



THE ROYAL NAVAL ASSOCIATION

RULES OF THE
ROYAL NAVAL ASSOCIATION
CLUBS LTD.
(Registered under Co-operative and Community
Benefit Societies Act 2014)

AMENDED: 2019

ALL PREVIOUS RULES RESCINDED

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ALL PREVIOUS RULES RESCINDED

1. NAME and REGISTERED OFFICE

The Royal Naval Association Club Limited, being the Society, and hereinafter referred to as the 'Club', shall be named The..... Club Limited. And shall have its Registered Office at

In the event of any change in the situation of the registered office, notice of such change must be sent by the Secretary within fourteen days thereafter to the Financial Conduct Authority (FCA), hereinafter referred to as the "Authority", in the form provided.

The registered name of the Club shall be kept painted or affixed on the outside of every office or place in which the business of the club is carried on, in a conspicuous position, in letters easily legible, and shall be engraved in legible characters on its seal, and shall be mentioned in legible characters in all business letters of the Club and notices, advertisements and other official publications of the Club, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Club, and in all bills, invoices, receipts, and letters of credit of the Club.

(a) Seal of the Club

The Club shall have a common seal with the name of the Club engraved on it in legible characters, and such seal shall be entrusted to the care of the Secretary or such other officer as the Committee shall appoint, and the affixing of such seal shall be accompanied by a resolution of the Committee authorising the act, and shall be affixed in the presence of and attested by the signatures of two members of the Committee, and countersigned by the Secretary.

A register shall be kept in which an entry shall be made on all occasions upon which the said common seal shall be used.

2. OBJECTS OF THE CLUB

Its objects are to carry on the business of a Club by providing for the use of its members the means of social intercourse, mutual helpfulness, mental and moral improvement, rational recreation, and the other advantages of a Club; also to further advance the objects of The Royal Naval Association (hereafter referred to as The Association).

The Club shall have the power to do all things necessary or expedient for the accomplishment of the objects specified in its Rules, including the power to hold, purchase, take on lease in its own name, any land or building, and to sell, exchange, mortgage or lease the said land or buildings, or build upon the said land.

(a) Authority to trade as a Royal Naval Association Club Limited

A Branch, a group of Branches or an Area of the Association may apply to the National Council for approval to operate a club in the name of the Royal Naval Association. Consent for such an application shall be conditional on the applicants accepting and abiding **the Royal Naval Association Royal Charter (hereafter referred to as The Charter) - Charter Rule 12 and National Council Bye-laws B33 to B37** of and Bye-laws; the requirements of the Financial Conduct Authority; and the rules herein as approved by the National Council. Such consent shall be manifested by the issuing of an annual permit.

3. SHARES

- a) Shares shall not be withdrawable or transferable and shall be of the value of 5p
- b) Every person on election (except as provided in Rule 4.2(a)) shall pay for one share. If any person shall cease to be a member of the Club for any cause whatsoever, the amount paid on the member's share shall be forfeited and the share shall be cancelled.
- c) No member shall hold more than one share.

4. MEMBERSHIP

1) Election

- a) The election of members shall be vested solely in the Committee and shall be by ballot. Two votes against admission shall exclude a candidate. The committee may only excuse from membership those who do not meet the criteria as set out in the rules

- b) Eligibility for Membership shall comprise of those who are fully paid-up members of the Association as defined in **Article 7 (1) of The Supplementary Royal Charter** (hereafter referred to as The Charter) and **Charter Rule 2 (a)–(c)** and remain in good standing and who are not under suspension or have not been expelled from another Association Club and have attained the age of 18 years.
- c) Fully paid-up Full or Full-Life Members of the Association, as defined in **Charter Rule 2 (a)(b)** of The Rules, will be referred to as (A) Members and
- d) Fully paid-up Associate Members of the Association, as defined in **Charter Rule 2(c)**, will be referred to as (B) Members.
- e) All (B) members shall have the same rights and privileges and be subject to the same rules and bye-laws as (A) members except that they may only vote at meetings as prescribed by these rules.
- f) All members shall pay such annual club subscriptions as the club decides but, these amounts do not include any subscription payable for membership of The Association.
- g) Any two members of not less than six months standing may propose and second a candidate for membership and shall be able from personal knowledge to vouch for the candidate's respectability and fitness to be a member and both of them shall sign the nomination form as shall the candidate, who by so doing, shall pledge to abide by the Rules of the Club now, or hereafter, in force, in the event of being elected a member.
- h) No paid employee of the Club shall be a member.
- i) The name, address, and occupation of each candidate, and the names of the proposer and seconder, shall be posted on the Club Notice Board at least seven days before the day on which the candidate's name is to be submitted for election.
- j) Any member, who is of the opinion that any candidate so proposed would not be a desirable member, shall inform the Secretary who shall communicate the objection to the Committee.
- k) The Committee may require the attendance of any proposer, seconder and their candidate to answer such questions as may be put to them. Should they not appear before the Committee if summoned to do so, or send an explanation which the Committee deems to be unsatisfactory for not doing so within four weeks, that application for election shall be rejected.
- l) No candidate, other than a candidate elected under Rule 4.2(b), shall be admitted to the privileges of membership until having been:-
 - i) formally elected a member by the Committee, and
 - ii) notified of election by the candidate's proposer, and
 - iii) paid the first subscription together with any entrance fee which may be determined by the Committee, and
 - iv) shall have paid for and have been allotted one share duly registered in the register of the Club, and
 - v) in no circumstances shall a candidate be admitted to the privileges of membership until at least seven days shall have elapsed between nomination and election to membership.

