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Draft approved by Chair - Extract of a Minute of the **241<sup>st</sup> Annual General Meeting**

held in the Pavillion **Ingliston**

at **16:00, Wednesday 30 April 2025**

*\* Attendee listing is at the end of the minutes*

## **AGM 01/04/25**

### **Chair's Introduction**

1. The President, George Lyon (GL), warmly welcomed all to the meeting on behalf of the Society, both in person and on Zoom to the 2025 RHASS AGM.
2. GL noted the record turnout of ordinary members, which clearly demonstrated the members' support of the Society at this pivotal point to secure the future of RHASS.
3. GL explained that the governance proposals would be covered as the first item on the agenda, noting that the vote on the governance changes would have a substantial impact on the RHASS's audited accounts and the budget for FY26 if it was rejected. Rejection of the proposals would call into question RHASS's status as a going concern, undermine the ongoing financial support from the bank and result in added scrutiny from OSCR, the charity regulator.
4. GL introduced the Society Secretary, Marie Livingstone (SS), who outlined some housekeeping matters and set out the voting process for the different agenda items in the meeting.
5. It was confirmed that the meeting was quorate and the President called the meeting to order.

## **AGM 02/04/25**

### **Amendments to the Royal Charter and Bye-Laws**

6. Revised Bye-Laws and Royal Charter approved.

## **AGM 03/04/25**

### **Chairman's Presentation**

1. The Chairman, James Logan (JL), extended his warm welcome to the attendees and expressed thanks to everyone present both in person and via Zoom for the considerable turnout.
2. He emphasised his dedication as Chair to actively involve members with RHASS, particularly regarding the proposed governance changes he had presented during the regional roadshows conducted earlier in the year. The positive feedback received highlighted the members' deep commitment to the Society, and the proposed changes.

3. JL presented to the members, detailing the rationale behind the necessary governance changes to streamline decision-making and improve accountability, improve operating efficiency to protect RHASS's financial future, establish clearer reporting lines and ensure RHASS was ready to adapt and maintain its charitable status under scrutiny from its auditors, its bank and the Office of the Scottish Charity Regulator.
4. He outlined various matters that had contributed to RHASS's financial position:
  - a. An £11 million investment in infrastructure from 2016-2018, including the new Pavilion
  - b. Impacts related to COVID-19
  - c. The subsequent cost-of-living crisis that had significantly affected the Society's profitability
  - d. Shifts within the entertainment industry that impacted on costs
5. He noted there were also opportunities connected to the expansion of Edinburgh.
6. JL outlined the RHASS 3-5 year strategy, noting the four key areas under that strategy as set out in the paper:
  - a. Royal Highland Show: continuing to deliver an outstanding Royal Highland Show that showcased Scottish agriculture.
  - b. Highland Centre Ltd: strengthened commitment to the ongoing development and management of the Royal Highland Centre as a premier venue for events in order to generate income to support RHASS as a charity.
  - c. Property: managing and developing RHASS's assets, including investment in showground infrastructure, to ensure long term sustainability and deliver best value.
  - d. Membership: enhancing engagement with Members and leveraging their influence to promote both the Show and the broader work of RHASS.
7. The changes proposed followed on from the matters approved by Members at the 2024 AGM, which the RHASS Board of Directors had deliberated and refined over the past year. It was noted that the Board had unanimously endorsed these changes to the Members.
8. JL outlined the proposed structure as set out in the papers and stressed the importance of delivering the simplified structure:
  - a. New Council of Trustees comprising 14 members, appointed by the Members from the RHASS RHS Directors with a minimum of 4 Independent Trustees to bring additional skills and expertise. Council would be responsible for the RHASS group strategy, finances and property and would guide the objectives of the Society.
  - b. RHASS RHS Board of Directors comprising up to 54 Directors elected and appointed in the same way as the current Board of Directors, representing all 8 areas of Scotland, with responsibility for the development, delivery, budget and charitable impact of the Show.
  - c. RHASS Highland Centre Ltd comprising 8 members, including 4 RHASS RHS Directors and 4 Independent Directors to oversee commercial, property and site responsibilities.

- d. A number of Committees would operate below that top-level structure.
9. The President thanked the Chairman and invited questions from the Members.
- e. **Robert Robertson** asked where the HCL Directors would be chosen from. JL said that there would be 4 RHASS RHS Directors plus 4 independent Directors.
- f. **John Seed**, former Director and Chair of Audit Committee, expressed his views on the importance of good governance and noted his frustration that concerns had been raised about RHASS's governance and financial control for some time. He said that a combination of the right leadership under JL and the leverage of ARC and external advisors had finally driven these changes and he applauded the proposals. He said that there were significant risks to not agreeing the proposed changes. Conversely, approving the changes would enable RHASS to leverage opportunities and achieve financial stability. He enquired about regular and transparent financial reporting and control mechanisms through the Audit and Risk Committee.
- g. JL said those were fundamental and that RHASS had a far stronger financial control environment with Nicky Wood as the Financial Director and better transparency and understanding of costs and the underlying data to make the right financial decisions.
- h. **Annie Wheeler**, Head of Marketing, read out a question from members attending on Zoom.
- i. **David Aitkenson** asked how it might be ensured that there were opportunities for a wider representation of members with smaller numbers on committees. JL said that with up to 54 RHASS RHS Directors there were still plenty of opportunities to get involved and this structure was designed to have the right people in the right places.
- j. **Jas Logan** asked if the numbers on Council and HCL were fixed. Marie Livingstone, Society Secretary (SS), said that the numbers on Council were fixed in the Royal Charter and would require the consent of the Privy Council to amend. The detail was contained in the Bye-Laws, which could be amended by members in general meeting. The structure of HCL would be set out in a shareholder agreement with RHASS.
- k. **Janice Milne** echoed the words of John Seed and thanked the Chair for his summary of the governance changes. She said that good governance was a basic principle and welcomed the changes, saying that members would now have more clarity and the ability to hold people to account. She noted the importance of having the right people in place to make the right decisions at the right time.
- l. **Steve Uphill** asked for clarification on whether assets were transferring to a limited company as part of the changes. JL said that the changes were solely governance related and that RHASS retained the assets.
- m. **Kate Stephen** asked where decisions about disposal of assets would be made. SS confirmed that disposals of assets within the Showground (as shown in appendix 2 to the Bye-Laws) would require a 75% majority decision in Council, all other assets would require a 50% majority vote.
- n. **Ray Jones** asked where income from Secure Airparks, Holiday Inn Express and the Moxy hotel would sit, expressing concerns if they were to prop up HCL. JL explained

