

Patron: Her Majesty the Queen.
Incorporated by Royal Charter. Full recognition by the Royal Navy.



**ROYAL NAVAL
ASSOCIATION**

SUPPLEMENTAL ROYAL CHARTER

RULES and Bye-Laws

**Incorporating Changes approved at Conference 2018
and Bye Laws by the National Council up to 3 March 2023**

Central Office (HQ)

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March 2023

Registered Charity - No. 266982

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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 was revised on 8th October 2014 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 two-thirds $\frac{2}{3}$ of those present and entitled to vote (see Article 19). The paragraphs of the Supplemental Charter are customarily referred to as “The Supplemental Charter Article ...” but may be referred to hereinafter as “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 to be approved by Conference by two-thirds $\frac{2}{3}$ of those present and entitled to vote (see Article 16). These Rules are numbered sequentially and, to distinguish them from other types of rules, are referred to as “Association Rule ...”

(c) **Bye-Laws** may be made by the National Council as they think expedient for the management of the Association. They must be consistent with the Supplemental Charter and 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 doing so). 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:-

i. **Area.** 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. They are numbered sequentially with the prefix “A” and referred to as “Bye-Law A...”.

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

iii. **Conference.** The Association is required to hold a Conference of members in each year; it may also in addition convene a Special Conference. The Bye-Laws

for organising a Conference, and other pre Conference activity, are numbered sequentially with the prefix “C” and referred to as “Bye-Law C...”

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. Such local rules must be consistent with the Supplemental Charter, Association Rules and Bye-Laws. Copies should be sent to the Council for guidance and approval before they can be implemented. These rules should be referred to as “Area (number or name). ... Local Rule ...” or “(Name) Branch Local Rule ...”.

3. **Club Rules.** A Branch may form a Club, the trading part of which has to be a separate legal entity because it will be a Limited Company and the need to preserve the charitable status of the Association, which includes all Branches but not their clubs. RNA Registered Clubs must function under the Association Club Rules approved by the Council and the Financial Conduct Authority (FCA). Club Rules are published under separate cover.

4. **Club Local Rules.** In addition (but not included in this publication) individual clubs may create local rules authorised by their own General Meetings. Such local rules must be consistent with the Club Rules. Copies should be sent to the Council for approval before they can be implemented. These rules should be referred to as “(name) Royal Naval Association Club Ltd Local Rules”.

5. **Conference Standing Orders** A Conference is authorised by Association Rules to make Standing Orders for the conduct of its business. Specimen Standing Orders will be published. They may be amended by the Council on the advice of the Standing Orders Committee for each Conference and adopted or amended by a Conference. They do not apply directly to other meetings within the Association but may be adopted for procedures at them.

6. **Guidance.** In a large national organisation in which members and officials are volunteers it is inappropriate to have rules for every eventuality. 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. Branch Officers Guide
2. Guide to Ceremonial
3. Welfare Guide
4. PR Guide
5. Complaints and Appeal Documents

All the above are available on the RNA website,
www.royal-naval-association.co.uk

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:-

“**The Rules**” means the Rules of the Association under this Our Supplemental Charter.

“**Prescribed**” means prescribed by the Rules and Bye-laws.

Words importing the masculine gender shall include the feminine gender and vice versa:

Words importing the singular number shall include the plural number and vice versa:

“**Month**” means a calendar month.

“**Member**” means Member of the Association.

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

“**Area**” means an Area of the Association comprising Branches.

“**Branch**” means Branch, comprising Members.

“**Conference**” means an Annual Conference or Special Conference of Members.

“**AGM**” means the Annual General Meeting of the Association (Registered Charity No 266982) which may be held in conjunction with an Annual Conference.

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

“**Delegate**” means a Member who has received the delegated authority of a Branch to vote at a meeting of the Association at any level.

“**The Service**” means the Naval Service as defined in QRRN.

“**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) The Royal Naval Auxiliary Service
- (6) The Royal Fleet Auxiliary Service
- (7) Members of the Naval Canteen Service of the Navy, Army and Air Force Institutes and the Expeditionary Forces Institutes who have served with the Naval Service
- (8) The Naval Forces of Nations who are members of Our Commonwealth or were at the time of the member's service.
- (9) The Naval Forces of British Colonies and Dependencies.
- (10) Locally Entered Personnel of the former Overseas Port Divisions.
- (11) Serving and Former members of the Merchant Navy who have been awarded the Veterans Badge

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 have served or are serving in Our Naval Forces and their dependents.
- (6) To advise members and other persons who have served in Our Naval Forces and their dependents on subjects affecting their welfare, referring on to appropriate agencies where specialist advice is required.
- (7) To advise and assist Members and other persons who have served in Our Naval Forces in their search for employment.
- (8) To pursue any or all of objects (2), (4), (5), (6) and (7) above for the benefit of members or former members of the Naval Forces of former members of the Commonwealth at a time when those Naval Forces were part of Our Naval Forces, and either or both of objects (5) and (6) above for the benefit of the dependents of such persons.

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

- (1) To register and act as a charitable organisation.
- (2) To form Branches and clubs throughout the World and to have an HQ Roll.

- (3) To organise visits, holidays and social activities which promote comradeship among Members.
- (4) To assist youth organisations which have a specific nautical connection and especially the Sea Cadet Corps
- (5) To distribute either by sale or without charge Association journals, yearbooks, diaries and other goods considered appropriate by the Council.
- (6) To advertise the objects and activities of the Association by any lawful method that may commend itself to the Council.
- (7) To afford financial assistance in the form of grants or donations to all serving and former members of Our Naval Forces and their dependents who are in conditions of need, hardship or distress.
- (8) 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, or their relief from conditions of need, hardship or distress.
- (9) To assist any charity when its support is to the benefit of the reputation and best interests of the Service or advances the objects of the Association.
- (10) 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).
- (11) To borrow and raise funds in such manner and on such conditions as the Council may think fit.
- (12) To apply the income and property of the association from whatsoever source solely towards the promotion of the objects of the Association.
- (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 purchase, call for, accept, acquire and hold any real or personal property whatsoever and any land, tenements or hereditaments or any interest therein whatsoever and wheresoever 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.
- (15) 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 or dependents of any such employees, and for this purpose to establish and administer a pension scheme or pension fund (either contributory or non-contributory).
- (16) 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.

(17) To do all lawful things incidental or conducive to any of the objects or to the exercise or enjoyment of the rights, interests and powers 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. **Ethos** The Association shall be neutral in terms of politics and religion, and diverse and inclusive (in accordance with the Equality Act 2010) in terms of its membership. Its Motto shall be "Unity, Loyalty, Patriotism and Comradeship".

7. Membership Categories

(1) The categories of membership of the Association shall be Full Member, Life Member, Serving 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.

Officers

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 Vice-patrons of the Association.

9. Only Full Members or 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, Vice-Presidents and Life Vice-Presidents. They shall be appointed as 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 prescribed.

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 prescribed.

13. **Management and Control.** Subject to the provisions of this Our Supplemental Charter, the Council, with such membership as 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 that will advance the objects and may delegate responsibilities subject to instructions, reservations and restrictions to any such committee for the expenditure of funds. The Council may also, subject to instructions, reservations and restrictions, delegate the powers of investment, of the Association funds to elected or appointed officials.

14. **Conferences and AGM**

(1) An Annual Conference and an AGM 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 prescribed.

(3)

a. The procedure for organising, the rights of attendance and the submission of motions to a Conference or AGM and the nature of the business to be transacted shall be as prescribed.

b. The conduct of business, the rules of debate and the methods of voting shall be as laid down in Standing Orders approved for that Conference.

15. **Structure**

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

(2) Each Branch shall have such duties, powers and privileges as prescribed.

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

(4) 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. Rules

(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 to receive at least two-thirds $\frac{2}{3}$ of those present and entitled to vote at a Conference voting 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, or by e-mail to the last known e-mail 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 a Conference duly convened for the purpose: provided that no such proposal shall be so submitted unless the prescribed written notice thereof shall have first been given to the Council 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 at least two-thirds $\frac{2}{3}$ of 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 and 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 a Conference, duly convened for that purpose after prescribed 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 whose objects are consistent with those of the Association.

21. And Lastly We do by these Presents for Us, Our heirs and Successors grant and declare that these Our Letters 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, miss-recital or other omission, defect or things 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

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

1. DEFINITIONS

- (a) The definitions contained in Article 2 of the Supplemental Royal Charter of 1990 revised 2014 (hereinafter called "the Charter") apply also to these Rules and the Bye-Laws except that in these Rules and the Bye-Laws the term "the Naval Forces" is used in place of the term "Our Naval Forces" but nevertheless has the same meaning.
- (b) In these Rules and the Bye-Laws unless the subject or context otherwise requires: "Overseas Branches" means Branches outside the United Kingdom and the Republic of Ireland.

2. MEMBERSHIP. The criteria for membership shall be as follows:

- (a) **Full.** All past and present members of the Naval Forces, 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 and holders of the Merchant Navy Veterans Badge, shall be eligible for Full Membership;
- (b) **Life.** A Full member who has given long and honourable service to the Association may be awarded the honour of Life Membership by the Council on conditions provided in the Bye-Laws.
- (c) **Associate.** 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.
- (d) **Serving.** All serving members of the Service shall be accorded Serving Membership of the Association, but shall be eligible for Full Membership.
- (e) **Honorary.** The Council, or any Branch, may confer honorary membership on persons who place their services at the disposal of the Association in an honorary capacity, but who are not eligible for Full Membership.
3. Application for Membership shall be made as prescribed. The Branch shall have power to reject an application for membership of that Branch with due regard to Article 6.

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

- (a) Every member shall either be in a Branch, or on the Headquarters Roll, of the Association.
- (b) All Members shall conform to the requirements of the Charter, Rules, Bye-Laws and other relevant Association instructions and shall support the Objects of the Association.
- (c) All Members shall pay such fees and subscriptions as are determined in accordance with these Rules.

- (d) A Member may be in 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 only hold elected Office or vote in the Branch to which he pays his Association subscription, and in the case of a Life Member, in the Branch in which he is registered. The appointment of members as Delegates to meetings or conferences shall be as prescribed. A Member may transfer to another Branch or to or from the Headquarters Roll.
- (e) Members shall have such rights of attending meetings of the Association and of Areas and Branches and such other rights and privileges as prescribed. These rights and privileges shall be suspended while a member is suspended from membership of the Association.

5. SUBSCRIPTIONS

- (a) The fee payable by the Branch or Area for the award of Life Membership or a Certificate of Appreciation and the rates of annual Association subscription to be paid by the Members shall be as recommended by the Council and approved by a Conference.
- (b) Life Members, Serving Members, and Honorary Members shall not be required to pay any Association subscription.
- (c) A Branch may levy an annual subscription for membership of the Branch and an Area may levy an annual charge on its Branches towards Area expenses.
- (d) There shall be no entrance fee payable to join the Association.
- (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
- (g) The whole of the Association subscriptions collected by Branches with the exception of Overseas Branches for which the amount shall be one half of the Association subscriptions collected, shall be with the Council by 30th April each year. Any Branch which fails to comply with this rule may be dissolved by the Council.
- (h) All Association subscriptions received by the Council shall be acknowledged. An annual membership card or sticker shall be issued to all Members paying an Association annual subscription and to those Honorary and Life Members recorded on a Branch return.
- (i) A Branch return form, listing Honorary, Life and paid up Members shall arrive with the Council not later than 30th April each year.

6. NATIONAL COUNCIL

- (a) The Council as provided for shall consist of the following Full or Life Members of the Association

- i. The President.
 - ii. The Deputy President.
 - iii. The Vice-Presidents.
 - iv. The Honorary Treasurer.
 - v. One Member from each Area of the Association elected as prescribed
- (b) The members of the Council shall be the Trustees of the Association
- (c) The Council shall meet not less than four times a year.
- (d) At meetings of the Council the number of members required to form a quorum shall be equal to one half of the total number of members (rounded up to a whole number) plus one, of which number at least one half (rounded up to a whole number) plus one shall be elected members. Each Area shall elect a Deputy Council Member as prescribed, who shall be able to attend meetings of the Council, in the absence of the member elected under Rule 6(a)(v) above
- (e) No Member may be proposed for election to membership of the Council or its Committees unless he has been a Member for at least two years
- (f) Members elected to the Council shall hold office from the close of the Conference following their election until the close of the Conference in the second year thereafter. They shall be eligible for re-election
- (g) A person shall cease to be a member of the Council, and of any of its committees, if:
- i. he ceases to be a Member of the Association; or
 - ii. he resigns his office in writing to the Council; or
 - iii. at a Conference of the Association at least two thirds $\frac{2}{3}$ of the delegates present and entitled to vote, vote in favour of a motion for his removal from office;
 - iv. the Council so resolves because:
 - 1. he has become bankrupt or has compounded with his creditors and has not been discharged; or
 - 2. he has become incapable of carrying out the duties required of a member of the Council by reason of mental or physical disability; or
 - 3. he consistently fails to attend meetings of the Council.
- (h) A member who is expelled from the Council pursuant to (h)iii or (h) iv 3 above shall have the right of appeal to a Special Appeals Tribunal, which shall consist of the President, or in his absence the Deputy President or such other person appointed by the Council (who shall preside) and three Area Officers nominated by him.
- (i) Where at any meeting of the Council at which a vote is taken the total number of votes cast by the appointed members exceeds two-thirds $\frac{2}{3}$ of the total number of votes cast by the elected members, the votes cast by the appointed 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.

