



Housing (Scotland) Act 2010

2010 asp 17

PART 8

REGISTERED SOCIAL LANDLORDS: ORGANISATIONAL CHANGE ETC.

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.

^{F1}(2)

^{F1}(3)

Textual Amendments

F1 S. 100(2)(3) repealed (8.3.2019) by [Housing \(Amendment\) \(Scotland\) Act 2018 \(asp 13\)](#), ss. 6(7), 11(2); S.S.I. 2018/253, reg. 2(2)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

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

[^{F2}100A Restructuring by company: proposed restructuring

(1) [^{F3}Subsections (2) and (3) apply] 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, ^{F4}...

[^{F5}(c) the restructuring 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

(d) the company is not being wound up and is not in administration.]

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- (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 [^{F6}this subsection] 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,”.]
- [^{F7}(4) Subsections (5) and (6) apply where—
- (a) a court order is made in respect of the company under section 901C(1) of the Companies Act 2006,
 - (b) the meeting summoned by the court order is to agree a restructuring of a type mentioned in section 901J(1) of that Act,
 - (c) the restructuring 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
 - (d) the company is not being wound up and is not in administration.
- (5) The company must comply with sections 115 to 120 (as applied by subsection (6)) in relation to the proposed restructuring.
- (6) Sections 115 to 120 apply in relation to a proposed restructuring to which this subsection 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 901C of the Companies Act 2006 takes place,”]

Textual Amendments

- F2** 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)
- F3** Words in s. 100A(1) substituted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), **Sch. 9 para. 47(2)(a)** (with ss. 2(2), 5(2))
- F4** Word in s. 100A(1) omitted (26.6.2020) by virtue of [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), **Sch. 9 para. 47(2)(b)** (with ss. 2(2), 5(2))
- F5** S. 100A(1)(c)(d) substituted (26.6.2020) for s. 100A(1)(c) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), **Sch. 9 para. 47(2)(c)** (with ss. 2(2), 5(2))
- F6** Words in s. 100A(3) substituted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), **Sch. 9 para. 47(3)** (with ss. 2(2), 5(2))
- F7** S. 100A(4)-(6) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), **Sch. 9 para. 47(4)** (with ss. 2(2), 5(2))

[^{F8}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.

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[^{F9}(1A) This section also applies where—

- (a) a court order is made in respect of a company under section 901F or 901J of the Companies Act 2006, and
 - (b) the restructuring to which the order relates is of a type mentioned in section 901J(1) of that Act.]
- (2) Where section 100A applies in relation to a restructuring, a court order mentioned in subsection (1) [^{F10}or (1A)] 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) [^{F11}or (as the case may be) section 901J(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) [^{F12}or (6) (as the case may be)]), 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 [^{F13}or 901J] 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).]

Textual Amendments

- F8** 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](#))
- F9** S. 101(1A) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. [49\(1\)](#), [Sch. 9 para. 48\(2\)](#) (with ss. [2\(2\)](#), [5\(2\)](#))
- F10** Words in s. 101(2) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. [49\(1\)](#), [Sch. 9 para. 48\(3\)\(a\)](#) (with ss. [2\(2\)](#), [5\(2\)](#))
- F11** Words in s. 101(2)(b) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. [49\(1\)](#), [Sch. 9 para. 48\(3\)\(b\)](#) (with ss. [2\(2\)](#), [5\(2\)](#))
- F12** Words in s. 101(3)(a) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. [49\(1\)](#), [Sch. 9 para. 48\(4\)](#) (with ss. [2\(2\)](#), [5\(2\)](#))
- F13** Words in s. 101(5) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. [49\(1\)](#), [Sch. 9 para. 48\(5\)](#) (with ss. [2\(2\)](#), [5\(2\)](#))

[^{F14}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.

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- (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

F14 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)

[^{F15}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.
- (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

F15 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)

Changes to legislation: There are currently no known outstanding effects for the Housing (Scotland) Act 2010, Cross Heading: Companies: restructuring and winding up. (See end of Document for details)

[^{F16}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

F16 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](#))

Changes to legislation:

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