that the management of these sites would go to HCL and that the challenge for the HCL Board would be ensure they were managed effectively, under HCL's responsibility for delivering robust performance of the Society's properties which would be covered later in the Chair's report and that property would be a focus going forward.

- o. There were no further questions.

10. **AGM 04/04/25**                      **Vote on Amendments to Royal Charter and Bye-Laws**

- 11. The President moved to the vote on proposed changes to the revised Royal Charter and Bye-Laws.
- 12. The Chair asked the Members to note the transition implementation proposals set out in the updated cover paper accessible online. Upon approval of the new structure, implementation would commence on 16 July 2025 which would require the Society to convene an occasional General Meeting prior to 16th July to request RHASS Members to appoint the new Council of Trustees.
- 13. The Chair informed the Members that the proposals relating to the Royal Charter and Byelaws would be addressed concurrently, as both documents worked together.
- 14. The Chair proposed the motion, expressed his full support for the changes and urged the Members at the General Meeting to approve the proposed amendments to the Royal Charter and Bye Laws.
  - a. **Anne Logan** seconded the motion and on behalf of fellow Directors, expressed her strong endorsement of the proposals and encouraged members to ensure the Society's continued success.
  - b. The vote commenced at 4:41 and all attending in person completed their ballots, following the Chair's instructions to submit them to the team members circulating the room.
  - c. Members participating via Zoom received voting instructions from the Chair who explained that they would have 10 minutes to cast their votes. A brief intermission followed for the counting of votes by the independent Chair of the Audit & Risk Committee, the Honorary Treasurer and the Honorary Secretary.
- 15. The meeting recommenced at 17:12 and the voting results were announced by the President, who confirmed a tally of 222 in favour and 1 against, thereby meeting the 75% threshold for the motion.
- 16. The Chair thanked all the members for their confidence and trust in in the Board. enabling the progression of vital changes for the Society. He acknowledged and commended the efforts of the team, notably Marie Livingstone and Malcom Rust, external legal advisor.
- 17. The President commended the excellent outcome, which would now allow RHASS to move forward as one of the leading organisations in the industry.

18. The President asked whether the Members had any suggested amendments to the minutes of the 2024 AGM as documented in the AGM papers.
19. Dennis Bridgeford proposed that the minutes be approved as a true record of the event and requested Fiona Roebuck to second the motion for approval.
20. The minutes of the 2024 AGM were subsequently confirmed and approved.

## **AGM 06/04/25                      Chair's Report**

21. James Logan, presented his Chair's report.
22. James Logan expressed the honour he felt in serving as Chair since July 2024. He highlighted the significant progress made, particularly in enhancing communication with members during his tenure.
23. He reviewed the Board's activities over the past 12 months, following the 2023 financial outturn. The strategic review was crucial and would continue to be implemented, with the enhanced governance structure providing critical support.
24. He noted that maintaining effective communication with Members and stakeholders was essential to future success.
25. JL remarked on the 2024 Show, which saw record attendance of nearly 220,000. He noted the excellent quality of livestock entries which had returned to pre-Covid levels. He noted his appreciation of the substantial support from stakeholders.
26. Detailed budgets for each area of the Show had been prepared, with the interim Finance Director, Jane Logan, making significant contributions to that. The new Finance Director, Nicky Wood, would address the financial outlook in her report to the Members.
27. JL said a key challenge for the 2025 Show was to make £1m in savings whilst not impacting on delivery and visitor experience. There was also political uncertainty within the industry and the emergence of the Bluetongue virus. He outlined some of the key changes which had been made in that regard.
28. Beyond the Show, JL reported that approximately 100 wide-ranging events had been held in 2024, spanning music concerts to automotive shows and a run of Macbeth. For 2025, three sold-out concerts, by Sam Fender and Chappell Roan, helped to position RHASS on a global stage.
29. JL explained that the strategy day held earlier in the year concentrated on optimising non-Show events and revenue. The new governance structure would enable RHASS to focus on developing the event space to generate income. He emphasised the significant role of property in future plans, with RHASS owning a site which required maintenance and investment. He noted that there were opportunities related to the position of the site next to Edinburgh International Airport.
30. He noted that, due to its financial position, RHASS had had to cut back on funding for other sector organisations such as SAYFC, RHET, RSABI and Farmstrong Scotland. RHASS had been transparent about its challenges with those organisations and non-financial support was still being given. The intention was to be able to resume financial support for sector organisations once RHASS was on a stable financial footing and generating surpluses.

