

August 2018

The Welsh Ministers

Direction for Registered Social Landlords undergoing a restructure, including changing group structure, or amending governing documents

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1. Overview

- 1.1 Under Part 1 of the 1996 Act, the Welsh Ministers regulate RSLs in Wales and are referred to in this Direction as “the Regulator” for the purpose of Regulatory functions.
- 1.2 Registered social landlords (“RSLs”) are required by Paragraphs 9, 11, 12, and 13 of Schedule 1 of the Housing Act 1996 (“the 1996 Act”) as amended by sections 3¹ and 4² of the Regulation of Social Landlords (Wales) Act 2018 (“the 2018 Act”) to notify the Regulator about certain restructuring, company arrangements and reconstruction, registered society dissolution, and constitutional changes.
- 1.3 Paragraph 13A of Schedule 1 of the 1996 Act (inserted by section 5 of the 2018 Act) gives the Welsh Ministers a power to give directions to RSLs about the delivery, form, content and deadline (timing) for giving such notifications. The Welsh Ministers may give directions to RSLs dispensing with a requirement to give notification.
- 1.4 In this Direction, the Regulator sets out the changes which RSLs must notify to the Regulator and sets out the circumstances when any requirement for notification under the 2018 Act is dispensed with so that RSLs do not have to notify the regulator.
- 1.5 The Welsh Ministers can change or withdraw this Direction generally or in relation to a particular RSL, as to particular kinds of notification requirement or in any other way. It can also give further Directions in different terms to these Directions to individual RSL(s).
- 1.6 The Regulator will make arrangements to bring this Direction, and any subsequent changes made, to the attention of RSLs by publishing it on the Welsh Government website.
- 1.7 This Direction takes effect from **15th August 2018**.

¹ Section 3 of the Regulation of Registered Social Landlords (Wales) Act 2018 amends paragraphs 9 and 11 of Schedule 1 of the Housing Act 1996.

² Section 4 of the 2018 Act amends paragraphs 12 and 13 of Schedule 1 of the 1996 Act.

2. The Direction

The Regulator, in exercise of the power conferred on the Welsh Ministers by Paragraph 13A of Schedule 1 of the 1996 Act makes this Direction in relation to notifications by RSLs pursuant to the requirements of the 2018 Act in relation to the following:

- Company: arrangements and reconstructions; conversion into registered society; change of articles; and change of name or registered office
- Registered society: restructuring; dissolution; and change of rules
- Registered charity: change of objects.

3. Statutory notification requirements

3.1 The Tables A to H below set out the information that must be provided in any statutory notification and when the notification must be made.

3.2 The forms for '*Notification of restructure and constitutional change*' are at **Annex 3** and are also available for download from the Welsh Government website (<https://gov.wales/docs/desh/publications/180815-form-for-notification-of-restructures-changes-to-rules-or-articles-en.pdf>) and must be used for notifications where indicated below. If completed correctly, the information contained in the form will satisfy all of the requirements set out within the Direction.

Information required in all notifications

3.3 All notifications must include details to identify the bodies concerned and contact details for any queries. This information must include:

- a) Name of RSL submitting the notification
- b) Registration number
- c) Registration number with Companies House (where applicable)
- d) Registration number with the Financial Conduct Authority (FCA) (where applicable)
- e) Registration number with the Charity Commission (where applicable)

3.4 The timing for each of the statutory notifications should be calculated using the next working day as Day 1.

On receiving a notification

3.5 The Regulator's aim is to review and raise any queries with the submitting RSL, where this is necessary, within 15 working days of receipt of the notification.

Detailed guidance about specific types of notification

A. Change of articles or rules; registered society restructuring; company conversion into a registered society

3.6 The following provides additional information (to that at paragraph 3.4 above) about what information must be provided in notifications about change of articles or rules, registered society restructuring, and company conversions. This relates to the notifications set out in the following tables in the Direction:

Table B: Company: conversion into registered society

Table C: Company: change of articles

Table E: Registered society restructuring

Table G: Registered societies: change of rules.

