

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 7th October at 13:00 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 26th August 2021]**:

2.1 Special Resolution to be approved by three-quarters of members present, entitled to vote:

To approve the Constitution of 'The Glasgow Institute of Architects' ('the SCIO'), a copy of which accompanies this Notice, subject to registration of the SCIO by the Office of the Scottish Charity Regulator ('OSCR'), together with any subsequent amendments as required by OSCR in order to secure registration of the SCIO as a Scottish Charitable Incorporated Organisation, and that The Council of GIA now proceed to apply to OSCR for registration of the SCIO on behalf of the GIA.

2.2 Subject to the members passing the Special Resolution at 2.1 hereof, Special Resolution to be approved by three-quarters of members present, entitled to vote:

- (i) To direct the Council of GIA, following registration of the SCIO by OSCR, to proceed to transfer the assets, liabilities and undertaking of GIA to the SCIO, and
- (ii) Agree that the Council of GIA proceed to dissolve GIA at a suitable time thereafter.

3. Any other relevant business.

APPENDIX A - BACKGROUND

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.

Accordingly, following a Special Meeting of the membership held on 10th December 2020 where the GIA Council sought approval from the membership, the GIA Council have progressed proposals for incorporating the organisation as a SCIO and development of a new constitution. The GIA has sought RIAS approval to proceed with the two matters detailed, approval having been granted by the RIAS Council in principle on 16th June 2021 with final approval confirmed on 26th August 2021.

APPENDIX B – PROPOSED SCIO CONSTITUTION