



# Co-operative and Community Benefit Societies Act 2014

## 2014 CHAPTER 14

### PART 11

#### MISCELLANEOUS AND GENERAL

#### *Application of company law etc*

#### **134 Power to amend this Act to assimilate to company law**

- (1) This section applies where, on any modification of the enactments in force relating to companies, it appears to the Treasury to be expedient to modify the relevant provisions of this Act for the purpose of assimilating the law relating to companies and the law relating to registered societies.
- (2) The Treasury may by order make such modifications of the relevant provisions of this Act as they consider appropriate for that purpose.
- (3) The “relevant provisions” of this Act are the provisions of this Act for the time being in force except—
  - (a) this section;
  - (b) section 2(1), (2)(a), (c) and (d), (3) and (4);
  - (c) sections 5 to 9;
  - (d) section 16(1) and (2);
  - (e) section 17;
  - (f) section 29;
  - (g) sections 36 to 40;
  - (h) sections 109 to 122;
  - (i) section 126;
  - (j) sections 135 and 136;
  - (k) paragraphs 2, 10 and 15 of Schedule 3.

- (4) An order under this section may modify the relevant provisions of this Act so as to—
  - (a) confer power to make orders, regulations, rules or other subordinate legislation;
  - (b) create criminal offences;
  - (c) provide for the charging of fees, but not any charge in the nature of taxation.
- (5) An order under this section may—
  - (a) make consequential amendments of, or repeals in, the provisions listed in subsection (3);
  - (b) make such transitional or saving provisions as appear to the Treasury to be necessary or expedient.
- (6) In this section “modification” includes any additions.
- (7) The reference in subsection (1) to modifications of the enactments relating to companies includes any modification whether effected by—
  - (a) an Act passed after the passing of the Industrial and Provident Societies Act 2002, or
  - (b) an instrument made after the passing of that Act, under an Act whenever passed.

### **135 Power to apply company law provisions on investigations, names and dissolution etc**

- (1) The Treasury may by regulations—
  - (a) make provision applying any provision mentioned in subsection (2) to registered societies, or
  - (b) make provision for registered societies corresponding to any such provision, in either case, with such modifications as appear to the Treasury to be appropriate.
- (2) The provisions are—
  - (a) Parts 14 and 15 of the Companies Act 1985 (investigations);
  - (b) Part 5 of the Companies Act 2006 (company names);
  - (c) Part 31 of that Act (dissolution and restoration to the register).
- (3) Regulations made by virtue of subsection (2)(a) may amend or repeal any of sections 105 to 107 (inspections, information powers etc).
- (4) Regulations made by virtue of subsection (2)(b) may amend or repeal section 10 or 11 (or both) (provisions about a society’s name).
- (5) Regulations made by virtue of subsection (2)(c) may amend or repeal—
  - (a) section 5(3)(c) (cancellation of registration: society having ceased to exist);
  - (b) section 126 (dissolution etc to occur only after society’s property dealt with).
- (6) Subsections (3) to (5) are not to be read as restricting the power conferred by section 136 (power to make consequential amendments).
- (7) The regulations may—
  - (a) confer power to make orders, regulations and other subordinate legislation;
  - (b) create criminal offences, but only—

---

*Status: This is the original version (as it was originally enacted).*

---

- (i) in circumstances corresponding to an offence under the Companies Acts, and
  - (ii) subject to a maximum penalty no greater than is provided for in respect of the corresponding offence;
  - (c) provide for the charging of fees, but not any charge in the nature of taxation.
- (8) The regulations may contain such supplementary, incidental and transitional provisions as appear to the Treasury to be necessary or expedient.
- (9) Before making any regulations under this section the Treasury must consult such persons as appear to them to be appropriate.

### **136 Section 135: power to make consequential amendments**

- (1) The Treasury may by regulations make such amendments of enactments as appear to them to be appropriate in consequence of any provision made by or under section 135.
- (2) This power is exercisable in relation to—
- (a) this Act (except this section), and
  - (b) any enactment passed or made before the commencement of the relevant provision.
- (3) In this section “enactment” includes—
- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978,
  - (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament,
  - (c) an enactment contained in, or in an instrument made under, a Measure or Act of the National Assembly for Wales, and
  - (d) an enactment contained in, or in an instrument made under, Northern Ireland legislation within the meaning of the Interpretation Act 1978.
- (4) The regulations may contain such supplementary, incidental and transitional provisions as appear to the Treasury to be necessary or expedient.