Form and content of notifications

- 3.7 Notification information required within Tables B, C, E and G of the Direction, must be submitted on the form issued by the Regulator for that purpose.
- 3.8 Where amendments to rules or articles have caused or enabled the RSL to become a subsidiary of another body, the notification must include details of the new parent body.
- 3.9 Where there is more than one RSL involved in a transaction (for example, an amalgamation of at least two RSLs) a lead RSL may submit one form containing all of the information and relevant documents on behalf of all of the RSLs involved. The lead RSL must have authorisation (from any other RSL) to do so.
- 3.10 Where Welsh bodies which are not Registered Social Landlords are involved in a restructure such as an amalgamation or transfer of engagement, the RSL(s) making the notification must provide information about those non-registered bodies in addition to the information they supply about themselves.
- 3.11 For notifications about:
- conversions of a company into a registered society (Table B),
 - conversions of a registered society into a company (Table E),
 - transfers of engagement (Table E), or
 - amalgamations (Table E)
- 3.12 The notification must include a copy of the resolution(s) required under the Co-operative and Community Benefit Societies Act 2014 (“CCBSA”) as passed by any RSL required to make the notification. This notification must also include the timescale for completion of the restructure (i.e. the date on which it is planned that the statutory processes will be effective).

3.13 Where required, a statement about the consultation carried out by the society with its tenants³ before passing the resolution to which the notification relates must also be provided. The statement would normally be expected to include:

- Type of consultation
- Copy of consultation documents provided to tenants
- Details of number of responses received (compared to number of tenants)
- Details of concerns raised, and how the RSL has responded to these concerns

Timing: when to submit

3.14 For notifications in the circumstances described at paragraph 3.11, the Regulator must be notified BEFORE the relevant registrar (e.g. Companies House or the FCA) has registered the resolution. This must be done within 10 working days of the resolution to effect the conversion or restructure being passed by the RSL.

3.15 The relevant registrar may only register these resolutions if the RSL has confirmed that the Regulator has been notified.

3.16 Where any restructure requires resolutions to be passed and/or confirmed at two meetings (e.g. as set out in sections 109, 110, 112 or 120 of the CCBSA), the deadline for filing the notification with the Regulator, as described in paragraph 3.14 above should be calculated from the date of the second meeting.

3.17 For a change of rules or articles including:

- an amendment to charitable status (i.e. to become a charitable body) (Tables C(i) and G(i))
- a change which causes or enables the RSL to become or cease to be, a subsidiary of another body (Tables C and G (iii) and (iv))
- a change of name or address (for RSL) (Table G (v and vi))

The Regulator must be notified within 10 working days of the relevant resolution being registered with the appropriate registrar.

3.18 RSLs will have to provide evidence to the Regulator that these changes have been filed or registered with Companies House, the FCA or the Charity Commission (as appropriate), which might include copies of registration certificates or email confirmations.

³ When the Renting Homes (Wales) Act 2016 comes into force a tenant will become a “contract-holder”.

How to submit:

- 3.19 The '*Notification of restructure and constitutional change*' form must be used by RSLs when submitting the notifications set out above. All of the relevant parts and sections of the form must be completed.
- 3.20 For restructures that may involve multiple stages, the timing of each of those stages will determine whether the Regulator will need to be notified separately or in one form. For example, if an RSL is converting from a company to a registered society and then changing its parent, it should complete a single form referencing all of the transactions, if these are being done simultaneously or in close proximity. However, if the transactions are not being done in close proximity, the RSL must notify the Regulator separately to meet required timings.
- 3.21 The preference is for the electronic submission of the completed forms along with the associated documents to be sent to housingregulation@gov.wales. If this is not possible, please contact your regulation manager to discuss.

B. A change of name or address for companies

- 3.22 These changes may be made without a change to a company's articles, which is why there is a separate notification requirement (Direction Table D).

Form and content of notifications

- 3.23 Notification of a change to the name or registered office of a company should include the new registered name and/or address (as relevant) and confirmation that these changes have been filed with Companies House.

Timing: when to submit

- 3.24 The Regulator must be notified of a company's change of name or address within 10 working days of:
- a) The date of the certificate of incorporation on change of name (issued pursuant to section 81, Companies Act 2006); and/or
 - b) The notice of change of address required under section 87, Companies Act 2006 being registered by the Registrar.

How to submit:

- 3.25 The RSL can notify the Regulator by sending the information by email to housingregulation@gov.wales. If this is not possible, please contact your regulation manager to discuss.

