



## **SSA SPECIAL GENERAL MEETING | A briefing note for registering the SSA as a SCIO charity.**

We are currently on course to register the SSA as a SCIO (Scottish Charitable Incorporated Organisation).

The SSA Council approved the transition to SCIO on 8th of June 2023, following consultation and legal advice.

The SSA is currently an unincorporated charity, with all members being legally and financially liable for the activities of the organisation.

Please see below some information on the advantages of changing the SSA legal status from unincorporated charity to a SCIO (Scottish Charitable Incorporated Organisation).

A SCIO charity will be a better vehicle for the implementing and supporting a modern art organisation, presenting the following advantages:

- the SCIO is a legal entity which can enter contracts, incur debts, employ staff, own property.
- the SCIO members and Trustees HAVE NO PERSONAL LIABILITY, as SCIO is the legal entity which fronts all activities:
- SCIO undertakes transactions directly, bringing flexibility and better timing in carrying out its activities.
- SCIO provides a proper legal platform, allowing for interaction with major funding bodies.
- SCIO will be registered with HMRC for Gift Aid and VAT relief, increasing our revenues.

The transition from the unincorporated status to SCIO is not a complicated process and we have appointed Morton Fraser Solicitors for carrying out the necessary legal work, including the drafting of the new SSA Constitution. The new Constitution is a typical, off the shelf, charitable organisation document, where minor changes were introduced. The accounting level is similar to any other charity.

There are two notable changes:

- Change the name of the SSA to “Scottish Society of Artists”.
- Tenure for Office Bearers tenure: 3years + 2 extra years.

The two changes mentioned above were put to vote to all SSA members on 23 February 2024 and the results of the vote were as follows:

- 85.06% In favour of name change to “Scottish Society of Artists”.
- 80.52% in favour of the 3 years + 2 Tenure for the Office Bearers.

The means by which the SSA becomes a SCIO are as follows:

- a./ The SCIO is formed and registered
- b./ The assets of the former SSA are transferred to the SCIO
- c./ The former SSA is dissolved, and de-registered.

The process of forming the new SCIO could take up to three months with OSCR (Scottish Charities Register).

Morton Fraser Solicitors requested that we call a Special General Meeting to approve the new Constitution and the dissolution of the former SSA.

The reasons why the SSA needs to change and become a SCIO are directly related to the intention of taking the SSA to another level of operations, including:

- establish a dedicated SSA base of operations: office, exhibition spaces, stores.
- provide extra exhibition opportunities for a larger number of SSA members.
- take the SSA to the international art scene.
- consolidate the SSA as a major contributor to the development of modern Scottish culture.

Aiming for such a development is a clear necessity when looking at the SSA history.

Vasile Toch  
**SSA President**

20 March 2024