

WHY SHOULD SPOKES CONSIDER BECOMING A SCIO?

While Spokes has operated very successfully as a constituted organisation without charitable status or trustees for nearly 50 years, there are a range of reasons why the members of SPOKES should consider whether we should become a Scottish Charitable Incorporated Organisation (SCIO). A SCIO is an optional legal form for registered Scottish charities, regulated by the Office of the Scottish Charity Regulator (OSCR).

This decision will be put to the membership at the AGM in September. Implications of such a change are noted below, followed by details of how this change could be implemented if the membership decides in favour of the motion.

CONTINUITY OF CURRENT STRUCTURE – while becoming a SCIO does require us to appoint trustees, it does not make any other major changes in how Spokes works. The existing groups (Resources, Planning and Maps) will continue to operate as before. There would be a small increase in workload to compile trustee meeting minutes and make annual financial reports to the OSCR, but our treasurer currently maintains financial records which are externally examined.

STRATEGY - there will be major issues ahead as councils and other bodies move towards a more sustainable future. A knowledgeable and experienced board of Spokes trustees could make strategic decisions that enhance the considerable influence that Spokes already has on these issues.

CAMPAIGNING - Becoming a SCIO doesn't affect the ability of Spokes to campaign on issues and comment on the actions of politicians or officials. Our current constitution allows Spokes affiliate to any other organisation having aims similar to the objects of Spokes, save that Spokes may not affiliate to any political party. SCIOs can campaign on political issues to advance their charitable purposes, including during electoral periods, as long as the requirements of charity law, and where necessary electoral law, are met.

SUCCESSION – many of the people currently running Spokes have been involved for a very long time, some since Spokes started. While cycling is a wonderful way of maintaining health and fitness, it will be good to involve more new people in the running of the organisation, and essential in coming years. At present the Resources, Planning and Maps groups manage our work in each of these areas very well, but no group has responsibility for the long-term operating of Spokes. The trustees who would be appointed to the SCIO would take on the responsibility of considering succession as well as other strategic campaigning issues.

FUNDING – As a SCIO we stop having to pay corporation tax on any profit that we make and would also gain rate exemptions if we have to rent or buy new premises. We would also be able to recover gift aid from the donations made by members. While Spokes currently has a stable operation based on income from member donations and map sales, becoming a SCIO would make it possible for us to apply for funding from a wide range of new sources which only give money to registered charities. Even if we don't need extra money for our normal operation, it would be useful to open up the possibility of getting funds for specific projects.

LIABILITY – becoming a SCIO gives the organisation, its members and its trustees protection against legal or financial liability (as long as the trustees have acted responsibly and within the powers as stated in the SCIO constitution).

DEMOCRACY/ACCOUNTABILITY – in its current form Spokes could be accused of lacking transparency. This change should allow us to refute any such suggestion and avoid any damage to our reputation, while allowing us to operate roughly as before. By choosing to use the membership SCIO model rather than going for a SCIO that only has trustees, we are protected from any hostile or malignant takeover because any major change has to be agreed at a General Meeting by votes of at least two-thirds of members at that meeting.

COORDINATION – Coordination between Spokes groups avoids duplication and the danger of different approaches to the same issue. Groups can discover ways to assist each other – for example, Resources Group dealing with maps sales to individuals, or running a traffic count or survey to assist Planning Group; or by Planning Group members feeding map updates to Maps group. Active coordination means looking for such

risks and opportunities. Dave du Feu currently does much of this, but the representation of each group on the Board of Trustees should help ensure that group collaboration continues and grows.

HOW THIS CHANGE CAN BE MADE

The 2026 Spokes AGM on 9th September will vote on the following resolution.

MOTION:

“That this AGM agrees that Spokes should apply to the Office of the Scottish Charity Regulator (OSCR) to change its status from that of a Constituted Organisation to a Membership Scottish Charitable Incorporated Organisation (SCIO) and that the draft SCIO constitution tabled at the AGM is submitted to OSCR with this application along with a list of initial Trustees which includes representatives of all the current Spokes Working Groups.”

