

What is a SCIO?

This is a relatively new system for the foundation of charities. Previously, charities were regulated by two bodies – Companies House (who looked after the legal entity) and OSCR (who made sure the charity was doing charity things and not trying to turn a profit).

Now, small charities can give themselves a legal foundation through OSCR alone by becoming a SCIO – this means Companies House has no role to play, and significantly reduces the costs and administrative responsibilities of the organisation, making it ideal for smaller, locally run organisations like You Can Be a Doctor.

What does a SCIO's constitution look like?

SCIOs, like any incorporated charity, must file a constitution with OSCR. The SCIO constitution is more streamlined than non-charitable companies and is comprised of a single document. The purpose of the document is to:

1. Clearly and concisely state the aims and objectives of the organisation.
2. Cement the charitable nature of the organisation by preventing profit-seeking behaviour.
3. Outline how the charity's management is structured.
4. Dictate how the charity conducts itself day to day and lay down the rules that members must follow.
5. Reassure OSCR that the above protections exist, allowing the charity to become officially registered.

What does this mean for 'members' of the organisation?

This is where things get a little trickier to explain. SCIOs are typically 'two-tiered' organisations. This means that there are effectively two 'boards' or 'committees' responsible for the running of the charity - the **Members** (capital 'M') and the **Trustees**. It is important to remember that these are distinct entities but, because of the nature of charities, it is common for individuals to be on both committees at the same time.

Am I a Member? What is the difference between Members and Trustees?

Being a member (small 'm') of a charity – that is, being involved in a charity's activities, events, organisation or administration – is not the same as being a **Member** (capital 'M'). So don't worry, you're not suddenly going to be landed with extra responsibilities just because you get involved with the SCIO!

Members have to be specially appointed. When the SCIO files its constitution with OSCR, it will nominate the first committee of Members. These people essentially ‘own’ the charity. They make the large-scale, strategic decisions in relation to the charity. They have sole responsibility for changing and updating the constitution, deciding the charity’s aims and objectives for the year, approving budgets and appointing the **Trustees**. They don’t run the charity directly, but they do have ultimate control over its structure and direction.

Trustees, on the other hand, are the team responsible for the day-to-day running of the charity. They decide how to implement the aims and objectives set by the constitution and the **Members**. Crucially, Trustees also play a role in ensuring that the Members behave themselves – Trustees are responsible for deciding whether new Members can join the committee or not.

Remember, **Members** and **Trustees** are often the same people in smaller charities. However, it is still important they record their activities are being conducted in the appropriate role. Think of it as having two hats to wear – you can only do Members stuff if you have your Members hat on, and vice versa.

The Constitution is long and boring and I don’t want to read it.

Agreed. Here’s a short summary of what each section of the constitution means:

1. **Section 1: General** - You Can Be a Doctor is a charity. It can only be a charity. It has to do charitable things. It cannot look to make profits for the individuals who run it. This section also spells out the basics – what the organisation is called, that it has Members and Trustees and that those individuals are legally protected from any debts the organisation might incur (more important than you might think!)
2. **Section 2: Members**– This tells you who can become a Member and how. Essentially, anyone can become a member as long as they are over 16 and the Trustees agree to appoint them. It also tells Members how to resign (an email will do) and how they can be kicked out (as a last resort). Crucially, Members will be asked to re-confirm their desire to be a member every year - it’s important to respond to this or your membership will automatically lapse.
3. **Section 3: How Members Make Decisions** – This section sets out the procedure for Members deciding things. The only meeting that has to happen is the Annual General Meeting once a year – that’s where the Members make most of their decisions and ensure the charity is on track. They’ll look at budgets and the long-term strategy and hold a vote on essential matters. Members can meet more often if they want, but it is more likely they will want to meet as Trustees, not Members, between AGMs.

4. **Section 4: The Charity's Trustees** – This sets out the structure of the board of Trustees. Trustees should understand that their position only lasts for 1 year at a time. All Trustees automatically lose their status at the AGM each year – however, in the normal course every trustee will then be immediately re-appointed, unless they choose to resign. This is really just a house-keeping exercise to keep the organisation's books tidy. This also lets the board appoint two other kinds of trustees – co-opted trustees (from outside the organisation – e.g. someone with accounting or legal skills) and honorary officers (e.g., a young person representing a particular school or group in a non-voting capacity). It also provides for annual reviews of overall board competency and for individual appraisals – the intention is to procure a board-wide and individual-level understanding of the strengths and weaknesses of the team and to seek to address any shortcomings. Finally, this is the section that empowers Trustees to carry out the work of the charity on a day-to-day basis – this is probably the one section worth reading if you're a Trustee, as it will give you guidance on what you can and cannot do.

5. **Section 5 – How Trustees Make Decisions** – Much like section 3, this outlines the procedures behind calling a meeting of the Trustees, how that meeting is conducted and how matters are voted on. The key take-home points are that Trustees have to meet regularly, there has to be at least 3 people there, and everyone gets 1 vote (with the chairperson breaking any deadlocks). Ideally, Trustees should attend every meeting they are able to.

6. **Sections 6 and 7** – Legal bits and bobs, nothing specific to worry about here.

Additional Forms:

Membership Application Form.

Register of Charity Trustees.

Register of Members.