



# Social Housing (Regulation) Act 2023

## 2023 CHAPTER 36

*Registered providers: insolvency, restructuring etc*

VALID FROM 01/04/2024

### **12 Moratorium on disposal of land**

- (1) The Housing and Regeneration Act 2008 is amended as follows.
- (2) For section 145 substitute—

#### **“145 Moratorium**

- (1) A moratorium on the disposal of land by a private registered provider begins when any of the events mentioned in subsection (2) occur in relation to the provider.
- (2) The events are—
  - (a) a petition is presented under section 124 of the Insolvency Act 1986, by a person other than the Secretary of State, for the winding up of the provider;
  - (b) an application is made by the provider under section 105(3) of the Housing and Planning Act 2016 for permission to pass a resolution for voluntary winding up;
  - (c) an application is made in accordance with paragraph 12 of Schedule B1 to the Insolvency Act 1986, by a person other than the Secretary of State, for an administration order in respect of the provider;
  - (d) a notice of the appointment of an administrator of the provider under paragraph 14 or 22 of Schedule B1 to the Insolvency Act 1986 is filed with the court under paragraph 18 or 29 of that Schedule;
  - (e) notice of intention to enforce a security over property of the provider is given under section 108(2)(a) of the Housing and Planning

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Act 2016 or the requirement to give such notice is waived under section 108(2)(b) of that Act.”

- (3) In section 146 (duration of moratorium)—
- (a) in the heading, for “Duration” substitute “Ending”;
  - (b) omit subsection (1);
  - (c) in subsection (2), in the words before paragraph (a), after “moratorium” insert “mentioned in section 145”;
  - (d) in subsection (2A), in paragraph (a), for “day on which the notice mentioned in section 145 is given” substitute “relevant day”;
  - (e) after subsection (2A) insert—
    - “(2B) The “relevant day” is—
    - (a) in the case of an event mentioned in section 145(2)(a), the day on which notice under section 104(2)(a) of the Housing and Planning Act 2016 is given or on which the requirement to give such notice is waived under section 104(2)(b) of that Act;
    - (b) in the case of an event mentioned in section 145(2)(b), the day on which notice under section 105(4)(a) of the Housing and Planning Act 2016 is given or on which the requirement to give such notice is waived under section 105(4)(b) of that Act;
    - (c) in the case of an event mentioned in section 145(2)(c), the day on which notice under section 106(3)(a)(i) of the Housing and Planning Act 2016 is given or on which the requirement to give such notice is waived under section 106(3)(a)(ii) of that Act;
    - (d) in the case of an event mentioned in section 145(2)(d), the day on which notice under section 107(4)(a)(i) of the Housing and Planning Act 2016 is given or on which the requirement to give such notice is waived under section 107(4)(a)(ii) of that Act;
    - (e) in the case of an event mentioned in section 145(2)(e), the day of that event.”;
  - (f) in subsection (3), for the words from “period,” to the end substitute “period if—
    - (a) the regulator has made reasonable enquiries with a view to locating secured creditors of the registered provider, and
    - (b) where the regulator located one or more such creditors, each of them has consented to the extension.”;
  - (g) in subsection (5), omit the words from “if” to the end;
  - (h) in subsection (9), for “a notice mentioned in section 145 is given” substitute “an event mentioned in section 145(2) occurs”.
- (4) In section 147 (further moratorium), in subsection (3), for the words from “period,” to the end substitute “period if—
- (a) the regulator has made reasonable enquiries with a view to locating secured creditors of the registered provider, and
  - (b) where the regulator located one or more such creditors, each of them has consented to the further moratorium.”

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- (5) In section 151 (appointment of interim manager during moratorium), in subsection (4), for paragraph (b) (but not the “or” following it) substitute—
- “(b) when the regulator notifies the interim manager that there are proposals under section 152 which are agreed proposals.”.
- (6) In section 153 (procedure for proposals made during moratorium)—
- (a) in subsection (1), after paragraph (b) insert—
- “(ba) if the regulator is able to locate any secured creditors of the registered provider after making reasonable enquiries, those creditors.”;
- (b) after subsection (1) insert—
- “(1A) If no secured creditors are located for the purposes of subsection (1), the proposals made by the regulator following the consultation required by that subsection are agreed proposals for the purposes of this group of sections.”;
- (c) in subsection (2)—
- (i) for the words before paragraph (a) substitute “Where the regulator locates one or more secured creditors of the registered provider for the purposes of subsection (1), the regulator must, before making proposals, send a copy of draft proposals to—”;
- (ii) for paragraph (b) (but not the “and” following it) substitute—
- “(b) the secured creditors located for the purposes of subsection (1),”;
- (d) in subsection (3), in the words before paragraph (a), for the words from “The regulator” to “bringing” substitute “If the regulator sends draft proposals under subsection (2), the regulator must also make arrangements for bringing those”;
- (e) for subsection (4) substitute—
- “(4) If each secured creditor to whom draft proposals were required to be sent agrees to them by notice to the regulator, the draft proposals become agreed proposals for the purposes of this group of sections.”;
- (f) in subsection (5)—
- (i) in the words before paragraph (a) for “Proposals” substitute “Draft proposals”;
- (ii) in paragraph (a), for “proposals were sent” substitute “draft proposals were required to be sent”;
- (g) in subsection (6)(b)—
- (i) for “its” substitute “any”;
- (ii) for “the original” substitute “draft”;
- (h) for subsection (8) substitute—
- “(8) The regulator may make proposals amending agreed proposals; and this section and section 152 apply to such proposals.”
- (7) In section 158 (assistance by regulator in connection with proposals), in subsection (1), for “the agreement of proposals” substitute “the regulator deciding whether to exercise the power under section 152 to make proposals and (if proposals are made) the proposals becoming agreed proposals”.