- (j) There shall be a Finance and Administration Committee and an Association Management Committee appointed by the Council from among its own membership with terms of reference specified by the Council and such other committees as it deems necessary.

7. NATIONAL OFFICERS AND ADVISERS

- (a) National Officers who shall be appointed by the Council and shall be members of the Council by virtue of that appointment are:
President
Honorary Treasurer
- (b) National Officers who may be appointed by the Council and, if appointed, shall be members of the Council by virtue of that appointment are:
Deputy President
Vice-Presidents
- (c) The National Officer who shall be appointed by the Council but shall not be a member of the Council by virtue of his appointment is:
The Chairman of the Standing Orders Committee.
- (d) National Officers who may be appointed by the Council but, if appointed, shall not be members of the Council by virtue of that appointment are:
Life Vice Presidents
Honorary Legal Adviser
Honorary Chaplains
- (e) A Chairman and a Vice Chairman of the Association shall be elected by the Council from the elected members of the Council at the first meeting of the Council after the Annual Conference.
- (f) A Council Member for Overseas Branches shall be appointed by the Council from the elected members of the Council.
- (g) The Council may appoint any Member of the Association with appropriate qualifications or experience as National Officer or Adviser for a specific subject. He shall be responsible to the Council in such manner as the Council directs. Such Officer or Adviser shall not be a member of the Council by virtue of this appointment.
- (h) All of those listed in (a) - (f) above shall be Full or Life Members with the exception of the Honorary Legal Adviser and Honorary Chaplains who need not be Members of the Association.
- (i) The Council may rescind appointments made under paragraphs (c) to (h). Appointments made under paragraphs (a) or (b) may be rescinded as prescribed in Rule 6(h).

8. SECRETARIAT

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 contract of employment. The General Secretary shall be responsible to the Council, through such members of the Council as the Council considers appropriate.

9. POWERS OF THE COUNCIL

The Council shall have the following powers, subject to the approval of at least two-thirds $\frac{2}{3}$ of those present and entitled to vote at a meeting called for the purpose:

- (a) To appoint or elect, as appropriate, the National Officers and Advisers as prescribed; and to rescind such appointments.
- (b) To establish and specify terms of reference for such committees as it considers necessary
- (c) To recommend the rate of annual Association subscriptions and the fee for Life Membership for approval by a Conference as prescribed
- (d) To recognise and acknowledge meritorious service to the Association
- (e) To make grants to eligible charities and individuals as prescribed.
- (f) To make, approve, rescind or amend Bye-Laws as prescribed
- (g) To authorise use of the Association Badge and/or Logo and may approve applications for other relevant Badges and Logos.
- (h) To recommend to a Conference such changes in the organisation of Areas as may be necessary in the best interests of the Association
- (i) To approve or reject the formation of new Areas and Branches and to determine the constitutions thereof.
- (j) To approve or amend the Rules for governing Association Clubs.
- (k) To set conditions for the issue of permits for approved Clubs to use the Association Title.
- (l) To invest funds of the Association:
 - i. In or upon any investment falling within Part 1 or 2 of the First Schedule to the Trustee Act 2000 as amended or extended from time to time; or
 - ii. In any Association Branch, Area or Club by way of grants or loans.
- (m) To negotiate for the amalgamation or affiliation of other associations with the Association
- (n) To co-opt as temporary members of the Council not more than two Full members of an Area, Branch or Club when dealing with business affecting that Area or Branch
- (o) To appoint investigative, complaints or appeals tribunals as appropriate

- (p) To investigate the affairs of any Area, Branch, Club or Member if in its opinion it is appropriate or upon a request to do so pursuant to a resolution passed by two-thirds $\frac{2}{3}$ of those present and entitled to vote at an Area, Branch or Club meeting held for that purpose.
- (q) To suspend any Officer in an Area, Branch or Club for failure to produce an audited Balance Sheet upon reasonable demand or for continued non-compliance with the Rules or Bye-Laws
- (r) To administer the funds of the Area, Branch or Club during the suspension of Officers until their reinstatement or the appointment of new Officers by the Members of the Area, Branch or Club.
- (s) To take control of an Area that cannot form an Area Committee and, if necessary, transfer Branches therein to an adjacent Area.
- (t) To disband any Branch if, in Council's opinion after full investigation, such a course appears necessary in the best interests of the Association.
- (u) To reject an application for membership
- (v) To expel or suspend any member from the Association, or impose any lesser penalty as prescribed, after due investigation as prescribed

10. AREAS AND BRANCHES

- (a) All Area and Branch officials, Area Committee Members and Branch Main Committee Members shall be Full or 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 Life Member. 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 prior to election.
- (c) Associate members are eligible for election to an Area committee or to act as a Branch Delegate at Area meetings and Conferences, provided that they have completed three years continuous membership of the Association immediately prior to election.
- (d) Full members, 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.
- (e) 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.
- (f) Any monies 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

Council the dues and fees payable to Headquarters and all monies paid or given to an Area or Branch specifically for the purpose and benefit of such Area or Branch and all monies 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 monies shall revert to the Association on disbandment of an Area or Branch but until disbandment shall constitute the Area or Branch funds.

- (g) Each Area and Branch shall maintain proper accounts of all its funds, assets, liabilities, income and expenditure.
- (h) Annually, as at 31st December, the Area/Branch accounts shall be audited or independently examined in the required manner, where this is a statutory requirement. Otherwise the accounts need only be subject to internal scrutiny. The appropriate persons to audit, independently examine or scrutinise the accounts are to be appointed by the Area or Branch at an AGM.

11. SPORTS AND COMRADESHIP GROUPS

- (a) Members of the Association may advance its objects through sports and comradeship groups (SCGs).
- (b) A SCG shall work within the Association and in accordance with the Association's Supplementary Charter, Rules, Bye Laws and a Terms of Reference (TOR).
- (c) The TOR, which must be agreed with the National Council, shall be placed as an appendage to the Supplementary Charter, Rules and Bye Laws.

12. ROYAL NAVAL ASSOCIATION CLUBS

- (a) A Branch, a group of Branches or an Area may seek the approval in writing of the Council, to form or conduct a Club registered for the supply or sale of intoxicating liquors. Such Clubs, which shall have the purpose of advancing the objects of the Association, shall incorporate the name "Royal Naval Association" in their title unless the Council shall otherwise direct. The Council shall have absolute discretion to grant or withhold its approval aforesaid which shall be manifested in a permit granted annually and 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 and the relevant Licensing Authority.
- (b) The Council, by its own volition or at the request of the relevant Area or Parent Branch(es), may at any time vary the terms of, or revoke, any such approval.
- (c) The Council shall only issue a permit if it has been requested by the Parent Branch(es) or Area.
- (d) A club shall be a limited company and as such shall not be entitled to charitable status. Its accounts shall be professionally audited or independently examined and submitted to each AGM. Copies of the adopted accounts together with reports on membership and club activities shall be sent to the Council, Area and parent Branch(es).

- (e) The Council may, on request from an Area or Branch, give in writing its permission for it to be associated with a club registered for the supply or sale of intoxicating liquors that does not have “Royal Naval Association” in its title subject to provisions prescribed.

13. PAYMENT OF AUTHORISED EXPENSES

- (a) Authorised expenses incurred by officers, staff and members on behalf of the Council may be paid against a claim form and receipts and, where appropriate, in accordance with the guidance document, ‘PAYMENT OF EXPENSES, National Council and Staff’.
- (b) Authorised expenses incurred by officers and members, on behalf of their Area or Branch may normally be paid by the Area or Branch against a claim form and receipts.
- (c) Members may accrue minor expenses and/or use their facilities to provide a service to the Association, Area or Branch. The Association, an Area or Branch may make, in good faith, reasonable remuneration for such service by making one off, or periodical payments. Remuneration under this category is not to be made if the expenditure was reimbursed under a or b above, or by another organisation

14. FINANCE

- (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 Council shall keep such proper accounts as may be necessary to give a true and fair view of the financial affairs of the Association. Annually, as at 31st December, the accounts shall be audited by a properly qualified auditor or, if the Association qualifies for audit exemption, may be independently examined by a properly qualified examiner. The auditor or examiner shall be appointed by the Council.
- (c) Monetary transfers from Association accounts shall be authorised by such person or persons as the Council shall direct.
- (d) The subscriptions and fees paid in pursuance of these Rules shall be forwarded to the Council 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 for in these rules and also all moneys (save as aforesaid), which shall come into the hands of the Association, shall be applied in furthering the objects of the Association.
- (f) The assets of a decommissioned Branch shall be transferred to the Council. The Council shall hold transferred assets in a suspense account for the benefit of the Branch should it re-commission within a period not exceeding ten years. After that period they will be transferred to a fund for the support of Branches and Clubs.

15. **INDEMNITY** 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 Council shall be empowered to apply the property and funds of the Association for such purpose. Indemnity insurance shall be maintained for this purpose.

16. **BYE-LAWS** These may be made by the Council but must be consistent with the Charter and Rules. Changes shall come into immediate effect and shall be binding upon Members unless or until they are set aside by The Council or a Resolution by a Conference.

17. **COMPLAINTS MEASURES**

(a) A member who contravenes the Royal Charter, Rules, Bye-Laws or other Association instructions, or whose behaviour falls below the standard reasonably to be expected of a Member, may be subject to sanctions following proceedings at a complaints tribunal composed of Full Members and established by the Council, an Area Committee or a Branch Committee or any of their Chairmen.

(b) A Member who is the subject of complaints proceedings is to be given at least 14 days notice in writing of the following:

- i. the date of the tribunal hearing
- ii. the allegations against him, together with any relevant reports and statements
- iii. his right to be accompanied and represented at the tribunal by a friend
- iv. his right to address the tribunal in answer to the allegations and challenge the evidence

(c) In the event that allegations are found to be established the tribunal may award the following sanctions:

- i. Expulsion from the Association. A member who is expelled and who appeals shall be regarded as suspended until the appeal is decided.
- ii. Suspension from the Association for a period up to one year. A Member who is suspended shall, for the period of the suspension, forfeit all rights of membership. Suspension shall take effect from the date that it is awarded, regardless of any appeal, and shall continue until the end of the period unless set aside by an appeal tribunal.
- iii. Reprimand. A written and recorded admonition which may include a warning as to future conduct.

(d) In the event of a complaint being upheld and a sanction being awarded the accused is to be informed of his right to appeal and allowed 28 days to exercise this right.

- (e) An appeal tribunal to hear appeals arising from complaints tribunals will be established by the Council or its Chairman, but no member of the appeal tribunal will have been involved in any way in the complaints proceedings which are the subject of the appeal.
- (f) Detailed instructions for the constitution of complaints and appeal tribunals and for the conduct of their proceedings are as prescribed.
- (g) A register of expelled members shall be maintained by the Council.

18. ANNUAL CONFERENCE

- (a) A Conference, which may encompass the AGM of the Association, shall be held in every year at such time and place as a previous Conference may decide, but in no case may more than 15 months elapse between Conferences.
- (b) Notice of the date, time and place of the Conference, together with the agenda, shall be issued to Areas and Branches not less than 31 days before the Conference.
- (c) No Branch shall be permitted to send a delegate to the Conference unless it has observed the regulations of the Association in regard to the return of balance sheets, the payment of subscriptions and the formation of Branches. This provision has no application to the right of, and expectation for, ships and establishments to send a delegate to the Conference.
- (d) The rights of attendance for the various categories of Members and the submission, scrutiny and publication of motions to a Conference shall be as prescribed.

19. SPECIAL CONFERENCE

- (a) The Council may at any time call a Special Conference of the Association.
- (b) Should at least twenty branches distributed among at least than five Areas, consider any matter of sufficient importance to justify a Special Conference, a requisition for the holding of such a Conference shall be sent by each of those Branches to the Council. The Council shall fix the date of such a Conference and shall arrange the time and place thereof and prepare an Agenda. At least 31 days notice of such Special Conference specifying the matter(s) to be discussed shall be given to all Branches. This does not apply to ships and establishments but they may send a Delegate
- (c) For the purposes of this rule the Overseas Branches, as a group, shall constitute an Area
- (d) The only matter(s) to be discussed at a Special Conference of the Association shall be that specified in the notice calling the meeting.

20. STANDING ORDERS COMMITTEE

- (a) The conduct of a Conference shall be overseen by the Committee.