C. Company arrangements and reconstructions and Registered Social Landlord dissolution

Form and content of notifications:

3.26 For company arrangements and reconstructions the notification must include a copy of:

- The voluntary arrangement under Part 1 of the Insolvency Act 1986, the Company Voluntary Arrangement proposal agreed by creditors, and the statement of affairs; or
- The court's order under section 899 of the Companies Act 2006 (court sanction for compromise or arrangement); or
- The court's order under section 900 of the Companies Act 2006 (power of court to facilitate reconstruction or amalgamation).

3.27 For RSL dissolutions, the notification must include a copy of the instrument of dissolution approved by the RSL in accordance with section 119(3) of the CCBSA.

Timing: when to submit

3.28 It is vital that the Regulator is informed about any of these events at the earliest opportunity and at the latest on the next working day after the date:

- of the court order; or
- of the final agreement of the voluntary arrangement; or
- on which the instrument of dissolution is approved in accordance with section 119(3) of the CCBSA.

3.29 Where the approval requires resolutions to be passed and/or confirmed at two meetings (e.g. as set out in section 120 CCBSA), the deadline for filing the notification with the Regulator, as described at paragraph 3.28 above, should be calculated from the date of the second meeting.

How to submit:

3.30 For these notifications, the information can be sent to the Regulator in any format so long as it includes the documents and information specified above. RSLs should:

- a) email the notification information and associated documents to the RSL's regulation manager and also to housingregulation@gov.wales, and
- b) telephone the RSLs regulation manager to confirm receipt of these notifications.

4. TABLES

**Table A: THE WELSH MINISTERS' DIRECTION IN RELATION TO A COMPANY: ARRANGEMENTS AND RECONSTRUCTIONS
(Paragraph 13, Schedule 1 to the 1996 Act (as amended))**

	Content	Timing
<p>In relation to a voluntary arrangement under Part 1 of the Insolvency Act 1986 (Paragraph 13, Schedule 1 of 1996 Act (as amended by section 4 of the 2018 Act)).</p>	<ol style="list-style-type: none"> 1. The identity of the RSL making the notification. <ol style="list-style-type: none"> a. name; b. Registration number in the register of social landlords; c. Registration number with Companies House; d. Registration number with the Charity Commission where applicable; 2. A copy of the voluntary arrangement under Part 1 of the Insolvency Act 1986 together with a copy of the Compulsory Voluntary Arrangement proposal agreed by creditors, and a copy of the statement of affairs. 	
<p>In relation to an order about a court sanction for compromise or arrangement under section 899 of the Companies Act 2006 (Paragraph 13, Schedule 1 of 1996 Act (as amended by section 4 of the 2018 Act)</p>	<ol style="list-style-type: none"> 1. The identity of the RSL making the notification. <ol style="list-style-type: none"> a. name; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission where applicable; 2. A copy of the court's order under section 899 of the Companies Act 2006 (court sanction for compromise or arrangement). 	<p>Notification must be given by the next working day after the date of the order or the date of the final agreement of the voluntary arrangement (as applicable)</p>
<p>In relation to an order about the power of court to facilitate reconstruction or amalgamation under section 900 of the Companies Act 2006 (Paragraph 13, Schedule 1 of 1996 Act (as amended by section 4 of the 2018 Act)</p>	<ol style="list-style-type: none"> 1. The identity of the RSL making the notification. <ol style="list-style-type: none"> a. name; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission where applicable; 2. A copy of the court's order under section 900 of the Companies Act 2006 (power of court to facilitate reconstruction or amalgamation). 	

**Table B: THE WELSH MINISTERS' DIRECTION IN RELATION TO CONVERSION A COMPANY INTO A REGISTERED SOCIETY
(Paragraph 13, Schedule 1 to the 1996 Act (as amended by section 4 of the 2018 Act))**

Content	Timing
<p>1. The identity of the RSL making the notification.</p> <ul style="list-style-type: none"> a. name; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission where applicable. <p>2. The proposed name for the new body;</p> <p>3. A copy of the resolution(s) required under the Co-operative and Community Benefit Societies Act 2014 as passed by the RSL;</p> <p>4. The timescale for completion of the conversion (i.e. the date on which it is planned that the statutory processes will be effective).</p>	<p>Notification must be given within 10 working days of a resolution to effect the conversion being passed by the RSL</p>