### *Determination of disputes*

### **137 Determination of disputes in accordance with a society’s rules**

- (1) If a registered society’s rules give directions as to the way in which relevant disputes are to be determined, a relevant dispute is to be determined in the way directed by the rules (subject to the following provisions of this section).
- (2) “Relevant dispute” means a dispute between a registered society or an officer of a registered society and—
- (a) a member,
  - (b) a person aggrieved who ceased to be a member not more than 6 months previously (“a relevant former member”),
  - (c) a person claiming through a member or relevant former member, or
  - (d) a person claiming under the society’s rules.

---

*Status: This is the original version (as it was originally enacted).*

---

- (3) Any dispute which would, under the rules, fall to be determined by the FCA or PRA is to be referred to the county court (or, in Scotland, to the sheriff) for determination.
- (4) In England and Wales, any dispute which would, under the rules, be referred to justices is to be determined by a magistrates' court (subject to subsection (6)).
- (5) In Scotland, any dispute which would, under the rules, be referred to justices, a justice of the peace court or a court of summary jurisdiction is to be determined by the sheriff.
- (6) If the parties to the dispute consent, the dispute may be determined—
  - (a) in England and Wales, by the county court;
  - (b) in Scotland, by the sheriff.
- (7) Neither subsection (1) nor the society's rules prevents a person, in accordance with the Financial Ombudsman scheme, from having a complaint dealt with under the scheme before or instead of being determined in the way directed by the rules.

### **138 Determination of disputes under section 137: application to the court**

- (1) This section applies where—
  - (a) section 137 applies in relation to a relevant dispute,
  - (b) an application is made to the society in question for a reference under its rules, and
  - (c) no determination is made within 40 days after the application is made.
- (2) A person within a paragraph of section 137(2) who is a party to the dispute may apply to the appropriate court, which may hear and determine the matter in dispute.
- (3) The appropriate court is—
  - (a) in England and Wales, the county court or a magistrates' court;
  - (b) in Scotland, the sheriff.
- (4) "Relevant dispute" has the same meaning as in section 137.

### **139 Determination of disputes otherwise than under a society's rules**

- (1) This section applies in relation to a relevant dispute if the registered society's rules contain no directions as to the determination of relevant disputes.
- (2) The dispute may be determined—
  - (a) in England and Wales, by the county court;
  - (b) in Scotland, by the sheriff.
- (3) Alternatively, in England and Wales, a person within a paragraph of section 137(2) who is a party to the dispute may apply to a magistrates' court, which may hear and determine the matter in dispute.
- (4) "Relevant dispute" has the same meaning as in section 137.

### **140 Determination of disputes: supplementary**

- (1) Where a determination under section 137(1) is made in a dispute—
  - (a) the determination is binding and conclusive on all parties without appeal;

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) in England and Wales, the determination is not removable into any court of law or restrainable by injunction;
  - (c) an application may be made to the county court (or, in Scotland, the sheriff) for enforcement of the determination.
- (2) The county court (or, in Scotland, the sheriff) may order the expenses of determining a dispute under section 137, 138 or 139 to be paid—
  - (a) out of the society’s funds, or
  - (b) by such parties to the dispute as the court (in Scotland, the sheriff) considers appropriate.
- (3) In England and Wales a magistrates’ court may, for the purposes of the hearing or determination of a dispute under section 137, 138 or 139, grant either party—
  - (a) such disclosure as to documents and otherwise, and
  - (b) such inspection of documents,as it considers necessary for the just and expeditious disposal of the dispute.
- (4) An order under subsection (3) for disclosure to be made on behalf of a society is to be disclosure by such of its officers as the court may determine.
- (5) The court to which a dispute is referred under section 137(3) to (6), 138 or 139 may at the request of either party state a case on any question of law arising in the dispute for the opinion of the High Court or the Court of Session (as the case may be).

#### *Other miscellaneous provisions*

### **141 Recovery of costs and expenses**

Any costs or expenses ordered or directed by the FCA or PRA to be paid by any person under this Act are recoverable summarily (or, in Scotland, are recoverable) as a civil debt.

#### *Northern Ireland societies*

### **142 Northern Ireland societies whose rules are recorded by the FCA**

- (1) This section applies to a Northern Ireland society (“the Northern Ireland society”) if—
  - (a) copies of its rules, registered under the relevant Northern Ireland law, are sent to the FCA to be recorded by it, and
  - (b) the copies have been recorded by the FCA.
- (2) For the purposes of the operation of this Act in Great Britain and the Channel Islands (“the relevant area”)—
  - (a) references in the provisions specified in subsection (3) to a registered society include the Northern Ireland society (but see subsection (5)), and
  - (b) for the purposes of those provisions—
    - (i) the Northern Ireland society,
    - (ii) the rules mentioned in subsection (1), and
    - (iii) any amendments to the rules registered and recorded as mentioned in subsection (1),

---

*Status: This is the original version (as it was originally enacted).*

---

are in the relevant area treated as a society, rules and amendments duly registered under this Act by the FCA.

