

BYE-LAWS

Last updated at an Annual General Meeting of the Society on 6 June 2024

1 Entry Fee, Annual Subscription and Life Composition

The Society shall, from time to time, at a General Meeting fix the sums to be paid by Ordinary Members at admission 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 the Society at a General Meeting shall continue to be the applicable sums due until such time as the Society, at a General Meeting, fixes an alternative sum or sums.

2 Payment of Subscriptions from Annual Members

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 Members without further notification. Show Badges will not be sent to Annual Members whose subscriptions have not been received prior to the Show.

3 Election of Members

The election of Ordinary Members of the Society shall be by the Directors at any duly constituted meeting of the Board. The names of all candidates for admission as Members shall be lodged with the Secretary and intimated to the Directors at the meeting; and such persons whose names shall have been so lodged, as shall be approved of by a majority of the Directors present and voting, shall be declared to be duly elected. Honorary Members shall be elected only at General Meetings of the Society after they have been previously approved by a majority of the Directors, 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 Quorum at General Meetings

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 Directors, shall be dissolved, but in any other case it shall stand adjourned to such day, time and place as the chairman 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.

5 Election of Directors by Areas

- (a) The Members of the Society resident in each of the eight electoral Areas as defined in Appendix 1 hereto shall, as hereinafter provided, before an appointed date each year, elect a Member to represent such Area on the Board as an Ordinary Director. Regulations for this purpose shall be framed and may be amended by the Board. Only a Member having a place of residence in an Electoral Area shall be nominated as the Ordinary 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 Director as herein provided for, the Board shall have power to fill the vacancy for the relevant term or the remainder of it. It shall be for the Board to determine whether a Member has, at any time, a place of residence in an Electoral Area. Unless and until the Board shall have made such a determination in the case of a particular Member, he or she shall be held to have a place of residence in an Electoral Area for as long as his or her name appears on the local parliamentary electoral roll.
- (b) Appendix 2 hereto, which may be amended by the Board, sets out regulations relating to Extraordinary (Area) Directors.

6 Appointment of Office-Bearers and Extraordinary Directors

The Society shall, at the Annual General Meeting, appoint a President and four Vice-Presidents. At the same meeting the Society shall also appoint, from the Ordinary and Honorary Members, Extraordinary Directors not exceeding twenty in number (not necessarily resident in Scotland), selected because of their known interest in or experience of the business of the Society. The said President, Vice-Presidents and Extraordinary Directors appointed at each Annual General Meeting shall assume office, and existing office holders shall leave office, on a date in July determined at the previous year's Annual General Meeting and, except as aftermentioned, shall continue in office until a date in July in the following year determined in like manner.

7 Term of serving as Ordinary Director

Subject as aftermentioned, Ordinary Directors shall hold office for a period of four years. Those elected shall assume office on a date in July determined at the previous year's Annual General Meeting and shall continue in office until a date in July in the fourth year after their election as shall be determined at the Annual General Meeting in the third year after their election. Any Member who has completed his or her full term of office as an Ordinary Director shall be ineligible to be appointed again until after the lapse of one year. A Member may, however, be appointed an Extraordinary Director immediately after the conclusion of a term of office as an Ordinary Director.

8 Representation on Board of Directors

The Board of Directors, in nominating the Extraordinary Directors, shall not only consider for nomination Members resident in or connected with important districts of Scotland which are inadequately represented, but also such other Members as in the Board's opinion may render valuable service to the Society. The Board shall not approve a Director for Extraordinary appointment more than two years in succession (except for Extraordinary Directors nominated as representatives of recognised Trade Associations, who may be approved for appointment annually).

9 List of Office-Bearers to be submitted to Annual General Meeting

The Board each year shall appoint a committee of its members to prepare a list of prospective Office-Bearers (being the President and the four Vice-Presidents) and Extraordinary Directors, and such list, after approval by the Board, shall be submitted for election by the Society at the Annual General Meeting.

10 Filling up vacancies on the Board

In the event of a vacancy occurring by the death, retirement or removal of the President, a Vice-President or a Director, the Board shall have power to appoint a suitable person in his or her stead.

The President, Vice-President or Director thus appointed shall take the place of the President, Vice-President or Director whose vacancy he or she fills, and shall retire at the time that his or her predecessor would have done, but an Ordinary Director thus appointed who has served for less than his or her full term shall be eligible for immediate re-election. Any Director who, without having been granted leave of absence, is absent from three consecutive meetings of the Board, shall be held to have vacated office.

