

Application for conversion into a SCIO: notices of resolution for companies

What resolutions must we pass?

Companies which wish to convert into a SCIO must pass two resolutions prior to applying to OSCR for conversion. Copies of the notices of those resolutions must accompany your application for conversion.

The two resolutions are:

1. A resolution of the company that it be converted into a SCIO

This must either be:

- i. a special resolution of the company, or
- ii. a unanimous written resolution signed by all members of the company (or their proxies) who would be entitled to vote on a special resolution.

2. A resolution of the company adopting the proposed constitution of the SCIO

This is an ordinary resolution.

Section 56 of the Charities and Trustee Investment (Scotland) Act 2005 (the 2005 Act) sets out the full details of the requirements for passing these resolutions.

Using the template notices of resolution

OSCR has developed template notices of resolution to help you meet the requirements of the 2005 Act. You are not required to use these templates, however if you do not, you must ensure that the resolutions you pass meet the requirements of the 2005 Act.

The template notice of resolution adopting the proposed SCIO constitution allows for the constitution to be amended in order to meet the requirements of the 2005 Act and The Scottish Charitable Incorporated Organisations Regulations 2011 if, after assessing your application, we advise you this is necessary. This avoids the need for you to hold a further meeting to adopt an amended constitution.

You should use the template resolutions in the following way:

1. Resolution 1: resolution that the company be converted into a SCIO

You may opt to pass this resolution either by special resolution or by a unanimous written resolution of the members of the company.

Use Template A for this resolution.

2. Resolution 2: resolution adopting the proposed constitution of the SCIO

This is an ordinary resolution of the company which may be passed either at a general meeting or by way of written resolution of the members.

Use Template B for this resolution.

Template A

Notice of resolution to convert a charitable company into a SCIO

Section 56 of the Charities and Trustee Investment (Scotland) Act 2005

PLEASE USE BLACK INK WHEN COMPLETING THIS FORM

| | |
|---|--|
| Name of charity | |
| Scottish Charity Number | |
| Company Number | |
| Date resolution was passed¹ | |

Members of the above named charitable company have resolved that it be converted into a Scottish Charitable Incorporated Organisation (SCIO).

The resolution was passed on [date] by:

- (a) Special resolution² at a general meeting of the members; or*
- (b) Special resolution¹ by way of a written resolution of the members; or*
- (c) Unanimous written resolution of all the company's members.*

* delete as appropriate - only one (a, b, or c) is necessary.

Signed by a charity trustee/company director³:

| Name | Signature | Date |
|-------------|------------------|-------------|
| | | |

¹ The date of the resolution will be the date of the general meeting or, in the case of a written resolution, the date on which the last member signed the resolution.

² Unless the company's Articles require more, a "special resolution" is passed as follows:

- In general meeting – resolution is passed if at least 75% of the votes cast by those present and entitled to vote (whether in person or by proxy). The date of the resolution is the date of the meeting at which the vote was held.
- Written – resolution is passed if agreed (signed) by at least 75% of those entitled to vote. The date of the resolution is the FINAL date of signing.

³ A charity trustee/company director must certify that the resolution was passed as stated in this notice.

Template B

Notice of resolution to adopt the proposed constitution of a SCIO

Section 56 of the Charities and Trustee Investment (Scotland) Act 2005

PLEASE USE BLACK INK WHEN COMPLETING THIS FORM

| | |
|---|--|
| Name of charity | |
| Scottish Charity Number | |
| Company Number | |
| Date resolution was passed¹ | |

Members of the above named charitable company have resolved to adopt the proposed constitution of a Scottish Charitable Incorporated Organisation (SCIO) (including any future amendments which are required by OSCR to ensure that the constitution complies with the Charities and Trustee Investment (Scotland) Act 2005 and The Scottish Charitable Incorporated Organisations Regulations 2011), a copy of which proposed SCIO constitution is attached to this notice.²

The resolution was passed on [date] by:

- (a) Ordinary resolution³ - at a general meeting of the members; or*
- (b) Ordinary resolution² - by way of a written resolution of the members.*

* delete as appropriate - only one (a or b) is necessary.

Signed by a charity trustee/company director⁴:

| Name | Signature | Date |
|-------------|------------------|-------------|
| | | |

¹ The date of the resolution will be the date of the general meeting or, in the case of a written resolution, the date on which the last member signed the resolution.

² Please remember to attach copy of the SCIO constitution adopted by the company.

³ Unless the company's Articles require more, an "ordinary resolution" is passed by a simple majority:

- In general meeting – at least 50% of the votes cast by those present and entitled to vote (whether in person or by proxy).
- Written – resolution is passed if agreed (signed) by at least 50% of those entitled to vote.

⁴ A charity trustee/company director must certify that the resolution was passed as stated in this notice.