Membership of the Club and acceptance of these Rules by a member shall be deemed to constitute consent to the holding of relevant personal data for the purpose of the Data Protection Act and GDPR.

2) Special Classes of Membership

a) Serving

- i) All serving members of the Naval Service are eligible for Full Membership, unless refused admission under the committee's discretion in rule 19(a).

b) Honorary

- i) The Committee shall have power to elect from time to time as honorary members, without entrance fee or subscription, persons of distinction, or those who have rendered valuable services. An interval of at least seven days shall elapse between their election and admission as members.
- ii) One share shall be allotted without payment to any honorary member elected in accordance with this Rule which share shall otherwise be issued in accordance with the remaining provisions of Rule 3 of these Rules.

c) Club Life

- i) The Committee shall have power to elect as Life Members those who have completed 10 years successive subscribing membership of the Club and to terminate at any time the Life Membership of any member so elected if in their opinion it is desirable in the interests of the Club.

- ii) Club Life Members shall be entitled to the full rights and privileges of membership of a Club without payment of any Club subscription.
- iii) Club Life Membership does not denote Life Membership of The Association.

3) Disqualification of Candidates

- (a) No rejected candidate shall again be proposed as a member until the expiration of twelve months from the date of such rejection.
- (b) No person who shall have been expelled from The Association, from this or any other Association Club affiliated to or inter-affiliated with the Association shall be proposed as a candidate, or make use of the Club premises, except by consent of the Committee.
- (c) No person who has resigned from The Association, from this or any other Association Club affiliated to or inter-affiliated with the Association shall be proposed as a candidate or make use of the Club premises, except by the consent of the Committee.

4) Resignation of Membership

Any member wishing to resign must send a written notice to the Secretary, and shall thereupon cease to be a member. The Committee may accept the verbal resignation of a member provided it is reported and approved at a subsequent Committee Meeting but, written confirmation of such action shall be sent to the member concerned.

5. REGISTER OF MEMBERS

- (1) The Club shall keep at its registered office a Register of Members (in these Rules referred to as 'the Register') in which the Secretary shall enter the following particulars:
 - a) the names and addresses of members;
 - b) a statement of the number of shares held by each member and the amount paid or agreed to be considered as paid on the share of each;
 - c) a statement of other property in the Club, whether in loans or otherwise, held by each member the date at which each person was entered in the Register as a member, and the date at which any person ceased to be a member;
 - d) the names and addresses of the Officers of the Club, with the offices held by them, and the dates on which they assumed office.
 - e) For the purposes of this Rule "an Officer" includes every member of the Committee.
- (2) The Club must also either:
 - a) Keep at its offices a duplicate of the register omitting the particulars mentioned in rule 5(1) (b) and (c) above; or
 - b) So construct its register, whether by physical or electronic means, that it is possible to show a person inspecting it all the particulars in rule 5(1) (a), (d) and (e) above, without revealing the particulars in Rule 5(1)(b) and (c).

6. SUBSCRIPTIONS

(1) General

- a) Club subscriptions shall be of such sum per annum as shall be determined by the "A" members at an Annual General Meeting at which $\frac{2}{3}$ of them present voted in favour. Subscriptions shall be paid in advance on admission and subsequently on the 1st January each year.
- b) A suspended member shall remain liable to pay the annual subscription.
- c) Every member when on the Club premises shall produce a receipt of subscription or card of membership, whenever called upon to do so by any person authorised by the Committee to make such demand.
- d) The amount agreed is additional to the subscription paid to a Branch for membership of the Association.

(2) Non-Payment of Subscription

- a) Any member failing to pay the subscription within fourteen days after the same has become due, shall be considered to be in arrears, and notice of the default shall be sent to the member by the Secretary; and if the sum due be not paid within another fourteen days after such notice has been sent this person shall cease to be a member.
- b) The Secretary shall post in the Registered Office a list of names of members in arrears within five days of their becoming in arrears. He shall also post, in the Registered Office, a list of persons who cease to be members.

- c) If, however, the delay in payments can be accounted for to the satisfaction of the Committee, the Committee may at its discretion direct that any member shall be exempt from the foregoing provision for such period that it thinks fit.
- d) Any member in arrears shall not be permitted to make use of the facilities of the Club or take part in its affairs.

7. CHANGE OF ADDRESS

Any member changing address shall, within fourteen days, give notice to the Secretary in writing of such change, and until such notice is given; all communications and notices sent to the last recorded address shall be deemed to have been served upon such member.

