



At the Council Chamber, Whitehall

THE 9th DAY OF JULY 2025

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the revised Bye-laws of the Royal Highland and Agricultural Society of Scotland as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

REVISED BYE-LAWS OF THE ROYAL HIGHLAND AND AGRICULTURAL SOCIETY OF SCOTLAND

MEMBERSHIP

1. RHASS shall, from time to time, at a General Meeting fix the sums to be paid by Ordinary Members upon admission to the membership of RHASS and annually whether by way of subscription or relative redemption payments and may vary such payments as it sees fit. For the avoidance of doubt, the sums last fixed by RHASS at a General Meeting shall continue to be the applicable sums due until such time as RHASS, at a General Meeting, fixes an alternative sum or sums.
2. Subscriptions from Annual Members shall become due on 1st January each year. Any Members who have not paid their subscriptions by 31st December following shall be considered to have resigned their membership and their names will be removed from the List of current Members without further notification. Accreditation for the Royal Highland Show will not be provided to Annual Members whose subscriptions have not been received prior to the deadline set ahead of the Royal Highland Show ("the Show"), nor to Life or Term members whose subscriptions are in arrears prior to that same deadline.
3. The election of Ordinary Members of RHASS shall be by the Trustees at any duly constituted meeting of the RHASS Council of Trustees ("the Trustees"). The names of all candidates for admission as Members shall be lodged with the Society Secretary and intimated to the Trustees at the meeting; and such persons whose names shall have

been so lodged, as shall be approved of by a majority of the Trustees present and voting, shall be declared to be duly elected. Honorary Members shall be elected only at General Meetings of RHASS after they have been previously approved by a majority of the Trustees, and such Honorary Members shall not be declared duly elected unless a majority of the Members present and voting at the General Meeting at which they are proposed shall have voted for them.

4. Any Member may be removed from the membership of RHASS by a resolution of two thirds of a quorate meeting of the Trustees stating that, it is in the best interests of RHASS that the Member's membership is terminated due to that Member's behaviour and/or conduct not reflecting RHASS's values and/or having a detrimental impact on RHASS's reputation. A resolution to remove a Member from membership may only be passed if:
 - a) the Member has been given at least four weeks' notice in writing of the RHASS Council of Trustees meeting at which the resolution will be proposed and the reasons why it is to be proposed; and
 - b) the Member, or at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations at that meeting.
5. It shall be in the power of the Trustees to suspend ad interim from membership any Member whose expulsion is to be considered in accordance with Bye-Law 4, until the final decision of the applicable meeting is reached. Any individual who shall cease to be a Member remains liable for any arrears of membership subscriptions or other sums due by them and shall not be entitled to the return of any subscription already paid.

RHASS COUNCIL OF TRUSTEES

6. The Trustees shall be elected in accordance with the Royal Charter. The individuals holding the following roles shall be ex officio members of the RHASS Council of Trustees: (1) Chair of RHASS Council of Trustees (2) Honorary Secretary (3) Honorary Treasurer (4) Chair of RHASS RHS Board (5) Chair of Highland Centre Limited ("HCL") (6) Chair of Audit and Risk Committee. In addition, up to five RHASS Royal Highland Show Directors and no fewer than three Independent Trustees may be nominated by the Nominations Committee and appointed by the Members at the Annual General Meeting. The RHASS Royal Highland Show Directors that are appointed as Trustees and the Independent Trustees shall each hold office for a term of four years with the option to be re-elected for a second term. The Nominations Committee, in nominating the Trustees, shall not only consider for nomination Members resident in or connected with Electoral Areas that are inadequately represented, but also such other Members as in the Committees' opinion may render valuable service to RHASS. The Nominations Committee may recommend an additional term of up to four years in exceptional circumstances such as to permit a Trustee to take on a different role on Council having served two full terms in one capacity. No individual can serve as a Trustee (in any combination of roles) on the RHASS Council of Trustees for a period longer than twelve years.

