Charity Reorganisation - Summary of Application

Type of Scheme

Edinburgh International Festival Endowment Fund (SC004511) **("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 under section 42(3)(a) of the Charities and Trustee Investment (Scotland) Act 2005 (the 2005 Act).

The charity was established in 1989 as an endowment fund to support the Edinburgh International Festival of Music and Drama, now known as the Edinburgh International Festival.

The trustees wish to make changes to bring the charity's constitution in line with modern expectations, especially around governance

Reasons for reorganisation/Background to Reorganisation

The trustees advise that the current trust deed makes an artificial distinction between capital and income powers which have no practical effect, so wish for this to be amended.

The proposed new purposes clause will merge those powers into a single concise clause which will also reflect the charitable status of the charity's principal beneficiary by quoting its charity number.

Other changes include making the charity's investment powers clearer, creating a governance schedule which will contain detail of how trustees are appointed, their terms of office, and their proceedings, and a power to make amendments by supplementary deed to introduce an efficient method for making changes in future.

Reorganisation conditions

The trustees suggest that the following reorganisation conditions are met:

42(2)(a)(iv) that some or all of the purposes of the charity have ceased in any other way to provide a suitable and effective method of using its property, having regard to the spirit of its constitution

42(2)(d) 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 conditions are met because as presently drafted, the purpose of the charity is split over two clauses, and while those clauses have been in effect for some time, it has become increasingly clear to new charity trustees, and to the charity's stakeholders, that the wording reads ambiguously. The trustees also advise that the wording has variously been interpreted in different ways from time to time, and it has led to time-consuming discussions about what the two clauses are intended to mean and why they are framed slightly differently from each other, distracting the trustees from their core focus and activity.

The trustees also wish to introduce clear and more detailed governance provisions in order that the trustees can reflect the principles of good governance in their trustee appointments, terms of office, how trustee business is managed, and related provisions. It is desirable to update the trustee investment powers in the charity's constitution to reflect the wide investment powers which exist under Scots trust law. It is desirable to introduce a power to allow future reviews and amendments by supplementary deed in the interest of efficiency.

Reorganisation outcomes

The trustees suggest that the following reorganisation outcomes are met:

39(1)(b)(i) that the proposed reorganisation scheme will enable the resources of the charity to be applied to better effect for charitable purposes consistently with the spirit of its constitution, having regard to changes in social and economic conditions since it was constituted

39(1)(b)(ii) that the proposed reorganisation scheme will enable the charity to be administered more effectively.

The trustees suggest the outcomes are met because they say at present they, their stakeholders and beneficiary are in cyclical discussions about ambiguity, which create a distraction from their core charitable purpose and is an ineffective use of resources. Clear and certain modernised wording would therefore be an effective solution for the charity.

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The trustees also consider that modernised governance provisions will enable the charity to be administered more effectively by providing a formal structure for the appointment, retiral, rotation and periods in office of the charity trustees. This will allow the trustees to embrace principles of good governance which are presently lacking in the charity's constitution. Simpler and clearer trust investment powers will enable the charity to be administered more effectively as they will state more concisely the powers which are available to the charity trustees: this will be especially effective for future trustees if the constitution is worded as clearly as possible.

A power to make future amendments by supplementary deed will enable the charity to be administered more effectively by allowing subsequent constitutional reviews to be put into effect with greater ease and efficiency.

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 **17 September 2026**

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
07 August 2026