- (3) The provisions are—
- (a) sections 2(2)(b)(ii), 3(1)(a)(ii) and (3) to (6), 5(3)(b), 11(1) to (4), 13(3), 15, 16(2)(a), 18, 19, 20, 24(2)(a), 26, 27(2)(b), 28, 30(9), 33, 35, 36, 41, 42, 50, 53 to 56, 58, 67, 69, 71 to 74, 108 to 111, 114(3) to (5), 127(1), 128, 130 to 132, 137 to 140, 143 and 146;
  - (b) paragraph 3 of Schedule 3.
- (4) In the application of section 108 (general restriction on inspection of books) by virtue of this section, the reference to this Act is to be read as the relevant Northern Ireland law.
- (5) This section does not confer any power, or impose any obligation or liability, with respect to the doing (or not doing) of anything outside the relevant area.
- (6) In this section—
- “Northern Ireland society” means a society registered under the relevant Northern Ireland law;
- “the relevant Northern Ireland law” means the law for the time being in force in Northern Ireland for purposes corresponding to the purposes of this Act.
- (7) Nothing in Article 22 of the [Government of Ireland \(Companies, Societies, &c.\) Order 1922 \(SR & O 1922/184\)](#) applies—
- (a) in relation to a Northern Ireland society, or
  - (b) in relation to this Act.

### *Documents*

#### **143 Form of documents etc**

- (1) Every return and other document required for the purposes of this Act—
- (a) must be made in such form as the FCA may direct,
  - (b) must contain such particulars as it may direct, and
  - (c) must be delivered in such way as it may direct.
- (2) The FCA must register and record those documents, together with any observations it considers appropriate to make on them.
- (3) The FCA must consult the PRA before issuing a direction which relates to a return or other document a copy of which is required to be sent to the PRA.

#### **144 Form etc of electronic documents sent to FCA or PRA**

- (1) The FCA or PRA (“the authority”) may impose requirements as to the form, authentication and manner of delivery of documents sent electronically to it under this Act.
- (2) As regards authentication, the authority may—
- (a) require the document to be authenticated by a particular person or a person of a particular description;

- (b) specify the means of authentication;
  - (c) require the document to contain or be accompanied by the name or registered number of the society to which it relates (or both).
- (3) As regards the manner of delivery, the authority may specify requirements as to the hardware and software to be used, and technical specifications (for example, matters relating to protocol, security, anti-virus protection or encryption).
- (4) The power conferred by this section does not authorise the authority to require documents to be delivered electronically.
- (5) Requirements imposed under this section must not be inconsistent with requirements imposed by this Act or any other enactment with respect to the form, authentication and delivery of the document concerned.
- (6) In this section, a document is sent electronically if it is sent by electronic means or in electronic form.

#### **145 Fees for inspection and copying of documents**

The FCA or PRA may charge a person a reasonable fee before—

- (a) allowing the person to inspect a document held by it in connection with this Act, or
- (b) providing the person with a copy of such a document (or a copy of part of such a document).

#### **146 Certain documents to be received in evidence**

- (1) This section applies to a document issued, received or created by—
- (a) the FCA, or
  - (b) an inspector under this Act,
- for the purposes of, or in connection with, this Act.
- (2) A document bearing the FCA's seal or stamp is to be received in evidence without further proof.
- (3) A document purporting to have been signed by—
- (a) a person authorised to do so on behalf of the FCA, or
  - (b) an inspector under this Act,
- is, in the absence of any evidence to the contrary, to be received in evidence without proof of the signature.

#### *Regulations and orders*

#### **147 Regulations and orders**

- (1) Regulations and orders of the Treasury under this Act are to be made by statutory instrument.
- (2) A statutory instrument containing—
- (a) regulations under section 29, 135 or 136, or
  - (b) an order under section 134,

may not be made unless a draft of the instrument has been laid before and approved by a resolution of each House of Parliament.

- (3) A statutory instrument containing regulations or an order under section 18, 25, 49, 68, 83, 97 or 118 is subject to annulment in pursuance of a resolution of either House of Parliament.