7. In all Meetings of the Trustees, eight shall be a quorum and the Trustees shall have power to appoint a Chair of the RHASS Council of Trustees (“Chair”) and one of its number to act as Vice Chair of RHASS Council of Trustees (“Vice Chair”). In the case of an equality of votes, the Chair shall have a deliberative vote and also a casting vote. Except insofar as otherwise provided for, questions arising at a meeting shall be decided by a majority of votes. The Chair shall be elected by the Trustees, to hold office for a term of four years with the option to be re-elected to the office of Chair for a second term. The Vice Chair, should one be appointed, shall deputise for the Chair in their absence and when so deputising, shall have the same deliberative and casting vote as the Chair.
8. Any decision of the Trustees to sell land that forms any part of that area shown outlined in red in Appendix 2 shall require a three quarters majority of a quorate meeting of the Trustees voting in favour.
9. Where a Trustee receives remuneration for any service they undertake, the remuneration payable must be reasonable and in accordance with s.67 of the Charities and Trustee Investment (Scotland) Act 2005 and at all times in compliance with current charity law rules.

RHASS ROYAL HIGHLAND SHOW DIRECTORS

10. At the Annual General Meeting RHASS may choose up to thirty-two Ordinary RHASS Royal Highland Show Directors (“RHASS RHS Directors”) and up to twenty Extraordinary RHASS RHS Directors, both elected in accordance with the Bye-Laws, who are defined as “the RHASS Royal Highland Show Directors” and collectively, shall form the RHASS Royal Highland Show Board (or “the RHASS RHS Board”). The RHASS RHS Board is responsible for the strategic direction of the Royal Highland Show (“the Show”) within RHASS’s overall strategy, set by the Trustees. The remit of the RHASS RHS Board will be to set the dates, organise and be responsible for the Show within an agreed budget set by the Trustees.
11. The Members of RHASS resident in each of the eight electoral Areas as defined in Appendix 1 hereto shall, before an appointed date each year, elect a Member to represent such Area on the RHASS RHS Board as an Ordinary RHASS RHS Director. Regulations for this purpose shall be framed and may be amended by the Trustees. Only a Member having a place of residence in an Electoral Area shall be nominated as the Ordinary RHASS RHS Director for that Area. The Member elected to represent an Area shall vacate office upon ceasing to have a place of residence in such Area. In the event of any Area failing to appoint a RHASS RHS Director as herein provided for, the Trustees shall have power to fill the vacancy for the relevant term or the remainder of it. It shall be for the Trustees to determine whether a Member has, at any time, a place of residence in an Electoral Area. Unless and until the Trustees have made such a determination in the case of a particular Member, they shall be held to have a place of residence in an Electoral Area for as long as their name appears on the local parliamentary electoral roll.

12. Ordinary RHASS RHS Directors shall hold office for a period of four years with the option to be re-elected for a further two terms. Those elected shall assume office on a date to be decided at a meeting of the RHASS Council of Trustees under recommendation of the RHASS RHS Board.
13. At the same Annual General Meeting RHASS may also appoint, from the Ordinary and Honorary Members, up to twenty Extraordinary RHASS RHS Directors, selected because of their skills and experience. The Extraordinary RHASS RHS Directors appointed at each Annual General Meeting shall assume office on a date to be decided at a meeting of the RHASS Council of Trustees under recommendation of the RHASS RHS Board.
14. The Trustees, in nominating the Extraordinary RHASS RHS Directors, shall not only consider for nomination Members resident in or connected with Electoral Areas that are inadequately represented, but also such other Members as in the Trustees' opinion may render valuable service to RHASS. The Trustees shall not approve a RHASS RHS Director for Extraordinary appointment more than four years in succession (except for Extraordinary RHASS RHS Directors nominated as representatives of recognised Trade Associations, who may be approved for appointment, annually up to a maximum of eight years).

APPOINTMENT OF AMBASSADORS

15. RHASS shall, at the Annual General Meeting, appoint a President and up to four Vice-Presidents who shall assume office for a period of one year, on a date to be decided at a meeting of the RHASS Council of Trustees.

NOMINATIONS, APPOINTMENTS AND REMOVAL

16. Each year, the Trustees shall appoint a Nominations Committee to prepare a list of prospective nominations including (but not limited to) the roles of: Trustees, President, Vice-President(s) and RHASS RHS Directors. Such list, after approval by the Trustees, shall be submitted for election by RHASS Members at the Annual General Meeting.
17. The Trustees may also appoint from the Ordinary and Honorary Members an Honorary Treasurer and/or an Honorary Secretary, who, by virtue of their office, shall also be a Trustee of RHASS. Such Honorary Treasurer and/or Honorary Secretary, shall hold office for a period of two years with the option to be re-elected for a second term. Those elected shall assume office on a date to be decided at a meeting of the RHASS Council of Trustees.
18. A two thirds majority of a quorate meeting of the Trustees can remove a Trustee or Director on the grounds of a serious breach of confidentiality, unprofessional conduct, conduct likely to bring RHASS into disrepute or where it is determined by the majority of Trustees that the individual does not share RHASS's objectives, vision or direction.