8. TERMINATION OF MEMBERSHIP

Membership shall terminate:

- a) On resignation (Rule 4(4)).
- b) On non-payment of subscription (Rule 6.1(a)).
- c) On expulsion (Rule 14(e)).
- d) On ceasing to be a member of The Association as required in Rule 4.1(b)
- e) On death

9. SPARE (Unused)

10. OFFICERS

- a) The Officers of the Club shall consist of a President, a Chairman, a Vice-Chairman, a Treasurer and a Secretary. Associate (B) Members of The Association may be elected to any office except Chairman and Vice-Chairman, provided a majority of the Committee are (A) Members.
- b) In the event of a vacancy arising amongst the Officers, the Committee shall have the power to elect an (A) Member to fill the vacancy until the next General Meeting. Any Officer shall vacate his office if suspended from membership under Rule 14(e), or on ceasing membership from any cause.

11. COMMITTEE MEMBERS

The number of Committee Members shall be determined at a Club's Annual General Meeting but must not number less than three.

12. THE GENERAL COMMITTEE

(1) General

- a) The General Committee (hereafter referred to as The Committee) shall consist of the Officers and Committee Members referred to in Rules 10 and 11.
- b) Members of the Committee shall be elected at the Annual General Meeting; 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.
- c) The Committee shall meet at least once a month. Not less than four members shall form a quorum and include at least one Officer. A larger quorum may be prescribed by an Annual General Meeting.
- d) The Chairman, or in his absence, the Vice-Chairman or in his absence a Chairman elected by the meeting shall preside.
- e) Each member shall have one vote and in the event of equality of votes the presiding Officer of the meeting shall have in addition to one vote as a member of the Committee a second or casting vote.
- f) Any member of the Committee being absent from three consecutive meetings of the Committee shall, unless sending a written explanation which the Committee shall deem satisfactory, cease to be a Member of the Committee and shall also cease to be an Officer or Committee Member. The Committee may accept the verbal resignation of a Committee member provided it is reported and approved at a subsequent Committee Meeting but, written confirmation of such action must be sent to the member.
- g) Any member or members of the Committee not being the whole of the Committee shall cease to be members thereof on resignation and such resignation shall be deemed to be effective upon receipt by the Secretary of written notification.
- h) Any member of the Committee ceasing to be a member of the Club, or who is suspended from the privileges of membership shall cease to be an Officer or Committee Member.
- i) Any vacancy so caused shall be filled as provided in Rule 12.2.

- j) The Officers and Committee Members shall receive such honoraria, if any, as a General Meeting shall from time to time determine.
- k) The Officer or Committee Member and the Steward or any other employee dealing with the moneys of the Club shall give such security as the Committee may from time to time determine, and shall discharge their duties under the direction of the Committee.

(2) Casual Vacancies

Any casual vacancies, except vacancies occasioned by removal under Rule 12.4, occurring amongst the Officers and Committee Members shall be filled up by the Committee, who shall appoint a person to assume the office. Any person so appointed shall retain this office so long as the vacating Officer or Committee Member would have retained the same if no vacancy had occurred.

(3) Resignation of the Committee

In the event of the whole Committee resigning at any time, the Secretary or a person appointed for the purpose, shall obtain nominations during the following ten days, and a ballot shall take place and be declared at a Special General Meeting held within fourteen days of such resignation for the election of a new Committee.

The time and notice required for nominations under Rule 16(b) and for Special General Meetings under Rule 18.2 shall not apply in this case.

(4) Removal of Committee and Election of new Committee

The Committee, or any member or members thereof, may be removed from office by three-fourths of the members of the Club present and voting in favour at a Special General Meeting called for that purpose. The election of a new Committee or any member or members thereof shall take place in the manner prescribed in the previous Rule upon resignation of the Committee.

(5) Appointment of Secretary

- a) In the event of a person being appointed Secretary and receiving a fixed salary such a person shall not be an ordinary member of the Club, but the Committee shall have power to direct that such an employee may be admitted to the Club premises and that intoxicating liquor may be supplied for consumption on the premises.
- b) A written Contract of Service shall be sufficient evidence of the appointment under this section and the terms thereof shall be substituted for all provisions in these Rules relating to the election, term of office, retirement and dismissal from office and similar matters relating to the Secretary.

13. DUTIES OF OFFICERS & FINANCE COMMITTEE

1) President, Chairman and Vice-Chairman.

The President, or in his absence the Chairman or in his absence the Vice-Chairman, or in the absence of all these officers a person elected by the Meeting, shall preside at all meetings (other than Committee meetings) of the Club.

2) Treasurer

- a) The Treasurer shall be responsible for directing that all moneys, whether received personally, by the Secretary, or any other Official, Steward or any other employee or agent of the Club, are duly paid into the Club's Bank, without deduction for any purpose whatever, at least once a week. The Treasurer shall also see that all debts of the Club are paid as directed by the Committee (except petty cash payments) by cheques signed by any two of the authorised signatories and countersigned by the Treasurer. At every regular meeting of the Committee (or more often if required) the Treasurer shall produce the Paying-in Book and Bank statements for inspection showing that the foregoing duties have been carried out.
- b) The Treasurer shall keep such accounts, documents and other papers of the Club, not otherwise kept by the Secretary, in such manner and for such purposes as the Committee may direct.