A two-thirds majority of those voting will be necessary to agree this change.

APPLICATION PROCESS

If this proposal is agreed at the AGM, the constitution and declarations by the proposed initial trustees will be submitted to OSCR. We then have to wait for OSCR to decide whether the application meets the Charity Test. The organisation has to show that it has only charitable purposes and that it provides public benefit in achieving those purposes. The proposed wording for these purposes is as follows:

(a) Advancement of citizenship and community development, with a focus on improving facilities for utility and recreational cycling as part of a sustainable transport and access strategy in Edinburgh, the Lothians, and elsewhere, by (i) encouraging and supporting public involvement in planning and development processes and (to the extent permitted by law) in political processes and (ii) building and maintaining partnerships between relevant community groups, voluntary organisations and public sector bodies.

(b) Advancement of health through encouraging utility and recreational cycling in Edinburgh, the Lothians and elsewhere, including through organisation of recreational cycling activities.

(c) Advancement of environmental protection and improvement, by carrying out research and providing information about utility and recreational cycling and its relationship to wider transport, health and environmental issues, in Edinburgh, the Lothians and elsewhere.

The aim in drafting these purposes is to enable Spokes to continue campaigning in exactly the same way as we have done for the past 49 years. The current constitution has a far more concise statement of aims but with a similar purpose:

(a) To promote cycling, as part of a sustainable transport and access strategy, and to ensure that councils and government actively do the same.

(b) To publicise the benefits of cycling for the community and individuals - like walking, it is cheap, efficient, enjoyable, healthy, non-polluting and intrinsically safe.

The remainder of the proposed constitution is based on the model governing document prepared by the Scottish Council for Voluntary Organisations. The full draft is [HERE](#)

TIMESCALE

When OSCR agrees that Spokes can become a SCIO, all current members of Spokes automatically become members of the Spokes SCIO. The organisation will continue to operate as before, and the main change at that time will be that the initial trustees would start to meet. There are no financial or legal liability issues for members.

At this first meeting the trustees elect office bearers (chair, treasurer and secretary). They also have to decide on the frequency of meetings and, most important, how they can provide a strategic overview while leaving the

working groups to continue operation. This is why it is vital that members of all three working groups become trustees. Minutes of working group meetings are currently published on the Spokes web site and this will continue for trustee meeting minutes.

Although this initial group of trustees are appointed rather than elected, one-third of them would have to stand down at the first AGM of the Spokes SCIO in 2027. They can then stand for re-election alongside any other person who wishes to become a trustee. Some of these initial trustees are already involved with Spokes working groups and others have been invited because they can contribute useful skills or experience and are already members of Spokes. We can have up to 12 trustees.

TRUSTEE RESPONSIBILITIES

As a SCIO, we would be required to set up a board of trustees to provide governance and strategic oversight. Charity trustees are collectively responsible for the charity. No one individual charity trustee should have more power or control over the charity than the others. Charity trustees are not only responsible for their own actions; they are also responsible for the joint actions and decisions taken by the charity trustees. See this information from the Scottish charity regulator OSCR for more information about general and specific duties of trustees: <https://www.oscr.org.uk/managing-a-charity/managing-charity-trustees/guidance-and-good-practice-for-charity-trustees/>

While the above requirements might seem daunting, prospective trustees should know that they are protected from liabilities as long as the charity operates within these guidelines.

Trustees will include at least one person from each of the groups (Resources, Planning, Maps) to ensure that there is good communication between the board of trustees and the groups.

For further information about SCIOs see <https://www.oscr.org.uk/becoming-a-charity/> and <https://www.oscr.org.uk/managing-a-charity/responsibilities-of-scios-and-other-legal-forms/scios-a-guide/2-is-becoming-a-scio-the-right-choice/>

This briefing note was prepared by Ian Maxwell. Ian has been a Spokes member since the start and has experience of establishing and managing various charities. The initial work on this issue was carried out by another Spokes member, David Monaghan.

6/8/2026