- (b) The Committee shall be responsible to Conference and shall consist of a Chairman appointed by the Council, and four members elected by Delegates at a Conference.
- (c) The four elected members shall hold office for two years with two retiring each year but they shall be eligible for re-election. Nominations of candidates, who shall be Full or Life Members of the Association and Members of a Branch in the United Kingdom or the Republic of Ireland may be forwarded by any Branch to reach the Council at least eight weeks before the date of the next Conference. Each nomination shall include a statement of support by the Branch in which the candidate exercises his right to vote, a statement of the candidate's willingness to serve and details of the candidate's service and experience in the Association. These details shall be enclosed with the agenda for the Conference issued to Branches, and each Conference Delegate will be issued with a voting form on registration. Votes shall be cast by delegates present at 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 Committee. A member of the Committee shall not be a Branch Delegate at Conference.
- (e) It shall normally meet during the fifteenth week before conference.
- (f) It shall cause any motion to be received by Area and Branch Secretaries at least 42 Days before Conference.
- (g) The procedure for nominating members for election to the Committee and the term of office shall be as prescribed.

21. **STANDING ORDERS**

Conference shall be conducted in accordance with Standing Orders prepared by the Council for approval or amendment by Delegates present.

22. **VOTING**

- (a) Subject to the Supplemental Charter and where otherwise prescribed, in order to carry any vote at Council, Area or Branch meetings it shall be necessary for more than half the votes cast to be in favour. In the case of a tied vote the Chairman may have a second or casting vote.
- (b) In order to carry any vote at a Conference it shall be necessary for at least two-thirds $\frac{2}{3}$ of those present, and entitled to vote, to be in favour. Except as provided for in Standing Order S9(f)
- (c) For the election of an individual Member for an office or other purpose from a group of candidates, the candidate receiving the highest number of votes cast shall be elected.
- (d) Associate members who have been awarded a Certificate of Appreciation or who have been elected to a Branch Main Committee or subcommittee will have voting rights as prescribed. Other Associate members may vote at Branch meetings on matters that do not require a weighted vote.

23. THE COMMON SEAL

The Common Seal of the Association shall be used only under the authority of the Council. Every document requiring registration to which the seal is applied shall be dated, attested by the signatures of two members of the Council and the General Secretary, recorded in the Register of Sealed Documents and reported to the Council.

BYE-LAWS OF THE ROYAL NAVAL ASSOCIATION

These Bye-Laws, being consistent with the Association Rules, have been approved by the Council in accordance with Rules 9 and 14.

1. CEREMONIAL

- (a) A Guide to Ceremonial, issued under the authority of the Council, should be followed whenever practical and appropriate by all officials organising ceremonial events of the Association.
- (b) The Council requires all Standards of the Association to be treated with the utmost respect, and that Members ensure 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 Council for National Ceremonial Events. Parade Marshals so appointed shall be empowered to request any Standard Bearer or participant to withdraw from the event if, in their judgement, his bearing, dress or conduct is likely to bring discredit on the reputation of the Association. Should a request by a Parade Marshal not be complied with, an appropriate report shall be made to the Member's Branch for action.
- (d) The Standards of the Association shall be designed and produced as specified in the Guide to Ceremonial.
- (e) A self-retention policy to cover Standards shall be administered by the Council. Branches will have their accounts debited for the annual premium.
- (f) **Badges.** The Association has a registered badge. Branches may append the name of their Branch beneath the scroll. Each status of membership is signified by a coloured background to the scroll. Entitled Members may wear the following:
 - i. Full members a navy blue scroll.
 - ii. Life Members a red scroll.
 - iii. Honorary Members a white scroll.
 - iv. Associate Members a light blue scroll.
 - v. Members who have been awarded a Certificate of Appreciation an orange scroll.

Where a Full or Life member receives a Certificate of Appreciation, they should wear the Full or Life Blazer badge (as appropriate), but may wear the Certificate of Appreciation (orange scroll) lapel pin.

For Shipmates receiving the National President's Commendation, the laurel leaves of the badges, as above, shall be gold in colour.

Where a member receives a National President's Commendation, they should wear the Full, Life, Associate (Certificate of Appreciation if appropriate) Balzer badge (as appropriate), but should wear the National President's Commendation (gold laurel leaves) lapel pin.

2. FINANCE

- (a) **Expenses and Subsistence.** Reasonable expenses and subsistence shall be paid to all Members, in accordance with the Association's Expenses Policy Guidelines, when carrying out duties authorised by the Council.
- (b) **Draft Annual Accounts and Report.** The Draft Annual Report of the Council together with the Draft Annual Accounts of the Association shall be circulated to all Branches. Branches or Members may seek clarification of matters contained in the Draft Annual Report and Annual Accounts from the Council. The Approved Annual Report and Accounts will be published on the Royal Naval Association Website.
- (c) **Area Funding**
- i. A Capitation Payment of not less than 5% of the donations received by Central Office by 31st December in the preceding year shall be paid to each Area, in respect of its Branches for the administration of the Area.
 - ii. In addition to the Capitation Payment a percentage of the funds, above a base figure set by the Council, recovered from HMRC by way of the Gift Aid scheme, will be paid to Areas in equal shares.
- (d) **Branch And Club Support Fund**
- i. **Purpose:** To provide support by way of grants and loans to Branches and Clubs for: (a) the provision of premises,(b) the improvement of facilities, and (c) the purchase of a Branch Standard (Loan only)
 - ii. **Funding:** The Fund may be supplemented as determined by the Council.
 - iii. **Grant and Loan Application:** Applications for Grants or Loan should be made on Forms prescribed by the Council.
 - iv. **The Terms and Conditions** for a Grant or Loan will be as agreed on the Application Form.
 - v. **Decision:** The Finance and Administration Committee shall normally decide on Grants or Loans but may refer applications to the Council for approval.
 - vi. **Minor Grants Scheme:** The General Secretary may operate a minor grants scheme to limits set by the National Council. Currently £250 to an annual limit of £7,500. A grant of £250 to £500 may be made by the GS with the agreement of either the National Honorary Treasurer or the National Chairman (as Chair of the FAC).
- (e) **Advice**
- i. The Association is neither competent nor authorised by the Financial Conduct Authority (FCA) to offer financial advice as to the suitability of investments.
 - ii. Independent financial advice should always be sought before investing Association funds.
 - iii. Further guidance on managing charitable assets and resources is available on The Charity Commission Website.

3. Spare

4. CLUBS

(a) So that a Branch, group of Branches or an Area may obtain or continue to receive an annual permit to operate a 'Royal Naval Association Club Limited' the club must maintain within its membership at least that number of Full or Life Members of the Royal Naval Association required by legislation and the Royal Naval Association Club rules to form a Club Main Committee and such other members that will constitute a quorum for a general meeting.

(b) A Club shall review its Bye-laws annually and submit amendments to the Council for approval.

5. Spare

6. ELECTIONS, APPOINTMENTS AND AWARDS

(a) **Members and Deputy Members of the Council**

There shall be a common procedure for the election of Members and Deputy Members of the Council from Areas within the United Kingdom and the Republic of Ireland.

i. **Nomination**

- a. In order to provide a representative list of candidates, each Branch shall have the right to nominate a Full or Life Member from any Branch within its Area for each position. The Council shall issue Nomination Forms to each Branch, by the 1st January in relevant years, so that Branches may, at a meeting, nominate Full or Life Members as candidates. The Branch Secretary shall forward to the Council the completed forms, which shall include details of each candidate's Association history and a statement of his willingness to serve, by the date stated on the form.
- b. In the case of a nomination of a Member from another Branch, a copy of the Nomination Form is to be forwarded to that Member's Branch. This copy is to be counter-signed by the Chairman as acknowledgement of receipt and forwarded to the Council by the date stated on the form.
- c. The Council is to promulgate the names of all candidates in the next Association Circular published following receipt of the Nomination Forms. The deadline for withdrawal of nomination for election to the offices of NCM or DNCM shall be the close of business on the Friday of the 13th week before Conference', failure to comply will mean the nomination will be published.
- d. In cases where more than one candidate is nominated for a position the Council shall prepare Election Forms, listing each candidate's name (in alphabetical order), Branch, and Association history. The Election Forms are to be forwarded to all Branch Secretaries in the relevant Area; the Area Secretary is to be informed that an election is to be held.

ii. Election

- a. On receipt of Election Forms listing candidates for the contested positions, the Branch Secretary shall at a Branch meeting count and record on them the number of Members present and entitled to vote. For each position there shall be two votes by the Branch Members to identify a first and second preference. There shall be a first vote for all the candidates, at which the candidate receiving the highest number of votes shall be the first preference. There shall then be a second vote for the remaining candidates, at which the candidate receiving the highest number of votes shall be the second preference.
- b. The completed Election Forms shall be forwarded to the Council, so as to arrive by the date stated on them. The Forms shall state the name of the Branch and shall be signed by the Chairman and Secretary, with an endorsement that the election has been conducted in accordance with this Bye-Law.

iii. The Count

- a. As soon as possible after the date for the return of the Election Forms, the scrutineers, comprising at least two members of the Headquarters Staff, are to check the Election Forms. They shall verify that no Branch has put forward more than one Form for each position and that they have been properly completed.
- b. The election for the Council Member shall be determined first. The candidate who is the first choice of the highest number of Branches shall be elected as the Council Member. If the successful candidate is also a candidate for the Deputy position his name shall be deleted from the Deputy Council Member Election Forms and the candidate who is then the first choice of the highest number of Branches shall be elected as the Deputy Council Member.
- c. In the event of an equal number of votes being cast for two or more candidates, the matter will be referred to the Area Secretary, and the Area Committee shall vote to decide which of the candidates shall be elected and shall inform the Council of the result on the Form provided.

iv. Scrutiny and Report

- a. In the event of a dispute the papers and any submissions shall be scrutinised by an arbitration panel and action taken as appropriate.
- b. The decisions of the Branches, Area Committees or Arbitration Panel on the elections shall be reported to Conference.

v. Term of Office

- a. The term of office for Members and Deputy Members of the Council shall commence at the close of the Annual Conference at which their election is

reported and shall terminate at the close of the Annual Conference in the second year thereafter.

- b. If a Council member for an Area ceases to hold office for any reason, the Deputy Council Member for that Area shall automatically assume the full obligations of Council Member for the remainder of the period for which the outgoing Council Member was elected, and shall cease to hold the office of Deputy Council Member.
- c. If a Deputy Council Member for an Area ceases to hold that office for any reason, an election will be initiated based on the above procedure, as appropriate, to elect a new Deputy Council Member for the remainder of the period for which the outgoing Deputy Council Member was elected.

(b) Chairman and Vice Chairman of The Association

- i. The election for a National Chairman and a Vice Chairman of the Association shall be held annually at the first meeting of The Council following The National Conference.
- ii. In the event of a tie the President may exercise a casting vote.

(c) Vice Presidents The Council may appoint Vice Presidents of the Association. They shall be appointed in recognition of the skills or experience they may bring to the appointment. They shall be Members of the Council.

(d) Honorary Treasurer

- i. As provided in Rule 7 (a) the Council will appoint an Honorary Treasurer from the Members of Branches in the United Kingdom and the Republic of Ireland.
- ii. The appointment shall be advertised, and shall be for such period, as the Council determines.

(e) Honorary Legal Adviser

- i. As provided in Rule 7(d) the Council may appoint a suitably qualified person to be its Honorary Legal Adviser.
- ii. The appointment shall be for such a period as the Council determines.

(f) National Officers or Advisers

- i. As provided in Rule 7(h) the Council may appoint from the Members of Branches in the United Kingdom and the Republic of Ireland specialist Officers or Advisers to the Council and its committees.
- ii. These appointments shall be advertised, and shall be for such periods as the Council determines.

(g) Standing Orders Committee.

- i. A Chairman, who shall also be an Advisor to the Council and its Committees, shall be appointed by the Council.
- ii. Other members shall be elected at an Annual Conference, two places in alternate years.
- iii. Vacancies and nomination forms for the SOC members will be published in the February Circular
- iv. Each nomination shall include a statement of support by the Branch in which the candidate exercises his right to vote, a statement of the candidate's willingness to serve and details of the candidate's service and experience in the Association. These details shall be enclosed with the agenda for the Conference issued to Branches. The deadline for withdrawal of nomination for election to SOC shall be 1600 hours on the 2nd day before Conference. Each Conference Delegate will be issued with a voting form on registration. Votes shall be cast by delegates present at Conference.
- v. The details of each candidate, which shall include a statement on relevant experience, shall be enclosed with the agenda for the Conference. If there is a contest a voting paper will be issued with the conference registration papers.
- vi. Voting will be based on a simple majority.
- vii. In the event of a tied vote the Conference Chairman may exercise a deciding vote. The term of office shall begin at the close of Conference.
- viii. In the event of a casual vacancy the Council, adhering where possible to the above procedure, may appoint a replacement for the remaining term of office.

(h) Life Vice Presidents

The Council may award the honour of Association Life Vice President to members deemed to have made a significant contribution at National Level. The procedures used in Bye-law 6 (i) i to iii shall apply. The award will be recognised by the presentation of a certificate bearing the signature of the President and Chairman and the seal of the Association.

