



Housing (Scotland) Act 2010

2010 asp 17

PART 8

REGISTERED SOCIAL LANDLORDS: ORGANISATIONAL CHANGE ETC.

Change of name, office or constitution

[^{F1}92 Change of name, office or constitution

A registered social landlord must give the Regulator notice of—

- (a) any change to—
 - (i) its name, or
 - (ii) its registered or principal office,
 - (b) any amendment to its constitution (other than a change of name or office),
- within 28 days of the change or amendment being made.]

Textual Amendments

- F1** S. 92 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), ss. **5(2)**, 11(2); S.S.I. 2018/253, reg. 2(2)

[^{F2}93 Change of constitution

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Textual Amendments

- F2** Ss. 93-95 repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), ss. **5(3)**, 11(2); S.S.I. 2018/253, reg. 2(2) (with reg. 7)

[^{F2}94 Registered society's rules: supplementary

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Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

Textual Amendments

- F2** Ss. 93-95 repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 5(3)**, 11(2); S.S.I. 2018/253, reg. 2(2) (with reg. 7)

^{F2}95 Change of registered company's articles: supplementary

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Textual Amendments

- F2** Ss. 93-95 repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 5(3)**, 11(2); S.S.I. 2018/253, reg. 2(2) (with reg. 7)

Registered societies: restructuring, winding up and dissolution

96 Restructuring, winding up and dissolution of registered societies

- (1) This group of sections applies to a registered social landlord—
- (a) which is a registered society, and
 - (b) whose inclusion in the register has been recorded by the [^{F3}Financial Conduct Authority].

^{F4}(2)

^{F4}(3)

Textual Amendments

- F3** Words in s. 96(1)(b) substituted (1.4.2013) by [The Financial Services Act 2012 \(Mutual Societies\) Order 2013 \(S.I. 2013/496\)](#), art. 1(1), Sch. 11 para. 10(3)(4)(f) (with Sch. 12)
- F4** S. 96(2)(3) repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(2)**, 11(2); S.S.I. 2018/253, reg. 2(2)

Commencement Information

- I1** S. 96 in force at 1.4.2012 by [S.S.I. 2012/39](#), art. 2, **Sch. 1** (with Sch. 2)

[^{F5}96A Proposed restructuring of society

- (1) This section applies where the society proposes to pass a special resolution for the purposes of a restructuring provision where the restructuring—
- (a) will result in a tenant under a Scottish secure tenancy ceasing to be a tenant of the society proposing the restructuring, and
 - (b) is a restructuring other than the conversion of the society into a company in accordance with section 112 of the Co-operative and Community Benefit Societies Act 2014.

- (2) The society must comply with sections 115 to 120 (as applied by subsection (3)) in relation to the proposed restructuring.

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

- (3) Sections 115 to 120 apply in relation to a proposed restructuring to which this section applies as they apply in relation to a proposed disposal to which section 107(4) applies, subject to the modification that section 115A(2) has effect as if, for paragraph (b), there were substituted—“(b)before notice of a meeting at which the special resolution is intended to be proposed is given under section 111 or, as the case may be, 113 of the Co-operative and Community Benefit Societies Act 2014,”.
- (4) In this section and section 97, “restructuring provision” means any of the following provisions of the Co-operative and Community Benefit Societies Act 2014—
 - (a) section 109 (amalgamation),
 - (b) section 110 (transfer of engagements),
 - (c) section 112 (conversion into or amalgamation with registered company).]

Textual Amendments

- F5** S. 96A inserted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), ss. [6\(3\)](#), [11\(2\)](#); [S.S.I. 2018/253](#), reg. [2\(2\)](#)

[^{F6}97] **Restructuring of society**

- (1) This section applies in relation to a special resolution passed by the society for the purposes of a restructuring provision.
- (2) Where the restructuring to which the special resolution relates is one to which section 96A applies, the Financial Conduct Authority may register the special resolution only if—
 - (a) the society confirms the matters mentioned in subsection (3), and
 - (b) a copy of the confirmation accompanies the copy special resolution sent to the Financial Conduct Authority for the purposes of the Co-operative and Community Benefit Societies Act 2014.
- (3) Those matters are that, before the special resolution was passed—
 - (a) the society complied with sections 115 and 115A(1) (as applied by section 96A(3)), and
 - (b) a majority of tenants—
 - (i) voting in a ballot conducted under section 115A(1)(a) wish the restructuring to proceed, or, as the case may be,
 - (ii) whose written agreement to the restructuring was sought under section 115A(1)(b) have given that agreement.
- (4) The society must, as soon as reasonably practicable after sending the copy special resolution to the Financial Conduct Authority (and, in a case to which subsection (2) applies, no later than 28 days after doing so), give notice of the restructuring to the Regulator.
- (5) Any new body created, or to whom engagements are transferred, in pursuance of such a special resolution is to be included in the register (and is to be treated as so included pending such inclusion).]

