



At the Court at Buckingham Palace

THE 9th DAY OF JULY 2025

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

His Majesty has allowed amendments to the Charter of The Royal Highland and Agricultural Society of Scotland as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE CHARTER OF THE ROYAL HIGHLAND AND
AGRICULTURAL SOCIETY OF SCOTLAND

1. In Articles 1 to 6 **delete** “the Society” and/or “The Society” and **substitute** “RHASS” wherever it occurs.
2. In Article 3:
 - (a) **reletter** paragraphs (i) to (v) as (a) to (e);
 - (b) **renumber** sub-paragraphs (a) to (g) as (i) to (vii);
 - (c) **delete** “Directors” and **substitute** “Trustees” wherever it occurs;
 - (d) in paragraph (a) as relettered **delete** “Board of Directors of the Society” and **substitute** “RHASS Council of Trustees”;
 - (e) in sub-paragraph (c)(vii) as relettered **delete** “likely to conduce” and **substitute** “conductive”;

- (f) in paragraph (d) as relettered **delete** “likely to conduce” and **substitute** “conducive”;
- (g) in paragraph (e) as relettered:
 - (i) after “to act as” **insert** “trustees”;
 - (ii) after “or to nominate” **insert** “trustees”.
- 3. In Articles 4 and 6 **delete** “the Directors” and **substitute** “Trustees” wherever it occurs.
- 4. In Article 4:
 - (a) after “as now” **delete** “of new”;
 - (b) after “one or more” **delete** “Directors” and **insert** “of the Trustees”.
- 5. In Article 5 **delete** “6A” and **substitute** “7”.
- 6. In Article 6 **delete** “bye” and **substitute** “Bye”.
- 7. **Renumber** Articles 6A to 18 as 7 to 22.
- 8. In Articles 7, 13 to 15, 17 to 22 as renumbered **delete** “the Society” and/or “The Society” and **substitute** “RHASS” wherever it occurs.
- 9. In Article 7 as renumbered:
 - (a) **delete** “15” and **substitute** “17”;
 - (b) **delete** “bye” and **substitute** “Bye”;
 - (c) after “establishing” **insert** “and/or removing”;
 - (d) **reletter** sub-paragraphs (i) and (ii) as (a) and (b).
- 10. **Delete** Articles 8 to 12 as renumbered and **substitute**:
 - “8. RHASS shall hold a Stated General Meeting in each year to be known as the Annual General Meeting, on such date, not later than fifteen months after the date of the last Annual General Meeting, as may be fixed by the Trustees from time to time:
 - (a) which Meeting shall be made known by advertisement in such newspaper or other appropriate publication or publications circulating in Scotland, or by notification via such electronic or internet-based communication, as the Trustees in either case may from time to time determine, at least ten days before such Meeting;

- (b) it shall be in the power of the Trustees to call occasional General Meetings, previous intimation of such General Meeting and the purpose thereof being made by advertisement, in like manner as above prescribed for the calling of the Annual General Meeting at least ten days before such Meeting;
 - (c) the Trustees shall be required, on the requisition of not less than five per cent. of the Members of RHASS having at the date of deposit of the requisition a right to vote at General Meetings of RHASS, forthwith to proceed duly to convene a General Meeting; declaring that
 - (i) the requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the chief office of RHASS;
 - (ii) if the Trustees do not within twenty-one days from the date of deposit of the requisition proceed duly to convene a Meeting, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a Meeting, but any Meeting so convened shall not be held after the expiration of three months from the said date;
 - (iii) the Meeting so convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which General Meetings are to be convened by the Trustees; and
 - (iv) any reasonable expenses incurred by the requisitionists by reason of the failure by the Trustees duly to convene a Meeting being repaid to them by RHASS.
 - (d) at any General Meeting of RHASS, the Chair, or, in their absence the Vice Chair or in the absence of both, the Honorary Secretary (in whose absence, a member of the RHASS Council of Trustees that is present) shall act as Chair; and
 - (e) subject to Article 21 below, all questions before General Meetings shall be decided by a majority of votes of the Members present. In case of an equality, the Chair shall have a deliberative vote and also a casting vote.
9. At the Annual General Meeting, RHASS shall appoint from the Ordinary and Honorary Members up to fourteen Trustees who shall be selected because of their requisite skills which are deemed necessary for the running of RHASS and shall be elected in accordance with the Bye-Laws. The Trustees shall have power to appoint suitable persons to fill casual vacancies occurring in the course of the year. RHASS shall also at the said Annual General Meeting appoint an Auditor of the funds and accounts of RHASS. The said Trustees appointed at each Annual General Meeting shall assume office on a date to be decided at a meeting of the RHASS Council of Trustees.

