



# Co-operative and Community Benefit Societies Act 2014

## 2014 CHAPTER 14

### PART 9

#### AMALGAMATIONS, CONVERSIONS, DISSOLUTION ETC

#### *Amalgamations and transfers of engagements between societies <sup>[F1]</sup> etc]*

##### Textual Amendments

- F1** Word in [s. 118 heading](#) heading inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), [Sch. 3 para. 52\(2\)](#) (with ss. 2(2), 5(2))

#### **109 Amalgamation of societies**

- (1) Any two or more registered societies may, by special resolution of each of them, become amalgamated together as one society.
- (2) The amalgamation may involve the dissolution, or division of the funds, of any of the societies.
- (3) On the amalgamation, the property of each of the societies vests in the amalgamated society without the need for any form of conveyance other than that contained in the special resolution.
- (4) Section 111 contains provisions about special resolutions under this section.
- (5) The amalgamation does not prejudice any right of a creditor of any of the societies.

*Changes to legislation: There are currently no known outstanding effects for the Co-operative and Community Benefit Societies Act 2014, Cross Heading: Amalgamations and transfers of engagements between societies etc. (See end of Document for details)*

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

- C1** S. 109 modified by 1979 c. 34, s. 21(1)-(3A) (as amended (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 11\(2\)-\(4\)](#) (with [Sch. 5](#)))

**110 Transfer of engagements between societies**

- (1) A registered society (society A) may by special resolution transfer its engagements to any other registered society which undertakes to fulfil those engagements (society B).
- (2) If the resolution approves the transfer of all or part of society A's property to society B, the property vests in society B without any conveyance or assignment (or, in Scotland, assignation).
- (3) Section 111 contains provisions about special resolutions under this section.
- (4) The transfer of engagements does not prejudice any right of a creditor of either society.

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

- C2** S. 110 modified by 1979 c. 34, s. 21(1)-(3A) (as amended (1.8.2014) by [Co-operative and Community Benefit Societies Act 2014 \(c. 14\)](#), s. 154, [Sch. 4 para. 11\(2\)-\(4\)](#) (with [Sch. 5](#)))

**111 Special resolutions under section 109 or 110**

- (1) This section supplements sections 109 and 110.
- (2) A resolution is a “special resolution” if—
  - (a) the resolution is passed at a general meeting by at least two-thirds of the eligible members who vote,
  - (b) notice of this meeting (“the first meeting”), specifying the intention to propose the resolution, is duly given in accordance with the society's rules,
  - (c) the resolution is confirmed at a subsequent general meeting by over half of the eligible members who vote,
  - (d) notice of this meeting (“the second meeting”) is duly given, and
  - (e) the second meeting is held at least 14 days, and no more than one month, from the day of the first meeting.
- (3) In subsection (2)—
  - (a) “eligible member” means a member entitled under the society's rules to vote;
  - (b) references to voting are to voting in person or, where the rules allow proxies, by proxy.
- (4) At a general meeting such as is mentioned in subsection (2), a declaration by the chair that the resolution has been carried is conclusive evidence of that fact.
- (5) Within 14 days from the day the special resolution is confirmed at the second meeting, the society must send the FCA a copy of it—
  - (a) signed by the chair of the second meeting, and
  - (b) countersigned by the society's secretary.
- (6) The FCA must register the copy of the special resolution received under subsection (5).

- (7) The special resolution does not take effect until the copy of it has been registered.
- (8) Nothing in subsection (5) invalidates registration after the end of the 14 days mentioned there.
- (9) If one or more of the societies is a PRA-authorised person, the FCA must send a copy of the special resolution to the PRA.

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

- C3** S. 111 modified by SI 2014/229 art. 13 (as substituted (1.8.2014) by [The Co-operative and Community Benefit Societies and Credit Unions \(Arrangements, Reconstructions and Administration\) \(Amendment\) Order 2014 \(S.I. 2014/1822\)](#), arts. 1(2), 4)

**Changes to legislation:**

There are currently no known outstanding effects for the Co-operative and Community Benefit Societies Act 2014, Cross Heading: Amalgamations and transfers of engagements between societies etc.