3) Finance Committee

It shall be the duty of the Finance Committee to take a record of the stock of goods held by the Club on the first convenient day of each month, either by themselves or by an agent duly appointed for that purpose; check all demands for delivery notes and invoices and to report to the Main Committee whether such stock corresponds to the returns made to the Club by the Steward and whether the demands are also in order and correct. It shall see that the receipts are produced, by the Secretary, for all payments made by him or

by order of the Committee and it shall be especially be the duty of the Finance Committee to report to the Main Committee whether the Secretary's cash-book has been duly made up each week and the amount there shown corresponds to the Treasurer's book(s) and on the statement of the checking account held in the Club's name. These books and statements shall be presented at each Main Committee Meeting, the minutes of which shall be recorded by the Secretary.

All cheques drawn upon the Club's account shall be signed by at least one member of the sub-committee in addition to an authorised officer.

4) Secretary: General Duties

The Secretary shall carry out the duties of this office under the superintendence, control and direction of the Committee.

(1) The duties of the Secretary shall be:

- (a) To receive moneys on account of the Club and pay the same to the Treasurer or direct to the Club's Bank. The Secretary shall keep such accounts, documents and papers of the Club in such manner and for such purposes as the Committee may direct.
- (b) In every year prepare or cause to be prepared the balance sheet and income and expenditure account and submit the same to the Auditor of the Club.
- (c) To summon and attend all meetings of the Club and ensure minutes of the proceedings are taken.
- (d) To ensure that the Club is registered under the provisions of the Licensing Act 2003.
- (e) To ensure that the Club Premises Certificate, or a Certified copy thereof, is kept at the Club premises in the custody or under the control of the person nominated for the purposes of Section 94(2) of the Licensing Act 2003. The nominated person shall be the Secretary unless otherwise decided by the Club Committee and shall be identified in writing to the Licensing Authority. The Secretary shall ensure that the summary of the Certificate issued by the Licensing Authority is prominently displayed on the Club premises.
- (f) To be responsible for the insurance of the Club against fire and burglary and in respect to liability for accidents occurring to the Club employees and for other purposes directed by the Committee.
- (g) To comply with the requirements of the Commissioners of Inland Revenue with regard to the deduction of income tax from the wages or salaries of employees and with the requirements of the National Insurance Acts in respect to such employees.
- (h) To be supplied by the Committee with copies of the Rules and be bound to deliver a copy thereof to any person on demand.
- (i) To carry out such other duties as are reasonably incidental to the office of Secretary.

(2) Annual Return

Every year within the period presented by statute, the Secretary shall send to the Authority the annual return, in the form prescribed, relating to the Club's affairs for the period required under the Co-operative and Community Benefit Societies Act 2014 to be included in the return together with:

- a) A copy of the report of the auditors on the Club's accounts for the period included in the return or with a copy of such other report (if any) as is required by statute for such period; and
- b) A copy of each balance sheet made during that period and of the report (if any) of the auditors or other appropriate person on that balance sheet as required by statute.
- c) A copy of the last annual return for the time being of the Club, together with a copy of the report of the auditors on the accounts and balance sheet contained in the return, shall be supplied gratuitously by the Secretary to every member or person interested in the funds of the Club upon application and the Committee shall provide the Secretary with sufficient copies of the said annual return for this purpose.

14. AUTHORITY OF THE COMMITTEE

- a) The Committee shall conduct the general business of the Club, regulate the internal management, have power to enforce Rules, and make such bye-laws as may be necessary for the conduct of the Club, provided that no such bye-laws shall conflict with any of The Rules and conform with these Rules.
- b) The Committee shall, at the first meeting following each election, select a sub-committee to be called the Finance Committee (Rule 13.3). It shall consist of at least three members of the Main Committee. The Committee may appoint other sub-committees as occasion requires. Such sub-committees shall be responsible to the Main Committee and all monies voted for or received by the sub-committees shall be dealt with in accordance with Rule 13.2.
- c) The appointment and dismissal of the Secretary, if appointed in accordance with Rule 12.4(a), the Steward and all other Club employees shall be vested solely in the Committee.

