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# Housing and Regeneration Act 2008

## 2008 CHAPTER 17

### PART 2

#### REGULATION OF SOCIAL HOUSING

#### CHAPTER 4

#### REGISTERED PROVIDERS

#### *Restructuring and dissolution*

#### [<sup>F1</sup>159A Application of rules about restructuring and dissolution

This group of sections does not apply to local authorities.]

#### Textual Amendments

F1 S. 159A inserted (1.4.2010) by [The Housing and Regeneration Act 2008 \(Registration of Local Authorities\) Order 2010 \(S.I. 2010/844\)](#), art. 1(2), [Sch. 1 para. 33](#)

#### [<sup>F2</sup>160 Company: arrangements and reconstructions

- (1) This section applies to a non-profit registered provider which is a registered company.
- (2) The registered provider must notify the regulator of any voluntary arrangement under Part 1 of the Insolvency Act 1986.
- (3) The registered provider must notify the regulator of any order under section 899 of the Companies Act 2006 (court sanction for compromise or arrangement).

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- (4) An order under section 899 of Companies Act 2006 does not take effect until the registered provider has confirmed to the registrar of companies that the regulator has been notified.
- (5) The registered provider must notify the regulator of any order under section 900 of the Companies Act 2006 (powers of court to facilitate reconstruction or amalgamation).
- (6) The requirement in section 900(6) of the Companies Act 2006 (sending copy of order to registrar) is satisfied only if the copy is accompanied by confirmation that the regulator has been notified.]

#### Textual Amendments

**F2** S. 160 substituted (6.4.2017) by [Housing and Planning Act 2016 \(c. 22\)](#), s. 216(3), [Sch. 4 para. 24](#); [S.I. 2017/75](#), reg. 4

### [<sup>F3</sup>161 **Company: conversion into registered society**

- (1) This section applies to a non-profit registered provider which is a registered company.
- (2) The registered provider must notify the regulator of any resolution under section 115 of the Co-operative and Community Benefit Societies Act 2014 for converting the registered provider into a registered society.
- (3) The registrar of companies may register a resolution under that section only if the registered provider has confirmed to the registrar that the regulator has been notified.
- (4) The regulator must decide whether the new body is eligible for registration under section 112.
- (5) If the new body is eligible for registration, the regulator must register it and designate it as a non-profit organisation.
- (6) If the new body is not eligible for registration, the regulator must notify it of that fact.
- (7) Pending registration, or notification that it is not eligible for registration, the new body is to be treated as if it were registered and designated as a non-profit organisation.]

#### Textual Amendments

**F3** S. 161 substituted (6.4.2017) by [Housing and Planning Act 2016 \(c. 22\)](#), s. 216(3), [Sch. 4 para. 25](#); [S.I. 2017/75](#), reg. 4

### 162 **Company: winding up**

- (1) This section applies to a non-profit registered provider which is a registered company.
- (2) A special resolution for the voluntary winding-up of the company under the Insolvency Act 1986 (c. 45) is effective only if the regulator has first consented.
- (3) The requirement under section 30 of the Companies Act 2006 (c. 46) (sending copy of resolution to registrar) is satisfied only if the copy is accompanied by a copy of the regulator's consent.

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#### Commencement Information

**II** S. 162 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

### [<sup>F4</sup>163 Registered society: restructuring

- (1) This section applies to a non-profit registered provider which is a registered society.
- (2) The registered provider must notify the regulator of any resolution passed by the society for the purposes of the restructuring provisions listed in subsection (4).
- (3) The Financial Conduct Authority may register the resolution only if the registered provider has confirmed to the Financial Conduct Authority that the regulator has been notified.
- (4) The following provisions of the Co-operative and Community Benefit Societies Act 2014 are the restructuring provisions—
  - (a) section 109 (amalgamation of societies);
  - (b) section 110 (transfer of engagements between societies);
  - (c) section 112 (conversion of society into a company etc).
- (5) The regulator must decide whether the body created or to whom engagements are transferred (“the new body”) is eligible for registration under section 112.
- (6) If the new body is eligible for registration, the regulator must register it and designate it as a non-profit organisation.
- (7) If the new body is not eligible for registration, the regulator must notify it of that fact.
- (8) Pending registration, or notification that it is not eligible for registration, the new body is to be treated as if it were registered and designated as a non-profit organisation.]

#### Textual Amendments

**F4** S. 163 substituted (6.4.2017) by [Housing and Planning Act 2016 \(c. 22\)](#), s. 216(3), [Sch. 4 para. 26](#); [S.I. 2017/75](#), reg. 4

### 164 [<sup>F5</sup>Registered society]: winding up

- (1) This section applies to a non-profit registered provider which is [<sup>F6</sup>a registered society].
- (2) A resolution for the voluntary winding-up of the society under the Insolvency Act 1986 is effective only if the regulator has first consented.
- (3) The requirement in section 30 of the Companies Act 2006 (c. 46) (as applied by [<sup>F7</sup>section 123 of the Co-operative and Community Benefit Societies Act 2014] and section 84(3) of the Insolvency Act 1986) (sending copy of resolution to [<sup>F8</sup>Financial Conduct Authority]) is satisfied only if the copy is accompanied by a copy of the regulator's consent.