31. JL concluded with a sincere expression of gratitude to the team, particularly the senior leadership, for their exceptional support, highlighting their outstanding response to significant challenges.
32. The President welcomed questions from the Members.
- d. **David Osborne** said that the 2024 Show had felt less busy on Thursday and Friday and asked how attendance was calculated and particularly if members' day reservations (rather than attendance) was used. JL confirmed that members were only counted towards the attendance figures on days on which they attended. observed a notable decline in attendance at last year's Show and inquired about the attribution of attendance figures. He also expressed concern regarding the ticket price of £48, questioning its affordability for the general public. The Director of Venue, Mark Currie (DV), addressed the issues:
- i. At the 2019 Show, where the showground was at maximum capacity, RHASS came close to losing control of the car parks. Following this, RHASS had had to demonstrate to the Council and Police Scotland that it was in control of the capacity of its event in order to retain its licence to hold the Show.
  - ii. The decision was made to implement dedicated day tickets to ensure compliance with regulations and to clearly demonstrate our capacity control.
  - iii. This change had resulted in Members' advance booking, which had allowed for more precise analysis of attendance data, ticket drop-outs, sponsors, etc., and enabled an increase in ticket availability moving forward.
  - iv. Long-term, the objective was to streamline the booking process for members by leveraging improved technology.
  - v. Regarding ticket prices, it was explained that various factors influence the pricing. Benchmarking against similar events demonstrated the Show's good value. Additionally, costs for holding the Show had risen by 40% since Covid, necessitating a balanced approach to ensure breakeven.
  - vi. The goal was to continue offering good value while showcasing the best of Scottish food, farming, and agriculture.
  - vii. He noted that the capacity was set in relation to pinch points on site and different areas of the showground would feel more open.
- e. **Jimmy Smith** inquired why RHASS could not push capacity further, given Murrayfield could host 85,000 at a concert. DV noted the difference in capacity for a concert, where attendees were standing in one place, and the Show where capacity was not based on space but on limiting factors such as car parks, toilets and pinch points. He noted he sought to increase capacity as far as possible in consultation with the Council and Police. He noted that members registering their days helped RHASS to achieve that.
- f. **Jimmy Warnock** commended the Chairman for his leadership since taking office. He inquired about the proposed new Young Farmers centre and whether RHASS was sharing any costs and whether RHASS was still contributing to SAYFC. JL said that RHASS had a good working relationship with SAYFC and they would have a prime site at the Show, now that their building had been condemned. Their new building would be on the same principle as now, on a ground lease. The Society continued to be supportive of SAYFC.

- g. **Peter Stewart** (via Zoom) asked about the costs to provide electrical hookups in caravan parks. The Chairman indicated that this matter could be reviewed for the future.
  - h. **Philippa Wilson** (via Zoom) suggested lowering ticket prices on Thursdays and Sundays to boost sales. JL said that was achieved through the tiered ticket strategy and that there were opportunities to bring more income in for those days.
  - i. **Brenda Laing** pointed out the significant increase in livestock entry fees, rising from £300 to nearly £400. JL explained that pricing decisions were aligned with rising expenses to maintain budgetary targets while affirming the Society's commitment to ongoing monitoring.
33. There was a query on the level of debt being carried by the Society and it was noted that the Finance Director would address this in her report.

### **AGM 07/04/25      Report of the Trustees and Audited Accounts for 30 November 2024**

34. **The Finance Director, Nicky Wood (FD)**, presented the draft Trustees and Audited Accounts (TAR), which had been approved by the Board of Directors. It was noted that the external auditor's report was absent from the accounts, contingent upon the governance vote.
35. FD reported that the going concern assessment had been completed and, following the approval of the governance proposals by the members earlier in the meeting, the external auditors would complete their report and the final accounts, with no substantive changes from the draft ones presented at the meeting, would be presented at a further General Meeting to be scheduled shortly.
36. FD credited the interim Finance Director, Jane Logan, for putting the building blocks of Show financial reporting and control in place and said she had built on that since joining the Society in July 2024. Since then, significant progress had been made in formulating and implementing the turnaround plan.
37. FD outlined the financial drivers of the turnaround plan. Eight years of losses and approximately £10-11 million in loans necessitated a strategic refocus to ensure optimal investment allocation and a business-driven budget and turnaround plan. As Finance Director, she was committed to ensuring that there was sufficient challenge and that all financial decisions were substantiated and evidenced.
38. FD acknowledged that FY2024 was disappointing but noted significant improvement from FY2023, with a reduced loss of £1.7 million from the prior year's £3.3 million, which demonstrated progress and provided confidence for continued improvement in FY2025.
39. FD said that the FY2024 deficit resulted from additional restructuring costs and external professional advice. She noted that, excluding restructuring and one-off costs, a £136,000 surplus indicated that the business model for RHASS remained viable. The Golden Shears in FY2023 had resulted in a £500,000 loss.
40. During FY2024, there had been significant increases in inflation, utilities costs, governance, and support expenses.

41. FD reported the implementation of a new Group Procurement Policy, which included strict guidelines and a dedicated procurement lead. This initiative had already realised savings of £100k since its initiation in January, and had identified other areas where cost reductions were possible.
42. FD stated that the FY2025 budget and turnaround plan were for breakeven at trading level and a £1.5m positive EBITDA outcome. This was ambitious and there was no single 'silver bullet', rather it would be achieved through detailed budgeting for and ownership of every area. There were a number of potential risks and scenario planning around risks such as the impact of the Bluetongue virus on the Show had been undertaken.
43. FD reported a 15% increase in income for FY2024, primarily driven by HCL events, the Show, and rental activities. She highlighted that this followed several rental and lease reviews, making property a continued focus area as previously emphasised by the Chair.
44. FD said that expenditure had remained broadly stable despite inflationary and other external pressures.
45. FD highlighted note 27 in the accounts, which detailed the make-up of the cash deficit.
46. The cash deficit was funded by a £2.5m overdraft during the year; however, current costs were well below this level, even as the Show approached.
47. A significant creditor balance was previously reported, but creditor invoices were now being paid within 30 days of receipt, ensuring timely payment to Show suppliers, which was crucial for the ongoing operation of the Show.
48. The finance team was also actively pursuing debtor payments.
49. FD outlined the three main priorities of the Society: good governance, financial stability, and economic stability.
50. FD discussed the restructuring initiative and emphasised the need to reduce bank debt by leveraging the Society's assets to maintain a trading surplus that met the bank's debt requirements.
51. FD indicated that the FY2026 forecast included repayment of £3m in bank loans, with the expectation of full repayment within six years, including the overdraft but noted that this hinged on the effective execution of the turnaround plan.
52. FD provided an update on the pending VAT case with HMRC, stating the liability remained and the submission for exempt income status was pending.
53. Guy Hodgson inquired whether any assets were being considered for sale to settle the substantial debt. FD said that Plot B, adjacent to the Moxy hotel, was currently for sale and would generate funds to address the bank debt repayment for FY2026. She added that reviews were underway to optimise asset use long-term, with several promising projects, such as digital signage, being evaluated within the Project group masterplan to generate surplus income.
54. There were no further questions and the Members noted the draft Annual Report and Accounts.