(i) Life Membership. As provided in Rule 2(b) the conditions and procedure for the award of Life Membership shall be as follows :

- i. Full Members who have given long, beneficial, and honourable service to the Association, and are of good character and integrity, may be recommended to the Council to receive the award of Life Membership.
- ii. 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 normally should be not less than ten years.

- iii. The recommendation by or to the Council, which shall be accompanied by a supporting statement, may be made by a Branch or Area Delegates meeting. At such meetings at least $\frac{2}{3}$ of those present at a meeting and entitled to vote, must be in favour. Where appropriate, all applications are to be endorsed by the relevant Area NCM.
- iv. A Life Membership Certificate, bearing the signature of the President and Chairman and the Seal of the Association, an appropriate lapel badge and membership card shall be presented to the new Life Member. The cost of the Life Membership lapel badge and Certificate shall be borne by the Association.
- v. Life Membership will be withdrawn by the Council if the Member:
 - a. Is expelled or resigns from the Association
 - b. In the opinion of the Council, can no longer be regarded as being a person of good character and integrity or,
 - c. In the opinion of the Council, his service to the Association, taken overall, can no longer be regarded as honourable or to be significantly enhancing the best interests or reputation of the Association.

(j) Certificate of Appreciation

- i. A Certificate of Appreciation bearing the signature of the President and Chairman and the Seal of the Association, may be awarded by the Council to any Member who has given meritorious service to the Association.
- ii. The Certificate, relevant Lapel Badge and Membership Card will be provided to the Member by the Association.

Recommendations may be made by a Branch or Area Committee on the appropriate form, endorsed by the relevant Area NCM and accompanied by the appropriate fee as recommended by the NC to and approved by a conference. The fee will be an administrative payment.

(k) National President's Commendation

- i. The National President's Commendation may be made annually to recognise outstanding service to the RNA, but which may have been attained from one event/scenario, rather than an accumulation of good works over a period of time. The Commendation may be awarded to any deserving member of the Association.
- ii. Nominations for the Commendation will be reviewed by the National President, National Chairman and General Secretary (or their deputies in their absence) and

the recommendation to award the commendation shall be ratified by National Council.

- iii. The Certificate (bearing the signature of the National President and bearing the Seal of the Association) and lapel badge shall be presented to the recipient by the National President and National Council. The cost of the lapel badge and certificate shall be borne by the Association.
- iv. Nominations for the Commendation may be made to the National President, via the General Secretary, by any Shipmate, Branch, Area or National Council.

7. TRIBUNALS.

Appeal, Investigation, Complaints and Arbitration Tribunals shall be appointed by the Council as required. They shall conduct their business in accordance with the prescribed Terms of Reference.

8. GRANTS TO CHARITIES AND INDIVIDUALS

The Association Management Committee (normally at its last meeting in each year) may recommend to the Council the award of grants to Charities that have almonised welfare cases meeting the criteria set down in the Associations objects. It shall pay due regard to the balance in the fund and will ensure an approved sum is retained for emergency grants to eligible individuals. The Council may supplement the budget from the General Fund.

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 (email) address. It shall be the Area or Branch Secretary's duty to promulgate all correspondence to their Area or Branch members, except that correspondence marked Confidential may be communicated only to Area or Branch Officials.

10. EMERGENCY POWERS

During a period of National Emergency or significant crisis, these Bye-Laws may be amended or suspended in full or in part, by the General Secretary, with the approval of the National President and National Chair and following scrutiny of the proposed change by the Chairman of the Standing Orders Committee, on behalf of the SOC. Where any participant listed is not available, the Deputy President / Vice Chair shall fill the respective role and a member of the Standing Orders Committee shall deputise for the Chairman of the Standing Orders Committee. Any decisions/changes made under this Bye-Law shall

be reported and reviewed at the first available meeting of the National Council, after the decision has been made.

BYE-LAWS FOR THE ADMINISTRATION OF AREAS

These Bye-Laws, being consistent with the Association Rules, are for the governance of Areas. The paragraph numbers are pre-fixed by the letter "A".

- A1 Areas may be formed, as defined and agreed upon by the Council, for the purposes of:
- (a) Grouping Branches within the United Kingdom and the Republic of Ireland to ensure their proper administration and to encourage comradeship and unity.
 - (b) Developing, encouraging, assisting and overseeing Branches, within their remit.
 - (c) Maintaining the Aims and Objectives of the Royal Naval Association as laid down in its Royal Charter and Rules.
 - (d) Advising the Council of all important occurrences or irregularities within their bounds.
 - (e) Acting on behalf of the Council when delegated so to do.
- A2 Each Area shall be known as "The Royal Naval Association No. ... Area (a regional name may be added)". Branches located in Scotland are in "Royal Naval Association Scottish Area".
- A3 Area Committee:
- (a) The governance of each Area shall be vested in an Area Committee consisting of Shipmates who have been Members for at least three years and elected under Bye-Law A4 (a) through (d), and such other Members (from Branches within the Area) as may be decided and elected at the Annual General Meeting of the Area. The Chairman, Vice Chairman and the majority of the committee must be Full Members.
 - (b) The Shipmate elected to the Council shall be an ex-officio Member of the Area Committee.
 - (c) 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.
 - (d) The conditions in regard to disqualification set out in Rule 6(h) shall apply to members of Area Committees. The right of appeal shall be to the Council.
 - (e) Branch members not elected to the committee may be permitted to attend as Observers. They may speak if invited to do so by a specific decision of the Committee.
- A4 Each Area shall elect the following from Members of its Branches to be the Area Committee:
- (a) A Chairman who shall conduct meetings of the Area Delegates and Area Committee.

- (b) A Vice-Chairman who shall act in support, or on behalf 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 Delegates. They shall be responsible for all communications between the Area and the Council and the Area and Branches. They shall maintain and safeguard all Area records.
- (d) An Honorary Treasurer, who shall be responsible for the proper maintenance of the Area Accounts. They shall produce quarterly and annual statements of accounts on the forms provided. The annual statement should include a report of the Area assets together with records and a list of Custodians.
- (e) The following may also be Members of the Committee:
 - i. A Welfare Adviser
 - ii. An Area Standard Bearer who shall be selected by competition or be appointed.
 - iii. Such other officers as it may require.
- (f) Members of the Area Committee may also be Branch Delegates to the Area.

A5 President, Vice President and Life Vice President:

- (a) The Area Committee may, subject to the vote of at least $\frac{2}{3}$ of those Members present and entitled to vote, invite a Full Member or a Life Member of the Association to be the Area President; they may also invite such Full Members as deemed desirable to be Area Vice-Presidents, the 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 subject to the vote of at least $\frac{2}{3}$ of those Members present and entitled to vote.
- (b) The Area Committee may honour Members who have given long and beneficial service to the Area by conferring on them the title 'Area Life Vice-President'. They shall not be members of the Area Committee.

A6 The Area Committee duties shall be as follows:-

- (a) To recommend to the Council the formation of Branches within its Area.
- (b) To prepare the Area Annual Report and Accounts for submission to Headquarters by 30th April each year.
- (c) To raise from the Branches within its jurisdiction such additional monies as may be necessary for funding the activities of the Area.
- (d) An Area Committee or Central Office may assist any Branch having difficulty in getting members with experience to take office by appointing a member from another

Branch to assist an inexperienced Branch Officer to carry out the duties of his Office. The assisting member shall not hold authority in the Branch receiving assistance.

- (e) To take over a Branch within its Area which cannot form a main committee and to recommend to the Council its suspension, closure or amalgamation.
- (f) Dealing with complaints against members where for some reason a Branch is unable to do so. When exercising this duty the Area Committee will assume the authority and role of the Branch Committee as set out in Bye-law B25.
- (g) The Committee shall meet as required. It shall issue a copy of the Minute of each meeting since the last Area meeting to the Delegates to the next Area meeting.
- (h) The quorum for an Area Committee meeting, which shall be maintained throughout each meeting, shall be the total membership, plus one, divided by two and rounded up to the next whole number, of which, the majority shall be Full Members, and of which one must be the Chairman or Vice Chairman.

A7 Each Area shall hold at least four Delegates Meetings in each year, one of which may include the AGM, and one may include an Open Forum or Area Conference.

A8 Each Area shall hold an Annual General Meeting which should be before 31st March.

A9 The Agenda for Area Meetings and the Area Annual General Meeting should arrive with the Branch Secretaries not less than 31 days before the date of such meetings.

A10 The business of the Area Annual General Meeting should be:

- (a) To confirm the Minutes of the previous Area Annual General Meeting.
- (b) To receive the proved accounts of the Area. 'Proved shall mean Audited, independently examined or scrutinised as required by statute'.
- (c) To receive the Reports of the Area Officers.
- (d) To elect the Area Officers for the ensuing year.
- (e) To elect the Area Committee for the ensuing year.
- (f) To appoint Area Auditors, Independent Examiners or scrutineers.
- (g) To consider, for submission to the Council, any proposed amendment to the Area Bye-Laws.
- (h) To consider Branch Motions for the well-being of the Area.
- (i) To set the rate for any Area levy on each Branch.
- (j) To prepare a calendar of events within the Area for the ensuing year.

A11 Special Meetings

- (a) A Special Meeting of the Area must be convened at the request of the Council or on receipt of a written request from not less than two-thirds of the Branches within the Area.
- (b) Such a meeting shall be held not more than 31 days after the request has been received by the Area Honorary Secretary.
- (c) At least 14 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.

A12 Attendance at Area General and Delegates Meetings shall be:

- (a) The members of the Area Committee.
- (b) The Branch Delegates.
- (c) Other Branch Members may attend as observers and, at the discretion of the Meeting, may also speak. They shall not form part of a quorum.

A13 Conduct of Area Meetings

- (a) Only registered Delegates shall have a vote at Area Meetings.
- (b) Branches which were formed less than three months before an AGM or Delegates Meeting may attend only as Observers.
- (c) At all Area meetings, and its Committees, voting shall be as prescribed in Rule 22.
- (d) A quorum, which shall be maintained throughout each AGM or Delegates Meeting, shall be the attendance of Delegates from 10 or one-third $\frac{1}{3}$ of the Branches in the Area, whichever is the lesser.

A14 Finance

(a) Area Accounts.

- i. Area Accounts must be proved annually. They shall be signed by the Chairman and Treasurer and, together with the signed report of proof, be presented to the Members at the Annual General Meeting of the Area. An Areas financial year ends on 31st December.
- ii. A copy of the Annual Accounts and the signed report of proof shall be issued to Delegates on request.
- iii. After the Accounts have been accepted by the Area, copies must be sent within 31 days to the Council and the Area Secretary, and before 30th April each year.

iv. The Annual General Meeting of the Area shall appoint suitable persons to prove the Accounts. Their 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.

(b) Banking Accounts

i. Areas must hold Bank and/or Investment, National Savings and Investments' (NS&I) or Building Society accounts in the name of the RNA.....Area. The Area Committee shall nominate at least three members as authorised signatories for the Accounts. Any two shall be required to make payments or authorise withdrawals. One of the nominees shall be the Area Honorary Treasurer.

ii. Area funds shall be administered by the Area Committee as provided for in A 4 (d). The minutes of the Area shall record approval for major or significant items of expenditure.

(c) Subscriptions

i. The Area Committee is responsible for the collection of Area capitation levies which shall be those approved at an Annual General Meeting.

ii. All subscriptions, donations, and payments received by the Area shall be credited to the Area funds.

(d) Payment of authorised Expenses

The remuneration of expenses shall be as prescribed except on a decision to remunerate accrued expenditure or service; the Area Committee shall review the circumstances and recommend the amount and frequency to an Annual General Meeting of the Area.

A15 The Council, or any three Branches from the Area, shall have the right to inspect Area Books at any time by giving 14 days notice to the Area Honorary Secretary who will inform the Area President, Chairman and Treasurer.

A16 Any alteration to these Bye-Laws which an Area wishes to recommend, shall be sent by the Area Secretary to the Council for consideration in accordance with Rule 9 (f).

A17 An Area may make such Local Area Rules as it considers necessary, provided they are consistent with the Royal Charter, Rules and Bye-Laws of the Association. Local Rules will not be effective until they have Council approval.

A18 One copy of the Annual Report and Accounts, and one copy of the Minutes of every Area Meeting shall be forwarded to the Council, within 31 days of the meetings to which they refer.

A19 Before new Branches are formed, the Council will notify the Area Honorary Secretary as soon as the proposal is made and at least 31 days before the proposed day of

commissioning. The Area Honorary Secretary will advise all neighbouring Branches of the proposal as soon as possible. Should a Branch object to the formation of a new Branch, the Area Committee should investigate and make its recommendation to the Council. The earliest commissioning date will be recommended by the Council.

