

Charity Reorganisation – Summary of Application

Type of Scheme

The Darwin Trust of Edinburgh (SC006400) ('the charity') has applied to the Office of the Scottish Charity Regulator (OSCR) for approval of a reorganisation scheme for a variation of the constitution of the charity (whether or not in relation to its purposes) under section 42(3)(a) of the Charities and Trustee Investment (Scotland) Act 2005 (the 2005 Act).

The Darwin Trust of Edinburgh was established by a Declaration of Trust on 8 July 1983 with the purpose of promoting education and research in the Natural Sciences and in particular Molecular Biology. Its main activity is the award of PhD studentships to individuals who are not UK nationals so that they can pursue a PhD in the biological or biomedical sciences.

The trustees propose to make following changes to the constitution to expand their powers to allow them to: –

1. Make a wider variety of investments that the governing document currently permits
2. Make further amendments in future as may be necessary (recognising that any further amendments must be consistent with the spirit of the Declaration of trust)
3. Transfer assets to a successor charity (recognising the trustees may in future wish to incorporate a successor company of SCIO)
4. In the event that assets of the charity are transferred to a successor, wind up the charity

Reasons for reorganisation

The trustees advise the charity's governing document is outdated and is causing them problems. The trustees are unable to amend or update their governing document to introduce such powers, in particular they require wider investment powers. Neither can they convert or transfer assets of the charity to a successor company or SCIO which has these powers available. This limits the options of the trustees.

Reorganisation conditions

The trustees suggest that the following reorganisation condition is met:

S42(2)(d) of the 2005 Act, that it is desirable to introduce a provision (other than a provision setting out a new purpose) to a charity's constitution

The trustees suggest the condition is met because they require additional powers which can only be achieved by introducing new provisions in the charity's governing document. If the trustees were to proceed without amending the current governing document there is a danger their actions would be ultra vires.

Reorganisation outcomes

The trustees suggest that the following reorganisation outcome is met:

S39(1)(b)(ii) of the 2005 Act, that the proposed reorganisation scheme will enable the charity to be administered more effectively.

The trustees suggest the outcome is met because it will give the current trustees options for the future – options the trustees of many other charities already have in place. It will allow the trustees to invest the charity's assets appropriately and it will allow the trustees to take steps to address other problems as they arise. They will be able to update and modernise the governing document without having to make a further application to OSCR or to court. They will also be able to transfer assets to a successor charity to continue the trusts charitable activities, should that be considered the best option. A successor charity could be a SCIO with a fit for purpose constitution and modern governance arrangements in place. The trustees advise they will not necessarily exercise all of these new powers, but they consider it prudent to open up their options so that they can do what they consider appropriate in the future.

How to make a representation in relation to the proposed reorganisation scheme

Any person may make a representation to OSCR either supporting or opposing this proposed reorganisation scheme. Should you wish to make a representation, you may do so by writing to OSCR providing the following information:

- Your name and address
- The name of the charity concerned
- The nature of the representation and reasons for it

These are the terms of Regulation 5 of the Charities Reorganisation (Scotland) Regulations 2007).

Representations should be sent to OSCR by post or email

Postal: OSCR
2nd Floor Quadrant House
Riverside Drive
Dundee
DD1 4NY

Email: info@oscr.org.uk

Representations can be made up to 14 days following the end of the publication period. The latest date for the receipt of representations is 27 December 2024.

We cannot accept representations via social media channels.

Copies of any representations will be provided to the applicant charity for comment. If you do not wish the charity to be provided with your personal details, please indicate this in your representation.

Personal details will otherwise be disclosed to the applicant charity.

Please contact us by email or by telephone on 01382 220446 if you have any questions about the submission of a representation.

OSCR
15/11/2024