to restrict increases in subscriptions. Full details are in General Secretary's Memorandum 55 and on the Covenancing forms available from Headquarters

G45. - G50. (Spare)

MEMBERSHIP OF BRANCHES

G51. PROCEDURE FOR JOINING. Reference Bye-Law B4(b) each Branch has full discretion and autonomy in deciding who should be allowed to join the Branch. It may specify that each applicant should be proposed and seconded by existing Branch members and seek objections from members (e.g. by placing applications on a notice board) before deciding whether to accept the applicant. Branches should however bear in mind the continuing need to recruit members to increase the size of the Association and replace those who cease to be members.

G52. ASSOCIATE MEMBERS. There is no overall restriction on the number of Associate Members in a Branch or in the whole Association. Each Branch may make its own rules on how many should be allowed to join. On interviewing the applicant, special attention should be paid to the qualification for Associate Members in Rule 2(c) of the Supplemental Charter. They must express sympathy with the objects of

the Association. Should their conduct be to the contrary, appropriate action may be taken under Bye-Law B43. Conversely those Associate Members who give exceptional support to the Association should be considered for a Certificate of Appreciation under Bye-Law B45.

G53. **BADGES.** Members should be encouraged to wear their Association badges on all appropriate occasions. Full members wear a badge with a navy blue scroll. Associate Members have a light blue scroll. Full Life Members shall be presented with a badge with a red scroll and Honorary Members with a badge with a white scroll. The Full Life Membership badge is provided free by Headquarters under the procedure in General Secretary's Memorandum No. 19. Honorary Members badges should be purchased by the Branch and presented to the Honorary Member on his appointment.

G54. - G60. (Spare)

DISBANDMENT OF BRANCHES

G61. A Branch which has insufficient Full Members or Full Life Members who are ready to serve on the Main Committee (Minimum of five in total) would need to disband and a motion to do so should be put to a General Meeting of a Branch. The amalgamation with a nearby Branch may be a possible alternative to consider.

G62. The delay of one month in Bye-Law B51(a) is to enable the necessary actions on disbandment set out in Bye-Law B53 to be completed.

G63. - G70. (Spare).

CLUBS

G71. A Club provides an excellent way of promoting comradeship and the objects of the Association and can must assist the recruitment of new members. It should, however, be borne in mind that running a Club is but one activity of a Branch and an RNA Club cannot exist without a Branch.

G72. Because a Club, unlike its Branch, cannot be a registered charity it is necessary that it should be a separate legal entity with its own committee and accounts. However, members of the Branch Main Committee can separately be elected to the Club Committee and vice versa, but it is advisable to have separate Hon. Treasurers.

G73. While the Club Rules allow for the appointment of a President and Vice-Presidents it assists cohesions between a Branch and its Club if the same President and Vice-Presidents serve both.

G74. Rule 18 prohibiting the association of a Branch with a Club not registered as

an RNA Club is primarily designed to preclude a Branch having a Club and not registering this. Such action could involve all members in a financial liability should the Club have financial difficulties, and be in breach of licensing laws to the detriment of the reputation of the Association. Nonetheless, it is not intended to preclude sensible arrangements in which a Branch might meet in a Royal British Legion Club for instance. Bye-Law B64(b) sets out the conditions and if there is any doubt whether they are fully met, application should be made under Bye-Law B64(c) giving the following details:-

- (a) The length and nature of the association between the Branch and the Club.
- (b) Full details of the club including if possible a copy of its rule Book and whether it is registered under the Industrial and Provident Society Acts (or similar).
- (c) The condition or conditions listed in Bye-Law B64(b) which cannot be fulfilled.
- (d) Any special reasons justifying an exception to the conditions.