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

Textual Amendments

- F6** S. 97 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(4)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)** (with [reg. 8](#))

[^{F7}98 **Voluntary winding up of society**

- (1) This section applies in relation to the voluntary winding up of the society under the Insolvency Act 1986.
- (2) The society must consult its tenants in relation to the proposed voluntary winding up before passing a resolution for the winding up of the society.
- (3) Such a resolution is valid only if—
 - (a) the society confirms that it consulted its tenants as mentioned in subsection (2), and
 - (b) a copy of the confirmation accompanies the copy resolution sent to the Financial Conduct Authority for the purposes of section 30 of the Companies Act 2006 (as applied by virtue of section 123 of the Co-operative and Community Benefit Societies Act 2014 and section 84(3) of the Insolvency Act 1986).
- (4) The society must, as soon as reasonably practicable after sending the copy resolution to the Financial Conduct Authority, give notice of the voluntary winding up to the Regulator.
- (5) The Regulator must issue guidance in relation to consultation for the purpose of subsection (2).
- (6) A society must, in consulting tenants for that purpose, have regard to guidance issued under subsection (5).]

Textual Amendments

- F7** S. 98 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(5)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)** (with [reg. 8](#))

Commencement Information

- I2** S. 98 in force at 1.4.2012 by [S.S.I. 2012/39](#), **art. 2**, **Sch. 1** (with [Sch. 2](#))

[^{F8}99 **Dissolution of society**

- (1) This section applies where the society proposes an instrument of dissolution of the society (within the meaning of section 119 of the Co-operative and Community Benefit Societies Act 2014).
- (2) The society must consult its tenants in relation to the proposed dissolution before seeking the approval of the instrument for the purposes of section 119 of that Act.
- (3) The Financial Conduct Authority may register an instrument of dissolution of the society under section 121 of the Co-operative and Community Benefit Societies Act

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Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

2014, or cause notice of the dissolution to be advertised under section 122 of that Act, only if—

- (a) the society confirms that it consulted its tenants as mentioned in subsection (2), and
 - (b) a copy of the confirmation accompanies the instrument sent to the Financial Conduct Authority for the purposes of section 121 of that Act.
- (4) The society must, as soon as reasonably practicable after sending the instrument to the Financial Conduct Authority, give notice of the dissolution to the Regulator.
- (5) The Regulator must issue guidance in relation to consultation for the purpose of subsection (2).
- (6) A society must, in consulting tenants for that purpose, have regard to guidance issued under subsection (5).]

Textual Amendments

- F8** S. 99 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(6)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)** (with [reg. 8](#))

Commencement Information

- I3** S. 99 in force at 1.4.2012 by [S.S.I. 2012/39](#), **art. 2**, **Sch. 1** (with [Sch. 2](#))

Companies: restructuring and winding up

100 Restructuring and winding up of companies

- (1) This group of sections applies to a registered social landlord which is a registered company.

^{F9}(2)

^{F9}(3)

Textual Amendments

- F9** S. 100(2)(3) repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(7)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)**

Commencement Information

- I4** S. 100 in force at 1.4.2012 by [S.S.I. 2012/39](#), **art. 2**, **Sch. 1** (with [Sch. 2](#))

[^{F10}100A Restructuring by company: proposed restructuring

- (1) This section applies where—
- (a) a court order is made in respect of the company under section 896 of the Companies Act 2006,
 - (b) the meeting summoned by the court order is to agree a restructuring of a type mentioned in section 900(1) of that Act, and
 - (c) the restructuring—

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Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

- (i) will result in a tenant under a Scottish secure tenancy ceasing to be a tenant of the company in respect of which the order is made, and
 - (ii) that company is not being wound up and is not in administration.
- (2) The company must comply with sections 115 to 120 (as applied by subsection (3)) in relation to the proposed restructuring.
- (3) Sections 115 to 120 apply in relation to a proposed restructuring to which this section applies as they apply in relation to a proposed disposal to which section 107(4) applies, subject to the modification that section 115A(2) has effect as if, for paragraph (b), there were substituted—
- “(b) before the meeting summoned by the court order under section 896 of the Companies Act 2006 takes place.”.]

