

[^{F1}Schedule 2A

Article 2(4)

Modified application of Part 26A of the Companies Act 2006 to relevant societies

Textual Amendments

F1 Sch. 2A inserted (18.7.2020) by [The Co-operative and Community Benefit Societies and Credit Unions \(Arrangements, Reconstructions and Administration\) \(Amendment\) and Consequential Amendments Order 2020 \(S.I. 2020/744\)](#), arts. 1, 12

1. Unless the context otherwise requires and subject to any further modification in this Schedule, in Part 26A of the 2006 Act—

- (a) a reference to the articles of a company is a reference to the rules of a relevant society;
- (b) a reference to a class of members is to be ignored;
- (c) a reference to a company includes a reference to a relevant society;
- (d) a reference to a company's creditors does not include a reference to a member of a relevant society to whom an amount is owed by the society if, but only in so far as, the amount concerned is owed in respect of the member's shares;
- (e) a reference to the directors of a company is a reference to the members of the committee of a relevant society;
- (f) a reference to a member of a company is a reference to a person whose name is entered a member in the register kept by a relevant society in accordance with section 30(1) of the 2014 Act;
- (g) a reference to an officer of a company is a reference to an officer of a relevant society; and
- (h) a reference to the registrar is a reference to the FCA in its capacity as the authority responsible for the registration of a relevant society under the 2014 Act.

2. Part 26A of the 2006 Act applies in relation to a relevant society with the further modifications set out in the following paragraphs of this Schedule and with any other necessary modification.

3. Section 901A (application of this part) subsection (4) has effect as if after the definition of "company" there were inserted—

““relevant society” means a registered society (within the meaning given by section 1(1) of the Co-operative and Community Benefit Societies Act 2014) which is not—

- (a) a private registered provider of social housing; or
- (b) registered as a social landlord under Part 1 of the Housing Act 1996 or under Part 2 of the Housing (Scotland) Act 2010.”.

4. Section 901B is omitted.

5. Section 901F (court sanction for compromise or arrangement) has effect as if—

- (a) in subsection (1) the reference to a number representing 75% in value of the members present and voting at the meeting summoned under section 901C were a reference to 75% of the members of a relevant society present and voting at that meeting; and
- (b) in subsection (5)(b) the reference to contributories had the same meaning as it has in relation to a relevant society in the 1986 Act.

6. Section 901I is omitted.

7. Section 901J (powers of court to facilitate reconstruction or amalgamation) has effect as if after subsection (4) there were inserted—

Status: Point in time view as at 18/07/2020.

Changes to legislation: There are currently no known outstanding effects for the *The Co-operative and Community Benefit Societies and Credit Unions (Arrangements, Reconstructions and Administration) Order 2014, Schedule 2A*. (See end of Document for details)

“(4A) Subsection (4B) applies where a compromise or arrangement is proposed for the purposes of, or in connection with, a scheme for the reconstructions of a relevant society or the amalgamation of a relevant society with any other relevant society or any company.

(4B) An order under this section may only be made with respect to the compromise or arrangement if the Financial Conduct Authority—

- (a) is satisfied that the compromise or arrangement is not contrary to the rules of the society or the provisions of the 2014 Act or the Credit Unions Act 1979; and
- (b) has issued a statement to that effect.”.

8. In section 901K (obligations of company with respect to articles etc) has effect as if after subsection (1) there were inserted—

“(1A) Where, in the case of a relevant society, the compromise or arrangement includes provision for amending the society’s rules, the order may be made only if the Financial Conduct Authority has issued a statement to the effect that it would register an amendment in the terms proposed if copies were given to it for registration in accordance with section 16 of the Co-operative and Community Benefit Societies Act 2014.

(1B) Subsection (1A) does not apply if the intended effect of the compromise or arrangement is that the society will cease to be registered under that Act.”.

9. Section 901L is omitted.

10. Where a copy of any order or other document is delivered to the FCA under section 901F(6), 901J(6) or 901K(2) (in each case as applied in relation to a relevant society by article 2(4)), that provision also has effect as if it required the document to be delivered—

- (a) in the case of a relevant society which is or has been an authorised person but not a PRA-authorised person, also to the FCA in its capacity as the society’s regulator;
- (b) in the case of a relevant society which is or has been a PRA-authorised person, also to the Prudential Regulation Authority;
- (c) in the case of a relevant society which is a relevant person, also to the scheme manager.

11. In paragraph (10)—

- (a) “PRA-authorised person” has the meaning given in section 2B(5) of FSMA;
- (b) “regulator” has the meaning given in section 3A of FSMA; and
- (c) “the scheme manager” means the body corporate established by the Financial Services Authority under section 212 of FSMA (the manager of the Financial Services Compensation Scheme) as originally enacted.]

Status:

Point in time view as at 18/07/2020.

Changes to legislation:

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