



RULES

REGARDING COMPOSITION OF THE BOARD, THE ELECTION OF BOARD MEMBERS, SUBSCRIPTIONS ETC.

Preamble

A] The following rules are promulgated by the Board of Fisheries Management Scotland under its powers under article 97 of the constitution of Fisheries Management Scotland. Article 97 states: "*Directors may establish rules governing matters relating to company administration that are required from time to time for the effective operation of the company (for example the provisions relating to the rights and obligations of different classes of members, including membership subscriptions and the balance of composition of the Board between membership groups. Any changes to the Rules shall take effect subject to approval by an ordinary resolution of the members*".

B] In any conflict of interpretation between these rules and the constitution, the provisions of the Constitution will prevail.

C] Any changes to these rules must be approved by an ordinary resolution of the members at a General Meeting.

The Rules

Rule 1 Board composition

1.1 The composition of the Board shall be broadly reflective of the membership in general and shall be constituted as follows:

- a) No more than six Board members shall be elected by the District Salmon Fishery Board (DSFB) members under article 51.
- b) No more than three Board members shall be elected by the Fishery Trust members under article 51.
- c) No more than two Board members representing DSFB members shall be appointed under article 52.
- d) No more than one Board member representing the Trusts shall be appointed under article 52

1.2 The Board, in exercise of its power of appointment under article 52, shall aim to identify specific skills, experience and knowledge required to ensure that Board member's contribution are effective and consistent with the aims of the organisation.

1.3 Where DSFB and Trust areas are largely co-incident the Board shall seek to ensure, so far as reasonably possible, that no river or district shall have both a DSFB and a Trust representative on Board.

Rule 2 Election Procedures

2.1 Where a vacancy on the FMS Board arises, the Executive Officer shall notify the membership and request nominations within 30 clear days of such notification. Nominations for Board

membership shall be limited to one per member within the respective membership category in accordance with rule 1.1

2.2 Candidates for election must state who is nominating them. The Executive Officer will circulate the candidate list to all members in the respective membership category as set out in accordance with rule 1.1.

2.3 Board members are elected from the list of candidates at a General Meeting or by electronic or postal ballot.

2.4 Where elections are by electronic or postal ballot, votes must be returned within 21 clear days or by a date confirmed by the Executive Officer. The candidate ranking highest in voting order will be deemed duly elected and the result will subsequently be confirmed to the membership.

Rule 3 Motions and voting at General Meetings

3.1 Any member is entitled to table motions for discussion at a General Meeting.

3.2 Any resolution must be submitted to the Executive Officer in writing at least 14 days prior to the General Meeting.

3.3 Trust members shall not vote on matters that might impinge upon the statutory duties of DSFBs and DSFB members shall not vote on matters that impinge upon the charitable objectives of Trusts as regulated by OSCR. Any dispute regarding the interpretation of this rule shall be referred to the Chair and his/her opinion shall be final.

Rule 4 Subscriptions

4.1 The subscription for each DSFB and Trust member shall be agreed at the AGM.

4.2 No individual member's subscription shall exceed 20% of the total subscription income.

4.4 Subscriptions shall be payable in advance for each year from 1 January to 31 December by no later than 31 May in that year.

Approved by ordinary resolution of the members of the company dated

3 April 2018

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