Textual Amendments

F10 S. 100A inserted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(8), 11(2)**; [S.S.I. 2018/253](#), reg. 2(2)

[^{F11}101 Restructuring of company

- (1) This section applies where—
- (a) a court order is made in respect of a company under section 899 or 900 of the Companies Act 2006, and
 - (b) the restructuring to which the order relates is of a type mentioned in section 900(1) of that Act.
- (2) Where section 100A applies in relation to a restructuring, a court order mentioned in subsection (1) in relation to the same restructuring has effect only if—
- (a) the company confirms the matters mentioned in subsection (3), and
 - (b) a copy of the confirmation accompanies the copy of the order delivered to the registrar of companies in accordance with section 900(6) of the Companies Act 2006.
- (3) The matters are that, before the order was made—
- (a) the company complied with sections 115 and 115A(1) (as applied by section 100A(3)), and
 - (b) a majority of tenants—
 - (i) voting in a ballot conducted under section 115A(1)(a) wish the restructuring to proceed, or, as the case may be,
 - (ii) whose written agreement to the restructuring was sought under section 115A(1)(b) have given that agreement.
- (4) The company must, as soon as reasonably practicable after the order is made (and, in a case to which subsection (2) applies, no later than 28 days after that event), give notice of the restructuring to the Regulator.
- (5) Where the whole or any part of the undertaking and property and liabilities of the company are transferred to another company in pursuance of an order under section 900 of the Companies Act 2006, that other company is to be included in the register (and is to be treated as so included pending such inclusion).]

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

Textual Amendments

- F11** S. 101 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\), ss. 6\(9\), 11\(2\); S.S.I. 2018/253, reg. 2\(2\)](#) (with [reg. 8](#))

[^{F12}102 Conversion of company into a registered society

- (1) This section applies in relation to the conversion of the company into a registered society under section 115 of the Co-operative and Community Benefit Societies Act 2014.
- (2) The company must consult its tenants on the proposed conversion before passing a special resolution for the conversion of the company into a registered society under section 115 of that Act.
- (3) Such a special resolution has effect only if—
 - (a) the company confirms that it consulted its tenants as mentioned in subsection (2), and
 - (b) a copy of the confirmation accompanies the resolution sent to the registrar of companies in accordance with section 115(5) of the Co-operative and Community Benefit Societies Act 2014.
- (4) The company must, as soon as reasonably practicable after sending the resolution to the registrar of companies, give notice of the conversion to the Regulator.
- (5) The new registered society created in pursuance of the resolution is to be included in the register (and is to be treated as so included pending such inclusion).
- (6) The Regulator must issue guidance in relation to consultation for the purpose of subsection (2).
- (7) A company must, in consulting tenants for that purpose, have regard to guidance issued under subsection (6).]

Textual Amendments

- F12** S. 102 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\), ss. 6\(10\), 11\(2\); S.S.I. 2018/253, reg. 2\(2\)](#) (with [reg. 8](#))

[^{F13}103 Company voluntary arrangement

- (1) This section applies in relation to a voluntary arrangement under Part 1 of the Insolvency Act 1986 in relation to the company.
- (2) The company must consult its tenants about the voluntary arrangement before the arrangement is approved under section 4 of that Act.
- (3) Such a voluntary arrangement does not take effect under section 5 of the Insolvency Act 1986 unless the company has consulted its tenants as mentioned in subsection (2).
- (4) The company must, as soon as reasonably practicable after the voluntary arrangement takes effect, give notice of the arrangement to the Regulator.

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

- (5) The Regulator must issue guidance in relation to consultation for the purpose of subsection (2).
- (6) A company must, in consulting tenants for that purpose, have regard to guidance issued under subsection (5).]

Textual Amendments

F13 S. 103 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(11), 11(2)**; [S.S.I. 2018/253](#), **reg. 2(2)**

[^{F14}104 Voluntary winding up of company

- (1) This section applies in relation to the voluntary winding up of the company under the Insolvency Act 1986.
- (2) The company must consult its tenants on the proposed winding up before passing a special resolution for the winding up of the company under that Act.
- (3) Such a special resolution is valid only if—
 - (a) the company confirms that it consulted its tenants as mentioned in subsection (2), and
 - (b) a copy of the confirmation accompanies the copy resolution sent to the registrar of companies in accordance with section 30 of the Companies Act 2006.
- (4) The company must, as soon as reasonably practicable after sending the copy resolution to the registrar of companies, give notice of the voluntary winding up to the Regulator.
- (5) The Regulator must issue guidance in relation to consultation for the purpose of subsection (2).
- (6) A company must, in consulting tenants for that purpose, have regard to guidance issued under subsection (5).]

