



Housing and Regeneration Act 2008

2008 CHAPTER 17

PART 2

REGULATION OF SOCIAL HOUSING

CHAPTER 4

REGISTERED PROVIDERS

Restructuring and dissolution

[^{F1}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](#)

160 Company: arrangements and reconstructions

- (1) This section applies to a non-profit registered provider which is a registered company.
- (2) A voluntary arrangement under Part 1 of the Insolvency Act 1986 (c. 45) in relation to the company is effective only if the regulator has first consented.
- (3) An order under section 899 of the Companies Act 2006 (c. 46) (court sanction for compromise or arrangement)—
 - (a) is effective only if the regulator has first consented, and
 - (b) does not take effect until a copy of the consent is delivered to the registrar of companies.

Status: Point in time view as at 01/08/2014.

Changes to legislation: Housing and Regeneration Act 2008, Cross Heading: Restructuring and dissolution is up to date with all changes known to be in force on or before 06 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- (4) An order under section 900 of the Companies Act 2006 (powers of court to facilitate reconstruction or amalgamation) is effective only if the regulator has first consented.
- (5) 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 a copy of the regulator's consent.

Commencement Information

I1 S. 160 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

161 Company: conversion into ^[F2]registered society

- (1) This section applies to a non-profit registered provider which is a registered company.
- (2) The registrar of companies may register a resolution under ^[F3]section 115 of the Co-operative and Community Benefit Societies Act 2014] for converting the company into ^[F4]a registered society] only if—
 - (a) the regulator has consented to the resolution, and
 - (b) a copy of the consent accompanies the resolution as sent to the registrar.
- (3) The regulator shall register the body created by the conversion and designate it as a non-profit organisation.
- (4) Pending registration the body shall be treated as if it were registered and designated as a non-profit organisation.

Textual Amendments

- F2** 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](#))
- F3** Words in s. 161(2) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014](#) (c. 14), s. 154, [Sch. 4 para. 127](#) (with [Sch. 5](#))
- F4** 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](#))

Commencement Information

I2 S. 161 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

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.

Status: Point in time view as at 01/08/2014.

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Commencement Information

I3 S. 162 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

163 [^{F2}Registered society]: restructuring

- (1) This section applies to a non-profit registered provider which is [^{F4}a registered society].
- (2) The [^{F5}Financial Conduct Authority] may register a resolution passed by the society for the purposes of restructuring provisions listed in subsection (3) only if—
 - (a) the regulator has consented to the resolution, and
 - (b) a copy of the consent accompanies the resolution as sent to the Authority.
- [^{F6}(3) 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).]
- (4) Where a resolution is registered in accordance with subsection (2), any body created or to whom engagements are transferred—
 - (a) must be registered by the regulator and designated as a non-profit organisation, and
 - (b) pending registration shall be treated as registered and designated as a non-profit organisation.

Textual Amendments

- F2** 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](#))
- F4** 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](#))
- F5** Words in s. 163(2) 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\(2\)](#), [\(3\)\(d\)](#) (with [Sch. 12](#))
- F6** [S. 163\(3\)](#) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 128](#) (with [Sch. 5](#))

Commencement Information

I4 S. 163 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

164 [^{F2}Registered society]: winding up

- (1) This section applies to a non-profit registered provider which is [^{F4}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 [^{F7}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 [^{F8}Financial

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Conduct Authority]) is satisfied only if the copy is accompanied by a copy of the regulator's consent.

Textual Amendments

- F2** 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](#))
- F4** 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

- I5** S. 164 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

165 [^{F2}Registered society]: dissolution

- (1) This section applies to a non-profit registered provider which is—
 - (a) [^{F4}a registered society], and
 - (b) to be dissolved by instrument of dissolution in accordance with [^{F9}section 119 of the Co-operative and Community Benefit Societies Act 2014.]
- (2) The [^{F10}Financial Conduct Authority] may register the instrument under [^{F11}section 121], or cause notice of the dissolution to be advertised under [^{F12}section 122], only if—
 - (a) the regulator has consented to the dissolution, and
 - (b) a copy of the consent accompanies the instrument as sent to the Authority.

Textual Amendments

- F2** 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](#))
- F4** 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** Words in s. 165(2) 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\(2\)](#), [\(3\)\(e\)](#) (with [Sch. 12](#))
- F11** Words in s. 165(2) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 130\(3\)\(a\)](#) (with [Sch. 5](#))
- F12** Words in s. 165(2) substituted (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 130\(3\)\(b\)](#) (with [Sch. 5](#))

Commencement Information

- I6** S. 165 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

Status: Point in time view as at 01/08/2014.

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166 Winding up petition by regulator

- (1) This section applies to a non-profit registered provider which is—
 - (a) a registered company, or
 - (b) [^{F4}a registered society].
- (2) The regulator may present a petition for the registered provider to be wound up under the Insolvency Act 1986 (c. 45) on any of the following grounds.
- (3) Ground 1 is that the registered provider is failing properly to carry out its objects.
- (4) Ground 2 is that the registered provider is unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986.
- (5) Ground 3 is that the regulator has directed the registered provider under section 253 to transfer all its land to another person.

Textual Amendments

- F4** 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](#))

Commencement Information

- I7** S. 166 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

167 Transfer of property

- (1) This section applies—
 - (a) where a non-profit registered provider which is [^{F4}a registered society] is dissolved in accordance with [^{F13}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—
 - ^{F14}(a)
 - (b) the Insolvency Act 1986,
 - (c) the Companies Act 2006 (c. 46),
 - ^{F15}(ca) the [Co-operative and Community Benefit Societies Act 2014](#),] or
 - (d) the constitution of a registered provider.

Status: Point in time view as at 01/08/2014.

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Textual Amendments

- F4** 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](#))
- F13** 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](#))
- F14** 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](#))
- F15** 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

- I8** 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—
 - (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

- I9** 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

- I10** S. 169 in force at 1.4.2010 by [S.I. 2010/862](#), [art. 2](#) (with [Sch.](#))

Status:

Point in time view as at 01/08/2014.

Changes to legislation:

Housing and Regeneration Act 2008, Cross Heading: Restructuring and dissolution is up to date with all changes known to be in force on or before 06 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.