

GLASGOW INSTITUTE OF ARCHITECTS

Scottish Charity Number: SC000915

NOTICE & AGENDA

Notice is hereby given that a **Special General Meeting** of the Glasgow Institute of Architects (GIA) is to be held via Zoom on 10th December at 18:00 to consider the following special business:

1. Welcome and Apologies
2. Resolutions proposed by **Philip Zoechbauer** and seconded by **Shona MacVicar [and as approved by the Royal Incorporation of Architects in Scotland on 28th October 2020]**:
 - (1) Resolution to be approved by majority of members present, entitled to vote:
To introduce a new clause 24 to the existing Constitution of the GIA, to say:
"Dissolution"
 24. (a) *The Chapter may be dissolved by a Resolution passed by no less than three-quarters of the members of the Chapter present and entitled to vote at the Annual General Meeting or at a Special General Meeting of the Chapter called specifically (but not necessarily exclusively) for that purpose.*
(b) *If, upon dissolution of the Chapter, there remains after satisfaction of all its debts and liabilities any money or other property whatsoever, the same shall not be paid, applied or distributed among the members but shall be applied to another charity or charities with Objects similar to the Chapter, as decided by the members at an Annual General Meeting or Special General Meeting of the Chapter called specifically (but not necessarily exclusively) for that purpose, which failing as determined by the Council, which failing as determined by the Sheriff of Glasgow and Strathkelvin at Glasgow (or any successor thereto) who decision shall be final and binding upon the Chapter."*; and
 - (2) Special Resolution to be approved by three-quarters of members present, entitled to vote:
Subject to passing the Resolution at (1) above, to agree that the GIA may incorporate a two-tier Scottish Charitable Incorporated Organisation (SCIO), the terms of which will be approved by the members of GIA and RIAS, in order to take over the assets, liabilities, and undertaking of GIA and dissolve the GIA at a suitable time thereafter.
3. Any other relevant business.

APPENDIX A

The Glasgow Institute of Architects, Scottish Charity Number SC000915 (GIA), is currently constituted as an Unincorporated Association with both a Board of Trustees, known as the Council and a separate Membership who elect the majority of the Council. In continuing as an Unincorporated Association, legally speaking, the GIA has no separate legal personality and its Trustees (and possibly its Members) could become personally liable were the GIA unable to meet its liabilities or be subject to a claim.

The GIA Council are of the view it is now prudent to protect Trustees (and Members) by obtaining limited liability and therefore wish to take steps to incorporate GIA as a Scottish Charitable Incorporated Organisation (SCIO).

The process effectively involves setting up a new charity with the new charity name and number, transferring the assets of the GIA to the new charity and thereafter dissolving the GIA.

Because of the process involved, it will be necessary to make an amendment to the GIA's existing Constitution in order to introduce a dissolution clause allowing GIA to transfer its assets, liabilities and undertaking to the new SCIO, once it is in existence. GIA does not currently have the power to dissolve, although it does have the power to make alterations to the Constitution with the approval of the RIAS.

Accordingly, the GIA has sought RIAS approval to proceed with the two matters detailed, approval having been granted by the RIAS Council on 28th October 2020.