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#### Commencement Information

- I1** S. 12 not in force at Royal Assent, see [s. 46\(3\)](#)

### 13 Limited liability partnerships

Schedule 1 amends Part 2 of the Housing and Regeneration Act 2008 and Chapter 5 of Part 4 of the Housing and Planning Act 2016 to make provision about limited liability partnerships.

#### Commencement Information

- I2** S. 13 not in force at Royal Assent, see [s. 46\(3\)](#)  
**I3** [S. 13](#) in force at 20.9.2023 for specified purposes by [S.I. 2023/1001](#), [reg. 2\(h\)](#)

VALID FROM 01/04/2024

### 14 Insolvency of registered providers

Schedule 2 contains amendments to provisions of the Housing and Planning Act 2016 about procedures to be followed on the insolvency of a registered provider.

#### Commencement Information

- I4** S. 14 not in force at Royal Assent, see [s. 46\(3\)](#)

VALID FROM 01/04/2024

### 15 Notification requirements: expansion to profit-making organisations

In the Housing and Regeneration Act 2008, in the following provisions omit “non-profit”—

- (a) section 160(1) (arrangements and reconstructions);
- (b) section 161(1) (conversion of registered company to registered society);
- (c) section 163(1) (restructuring of registered society);
- (d) section 165(1) (dissolution of registered society);
- (e) section 169A (change of rules of registered society);
- (f) section 169C (change of articles of registered company).

#### Commencement Information

- I5** S. 15 not in force at Royal Assent, see [s. 46\(3\)](#)

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## **16 Conversion of company into registered society: continuation of registration**

In section 161 of the Housing and Regeneration Act 2008 (company: conversion into registered society) omit subsections (4) to (7).

### **Commencement Information**

**I6** S. 16 not in force at Royal Assent, see [s. 46\(3\)](#)

VALID FROM 01/04/2024

## **17 Restructuring of registered societies**

- (1) The Housing and Regeneration Act 2008 is amended as follows.
- (2) In section 163 (registered society: restructuring) omit subsections (5) to (8).
- (3) After section 163 insert—

### **“163A Restructuring of registered societies: registration of successor bodies**

- (1) This section applies where —
  - (a) a registered provider notifies the regulator of a resolution passed by the provider for the purposes of section 109 of the Co-operative and Community Benefit Societies Act 2014 (amalgamation of societies);
  - (b) a registered provider notifies the regulator of a resolution passed by the provider for the purposes of section 112(1)(b) of that Act (amalgamation of society and company);
  - (c) a registered provider notifies the regulator of a resolution passed by the provider for the purposes of section 110 of that Act (transfer of engagements between societies) and the society to which engagements are transferred is not a registered provider;
  - (d) a registered provider notifies the regulator of a resolution passed by the provider for the purposes of section 112(1)(c) of that Act (transfer of engagements between society and company) and the company to which engagements are transferred is not a registered provider.
- (2) When the resolution mentioned in subsection (1) (“the relevant resolution”) takes effect, the regulator must decide whether the successor body is eligible for registration under section 112.
- (3) “The successor body” means—
  - (a) if the relevant resolution is a resolution described in paragraph (a) or (b) of subsection (1), the body created by virtue of that resolution

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- or by virtue of that resolution and other resolutions described in that paragraph, and
- (b) if the relevant resolution is a resolution described in paragraph (c) or (d) of subsection (1), the body to which engagements are transferred by virtue of the resolution.

- (4) If the successor body is eligible for registration, the regulator must register it and notify it that it has done so.
- (5) If the successor body is not eligible for registration, the regulator must notify it of that fact.
- (6) Pending registration, or notification that it is not eligible for registration, the successor body is to be treated as if it were registered and designated as a non-profit organisation.”