- d) No resolution passed by the Committee shall be rescinded unless notice shall have been given at a previous meeting of the Committee of the intention to propose each rescission.
- e) The Committee shall have the power to reprimand, suspend from the facilities of membership for a period not exceeding one year, or expel from membership of the Club any member who is adjudged guilty by the Committee of any infringement of the Rules or Bye-Laws or whose conduct in or out of the Club is, in the opinion of the Committee prejudicial to the interests of the Club.
- f) The Chairman or Secretary or in their absence, any member of the Committee, shall be empowered to order the immediate withdrawal of any member whose conduct on the Club premises is in conflict with the Rules of the Club. The matter must be reported to the Committee at their next regular meeting. Such a member shall have no right of re-entry to the Club premises until a decision has been made by the Committee in respect of whether there is a complaint to warrant them summoning the member to appear before them.
- g) In all other cases, any complaint or complaints against a member shall also be considered by the Committee at their next regular meeting, and the Committee shall be empowered to require the member concerned to withdraw from the facilities of membership until the date of the meeting to which the member shall be summoned under the terms of rule 14(i).
- h) If the Committee are of the opinion that the complaint or complaints do not warrant them summoning the member to appear before them, the member in question must be immediately notified to this effect, and in the case of rule 14 (f) be free to resume all membership rights.
- i) If the Committee are of the opinion that the complaint or complaints against a member does warrant them summoning the member to appear before them, at least seven clear days notice in writing shall be given by the Secretary to the member being so summoned, and the notice shall contain a written statement specifying the precise details of the complaint or complaints brought against the member.
- j) No member shall be reprimanded, suspended (for not more than twelve months) from the facilities of membership or expelled from membership of the Club without being first summoned before the Committee, and full opportunity afforded to the member to make a defence against the allegations, nor unless a majority of at least two thirds of the Committee then present vote for the member being reprimanded, suspended or expelled. A member suspended or expelled shall have the right to appeal under Rule 15.
- k) Should the member fail to appear before the Committee, having given no prior reasonable explanation for failing to do so, the case can proceed and be dealt with by the Committee in the absence of the member.
- l) The Committee or any Officer authorised by them in writing, shall have power to give orders for goods and services and other things necessary for carrying out the objects of the Club; but nothing in this Rule shall empower the Committee, or any Officer authorised by them to incur expenditure except such as is consistent with the purposes for which the Club is established.
- m) No claim will be recognised or paid for any work done or for any goods supplied to the Club, without an order from the Committee, or from any Officer authorised by them.
- n) Members of the Club shall be entitled to contract with the Club for supply by them of goods and services, other than the audit of the Club's accounts, but shall not participate in any discussion or vote upon any motion relative thereto, either at a Committee Meeting or General Meeting.

15. RIGHT OF APPEAL

A member disciplined under Rule 14(j) shall have the right to appeal only to the National Council or such persons as it may appoint, as an Appeal Panel. No appeal shall be heard unless the application is lodged, in writing, with the Secretary of the Club within four weeks after written notice of suspension or expulsion has been served upon the member. The panel shall have full power to uphold, alter or rescind such suspension or expulsion as they may think fit or to order either party to bear the cost of the hearing. There shall be no appeal from their decision.

16. ELECTION OF OFFICERS AND COMMITTEE MEMBERS

(1) General

- a) Every candidate for office shall be proposed and seconded by two members entitled to vote. The candidate must have paid the current subscription and must have been a member for the previous twelve months, and be not less than 18 years of age.
- b) At least three weeks prior to the day appointed for the commencement of the ballot, a notice shall be posted on the Club Notice Board by the Secretary inviting the nomination of candidates for the office of Committee Member or Officer of the Club. The notice shall remain so posted for ten days.
- c) The names of all candidates for office in the Club, together with the names of their proposers and seconders, shall be entered on a nomination sheet which shall be posted on the Club Notice Board

seven clear days before the day appointed for the commencement of the ballot and shall remain so posted until the result of the ballot has been declared.

(2) Voting

- (a) Each member of the Club shall have one vote for each vacancy, and no member shall give more than one vote to any candidate.
- (b) The Committee shall appoint three scrutineers to carry out the ballot under their direction and the result of the ballot shall be declared at the ensuing Annual General or Special General Meeting.
- (c) No Officer or Committee Member of the Club or candidate may be appointed a scrutineer.
- (d) In the case of a tie between two or more candidates, the names of such candidates shall be placed in a receptacle, from which the Chairman of the meeting shall draw as many names as there are vacancies to be filled. The names thus drawn shall be declared duly elected.
- (e) In the event of being elected for two offices, the member shall choose which office to fill.
- (f) The vacancy thus arising shall be filled by the candidate with the next highest number of votes, but if there shall be no such candidate, the office shall be filled by the Meeting who shall elect by ballot a member to fill the office.

17. APPOINTMENT AND DUTIES OF THE AUDITOR

The Club shall be able to disapply the need for a full audit in accordance with the Co-operative and Community Benefit Societies Act 2014 (the 2014 Act). If in any year a full audit is required, either by the membership or legislation, then the following conditions regarding the appointment of auditors and the audit shall apply for that year only.

