

The Association of Royal Navy Officers  
Constitution & Byelaws  
(Approved at the Annual General Meeting held on 10<sup>th</sup> May 2014)

**Constitution**

1. Name  
The name of the Association is 'The Association of Royal Navy Officers' (ARNO).

2. Objects  
ARNO is a membership organization for serving and retired officers of the RN, RM, QARNNS, WRNS, their respective Reserves and dependants. The membership organization has, primarily, social aims and provides opportunities for officers to meet and keep in contact with each other. It also helps and advises them, their widows and dependants on a wide variety of subjects, services and benefits. ARNO also works alongside the ARNO Charitable Trust, a scheme approved by the Charity Commissioners, which provides financial assistance to officers and former officers of the Royal Navy, Royal Marines, Queen Alexandra's Royal Naval Nursing Service, former officers of the Woman's Royal Naval Service, their respective Reserves, spouses, former spouses and dependants.

3. Governance  
The Association is governed by the Council, which is accountable to the membership. The Council is comprised as set out at paragraph 5 below and exercises its responsibilities in accordance with the Constitution and Bye Laws.
4. Membership  
The Association shall consist of the following categories of members;

**4.1 Service Members**

The following persons shall be eligible to be admitted by the Council as Service Members of the Association: Serving and retired Commissioned Officers of the Royal Navy, the Royal Marines, Queen Alexandra's Royal Naval Nursing Service, the former Women's Royal Naval Service, and their respective Reserves.

**4.2 Honorary Members**

The widows, widowers or other persons who at 6th June 2009, being the date on which the Constitution was amended for this purpose, had become or been admitted as Honorary Members.

**4.3 Associate Members**

4.3.1 The Council may admit any person who is not eligible to be admitted as a Service Member but who desires to express his or her sympathy with its objects as an Associate Member of the Association upon payment of the annual subscription.

4.3.2 Except in the case of those Honorary Members who are the widows or widowers of former Service Members, admission to membership shall be at the complete discretion of the Council, which shall not be obliged to give any reason or explanation for its decision.

**4.4 Affiliate Members**

The widow or widower of a person who is a Service Member at the time of his or her death or who is a non-member but has died whilst serving shall be eligible to apply for and be admitted to Affiliate Membership upon payment of the annual subscription.

**4.5 Voting**

Only Service Members shall be entitled to vote on issues which affect the Association.

**4.6 Social and Other Services and Benefits**

All categories of membership shall be entitled to take part in all activities and to enjoy all benefits and privileges of the Association, except as the Council may in its sole discretion determine upon announcing any particular activity, benefit or privilege.

#### **4.7 Subscriptions**

Service Members, Associate Members, Honorary Members and Affiliate shall pay an annual subscription to the Association at such a rate as the Council shall determine from time to time and record in the Association's Year Book. Life Membership is available to Service Members only, at a one-off rate to be determined by the Council.

### **5. The Council, Officers and Officials of the Association**

#### **5.1 The President**

A serving or retired Flag Officer, being a Service Member of the Association, shall be invited by the Council to be President of the Association and be a voting member of the Council. The President shall be elected for a period of five years. At the termination of this period of office, he or she will be eligible for immediate re-election.

#### **5.2 Vice Presidents**

A Vice President may be nominated by the Council at their discretion. They should be Service Members of the Association.

#### **5.3 Chairman**

The Chairman shall be elected by the Council for a period of one year and during the period of his or her Chairmanship shall not be subject to retirement. At the termination of his or her period of office, he or she shall revert to the position of an ordinary member of the Council, and as such will be eligible for immediate re-election to the office of Chairman.

#### **5.4 Deputy Chairman**

The Deputy Chairman shall also be elected by the Council for a period of one year. At the termination of his or her period of office, he or she will revert to be the position of ordinary member of the Council and as such will be eligible for immediate re-election to the office of Deputy Chairman.

#### **5.5 Council Members**

5.5.1 The Governing body of the Association shall be a Council consisting of the Chairman, Deputy Chairman and no more than thirteen other Service Members of the Association. Ex-officio members of the Council may not be included in the above numbers. They may, however, act in an advisory capacity.

5.5.2 A quorum of the Council shall consist of five voting Members.

5.5.3 Matters brought before the Council shall be decided by a simple majority, the Chairman having, when necessary, an additional casting vote.

5.5.4 The Council shall meet four times a year and at such other times as may be necessary.

5.5.5 The Council may fill vacancies occurring in it by co-option, the names of members so co-opted being subject to confirmation by the next Annual General Meeting. The number of the Council shall at no time be allowed to fall below twelve, including the Chairman and Deputy Chairman.

5.5.6 The Council may appoint at any time and from time to time, any member or person who is not a member of the Association, to act as an ex-officio member of the Council in an advisory capacity. Any person so appointed shall retire at the next Annual General Meeting, but is eligible for re-election on the advice of the Council.

5.5.7 Members of the Council will serve for a period of three years and shall resign at the third Annual General Meeting following their appointment. They shall be eligible for re-election in respect of each of the two further consecutive periods of three years. Thereafter no such member of the Council shall be eligible for re-election except after a period of three years has elapsed since completing the maximum continuous period permitted. A person eligible to be nominated for election shall be a Service Member, a voting member of the Association of Royal Navy Officers or any other person who has relevant skills and experience. Voting members of the Royal Naval Benevolence Society for Officers elected as Council Members shall have voting rights at general meetings of the Association as if they were Members of the Association. Council members shall normally retire on attaining the age of seventy years.

