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SCOTTISH STATUTORY INSTRUMENTS

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**2011 No. 237**

**The Scottish Charitable Incorporated Organisations  
(Removal from Register and Dissolution) Regulations 2011**

**Dissolution of a solvent SCIO**

**3.—(1)** A SCIO may make an application to OSCR for the SCIO to be removed from the Register and dissolved.

(2) An application must be accompanied by a copy, certified by either at least two thirds of the charity trustees of the SCIO or by one trustee only if authorised to sign on behalf of the other trustees, of a resolution of the members of the SCIO that it, subject to the consent of OSCR—

- (a) wind up its affairs;
- (b) transfer any surplus assets after settlement of all outstanding debts and liabilities to another named body (or bodies) which has purposes which are the same as or which resemble closely the purposes of the SCIO set out in its constitution; and
- (c) be removed from the Register and dissolved.

(3) A resolution must be passed by at least two-thirds of its members voting at a general meeting or otherwise than at a general meeting of the SCIO (including those voting by proxy or by post, if voting that way is permitted) and must have been passed not more than 21 days before the making of the application.

(4) The application must also be accompanied by—

- (a) a copy of the constitution of the SCIO including any amendment;
- (b) a copy of the register of the charity trustees of the SCIO;
- (c) a declaration of solvency of the SCIO signed by at least two thirds of the charity trustees of the SCIO or by one trustee only if authorised to sign on behalf of the other trustees in the form of the form set out in Schedule 1;
- (d) notice of application for dissolution of the solvent SCIO in the form of the form set out in Schedule 2; and
- (e) a statement outlining the proposed dissolution of the SCIO, which must include details of all the assets and liabilities of the SCIO at the time the application is made, including liabilities to return funds to a funding body or any other body under contractual or other terms, and proposals for how the outstanding stated liabilities will be met and specifying the named body (or bodies) to which surplus assets will be transferred.

(5) Immediately after the making of the application, the SCIO shall write to all creditors of the SCIO known to it, notifying them of the application.

(6) Within 14 days of receipt of the application, OSCR shall publish on its website the notice of proposed dissolution referred to in paragraph (4)(d).

(7) If on receipt of the application, OSCR requires more information to enable it to proceed with the application, OSCR may require further information from the SCIO; in which case the date of receipt of the application for the purposes of paragraph (6) shall be the date of receipt of the further information required.

(8) The notice of proposed dissolution shall remain on OSCR’s website for 28 days, during which time any person may make representations to OSCR about the proposed dissolution.

(9) Within 21 days of the expiry of the 28 days referred to in paragraph (8) OSCR must—

- (a) consent to the application;
- (b) consent to the application subject to any condition; or
- (c) refuse the application.

(10) Chapter 10 of Part 1 of the 2005 Act applies to a decision to refuse an application under paragraph (9)(c) as it applies to a decision listed in section 71 of that Act.

(11) If OSCR consents to the application, then subject to any condition mentioned in paragraph (9) being accepted in writing and met by the SCIO and the surplus assets of the SCIO being transferred to the named body (or bodies) in accordance with the resolution referred to in paragraph (2)—

- (a) OSCR must remove from the Register the entry for the SCIO as soon as OSCR receives from the SCIO notification in writing that any condition mentioned in paragraph (9) has been met and the surplus assets of the SCIO have been transferred to the named body (or bodies) in accordance with the resolution referred to in paragraph (2); and
- (b) the SCIO is dissolved.