

Chapter 8

Obligations & Process

8.11 Conversion to a Scottish charitable incorporated organisation

8.11.1 **G** A society can convert into a Scottish charitable incorporated organisation (SCIO). When it has converted to an SCIO then it will no longer be registered under the Act.

Resolutions

8.11.2 **G** The society can convert by passing the following resolutions:

- (1) a resolution that it be converted into an SCIO; and
- (2) a resolution adopting the proposed constitution of the SCIO.

8.11.3 **G** The resolution that the society be converted to an SCIO needs to be either a special resolution or a unanimous written resolution. The unanimous written resolution must be signed on behalf of all the members of the society who would be entitled to vote on a special resolution.

8.11.4 **G** To be a special resolution the resolution must be passed:

- (1) at a first general meeting by:
 - (a) 75% of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
 - (b) with at least 50% of all members entitled to vote at the meeting in person or by proxy casting their vote; and
- (2) at a second general meeting (to be held at least 14 days, and no more than one month, from the day of the first meeting): by over half of the members who actually vote in person or by proxy at that meeting.

Registration of the conversion

8.11.5 **G** The resolutions must be passed and sent to the OSCR along with an application form.

[Note: <http://www.oscr.org.uk/>]

8.11.6 **G** OSCR will consult us before agreeing the application for conversion.

8.11.7 **G** If OSCR decide to accept the application to convert then they will agree a date with us to process the conversion. OSCR will then register the SCIO and provide us with copies of the resolutions and confirmation of registration as an SCIO.

8.11.8 **G** When we receive the resolutions and confirmation of registration as an SCIO we will cancel the registration of the society. We will confirm to OSCR that we have done this, and OSCR will then update the Scottish Charity Register to show that the SCIO has been formed as a result of a conversion from a society.