

The Royal Highland and Agricultural Society of Scotland

Royal Charter of 1960 (including amendments of 1978, 1992 and 2012)

- 1 The Charter of 1787 (except for so much thereof as incorporates the Highland Society of Scotland at Edinburgh) and the aforesaid Supplementary Charters of 1834, 1856 and 1904 are hereby revoked and annulled without prejudice to any acts done or deeds granted in pursuance thereof prior to such revocation and We hereby of new constitute and erect the Society incorporated as aforesaid and all who are now its Members and such persons as shall hereafter be admitted as Members into one body, politic and corporate, or legal corporation for ever, by the name and style of "The Royal Highland and Agricultural Society of Scotland" with perpetual endurance and succession and a Common Seal with full power and authority to alter, vary, break and renew the same at its own discretion and by such name to sue and be sued in all Courts.

- 2 The charitable objects of the Society shall be (first) the advancement of education, (secondly) the advancement of citizenship and community development, (thirdly) the advancement of heritage, culture and science, (fourthly) the advancement of environmental protection and improvement and (fifthly) the advancement of animal welfare; and in furtherance of the said objects, but not otherwise, the Society shall seek to:-
 - (a) creatively advance the interests and priorities of rural communities and land-based industries,
 - (b) disseminate knowledge of agriculture and allied industries to farmers and the community at large by (i) encouraging or supporting courses of study, (ii) awarding diplomas, certificates, scholarships, fellowships, prizes and the like, and (iii) seeking to nurture the education and understanding of young people and the public at large in relation to the management of land, rural resources, the environment and the social fabric of the countryside,
 - (c) encourage good husbandry, conservation, rural employment, training, craftsmanship, forestry and long service in such activities,
 - (d) assist, financially or otherwise, and confer and co-operate with agricultural, rural, horticultural, forestry, scientific, educational, charitable, cultural and other societies, institutes and other entities in Scotland and elsewhere (including, without prejudice to the foregoing generality, support for The Royal Highland Education Trust),
 - (e) co-operate with government departments and other organisations concerned with or interested in agriculture, food and rural affairs, and
 - (f) hold and support shows, trade fairs, exhibitions, conferences or other events relating to (i) livestock and other animals, (ii) agricultural and other machinery and implements and (iii) agricultural and rural produce.

- 3 The Society shall have power in furtherance of the said objects: –
 - (i) To purchase, accept by way of gift or bequest, or otherwise acquire, hold, sell and dispose of, lease or otherwise deal with heritable or real property in Our United Kingdom of Great Britain and Northern Ireland; and to erect or adapt

such buildings and other erections as may be necessary to meet the uses and purposes of the Society as may be approved by the Board of Directors of the Society (hereinafter defined and herein referred to where not named as "the Directors") from time to time and for the uses and purposes of any other party or parties to whom the Directors may in their discretion grant the use of any land and buildings and other erections on such terms as may be arranged; as also to hold, take, receive, enjoy, possess and retain or apply for the uses of the Society all such sums of money, annual rents, goods and other personal property as may have already been paid, given, received, devised or bequeathed, or shall at any time hereafter be paid, given, received, devised or bequeathed, for the uses and purposes of the Society under the original or any former corporate name or the name, style and title hereby conferred.

- (ii) To borrow or raise money in such manner as the Directors shall think fit, with or without security, and if with security then by standard security, mortgage or other appropriate form of heritable security, or by the issue of debentures (perpetual or otherwise), and to secure the repayment of money so borrowed by bond, charge, lien or any other form of security upon the whole or any part of the Society's property or assets (whether present or future).
- (iii) To invest, lend out, use and apply all or any of the monies and funds of the Society as the Directors in their discretion may from time to time resolve, in or upon all or any of the following investments, securities and obligations, namely:-
 - (a) investments in which trustees are authorised to invest trust funds according to the Law of Scotland for the time being; or
 - (b) in the purchase of heritable, real or leasehold property within the United Kingdom; or
 - (c) in or upon any of the securities of the government of any country in the world, or of the government of any province or state within any country that has a separate legislature; or
 - (d) in or upon the deposit receipts, bonds, debentures, debenture stock, mortgages or other securities of any municipality, county or district council or local or public authority or board in any country in the world, or in any province or state within any such country; or
 - (e) in or upon the deposit receipts, bonds, debentures, debenture stock, mortgages or other securities the capital whereof or a minimum rate of interest or dividend whereon is guaranteed by the government of any country in the world, or of any province or state within any such country that has a separate legislature; or
 - (f) in or upon the deposit receipts, bonds, debentures, debenture stock or mortgages or securities or the guaranteed, lien or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares (which, with the exception of insurance and banking as aftermentioned shall be fully paid) of any corporation, company or body whether municipal, railway, public utility, commercial, industrial, investment trust, mortgage, insurance, banking or otherwise registered or incorporated in Our United Kingdom of Great Britain and