**Table C: THE WELSH MINISTERS' DIRECTION IN RELATION TO COMPANIES: CHANGE OF ARTICLES
(Paragraph 11(2), Schedule 1 to the 1996 Act (amended by section 3(3) of the 2018 Act)**

<p>Notifications are required of the following:</p> <ul style="list-style-type: none"> i. amendments to the articles which affect the company's charitable status; ii. amendments to the articles which could affect the company's non-profit designation (pursuant to s2(2) of 1996 Act. – note may affect registration eligibility) iii. amendments to the articles which cause the company to become, or to cease to be, a subsidiary of another body; iv. amendments to the articles which enable the company to become, or cease to be, a subsidiary of another body. 	
Content	Timing
<p>1. The identity of the RSL making the notification.</p> <ul style="list-style-type: none"> a. name; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission, where applicable. <p>2. Indicate which of the type of change(s) to articles the notification relates to (i.e. of those set out at i to iv above);</p> <p>3. Indicate the outcome of the change(s);</p> <p>4. Where the outcome of the change is that the RSL becomes a subsidiary of another body, the following information about the new parent of the RSL:</p> <ul style="list-style-type: none"> a. their name; b. their registration number in the register of social landlords where applicable; c. their registration number with Companies House where applicable; d. their registration number with Charity Commission where applicable; e. their registration number with the Financial Conduct Authority, where applicable; <p>5. Evidence that the changes have been filed with Companies House;</p> <p>6. Evidence that the changes have been registered with the Charity Commission where applicable.</p>	<p>Notification must be given within 10 working days of the resolution being effective</p>
<p>Dispensation: Notification is not required about changes of articles other than those set out in i to iv above.</p>	

Table D: THE WELSH MINISTERS' DIRECTION IN RELATION TO COMPANIES: CHANGE OF NAME OR ADDRESS OF REGISTERED OFFICE
(Paragraph 11(2), Schedule 1 to the 1996 Act (amended by section 3(3) of the 2018 Act)

Content		Timing
In relation to any change of name:	<ol style="list-style-type: none"> 1. The current identity of the RSL making the notification. <ol style="list-style-type: none"> a. current name in the register of social landlords; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission where applicable; 2. The RSLs new name; 3. Evidence that the change has been filed with Companies House. 	Notification must be given within 10 working days of the change taking effect
In relation to any change of address:	<ol style="list-style-type: none"> 1. The identity of the RSL making the notification. <ol style="list-style-type: none"> a. name; b. registration number in the register of social landlords; c. registration number with Companies House; d. registration number with the Charity Commission where applicable; 2. The RSLs new address; 3. Evidence that the change has been filed with Companies House. 	

Table E: THE WELSH MINISTERS' DIRECTION IN RELATION TO A REGISTERED SOCIETY: RESTRUCTURING (Paragraph 12, Schedule 1 to the 1996 Act (as amended by section 4 of the 2018 Act))

Content	Timing
<p>1. The identity of the RSL making the notification.</p> <ul style="list-style-type: none"> a. name; b. registration number in the register of RSLs of social housing; c. registration number with Financial Conduct Authority; <p>2. In relation to the entities which are involved in a restructuring other than the RSL making the notification (including the accepting body for a transfer of engagements):</p> <ul style="list-style-type: none"> a. their name; b. their registration number in the register of RSLs of social housing where applicable; c. their registration number with Companies House where applicable; d. their registration number with the Charity Commission where applicable; e. their registration number with the Financial Conduct Authority where applicable; <p>3. Where there will be more than one RSLs involved in the same transaction, an indication of a lead organisation (which must be a RSL) for queries;</p> <p>4. The type of change involved (i.e. conversion, amalgamation, transfer of engagements), including the relevant provision of the Co-operative and Community Benefit Societies Act 2014;</p> <p>5. The proposed name for the new body;</p> <p>6. A copy of the resolution(s) passed by the RSL as required under the Co-operative and Community Benefit Societies Act 2014;</p> <p>7. The timescale for completion of the restructure (i.e. the date on which it is planned that the statutory processes will be effective).</p> <p>8. Where required, a statement about the consultation carried out by the society with its tenants⁴ before passing the resolution to which the notification relates.</p>	<p>Notification must be given within 10 working days of a resolution to effect the conversion or restructure being passed by the RSL.</p> <p>Note that in relation to resolutions under sections 109, 110 or 112 of the Co-operative and Community Benefit Societies Act 2014 (which involve a 'second meeting' as set out in sections 111 or section 113), the timing should be calculated from the date of the second meeting</p>
<p>Dispensation: Where more than one RSL is involved in a single transaction (e.g. an amalgamation of 2 RSLs), notification is required about each of those bodies. The requirement for each RSL to submit their own notification is dispensed with and a lead RSL may submit the notification on behalf of and relating to all of the RSL(s).</p>	

