



# Industrial and Provident Societies Act (Northern Ireland) 1969

## 1969 CHAPTER 24

### PART II

#### REGISTERED SOCIETIES

##### DISSOLUTION OF SOCIETY

**[<sup>F1</sup>64 Dissolution of registered society [<sup>F2</sup>on winding up] .**

- (1) A registered society may be dissolved—
  - (a) on its being wound up in pursuance of an order or resolution made as is directed in regard to companies by the Insolvency (Northern Ireland) Order 1989, <sup>F3</sup>...
  - <sup>F3</sup>(b) .....
- (2) The provisions of the Insolvency (Northern Ireland) Order 1989 applied by subsection (1)(a) have effect as if the society were a company, but any reference to the registrar of companies shall be read as a reference to the registrar within the meaning of this Act.
- (3) A copy of any resolution passed for the voluntary winding up of a registered society must be sent by the society to the registrar within 15 days after it is passed. For the purposes of section 71 (offences by officers etc) as it applies in relation to a failure to comply with this subsection, a liquidator of the society shall be treated as an officer of it.
- (4) A copy of any resolution passed for the voluntary winding up of a registered society must be annexed to every copy of the registered rules of the society issued after the passing of the resolution.

*Status: Point in time view as at 22/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Industrial and Provident Societies Act (Northern Ireland) 1969. (See end of Document for details)*

(5) This section has effect subject to section 68 (restriction on dissolution or cancellation of registration).]

- F1** S. 64 substituted (1.10.2009) [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 21(8)** (with art. 10)
- F2** Words in s. 64 heading inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(1)(b)**, 17(1)
- F3** S. 64(1)(b) and preceding word omitted (23.4.2016) by virtue of [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(1)(a)**, 17(1)

## 65 Power of registrar to petition for winding-up.

In the case of a society to which section 4 applies which was registered or deemed to be registered under the Act of 1893 before 26th July 1938, a petition for the winding-up of the society may be presented to the court by the registrar if it appears to the registrar—

- (a) that neither of the conditions specified in section 1(2) is fulfilled in the case of that society; and
- (b) that it would be in the interests of persons who have invested or deposited money with the society or of any other person that the society should be wound up.

## 66 Liability of members in winding-up.

Where a registered society is wound up by virtue of [<sup>F4</sup>section 64(1)(a)], the liability of a present or past member of the society to contribute for payment of the debts and liabilities of the society, the expenses of winding-up, and the adjustment of the rights of contributories amongst themselves, shall be qualified as follows, that is to say—

- (a) no person who ceased to be a member not less than one year before the beginning of the winding-up shall be liable to contribute;
- (b) no person shall be liable to contribute in respect of any debt or liability contracted after he ceased to be a member;
- (c) no person who is not a member shall be liable to contribute unless it appears to the court that the contributions of the existing members are insufficient to satisfy the just demands on the society;
- (d) no contribution shall be required from any person exceeding the amount, if any, unpaid on the shares in respect of which he is liable as a past or present member;
- (e) in the case of a withdrawable share which has been withdrawn, a person shall be taken to have ceased to be a member in respect of that share as from the date of the notice or application for withdrawal.

- F4** Words in s. 66 substituted (1.10.2009) [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 21(9)** (with art. 10)

## [<sup>F5</sup>66A Dissolution of a society by an instrument of dissolution

- (1) A registered society may be dissolved by an instrument of dissolution that complies with section 67 and is approved—

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- (a) in the case of any society, by at least 75% of the society's members consenting to it, that consent being testified by their signatures to the instrument, or
  - (b) in the case of a dormant society, by a special resolution of the society.
- (2) “Dormant society” means a society—
- (a) whose accounts for the current year of account and the two years of account preceding it show no accounting transactions except—
    - (i) fees paid to the registrar;
    - (ii) fees paid to the FCA;
    - (iii) fees paid to the PRA;
    - (iv) payments of dividends;
    - (v) payments of interest; and
  - (b) that has notified the registrar that it is dormant.
- (3) “Special resolution” has the same meaning as in section 59.]