Northern Ireland or any other country in the world or in any province or state within any such country that has a separate legislature, having an issued and paid up share capital of at least £750,000 or its equivalent at the current rates of exchange (but in the case of insurance and banking whether or not the issued share capital shall be fully paid) being stocks or shares which are quoted upon a recognised stock exchange in any country within the United Kingdom or any other country in the world, and so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the company's accounts in respect of such shares; or

- (g) in or upon the preference or ordinary stock or shares of any company having objects which the Directors consider likely to conduce to the furtherance of the objects of the Society; and in or upon the promotion by the Society (or by the Society with others) of any such company.
 - (iv) To guarantee the debts or other obligations of any body (corporate or unincorporate) or other person incurred or to be incurred in, or in connection with, the doing of anything which the Directors consider likely to conduce to the furtherance of the objects of the Society (and to give security in support of any such guarantee over any or all of the property of the Society).
 - (v) To promote and establish any companies or other entities which carry on any trade or business with a view to funds being raised for the Society; and to acquire (whether by subscription, purchase or otherwise), hold, exercise the rights and powers conferred by the ownership of, and dispose of shares or other interests in such companies or entities; with power to the Society to act as managers, directors and administrators of such companies or entities, or to nominate managers, directors and administrators to such companies or entities.
- 4 All charters, dispositions, transfers, heritable or other securities, and all other deeds affecting the property, heritable or moveable, real or personal, to be granted to or by the Society, shall be taken to and granted by the Society in the corporate name and title hereby conferred, that is, to "The Royal Highland and Agricultural Society of Scotland", without specifying the names of the President, or any of the office-bearers, or constituent Members of the Society, and all charters, dispositions, transfers or other deeds of conveyance, security writs, contracts, discharges, renunciations, acquittances, or any other deeds whatever, touching the heritable estate of the Society, granted by the Society shall be held to be validly executed if subscribed by any two of the Directors or by one of the Directors and such person as the Directors shall appoint for that purpose, and all such deeds shall be equally valid and effectual as if the same had been signed by the whole Members or Directors of the Society; And all such lands or other heritages, and also all such sums of money, stocks, funds, bonds, heritable or personal, mortgages, or other securities for money whatsoever, as shall at the date hereof be held, or shall stand secured or invested for the interest or behoof of the Society under any former corporate name, may and shall continue invested for the purposes of the Society as now of new constituted as fully and effectually as if transferred or assigned and duly vested in the Society by and agreeably to the name, style and title hereby conferred; and all deeds and other instruments necessary for transferring, conveying, assigning, discharging and reinvesting the same, shall be held to be validly executed:

- (a) as regards the heritable property of the Society, if subscribed in the manner and according to the form above prescribed; and
- (b) as regards the moveable or personal property of the Society, if subscribed (where the relevant value or sum of money is above a limit set from time to time by the Directors for determining whether a dual or a single signature is required) by any two of the Directors or by one of the Directors and such person as the Directors shall appoint for that purpose or (where the relevant value or sum of money is at or below a limit set from time to time by the Directors for determining whether a dual or a single signature is required) by one of the Directors or by such person as the Directors shall appoint for that purpose,

declaring that if the Society wants or requires any document to have 'self-proving' status (that is to say, wants or requires any document to be presumed to have been subscribed by the Society), one person shall sign the document as a witness to the subscription of the document by (as the case may be) one or more Directors and/or such person as the Directors shall appoint for that purpose;

And otherwise and in all other things with power to act and do, and proceed in such manner as the law permits, and as is usual in the case of persons incorporated and with all the privileges incidental to such incorporations.