⁴ When the Renting Homes (Wales) Act 2016 comes into force a tenant will become a "contract-holder".

Table F: THE WELSH MINISTERS' DIRECTION IN RELATION TO REGISTERED SOCIETY: DISSOLUTION (Paragraph 12, Schedule 1 to the 1996 Act (as amended by section 4 of the 2018 Act))

Content	Timing
<p>1. The identity of the RSL making the notification.</p> <ul style="list-style-type: none"> a. name; b. registration number in the register of RSLs of social housing; c. registration number with the Financial Conduct Authority; <p>2. A copy of the instrument of dissolution approved by the RSL in accordance with section 119(3) of the Co-operative and Community Benefit Societies Act 2014.</p>	<p>Notification must be given by the next working day after the date on which the instrument of dissolution is approved in accordance with section 119(3) of the Co-operative and Community Benefit Societies Act 2014</p> <p>Note that where the approval requires a resolution (which involves a 'second meeting' as set out in section 120 CCBSA) the timing should be calculated from the date of the second meeting</p>

Table G: THE WELSH MINISTERS' DIRECTION IN RELATION TO REGISTERED SOCIETIES: CHANGE OF RULES (Paragraph 9, Schedule 1 to the 1996 Act (as amended by section 3 of the 2018 Act))

<p>Notifications are required of all of the following:</p> <ul style="list-style-type: none"> i. amendments to the rules which affect the registered society's charitable status; ii. amendments to the rules which could affect the registered society's non-profit designation (pursuant s2(2) of 1996 Act. – note may affect registration eligibility) ; iii. amendments to the rules which cause the registered society to become, or to cease to be, a subsidiary of another body; iv. amendments to the rules which enable the registered society to become, or cease to be, a subsidiary of another body; v. amendment to the rules which make a change in the registered society's name; vi. amendment to the rules which make a change in the registered society's registered address. 	
Content	Timing
<ul style="list-style-type: none"> 1. The identity of the RSL making the notification. <ul style="list-style-type: none"> a. name; b. registration number in the register of RSLs of social housing; c. registration number with the Financial Conduct Authority; 2. Indicate which of the change(s) to rules the notification relates to (i.e. of those set out at i to vi above); 3. Indicate the outcome of the change(s); 4. Where the outcome of the change is that the RSL becomes a subsidiary of another body, the following information about the new parent of the RSL: <ul style="list-style-type: none"> a. their name; b. their registration number in the register of RSLs of social housing where applicable; c. their registration number with Companies House where applicable; d. their registration number with Charity Commission where applicable; e. their registration number with the Financial Conduct Authority where applicable; 5. Where the change is to the name of the RSL, the new name; 6. Where the change is to the registered address of the RSL, the new address; 7. Evidence that the changes have been registered with the Financial Conduct Authority. 	<p>Notification must be given within 10 working days of the resolution being effective</p>
<p>Dispensation: Notification is not required about changes of rules which have effects other than those listed in i to vi above</p>	

REQUIREMENTS FOR RSLs THAT ARE REGISTERED CHARITIES (registered with the Charity Commission only)

Table H: THE WELSH MINISTERS' DIRECTION IN RELATION TO CHARITY: CHANGE OF OBJECTS (Paragraph 10,schedule 1 to 1996 Act.)

Dispensation: Notification is not required about any amendment to objects of a registered charity
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5. General Information – constitutional change notifications

5.1 The Regulator expects RSLs to communicate in an accurate and timely manner on matters of constitutional change. Transparency on the part of RSLs is essential to co-regulation. Failure on the part of RSLs to meet the regulatory expectations in this area may adversely affect the published Regulatory Judgement. The Welsh Ministers may issue more detailed guidance, advice and regulatory requirements in addition to this Direction.