**F5** S. 66A inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), ss. **13(2)**, 17(1)

## 67 Instrument of dissolution.

- (1) The following provisions of this section shall have effect where a society is to be dissolved by an instrument of dissolution under [<sup>F6</sup> section 66A(1)] .
- (2) The instrument of dissolution shall set forth—
- (a) the liabilities and assets of the society in detail;
  - (b) the number of the members and the nature of their respective interests in the society;
  - (c) the claims of creditors, if any, and the provision to be made for their payment; and
  - (d) unless stated in the instrument of dissolution to be left to the award of the registrar, the intended appropriation or division of the funds and property of the society.
- [<sup>F7</sup>(3) An alteration in an instrument of dissolution may be made—
- (a) by at least 75% of the society's members consenting to it, that consent being testified by their signatures to the alteration, or
  - (b) if the instrument was approved by a special resolution of the society, by a further special resolution (as defined in section 59).]

(4) The instrument of dissolution shall be sent to the registrar accompanied by a statutory declaration made by three members and the secretary of the society that all relevant provisions of this Act have been complied with; and any person knowingly making a false or fraudulent declaration in the matter shall be guilty of an offence and liable to the penalties provided by [<sup>F8</sup> Article 10 of the Perjury (Northern Ireland) Order 1979 ] .

(5) The instrument of dissolution and any alterations thereto shall be registered in like manner as an amendment of the rules of the society and shall be binding upon all the members of the society, but shall not be so registered until the registrar has received [<sup>F9</sup>the society's annual return for its last year of account (see section 36A(8) or 36B(8)).]

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- [<sup>F10</sup>(5A) A copy of every special resolution for the purposes of section 66A or subsection (3) of this section—
- (a) signed by the chair of the meeting at which the resolution was confirmed, and
  - (b) countersigned by the society's secretary,
- must be sent to the registrar before the end of the period of 14 days beginning with the day the resolution was confirmed.
- (5B) The registrar must register a copy of a special resolution received under subsection (5A) at the same time as the registrar registers the instrument of dissolution and any alterations to it.]
- (6) The registrar shall cause notice of the dissolution to be advertised at the expense of the society in the Belfast Gazette and in any other manner which the registrar considers necessary for bringing such notice to the attention of persons affected thereby; and unless—
- (a) within three months from the date of the Belfast Gazette in which that advertisement appears a member or other person interested in or having any claim on the funds of the society commences in the county court for the district where the registered office of the society is situate proceedings to set aside the dissolution of the society; and
  - (b) that dissolution is set aside accordingly,
- then, subject to subsection (7), the society shall be legally dissolved from the date of the advertisement and the requisite consents to [<sup>F11</sup>, or approval of,] the instrument of dissolution shall be deemed to have been duly obtained without proof of the signatures thereto. [<sup>F12</sup>or of the special resolution (as the case may be). ]
- (7) If the certificate referred to in section 68(1) has not been lodged with the registrar by the date of the advertisement referred to in subsection (6) of this section, the society shall be legally dissolved only from the date when that certificate is so lodged.
- (8) Notice of any proceedings to set aside the dissolution of a society shall be sent to the registrar by the person taking those proceedings not later than seven days after they are commenced or not later than the expiration of the period of three months referred to in subsection (6), whichever is the earlier; and notice of any order setting the dissolution aside shall be sent by the society to the registrar within seven days after the making of the order.
- (9) In the application of this section to a society which for the time being consists solely of two registered societies, the reference in subsection (4) to three members shall be construed as a reference to both members.

**F6** Words in s. 67(1) substituted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(3)(a)**, 17(1)

**F7** S. 67(3) substituted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(3)(b)**, 17(1)

**F8** 1979 NI 19

**F9** Words in s. 67(5) substituted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), s. 17(1), **Sch. 1 para. 39**

**F10** S. 67(5A)(5B) inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(3)(c)**, 17(1)

**F11** Words in s. 67(6) inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(3)(d)(i)**, 17(1)

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**F12** Words in s. 67(6) inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), **ss. 13(3)(d)(ii)**, 17(1)

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