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#### Textual Amendments

- F5** Words in Act substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 123](#) (with [Sch. 5](#))
- F6** Words in Act substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 122](#) (with [Sch. 5](#))
- F7** Words in s. 164(3) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 129](#) (with [Sch. 5](#))
- F8** Words in s. 164(3) substituted (1.4.2013) by [The Financial Services Act 2012 \(Mutual Societies\) Order 2013 \(S.I. 2013/496\)](#), art. 1(1), [Sch. 11 para. 8\(4\)](#) (with [Sch. 12](#))

#### Commencement Information

- I2** S. 164 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

### 165 <sup>F5</sup>Registered society]: dissolution

- (1) This section applies to a non-profit registered provider which is—
- <sup>F6</sup>a registered society], and
  - to be dissolved by instrument of dissolution in accordance with <sup>F9</sup>section 119 of the [Co-operative and Community Benefit Societies Act 2014](#).]

<sup>F10</sup>(2) The registered provider must notify the regulator.

- (3) The Financial Conduct Authority may register the instrument under section 121 of that Act, or cause notice of the dissolution to be advertised under section 122 of that Act, only if the registered provider has confirmed to the Financial Conduct Authority that the regulator has been notified.]

#### Textual Amendments

- F5** Words in Act substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 123](#) (with [Sch. 5](#))
- F6** Words in Act substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 122](#) (with [Sch. 5](#))
- F9** Words in s. 165(1)(b) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 130\(2\)](#) (with [Sch. 5](#))
- F10** S. 165(2)(3) substituted for s. 165(2) (6.4.2017) by [Housing and Planning Act 2016 \(c. 22\)](#), s. 216(3), [Sch. 4 para. 27](#); [S.I. 2017/75](#), reg. 4

#### Commencement Information

- I3** S. 165 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

### <sup>F11</sup>166 Winding up petition by regulator

#### Textual Amendments

- F11** S. 166 omitted (6.4.2017) by virtue of [Housing and Planning Act 2016 \(c. 22\)](#), s. 216(3), [Sch. 4 para. 28](#); [S.I. 2017/75](#), reg. 4

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## 167 Transfer of property

- (1) This section applies—
  - (a) where a non-profit registered provider which is [<sup>F6</sup>a registered society] is dissolved in accordance with [<sup>F12</sup>section 119 or 123 of the Co-operative and Community Benefit Societies Act 2014], and
  - (b) where a non-profit registered provider which is a registered company is wound up under the Insolvency Act 1986.
- (2) Any surplus property that is available after satisfying the registered provider's liabilities shall be transferred—
  - (a) to the regulator, or
  - (b) if the regulator directs, to a specified non-profit registered provider.
- (3) If land belonging to the registered provider needs to be sold to satisfy its liabilities, the regulator may discharge those liabilities so as to ensure that the land is instead transferred in accordance with subsection (2).
- (4) Where the registered provider dissolved or wound up is a charity, a registered provider may be specified under subsection (2)(b) only if it is a charity whose objects the regulator thinks are similar to those of the original charity.
- (5) This section has effect despite anything in—
  - <sup>F13</sup>(a) .....
  - (b) the Insolvency Act 1986,
  - (c) the Companies Act 2006 (c. 46),
  - [<sup>F14</sup>(ca) the Co-operative and Community Benefit Societies Act 2014,] or
  - (d) the constitution of a registered provider.

### Textual Amendments

- F6** Words in Act substituted (1.8.2014) by Co-operative and Community Benefit Societies Act 2014 (c. 14), s. 154, **Sch. 4 para. 122** (with Sch. 5)
- F12** Words in s. 167(1)(a) substituted (1.8.2014) by Co-operative and Community Benefit Societies Act 2014 (c. 14), s. 154, **Sch. 4 para. 131(2)** (with Sch. 5)
- F13** S. 167(5)(a) omitted (1.8.2014) by virtue of Co-operative and Community Benefit Societies Act 2014 (c. 14), s. 154, **Sch. 4 para. 131(3)(a)** (with Sch. 5)
- F14** S. 167(5)(ca) inserted (1.8.2014) by Co-operative and Community Benefit Societies Act 2014 (c. 14), s. 154, **Sch. 4 para. 131(3)(b)** (with Sch. 5)

### Commencement Information

- I4** S. 167 in force at 1.4.2010 by S.I. 2010/862, **art. 2** (with Sch.)

## 168 Section 167: supplemental

- (1) This section applies to property transferred to the regulator in accordance with section 167(2)(a).
- (2) The regulator may dispose of the property only to a non-profit registered provider.
- (3) Where the registered provider wound up or dissolved was a charity, the regulator may dispose of the property only to a registered provider—

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- (a) which is a charity, and
  - (b) whose objects the regulator thinks are similar to those of the original charity.
- (4) If the property includes land subject to a mortgage or charge, the regulator may dispose of the land—
- (a) subject to that mortgage or charge, or
  - (b) subject to a new mortgage or charge in favour of the regulator.

**Commencement Information**

**I5** S. 168 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

**169 Extension of sections 167 and 168**

The Secretary of State may by regulations provide for sections 167 and 168 to apply in relation to a registered provider which is a charity but not a registered company—

- (a) in specified circumstances, and
- (b) with specified modifications.

**Commencement Information**

**I6** S. 169 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

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