5.1 Where RSLs are planning significant business restructures or similar, it is important the Regulator knows about it. Restructures may reflect a significant change in an RSL's strategy or risk exposures which are important to the Regulator in determining the regulatory approach to an RSL and the published regulatory judgements. Included in this requirement are any plans to create a subsidiary, enter into a joint venture with another organisation or to create any kind of special purpose vehicle although these are not covered in this notifications direction, the Regulator requires to be informed any such plans as routine co-regulation.

5.2 The Regulator therefore expects to be told by RSLs when they are **planning** to restructure. As a minimum, this should be when plans should be reasonably advanced (for example when heads of terms or similar are drawn up) but, as part of co-regulation, the Regulator would expect to be aware of significant proposals at an earlier stage and must be told about:

- a) Any kind of corporate restructure, including
 - transfer of engagements or amalgamation
 - converting from a company to a registered society and vice versa
 - establishing a Charitable Incorporated Organisation (CIO) in which to transfer the current charity activity
 - merger by way of business transfer
 - creation or dissolution of a subsidiary company including a special purpose vehicle (SPV)
 - to become or convert to a charitable body
 - to become, or to cease to be, a subsidiary
- b) One or more company arrangements or reconstructions of a type set out in paragraph 13 of Schedule 1 to the Housing Act 1996
- c) The dissolution of a registered society consistent with paragraph 12 of Schedule 1 to the Housing Act 1996
- d) Entering into a joint venture ("JV") with another RSL or another body that is not an RSL
- e) Any other significant business change, including any plans to cease to operate.

5.3 When planning changes such as those described at paragraph 3.3, RSLs must provide the Welsh Ministers with information about:

- a) The kind of restructure, arrangement, reconstruction, or dissolution they are planning/intend to progress;
- b) The purpose of the restructure, subsidiary, SPV or JV;
- c) The proposed timescales; and
- d) The identity of any other bodies that are involved.

5.4 There is no prescribed format for submission of this information. RSLs should contact their Regulation Manager and also email housingregulation@gov.wales

5.5 At the early stage of a proposed transaction which involves more than one RSL (e.g. an amalgamation), the Regulator expects each of the bodies to provide information in the way described above. This expectation differs from the statutory notification process where a lead RSL may be identified to submit information on behalf of all parties involved.

5.6 The Welsh Ministers will consider any information received and may engage further with an RSL depending on the level of risk, complexity or uncertainty arising from the planned change. This will be assessed on a case-by-case basis and will depend on a range of factors including proportionality and the risk-based approach to regulation.

Annex 1

Glossary of Terms

The 1996 Act	The Housing Act 1996.
The 2018 Act	Regulation of Registered Social Landlords (Wales) Act 2018
Registered Social Landlords (RSLs)	A Welsh body registered with the Welsh Ministers under Part 1 of the 1996 Act.
The Regulator	The Welsh Ministers carrying out their functions under section 75 of the Housing Associations Act 1985 and the 1996 Act.
Social Housing	For the purposes of this Direction, Social housing is the provision of housing at affordable rates for those whose needs cannot be met by the commercial housing market. Social housing can be provided by the local authority, RSLs or other not for profit organisations, as well as through schemes such as the provision of affordable housing as part of new housing developments. A social housing dwelling includes any use or type of social housing; houses, flats for rent, shared ownership, supported housing, temporary or general needs.