A20 Disqualification of Officers and Members of Committees

- (a) Any Area Delegate, Area Committee Member or other Office Holder may be suspended from attending an Area Meeting or Activity, by a Resolution passed by $\frac{2}{3}$ of those present and entitled to vote at a Meeting of that Area. The individual and their Branch shall be given 31 days notice of the Meeting at which such action is to be considered, and shall have the right to attend (along with a Friend of the Accused) and address the meeting.
- (b) A Member shall be informed of his right of appeal and the required procedures.

A21 Disbandment of an Area may occur if:

- (a) It cannot form a Committee as required by Bye-Law A3.
- (b) It fails to comply with Bye-Law A6(b).
- (c) The conduct of the Area brings discredit on the Service or the Association or fails to accord with the Objects of the Association as prescribed in the Royal Charter.
- (d) The Council so resolves for the purposes of re-organisation.

A22 On a decision being taken under A21 an Area shall, during the period before formal disbandment:

- (a) Transfer the Area Records to the Council.
- (b) Send a proved final balance sheet to the Council, or where such balance sheet is not possible, send in copies of all bank books, bank cards or UserID and passwords for electronic banking, to Central Office.
- (c) Transfer the residual Assets of the Area, including final financial balances, to the Council in accordance with Rule 10(f) together with a final Bank Statement.
- (d) Make appropriate arrangements for the laying up or safe custody of any Standard belonging to the Area, informing the Council of its disposal.
- (e) Affected Branches shall be allocated to neighbouring Areas.

BYE-LAWS FOR THE ADMINISTRATION OF BRANCHES

These Bye-Laws, being consistent with the Association Rules, are for the governance of Branches. The paragraph numbers are pre-fixed by the letter "B".

Formation of Branches

- B1. A Branch may be formed on the authority of the Council after application to it in writing (on the Commissioning Form) by the persons desirous of forming a Branch. Such persons must not be less than five in number and shall be either Full Members, Life Members or persons eligible to join as Full Members under Rule 2(a) & (b) 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. A Branch wishing to object to the formation of a Branch may do so through its Area Committee or Overseas Branch Representative.
- B3. A Branch shall be commissioned by the Council or Deputy Council Member for the relevant Area, or such person as may be nominated by the Council. The date and place of the Commissioning shall be as agreed by the Commissioning Officer and the Council, and shall be not less than 31 days after approval has been given to form the Branch.
- B4. The Commissioning Meeting shall include the following:
- (a) The carrying of a Resolution to adopt the Royal Charter, Rules and Bye-Laws of The Royal Naval Association.
 - (b) The election of a Branch Main Committee Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, and at least one other Member as prescribed in Bye-law B12.
 - (c) The supply of Membership Cards and Lapel Badges to those enrolling as members of the new Branch. Specially endorsed Membership Cards are provided for the nominated Founder Members.
- B5. The name of a new Branch shall be approved by the 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 Council.
- B6. Reports:
- (a) A copy of the Minutes of the Commissioning Meeting, confirming that the first meeting has been held and that future meetings are planned, shall be sent to the Council without delay.

(b) Within two months after the meeting the Hon. Secretary of the Branch shall forward to the Council the Branch Report Form. A Commissioning Certificate will then be prepared and issued to the Branch.

B7 A Branch which has disbanded may be re-formed by procedures similar to those in the foregoing with the word "Re-commissioning" used in place of "Commissioning". Where appropriate, Branches re-commissioned within ten years of disbandment may apply to the Council for the return of any funds of the former Branch held in the Suspense Account.

General Administration of Branches

B8 **Annual General Meeting.** Each Branch should hold an Annual General Meeting after 1st January but before 31st March in each year. The business of the Annual General Meeting shall be:

- (a) To confirm the Minutes of the previous Annual General Meeting and any Extraordinary General Meetings.
- (b) To receive the proved 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 the Officers and members of the Branch Main Committee as prescribed in Bye-Law B12.
- (e) To appoint persons to prove the accounts for the current year as prescribed by Rule 10 (h) and Bye-Law B19.
- (f) To consider such business and motions as may be placed on the Agenda by the Branch Main Committee. The Agenda is to be available to Members at least 7 days prior to the Meeting.
- (g) To consider motions from members. These shall have been notified to the Honorary Secretary at least 14 days before the meeting.

B9 **Branch Meetings.**

- (a) The Main Committee shall call such Meetings of the Branch as the Branch Members consider necessary. At least 31 days' notice shall be given to members of the calling of the Annual General Meeting.
- (b) A Special Meeting of the Branch must be convened at the request of the Council or the Area Committee, or on receipt of a written request from not less than one-fifth^{1/5} or 12 of the Branch members, whichever is less. Such a meeting shall be held not less than 21 days and not more than 31 days from the date of

receipt of the written request by the Honorary Secretary. At least 14 days notice shall be given by the Branch Honorary Secretary to the members, together with an Agenda for the meeting.

B10 Attendance and Voting at Branch Meetings.

- (a) All members of the Branch should attend Annual General and Branch Meetings.
- (b) At such meetings voting shall be as prescribed in Rule 22.

B11 Branch Main Committee.

- (a) The governance of each Branch is vested in a Branch Main Committee, the members of which are the Trustees of the Branch. 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.
- (b) The Branch officials and other members of the Main Committee may be Life Members, Full Members or Associate Members provided they have completed one year's membership of the Association. Associate Members may not serve as Chairman or Vice Chairman of the Main Committee and a majority of the Committee must be Full or Life Members.
- (c) A member who has completed one year's service may be elected to Assistant Honorary Secretary or Assistant Honorary Treasurer. These posts do not automatically have a vote on the committee.
- (d) The quorum for a Branch Main Committee which shall be maintained throughout each meeting shall be the total Membership plus one, divided by two and rounded up to the next whole number, of which the majority shall be Full Members and of which one must be the Chairman or Vice Chairman.
- (e) The Branch Main Committee should meet regularly.
- (f) The conditions in regard to disqualification set out in Rule 6 (h) shall apply to members of Branch Committees.
- (g) Branch members not elected to the committee may be permitted by the Chairman to attend Committee Meetings as Observers. They may speak if invited to do so by a specific decision of the Committee. When a confidential matter is to be discussed the Chairman may rule that it is heard in Committee. At such times all Observers will retire.

B12 Branch Main Committee Membership. Each Branch shall elect the following from its Members to form the Branch Main Committee:

- (a) A Chairman who shall conduct meetings.
- (b) A Vice-Chairman who shall act as Deputy to the Chairman.

- (c) An Honorary Secretary who, in consultation with the Chairman, shall convene all meetings. The Honorary Secretary shall communicate with other Branches, the Area, and the Council. The Honorary Secretary shall maintain and safeguard all Branch records.
- (d) An Honorary Treasurer, who shall be responsible for the proper maintenance of Branch Accounts. The Honorary Treasurer shall produce monthly and annual statements of Account on the Forms provided. The annual statement should include a report on, and a record of, Branch Assets and a Record of Custodians.
- (e) At least one other member and such other Officers as the Branch may require, being determined at an Annual General meeting.

B13 Patrons and Presidents.

- (a) A Branch Main Committee may invite distinguished persons to be Patron or Vice-Patrons of the Branch, informing the Council. They may be made honorary members but shall not be directly involved in the administration of the Branch.
- (b) **President and Vice-Presidents.** The Branch Main Committee may, subject to a vote in favour of at least $\frac{2}{3}$ of those Members present and entitled to vote at a Branch General Meeting, invite Full or Life Members to be President or Vice-Presidents of the Branch. They shall be members of the Branch Main Committee and entitled to vote at its meetings. Their appointments may be rescinded by a similar process.
- (c) **Life Vice-Presidents.** A Branch Main Committee may permit Life Members who have given long and beneficial service to the Branch, to be honoured by conferring the title Branch Life Vice-President. They shall not be members of the Main Committee unless specifically elected to be so.

B14 Delegates.

- (a) A Branch, HM Ship or Establishment may appoint any eligible Association Member as its Delegate to a Conference, Area or other meeting convened for Delegates.
- (b) Expenses for Delegates attending a Conference, Area or other meeting convened for Delegates shall be borne by the appointing Branch, HM Ship or Establishment

B15 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 are eligible for membership of such Sub-Committees. All Sub-Committees are subject to the over-riding authority of the Branch Main Committee.

B16 Local Rules. A Branch may frame Local Rules, provided that such Rules do not conflict with the Royal Charter, Rules, or Bye-Laws of the Association. Branch Local Rules are to be submitted to the Council for approval before adoption.

Annual Reports

- B17 Annual Committee Report.** The Branch Main Committee shall present a report on the activities of the Branch during the past year to the Annual General Meeting. A copy shall be available to members. A copy of the report shall be sent to the Council and to the Area Secretary or Overseas Corresponding Representative not later than 30th April each year.
- B18 Branch Return.** Not later than 30th April each year, the Branch Honorary Secretary shall send the names of the officials, elected or appointed, and the name and address of the Bank or Banks with whom the Branch Accounts are held, to the Council. A copy of this return shall be sent to the Area Secretary or Overseas Corresponding Representative.

The Branch Honorary Secretary shall ensure that all new members are added to the Association's Central Database as soon as possible after a member joins and in any event, no later than 6 weeks after the member has joined. Annually, the Branch Honorary Secretary shall check all entries on the Central Database, to ensure the database is correct and shall provide confirmation and details of any amendments, to Central Office by 30th April each year.

Finance and Accounts

B19 Branch Accounts

- (a) Branch Accounts must be proved annually. They shall be signed by the Chairman and Honorary Treasurer and, together with the signed report of proof, be presented to the Members at the Annual General Meeting of the Branch. The Accounts must be made up to 31st December. Proved shall mean Audited, independently examined or scrutinised as required by statute.
- (b) A copy of the Annual Accounts and the signed report of proof shall be issued to Members on request.
- (c) After the proved Accounts have been accepted by the Branch, copies must be sent to the Council and the Area Secretary, not later than 30th April each year.
- (d) The Annual General Meeting of the Branch shall appoint suitable persons to prove the Accounts. Their 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.

B20 Banking Accounts.

- (a) Branches must hold Bank and/or Investment, NS&I, or Building Society accounts in the name of the RNA....Branch. The Branch Main Committee shall nominate at least three members as authorised signatories for the Accounts. Any two shall be required to make payments or authorise withdrawals. One of the nominees 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 major or significant items of expenditure.

B22 Payments to The Council

- (a) The Honorary Treasurer of the Branch is responsible for the settlement of the Periodic Account with the Council and shall report such settlement to the Branch Main Committee for recording in the minutes. The total amount of the balance due shall be remitted to the Council within 28 days of the date of receipt of the Account, otherwise a fixed penalty surcharge may be applied.

Membership of Branches

B23 Application for Membership

(a) Full membership:

- i. Complete an application form as provided. This can be a hard copy or on-line.
- ii. Provide proof of service in the format provided by the Service in which he is serving or has served. This shall be in hard copy to the Branch Committee or, as a PDF document sent to Central Office for applicants joining the HQ Roll.
- iii. Membership cards will be made available for collection at the applicants preferred Branch or, direct to the address of the applicant joining the HQ Roll.
- iv. If at any time after acceptance of membership, statements made on the application form, or the supporting documents are factually false or misleading, the Branch Main Committee may recommend that the person's membership is invalid. The Council must receive such recommendation immediately and not later than 14 days after the decision. On approving the recommendation, the Council shall inform the applicant of his right to appeal as specified in Rule 17(e) and (f).
- v. On receiving an application for membership, Central Office will consult the record of expelled members, the membership of, (or an application from); an expelled person shall be invalid. A Branch General Meeting may however pass a resolution recommending that the Council permit an expelled person to re-join the Association and its Branch. The Council's decision shall be final.

- (b) **Associate membership:** Every applicant under Rule 2 (c) shall be subject to the above clauses (i) & (iii) to (v). The applicant shall also be required to express support for the objects of the Association.
- (c) A list of expelled members is maintained by the Council. If there is any doubt about an applicant's history the Branch Secretary should send his details to the Council for verification.

B24 Joining Procedure. On acceptance the member, or the Branch, should purchase the official lapel badge appropriate to the type of membership. The attention of the member shall, in particular, be drawn to Articles 3 and 4 of the Royal Charter defining the Objects of the Association, and Rule 4 specifying the rights and obligations of members.

B25 Conduct of Members.

- (a) A member may be required to attend a Complaint Tribunal, appointed by the Council, his Area Committee or his Branch Main Committee, for the purpose of considering a complaint into his conduct, and to receive an appropriate response to the outcome. Other persons may be asked to attend the Tribunal to aid the gathering of evidence. At least 7 days clear notice shall be given of such meetings.
- (b) As a consequence of (a) above, a Member who has been found to have offended against any of the provisions of the Articles, Rules or Bye-Laws may be sanctioned in a manner provided for in Rule 17
- (c) In the event of a Resolution under Rule 17, to sanction a member, a complete report is to be forwarded by the Tribunal Chairman to the Council within seven days.
- (d) If an appeal under Rule 17 is lodged with a Branch Main Committee against a decision of a Disciplinary Tribunal, the appeal together with a complete report is to be forwarded to the Council.
- (e) A member suspended or expelled shall be required to return his current membership card to the Branch Honorary Secretary.

