

Housing (Scotland) Act 2010

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PART 8

REGISTERED SOCIAL LANDLORDS: ORGANISATIONAL CHANGE ETC.

Change of name, office or constitution

92 Change of name or office

A registered social landlord must give the Regulator notice of any change to—

- (a) its name, or
- (b) its registered or principal office,

within 28 days of the change being made.

93 Change of constitution

An amendment to a registered social landlord's constitution (other than a change of name or office) is valid only if the Regulator consents to the amendment.

94 Registered society's rules: supplementary

- (1) This section applies where a registered social landlord which is a registered society obtains the Regulator's consent under section 93 to an amendment of its rules.
- (2) A copy of the consent must accompany the copies of the amendment sent to the Financial Services Authority in accordance with section 10(1) of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12).
- (3) The Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12) applies in relation to sections 92 and 93 and subsection (2) of this section as if those provisions were contained in section 10 of that Act.

95 Change of registered company’s articles: supplementary

- (1) This section applies where a registered social landlord which is a registered company obtains the Regulator’s consent under section 93 to an amendment of its articles of association.
- (2) A copy of the consent must accompany the copy resolution sent to the registrar of companies in accordance with section 30 of the Companies Act 2006 (c.46).

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 Financial Services Authority.
- (2) Chapter 2 of Part 10 makes provision for Regulator consent for the purpose of section 97.
- (3) The Regulator must not give any other consent for the purposes of this group of sections unless satisfied that the society has consulted its tenants about the matter for which consent is needed.

97 Restructuring of society

- (1) The Financial Services Authority may register a special resolution passed by the society for the purposes of a restructuring provision only if—
 - (a) the Regulator consents to the special resolution, and
 - (b) a copy of the consent accompanies the copy special resolution sent to the Financial Services Authority for the purposes of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12).

“restructuring provision” means any of the following provisions of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12)—

 - section 50 (amalgamation)
 - section 51 (transfer of engagements)
 - section 52 (conversion into or amalgamation with registered company)
- (2) Any new body created, or to whom engagements are transferred, in pursuance of the special resolution is to be included in the register (and is to be treated as so included pending such inclusion).

98 Voluntary winding up of society

- A resolution for the voluntary winding up of the society under the Insolvency Act 1986 (c.45) is valid only if—
- (a) the Regulator consents to the resolution before it is passed, and
 - (b) a copy of the consent accompanies the copy resolution sent to the Financial Services Authority for the purposes of section 30 of the Companies Act 2006 (c.46) (as applied by virtue of section 55 of the Co-operative and Community

Benefit Societies and Credit Unions Act 1965 (c.12) and section 84(3) of the Insolvency Act 1986 (c.45)).

99 Dissolution of society

The Financial Services Authority may register an instrument of dissolution of the society under section 58 of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12), or cause notice of the dissolution to be advertised under that section, only if—

- (a) the Regulator consents to the dissolution, and
- (b) a copy of the consent accompanies the instrument sent to the Financial Services Authority for the purposes of that section.

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.
- (2) Chapter 2 of Part 10 makes provision for Regulator consent for the purpose of section 101.
- (3) The Regulator must not give any other consent for the purposes of this group of sections unless satisfied that the company has consulted its tenants about the matter for which consent is needed.

101 Restructuring of company

- (1) A court order made in respect of the company under section 899 or 900 of the Companies Act 2006 (c.46) has effect only if—
 - (a) the Regulator consents to the order before it is made, and
 - (b) a copy of the consent accompanies the copy of the order delivered to the registrar of companies in accordance with section 900(6) of the Companies Act 2006 (c.46).
- (2) 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 (c.46), that other company is to be included in the register (and is to be treated as so included pending such inclusion).

102 Conversion of company into a registered society

- (1) A special resolution by the company under section 53 of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12) has effect only if—
 - (a) the Regulator consents to the special resolution before it is passed, and
 - (b) a copy of the consent accompanies the resolution sent to the registrar of companies in accordance with section 53(4) of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12).
- (2) The new registered society created in pursuance of that resolution is to be included in the register (and is to be treated as so included pending such inclusion).

103 Company voluntary arrangement

A voluntary arrangement under Part 1 of the Insolvency Act 1986 (c.45) in relation to the company does not take effect under section 5 of that Act unless the Regulator consents to the voluntary arrangement.

104 Voluntary winding up of company

A special resolution for the voluntary winding up of the company under the Insolvency Act 1986 (c.45) is valid only if—

- (a) the Regulator consents to the special resolution before it is passed, and
- (b) a copy of the consent accompanies the copy resolution sent to the registrar of companies in accordance with section 30 of the Companies Act 2006 (c.46).

Winding up petition

105 Regulator’s power to petition for winding up

- (1) This section applies to a registered social landlord which is—
 - (a) a registered society, or
 - (b) a registered company.
- (2) The Regulator may present a petition for the winding up of the registered social landlord under the Insolvency Act 1986 (c.45) on the ground—
 - (a) that the registered social landlord is failing properly to carry out its objects,
 - (b) that the registered social landlord is unable to pay its debts within the meaning of section 123 of that Act, or
 - (c) the Regulator has directed the registered social landlord under section 67 to transfer all its assets to another registered social landlord.

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 section 55(a) or (b) of the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12), 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—
 - (a) the Co-operative and Community Benefit Societies and Credit Unions Act 1965 (c.12),
 - (b) the Insolvency Act 1986 (c.45),
 - (c) the Companies Act 2006 (c.46), or
 - (d) the registered social landlord's constitution.