10. The Trustees shall form the RHASS Council of Trustees and shall manage and direct the ordinary business of RHASS in all matters, in compliance with the constitution and Bye-Laws of RHASS. Where any applicable law provides at any time for persons having general management and control of a charitable body to have the legal responsibilities of charity trustees, such responsibilities shall in the case of RHASS, rest upon the Trustees. Subject to the provisions of these Presents and the Bye-Laws, the Trustees shall regulate its proceedings as it sees fit.
 11. The Trustees shall appoint a Chief Executive, a Society Secretary and any other officers they may find necessary to employ; and the Trustees shall fix the remuneration to be paid to all of the foregoing.
 12. The Ordinary Members of RHASS shall pay upon admission to the membership of RHASS, and afterwards annually, towards the general fund of RHASS, such sum or sums as RHASS may from time to time fix and declare, by any regulation or Bye-Law, in manner hereinafter specified; with power to the said Members to purchase a Term or Life Subscription, in substitute for an annual contribution, at such rates as RHASS shall from time to time authorise and appoint. The Honorary Members shall not be subject to any annual contribution or other payment. It shall be in the power of the Trustees to remove any Member from the membership of RHASS for any cause which shall appear to a meeting of the Trustees to require that proceeding, after giving such Member an opportunity of being heard by the Trustees; and all such persons shall thereupon cease to be Members, or to have any right or interest in RHASS or its concerns accordingly.”.
11. In Articles 13 to 15 and 18 as renumbered *delete* “Directors” and *substitute* “Trustees” wherever it occurs.
 12. In Article 15 as renumbered:
 - (a) *delete* “30th November in each year and shall cause such account to be audited by a registered auditor” and *substitute* “a date as the Bye-Laws will prescribe and such account shall be audited by an auditor.”;
 - (b) after “the audited accounts for” *insert* “the end of”;
 - (c) *delete* “ended 30th November”.
 13. *Delete* Article 16 as renumbered and *substitute*:
 - “16. The Trustees may delegate such powers as are necessary to implement any decision, policy or strategy approved by the Trustees upon such terms and to such an extent that the Trustees consider necessary and in the best interest of RHASS, to such individual(s), Group, Board or Committee consisting of one or more Members and (if thought fit) one or more other persons that may bring key skills necessary for the running of that delegated Group, Board or Committee.

The Trustees may from time to time revoke, withdraw or vary all or any of such delegation. Without prejudice to the powers above confirmed and conferred, any Group, Board or Committee appointed by the Trustees is authorised to grant after examination diplomas and certificates, or either of these, in all or any of the arts and sciences connected with Agriculture, including arboriculture, forestry, horticulture, dairying, aquaculture, rural crafts, and all allied or kindred arts and industries, to do all or any of the matters and things and exercise all or any of the powers aforesaid, either alone or jointly with any other body whether corporate or not, and particularly, but without prejudice to the said generality to grant all or any of such diplomas and certificates either in the form of diplomas or certificates as the case may be, by and in name of RHASS alone, or in the form of joint diplomas or certificates, as the case may be, by RHASS and by any other body or bodies whether corporate or not.”.

14. In Article 17 as renumbered:
 - (a) *delete* “bye-laws” and *substitute* “Bye-Laws” wherever it occurs;
 - (b) *delete* “Board of Directors” and *substitute* “RHASS Council of Trustees”;
 - (c) *delete* “noways” and *substitute* “not”;
 - (d) *delete* “Presents” and *substitute* “presents”.
15. In Article 18 as renumbered :
 - (a) after “an auditor from” *delete* “his” and *substitute* “their”;
 - (b) after “or partner of” *delete* “his” and *substitute* “theirs”;
 - (c) *delete* “of any body corporate”.
16. In Article 19 as renumbered:
 - (a) *delete* “Director” and *substitute* “Trustee” wherever it occurs;
 - (b) after “unless the same happen from” *delete* “his” and *substitute* “their”;
 - (c) after “an auditor from” *delete* “his” and *substitute* “their”;
 - (d) after “or employee of” *delete* “his” and *substitute* “theirs”.
17. In Article 21 as renumbered *delete* “Council and” and *substitute* “Trustees and where required”.
18. In Article 22 as renumbered:
 - (a) *delete* “18” and *substitute* “22”;

- (b) *delete* “which is on” and *substitute* “entered in”;
- (c) *delete* “Her Majesty’s” and *substitute* “HM”.