B26 Transfer of Members between Branches.

A member has the right to transfer to another Branch if the receiving Branch is prepared to accept him. 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. The receiving Branch may levy its Branch subscription and there need be no return of Branch subscription from the Branch the member leaves.

B27 Headquarters Roll.

- (a) Shipmates, who for any reason are unable to join a Branch, may become members of the HQ Roll.
- (b) It is administered directly by the Council. The rules that apply to Branch members shall also apply to HQ Roll Members.
- (c) Membership is open to those eligible to be members of a Branch.
- (d) A member may transfer from a Branch to the Headquarters Roll.
- (e) A member may transfer from the Headquarters Roll to a Branch.

- (f) If a Branch disbands, its members may transfer to the Headquarters Roll.
- (g) A member of a Branch who is appealing against expulsion will be transferred to the HQ Roll. Such member shall not be eligible to represent the HQ Roll at Conference.
All donations and payments received by the Council from members of the Headquarters Roll shall be credited to Association Funds.

Suspension or Disbandment of Branches

B28 Suspension of Branches

- (a) A Branch may be suspended if :
 - i. It fails to make the prescribed returns or payments to the Council.
 - ii. There is a Special resolution at a meeting of the Council.
 - iii. Members of a suspended Branch may be suspended from any Area or National Office and may not participate in any RNA event, attend Conferences as a Delegate, or visit an RNA Club as determined by Council.

B29 Disbandment of Branches

- (a) A Branch may be disbanded by any of the following:
 - i. A resolution to disband carried by least two-thirds $\frac{2}{3}$ of those Full and Life Members present and entitled to vote at a Meeting of the Branch called specifically for that purpose. A copy of the minutes of such a meeting shall be notified to the Council and to the Area Secretary without delay. No Branch shall be formally disbanded until one month after such notification shall have been made.
 - ii. A resolution at a meeting of the Council following a recommendation by an Area Committee or the Overseas Representative.
 - iii. A resolution by a Conference of the Association.

B30 A Branch may be disbanded if:

- (a) It fails to form a Branch Committee or to report the membership of the committee on the prescribed Branch Annual return.
- (b) It fails to forward a copy of its proved Annual Accounts to the Council within three months of a Branch Annual General Meeting approving them.
- (c) The conduct of the Branch brings discredit on the Service or the Association or fails to accord with the Objects of the Association in the Royal Charter.
- (d) An Annual Conference or the Council decides that disbandment is in the best interests of the Association.

B31 On a decision being taken under B29 or B30 a Branch shall, during the period before formal disbandment, do the following:

- (a) Return the Commissioning Certificate and minute books to the Council.
- (f) Prepare a final proved Branch Balance Sheet and send it to the Council, or where such balance sheet is not possible, send in copies of all bank books, bank cards or UserID and passwords for electronic banking, to Central Office.
- (b) Transfer the assets including property of the Branch including final credit financial balances and copy of the statement of the closed Bank Account to the Council.
- (c) Make appropriate arrangements for the laying up of the Branch Standard in a suitable public place or place it in the safekeeping of the Council.
- (d) Shipmates may opt to be transferred to the HQ Roll or to a Branch of their choice.

B32 A Branch that is aggrieved by a decision of its Area or Area Committee may appeal through the Area to the Council. Appeals against a decision of the Area or Area Committee shall be forwarded by the Area Secretary to the Council whose decision shall be binding

Branch Relationships with Clubs

B33 Formation of a Royal Naval Association Club

A Branch or a Group of branches may apply to form a Club subject to Rule 12 and the conditions set out below:

- (a) Application shall be made on the appropriate Form obtainable from the Council.
- (b) The Club shall be registered under the appropriate Licensing Act.
- (c) Resolutions shall be passed at the inaugural meeting of the Club to:
 - i. Accept the Association's Rules for Clubs, which shall be those approved by the Council and registered with the Financial Conduct Authority, its equivalent or successor.
 - ii. Gift the assets purchased by the Club, for use in the Club or elsewhere, to the parent Branch or Group of Branches together with those financial assets that become surplus on dissolution of the Club.
 - iii. Accept the conditions laid down for the issue of a Permit to display the title and trade as a Royal Naval Association Club Limited, which may be renewed annually upon application by the parent Branch or Group of Branches.
- (d) A copy of the inaugural minute shall be lodged with the Council within one month of the meeting.

- (e) These conditions or the Rules referred to therein may change from time to time. It shall be a condition for the issue of a subsequent Permit that such changes are accepted by a General Meeting of the Club and a copy of the minute recording their acceptance is lodged with the Council.

B34 Conditions for the Issue of a Permit. To use the Association's name in the title of a club:

- (a) All members of the Club shall be members of the Association.
- (b) Each Branch running a Royal Naval Association Club shall, by 31st December each year, apply to the Council for an Annual permit on the Form provided by the Council.
- (c) The absence of a Permit for a Club to trade under the Royal Naval Association title will be reported to the FCA, which will result in the Club's registration being cancelled.
- (d) A Branch following a vote by which two-thirds $\frac{2}{3}$ of those present and entitled to vote be in favour of the motion can refuse to apply for a Permit or give the Council and the Club seven days written notice of its cancellation. The Club shall thereupon cease to trade as a Royal Naval Association Club.
- (e) The Club shall do all possible to further the Objects of the Association and shall support and encourage the work of the Area or Branch with which it is associated.
- (f) The Club Committee shall remove from office or membership of the Committee any member whom a Panel appointed by the Council deem unsuitable to hold such appointment.
- (g) A copy of the audited accounts of the club shall be forwarded to the Council each year.
- (h) The Council shall be entitled to appoint a representative to inspect all documents, accounts, and books of the club on giving seven days notice.
- (i) The Council or the appropriate Area Committee may from time to time inspect the Club.

B35 Club Rules

- (a) Proposals for changes to the Club Registered Rules shall be submitted to the Council. All Clubs shall be consulted on the proposals. Any addition or amendment shall require the assent of at least $\frac{2}{3}$ of those members present and entitled to vote at such Council meeting. If successful they will become a recommendation to the relevant regulatory authority. No rule or any subsequent amendment shall come into force until it has been approved by the Council and the relevant regulatory authority, after which the amendment will apply to all Royal Naval Association Clubs.
- (b) A Club may make such Local Rules as are considered necessary. Such Local Rules shall be consistent with the Registered Rules for Clubs. They, the reason for them, and the endorsement of the parent Branch or group of Branches shall be submitted to the Council for its approval. No Local Rule or any subsequent amendment shall

come into force until it has been approved by the Council. These rules shall be referred to as..... (Club name)Limited...Local Rule.

- (c) The Club shall abide strictly by the Registered Rules and approved Local Rules.

B36 Club Premises

- (a) It is preferable that a Branch owns the premises however a club that owns or otherwise leases premises shall assure the Branch or group of Branches of proper facilities therein for the conduct of its business.
- (b) A Branch may lease its premises or any part of them to a Royal Naval Association Club or such other suitable tenant
- (c) A formal lease agreement shall be made showing the area to be leased, the term, the rent and rent review periods and such other conditions as are appropriate.
- (d) The lease agreement will have a clause stating that the lease will be invalidated if the tenant is conducting the business in a manner that is detrimental to the reputation of the Association.
- (e) The rent to be paid by the club to a Branch shall reflect the market value but may be discounted to reflect the clubs contribution to the Aims and Objects of the Association.
- (f) When a Branch or group of Branches, being the owner or lessee of premises, at a meeting specially called for the purpose and having achieved $\frac{2}{3}$ majority of those present and entitled to vote, resolves to sell or relinquish its interest in them, it should when possible give sufficient notice to any tenant that would allow it to wind up its affairs in an orderly manner. It should be mindful that it has a duty under Charity Law to secure the maximum benefit in an unrestricted market for all assets, using the benefit solely in a manner that will further the objects of the Association.

B37 The Effect of Expulsion or Suspension from a Club. The expulsion or suspension of a member from a Royal Naval Association Club shall be reported to his Branch Committee but it shall not affect his membership of the Association or a Branch unless separate action is taken in accordance with Rule 17 and Bye-Law B25.

B38 Branch Procedures on a Club Closure

- (a) A Club cannot trade as an RNA Club without a permit renewed annually by the Council or without premises to trade in. Any of the following will initiate the closure and possible dissolution of a Club :
- i. The refusal by a Branch to recommend the issue of a Permit.
 - ii. The Council ruling that one should not be issued.
 - iii. A decision to withdraw a Permit by the Council, Branch or Group of Branches.

- iv. A decision by a Branch, Group of Branches or other Landlord to terminate the lease of premises to a Club.
 - v. A decision of the Club's Full or Life members voting in a manner prescribed for that purpose.
- (b) During the period of notice following the withdrawal of, or the refusal to renew, a permit the permitting Branch shall secure the assets it had leased to the club and shall assure that such other assets are safeguarded.
 - (c) The Committee of the Royal Naval Association Branch involved will hold a watching brief over the Club Committee's closure procedures. It is responsible for ensuring that all matters are dealt with diligently and in a reasonable time scale.
 - (d) If a Club Committee fails to close the Club in the proper manner the Branch may suspend the membership of the defaulting members under Rule 17 and appoint a Steering Committee from the Club's Full or Life Members.
 - (e) The Branch shall receive a copy of the Club's proved mid-term accounts as at the date of closure. A copy shall be forwarded to the Council.

B39 Club Dissolution - Branch Procedures

- (a) On a decision being taken by a Royal Naval Association Club to dissolve, it is the responsibility of the permitting Branch Committee to ensure that the procedures laid down in relevant legislation, the Association Rules and Club Rules are observed, and its interests and that of the Royal Naval Association protected.
- (b) A Branch is prevented by Charity law from making up from Branch assets any shortfall in the Club's ability to discharge its debts, and as such cannot be held responsible for any outstanding liabilities of the Club which exceed the value of the Club assets. Failure to follow the relevant guidelines will put the Branch Committee in breach of Charity Law which will attract comment and/or action from The Charity Commission.
- (c) Proved Accounts in respect of the dissolution of the RNA Club should be forwarded to the Council as soon as possible after completion. A Copy is to be retained by the Branch.
- (d) The Branch Committee having satisfied themselves that such of the Club assets as necessary have been applied to settle the debts of the Club, are to take the remaining assets of the Club as a credit to the RNA Branch which may be expended in pursuance of the objects of the Royal Naval Association.
- (e) If a Club committee fails to dissolve the Club in the proper manner the Branch may suspend the membership of the defaulting Members under Rule 15, and appoint a Steering Committee from Club Full and Life Members. Should a Branch or Club Committee be unable or unwilling to comply with the arrangements outlined above, the Council should be informed.

B40 Association with Non-RNA Registered Clubs

- (a) Rule 11 shall neither prohibit nor limit the normal fraternal and social relationships which may exist between Branches of the Association, 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 sub-paragraphs below.
- (b) A Branch may, with the specific approval of the 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 the Council is satisfied the following conditions are fulfilled:
- i. 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 comply.
 - ii. 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.
 - iii. The Branch must ascertain that 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.
 - iv. 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 Association.
 - v. 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 Council approval of the specific conditions of the association. Such an application should be addressed to the Council who will, after establishing all the relevant facts, submit it to the Association Management Committee. The Council Member of the Area to which the Branch belongs will be consulted by the Association Management Committee which will report its recommendations to the Council.

BYE- LAWS FOR THE ORGANISATION OF A CONFERENCE

These Bye-Laws, being consistent with the Association Rules, are for the governance of Conferences. The paragraph numbers are pre-fixed by the letter "C". Reference herein to "the Committee" shall imply "the Standing Orders Committee".

C1 Delegates to Conference

- (a) Each Branch which has complied with Rule 16(c), but subject to Rule 10(c), and has been in commission for at least three months by the date of a Conference shall be entitled to appoint one eligible Association Member as its Delegate to attend a Conference.
- (b) Each Branch, HM Ship or Establishment appointing a Delegate shall send details to the Council to arrive not less than one week before the date of Conference. Another eligible member may substitute, provided the Council is notified not less than twenty-four hours before the Conference.
- (c) The HQ Roll may appoint a Delegate to Conference.
- (d) Each HM Ship or Establishment shall be entitled to appoint its RNA Liaison Officer (or designated deputy), being a serving member of the Service, as the Delegate for the Serving Members in his ship or establishment.
- (e) Each Ship or Establishment appointing a Delegate shall send details to the Council so as to arrive not less than one week before the date of a Conference.

C2 Guests and Observers

- (a) Distinguished guests may be invited by Council to address Conference.
- (b) All Members are entitled to attend Conferences as observers subject to adequate seating being available. Corporate Members are entitled to send one representative to attend the Conference as an observer, should they so wish.
- (c) Observers from other organisations may be invited by Council to attend Conference.
- (d) Accredited members of the press and other media may be allowed by Council to attend Conference.

