



# Charities and Trustee Investment (Scotland) Act 2005

2005 asp 10

## PART 1

### CHARITIES

#### CHAPTER 7

##### SCOTTISH CHARITABLE INCORPORATED ORGANISATIONS

###### *Conversion, amalgamation and transfer*

#### **56 Conversion of charity which is a company or registered friendly society: applications**

- (1) The following may apply to OSCR to be converted into a SCIO, and for the SCIO's entry in the Register—
  - (a) a charity which is a company,
  - (b) a charity which is a registered society within the meaning of the Industrial and Provident Societies Act 1965 (c. 12).
- (2) But such an application may not be made—
  - (a) by a company or registered society having a share capital if any of the shares are not fully paid up,
  - (b) by a company having only a single member.
- (3) Such an application is referred to in this section and sections 57 and 58 as an “application for conversion”.
- (4) Section 54(2) applies in relation to an application for conversion as it applies to an application for a SCIO to be constituted (but sections 4 and 5 do not apply in relation to an application for conversion).

*Status: Point in time view as at 01/01/2012. This version of this provision has been superseded.*

*Changes to legislation: Charities and Trustee Investment (Scotland) Act 2005, Section 56 is up to date with all changes known to be in force on or before 18 June 2024. There are changes that may be brought into force at a future date.*

*Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (5) In addition to the documents referred to in section 54(2), the application for conversion must be accompanied by—
- (a) a copy of the resolution of the company or registered society that it be converted into a SCIO, and
  - (b) a copy of the resolution of the company or registered society adopting the proposed constitution of the SCIO.
- (6) The resolution referred to in subsection (5)(a) must be—
- (a) a special resolution of the company or registered society, or
  - (b) a unanimous written resolution signed by or on behalf of all the members of the company or registered society who would be entitled to vote on a special resolution.
- [<sup>F1</sup>(6A) In the case of a company which is [<sup>F2</sup> registered under the Companies Act 2006 in Scotland ], Chapter 3 of Part 3 [<sup>F3</sup> of that Act ] (resolutions and agreements affecting a company’s constitution) does not apply to the resolutions mentioned in subsection (5) (a) and (b).]
- (7) In the case of a registered society, “special resolution” has the meaning given in section 52(3) of the Industrial and Provident Societies Act 1965 (c. 12).

#### Textual Amendments

- F1** S. 56(6A) inserted (1.10.2007) by [Companies Act 2006 \(Commencement No.3, Consequential Amendments, Transitional Provisions and Savings\) Order 2007 \(S.I. 2007/2194\)](#), art. 1(3)(a), **Sch. 4 para. 110** (with art. 12)
- F2** Words in s. 56(6A) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 250(2)(a)** (with art. 10)
- F3** Words in s. 56(6A) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 250(2)(b)** (with art. 10)

#### Commencement Information

- I1** S. 56 in force at 1.1.2012 by [S.S.I. 2011/20](#), **art. 2(4)(a)**

**Status:**

Point in time view as at 01/01/2012. This version of this provision has been superseded.

**Changes to legislation:**

Charities and Trustee Investment (Scotland) Act 2005, Section 56 is up to date with all changes known to be in force on or before 18 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.