

# INTRODUCTION

## What?

The SSA is a registered charity in Scotland. This document explains proposed changes to the SSA's legal status that will remove legal and administrative barriers and allow the SSA to prosper and grow in ways that have not been possible before.

## Why?

The SSA Council is keen for the SSA to unlock access to bigger fundraising options and increased exhibition opportunities for members. We also have an opportunity to have dedicated SSA premises to be used for exhibitions, offices and storage.

## How?

The SSA Council has taken legal advice and understands that these benefits can only be achieved by changing the legal status of the SSA to become a Scottish Charitable Incorporated Organisation (SCIO).

# FREQUENTLY ASKED QUESTIONS (FAQ)

## What is proposed?

The Council proposes to change the SSA's legal status from an Unincorporated Charity to an Incorporated Charity, known as a Scottish Charitable Incorporated Organisation (SCIO).

## What are the expected benefits to members?

Becoming a SCIO will let the SSA provide more opportunities both in Scotland and internationally, helping us to contribute even more significantly to the development of contemporary Scottish culture. This will be possible because being a

SCIO will allow the SSA to:

1. Access new major funding streams and more opportunities for fundraising.
2. Gaining access to tax benefits such as Gift Aid and VAT relief.
3. As an organisation, a SCIO gives us the potential to acquire a dedicated building (an option currently being explored with Edinburgh Council), which comes with the possibility for exhibition spaces, offices, storage spaces and even artist studios.
4. Enter into larger

financial transactions, such as buying or managing property.

Because the SCIO is a legal entity in its own right (unlike an unincorporated charity), the charity trustees and members will no longer have personal financial and legal liability for the organisation.

## Why Now?

We are expanding our yearly exhibition programme both nationally and internationally in order to offer exhibiting opportunities to a greater number of SSA members and a SCIO will offer greater opportunity to raise funds to facilitate

## FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

this. We are also looking into the possibility of a building for the sole use of the SSA, which we cannot do in our current form.

### **Are there risks?**

No change is completely without risk. The main risk identified by the SSA council is that there could be costs beyond what we have projected. We have guarded against this by researching the process thoroughly, taking legal advice and obtaining a quote from the lawyer who has been hired to help us with the SCIO process. We do not foresee significant risk and expect the change to bring significant gains.

The SSA council believes the greater risk lies in remaining an unincorporated charity with much more limited access to funds. Other charities like ours are making the change to SCIO status.

### **What if we do not become a SCIO and remain an unincorporated charity?**

We continue as we are, with the limitations that being an unincorporated charity brings. These include more limited financial capability, less funding meaning less potential to expand member opportunities and no option for an SSA

premises. The charity trustees and members will continue to have personal financial and legal liability for the SSA's actions, and unlimited liability if it is wound up.

### **Who decides whether the SSA should proceed with the SCIO?**

You, the membership, decide by voting. These changes cannot happen without membership approval. We plan to call a vote on whether to proceed by electronic ballot.

# FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

## What are the next steps?

No changes have yet been made to the SSA.

One change to the constitution needs to be made *before* we move to SCIO status. The current constitution states that 100% of the membership need to vote in order to dissolve the society. Given that the SSA has grown over the past 130 years and now consists of over 1500 members, we do not believe that this is possible in the present day. We hope (with your consent) to change this so that 75% of the people that participate in the vote may decide to dissolve the society. We hope that

this will happen at the same time that we vote to become a SCIO.

The next steps are as follows:

1. We gather the views and opinions of you, the members, through a questionnaire which we ask you to complete.
2. The council finalise our new constitution document. This will largely remain the same as the old SSA constitution, but we propose some changes and updates (see FAQ: "How is the new constitution different from the old constitution?")
3. We decide, by voting, on whether to change the current constitution so we can dissolve the unincorporated SSA. Then we ask our membership to take a final vote on whether the SSA should apply for SCIO status. We would like as many of our members as possible to participate in these votes.
4. If the membership votes in favour, we will then begin the legal process to become a SCIO.

# FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

## **What does the name change from “Society of Scottish Artists” to “Scottish Society of Artists” have to do with the SCIO?**

The name change is a separate but related issue to the SCIO. There has been discussion at various points in recent years about this, or a similar, name change, in order to be more inclusive of non-Scottish members. However, the complexities of changing the name have deterred the SSA from proceeding. Part of the SCIO process is that the new SCIO version of the charity needs a different name from the

old, unincorporated version of the charity. The OSCR (the Scottish regulatory body for charities) would allow the name to be changed back once incorporation is complete, but this gives us the opportunity to change the SSA's name with no additional legal process or costs.

In March 2024 the SSA Membership voted on the two changes to the constitution which will only come into effect if the new SCIO SSA is formed: name change and change of Council tenure.

154 SSA members voted. 85.06% of voters were in favour of changing our name to Scottish Society of Artists.

A large majority were also in favour of changing the tenure from 3 years to 3 + 2.