C3 Motions to Conference

- (a) The Council, Areas (with Motions being proposed and seconded by two of its Branches), and any Branch of the Association may put forward a motion or motions for consideration by an Annual Conference. Such motions as required shall be seconded by another Branch. Motions shall be forwarded to the Council for consideration by the Standing Orders Committee. They shall be submitted on the appropriate Form (see website) to arrive not less than sixteen weeks before the

date of the conference, subject to the exception in paragraph (b) below. A separate Form shall be used for each motion.

- (b) If, with regard to a specific Council motion the Council is of the opinion that it was not reasonably able to comply with the sixteen week time limit in paragraph (a) above, the Chairman of the SOC shall act on behalf of the SOC by providing the appropriate scrutiny for a motion moved at the Council's next meeting after the expiry of the sixteen week time limit, provided that such meeting shall have taken place not less than twelve weeks before the date of the Conference. The obligation to meet the normal time limit remains the Council's primary objective.
- (c) Amendments to motions should be submitted in writing, on the appropriate Form (see website), by the Council or by any Branch to the Council, to arrive not later than seven days before the date of Conference. This Bye-Law does not prohibit an amendment to a motion being proposed during the debate.
- (d) Motions affecting the Royal Charter shall be subject to Article 19.
- (e) Motions affecting the Rules shall be subject to Article 16
- (f) The Council shall cause to be published in the 3 circulars prior to the 16th week before Conference an invitation to Branches to submit Motions for the Conference agenda.

C4 Scrutiny. The Committee shall scrutinise motions and in doing so may:

- (a) When there is more than one motion seeking the same objective, create a composite motion, and seek the agreement of the proposers of the submitted motions to replace theirs with the merged motions.
- (b) With the Agreement of the sponsors edit a motion:
 - i. So that its presentation might be improved, or
 - ii. If it merely states a principle, to a wording that will propose a change(s) or addition(s) to an Article(s) or Rule(s) so that the motion, subject to approval by the Privy Council, might become effective following the Conference to which it was submitted.
- (c) Refer back to the sponsors a motion determined to be contrary to the objects of the Association or which is unlikely to receive the approval of the Privy Council. The reasons for referral shall be explained. A sponsor shall be permitted to withdraw a referred motion.
- (g) Declare as time barred any motion the substance of which has been before either of the two previous Annual Conferences. This shall not apply to motions moved by the Council to alter the annual rate of subscriptions, or those that will update the Charter or Rules to make them compliant with legislation.

- (h) Refer to the Council for scrutiny motions affecting the membership of the Committee, its powers, or the way it performs its duties.
- (i) All motions, including those affected by C4 (c) and not withdrawn, will be placed on a Conference agenda, they shall thereby become subject to the time bar provided by Bye-Law C4 (d)

C5 Publication of Motions

- (a) The publication of motions, or any part of them, shall be embargoed until they have been processed by the Committee. The Council shall then publish the details of the motions, together with any recommendation made by the Committee, in a Circular and issue them with the agenda by not less than 42 days before the Conference date so that they may be discussed within the Council, Areas and Branches.
- (b) The motions shall be included, in the prescribed format, in the agenda of the Conference, which shall also list those rejected motions that were not withdrawn, stating brief reasons for the rejection.
- (c) Notified amendments to motions will be scrutinised as in C4 and, together with any recommendation made by the Committee, distributed in writing to all Delegates at the beginning of Conference.

C6 Motions of Urgency. On any subject, other than changes to the Royal Charter or Rules, these motions may be submitted by the Council, or to the Council by any Branch if seconded. They shall be in writing and on the appropriate Form (see website), and shall 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. They will be scrutinised as in (C4), and the Council shall then publish the details of the motions, together with any recommendation made by the Committee, so that they may be debated by Conference.

C7 Preparation of a Conference Venue

The Council assisted by the host Branch or Area shall arrange for the Conference venue to be prepared. In doing so it shall make provision for:

- (a) A health and safety policy for the Conference venue
- (b) Adequate seating arrangements for the Delegates
- (c) A top table, with audio equipment and seating for at least: The President, Deputy President, Chairman, Vice Chairman, Treasurer, General Secretary and two guests.
- (d) A table with seating for other members of the Council
- (e) A table with seating for the Advisers and Accountant
- (f) A table with audio equipment and seating for the Committee and any assistants.
- (g) A table with seating for members of Staff and the Press
- (h) Seating with or without a table for observers from other organisations.

- (i) Place cards for all of the above
- (j) Seating for Observers
- (k) Audio and visual display equipment and seating for the operator
- (l) Two podia, linked to the audio equipment
- (m) A portable microphone
- (n) Voting papers
- (o) A PR display
- (p) Suitable arrangements for creating a record of proceedings

C8 Standing Orders for the Conduct of a Conference

- (a) The Committee shall review the Model Standing Orders and recommend to the Council such amendments that may be relevant for the proposed Conference, Special Conference, or Annual General Meeting.
- (b) The reviewed Standing Orders shall be published in a Circular and with the Conference/Meeting agenda.
- (c) The Adoption of Standing Orders or the amendment of them shall be taken before any items of general business on the Conference agenda.

C9 Travelling Expenses to and from National Conferences

- (a) Before any Conference the Honorary Secretaries of those Branches which intend to send a delegate must inform the Council of the amount of the second class most economic return fare, or the negotiated Conference fare, whichever is the lesser. These sums will be pooled and the liability will be divided among ALL Branches of the Association in the United Kingdom and Republic of Ireland.
- (b) The difference between the pool share and the fare for the delegate will be adjusted. A Branch whose delegate's fare exceeds the pool share will receive the difference from Headquarters, and a Branch whose delegate's fare is less than the pool share will be called upon to pay the difference into Headquarters.
- (c) The subsidies shall be 50% of the pool share for Branches with up to 15 members, and 25% of the pool share for Branches with 16 to 30 members. Branches with 31 or more members shall pay the full pool share. The number of members for each Branch shall be as calculated by Headquarters for the previous year.
- (d) Branches in the United Kingdom and The Republic of Ireland who do not send a delegate to Conference shall pay the relevant pooled share.

C10 Observers

- (a) 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 a conference unless invited to do so by a decision of the Conference.

- (b) Distinguished guests, observers from other organisations and accredited members of the press and publicity media may be invited to attend a Conference by the Council

C11 Raffles

Only one raffle will be permitted during Conference. The Council shall decide what purpose or fund shall benefit from the proceeds.

C12 - SCHEDULE FOR ELECTIONS and CONFERENCE MOTIONS 2018 - Example

Date	Time before Conference	Function	Rule/BL
Nov, Dec, 2017, Jan 2018	23 rd January 2018	<ul style="list-style-type: none"> Insert on the Nomination Form for election of NCM/DNCM the date for its return to CO. Publish, Nomination Form for election of NCM/DNCM in Circular, Paragraph informing readers about it and important dates for return of Form etc. Publish an invitation to Branches to submit Motions for consideration by a Conference 	6. (a) i. a 6. (a) i. a C3 (f)
16 th Feb 2018	16 weeks	<ul style="list-style-type: none"> Return of Nomination papers for NCM & DNCM elections. Deadline for receipt of Conference motions 	6. (a) i. a C3 (a)
23 rd Feb 2018	15 weeks	<ul style="list-style-type: none"> If there is more than one candidate for either position in an Area, issue election papers for that position to Branches in that Area. SOC meets 	6. (a) i. c
2 nd March 2018 i.e. Feb Circular	14 weeks	<ul style="list-style-type: none"> Publish in Circular names of nominees for NCM & DNCM, highlight Areas holding an election. Advertise deadline date for withdrawal of nomination for election to NCM or DNCM. * Advertise SOC elections and publish nomination Form 	6. (a) i. d 6. (g) iii.
9 th March	13 weeks	Deadline date for withdrawal of nomination for election to NCM or DNCM.*	6. (a) i. e
6 th April 2018	9 weeks	<ul style="list-style-type: none"> Return of NCM & DNCM election papers. * Count the election papers 	6. (a) ii. b 6. (a) iii. a
13 th April 2018	8 weeks	<ul style="list-style-type: none"> If there is a tied vote for a NCM or DNCM, issue election papers to that Area Committee Deadline for receipt of SOC nominations * 	6. (a) iii c
27 th April 2018	6 weeks	<ul style="list-style-type: none"> Deadline for publication of Conference Motions Deadline for publication of Notice stating date, time, place and agenda of a Conference 	C5 (a) Rule 16 (b)
11 th May 2018	4 weeks	Return of Area committee election papers for NCM/DNCM *	6. (a) iii c
2 nd June 2018	1 week	<ul style="list-style-type: none"> Deadline for receipt of Branch amendments to motions Deadline for receipt of Conference Delegates details 	C3 (c) C1 (b) & (e)
7 th June 2018	2 Days	Deadline for receipt of Motions of Urgency	C6
8 th June 2018	1 Day	<ul style="list-style-type: none"> SOC meeting. Prepare report on all election results and Motions AMC & FAC meetings National Council meeting 	
9 th June 2018	Conference day	<ul style="list-style-type: none"> Inform Conference of NCM and DNCM election results Conduct SOC elections 	6. (a)iv. b

Elections

SOC

Motions

* indicates info that must be on NCM/DNCM election Forms

SPECIMEN STANDING ORDERS FOR THE CONDUCT OF A CONFERENCE THAT INCLUDES AN AGM

The Standing Orders for a Conference that does not include an AGM shall have the sub-paragraphs marked with the suffix [A] removed. If a Special Conference the paragraphs and sub-paragraphs not relevant to it shall be removed. These deletions, and any other necessary changes, will be effected by the Standing Orders Committee after consulting the Council and before circulation.

In these Orders use of the suffixes [L] means this item is a Statutory Requirement, [F] means this item is Fixed in the Agenda order, and [A] means this is an AGM compliance item. The paragraph numbers are pre-fixed by the letter "S".

S1 These Standing Orders for the conduct of a National Conference of the Royal Naval Association are issued in accordance with Article 14 and Rule 18.

S2 Prior to proceeding to its business Conference shall:

- (a) Receive a public safety announcement [L][F]
- (b) Receive the Platform Party [F]
- (c) March on the National Standard (Heart of Oak) [F]
- (d) Transfer of National Standard to new Standard bearer (if required) [F]
- (e) Conduct Opening Prayers [F]
- (f) Remember those Shipmates who, since our last Conference, have 'Crossed the Bar' [F]

S3 ANNUAL CONFERENCE BUSINESS

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

- (a) To receive a welcome address from The National President [F]
- (b) Opening of the Conference by a Civic Dignitary [F]
- (c) To receive a topical address from a Guest Speaker [F]
- (d) To receive a proposal duly seconded that Standing Orders be adopted or amended as per S5 and/or to consider any amendment to Standing Orders [F]
- (e) To receive a State of the Association Address (President's Address)
- (f) President's Awards for Recruiting
- (g) To receive the report of the Standing Orders Committee on the business of the Conference and the motions to be discussed.
- (h) To receive the report of the votes cast for the election of Council Members, Deputy Council Members and to confirm the results.

- (i) Under the scrutiny of three NCMs, to announce the nominations for election of Members to the SOC and if required, to hold elections.
- (j) To receive the minutes of the previous Conference for ratification and any necessary consideration of matters arising [A]
- (k) To receive the Annual Accounts of the Association for the previous financial year, together with the Honorary Treasurer's Report on them for consideration and ratification [A]
- (l) To receive and consider the Annual Report of the Council [A]
- (m) To consider Motions of Urgency, National Council, Area and Branch Motions, and any proposed amendments to them [F]
 - i. Conference Raffle
 - ii. National President's closing Remarks [F]
 - iii. March off the National Standard (Heart of Oak) [F]

S4 **ORDER OF BUSINESS**

The Conference Chairman may recommend to a Conference a variation of the order of business as shown in the Agenda, except for those items marked [F]

S5 **AMENDMENTS TO STANDING ORDERS**

Standing Orders shall be presented to Conference by the Standing Orders Committee. They may be adopted by a majority vote of Conference Delegates on the proposal of The Council or a Delegate duly seconded, however amendments to them require the approval of at least two-thirds $\frac{2}{3}$ of those present and entitled to vote.

S6 **SUSPENSION OF STANDING ORDERS**

A motion to suspend a specific part or parts of these Standing Orders or C Bye-laws for a specific period may be proposed. If seconded the Conference chairman will study the proposal carefully and shall, if he deems it to refer to some matter of urgency or importance, put such a motion to Conference Delegates for a decision. The suspension of a Standing Order or C Bye-Law shall require two-thirds $\frac{2}{3}$ of those present and entitled to vote to be in favour. Standing Orders marked [L] cannot be suspended [L]

S7 **GENERAL PROCEDURES**

- (a) 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.
- (b) Whenever the Conference Chairman rises during a debate, any delegate speaking or offering to speak shall remain silent until given permission to speak by the Conference Chairman [L]
- (c) All speeches shall be directly relevant to the motion or amendment under discussion [L]
- (d) 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.