11 Meetings of Directors; decisions outwith a meeting and appointment of Chairman of Board, Honorary Treasurer and Honorary Secretary

- (a) The Board of Directors shall normally meet in such months as shall have previously been determined by the Board and shall meet as business may require, on a requisition by ten Directors to the Secretary, or on intimation by the Secretary or the Chief Executive.
- (b) The President, the Vice-Presidents and the Directors (Ordinary and Extraordinary) shall be entitled to vote at the meetings of the Board. Questions arising at a meeting shall be decided by a majority of votes. The Board shall have power to appoint one of its number to act as Chairman of the Board, the said

Chairman to retire on a date in the July following his or her appointment determined at the previous year's Annual General Meeting, but to be eligible for re-election. The Chairman shall have a casting as well as a deliberative vote.

- (c) The Board may also appoint from the Ordinary and Honorary Members an Honorary Treasurer and/or an Honorary Secretary, who by virtue of their office shall be Directors of the Society, shall retire on a date in the July following their appointment determined at the previous year's Annual General Meeting but shall be eligible for re-election and may hold office for a maximum of four years.
- (d) If a Director has, directly or indirectly, a material interest in a matter to be discussed at a meeting of the Board, he or she shall not be counted in the quorum as regards that matter, shall not (save with the permission of the chairman of the meeting) participate in discussion on that matter, and shall not vote on any resolution concerning it.
- (e) Subject to the Charter and Bye Laws, Directors participate in a meeting of the Board of Directors, or part of a meeting of the Board of Directors, when:
 - (i) the meeting has been called and takes place in accordance with the Charter and Bye-Laws; and
 - (ii) they can communicate to the others on the business of the meeting.
- (f) In determining whether Directors are participating in a meeting of the Board of Directors, it is irrelevant where any Director is or how they communicate with each other.
- (g) The Directors may make a majority decision outwith a meeting of the Board of Directors if:
 - (i) a Director has become aware of a matter on which the Directors need to take a decision;
 - (ii) that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
 - (iii) the Directors have had a reasonable opportunity to communicate their views on that matter and decision to each other;
 - (iv) a majority of 60% of the Directors vote in favour of a particular decision on that matter.
- (h) Directors participating in the taking of a majority decision outwith a meeting of the Board of Directors in accordance with this Bye-Law:
 - (i) May be in different places and may participate at different times; and
 - (ii) May communicate with each other by any means.
- (i) The Chairman or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Bye-Law.

The process shall include:

- (i) circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;
- (ii) the nomination of a person to whom all Directors' votes must be communicated.
- (iii) if 60% of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- (iv) the nominated person must prepare a minute of the decision.

12 Delegation of Directors' powers

- (a) The Board of Directors may delegate any of their powers to any committee consisting of two or more Directors and, if the Board so decides, one or more others who are not Directors and who shall have a vote. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered by the Board at any time. Subject to any such conditions, the proceedings of any committee shall be governed by such provisions of the Charter and of these Bye-Laws as regulate the proceedings of Directors so far as they are capable of applying.
- (b) If and when a matter has been voted upon and decided by any committee, that particular matter shall not be voted upon again by that committee in the period of twelve months immediately thereafter.
- (c) The Board and/or any of its committees may delegate specific tasks to any one or more of the Society's staff.

13 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.

14 Proceedings of Executive Committee

- (a) The Executive Committee, if appointed, shall meet as requisite, and any member of the Executive Committee may, and the Secretary at the request of any such member shall, call a meeting of the Executive Committee. The proceedings of the Executive Committee shall be governed by such of the provisions of the Charter and such of these Bye-Laws as regulate the proceedings of Directors so far as they are capable of applying except that (i) the quorum for the transaction of the business of the Executive Committee shall be eight members personally present and (ii) the Executive Committee at its discretion shall have authority to exclude reference to any particularly confidential matter from the Minutes of any of its meetings where such Minutes are to be provided to the Directors.
- (b) Provided it shall be lawful at the relevant time to do so, members of the Executive Committee may be paid for attendance at each meeting of the Executive Committee and other Society business such sum as shall be determined from time to time by the Board of Directors.

15 Periods of office of members of the Executive Committee

Subject always to the power of the Board of Directors to vary the composition of or discontinue any of its committees, the normal period of office of appointed members of the Executive Committee shall be three consecutive years (that is to say, 36 months or thereby). However, the Board of Directors may from time to time remove any such member whose performance it considers unsatisfactory.

16 Appointment of members of Executive Committee

Subject always to the power of the Board of Directors to vary the composition of or discontinue any of its committees, the Directors required to fill vacancies on the Executive Committee, if appointed, shall be appointed annually by the Board of Directors at their meeting in July.

17 Notices of motions

Notice of any motion by any Director shall be lodged in writing with the Secretary at least eight days before the meeting at which the Director wishes his or her motion brought forward. All notices of motions shall be dated as received and the Secretary shall add them to the Agenda containing a note of the business to be considered.