- 5 Subject to the exercise of the powers contained in Article 6A below, the Society shall consist of Ordinary and Honorary Members. The Society shall fix the sums to be paid by Ordinary Members at admission and annually whether by way of subscription or relative redemption payment and may vary such payments from time to time as it sees fit. The Honorary Members (being persons who have in the opinion of the Society rendered exceptional services to agriculture or rural affairs) shall not exceed fifty in number.
- 6 The election of Ordinary Members shall be by the Directors at any duly constituted Meeting, and in the manner to be prescribed by any regulation or bye-law to be made thereanent as hereinafter mentioned, and the election of Honorary Members shall take place at any General Meeting of the Society, and such Honorary Members shall have been previously approved by the Directors.
- 6A The Society shall have power from time to time, under the provisions of Article 15 below, to make, alter or annul bye-laws establishing further categories of membership of the Society and making provision:
 - (i) as to the means by which persons (and also firms, societies, associations and other bodies and corporations in their respective collective or corporate capacities, declaring that only natural persons shall be eligible to be office-holders of the Society) may be admitted to such categories and as to the description by which they are to be known; and
 - (ii) as to the incidents of membership of such categories including (but without prejudice to the generality of this sub-paragraph) voting rights and the payments, if any, to be made (on admission, annually, by way of redemption or otherwise) by those admitted to such categories.
- 7 The Society shall hold a Stated General Meeting in each year to be known as the Annual General Meeting, on such date, not later than 30th April, as may be fixed by the Directors from time to time, 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 Directors in either case may from time to time determine, at least ten days before such Meeting: And it shall be in the power of the Directors 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: The Directors shall be required, on the requisition of not less than five per cent. of the Members of the Society having at the date of deposit of the requisition a right to vote at General Meetings of the Society, forthwith to proceed duly to convene a General Meeting; declaring (a) that the requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the chief office of the Society, (b) that if the Directors 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, and (c) that 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 Directors, any reasonable expenses incurred by the requisitionists by reason of the failure by the Directors duly to convene a Meeting being repaid to them by the Society: At any General Meeting of the Society, twenty Members entitled to vote shall be a quorum (but ten shall be a quorum at any adjournment of a General Meeting which has been adjourned for want of a quorum); and the President, or, in his absence, one of the Vice Presidents; or, in the absence of the Vice-Presidents, any Member who has held the office of President or Vice-President; and in the absence of these, the Honorary Secretary (in whose absence, the senior Director present) shall act as chairman; and, subject to Article 17 below, all questions before General Meetings shall be decided by a majority of votes of the Members present. In case of an equality, the chairman shall have a deliberative vote and also a casting vote. The Society shall at the Annual General Meeting choose a President and four Vice-Presidents, and the Society shall also at the Annual General Meeting receive a Report on the appointment of up to thirty-two Ordinary Directors elected in accordance with the bye-laws. At the same Meeting the Society shall also choose Extraordinary Directors not exceeding twenty in number (not necessarily resident in Scotland) who shall be selected because of their known interest in or experience of the business of the Society. The Board shall have power to appoint suitable persons to fill casual vacancies occurring in the course of the year. The Society shall also at the said Annual General Meeting appoint an Auditor of the funds and accounts of the Society. The said President, Vice-Presidents and Directors appointed at each Annual General Meeting shall come into office, and existing office holders shall leave office, on a date (hereinafter referred to as "the New Session Date") determined at the previous year's Annual General Meeting.

- 8 The President, the Vice Presidents, any Honorary Treasurer who may be appointed by the Directors in accordance with bye-laws of the Society (who shall by virtue of his office be a Director of the Society) and any Honorary Secretary who may be so appointed (who shall by virtue of his office also be a Director) and the Directors, Ordinary and Extraordinary, shall form the Board of Directors of the Society and shall manage and direct the ordinary business of the Society in all matters, in compliance with the constitution and bye-laws of the Society. 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 the Society rest upon the Directors. In all Meetings of the Directors, seven shall be a quorum and the Board shall have power to appoint one of its number to act

as Chairman of the Board, and in case of an equality the Chairman shall have a deliberative vote and also a casting vote. The Chairman of the Board shall be elected by the Directors, to hold office for a term of two years commencing on each alternate New Session Date. Each Chairman demitting office shall be referred to as the Immediate Past Chairman for the ensuing period of twelve months. At the New Session Date on which each Chairman commences his second year in office, the Board shall elect one of their number to act as Chairman Designate in respect of that Chairman's second year in office. The Chairman Designate and Immediate Past Chairman shall, in alternate years, deputise for the Chairman in his absence and, when so deputising, shall have the same casting vote as the Chairman. Subject to the provisions of these Presents and the bye-laws, the Board shall regulate its proceedings as it sees fit.