Annex 3 – Notification Forms



Llywodraeth Cymru
Welsh Government

Form for notification of restructures, changes to rules or articles

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About this form

1. This form is to be used by Registered Social Landlords (RSLs) in Wales to submit to the Welsh Ministers the information required to satisfy the 'Direction for Registered Social Landlords undergoing a restructure, including changing group structure, or amending governing documents'.
2. Where a restructure involves more than one RSL (e.g. two RSLs amalgamating), a lead RSL may submit one form containing all of the information and relevant documents on behalf of all of the bodies involved, so long as an appropriate authorisation is in place allowing the lead RSL to do so. Queries relating to that submission will be directed to the lead RSL but the other RSL(s) may be contacted if the Regulator feels it is necessary.
3. All applicable sections should be completed. Where a number of changes are being undertaken concurrently as part of one overall larger change (e.g. a conversion from a company to a registered society and becoming a subsidiary of another body; or a conversion from a company to a registered society then a transfer of engagements), all necessary sections should be completed.
4. In addition to this is the requirement for any plans to create a subsidiary, special purpose vehicle or enter into a joint venture with another organisation to be advised to the Regulator. Although these are not covered in this notifications return, the Regulators must be informed any such plans as routine co-regulation.
5. Any enquiries should be directed to your Regulation Manager at the Welsh Government or by email housingregulation@gov.wales.
6. Submissions should be electronic. The signed and completed form should be scanned as a PDF and submitted by email to housingregulation@gov.wales

If this is not possible please call your Regulation Manager to make alternative arrangements.

Part 1: Declaration and consent

Name of RSL(s) submitting the notification

.....

On behalf of the above-named RSL or RSLs, I submit the attached notification information in accordance with the requirements made by the Welsh Ministers under Schedule 1 of the 1996 Housing Act as amended by The Regulation of Social Landlords (Wales) Act 2018.

- i) I certify that to the best of my knowledge and belief, the information given in this form is correct and has been seen and approved by the governing body of the notifying RSL or RSLs
- ii) I confirm that I understand that any information regarding this notification held by the Welsh Ministers, including any information provided in this application form and supporting documents, or which is provided to the Welsh Ministers on this matter, may be disclosed by the Welsh Ministers where this is in keeping with its obligations as a public authority under the Freedom of Information Act 2000 and/or the Environmental Information Regulations 2004
- iii) I confirm the notifying RSL's agreement to receive electronic communications from the Welsh Ministers on behalf of the above-named RSL or RSLs.

Signature

Date

Name

Position.....

This form should be signed by someone who has the authority, in accordance with the notifying RSL constitution, to sign on behalf of the notifying RSL.

Where this is done on behalf of a number of RSLs, the signatory must also have appropriate authority from any other RSL(s) on whose behalf this information is submitted.

Part 2: General information: to be completed by all

RSL details	
Name of RSL submitting the notification (and lead RSL for queries where more than one RSL is involved, if any)	
Welsh Government Registration number	
Registration number with Companies House (where applicable)	
Registration number with the Financial Conduct Authority (FCA) (where applicable)	
Registration number with the Charity Commission (where applicable)	
Contact name	
Contact's position/role	
Contact's telephone number	
Contact's email address	

Other provider(s) on whose behalf this notification is submitted: To be completed where applicable. Please add more rows if required	
Name of RSL	
Welsh Government Registration number	
Registration number with Companies House (where applicable)	
Registration number with the FCA (where applicable)	
Registration number with the Charity Commission (where applicable)	

Part 3: Information requirements by type of change

Please complete all applicable sections below.

Section A: Restructures by way of conversions

Please ensure all of the relevant boxes below are completed and/or ticked.

A1	Conversion of a company into a registered society (pursuant to section 115 of the Co-operative and Community Benefit Societies Act (CCBSA) 2014) Please tick the box if this applies	<input type="checkbox"/>
A2	Conversion of a registered society into a company (section 112 CCBSA) Please tick the box if this applies	<input type="checkbox"/>
A3	A copy of the resolution required under the CCBSA as passed by the RSL is attached Please tick the box to confirm this	<input type="checkbox"/>
A4	Confirmation that this resolution has not yet been registered with the FCA or Companies House (as applicable) Please tick the box to confirm this	<input type="checkbox"/>
A5	Proposed name for new body	
A6	Timescale for completion (i.e. the date on which it is planned that the statutory processes will be effective)	

Timing for this notification: within 10 working days of a resolution being passed to effect the conversion. The next working day after the resolution has been passed counts as Day 1. The Regulator must be notified of this before the other registrar (i.e. Companies House or the FCA) may register the resolution. The other registrar may register the resolution only if the provider has confirmed that the Regulator has been notified.

Section B: Change(s) to articles or rules

Please ensure all of the relevant boxes below are completed and/or ticked.