18 Motions at Board Meetings

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 Directors 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.

19 Additions to Agenda

At any meeting of the Board, the Chief Executive or the Secretary shall have the power to bring up any matter not included in the Agenda.

20 Motions at General Meetings

At General Meetings of the Society no motion shall be submitted or considered for immediate decision unless notice thereof has been given two weeks previously to the Secretary; without prejudice, however, to the competency of a motion, of which due notice has not been given, being remitted to the Directors for consideration and thereafter being disposed of at a future General Meeting.

21 Amendments

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.

22 Voting at General Meetings

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 chairman of the meeting shall, both on the show of hands and at the poll, have a casting as well as a deliberative vote.

23 Declaration of result

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 chairman 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.

24 Where Poll ordered or demanded: Voting Papers

At any General Meeting the chairman shall be entitled to order a poll, and he shall do so if a poll is demanded by either at least five Directors or ten Members, and the poll shall be taken at such time and place as the chairman of the meeting directs, and either at the meeting, or after an interval, or adjournment, or otherwise. If the chairman directs that the poll is to be taken at the meeting, the voting papers shall be in such form as he may determine, and one voting paper shall be handed to each Member present.

If the chairman directs that the poll shall be taken on a future day to be fixed by the chairman, the voting papers shall also be in the form determined by the chairman and shall be sent by post to every Member of the Society. Voting papers not returned so as to be in the hands of the Secretary 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.

A poll at a General Meeting may be held by electronic, virtual or online means.

25 Meeting to continue for other business

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.

26 Directors given power to frame additional and substituted regulations

The Board of Directors 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 the Society. The Board shall adopt such means as it deems appropriate to bring to the notice of Members any such additional and/or substituted regulations.

27 Chief Executive

The Chief Executive, who shall be an individual specifically appointed as such by the Board of Directors or failing any such appointment shall be the Chairman of the Board of Directors, shall be responsible to the Board of Directors and to the Executive Committee, if appointed, in respect of any powers delegated to it for implementing their decisions and executing their instructions and directives. The Board shall fix, or may give the Executive Committee power to fix, the Chief Executive's remuneration.

28 Secretary

The Secretary, who shall be appointed as such by the Board of Directors and shall be responsible to the Chief Executive, shall have responsibility for keeping the minutes and proceedings, carrying on the ordinary correspondence of the Society and superintending the keeping of records, papers and correspondence. The Secretary shall be entitled to delegate duties to other staff of the Society, while retaining responsibility for

implementation of such duties. As soon as practicable after each meeting of the Board, the Secretary shall provide to each Director 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 Board of Directors or any Director.

29 Other Society staff

The Board shall appoint a person or persons to fulfil the role of a financial manager, a Show manager and such other officers and staff as the Board may consider necessary; and the Board shall fix, or may give the Executive Committee power to fix, the remuneration of such officers and staff.

The financial manager, who shall be responsible to the Chief Executive, shall act as Treasurer of the Society and shall be responsible for keeping the Society's Accounts.

30 Auditor of Accounts

The Society shall, at the Annual General Meeting, elect a registered auditor as Auditor of the Society's Accounts, who shall audit such Accounts annually, and for that purpose all necessary information and explanations shall be duly furnished to such Auditor.

31 Annual Accounts: Abstract to be published

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 the Society, and of the State of the Society's Funds at 30th November, shall be submitted to and approved by the Directors, and thereafter the Abstract thereof shall be published as required by the Charter before the Annual General Meeting; the detailed Accounts and State of Funds shall be laid by the Treasurer before the Annual General Meeting.

32 Indemnity insurance

Provided it shall be lawful at the relevant time to do so, the Board may from time to time, as an expense of the Society, put and keep in place such indemnity insurance as the Board considers expedient for the protection of the Directors and/or other members of the Society's staff.

APPENDIX 1
Regulations for Election of Ordinary Directors by Areas

1 Notice of Election

Annually in December or January, or other such time as may be arranged, notice of the forthcoming election of a Member to represent each Electoral Area respectively on the Board in the capacity of Ordinary Director will be sent by post, email, virtual means or otherwise as the Directors may determine to every Member resident within the respective Electoral Areas. The Notice will invite Members to obtain the prescribed nomination form together with other information about the election procedure and schedule from the Secretary.

2 Date for receipt of Nominations

The closing date for receipt of nominations shall be stated on the Notice of Election, and shall be at least four weeks after the date on which the Notice is issued.

