
STATUTORY INSTRUMENTS

2023 No. 1311

**CHARITIES, ENGLAND AND WALES
HOUSING, ENGLAND**

**The Charitable Incorporated Organisations (Notification
Requirements: Social Housing) Regulations 2023**

<i>Made</i>	- - - -	<i>4th December 2023</i>
<i>Laid before Parliament</i>		<i>5th December 2023</i>
<i>Coming into force</i>	- -	<i>1st April 2024</i>

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 228(3)(d), 234(1), 235(2)(b), 246(1), (2)(d) and (3)(a) and 347(3) of the Charities Act 2011⁽¹⁾.

In accordance with section 348(4)(b)⁽²⁾ of that Act, the Secretary of State has consulted such persons or bodies of persons as the Secretary of State considers appropriate.

PART 1

General

Citation, commencement, extent, application and interpretation

1.—(1) These Regulations may be cited as the Charitable Incorporated Organisations (Notification Requirements: Social Housing) Regulations 2023.

(2) These Regulations come into force on 1st April 2024.

(3) These Regulations extend to England and Wales.

(4) Subject to paragraph (5), these Regulations apply in England and Wales.

(5) Regulations 2, 4(1), 5(1), 6(2)(a), 7(2), 8 and 9 apply in England only.

(6) In these Regulations—

“the 2008 Act” means the Housing and Regeneration Act 2008⁽³⁾;

“the 2011 Act” means the Charities Act 2011;

(1) 2011 c. 25; section 347(3) was amended by S.I. 2016/997.

(2) Section 348(4) was amended by S.I. 2016/997.

(3) 2008 c. 17.

“relevant CIO” means a CIO(4) that is a private registered provider of social housing(5).

PART 2

Communications with the Regulator of Social Housing and the Commission

Communications with the Regulator of Social Housing

2. Section 169D(6) of the 2008 Act applies in relation to notifications under regulations 4(1), 5(1), 6(2)(a), 7(2) and 8 as it does to notifications under the relevant sections of that Act.

Communications with the Commission

3. Regulation 7 of the Charitable Incorporated Organisations (General) Regulations 2012(7) applies in relation to requirements to supply the Commission(8) with a statement under regulations 4(2), 5(3), 6(2)(b) and 7(3) as it does to the requirement to send documents or information to the Commission under section 207 of the 2011 Act.

PART 3

Notification and related requirements

Conversion of a relevant body into a CIO

4.—(1) A relevant PRP must notify the Regulator of Social Housing(9) if it passes a relevant resolution to convert into a CIO.

(2) A relevant company that applies to the Commission to be converted into a CIO, and for the CIO’s registration as a charity, must supply the Commission with a statement confirming that the Regulator of Social Housing has been notified in accordance with paragraph (1).

(3) The Commission must refuse such an application unless it is supplied with the statement mentioned in paragraph (2).

(4) In this regulation—

“relevant PRP” means a private registered provider of social housing that is—

- (a) a charitable company; or
- (b) a community interest company within the meaning of Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004(10);

“relevant resolution” means—

- (a) in the case of a charitable company, a resolution that complies with section 228(4) of the 2011 Act;

(4) “CIO” is defined in section 204 of the Charities Act 2011.

(5) “Private registered providers of social housing” is defined in section 80(3) of the Housing and Regeneration Act 2008, which was inserted by S.I. 2010/844.

(6) Section 169D was inserted by paragraph 29 of Schedule 4 to the Housing and Planning Act 2016 (c. 22) and amended by paragraph 15 of Schedule 5 to the Social Housing (Regulation) Act 2023 (c. 36) from a date to be appointed.

(7) S.I. 2012/3012, to which there is an amendment not relevant to these Regulations.

(8) “The Commission” is defined in section 13 of the Charities Act 2011.

(9) The Regulator of Social Housing was established by section 80A(1) of the Housing and Regeneration Act 2008.

(10) 2004 c. 27.

- (b) in the case of a community interest company, a resolution that complies with any requirements imposed by the CIO regulations⁽¹¹⁾ with regard to resolutions to convert into a CIO.

Amalgamation of CIOs

5.—(1) A relevant CIO must notify the Regulator of Social Housing if it passes a resolution that complies with section 235(4) of the 2011 Act approving a proposed amalgamation with one or more other CIOs.

(2) Paragraph (3) applies where—

- (a) any two or more CIOs (“the old CIOs”) make an application under section 235 of the Charities Act 2011; and
- (b) at least one of those CIOs is a relevant CIO.

(3) The old CIOs must supply the Commission with a statement confirming that the Regulator of Social Housing has been notified in accordance with paragraph (1).

(4) The Commission must refuse such an application unless it is supplied with the statement mentioned in paragraph (3).

Transfer of relevant CIO’s undertaking

6.—(1) This regulation applies where a relevant CIO passes a resolution that complies with section 240(3) of the 2011 Act that all its property, rights and liabilities are to be transferred to another CIO.

(2) The transferor CIO must—

- (a) notify the Regulator of Social Housing of the resolution mentioned in paragraph (1); and
- (b) supply the Commission with a statement confirming that the Regulator of Social Housing has been notified in accordance with sub-paragraph (a).

(3) The Commission must refuse to confirm the resolution of the transferor CIO unless it is supplied with the statement mentioned in paragraph (2)(b).

Receipt of another CIO’s undertaking by a relevant CIO

7.—(1) This regulation applies where a CIO that is not a private registered provider of social housing passes a resolution that complies with section 240(3) of the 2011 Act that all its property, rights and liabilities are to be transferred to a relevant CIO.