- 9 The Directors shall appoint a Chief Executive and a Society Secretary and shall fix their remuneration. The Directors shall also appoint a treasurer and a commercial manager (which offices may be combined in one person) and any other officers they may find necessary to employ; and the Directors shall fix the remuneration to be paid to all of the foregoing.
- 10 The Ordinary Members of the Society shall pay upon admission, and afterwards annually, towards the general fund of the Society, such sum or sums as the Society 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 redeem the annual contribution, by a payment in one sum as the purchase of a Term or Life Subscription, at such rates as the Society 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 Society to expel any Member for any cause which shall appear to a General Meeting to require that proceeding after giving such Member an opportunity of being heard at such Meeting; and all such persons shall thereupon cease to be Members, or to have any right or interest in the Society or its concerns accordingly.
- 11 The annual payments by the Ordinary Members of the Society, or sums paid in lieu thereof as contributions for a Term or Life subscription, shall be paid to the Society, or to any Collector who may be appointed by the Directors and who shall receive such remuneration as the Directors shall from time to time fix and determine.
- 12 The funds hitherto acquired and now belonging to the Society, shall form part of its capital stock; and the monies to be hereafter received as Term or Life subscriptions or the price or redemption of the annual contributions of Members shall be added to the capital of the Society, or to its revenue account, or partly to the one and partly to the other, as the Society shall from time to time direct and appoint, and any donations or bequests that may be made to the Society (save in so far as the donors may otherwise direct) shall also form a part of, and be added to the capital of the Society, or to its revenue account, or partly to the one and partly to the other, as the Directors shall from time to time direct and appoint, and all such funds, monies, donations and bequests may be employed for the general purposes of the Society or employed in the purchase of lands, houses, or other heritable subjects, or be invested upon investments hereby authorised by the authority of the Directors, who shall at all times have power to uplift the said capital, or any part thereof, for the purpose of reinvesting the same on any other security which may appear to them preferable, or in the purchase of lands or other heritable property, but no part of the capital shall be lent, originally, or upon reinvestment, to any person or persons holding an official situation or appointment under the Society at the time the same is to be lent or reinvested.

- 13 The Directors shall annually make out a detailed account of the income and expenditure of the Society, and of the state of the Society's funds as at 30th November in each year and shall cause such account to be audited by a registered auditor. The Directors shall arrange for the audited accounts for each financial year ended 30th November to be presented to the Society at the next Annual General Meeting following the end of that financial year.
- 14 The Directors may delegate any of their powers, authorities and discretions for such time and on such terms and conditions as they shall think fit to any Committee consisting of two or more Directors and (if thought fit) one or more other persons, and 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 Committee appointed by the Directors 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 the Society alone, or in the form of joint diplomas or certificates, as the case may be, by the Society and by any other body or bodies whether corporate or not.
- 15 The Society may discontinue from time to time, and at any time, the exercise of all or any of the foresaid powers and at any time or times resume the exercise thereof; and generally the Society shall have power to do everything, and to make and enact all bye-laws, necessary or desirable for carrying into effect the purposes hereby provided and the powers hereby conferred and afterwards to alter or annul the said bye-laws as the Members of the Society so assembled or the major part of them present shall deem proper and requisite provided that such bye-laws and every alteration or annulment thereof shall be notified at a Meeting of the Board of Directors prior to the General Meeting of the Society at which they are proposed to be made, enacted, altered or annulled; and to will and direct that all the bye-laws made as aforesaid, shall, until altered or annulled be duly observed and kept, provided that the same are noways contrary to the laws of Our Realm and the general purport and meaning of these Presents.
- 15A The Directors, officers and auditors of the Society shall be indemnified by the Society from all losses and expenses incurred by them in or about the discharge of their respective functions, except such as happen from their own respective wilful default, or in the case of an auditor from his own negligence or wilful default or that of any employee or partner of his. The Directors may arrange for the purchase, from the Society's funds, of insurance designed to indemnify the Society's charity trustees against personal liability in respect of any negligence, default or breach of duty committed by them in their capacity as charity trustees or as directors or officers of any body corporate carrying on any activities on behalf of the Society, provided that such insurance does not indemnify any of the Society's charity trustees in any of the circumstances in which, according to any applicable law from time to time, it is unlawful for a charity trustee to be so indemnified.
- 15B No Director, officer or auditor of the Society shall be liable for any other Director, officer or auditor, or for joining in any receipt or document, or for any act of conformity, or for any loss happening to the Society, unless the same happen from

his own wilful default, or in the case of an auditor from his own negligence or wilful default or that of any partner or employee of his.

- 16 These presents shall be in all respects valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed, and adjudged in the manner most favourable and beneficial for the best advantage of the Society, notwithstanding any misrecital, defect, uncertainty, or imperfection in the same.
- 17 The Society may at any time amend, add to or revoke any of the provisions of this Our Charter, or of any Supplementary Charter granted to the Society, by a resolution in that behalf passed by a three-quarters majority of the Members voting at a General Meeting and such amendment, addition or revocation shall, when allowed by Us, Our Heirs or Successors in Council and approved by the Office of the Scottish Charity Regulator or any statutory successor thereof, become effectual so that this Our Charter or any Supplementary Charter shall thenceforward continue and operate as so modified.
- 18 If upon a dissolution of the Society any assets remain after the satisfaction of all the Society's debts and liabilities, such assets shall not be paid to or distributed among the Members but shall be given or transferred to some other recognised charitable organisation or organisations whose objects are similar to those of the Society; and if and so far as effect cannot be given to the foregoing provision for any reason, then to some other charitable organisation or organisations. For the purposes of this Article 18, "charitable organisation" means a body which is on the Scottish Charity Register and which is regarded as a charity for taxation purposes by Her Majesty's Revenue and Customs.