55. The members noted the following appointments made by the Board:
- a. Chair of Council - James Logan, Athelstaneford Mains, East Lothian, EH39 5BH
  - b. Honorary Secretary - Susan Lawrie, Cuthill Towers, Milnathort, Kinross, KY13 9SH
  - c. Honorary Treasurer - Dennis Bridgeford - Petley Farm, Portmahomack, IV20 1RG
  - d. Honorary Vice President - Anne Logan, The Bungalow, Hillend Farm, Helensfield, Alloa, Clackmannanshire, FK10 3PU
  - e. Chaplain - Rev Ken MacKenzie, the Manse of Crathie, Crathie, Ballater, AB53 5UL
56. The members approved the following appointments of the Presidential Team and RHASS RHS Extraordinary Directors:

**Presidential Team**

- a. President - Pat Machray, OBE, Bilbao, Daviot, Inverurie, AB51 0HA
- b. Vice Presidents:
- c. Dave Green, Craigewell, Turiff, AB53 8BT
- d. Robert Lovie, The Elms, Sandyhill Road, Banff, AB45 1BE
- e. Robert Maitland, West Bailhalgardy, Inverurie, AB51 OHR
- f. Anna Mitchell, Castleton, Fordoun, Laurencekirk, AB30, 1JX
- g. It was noted that, under the revised Royal Charter and Bye-Laws, the Presidential Team would be RHASS ambassadors, rather than trustees/directors, as was formerly the case.

**Extraordinary Area Directors**

- a. Aberdeen – June Barclay, Wynndun, Corsee Road, Banchory, AB31 5RS
- b. Lothian – Hazel Peplinski, Newton Steadings, Broxburn, West Lothian, EH52 6QH
- c. Borders – Ian Campbell, Langlaugh farm, Kirkton Manor Peebles
- d. Dumfries & Galloway – Andrew Parker, Rockhalihead, Colin, Dumfries, DG1 4JW
- e. Highland – Neil Wright, Muirhall Farm Office, Urquhart, Moray, IV30 8LW
- f. Perth – David Lawrie, Kinninmonth Farm, Kinglassie, Lochgelly, Fife. KY5 0UG
- g. Stirling –Norman Taylor, 6 Sauchie Court Bannockburn Stirling FK7 8PW
- h. Strathclyde – Robbie Duncan, 30 Rowallan Castle Estate, Kilmarnock KA3 2HR

**Extraordinary Directors (First Year)**

- a. Aberdeen –Andrew Rennie, Gask House, Turriff, AB53 8BP
- b. Lothian – James Logan, Athelstaneford Mains, East Lothian, EH39 5BH
- c. Borders – Neil Thomson, Caverton Mill, Kelso, TD5 8EE
- d. Dumfries & Galloway – Ian Beck, Port O Spittal, Portpatrick, DG9 9AQ
- e. Highland – Dennis Bridgeford, Petley Farm, Portmahomack, IV20 1RG
- f. Stirling – Gordon Sutherland, Stonehouse Farm, Bothkennar, FK2 8PP

- g. Strathclyde –Keith Campbell, Lettermay Lodge, Drumsynie, Lochgoilhead, Argyll, PA24 8AD

### **Extraordinary Directors (Second Year)**

- a. Bill Gray MBE - Rosemains, Pathhead, Midlothian, EH37 5UQ
- b. Eric Mutch - Whitefield House, Frogmen, Banff, AB45 3XQ

### **Extraordinary Directors (representatives of Trade Associations)**

- a. Lyle Laird of LGL Machinery, representing the British Agricultural and Garden Machinery Association (BAGMA), Sheilwood, Milton of Balgonie, Fife, KY7 6PN
- b. Alistair Dixon. Killinochonoch Farm, Kilmichael, Lochgilphead, AGB PA31 8QE representing the Agricultural Engineers' Association (AEA)

57. **The above appointments as shown on the lists circulated to members were approved** and noted on the motion of Susan Lawrie which was seconded by David Buchanan.

### **AGM 09/04/25 Report on Appointment of Ordinary Directors RHASS RHS Directors 2025-2029**

58. The Members of the Society at the AGM noted the appointment of the following Ordinary Directors who had been elected in accordance with the Charter and Bye-Laws for the term 2025-2029:
- c. Aberdeen – Freda Newton - Newells, Oldmeldrum, Inverurie, AB51 0AU
  - d. Lothian – Barclay Hamilton, Templehall, Pencaitland, East Lothian, EH35 5NL
  - e. Borders – Rob Livesey, Nether Firth, Lilliesleaf, Melrose, St Boswells, TD5 9EP
  - f. Dumfries & Galloway - Aylett Roan - Barnbarroch, Dalbeattie, DG5 4QS
  - g. Highland – Martin MacDonald - Nonikiln Farmhouse, Nonikiln, Alness, IV17 0XZ
  - h. Perth – Jimmy Smith, The Old Coach, Hattonburn, Milnathort, Kinross, KY13 9SW
  - i. Stirling – Andrew Hornall - Falleninch Farm, Dumbarton Road, Stirling, FK8 3AB
  - j. Strathclyde – Karen Shaw, 4 Clydebrae Drive, Bothwell, South Lanarkshire, G71 8SB
59. The full list of Ordinary Directors was noted.