B1	Evidence that changes have been filed with Companies House or FCA (as appropriate) Please tick the box to confirm this	<input type="checkbox"/>
B2	Change(s) to articles or rules causing the RSL to become a subsidiary of another body. Please tick the box if this applies Please add details of the new parent below:	<input type="checkbox"/>
	a) parent's name	
	b) parent's registration number in the register of social housing where applicable	
	c) parent's registration number with Companies House where applicable	
	d) parent's registration number with the Charity Commission where applicable	
	e) parent's registration number with the FCA where applicable	
B3	Change(s) to articles or rules causing the RSL to cease to be a subsidiary of another body Please tick the box if this applies	<input type="checkbox"/>
B4	Change(s) to articles or rules that enable the RSL to become, or cease to be, a subsidiary of another body, including at some stage in the future Please tick the box if this applies Provide more details below and explain the changes, e.g. state how the changes will enable the RSL to become, or cease to be a subsidiary of another body and in what circumstances;	<input type="checkbox"/>
	Answer:	
B5	Change(s) to articles or rules which affect charitable status, i.e. which make the body charitable Please tick the box if this applies	<input type="checkbox"/>
B6	For companies that have ticked B5, provide evidence that the articles have been registered with the Charity Commission Please tick the box to confirm this	<input type="checkbox"/>

B7	<p>Change(s) to articles or rules which intend to change designation on the register:</p> <p>Please provide details below of the amendments and why you believe they impact on the designation on the register (you may attach the relevant clauses or the whole of your governing document for ease)</p> <p>Please tick the box if this applies</p>	<input type="checkbox"/>
	<p>Answer:</p>	

Timing for this notification: within 10 working days of the resolution being effective. The next working day after the resolution becomes effective counts as Day 1.

Section C: Amalgamation

Please ensure all of the relevant boxes below are completed and/or ticked.

C1	Amalgamation of registered societies (section 109 CCBSA) Please tick the box if this applies	<input type="checkbox"/>
C2	Amalgamation of societies into a company (section 112 CCBSA) Please tick the box if this applies	<input type="checkbox"/>
C3	A copy of the resolution required under the CCBSA as passed by the RSL is attached Please tick the box to confirm this	<input type="checkbox"/>
C4	Confirmation that the resolution(s) has/have not yet been registered with the FCA Please tick the box to confirm this	<input type="checkbox"/>
C5	Proposed name for new body	
C6	Timescale for completion (i.e. the date on which it is planned that the statutory processes will be effective)	
C7	Details of other entities involved in the amalgamation Please add more rows if required	
	Registration numbers (where applicable)	
	Name	Reg. no. on register of social housing
		Reg. no. with Companies House
		Reg. no. with the Charity Commission
		Reg. no. with the FCA

Timing for this information: within 10 working days of a resolution being passed by the governing body to effect the restructure. The next working day after the resolution has been passed counts as Day 1. The Regulator must be notified of this before the FCA may register the resolution. The FCA may register the resolution only if the RSL has confirmed that the Regulator has been notified.

Section D: Transfer of engagements

Please ensure all of the relevant boxes below are completed and/or ticked.

D1	Transfer of engagements between registered societies (section 110 CCBSA) Please tick the box if this applies					<input type="checkbox"/>
D2	Transfers of a society's engagements into a company (section 112 CCBSA) Please tick the box if this applies					<input type="checkbox"/>
D3	A copy of the resolution required under the CCBSA as passed by the RSL is attached Please tick the box to confirm this					<input type="checkbox"/>
D4	Confirmation that the resolution(s) has/have not yet been registered with the FCA Please tick the box to confirm this					<input type="checkbox"/>
D5	Name of receiving body					
D6	Timescale for completion (i.e. the date on which it is planned that the statutory processes will be effective)					
D7	Details of other entities involved in the transfer of engagements (including receiving body outlined above) Please add more rows if required					
		Registration numbers (where applicable)				
	Name	Reg. no. on register of social housing	Reg. no. with Companies House	Reg. no. with the Charity Commission	Reg. no. with the FCA	

Timing for this information: within 10 working days of a resolution being passed by the governing body to effect the restructure.

The next working day after the resolution has been passed counts as Day 1. The Regulator must be notified of this before the FCA may register the resolution. The FCA may register the resolution only if the RSL has confirmed that the Regulator has been notified.

The completed sections of this form should be submitted to the regulation team by email Welsh Ministers at housingregulation@gov.wales

If this is not possible please contact your Regulation Manager.