- (e) A delegate, at any time, may move either:
 - i. "That the Conference proceeds to the next business". If seconded, and if the Conference Chairman considers sufficient debate has taken place, this motion shall be put without further discussion and if carried, the motion or amendment under discussion shall be considered dropped; or
 - ii. "That the question be now put". If seconded and the Conference Chairman considers sufficient debate has taken place the question shall be put without further discussion and the motion or amendment shall be decided.
- (f) The motions in (e) above shall not be moved or seconded by a delegate who has spoken in the debate [L]
- (g) 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. [L]

S8 PROCEDURES FOR DISCUSSION OF MOTIONS

- (a) The Chairman of the Conference shall introduce each motion and call for the relevant Delegates to propose and second "the motion as printed on the agenda". It is only after this formality that the subject may be debated. The proposer shall be the first to speak [L]
- (b) A motion from a Branch shall be proposed and seconded by Delegates present. A motion from the Council shall be proposed and seconded by Council Members present.
- (c) A motion may not be withdrawn after it has been seconded without 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.
- (d) An amendment shall not be put to Conference for discussion until it has been seconded [L]
- (e) When an amendment to a motion is moved and seconded, no further amendment to the motion shall be moved until it (the amendment) is disposed of, although it will be in order for an amendment to the amendment then under discussion to be moved and, if seconded, discussed. No Delegate shall propose or second more than one amendment to any one motion.
- (f) A vote on the substantive motion shall not take place until all amendments have been voted on. (L)
- (g) An amendment replaces the motion as the subject of debate until it is decided. If it is defeated the debate returns to the original motion; if it is approved the amended

motion will become the substantive motion and put to a further vote; it may be subjected to further amendment.

- (h) 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 a vote, or before the final motion is put to a vote.
- (i) Should a motion or motions not be debated because of shortage of time, the Conference Chairman may determine if it is the will of Conference to vote on any such motions without debate. Any motions not dealt with in this way will be placed on the agenda for the next regular Conference. They may also be considered by the Council for possible interim action.

S9 VOTING

- (a) Shall be as prescribed in Rule 22 [L]
- (b) Each Delegate shall be entitled to one vote at each division [L]
- (c) Voting shall normally be by showing a hand and need not be counted if the Conference Chairman rules that there is an overwhelming vote “for” or “against”. However, any Delegate may ask that the votes shall be counted and such action shall then be taken.
- (d) It is permissible to abstain from voting. Delegates should be aware that an abstention does not indemnify the abstainer from any penalty caused by an unsound decision. In weighted votes an abstention will have the same effect as a vote against the proposal.
- (e) The Scrutineers shall record those votes cast “for” and “against” and the number “abstaining”.
- (f) If there are two or more conflicting proposals on the same subject (e.g. “Where to hold an Annual Conference” but not one that will create or amend an Article or Rule) and none can achieve a $\frac{2}{3}$ vote in favour, the simple majority voting system may be used; the Conference Chairman shall have a casting vote.

S10 DUTIES OF THE STANDING ORDERS COMMITTEE AT CONFERENCE

- (a) To provide advice to the Conference Chairman on procedural matters pertaining to the Conference business.
- (b) To organise and control entry to the Conference
- (c) To monitor the distribution and collection of ballot papers.
- (d) To be the scrutineers for the counting of ballots or votes, except those for the election of the Committee for which the Council will appoint three of its members.

- (e) To scrutinise and announce the result of election of NCMs and DNCMs.
- (f) To provide, through its Chairman, advice to the Conference Chairman on procedural matters pertaining to the Conference business

S11 NATIONAL COUNCIL MEMBERS

Members of the Council may:

- (a) Attend Conferences and speak with the permission of the Conference Chairman.
- (b) Propose or second a Council motion to Conference
- (c) Not be a Delegate to, or vote at, a Conference.

S12 DISORDER

Any person disregarding the ruling of the Conference Chairman may be suspended for the remainder of the Conference upon the ruling of the Chairman or on the motion of two Delegates put without debate and carried. His conduct may be reported to his Branch [L]

S13 CHAIRMAN, RULING AUTHORITY

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

Record of Changes

Register					
Amendments – Additions - Deletions					
Article/Rule/Bye-Law		Approved by	Date	Privy Council	Date
All		Conference	14 th June 14	Privy Council	2014
Rule	7 (c)	Conference	18 Sept 2015	Privy Council	18/9/15
Rule	7 (h)	Conference	20 th June 15	Privy Council	18/9/15
Rule	9 (0)	Conference	20 th June 15	Privy Council	18/9/15
Rule	10 (b)	Conference	20 th June 15	Privy Council	18/9/15
Rule	12 (d)	Conference	20 th June 15	Privy Council	18/9/15
Rule	15	Conference	20 th June 15	Privy Council	18/9/15
Rule	15 (a)	Conference	20 th June 15	Privy Council	18/9/15
Rule	15 (b)	Conference	20 th June 15	Privy Council	18/9/15
Rule	15 (c)	Conference	20 th June 15	Privy Council	18/9/15
Rule	15 (d)	Conference	20 th June 15	Privy Council	18/9/15
Rule	15 (e)	Conference	20 th June 15	Privy Council	18/9/15
Rule	5 (f)	Conference	20 th June 15	Privy Council	18/9/15
Rule	20 (d)	Conference	20 th June 15	Privy Council	18/9/15
Bye-Law	6 (f) i	National Council	5 th Sept 15	N/A	
Bye-Law	6 (g) i	National Council	5 th Sept 15	N/A	
Bye-Law	B22 (a)	National Council	5 th Sept 15	N/A	
Bye-Law	1 (f) v	National Council	5 th Dec 15	N/A	
Bye-Law	4	National Council	5 th Dec 15	N/A	
Bye-Law	4 (a)	National Council	5 th Dec 15	N/A	
Bye-Law	4 (b)	National Council	5 th Dec 15	N/A	
Bye-Law	B12	National Council	5 th Dec 15	N/A	
Bye-Law	B22 (a)	National Council	5 th Dec 15	N/A	
Bye-Law	C3 (a)	National Council	5 th Dec 15	N/A	
Bye-Law	C3 (b)	National Council	5 th Dec 15	N/A	
Bye-Law	C4 (d)	National Council	5 th Dec 15	N/A	
Bye-Law	C4 (f)	National Council	5 th Dec 15	N/A	
Bye-Law	C8 (a)	National Council	5 th Dec 15	N/A	
Spec SO	S1	National Council	12th Mar 16	N/A	
Spec SO	S3 (h)	National Council	12th Mar 16	N/A	
Spec SO	S3 (i)	National Council	12th Mar 16	N/A	
Spec SO	S3 i to L	National Council	12th Mar 16	N/A	
Spec SO	S5	National Council	12th Mar 16	N/A	
Spec SO	S6	National Council	12th Mar 16	N/A	
Spec SO	S8 (b)	National Council	12th Mar 16	N/A	
Spec SO	S8 (f)	National Council	12th Mar 16	N/A	
Spec SO	S8 e - f	National Council	12th Mar 16	N/A	
Spec SO	S10 (e)	National Council	12th Mar 16	N/A	
Spec SO	S10 e - f	National Council	12th Mar 16	N/A	
Bye-Law	C1 (a)	National Council	10 th June 16	N/A	

Bye-Law	C1 (d)	National Council	10 th June 16	N/A	
Bye-Law	C1 (b)	National Council	10 th June 16	N/A	
Bye-Law	C1 (e)	National Council	10 th June 16	N/A	
Bye-Law	6 (a) iii c	National Council	10 th June 16	N/A	
Rule	5(a)	Conference	11 th June 16	Privy Council	6/4/17
Rule	6(h)	Conference	11 th June 16	Privy Council	6/4/17
Rule	7	Conference	11 th June 16	Privy Council	6/4/17
Rule	7(i)	PC Latitude	6 th April 17	Privy Council	6/4/17
Rule	6(i)	PC Latitude	6 th April 17	Privy Council	6/4/17
Spec SO	S9(f)	National Council	11 th March 17	N/A	
Bye-Law	B23	National Council	10 th Dec 16	N/A	
Rule	20(b)	Conference	3 rd June 17	Privy Council	21/09/17
Rule	4 (d)	Conference	3 rd June 17	Privy Council	21/09/17
Bye-Law	B14	National Council	2 nd June 17	N/A	
Bye-Law	C1(b)	National Council	2 nd June 17	N/A	
Rule	10(c)	Conference	3 rd June 17	Privy Council	21/09/17
Bye-Law	A 6 (d)	National Council	11 th Mar 18	N/A	
Bye-Law	A 6 (e)	National Council	11 th Mar 18	N/A	
Bye-Law	A6 (g)	National Council	11 th Mar 18	N/A	
Bye-Law	A 14	National Council	11 th Mar 18	N/A	
Bye-Law	A 10 (b)	National Council	11 th Mar 18	N/A	
Bye-Law	A10 (f)	National Council	11 th Mar 18	N/A	
Bye-Law	A21 (b)	National Council	11 th Mar 18	N/A	
Bye-Law	B19 (a)	National Council	11 th Mar 18	N/A	
Bye-Law	B19 (c)	National Council	11 th Mar 18	N/A	
Bye-Law	B20 (a)	National Council	11 th Mar 18	N/A	
Article	2	Conference	9 June 18	Privy Council	12/12/18
Rule	2(a)	Conference	9 June 18	Privy Council	12/12/18
Rule	11	Conference	9 June 18	Privy Council	12/12/18
Rule	13	Conference	9 June 18	Privy Council	12/12/18
Byelaw	C 3 (f)	National Council	8 Sept 18	N/A	
Byelaw	6. (a) i. d.	National Council	8 Sept 18	N/A	
Byelaw	6. (g) iv.	National Council	8 Sept 18	N/A	
Byelaw	6. (g) v.	National Council	8 Sept 18	N/A	
Byelaw	C 4 (f)	National Council	8 Sept 18	N/A	
Byelaw	C (12)	National Council	8 Sept 18	N/A	
Byelaw	6. (a)l c&d	National Council	8 Sept 18	N/A	
Byelaw	2(d) new para vi	National Council	8 Dec 18	N/A	
Rule	17. (b)	National Council	7 Jun 19	N/A	
Byelaw	6. (d) (i)	National Council	7 Jun 19	N/A	
Byelaw	6. (f) (i)	National Council	7 Jun 19	N/A	
Byelaw	A22	National Council	7 Jun 19	N/A	
Byelaw	A22 (b)	National Council	7 Jun 19	N/A	
Byelaw	B17	National Council	7 Jun 19	N/A	
Byelaw	B18	National Council	7 Jun 19	N/A	

Byelaw	B19 (c)	National Council	7 Jun 19	N/A	
Byelaw	B23 (a) (iv)	National Council	7 Jun 19	N/A	
Byelaw	B25 (b)	National Council	7 Jun 19	N/A	
Byelaw	B25 (c)	National Council	7 Jun 19	N/A	
Byelaw	B25 (d)	National Council	7 Jun 19	N/A	
Byelaw	B31 (f)	National Council	7 Jun 19	N/A	
Byelaw	B33	National Council	7 Jun 19	N/A	
Byelaw	B37	National Council	7 Jun 19	N/A	
Byelaw	B38 (d)	National Council	7 Jun 19	N/A	
Byelaw	C2 (b)	National Council	7 Jun 19	N/A	
Byelaw	10	National Council	7 Sep 20	N/A	
Byelaw	2 (c)	National Council	5 Mar 21	N/A	
Byelaw	1 (e)	National Council	4 Jun 21	N/A	
Byelaw	2 (c) (i)	National Council	4 Jun 21	N/A	
Byelaw	6 (j) (iii)	National Council	4 Jun 21	N/A	
Byelaw	9 (c)	National Council	4 Jun 21	N/A	
Byelaw	A4 (c)	National Council	4 Jun 21	N/A	
Byelaw	A4 (d)	National Council	4 Jun 21	N/A	
Byelaw	A14	National Council	4 Jun 21	N/A	
Byelaw	A20	National Council	4 Jun 21	N/A	
Byelaw	B12 (c)	National Council	4 Jun 21	N/A	
Byelaw	B12 (d)	National Council	4 Jun 21	N/A	
Byelaw	B19	National Council	4 Jun 21	N/A	
Byelaw	B21	National Council	4 Jun 21	N/A	
Byelaw	B22 (b)	National Council	4 Jun 21	N/A	
Byelaw	B22 (c)	National Council	4 Jun 21	N/A	
Byelaw	B23 (b)	National Council	4 Jun 21	N/A	
Byelaw	B26	National Council	4 Jun 21	N/A	
Byelaw	B27 (g)	National Council	4 Jun 21	N/A	
Byelaw	B30 (b)	National Council	4 Jun 21	N/A	
Byelaw	B35 (a)	National Council	4 Jun 21	N/A	
Byelaw	1 (f)	National Council	3 Sep 21	N/A	
Byelaw	B18	National Council	3 Sep 21	N/A	
Byelaw	B1	National Council	3 Mar 23	N/A	
Byelaw	B6 (k)	National Council	3 Mar 23	N/A	