19. In the event of a vacancy occurring by the death, retirement or removal of a Trustee, RHASS RHS Director, President, or Vice-President(s), the Trustees shall have power to appoint a suitable person in their stead. The individual thus appointed shall take the place of the Trustee, RHASS RHS Director, President or Vice-President whose vacancy they fill, and shall retire at the time that their predecessor would have done. Any Trustee who, without having been granted leave of absence, is absent from three consecutive meetings of the Trustees, shall be held to have vacated office.

RHASS COUNCIL OF TRUSTEES MEETINGS

20. The RHASS Council of Trustees shall normally meet in such months as shall have previously been determined by the Trustees and shall meet as business may require, on a requisition by eight Trustees to the Society Secretary, or on intimation by the Society Secretary or the Chief Executive.
21. If a Trustee has, directly or indirectly, a material interest in a matter to be discussed at a meeting of the RHASS Council of Trustees, they shall not be counted in the quorum as regards that matter, shall not (save with the permission of the Chair of the meeting) participate in discussion on that matter, and shall not vote on any resolution concerning it.
22. Subject to the Royal Charter and Bye Laws, Trustees participate in a meeting (or part of a meeting) of the RHASS Council of Trustees, when:
 - a) the meeting has been called and takes place in accordance with the Royal Charter and Bye-Laws; and
 - b) they can communicate to the others on the business of the meeting.
23. In determining whether Trustees are participating in a meeting of the RHASS Council of Trustees, it is irrelevant where any Trustee is or how they communicate with each other.

DECISIONS OUTWITH A RHASS COUNCIL of TRUSTEES MEETING

24. The Trustees may make a majority decision outwith a meeting of the RHASS Council of Trustees if:
 - a) a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - b) that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - c) the Trustees have had a reasonable opportunity to communicate their views on that matter and decision to each other;

- d) a majority of 60% of the Trustees vote in favour of a particular decision on that matter.
25. Trustees participating in the taking of a majority decision outwith a meeting of the RHASS Council of Trustees in accordance with this Bye-Law:
- a) may be in different places and may participate at different times; and
 - b) may communicate with each other by any means.
26. The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Bye-Law. The process shall include:
- a) circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - b) the nomination of a person to whom all Trustees' votes must be communicated.
 - c) if 60% of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - d) the nominated person must prepare a minute of the decision.

MOTIONS AT RHASS COUNCIL of TRUSTEES MEETINGS

27. Notice of any motion by any Trustee shall be lodged in writing with the Society Secretary at least eight days before the meeting at which the Trustee wishes their motion brought forward. All notices of motions shall be dated as received and the Society Secretary shall add them to the Agenda containing a note of the business to be considered.
28. Notice of a motion may also be given immediately after the reading of the Minutes, but it shall only be taken up provided a majority of the Trustees present are in favour of it being brought forward. The proposer may make a brief statement, but the question of admission of such motion shall be put without debate.
29. At any meeting of the RHASS Council of Trustees, the Chair, the Chief Executive or the Society Secretary shall have the power to bring up any matter not included in the Agenda.

DELEGATION OF TRUSTEES' POWERS

30. 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 delegate specifically to the Chief Executive. Any such delegation may be made subject to any conditions the Trustees may impose and may be revoked or altered by the Trustees at any time. Subject to any such conditions, the proceedings of any committee shall be governed by such provisions of the Royal Charter and of these Bye-Laws as regulate the proceedings of Trustees so far as they are capable of applying.