3 Nominations for Ordinary Director

Each Nomination must be made on the form prescribed by the Board of Directors, and shall only be valid provided it carries the names and addresses of the proposer and seconder who must be Members resident in the relative Electoral Area; and the names and addresses of fifteen other Members resident in the relative Electoral Area who by mandate support the nomination. No Member may propose, second or support by mandate more than one candidate. Any member acting as proposer, seconder or mandating the support for the nomination must authorise their proposal, secondment or mandate in a form prescribed by the Board of Directors which may be by way of signature, email or other electronic means.

4 Voting

(a) In the event of more than one person being nominated the Secretary shall send by post, email, virtual means or otherwise in a form prescribed by the Board of Directors to every Member resident within such an Area voting information including the names of the persons nominated, according to a prescribed form, requesting that the Member vote within a prescribed period. From the votes so received the Secretary shall determine the number of votes for each nominee, and the one who is found to have the greatest number shall be the Member elected to act in the capacity of Ordinary Director, in accordance with the fifth Bye-Law, provided not less than one-sixth of the Members resident within the Area shall have recorded their opinion, failing which there shall be no election for that Area and the Board shall have power to fill the vacancy for the relevant term.

(b) In the event of only one person being validly nominated, the nominee shall be deemed to be duly elected.

5 Date for Receipt of Votes

In the event of there being a vote the closing date for receipt of votes shall, except in extraordinary circumstances, be not later than 12th March.

6 Eligibility to Vote

Members who have not paid their subscriptions in the current year shall nonetheless be eligible to vote. New Members who have been elected to membership of the Society on or between 1st January in the year of the election and a date fourteen days prior to the closing date for votes shall be eligible to vote provided that they have paid the sum due on admission, if applicable, and annual subscription or relevant redemption.

7 Electoral Areas

The eight electoral Areas referred to in the fifth Bye-Law are defined as:

- (a) HIGHLAND, being the areas administered respectively by Highland Council, Western Isles Council, Orkney Islands Council, Shetland Islands Council and by the Moray Council including the area of the former County of Moray.
- (b) ABERDEEN, being the areas administered respectively by Aberdeenshire Council, City of Aberdeen Council and that part of the area administered by the Moray Council which was the former County of Banff.
- (c) PERTH, being the areas administered respectively by Perth and Kinross Council, Fife Council, City of Dundee Council and Angus Council.
- (d) STIRLING, being the areas administered respectively by Stirling Council, Falkirk Council and Clackmannanshire Council.
- (e) LOTHIAN, being the areas administered respectively by West Lothian Council, City of Edinburgh Council, Midlothian Council and East Lothian Council.
- (f) BORDERS, being the area administered by the Borders Council.
- (g) STRATHCLYDE, being the areas administered respectively by Argyll and Bute Council, West Dunbartonshire Council, Renfrewshire Council, East Renfrewshire Council, Inverclyde Council, North Ayrshire Council, South Ayrshire Council, East Ayrshire Council, South Lanarkshire Council, North Lanarkshire Council, the City of Glasgow Council and East Dunbartonshire Council.
- (h) DUMFRIES and GALLOWAY, being the area administered by Dumfries and Galloway Council.

APPENDIX 2
Regulations relating to Extraordinary (Area) Directors

1. One Extraordinary Director, to be known as an Extraordinary (Area) Director, will be appointed from each of the Society's Electoral Areas. (Twelve other Extraordinary Directors will be appointed without reference to Electoral Areas).
2. The members of the Board serving their third year as Ordinary Director will consult with the other Directors within their respective Areas, and each will present to the Office Bearers Committee their nomination of a member, resident within that Area, to serve as an Extraordinary (Area) Director.
3. No one who has completed or is serving any term of office as a Director of the Society shall be eligible to be appointed an Extraordinary (Area) Director save that, in the event of a vacancy occurring by the death, retirement or removal of an Extraordinary (Area) Director, the Board shall have power to appoint a suitable person, whether or not that person previously served as a Director of the Society, in his stead. The Extraordinary (Area) Director thus appointed shall take the place in the list of the Extraordinary (Area) Director whose vacancy he fills, and shall retire at the time that his predecessor would have done, but an Extraordinary (Area) Director thus appointed who has served for less than a full term and has never served as a Director prior to filling the vacancy shall remain eligible for re-appointment as an Extraordinary (Area) Director for a full one year term. In recognition of the exceptional circumstances surrounding the COVID-19 global pandemic, those Extraordinary (Area) Directors appointed for the 2019-2020 session, or a person appointed in their stead in accordance with this clause, are eligible to be re-appointed as Extraordinary (Area) Directors for a single subsequent session. This exceptional power will not apply beyond August 2021.
4. The Office Bearers Committee will make its recommendations to the Board of Directors which, in turn, will present its proposals to the Annual General Meeting each year in April.
5. The period of office of an Extraordinary (Area) Director will be from the date in July on which each new session of the Board commences until the date in July in the following year on which that session terminates.