### *Interpretation*

#### **148 Meaning of “electronic form”, “by electronic means” etc**

- (1) The following provisions apply for the purposes of this Act.
- (2) A document or information is sent in electronic form if it is sent—
- (a) by electronic means (for example, by email or fax), or
  - (b) by any other means while in electronic form (for example, sending a disk in the post).

References to electronic copy have a corresponding meaning.

- (3) A document or information is sent by electronic means if it is—
- (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
  - (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

References to “electronic means” have a corresponding meaning.

- (4) A document or information sent in electronic form must be sent in a form, and by a means, that the sender reasonably considers will enable the recipient—
- (a) to read it, and
  - (b) to retain a copy of it.
- (5) For the purposes of this section, a document or information can be read only if—
- (a) it can be read with the naked eye, or
  - (b) to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings), it can be seen with the naked eye.
- (6) The provisions of this section apply whether the provision of this Act uses the word “send” or uses other words (such as “deliver”, “issue”, “produce”, “provide” or “supply”) to refer to the sending of a document or information.

#### **149 Interpretation of Act**

In this Act, except where the context otherwise requires—

- “the 1965 Act” has the meaning given by section 1;
  - “amendment”, in relation to a registered society’s rules, includes a new rule and a resolution rescinding a rule;
  - “annual return” has the same meaning as in section 89;
  - “the appropriate authority” means—
- (a) in relation to a society that is a PRA-authorized person, the PRA;



---

*Status: This is the original version (as it was originally enacted).*

---

- (b) in relation to any other society, the FCA;  
“charitable registered society” means a registered society that is a charity;  
“charity” (except in section 10)—
  - (a) has the meaning given by section 1(1) of the Charities Act 2011 (as modified, in the case of a society whose registered office is in Scotland, by section 7(2) of that Act);
  - (b) but in relation to a society whose registered office is in any of the Channel Islands, it means a society established for charitable purposes only (“charitable purposes” having the meaning given by the law of that Island);
- and similar expressions are to be read accordingly;
- “committee”, in relation to a society, means the society’s management committee or other directing body;
- “the Companies Acts” means—
- (a) the Companies Acts as defined in section 2(1) of the Companies Act 2006, or
  - (b) any law for corresponding purposes in force in any of the Channel Islands, and includes corresponding earlier Acts or laws;
- “credit union” means a registered society that is registered as a credit union;
- “electronic address” means any number or address used for the purposes of sending or receiving documents or information by electronic means;
- “electronic copy”, “electronic form” and “electronic means” have the same meaning as in section 148;
- “enactment” (except in section 136 and Schedule 5) includes—
- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978,
  - (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament, and
  - (c) an enactment contained in, or in an instrument made under, a Measure or Act of the National Assembly for Wales;
- “the FCA” means the Financial Conduct Authority;
- “the Financial Ombudsman scheme” means the scheme established under Part 16 of the Financial Services and Markets Act 2000;
- “Gazette”, in relation to a registered society, means such one or more of the following as apply—
- (a) the London Gazette, if the society’s registered office is in England, Wales or the Channel Islands or it carries on business there;
  - (b) the Edinburgh Gazette, if the society’s registered office is in Scotland or it carries on business there;
  - (c) the Belfast Gazette, if the society’s rules are recorded in Northern Ireland;
- “heritable security” has the same meaning as in the Conveyancing (Scotland) Act 1924 except that it includes a security constituted by ex facie absolute disposition or assignation;
- “meeting”, in relation to a society, includes (where the society’s rules allow it) a meeting of delegates appointed by members;
- “officer”, in relation to a registered society—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) includes any treasurer, secretary, member of the committee, manager or employee of the society (except an employee appointed by the society's committee), but
- (b) does not include an auditor appointed by the society in accordance with the requirements of Part 7;

“persons claiming through a member” includes the heirs, executors or administrators and assignees of a member and (where nomination is allowed) the person's nominee;

“the PRA” means the Prudential Regulation Authority;

“PRA-authorised person” has the meaning given by section 2B of the Financial Services and Markets Act 2000;

“pre-commencement society” has the meaning given by section 150;

“registered”, in relation to a society's name or office, means the name or office for the time being registered under this Act in respect of the society;

“registered rules”, in relation to a registered society, means the rules registered under this Act, as amended by any amendment of the rules that has been so registered;

“registered society” has the meaning given by section 1;

the FCA's “seal” means the seal provided for in regulations made under section 109(1)(b) of the Friendly Societies Act 1974 (and any reference to a document sealed by the FCA is to be read accordingly).