### **AGM 10/04/25 Membership Fees 2026**

60. **Louise Elder (LE)** spoke to the paper recommending that members consider and approve the proposed changes to membership fees from 1 January 2026.
61. It was noted that the recommendations came with the full support from the Membership Working Group, the Executive Committee and the Board of Directors. As outlined in the paper, the proposals had taken into account historical fee levels, membership benefits and guidance from the Finance Director on costs.

62. The recommendations included a 6% plus base (of 2.3%) for annual, 10 year term and life membership. Proposed senior fee increases of 33% plus base were reflective of historically low prices. There was no change proposed to junior fees.
63. There was a question in the room from Kate Stephen who said that an additional £20 for senior members was significant. The Chair responded, saying that after much consideration, it had been decided that bringing the senior prices back in line with other membership fees was appropriate and the proposals came with the full recommendation of the Board.
64. The Members in General Meeting approved the following fees from 1 January 2026, on motion from Louise Elder and seconded by Will Downie:
  - a. Annual
    - i. Adult – £125
    - ii. Senior - £75
    - iii. Junior – no change - £50
    - iv. Adult 10-year Term –£1,250
  - b. Life £3,750

#### **AGM 11/04/25 Appointment of the Auditor**

65. The Chair of the Audit & Risk Committee, Colin Crosby (CC), expressed appreciation for the external auditors, Azets, and legal counsel, Shepherd and Wedderburn, for their exceptional professionalism and dedicated efforts in relation to the governance changes. He acknowledged their significant contributions, with particular gratitude to Azets for their assistance in identifying procurement gaps, enhancing risk management, and gaining support from internal auditors Wylie and Bisset, who had previously raised concerns in these areas.
66. CC extended gratitude to the Royal Bank of Scotland for their ongoing support of RHASS's success and alignment with the governance changes.
67. He further acknowledged the contributions of the turnaround Advisor, Andy Davison, who had been instrumental in advancing efforts to reach the current position. He also commended the Finance Director, Nicky Wood, for her exemplary performance.
68. **The Members of the Society at the AGM approved** the reappointment of Azets Audit Services, located at Exchange Place 3, Semple Street, Edinburgh, EH3 8BL, following a motion by Colin Crosby, seconded by Martin MacDonald.

#### **AGM 12/04/25 Session Dates**

69. **It was noted** that the last date of the 2024/25 session would be 16 July 2025, as agreed at the 2024 AGM.

70. The President George Lyon. motioned the session dates outlined in the paper, which seconded by Andrew Hornall.
71. **It was approved** that the first date of the 2025/26 session would be Monday 13 July 2026.

### **AGM 13/04/25 Members Questions**

72. Member questions were recorded as follows:
- a. **Calum Story** inquired about the long-term contract with Innis and Gunn (I&G) for the Show and whether alternative options were being considered. Mark Currie, Director of Venue, clarified that a tender process had been carried out, with I&G being the successful bidder. He highlighted that I&G offered more affordable prices and had shown strong support for the Show post-COVID after the termination of the contract with Heineken.
  - b. **John Bridge** raised a question regarding the possibility of reinstating the seats around the ring in the Members Village. The Chair acknowledged the importance of providing safe seating options and confirmed that this matter would be examined (Action).
73. **The President, George Lyons**, concluded the meeting by expressing gratitude for being in the position to chair the meeting where pivotal decisions had been taken to secure the Society's future. He also extended thanks to the Chair James Logan (JL) and commended him on his excellent engagement with both the Members and the public.
74. **Neil Thomson (NT)** delivered a vote of thanks on behalf of the Directors, acknowledging the Members for their significant turnout at what was described as one of the Society's critical meetings.
75. NT expressed gratitude to the senior leadership team, including Mark Currie, Nicky Wood, and Marie Livingstone, for their dedicated work throughout the year in advancing the Society's objectives. Their expertise was noted as being crucial to implementing vital changes within the Society.
76. NT concluded by commending JL for his exemplary leadership in guiding both Members and Directors towards a future-oriented vision for the Society.
77. With no additional matters to address, the meeting was adjourned at 18:27.

**ATTENDEE LIST**

<b>Last Name</b>	<b>First Name</b>	<b>Attended Via Zoom</b>
<u>Adam</u>	<u>Kay</u>	-
<u>Alexander</u>	<u>Jennifer</u>	<u>Yes</u>
<u>Alexander</u>	<u>David</u>	<u>Yes</u>
<u>Anderson</u>	<u>James</u>	<u>Yes</u>
<u>Anderson</u>	<u>Maggie</u>	<u>Yes</u>
<u>Andueza-Haining</u>	<u>Lynne</u>	<u>Yes</u>
<u>Arbuthnott</u>	<u>Keith</u>	<u>Yes</u>
<u>Arnot</u>	<u>Bill</u>	-
<u>Atkinson</u>	<u>David</u>	<u>Yes</u>
<u>Auer</u>	<u>Lucas</u>	<u>Yes</u>
<u>Baxter</u>	<u>Ruthanne</u>	<u>Yes</u>
<u>Beard</u>	<u>Martin</u>	<u>Yes</u>
<u>Beattie</u>	<u>Elizabeth</u>	<u>Yes</u>
<u>Beck</u>	<u>Blayne</u>	<u>Yes</u>
<u>Beck</u>	<u>Ian Parker</u>	<u>Yes</u>
<u>Bennie</u>	<u>Marion</u>	<u>Yes</u>
<u>Benzie</u>	<u>Philip</u>	-
<u>Best</u>	<u>Tom</u>	-
<u>Birse Elgin</u>	<u>Martin</u>	<u>Yes</u>
<u>Blackhall</u>	<u>Rodney</u>	<u>Yes</u>
<u>Blair</u>	<u>David</u>	-
<u>Bowser</u>	<u>Niall</u>	<u>Yes</u>
<u>Breen</u>	<u>Gavin</u>	-
<u>Brester</u>	<u>Morag</u>	<u>TRUE</u>
<u>Brewster</u>	<u>Anne</u>	-