31. The Trustees and/or any of its committees may delegate specific tasks to any one or more of RHASS's staff.

GENERAL MEETINGS

32. Twenty Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if an occasional General Meeting convened by the Trustees, shall be dissolved, but in any other case it shall stand adjourned to such day, time and place as the chair of the meeting may decide, and if at such adjourned meeting a quorum is not present, any ten Members who are personally present shall be a quorum and may transact the business for which the meeting was called. References to personally present include attendance via a virtual or online platform.
33. At General Meetings of RHASS no motion shall be submitted or considered for immediate decision unless notice thereof has been given two weeks previously to the Society Secretary; without prejudice, however, to the competency of a motion, of which due notice has not been given, being remitted to the Trustees for consideration and thereafter being disposed of at a future General Meeting.
34. At any General Meeting where an amendment is made on a motion, a vote shall be taken between the motion and the amendment. When there is more than one amendment, the amendment first proposed shall be disposed of before any subsequent amendment is considered. If the first amendment be carried, the motion amended shall take the place of the original motion, and shall become the question upon which any further amendment may be moved.
35. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, or afterwards by a poll if duly demanded, and in the case of an equality of votes the chair of the meeting shall, both on the show of hands and at the poll, have a casting as well as a deliberative vote.
36. At any General Meeting, unless a poll is demanded immediately on the declaration of the result of the show of hands, as provided for in the following Bye-Law, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the Minutes of the meeting, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.

37. At any General Meeting the Chair shall be entitled to order a poll, and they shall do so if a poll is demanded by either at least five Trustees or ten Members, and the poll shall be taken at such time and place and in such a form and format, as the Chair directs. A poll ordered at a General Meeting may be held by electronic, virtual, online, by paper or other means.
38. If the Chair directs that the poll shall be taken on a future day to be fixed by the Chair, the voting papers shall also be in the form determined by the Chair and shall be circulated to every Member of RHASS. Voting papers not returned as directed at least forty-eight hours before the date fixed for the poll shall be excluded from the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was ordered or demanded.
39. The ordering or demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been ordered or demanded.

POWER TO FRAME ADDITIONAL AND SUBSTITUTED REGULATIONS

40. The Trustees shall have power, without requiring approval from the Members, to determine from time to time whether any, and if so what, regulations in addition to and/or in substitution for those herein contained shall be prescribed by them as to admission to, procedure at and voting at General Meetings of RHASS. The Trustees shall adopt such means as it deems appropriate to bring to the notice of Members any such additional and/or substituted regulations.

STAFFING

41. The Chief Executive, who shall be an individual specifically appointed as such by the Trustees or failing any such appointment shall be the Chair of the RHASS Council of Trustees, shall be responsible to the RHASS Council of Trustees and to the Operations Group, if appointed, in respect of any powers delegated to it for implementing their decisions and executing their instructions and directives. The Trustees shall fix, the Chief Executive's remuneration.
42. The Society Secretary, who shall be appointed as such by the Trustees and shall be responsible to the Chief Executive, shall have responsibility for keeping the minutes and proceedings, carrying on the ordinary correspondence of RHASS and superintending the keeping of records, papers and correspondence. The Society Secretary shall be entitled to delegate duties to other staff of RHASS, while retaining responsibility for implementation of such duties. As soon as practicable after each meeting of the RHASS Council of Trustees, the Society Secretary shall provide to each Trustee a copy of the Minutes of the meeting. Subject to the foregoing, all records, papers, correspondence and accounts shall be subject to the inspection of the Trustees or any Trustee.

43. The Trustees shall appoint an individual to fulfil the role of Finance Director and such other officers and staff as the Trustees may consider necessary; and the Trustees shall fix the remuneration of such officers and staff.

ACCOUNTS

44. RHASS shall, at the Annual General Meeting, elect an auditor as Auditor of RHASS's Accounts, who shall audit such Accounts annually, and for that purpose all necessary information and explanations shall be duly furnished to such Auditor.
45. The financial year shall be reckoned from the first lawful day of December to the last lawful day of November. An Annual Account of the Income and Expenditure of RHASS, and of the State of RHASS's Funds at 30th November, shall be submitted to and approved by the Trustees, and thereafter the Abstract thereof shall be published as required by the Royal Charter before the Annual General Meeting; the detailed Accounts and State of Funds shall be laid before the Annual General Meeting.

INSURANCE

46. Provided it shall be lawful at the relevant time to do so, the Trustees may from time to time, as an expense of RHASS, put and keep in place such indemnity insurance as the Trustees considers expedient for the protection of the Trustees, directors or officers carrying on any activities on behalf of RHASS.