



# Co-operative and Community Benefit Societies Act (Northern Ireland) 1969

## 1969 CHAPTER 24

### PART II

#### REGISTERED SOCIETIES

##### AMALGAMATIONS, TRANSFERS OF ENGAGEMENTS AND CONVERSIONS

#### 61<sup>F1</sup> Conversion into, or transfer of engagements to, company.

- (1) A registered society may by special resolution determine to convert itself into a company to be formed and registered under<sup>F2</sup>the Companies Act 2006] or transfer its engagements to a company formed and registered under the<sup>F3</sup>that Act].
- (2) If a special resolution for converting a registered society into a company contains the particulars<sup>F4</sup>required by subsection (1) of section 8 of the Companies Act 2006] to be contained in the memorandum of association of a company and a copy thereof has been registered by the registrar, a copy of that resolution bearing the<sup>F5</sup>registrar's seal] shall have the same effect as a memorandum of association duly<sup>F6</sup>authenticated as required by subsection (2) of that section].

<sup>F7</sup>(3) In this section “special resolution” means a resolution—

- (a) which is passed at a general meeting of which notice, specifying the intention to propose the resolution, has been duly given according to the rules of the society (“the rules”);
- (b) which is passed by not less than three-fourths of such of the qualifying members of the society as may have voted in person or, where the rules allow proxies, by proxy;
- (c) on which not less than half of the qualifying members of the society voted either in person or, where the rules allow proxies, by proxy; and
- (d) which is confirmed by a majority of such of the qualifying members of the society as may have voted in person or, where the rules allow proxies, by proxy at a subsequent general meeting of which notice has been duly given held not

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*Changes to legislation: There are currently no known outstanding effects for the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969, Section 61. (See end of Document for details)*

less than 14 days nor more than one month from the day of the meeting at which the resolution was passed in accordance with paragraphs (a) to (c), and references to the qualifying members of a society are references to the members of the society who are for the time being entitled under the society's rules to vote.

- (3A) At any such meeting, a declaration by the chairman that—
- (a) all reasonably practicable steps have been taken to ascertain the number of qualifying members of the society; and
  - (b) the resolution has been carried,
- shall be deemed conclusive evidence of those facts.
- (3B) Subsections (4) and (5) of section 59 shall have effect for the purposes of this section as they have effect for the purposes of that section but as if in subsection (5) of that section for the reference to subsection (2)(b) of that section there were substituted a reference to subsection (3)(d) of this section.]
- (4) Subject to subsection (6), if a registered society is converted into, or transfers all its engagements to, a company under this section, the registration of that society under this Act shall thereupon become void and, subject to section 68(2), be cancelled by the registrar.
- (5) If a registered society is converted into, or transfers its engagements to, a company under this section, the property of the society, or so much of the property of the society as is included in the transfer, shall vest in the company without any conveyance or assignment.
- (6) Registration of a registered society as a company shall not affect any right or claim for the time being subsisting against the society or any penalty for the time being incurred by the society; and—
- (a) for the purpose of enforcing any such right, claim or penalty, the society may be sued and proceeded against in the same manner as if it had not become registered as a company; and
  - (b) every such right or claim, or the liability to any such penalty, shall have priority as against the property of the company over all other rights or claims against or liabilities of the company.

**F1** 1981 NI 3

**F2** Words in s. 61(1) 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(6)(a)(i)** (with art. 10)

**F3** Words in s. 61(1) 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(6)(a)(ii)** (with art. 10)

**F4** Words in s. 61(2) 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(6)(b)(i)** (with art. 10)

**F5** Words in s. 61(2) substituted (6.4.2018 immediately after 2016 c. 16 (N.I.), s. 8(2) comes into force) by [The Financial Services Act 2012 \(Mutual Societies\) Order 2018 \(S.I. 2018/323\)](#), art. 1, **Sch. 2 para. 18** (with art. 3)

**F6** Words in s. 61(2) 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(6)(b)(ii)** (with art. 10)

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**F7** S. 61(3)-(3B) substituted (1.7.2006) by [Industrial and Provident Societies \(Northern Ireland\) Order 2006 \(S.I. 2006/314 \(N.I. 3\)\)](#), arts. 1(3), 7; S.R. 2006/242, **art 2**

**Modifications etc. (not altering text)**

**C1** S. 61 applied (with modifications) (31.7.2006) by [Community Benefit Societies \(Restriction on Use of Assets\) Regulations \(Northern Ireland\) 2006 \(S.R. 2006/258\)](#), reg. 17, **Sch. 2 para. 6**

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