<u>Brewster</u>	<u>Blyth</u>	-
<u>Bridge</u>	<u>John</u>	-
<u>Bridgeford</u>	<u>Dennis</u>	-
<u>Bridgeford</u>	<u>Eileen</u>	<u>Yes</u>
<u>Broatch</u>	<u>Roy</u>	<u>Yes</u>
<u>Brown</u>	<u>Catriona</u>	-
<u>Brunton</u>	<u>Ally</u>	<u>Yes</u>
<u>Brunton</u>	<u>Carole</u>	<u>Yes</u>
<u>Buchanan</u>	<u>David</u>	-
<u>Buijsen</u>	<u>Sophie</u>	-
<u>Cameron</u>	<u>Duncan</u>	-
<u>Cameron</u>	<u>John</u>	<u>Yes</u>
<u>Campbell</u>	<u>Irene</u>	-
<u>Campbell</u>	<u>Keith</u>	-
<u>Campbell</u>	<u>Allan</u>	<u>Yes</u>
<u>Campbell</u>	<u>Susan</u>	<u>Yes</u>
<u>Carruthers</u>	<u>Anne-Marie</u>	-
<u>Crosby</u>	<u>Colin</u>	-
<u>Crosby</u>	<u>Katharine</u>	-
<u>Cullens</u>	<u>Jane</u>	<u>Yes</u>
<u>Cumming</u>	<u>Douglas Alan</u>	<u>Yes</u>
<u>Cumming</u>	<u>Rosemary</u>	<u>Yes</u>
<u>Cunningham</u>	<u>Daryl</u>	<u>Yes</u>
<u>Cunningham</u>	<u>Robert</u>	<u>Yes</u>
<u>Currie</u>	<u>Mark</u>	-
<u>Dale</u>	<u>Alastair</u>	<u>Yes</u>
<u>Dare</u>	<u>Martin</u>	<u>Yes</u>
<u>Davidson</u>	<u>Alastair</u>	-
<u>Davidson</u>	<u>Kathleen</u>	-

<u>Dixon</u>	<u>Alastair</u>	-
<u>Dixon</u>	<u>Karen</u>	<u>Yes</u>
<u>Donaldson</u>	<u>Alistair</u>	-
<u>Downie</u>	<u>Will</u>	-
<u>Dun</u>	<u>Kath</u>	<u>Yes</u>
<u>Duncan</u>	<u>Elaine</u>	<u>Yes</u>
<u>Elder</u>	<u>Hugh</u>	-
<u>Elder</u>	<u>Louise</u>	-
<u>Elder</u>	<u>Hana</u>	<u>Yes</u>
<u>Elder</u>	<u>Hugh</u>	<u>Yes</u>
<u>Evan</u>	<u>Alison</u>	-
<u>Fitzpatrick</u>	<u>Julie</u>	-
<u>Fletcher</u>	<u>Kenny</u>	-
<u>Fotheringham</u>	<u>Mary</u>	-
<u>Fraser</u>	<u>Duncan</u>	-
<u>Fraser</u>	<u>Kathleen</u>	<u>Yes</u>
<u>Fraser</u>	<u>Stephen</u>	<u>Yes</u>
<u>Gall</u>	<u>Noel</u>	<u>Yes</u>
<u>Geyer</u>	<u>June</u>	-
<u>Gibson</u>	<u>Archie</u>	<u>Yes</u>
<u>Gill</u>	<u>Willie</u>	<u>Yes</u>
<u>Good</u>	<u>John</u>	-
<u>Good</u>	<u>Muriel</u>	-
<u>Graham</u>	<u>Lynda</u>	-
<u>Gray</u>	<u>Christine</u>	<u>Yes</u>
<u>Gray</u>	<u>Gordon</u>	<u>Yes</u>
<u>Grieve</u>	<u>Jill</u>	<u>Yes</u>
<u>Haggart</u>	<u>David</u>	-
<u>Hair</u>	<u>Senga</u>	<u>Yes</u>

<u>Hamilton</u>	<u>Angela</u>	<u>Yes</u>
<u>Harvey</u>	<u>Donald</u>	-
<u>Hastings</u>	<u>Louise</u>	<u>Yes</u>
<u>Hay</u>	<u>Sandy</u>	-
<u>Hay</u>	<u>Alicia</u>	<u>Yes</u>
<u>Henderson</u>	<u>Tom</u>	<u>Yes</u>
<u>Higgins</u>	<u>Louis</u>	<u>Yes</u>
<u>Hill</u>	<u>Leith</u>	<u>Yes</u>
<u>Hinselwood</u>	<u>Margaret</u>	<u>Yes</u>
<u>Hodgson</u>	<u>Guy</u>	-
<u>Hodnett</u>	<u>Alistair</u>	<u>Yes</u>
<u>Hogg</u>	<u>James</u>	<u>Yes</u>
<u>Hope</u>	<u>Kenny</u>	-
<u>Hornall</u>	<u>Andrew</u>	-
<u>Husband</u>	<u>Lucy</u>	<u>Yes</u>
<u>Hymers</u>	<u>Hamish</u>	-
<u>Ivanauskas</u>	<u>Zymantas</u>	<u>Yes</u>
<u>Jacobsen</u>	<u>Angus</u>	<u>Yes</u>
<u>Jamieson</u>	<u>John</u>	-
<u>Johnston</u>	<u>James</u>	<u>Yes</u>
<u>Jones</u>	<u>Candy</u>	-
<u>Jones</u>	<u>Ray</u>	-
<u>Jones</u>	<u>Scott</u>	<u>Yes</u>
<u>Kendall</u>	<u>John</u>	<u>Yes</u>
<u>Kerr</u>	<u>Alex</u>	-
<u>Kerr</u>	<u>Julia</u>	<u>Yes</u>
<u>Kiddie</u>	<u>Margaret</u>	-
<u>Laing</u>	<u>Brenda</u>	<u>Yes</u>
<u>Laird</u>	<u>Lyle</u>	-