- (a) The Club shall in each year of account appoint a qualified auditor to audit its accounts and balance sheet for that year. For the purposes of this Rule “qualified auditor” means a person who is a qualified auditor under Part 42 of the Companies Act 2006
- (b) Save as provided in Rule 17(c) every appointment of an auditor shall be made by resolution of an Annual General Meeting of the Club.
- (c) The Committee may appoint an auditor to fill any casual vacancy occurring between the Annual General Meetings of the Club.
- (d) An auditor appointed to audit the accounts and balance sheet of the Club for the preceding year of account (whether by General Meeting or by the Committee) shall be re-appointed as auditor of the Club for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:
 - i) a resolution has been passed at a General Meeting of the Club appointing somebody instead of the auditors; or providing expressly that the auditors shall not be re- appointed; or
 - ii) the auditor has given to the Club notice in writing of his or her un-willingness to be re-appointed; or
 - iii) the auditor is ineligible for appointment as auditor of the Club for the current year of account; or
 - iv) the auditor has ceased to act as auditor of the Club by reason of his incapacity.
- (e) Provided that a retiring auditor shall not be automatically re-appointed by virtue of this Rule if notice of an intended resolution to appoint another person in the auditor’s place has been given in accordance with rule 17 d(i)) and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of the other person.
- (f) A resolution at a General Meeting of the Club
 - i) appointing another person as auditor in place of a retiring auditor; or
 - ii) providing expressly that a retiring auditor shall not be reappointed shall not be effective unless notice of the intention to move it has been given to the Club not less than twenty-eight days before the meeting at which it is moved. On receipt by the Club of notice of the intention to move any such resolution the Club shall give notice of the resolution to the members and to the retiring auditor in accordance with the 2014 Act, and shall give notice to the members in accordance with that section of any representation made or intended to be made by the retiring auditor.
- (g) None of the following persons shall be appointed as auditor of the Club:
 - i) an Officer or employee of the Club;
 - ii) a person who is a partner or in the employment of or who employs an Officer or employee of the Club;

For the purposes of this Rule “Officer” includes every member of the Committee.

- (h) The auditor shall act in accordance with the 2014 Act, make a report to the Club on the accounts and on the revenue account or accounts and the balance sheet of the Club for the year of account in respect of which he is appointed.

18. GENERAL MEETINGS

1) Annual General Meetings

- a) The Club shall hold an Annual General Meeting between the 1st January and 31st March inclusive each year.
- b) Notice of such Annual General Meeting shall be posted on the Club Notice Board for at least twenty-one clear days before the date appointed for the Meeting.
- c) Notice of any motion for inclusion in the Agenda of the Annual General Meeting must be submitted in writing to the Secretary within ten days of the posting of the notice summoning the Meeting.
- d) The Agenda for the Annual General Meeting shall be posted on the Club Notice Board for at least seven clear days before the date appointed for the Meeting. No business other than that specified in the Agenda shall be transacted at the Meeting.
- e) A copy of the balance sheet and income and expenditure account for the year, with the report of the auditor, shall be posted on the Club Notice Board at least seven days before the Annual General Meeting.
- f) At the Annual General Meeting a statement of affairs, the balance sheet, income and expenditure account and report of the auditor shall be presented, together with a report of the ballot for Officers and Committee Members.
- g) Ten members excluding the Officers and Committee Members shall form a quorum. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such day and at such time as the members present may determine and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum.
- h) No want of a quorum occurring after the Presiding Officer has opened the meeting shall make a meeting incompetent to transact business.

2) Special General Meetings

The Secretary shall summon Special General Meetings as follows:

- a) In accordance with Rule 12.3 (on resignation of whole committee).
- b) At the direction of the Committee.
- c) Upon a request forwarded to the Secretary signed by one-fifth of the members or 30 members, whichever is the less, stating the objects of such meeting.
- d) Meetings summoned under the provisions of rule 18(2)(b) and (c) shall be held within not less than fourteen days and not more than twenty-one days from the date of the receipt of the request by the Secretary.
- e) Notice of any Special General Meeting, and of the object for which it is called, shall be posted on the Club Notice Board a clear fourteen days before the date appointed for such meeting (except in the case of a Special General Meeting called under Rules 12.3 and 12.4) and no other business except that for which the meeting has been convened shall be brought before a Special General Meeting.
- f) At a Special General Meeting one-fifth of the members, or 30 members, whichever is the less, shall form a quorum. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time as the members present may determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- g) No want of a quorum occurring after the presiding Officer has opened the meeting shall make a meeting incompetent to transact business.

3). Adjournment of Meetings

Any Annual General or Special General Meeting may be adjourned to such time as a majority shall decide, but no business other than that which could have been transacted at the original meeting shall be brought forward at such adjourned meeting.

4). Rescission of Resolutions

No resolution passed at an Annual General or Special General Meeting shall be rescinded unless notice of the intention to propose such rescission shall have been given to the Secretary at least twenty-one days before the date appointed for the subsequent Annual General or Special General Meeting.

5). Voting

At all General Meetings every member present and entitled to vote shall have one vote on each resolution.

19. GUESTS, MEMBERS' FUNCTIONS AND OTHER EVENTS

- (a) Every member shall be permitted to introduce guests to the club; but no guest who is eligible for membership under Rule 4.2(a)(i) shall be admitted to the Club premises more than twice within a period of three calendar months, unless special consent be obtained from the Committee. Intoxicating liquor may be sold to guests of Members for consumption on the premises only. The Committee reserves the right to refuse the admission of any guest if in their opinion it is desirable in the interests of the Club.
- (b) Members of other Clubs or other organisations who have been invited to take part in organised games tournaments and other recreational activities held on the Club premises and Members, Officials and supporters of visiting teams invited to participate in the same may, at the discretion of the Committee, be admitted to the Club premises as guests of Members and intoxicating liquor may be sold to such persons for consumption on the premises only.
- (c) Intoxicating liquor may be sold for consumption on the Club premises to guests attending at any function on the Club premises which has been authorised by the Committee, provided that any such function shall be organised and supervised by at least one Member who is present throughout the duration of such function, and the same shall apply to such other functions which may from time-to-time be held on the Club premises within the scope permitted by the provisions of the Licensing Act 2003 in respect of Temporary Events Notices.
- (d) The name of any person admitted to the Club premises, and where appropriate, the name of the Member who introduced that person, shall be written in the Club's Members' Guests Book which shall be kept for that purpose on the Club premises.
- (e) No person who has been expelled from this or any other Royal Naval Association Club affiliated to or inter-affiliated with the Association, or who, has resigned from membership, or who, having been a candidate for election, has been rejected, or who is indebted to the Club (see Rule 6.1(a)), shall be admitted as a guest.
- (f) The Committee may suspend Rule 19(a) at any time and for such period as they may think fit.