(2) The relevant CIO must notify the Regulator of Social Housing of the resolution mentioned in paragraph (1).

(3) The transferor CIO must supply the Commission with a statement confirming that the Regulator of Social Housing has been notified in accordance with paragraph (2).

(4) The Commission must refuse to confirm the resolution of the transferor CIO unless it is supplied with the statement mentioned in paragraph (3).

Voluntary arrangements

8. A relevant CIO must notify the Regulator of Social Housing of any voluntary arrangement under Part 1 of the Insolvency Act 1986⁽¹²⁾.

⁽¹¹⁾ “CIO regulations” is defined in section 247 of the Charities Act 2011.

⁽¹²⁾ 1986 c. 45.

PART 4

Registration of successor bodies by the Regulator of Social Housing

Restructuring of CIOs: registration of successor bodies by the Regulator of Social Housing

9.—(1) Where the Regulator of Social Housing receives a notification under regulation 5 or 6, section 163A(13) of the 2008 Act applies with the modifications specified in paragraph (2).

(2) The modifications are as follows—

(a) the heading has effect as if for “registered societies” there were substituted “charitable incorporated organisations”;

(b) subsection (1) has effect as if there were substituted—

“(1) This section applies where—

(a) a registered provider that is a CIO notifies the regulator(14) of a resolution that complies with section 235(4) of the Charities Act 2011 approving a proposed amalgamation with one or more other CIOs;

(b) a registered provider that is a CIO notifies the regulator of a resolution that complies with section 240(3) of that Act that all its property, rights and liabilities are to be transferred to a CIO that is not a registered provider.”

(c) subsection (3) has effect as if there were substituted—

“(3) In this section—

“CIO” has the meaning given by section 204 of the Charities Act 2011;

“the successor body” means—

(a) if the relevant resolution is a resolution described in paragraph (a) of subsection (1), the body created by virtue of that resolution or by virtue of that resolution and other resolutions described in that paragraph, and

(b) if the relevant resolution is a resolution described in paragraph (b) of subsection (1), the body to which the property, rights and liabilities of the registered provider are to be transferred.”.

Signed by authority of the Secretary of State for Levelling Up, Housing and Communities

Scott of Bybrook
Parliamentary Under Secretary of State
Department for Levelling Up, Housing and
Communities

4th December 2023

(13) Section 163A was inserted by section 17(3) of the Social Housing (Regulation) Act 2023 from a date to be appointed.

(14) “The regulator” is defined in section 80A(2) of the Housing and Regeneration Act 2008, which was inserted by [S.I. 2018/1040](#).

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations make provision related to certain constitutional and other business changes of private registered providers of social housing (“PRPs”) that are charitable incorporated organisations (“CIOs”) or involve CIOs. They require PRPs to notify the Regulator of Social Housing (“the Regulator”) of such changes. They also impose requirements on PRPs that are CIOs (“relevant CIOs”) and others to notify the Charity Commission for England and Wales (“the Commission”) that the RSH has been so notified, and make related provision.

Regulation 2 applies the Regulator’s powers in section 169D of the Housing and Regeneration Act 2008 (c. 17) to notifications under these Regulations. This enables the Regulator to, for example, give directions about the period within such notifications must be given and the content of those notifications.

Regulation 3 applies the Commission’s powers in regulation 7 of the Charitable Incorporated Organisations (General) Regulations 2012 (S.I. 2012/3012) to requirements to supply the Commission with information under these Regulations. This means that the Commission may impose requirements relating to the form, authentication and manner of sending the information concerned to the Commission. It also requires the information to be supplied to an address specified for the purpose by the Commission and makes provision relating to the sending of information in electronic form.

Regulation 4 imposes requirements relating to the conversion of a PRP that is a charitable company or community interest company into a CIO. It requires such a PRP to notify the Regulator if it passes a relevant resolution to convert into a CIO. Such a PRP must supply a statement confirming that the Regulator has been so notified when it applies to the Commission to be converted into a CIO and for the CIO’s registration as a charity. The Commission must refuse such an application unless it is supplied with that statement.

Regulation 5 imposes requirements relating to the amalgamation of two or more CIOs when at least one of the CIOs that proposes to amalgamate is a PRP. It requires a relevant CIO to notify the Regulator if it passes a relevant resolution to amalgamate. It also requires the CIOs that propose to amalgamate to supply a statement confirming that the Regulator has been so notified when they apply to the Commission for amalgamation. The Commission must refuse such an application unless it is supplied with that statement.

Regulation 6 imposes requirements relating to the transfer of the undertaking of a relevant CIO to another CIO. Where a relevant CIO passes a relevant resolution to transfer its undertaking, it must notify the Regulator of this and supply to the Commission a statement confirming that the Regulator has been so notified. The Commission must refuse to confirm the relevant CIO’s resolution unless it is supplied with that statement.

Regulation 7 imposes requirements relating to the transfer of the undertaking of a CIO that is not a PRP to a CIO that is. The PRP must notify the Regulator that another CIO has passed a relevant resolution to transfer its undertaking to it. The transferor must supply to the Commission a statement confirming that the Regulator has been so notified. The Commission must refuse to confirm the transferor’s resolution unless it is supplied with that statement.

Regulation 8 requires a relevant CIO that enters into a voluntary arrangement under Part 1 of the Insolvency Act 1986 (c. 45) to notify the Regulator.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

Regulation 9 makes provision for the registration of successor bodies by the Regulator in cases where CIOs (at least one of which is a PRP) propose to amalgamate or a relevant CIO transfers its undertaking to a CIO that is not a PRP.

A full impact assessment has not been produced for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.