



Paper for Members in General Meeting

Title:	Bye-Law amendments
Date of decision:	6 June 2024
Owner:	Society Secretary
Confidential:	Yes, until approved
Purpose:	Decision

INTRODUCTION AND PURPOSE

1. To ask the Members to approve amendments to the Bye-Laws to the Members at AGM as proposed by the Board.

BACKGROUND

2. The Board is responsible, under its reserved powers, for the recommendation of any amendments to RHASS's governing documents. The Members in General Meeting are responsible for approving amendments to the Bye-Laws.
3. The current Bye-Laws were last amended on 14 December 2021 and are appended to this paper for reference.
4. As set out within the Report of the Trustees in the Annual Report, RHASS has made changes to its Committee structure in order to streamline its governance and set out clear delegated authority in line with best practice.
5. The Board reserves the following matters to itself:
 - a. constitutional and regulatory matters
 - b. approval of strategy, budgets and investment strategy
 - c. significant property matters
 - d. appointment of office bearers and certain senior staff members.
6. All other matters are delegated to the Executive Committee (EC), chaired by the RHASS Chairman, and the EC reports to the Board on all matters within its remit and authority.
7. The Bye-Laws currently restrict the number of Directors on the EC to a maximum of eight.
8. Reflecting the increased delegated authority of the EC, the Board wishes to increase the maximum number of Directors who may sit on the Committee. This requires an amendment to the Bye-Laws.

PROPOSAL

9. Bye-Laws 13 and 14 require amendment to extend the membership of the EC and increase the size of the requisite quorum to reflect the increased membership of the Committee. These proposed changes have been drafted with the assistance of the Society's legal advisors, Shepherd + Wedderburn.
10. The current Bye-Laws dated 14 December 2021 are appended for reference.

Bye-Law 13

11. The changes proposed to Bye-Law 13 increase the maximum membership of the EC and specify the ex officio roles on the Committee. If all ex officio roles were to be filled by different individuals, that would lead to a committee of 16 individuals, hence this is the maximum number

proposed. However, currently, 6 of those roles are fulfilled by 3 individuals, as shown below, leading to a committee of 13 individuals:

- a. Chairman and Reporting Member of HCL
- b. Honorary Secretary and Reporting Member of Office Bearers Committee
- c. Honorary Treasurer and Reporting Member of Remuneration Committee

12. The proposed revised Bye-Law 13 is below

Delegation to Executive Committee

Without prejudice to the generality of Bye-Law 12(a), the Board of Directors may appoint a committee up to a maximum of sixteen members as the Board may decide, to be known as the Executive Committee, to which some or all of their powers may be delegated. The individuals holding the following roles shall be ex officio members of the Executive Committee: (1) the Chairman of the Board, who shall also chair the Executive Committee; (2) the Chairman Designate/the Immediate Past Chairman in alternate years; (3) the Honorary Treasurer (if an Honorary Treasurer is holding office as such at the relevant time); (4) the Honorary Secretary (if an Honorary Secretary is holding office as such at the relevant time); (5) the Chief Executive and the Reporting Members of each of the following insofar as they are not already ex officio members of the Executive Committee: (6) Highland Centre Limited; (7) Development & Estate Committee; (8) Charitable Impact Committee; (9) Remuneration Committee and (10) Office Bearers Committee. The Board may appoint up to four additional members of the Executive Committee from the Directors. The Executive Committee shall have power to co-opt additional members from the Directors as it may see fit from time to time but not so as to exceed any maximum number decided upon by the Board and in addition shall have power to co-opt up to two Honorary Directors, who shall have a vote.

Bye-Law 14

13. Bye Law 14 to be changed to reflect the enhanced quorum requirement of 8, from 4.

RECOMMENDATION(S)

14. The Members in General Meeting are asked to approve the changes to Bye-Laws 13 and 14 as set out in paragraphs 12 and 13 respectively.

APPENDIX

1. Bye-Laws of 14 December 2021