<u>Lamont</u>	<u>Sheena</u>	<u>Yes</u>
<u>Lang</u>	<u>Bruce</u>	-
<u>Lawrie</u>	<u>Susan</u>	-
<u>Lawrie</u>	<u>Arthur</u>	<u>Yes</u>
<u>Lean</u>	<u>Sarah</u>	<u>Yes</u>
<u>Learmond</u>	<u>Hannah</u>	<u>Yes</u>
<u>Leggat</u>	<u>Vaila</u>	<u>Yes</u>
<u>Lithgow</u>	<u>Gillian</u>	<u>Yes</u>
<u>Livingstone</u>	<u>Marie</u>	-
<u>Logan</u>	<u>Anna</u>	<u>Yes</u>
<u>Logan</u>	<u>Elizabeth</u>	-
<u>Logan</u>	<u>James</u>	-
<u>Logan</u>	<u>Hamish</u>	<u>Yes</u>
<u>Logan</u>	<u>Jane</u>	<u>Yes</u>
<u>Logan</u>	<u>William</u>	<u>Yes</u>
<u>Low</u>	<u>Karen</u>	<u>Yes</u>
<u>Lyon</u>	<u>Flora</u>	-
<u>Lyon</u>	<u>George</u>	-
<u>MacDonald</u>	<u>Martin</u>	-
<u>MacDonald</u>	<u>Anne</u>	<u>Yes</u>
<u>MacDonald</u>	<u>Ewan</u>	<u>Yes</u>
<u>Machray</u>	<u>Patrick John</u>	<u>Yes</u>
<u>MacKenzie</u>	<u>Donald</u>	<u>Yes</u>
<u>Mackie</u>	<u>Grant</u>	-
<u>Mackie</u>	<u>John</u>	<u>Yes</u>
<u>Mackie</u>	<u>Sarah</u>	<u>Yes</u>
<u>MacNeish</u>	<u>John</u>	-
<u>Main</u>	<u>Margo</u>	<u>Yes</u>
<u>Marshall</u>	<u>John</u>	<u>Yes</u>

<u>McAllister</u>	<u>Helen</u>	<u>Yes</u>
<u>McAlpine</u>	<u>Lisa</u>	<u>Yes</u>
<u>McCallum</u>	<u>Isobel</u>	<u>Yes</u>
<u>McClymont</u>	<u>Hugh</u>	-
<u>McCready</u>	<u>Gillian</u>	<u>Yes</u>
<u>McCreery</u>	<u>Jackie</u>	<u>Yes</u>
<u>McGill Scott</u>	<u>Margo</u>	-
<u>McGregor</u>	<u>Colin</u>	<u>Yes</u>
<u>McKelvey</u>	<u>Bill</u>	<u>Yes</u>
<u>McKerrow</u>	<u>Alistair</u>	<u>Yes</u>
<u>McLaren</u>	<u>Carol</u>	-
<u>McLaren</u>	<u>Ilona</u>	-
<u>McLaren</u>	<u>James</u>	<u>Yes</u>
<u>McLean</u>	<u>Roddy</u>	<u>Yes</u>
<u>McNaughton</u>	<u>George</u>	<u>Yes</u>
<u>McQueen</u>	<u>Sarah</u>	<u>Yes</u>
<u>Meikle</u>	<u>Suzanne</u>	<u>Yes</u>
<u>Miller</u>	<u>James</u>	<u>Yes</u>
<u>Milne</u>	<u>Janice</u>	-
<u>Mitchell</u>	<u>Lesley</u>	<u>Yes</u>
<u>Moffat</u>	<u>Arran</u>	<u>Yes</u>
<u>Moir</u>	<u>Andrew</u>	<u>Yes</u>
<u>Montgomerie</u>	<u>Isabell</u>	-
<u>Montgomerie</u>	<u>Penny</u>	-
<u>Muir</u>	<u>Jimmy</u>	-
<u>Muir</u>	<u>John</u>	-
<u>Muir</u>	<u>Margaret</u>	-
<u>Munro</u>	<u>Hugh</u>	<u>Yes</u>
<u>Murray</u>	<u>Allan</u>	-

<u>Murray</u>	<u>Nigel</u>	-
<u>Murrie</u>	<u>Philip</u>	<u>Yes</u>
<u>Mustard</u>	<u>James Harry</u>	<u>Yes</u>
<u>Mustard</u>	<u>James Niall</u>	<u>Yes</u>
<u>Myles</u>	<u>Peter</u>	-
<u>Newlands</u>	<u>Atholl</u>	<u>Yes</u>
<u>Newlands</u>	<u>Kirsty</u>	<u>Yes</u>
<u>Newlands</u>	<u>Robert</u>	<u>Yes</u>
<u>Newton</u>	<u>Freda</u>	<u>Yes</u>
<u>Osborne</u>	<u>William</u>	-
<u>Owen</u>	<u>John</u>	-
<u>Pace</u>	<u>Julian</u>	<u>Yes</u>
<u>Parsons</u>	<u>Sam</u>	-
<u>Pate</u>	<u>Ewan</u>	<u>Yes</u>
<u>Paterson</u>	<u>Alex</u>	<u>Yes</u>
<u>Paterson</u>	<u>Lorna</u>	<u>Yes</u>
<u>Pirrie</u>	<u>Neil</u>	<u>Yes</u>
<u>Pleass</u>	<u>Carolyn</u>	<u>Yes</u>
<u>Porter</u>	<u>Sarah</u>	-
<u>Rawson</u>	<u>Fiona</u>	<u>Yes</u>
<u>Redpath</u>	<u>Ann</u>	<u>Yes</u>
<u>Rennie</u>	<u>Pat</u>	<u>Yes</u>
<u>Riach</u>	<u>Alan</u>	-
<u>Richardson</u>	<u>Paul</u>	<u>Yes</u>
<u>Roan</u>	<u>Aylett</u>	<u>Yes</u>
<u>Roberts</u>	<u>Anna</u>	<u>Yes</u>
<u>Roberts</u>	<u>David</u>	<u>Yes</u>
<u>Robertson</u>	<u>Robert</u>	-
<u>Robertson</u>	<u>Duncan</u>	<u>Yes</u>

