

# Society of Scottish Artists

## Briefing Document

### Moving to become a Scottish Charitable Incorporated Organisation - Consultation with members

#### 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 believes that this change will benefit the SSA membership by removing member and trustee liability for SSA finances, as well as facilitating access to certain types of funding and streamlining the administration of the SSA.

#### 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).

#### Timeline for SSA Membership decision-making:

**Friday May 23:** Briefing doc on SCIO voting process released to membership, with timeline for voting and AGM, Constitution and information on SCIO. E-vote opens to membership on:

- Transitioning the SSA to a SCIO
- Changing the constitution to allow 75% of members voting to dissolve the SSA
- Changing the SSA's name from the Society of Scottish Artists to the Scottish Society of Artists

Participants in this vote are added to the participants in the final voting at AGM as proxies.

#### June 22: AGM - final vote on:

- Transitioning the SSA to a SCIO
- Changing the constitution to allow 75% of members voting to dissolve the SSA
- Changing the SSA's name from the Society of Scottish Artists to the Scottish Society of Artists

**Week commencing June 23:** Total number of votes for and against all three decisions, including electronic votes, tallied. Results announced.

**Legal process for becoming a SCIO begins, if the SSA Membership decide to proceed**

## **Frequently Asked Questions**

### **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:

- 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.
- May facilitate access to certain funding streams due to more straightforward administrative processes
- Will reduce the administrative burden in handling finances through such benefits as dedicated SSA bank account (which is not possible as an incorporated charity). This will free up Admin time for important work such as administering the SSA's programme of events.
- Will allow scope for expanding the SSA's activities further, should Council and the Membership decide in future that this is in the Society's best interest

### **Are there risks?**

The main risk identified by the SSA council is cost; we continue to keep these low by working as a Council alongside a solicitor to do much of the work associated with transitioning to SCIO ourselves, and maintaining communication about the cost of this legal advice to ensure no additional fees are accrued above the original quote. We do not foresee significant risk and expect the change to bring significant benefits. The SSA council believes the greater risk lies in remaining an unincorporated charity with liability for our finances lying with trustees and members. Many other charities like ours are making the change to SCIO status, or have already done so.

### **What if we don't become a SCIO and remain an unincorporated charity?**

We continue as we are, with the limitations that an unincorporated charity brings. These include more limited financial capability and less straightforward access to some funding, meaning less potential to expand member opportunities. 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. This vote will open by electronic ballot in June 2025, and will conclude at the 2025 SSA AGM.

### **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 1800 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. This vote will happen at the same time that we vote to become a SCIO.

The next step is for you, the SSA Membership, to vote on whether to proceed with the SCIO and change to constitution allowing 75% of members voting to dissolve the “old” SSA format, and the name change from Society of Scottish Artists to the Scottish Society of Artists. You can find details of the voting process at the top of this document.

If the vote confirms that the SSA Membership wishes to proceed with the move to SCIO, the legal process for becoming a SCIO will begin, under the new name if approved by the SSA membership, and with the new Constitution, which you can find a link to here: [\[LINK to new Constitution\]](#)

### **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 total votes cast. We hope that a large proportion of our membership will take part in the process so that we get an accurate expression of opinion, however it is ultimately the responsibility of each member to decide whether or not to participate.

### **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 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.

### **Why change the SSA's name?**

SSA membership has grown a lot in recent years, and we have members living, practicing and participating in the SSA not only in Scotland but across the globe. Additionally, many of our members who live and work in Scotland have other nationalities and do not identify themselves as Scottish artists. Therefore, the name “The Society of Scottish Artists” has now become an inaccurate reflection of our membership and does not properly include all of our members.

The SSA's archivist at the National Galleries has been consulted and is confident that the name change will not negatively impact the accessibility of the SSA archives, or future cultural activity.

A consultation on SCIO and name change run in 2024 indicated that over 80% of our members are in favour of changing the SSA's name from “The Society of Scottish Artists” to

“The Scottish Society of Artists”. The new name will still be shortened to “SSA” for general use so the current SSA branding and identity will remain the same.

### **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 changing the SSA’s name. 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, if we decide to.

In March 2024 the SSA Membership voted on changing the name from the Society of Scottish Artists to the Scottish Society of Artists. However, there were concerns raised about the process of bringing this to vote, and consequently the validity of the decision made. This was confirmed by a subsequent consultation, which revealed that while most members were happy with the outcome, there was a significant minority that had concerns about the voting process. As a result, as this is a significant decision in the history of the SSA, we will run a new vote to give our members a full and timely opportunity to participate in vote on whether to change the SSA’s name, which will conclude at this year’s AGM.

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

Changing to SCIO status will allow the SSA scope to carry out more ambitious projects, should Council and members wish to do so in the future. However, the core membership experience will not change; there will still be an open-call annual exhibition, the opportunity to apply for professional membership after 2 years as an artist member and a place on the SSA website to share your work, as well as the other opportunities and benefits of membership that you are used to.

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

Some of the main changes proposed in the new constitution are: Change of the SSA name from “Society of Scottish Artists” to “Scottish Society of Artists” (to be confirmed by member vote); change of tenure for Council members from 3 years to 3 years plus a further discretionary 2 years, subject to approval of Council; a code of conduct for Council Members including office bearers and general clarification on areas that were either unclear or outdated in the previous SSA Constitution. You can find the proposed new Constitution here: [\[LINK to Constitution\]](#)

### **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’.

**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.

In addition, we estimate a cost of £5,000-£8,000 in admin hours to cover the work needed from our SSA Administrators to complete the SCIO transition process. Some of this may need to be paid as overtime and as such will be an additional expense to the SSA beyond regular salary costs, however as much of the work as possible will be completed during regular contracted admin hours, and therefore will not require additional funds. The SSA Council are taking a very active role in SCIO work in order to reduce the burden on Admin and associated costs.

**Will the SSA be dissolved?**

Legally, yes but practically, no. 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.

**Where can I find out more?**

[https://www.oscr.org.uk/media/3113/cscios\\_a\\_guide.pdf](https://www.oscr.org.uk/media/3113/cscios_a_guide.pdf)

[\[LINK to old Constitution\]](#)

[\[LINK to new Constitution\]](#)

**How can I have my say?**

We strongly encourage you to vote on:

- the decision to move to a SCIO format
- the decision to change the SSA's name
- The decision to change the Constitution on dissolving the Society, in order to move to SCIO

Please find the timeline for voting on these questions at the top of this document.

Further questions can be directed to [admin@s-s-a.org](mailto:admin@s-s-a.org)