Textual Amendments

F14 S. 104 substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(12), 11(2)**; [S.S.I. 2018/253](#), **reg. 2(2)** (with **reg. 8**)

[^{F15}Registered social landlord becoming a subsidiary of another body

Textual Amendments

F15 S. 104A and cross-heading inserted (20.11.2014) by [Housing \(Scotland\) Act 2014 \(asp 14\)](#), **ss. 98(1), 104(3)**; [S.S.I. 2014/264](#), **art. 2, Sch.** (with **art. 3**)

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

[^{F16}**104A Registered social landlord becoming a subsidiary of another body**

- (1) This section applies where a registered social landlord which is a registered society or a registered company proposes to enter into an arrangement under which the landlord will become a subsidiary of a body of which it is not currently a subsidiary.
- (2) Subject to subsection (5)—
 - (a) the registered social landlord must comply with sections 115 to 120 (as applied by subsection (3)) in relation to the arrangement, and
 - (b) the arrangement has effect only if the conditions in subsection (4) are met.
- (3) Sections 115 to 120 apply in relation to a proposed arrangement to which this section applies as they apply in relation to a proposed disposal to which section 107(4) applies.
- (4) The conditions are that, before the arrangement was completed—
 - (a) the registered social landlord complied with sections 115 and 115A(1) (as applied by subsection (3)), and
 - (b) a majority of tenants—
 - (i) voting in a ballot conducted under section 115(1)(a) wish the arrangement to proceed, or, as the case may be,
 - (ii) whose written agreement to the arrangement was sought under section 115A(1)(b) have given that agreement.
- (5) The Regulator must determine that subsections (2) and (3) are not, or are to cease, to apply in relation to an arrangement where the Regulator considers that—
 - (a) the registered social landlord’s viability is in jeopardy for financial reasons,
 - (b) a person could take a step in relation to the landlord which would require to be notified to the Regulator under section 73, and
 - (c) the determination under this subsection would substantially reduce the likelihood of a person taking such a step.
- (6) The registered social landlord must, as soon as reasonably practicable after the arrangement takes effect (and no later than 28 days after that event), give notice of the arrangement to the Regulator.]]

Textual Amendments

F16 S. 104A substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 7(2)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)**

Winding up petition

[^{F17}**105 Regulator's power to petition for winding up**

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Textual Amendments

F17 S. 105 repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), **ss. 6(13)**, 11(2); [S.S.I. 2018/253](#), **reg. 2(2)**

Status: Point in time view as at 08/03/2019.

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)

Asset transfer on dissolution or winding up

106 Asset transfer on dissolution or winding up

- (1) This section applies to a registered social landlord—
 - (a) which is a registered society dissolved as mentioned in [^{F18}section 119 or 123 of the Co-operative and Community Benefit Societies Act 2014], or
 - (b) which is a registered company wound up under the Insolvency Act 1986 (c.45).
- (2) Any surplus assets available after the registered social landlord's liabilities have been discharged are to be transferred to such other registered social landlord as the Regulator directs.
- (3) The Regulator must—
 - (a) before making a direction, consult the tenants of any houses to be included in the transfer, and
 - (b) when making a direction, have regard to any views expressed by those consulted by such time as the Regulator may specify.
- (4) The Regulator may discharge any liability of the registered social landlord in order to ensure that assets which would otherwise need to be sold to discharge that liability are instead transferred under subsection (2).
- (5) The Regulator may direct the transfer of assets from a registered social landlord which is a charity only if the recipient registered social landlord is a charity which the Regulator, after consulting the Office of the Scottish Charity Regulator, considers has the same or similar charitable purposes (within the meaning of section 7(2) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10)).
- (6) The Regulator may direct the transfer of assets which the registered social landlord is under a duty to apply in accordance with section 19(1) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) only if the Regulator—
 - (a) consults with the Office of the Scottish Charity Regulator, and
 - (b) after doing so, considers that the recipient registered social landlord will secure the proper application of those assets for the purposes which were set out in the transferor registered social landlord's entry in the Scottish Charity Register immediately before its removal from that register.
- (7) This section has effect despite anything in—
 - [^{F19}(a) the Co-operative and Community Benefit Societies Act 2014,]
 - (b) the Insolvency Act 1986 (c.45),
 - (c) the Companies Act 2006 (c.46), or
 - (d) the registered social landlord's constitution.

Textual Amendments

F18 Words in s. 106(1)(a) substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), [ss. 6\(14\)\(a\)](#), 11(2); [S.S.I. 2018/253](#), reg. 2(2)

F19 S. 106(7)(a) substituted (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), [ss. 6\(14\)\(b\)](#), 11(2); [S.S.I. 2018/253](#), reg. 2(2)

Status: Point in time view as at 08/03/2019.

Changes to legislation: *There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8. (See end of Document for details)*

Commencement Information

I5 S. 106 in force at 1.4.2012 by [S.S.I. 2012/39](#), art. 2, [Sch. 1](#) (with [Sch. 2](#))

Status:

Point in time view as at 08/03/2019.

Changes to legislation:

There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Part 8.