<u>Robertson</u>	<u>Kenneth</u>	<u>Yes</u>
<u>Roebuck</u>	<u>Fiona</u>	-
<u>Roebuck</u>	<u>Robert</u>	-
<u>Ross</u>	<u>Jean</u>	<u>Yes</u>
<u>Ross</u>	<u>John</u>	<u>Yes</u>
<u>Rust</u>	<u>Malcolm</u>	-
<u>Scobie</u>	<u>Gregor</u>	<u>Yes</u>
<u>Scott</u>	<u>Richard</u>	<u>Yes</u>
<u>Scott Aiton</u>	<u>Joan</u>	<u>Yes</u>
<u>Scott Aiton</u>	<u>John Andrew</u>	<u>Yes</u>
<u>Seed</u>	<u>John</u>	-
<u>Seran</u>	<u>Harry</u>	-
<u>Shanks</u>	<u>Anne</u>	-
<u>Shaw</u>	<u>Karen</u>	<u>Yes</u>
<u>Shedden</u>	<u>Robin</u>	-
<u>Shepherd</u>	<u>Christo</u>	<u>Yes</u>
<u>Shepherd</u>	<u>Christo</u>	<u>Yes</u>
<u>Sinclair</u>	<u>John</u>	-
<u>Sleigh</u>	<u>Patrick</u>	<u>Yes</u>
<u>Sloan</u>	<u>Bryce</u>	<u>Yes</u>
<u>Smith</u>	<u>Jimmy</u>	-
<u>Smith</u>	<u>Kirsty</u>	<u>Yes</u>
<u>Snowie</u>	<u>Calum</u>	-
<u>Stephen</u>	<u>Kathryn</u>	-
<u>Stephen</u>	<u>Douglas</u>	<u>Yes</u>
<u>Stevenson</u>	<u>Thomas</u>	-
<u>Stewart</u>	<u>Peter</u>	<u>Yes</u>
<u>Stewart</u>	<u>Peter</u>	<u>Yes</u>
<u>Stirling</u>	<u>Andrew</u>	<u>Yes</u>

<u>Strang</u>	<u>Steven</u>	<u>Yes</u>
<u>Struthers</u>	<u>Mathew</u>	-
<u>Sutherland</u>	<u>Elaine</u>	-
<u>Sutherland</u>	<u>Alix</u>	-
<u>Sutherland</u>	<u>Amy</u>	<u>Yes</u>
<u>Sutherland</u>	<u>Gordon</u>	-
<u>Tair</u>	<u>Tom</u>	<u>Yes</u>
<u>Tait</u>	<u>Caroline</u>	-
<u>Teasdale</u>	<u>Jill</u>	<u>Yes</u>
<u>Tennant</u>	<u>William</u>	<u>Yes</u>
<u>Tennant</u>	<u>Tom</u>	<u>Yes</u>
<u>Thomson</u>	<u>Alan</u>	-
<u>Thomson</u>	<u>Michael William</u>	<u>Yes</u>
<u>Thomson</u>	<u>Linda</u>	-
<u>Thomson</u>	<u>Neil</u>	-
<u>Thomson</u>	<u>Jane</u>	<u>Yes</u>
<u>Thomson</u>	<u>Janey</u>	<u>Yes</u>
<u>Thomson</u>	<u>Janey</u>	<u>Yes</u>
<u>Thomson</u>	<u>Stuart Alexander</u>	<u>Yes</u>
<u>Tinson</u>	<u>Linda</u>	-
<u>Trotter</u>	<u>Henry</u>	<u>Yes</u>
<u>Uphill</u>	<u>Stephen</u>	-
<u>Valenti</u>	<u>Steven</u>	<u>Yes</u>
<u>Waddell</u>	<u>Robert</u>	-
<u>Wark</u>	<u>Meghan</u>	-
<u>Warnock</u>	<u>Elizabeth</u>	-
<u>Warnock</u>	<u>James</u>	-
<u>Warnock</u>	<u>Jim</u>	-
<u>Watson</u>	<u>Georgia</u>	-

<u>Wheeler</u>	<u>Annie</u>	-
<u>Wilkie</u>	<u>Sandy</u>	<u>Yes</u>
<u>Wilson</u>	<u>Emma</u>	<u>Yes</u>
<u>Wilson - Buys</u>	<u>Phillippa</u>	<u>Yes</u>
<u>Wood</u>	<u>Anne</u>	-
<u>Wood</u>	<u>Nicky</u>	-
<u>Wood</u>	<u>Ann</u>	-
<u>Wood</u>	<u>David</u>	<u>Yes</u>
<u>Wood</u>	<u>Peter</u>	<u>Yes</u>
<u>Wood</u>	<u>Russell</u>	<u>Yes</u>
<u>Wood</u>	<u>Andrew</u>	-
<u>Young</u>	<u>Andrew</u>	-
<u>Young</u>	<u>Robert</u>	<u>Yes</u>
<u>Young</u>	<u>Laura</u>	<u>Yes</u>