

Application for conversion into a SCIO: notices of resolution for registered societies and community benefit societies.

What resolutions must we pass?

Registered societies and community benefit societies (societies) 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 society that it be converted into a SCIO

This must be a special resolution of the society (as required by the Co-operative and Community Benefit Societies Act 2014 (2014 Act),

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

Section 56 of the Charities and Trustee Investment (Scotland) Act 2005 (the 2005 Act) and section 52 of the 1965 Act set out the full details of the requirements for passing these resolutions. Please be aware that these requirements may differ to those set out in your Rules.

Using the template notices of resolution

OSCR has developed template notices of resolution to help you meet the requirements of the 2005 and 2014 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 and 2014 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 society be converted into a SCIO

Special resolution –Template A

To pass a special resolution, you must hold two separate general meetings. At the first meeting, the resolution must be passed and then at the second meeting, that

decision must be confirmed. The two general meetings must meet the requirements of the 2014 Act; these requirements are detailed in Template A (**including the footnotes**).

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

This is an ordinary resolution of the society (unless the society Rules require a special resolution) 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 special resolution to convert a charitable registered society or community benefit society 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	
Financial Conduct Authority Reference Number	
Date resolution was passed¹	

Members of the above named charitable registered society or community benefit society (society) have resolved, by special resolution, that it be converted into a Scottish Charitable Incorporated Organisation (SCIO).

The special resolution was passed as follows:

- (a) At a general meeting on **[insert date of first meeting]** at which at least 50% of the members of the society voted (in person, or by proxy²) and, of the members voting, at least 75% voted in favour of the resolution; and
- (b) At a subsequent general meeting on **[insert date of second meeting³]** at which at least 50% of the members voting (in person, or by proxy¹) confirmed the resolution passed at the general meeting referred to at paragraph (a) above.

Signed by chair/secretary⁴:

Name	Signature	Designation	Date

¹ This is the date of the second general meeting referred to in paragraph (b).

² Only include reference to proxy votes if the Society's Rules allow voting by proxy.

³ The date of the subsequent general meeting must be at least 14 days and not more than 1 month after the date of the previous general meeting.

The **special resolution** is required, by the Co-operative and Community Benefit Societies Act 2014, to be signed by the **chair of the second meeting** and **countersigned by the society's secretary**.

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	
Financial Conduct Authority Reference Number	
Date resolution was passed¹	

Members of the above named charitable society 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 [insert date] and delete as appropriate **only one** (a, or b) is necessary

(a) [Ordinary/special]³ resolution at a general meeting of the members; or*

(b) [Ordinary/special]⁴ resolution by way of a written resolution of the members.*

Signed by charity trustee/committee member⁵:

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 society

³ The society's Rules may require a "special resolution" but otherwise this will be an "ordinary resolution" at a general meeting, which is passed by a simple majority (at least 50% of the votes cast by those present and entitled to vote whether in person or, if provided for in the Rules, by proxy).

⁴ The society's Rules will provide whether or not this may be decided by written resolution (and, if so, whether this need be a "special resolution" or "ordinary resolution") and, if provided for, will confirm the percentage of members that must agree (sign) any written resolution.

⁵ A charity trustee/committee member must certify that the resolution was passed as stated in this notice.