20. MISCONDUCT OF MEMBERS

- (a) No betting, unlawful gaming, drunkenness, bad language or disorderly conduct shall be permitted on the Club premises.
- (b) Any infringement of this Rule will render the offending member liable to be dealt with by the Committee under Rule 14(e)(f).
- (c) It shall be the duty of any member of the Committee or member of the Club to take every available means for putting a stop to the offences in question, and to report them forthwith to the Committee through the Secretary.

21. HOURS OF OPENING AND CLOSING PREMISES

The Club premises shall be open to the members during such hours as may be determined from time to time by the Committee.

22. HOURS OF SUPPLY

The permitted hours for the supply of intoxicating liquor qualifying activities to take place shall be at such times as the Committee may determine, subject to the terms and conditions specified in the Club Premises Certificate granted to the Club under the provisions of the Licensing Act 2003.

23. EXCISABLE ARTICLES

- (a) No payment whatever shall be received from any person not being a member of the Club or a person not admitted in accordance with Rule 19(a). Any such person making such payment shall forthwith be excluded from the Club premises.
- (b) No Person under 18 years of age shall be supplied or sold intoxicating liquor for consumption on or off the premises, and no person under 18 years of age shall be entitled to play the Club's Gaming Machines.
- (c) Any member of the Committee shall make an immediate report to the Secretary of any breach or attempted breach of this regulation.
- (d) Intoxicating liquor required for consumption off the premises shall be supplied to members only, whilst on the Club premises, and taken away by them from the premises during the registered

hours of supply. Any member who contravenes, or attempts to contravene this Rule, shall be dealt with under Rule 14(e).

- (e) The purchase and supply of intoxicating liquor shall be controlled by the elective Committee, elected in accordance with Rule 12 (1)(b).
- (f) The proceeds of the supply of excisable refreshments shall be carried to the credit of the Club funds, and no individual employee or other person shall derive any advantage from the supply thereof.

24. FINANCIAL POWERS

1) Application of Surplus

Any annual surplus of the Club shall be applied in such manner as the Committee consider best in the interests of the Club, and in furtherance of the objects for which the Club is formed, provided that no surplus shall be distributed among the members.

Any surplus on dissolution of the Club shall be dealt with as provided in Rule 29.

2) Borrowing Powers

- a) The Club shall have the power to borrow money for the purposes of the Club, and to issue loan stock and to secure the repayment of any money borrowed by mortgaging or charging any of its property, provided that the amount of money borrowed for the time being remaining undischarged shall not exceed £100,000 and that the interest paid or to be paid in respect of any money borrowed, except money borrowed by way of Bank overdraft or a mortgage from a Building Society or on the Club premises, shall not exceed 6% per annum or 1% above Bank base lending rate whichever is the higher.
- b) The Committee shall have the power to determine from time to time the terms and conditions upon which money is borrowed or loan stock is issued and to vary such terms and conditions.
- c) The Club shall not receive money on deposit.

3) Loan Stock

- a) Any amount of Loan Stock for sums of £1.00, or multiples thereof, being within the total limit mentioned in Rule 24.2(a), may be issued by the Committee to members only subject to the following conditions:
- b) It shall not confer a right to demand payment of the principle from the Club, unless the interest be not paid within one month of a demand made in writing.
- c) It shall be evidenced by certificates of indebtedness under the hands of two members of the Committee and the Secretary, stating the amount of Loan Stock standing to the credit of the respective holders.
- d) It shall bear interest at a rate not exceeding 6%, which interest shall be paid half-yearly.
- e) The Secretary shall keep a register of the holders of Loan Stock containing such particulars as the Committee may from time to time direct.

4) Transfer of Loan Stock

- (a) The holder of loan stock may transfer all or any part thereof by instrument in writing in such form as the Committee may approve.
- (b) The instrument of transfer shall be executed by or on behalf of the transferor and transferee and properly stamped, and upon delivery thereof at the Registered Office together with the sum of £1, the certificate of the loan stock (if any) and such evidence of identity, or title as the Committee may reasonably require, the transfer shall be registered.
- (c) A transfer of loan stock shall not be valid until registered.

5) Payment of Member's Interest at Death

- a) Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Club belonging to the deceased or bankrupt member the Committee shall transfer or pay such property to which the personal representative of trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.
- b) A member may in accordance with the Act nominate any person or persons to whom any property belonging to that member in the Club at the time of death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being provided in the Act.