The turnout for this vote was lower than hoped. In our questionnaire you will have the opportunity to ask for this vote to be re-cast. If you have any other concerns about this, we would like to hear from you via the member questionnaire.

## **How many member votes are required to decide in favour of converting to a SCIO?**

The number of votes needed to move forward with the SCIO is three quarters (75%) of the

# FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

votes cast. We hope that most of our membership will take part in the process so that we get an accurate expression of opinion.

## **What will it cost?**

The solicitor engaged by the SSA to work on the SCIO process has quoted £1,500 in legal fees to see the process through to completion, and does not anticipate any additional legal costs beyond this.

We estimate that remaining costs will be £5,000-£8,000 to complete the SCIO transition process. Every effort will be made to minimise this. The SSA

Council are taking an active role in SCIO work on a voluntary basis.

## **Will the SSA operate differently after becoming a SCIO?**

Changing to SCIO status will allow the SSA to access new sources of funding, the option to hold property, and the potential to do more for its members as a result. However, the core membership experience will remain the same, with an open-call annual exhibition, the opportunity to apply for professional membership after two years as an ordinary member and a place on the SSA website to share your work.

## **How is the new constitution different from the old constitution?**

Some of the main changes proposed in the new constitution are: name change; tenure; code of conduct; and we are currently working on other changes. The new proposed Constitution will be shared with all Members before the SCIO vote.

## **How long will it take to become a SCIO?**

According to OSCR, the regulating body for Scottish charities, the actual incorporation process usually lasts up to 3 months, from OSCR

# FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

receiving our application, to approving it. This process can be started immediately following a vote from the SSA membership approving the SCIO change. Following OSCR approval, additional time will be required to transfer the SSA's assets and liabilities to the new SCIO charity. Once this is complete, the old charity can be dissolved.

## **What does the process of becoming a SCIO involve?**

The OSCR Guide to Incorporation describes the process as follows:

“Essentially incorporation

means you open a new, incorporated charity, and close the old one. You undertake two separate processes: apply to OSCR to create a new charity, and apply to OSCR for consent to wind up the old charity. Once charitable status and consent are granted, the ‘old charity’ can then transfer the assets and liabilities to the ‘new charity’.” Once incorporation is complete, the ‘old charity’ can be dissolved as the SSA identity will have been moved to the ‘new charity’.

## **Will the SSA be dissolved?**

The process of changing an unincorporated charity to a SCIO involves creating a new SCIO charity, moving the assets from the old unincorporated charity to the new SCIO and then applying to have the old unincorporated charity dissolved. So, in a legal sense the old version of the SSA will be dissolved - but in a practical sense it will continue to exist in a new form, with no interruptions since the old unincorporated charity will not be dissolved until the new SCIO charity is ready to take over.

# FREQUENTLY ASKED QUESTIONS (FAQ) CONT ...

**Where can I find out more?**

[OSCR Guide to Becoming a SCIO](#)

**How can I have my say?**

Please share your views with us via:

1. The member questionnaire.
2. Participating in our Q&A sessions.
3. Voting on the proposed constitutional changes and voting on becoming a SCIO.



# CONSTITUTIONAL CHANGES TIMELINE

We recognise the need to enter into a thorough consultation process and to keep our membership informed at every stage. This is the shape we expect our consultation to take.

Exact timescales may change, but we anticipate the process will take approx. 10 weeks.

Week 1: 17/06/24 - Wed 19 June: this briefing document and timeline is circulated to members.  
Sun 23 June 11am: SSA Annual General Meeting

Week 2: 24/06/24 - Questionnaire live

Week 3: 01/07/24 - Questionnaire remains live. Wed 3 July, 6:30pm:

## Q&A 1

Week 4: 08/07/24 - Questionnaire closes Sun 14 July

Week 5: 15/07/24 - SSA Council will review and collate the questionnaire results

Week 6: 22/07/24 - SSA Council will meet to discuss the questionnaire feedback provided by SSA members, and formulate a plan of action based on this. The questionnaire results will be released to membership, with a statement from the SSA Council that details how this feedback will shape our decision-making and course of action.

Week 7: 29/07/24 - Mon 29 July 6:30pm: **Q&A 2**. Voting opens on any proposed constitutional changes and the move to SCIO.

Week 8 - Sun 11 Aug 11:00am: **Q&A 3**.

Week 9 - Voting on SCIO and constitution changes closes.

Week 10 - Results of vote on SCIO and constitution changes released to members. Legal conversion to SCIO can proceed if approved by membership.

# Q&A DATES

Q&A 1: Wed, 3 July, 6.30pm

Q&A 2: Mon, 29 July, 6.30pm

Q&A 3: Sun, 11 Aug, 11am

If you would like to attend any of these meetings, please email [admin@s-s-a.org](mailto:admin@s-s-a.org) and you will receive an invitation.

