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## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

The Charities and Trustee Investment (Scotland) Act 2005 (“the 2005 Act”) makes provision for a new incorporated form for Scottish charities. These regulations set out in more detail how that new form, known as the Scottish charitable incorporated organisation (“SCIO”), will work.

Section 50 makes provision about a SCIO’s constitution, which is its governing document. Section 50(1) and (2) sets out what a SCIO’s constitution must contain and section 50(3) requires a SCIO to also provide for certain other matters specified in regulations. Regulation 2 lists those matters.

Regulation 3(1) places a duty on a SCIO to keep a register of its charity trustees. The information that must be kept on that register in relation to current charity trustees is set out at regulation 3(2). Regulation 3(3) sets out what additional information the register must contain in relation to charity trustees that are legal persons (e.g. corporate bodies). If a charity trustee is appointed by OSCR in exercise of its powers under section 70A of the 2005 Act, this must be recorded in the register by virtue of regulation 3(4). The information that must be kept on the register in relation to former charity trustees is set out at regulation 3(5); that information must be kept for at least 6 years. Regulation 3(6) provides that, within 28 days of receiving notice of any change, a SCIO must update the register of charity trustees.

Regulation 4 sets out the right of any person to request a copy of the register of charity trustees and, if the request is reasonable, receive that copy within 28 days. Where the person making the request is not a charity trustee of the SCIO to which the request is made, the SCIO may redact the name and address of any of its charity trustees by virtue of regulation 4(2). Regulation 4(3) provides that the name may only be redacted if the SCIO is satisfied as to the test set out in the Regulations in relation to safety and security.

Regulation 5 requires a SCIO whose members are not identical to its charity trustees to keep a register of members in addition to the register of charity trustees. The register of members must contain the information set out in regulation 5(2) for current members. Regulation 5(3) sets out what additional information the register must contain in relation to members that are non-natural persons (i.e. corporate bodies). The register of members must also contain the information in regulation 5(4) for former members; this information must be kept for at least 6 years. Regulation 5(5) provides that, within 28 days of receiving notice of any change, a SCIO must update the register of members.

Regulation 6 sets out the right of a member or charity trustee of a SCIO to request that SCIO to provide a copy of its register of members and, if the request is reasonable, to be provided with a copy within 28 days. The SCIO may redact the addresses of any of its members if the request is made by a person who is not a charity trustee of the SCIO.

Regulation 7 prohibits a member from transferring membership of a SCIO.

Regulation 8(1) places a duty on a SCIO to hold a meeting of its members within 15 months of the date on which OSCR enters the SCIO in the Register. A SCIO must also hold a meeting of its members at least once every 15 months from the date of the previous meeting. Regulation 8(2) requires a SCIO to give its members and charity trustees at least 14 days notice of such meetings.

Regulation 9 specifies the documents on which a SCIO must state its name in legible characters and, in the circumstances set out in section 52(3) of the 2005 Act, the fact that it is a SCIO.