- c) On receiving satisfactory proof of death of a member who has made a nomination the Committee shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

6) Repayment of Loan Stock

- a) Subject to the payment of, or sufficient provision for, all subsisting claims on the Club, the Committee may from time to time apply any monies which they cannot profitably invest, pay off the loan stock holders in the order in which they are entered on the register, or in exceptional circumstances in such order as the Committee may decide.
- b) If a loan stock holder, who has received notice that the Committee is prepared to pay him off, leaves the sum to be repaid in the hands of the Club, he shall not be entitled to any interest thereon after the expiration of the time named in the notice of repayment.

7) Profits

An Annual General Meeting may resolve to apply the whole or any part of the profits in any of the following ways:

- (a) For providing for the redemption of the loan capital
- (b) In pursuance of the aims of the Royal Naval Association
- (c) In promoting mutual intercourse and united actions between members; or
- (d) For any other lawful purpose, subject to Rule 23.8

8) Application of Funds

Except as interest on loans, no profits or funds of the Club shall be distributed among the members only in the pursuance of the provisions of Rule 24.7.

9) Investments

The Committee may invest any of the funds of the Club in any investment referred to in the 2014 Act.

25. DISPUTES

- a) Any dispute arising between a member or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such member or any person aggrieved, or under the Rules, and the Club, or an Officer or Committee Member thereof shall be decided by three arbitrators to be chosen for this purpose as is hereinafter mentioned and any decision made by such arbitrators shall be binding and conclusive on all parties without appeal, and application for the enforcement of such decision may be made to the County Court.
- b) The Club shall have a panel of five arbitrators, not being persons directly or indirectly interested in the funds of the Club, who shall be elected at a General Meeting of the Club and in the event of any dispute arising as aforesaid the three arbitrators to be chosen to decide the dispute shall be those persons whose names are drawn by lot from amongst the names of the five arbitrators aforesaid by the complaining party to the dispute or, if there is more than one such party, by that party whose name comes first in alphabetical order.

26. STATUTORY APPLICATIONS TO THE AUTHORITY

Any ten members of the Club each of whom has been a member of the Club for not less than twelve months immediately preceding the date of the Application, may apply to the Authority in the form prescribed by the Treasury Regulations to appoint an actuary or accountant to inspect the books of the Club and to report thereon pursuant to the 2014 Act. It shall be the right of one-tenth of the whole number of members or if the number of members shall at any time exceed 1,000 it shall be the right of 100 members, by an application in writing to the Authority, signed by them in the forms respectively prescribed by the Treasury Regulations:

- i) To apply for the appointment of an inspector or inspectors to examine the affairs of the Club to report thereon;
- ii) To apply for the calling of a Special General Meeting of the Club.

27. INSPECTION OF BOOKS

Any member or person having an interest in the funds of the Club shall be allowed to inspect their own account and the books containing the names and addresses of the members, including particulars in the

Register, except those mentioned in rule 5.1.b and 5.1.c, at all reasonable hours at the Registered Office or place where they are kept, and it shall be the duty of the Secretary to produce them for inspection at all reasonable times. No person, unless being a member of the Committee of the Club, or specially authorised by a resolution thereof, shall have the right to inspect the loan account of any other member without this member's written consent.

28. AMENDMENT OF RULES

- a) Association Clubs Rules not hereinafter declared to be fundamental may be rescinded or amended or any new Rule made by a motion carried by three-fourths of the votes given thereon, at an Association's Clubs Seminar of which notice has been given specifying the intention to propose such rescission, amendment, or new Rule. Rules 1, 2, 4, 24.1, 28 and this Rule are hereby declared to be fundamental and shall not be amended or rescinded except with the prior consent in writing of the National Council and by a resolution carried by three-fourths of the votes given thereon at a Clubs Seminar as provided in this Rule.
- b) Motions for amendments of Rules made by Clubs must be submitted in writing to the Association Management Committee (AMC) one month prior to the date of such Seminar.
 - i) The AMC may propose Rule amendments at any time in accordance with the terms of this Rule.
 - ii) No amendment of Rules is valid until registered with the Financial Conduct Authority.
 - iii) Written notice of any amendment of Rules must be given by the Club Secretary to their Licensing Authority within 28 days of the date of the acknowledgement of registration of such amendment.

29. DISSOLUTION

The Club may be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution, in the form provided by the Act in that behalf, or by winding-up in the manner prescribed in the Act.

30. DEFINITIONS

In these Rules, including this Rule, unless the subject matter or context are inconsistent therewith:

- a) words importing the singular or plural shall include the plural or singular respectively.
- b) "the Act" shall mean the 2014 Act or any Act or Acts amending or in substitution for the same and for the time being in force.
- c) "the Authority" shall have the meaning given to it by the Act.
- d) words denoting the masculine gender shall be deemed to include the feminine, unless the contrary intention appears.
- e) "Officers" for the purpose of these Rules shall include every member of the Committee.
- f) "intoxicating liquor" for the purpose of these Rules shall mean "alcohol" within the meaning of section 191 of the Licensing Act 2003.

(Member)

(Member)

(Secretary)

(Member)