5.5.8 Vacancies on the Council shall be filled at each Annual General Meeting by the votes of Service Members present.

5.5.9 Service Members willing to serve on the Council must be proposed by the Council, or proposed by one Service Member and seconded by two others. The names of such Service Members shall be given in writing to the Secretary by 1st February each year, with the names of each proposer and seconder.

5.5.10 The names of candidates for election or re-election to the Council shall be stated in the agenda convening the Annual General Meeting.

6. Secretariat  
The Council shall appoint such staff as they consider necessary for the proper administration of the Association, which shall include a Director, RN Officer's Benevolence Centre and Membership Manager, whose duties shall be defined in contracts.
7. Finance
  - 7.1 The funds of the Association shall be derived from the subscriptions, as well as donations, legacies, trading profits, commissions, and any securities acquired by the Association.
  - 7.2 The Council shall prepare annual audited Accounts and lay them before Members at each Annual General Meeting. The Auditors shall be elected at each Annual General Meeting.
  - 7.3 The Council shall lay down the rules for the signing of cheques.
  - 7.4 The Council shall have power to:
    - 7.4.1 Approve expenditure from the General Fund.
    - 7.4.2 Direct the investment of any surplus funds as they may deem advisable.
8. General Meetings
  - 8.1 An Annual General Meeting of the Association shall be held as soon after 1st May in every calendar year as may prove practicable.
  - 8.2 The Council may at any time, by resolution, call an Extraordinary General Meeting.
  - 8.3 Should 30 members indicate to the Secretary by letter that they consider any particular matter of sufficient importance to warrant an Extraordinary General Meeting, the Secretary shall call one for a date not later than three months from receipt of their letter. The terms of the resolution, with the names of the proposer and seconder, must be given in writing to the Secretary no later than one month before the date fixed for the meeting.
  - 8.4 Notice of the date, time and place of a General Meeting, with agenda, shall be issued to members at least two weeks beforehand.
  - 8.5 No subject shall be discussed at a General Meeting of which the members shall not have had notice.
  - 8.6 Any Service Member wishing to bring a matter before a General Meeting shall propose a resolution, which must be seconded by another Service Member. The terms of the resolution, with the names of the proposer and seconder, must be given in writing to the Secretary not later than 1st February immediately preceding the Annual General Meeting for that year.
  - 8.7 A quorum at General Meetings shall consist of twenty Service Members present in person. No proxy voting is permitted.
  - 8.8 General Meetings shall be chaired by the Chairman, Deputy Chairman or in their absence by any other member of the Council.
  - 8.9 Resolutions brought before a General Meeting shall be decided by a simple majority of Service Members present. The Chairman of the meeting shall have, if necessary, an additional casting vote. For changes to the Constitution, a two thirds majority shall be necessary. In the event of an issue arising which indicates a serious divergence of opinion, this shall, at the discretion of the President and Chairman, be referred to all Service Members and a postal vote of these will be held. No proxy votes will be allowed.
9. Bye Laws  
The Council shall have power to make bye-laws and to amend them, providing they are not inconsistent with the Constitution. Any such action taken shall be promulgated at the next opportunity and reported to the next General Meeting.
10. Indemnity  
The members of the Council, Officers, Honorary Officers and Staff for the time being of the Association acting in relation to any of the affairs of the Association, and everyone of them and everyone of their heirs, executors or administrators shall be indemnified and secured harmless out of the asset of the Association from and against all actions, costs, charges, losses, damages and expenses which they, or any of them or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concur in or omitted in or about the execution of their duties, in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own dishonesty or wilful neglect or default, respectively, and none of them shall be answerable for the acts, receipts, neglects, defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any

monies or effects belonging to the Association shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any monies of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except to the extent that the same shall happen by or through their own dishonesty, or wilful neglect or default respectively. The Council shall have power to insure against any liability of the Association under this indemnity.

11. Winding-up the Association

If upon winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other association or associations, fund or funds, having objects similar to the objects of the Association as may be determined by resolution of the Association at a General Meeting (notice of which shall be given only to Service Members) or failing this to the ARNO Charitable Trust.

12. Notices

Notice shall be validly served on a member by sending it to him or her at their last known address, as notified to the Secretary. If sent by first class post, a notice shall be deemed served on the next day postal deliveries are made. Members whose addresses are outside the United Kingdom shall be entitled to receive notices, but such notices shall be deemed to have been served upon them as if sent to them in the United Kingdom by first class post.

Bye-Laws

(Approved at the Annual General Meeting held on 2nd June 2007)

1. Non-Payment of Subscriptions.

1.1 A member who is in arrears with his or her subscriptions for more than 12 months shall not be entitled to the benefits of the Association except at the discretion of the Council.

1.2 A member who is in arrears with his or her subscription for two consecutive years shall be deemed to have withdrawn from the Association, and his or her name shall be removed from the list of members.

2. Retirement and Expulsion of Members.

In addition to the condition laid down in Bye-Law 1.2, membership of the Association in any capacity shall cease if:

2.1 The member resigns by notice in writing to the Secretary; or

2.2 At a meeting of the Council of which the member shall have had 21 clear days' notice, and at which he or she shall have an opportunity of being heard, the Council shall pass a resolution that it is undesirable that he or she shall remain a member of the Association.

3. Disqualification of Members of the Council.

A member of the Council shall vacate office if:

3.1 He or she resigns from the Council by notice in writing to the Chairman or Secretary; or

3.2 At a General Meeting of the Association a resolution set out in the notice convening the general meeting is passed by a 2/3rds majority removing him or her from the Council.

3.3 He or she ceases to be a member of the Association; or

3.4 He or she is not re-elected at the AGM.