#### Commencement Information

**I7** S. 17 not in force at Royal Assent, see [s. 46\(3\)](#)

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## 18 Receipt of transfers of engagements from a registered society

- (1) The Housing and Regeneration Act 2008 is amended as follows.
- (2) After section 161 insert—

### “161A Company: receipt of transfer of engagements from registered society

- (1) This section applies to a registered provider which is a registered company.
- (2) The registered provider must notify the regulator if a registered society which is not a registered provider passes a resolution under section 112(1)(c) of the Co-operative and Community Benefit Societies Act 2014 transferring its engagements to the registered provider.
- (3) The Financial Conduct Authority may register the resolution only if the registered society which passed it has confirmed to the Financial Conduct Authority that the regulator has been notified.”
- (3) After section [163A](#) (inserted by section [17](#)) insert—

### “163B Registered society: receipt of transfer of engagements from another registered society

- (1) This section applies to a registered provider which is a registered society.
- (2) The registered provider must notify the regulator if a registered society which is not a registered provider passes a resolution under section 110(1)

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of the Co-operative and Community Benefit Societies Act 2014 transferring its engagements to the registered provider.

- (3) The Financial Conduct Authority may register the resolution only if the registered society which passed it has confirmed to the Financial Conduct Authority that the regulator has been notified.”

#### Commencement Information

**18** S. 18 not in force at Royal Assent, see [s. 46\(3\)](#)

VALID FROM 01/04/2024

### **19 Notification of constitutional changes**

- (1) The Housing and Regeneration Act 2008 is amended as follows.
- (2) In section 169A (registered societies: change of rules)—
- (a) in the heading, after “rules” insert “etc”;
  - (b) after “society’s rules” insert “, name or registered office”.
- (3) For section 169B substitute—

#### **“169B Charity: change to trusts etc**

- (1) The trustees of a registered charity that is a registered provider must notify the regulator of any change to—
- (a) the trusts of the charity;
  - (b) the purposes of the charity (if not falling within paragraph (a));
  - (c) the name of the charity entered in the register of charities;
  - (d) any number allocated to the charity by the Charity Commission which appears in the register of charities;
  - (e) any contact address for the charity which appears in the register of charities.
- (2) But the duty to notify the regulator of changes to the matters mentioned in paragraphs (a) to (c) does not apply to the trustees of a registered charity that is a registered company.
- (3) In this section—
- “the register of charities” means the register of charities kept under section 29 of the Charities Act 2011;
  - “trusts”, in relation to a charity, has the same meaning as in the Charities Act 2011 (see section 353 of that Act).”
- (4) After section 169C insert—

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### **“169CA Limited liability partnership: change of name etc**

A registered provider that is a limited liability partnership must notify the regulator of any change to its name or registered office.”

#### **Commencement Information**

**19** S. 19 not in force at Royal Assent, see **s. 46(3)**

VALID FROM 01/04/2024

## **20 Notification of change of control**

- (1) The Housing and Regeneration Act 2008 is amended as follows.
- (2) Before section 169D (and the heading immediately before it) insert—

*“Notification of change of control*

### **169CB Application of rules about notification of change of control**

This group of sections does not apply to local authorities.

### **169CC Change in board members**

- (1) A registered provider must notify the regulator if—
  - (a) the board members of the registered provider change (whether as a result of an appointment or removal of a board member or for any other reason), and
  - (b) following that change, any of the circumstances described in subsection (2) arise.
- (2) The circumstances are that—
  - (a) the number of board members of the provider has increased by more than 50% since the beginning of the relevant period;
  - (b) the number of board members of the provider has decreased by more than 50% since the beginning of the relevant period;
  - (c) more than 50% of the board members of the provider are persons who were not board members of the provider at the beginning of the relevant period.
- (3) For the purposes of this section, the “board members” of a registered provider are—
  - (a) in the case of a registered charity which is not a registered company, its charity trustees within the meaning given by section 177 of the Charities Act 2011;



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- (b) in the case of a registered society, the members of its committee within the meaning given by section 149 of the Co-operative and Community Benefit Societies Act 2014;
  - (c) in the case of a registered company, its directors within the meaning given by section 250 of the Companies Act 2006;
  - (d) in the case of a limited liability partnership, its members.
- (4) For the purposes of this section, “the relevant period” is—
- (a) the period of 12 months ending with the day on which the change mentioned in subsection (1)(a) takes effect (“the 12 month period”), or
  - (b) if the registered provider was not a registered provider throughout the 12 month period, the period—
    - (i) beginning with the day (or, if more than one, the latest day) in the 12 month period on which it became a registered provider, and
    - (ii) ending with the day on which the change mentioned in subsection (1)(a) takes effect.

#### **169CD Change in subsidiary status**

A registered provider must notify the regulator each time—

- (a) it becomes a subsidiary of a person, or
- (b) it ceases to be a subsidiary of a person.”

#### **Commencement Information**

**I10** S. 20 not in force at Royal Assent, see [s. 46\(3\)](#)

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