

Voluntarily Dissolving Your Cooperative Association

Thank you for your request on how to dissolve a cooperative association under section 197 (see **Appendix A**) of the *Cooperative Association Act*.

STEP ONE

In order to dissolve a cooperative association, the following requirements must be completed and the documents filed with the registrar:

Note: the association must be in good standing (up to date in annual report filings) as at the date the special resolution is passed. If the association is not in good standing, submit the outstanding annual reports along with the voluntary dissolution documents.)

- A Special Resolution (FORM 06 COO, attached) passed by the members of the association, authorizing the dissolution;
- A Voluntary Dissolution application (FORM 10 COO, attached);
- An affidavit (see **Appendix B**) by one director stating:
 - the association has no assets; and
 - the association has no liabilities or has made provision for the payment of each of the association's unpaid liabilities and has obtained the written consent to that provision for payment from each creditor.

Note: the affidavit is to be sworn before a Commissioner for Oaths or a Notary Public with a seal affixed.

- All original certificates of incorporation, change of name or amalgamation must be returned to the registrar.

The association will be dissolved on the date set by the registrar once the above requirements are completed and the documents filed.

The registrar will forward, to the submitting party, confirmation of the dissolution upon completion of the filings and will publish, in the British Columbia Gazette, a notice that the association has been dissolved.

STEP TWO

Submit the Special Resolution (in duplicate); Voluntary Dissolution (in duplicate); affidavit and original certificate along with the required fees in the amount of \$110 (as outlined below) to the Corporate Registry.

Special Resolution	\$ 70
Voluntary Dissolution	\$ 20
<u>Affidavit</u>	<u>\$ 20</u>
Total	\$110

All filings are processed on a first-come, first-served basis unless you pay an additional priority fee. *If you wish the filings to be processed on a priority basis, an additional \$100 will be required.* If the filings are being submitted on a priority basis, clearly indicate on both the envelope and the filings that the submission is a priority.

A priority service is considered completed when the document is filed or the service request is completed. Turnaround is usually within 24 hours.

Note: If a document to be filed has errors and requires correction, then those corrections must be made and returned to this office within the 24 hour period to maintain priority status.

Send your documentation, with cheque or money order payable to the Minister of Finance, by mail to:

Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

or by courier to:

Corporate Registry
200 - 940 Blanshard Street
Victoria BC V8W 3E6

ADDITIONAL INFORMATION

For information regarding completion of your documentation, contact the Corporate Registry at 1 877 526-1526. Corporate Registry staff cannot provide legal or business advice.

Cooperative Association Act (RSBC 1999) Chapter 28

Part 14 – Dissolution, Winding Up, Restoration

Division 3 – Dissolutions and Cancellations

Section 196 – Dissolution and winding up

Section 197 – Application for voluntary dissolution

Dissolution and winding up

- 196** (1) An association without issued investment shares may provide in its memorandum that, on the dissolution or winding up of the association, its property, after satisfaction of its liabilities, costs, charges and expenses properly incurred in the dissolution or winding up, must be transferred to or distributed among one or more other organizations that are
- (a) associations having a similar purpose to the association being dissolved or wound up, or
 - (b) charitable organizations registered under the Income Tax Act (Canada).
- (2) An association may provide in its memorandum that a provision described in subsection (1) is unalterable and, if it so provides, the association must not alter its memorandum to amend or repeal that provision or the provision described in subsection (1).
- (3) Neither this section nor a provision in the association's memorandum permitted by subsection (1) or (2) prohibits the association
- (a) from doing anything permitted under section 9 or 66,
 - (b) subject to its rules, from repaying to a member amounts paid by the member for the member's membership shares, or
 - (c) from paying money it owes to a member.
- (4) An association that has included in its memorandum a provision described in subsection (2) must not issue any investment shares.

Application for voluntary dissolution

- 197** (1) An association may apply to the registrar, in a form established by the registrar, to be dissolved if the association
- (a) is authorized to do so by a special resolution,
 - (b) has no assets, and
 - (c) has no liabilities or has made provision for the payment of each of the association's unpaid liabilities and has obtained the written consent to that provision for payment, from each creditor
 - (i) whose identity is known to the association, and
 - (ii) who has an unpaid claim against the association that exceeds the prescribed amount.
- (2) An association's application under subsection (1) must be accompanied by the association's certificate of incorporation and by an affidavit of one of the directors of the association evidencing to the satisfaction of the registrar that the association has complied with subsection (1).
- (3) If the registrar grants an association's application under this section for dissolution, the association is dissolved on the date set by the registrar.

This is an unofficial excerpt from the *Cooperative Association Act* and is enclosed for ease of reference only. For complete information, refer to the *Cooperative Association Act*. Acts and Regulations are available for purchase through Crown Publications, or website www.crownpub.bc.ca.

APPENDIX B

Sample of the joint affidavit by one director typed on plain white paper

IN THE MATTER OF
[insert full cooperative association name]
AND THE COOPERATIVE ASSOCIATION ACT, SECTION 197

AFFIDAVIT

I, *[insert name of director]* of *[insert full residential address]* in the Province of British Columbia make oath and say as follows:

1. I, *[insert name of director]*, declare that I have been a director of *[insert full cooperative association name]* (the "Cooperative Association") and have personal knowledge of the matters hereinafter set forth.
2. That the Cooperative Association has complied with section 197(1) of the *Cooperative Association Act* by (a) passing a special resolution, (b) has no assets, and (c) *[insert statement on liabilities of the Cooperative Association – e.g. "has no liabilities" or "has made provision for the payment of each of the Cooperative Association's unpaid liabilities and has obtained the written consent to that provision for payment, from each creditor whose identity is known to the Cooperative Association, and who has an unpaid claim against the Cooperative Association that exceeds the prescribed amount"]*.

SWORN BEFORE ME at the
City of *[city]*, in the Province of
British Columbia, on *[insert date]*.

[signature of Director]

[name of director]

Director

[signature of Commissioner]

A Commissioner for taking Affidavits for
British Columbia



COOPERATIVE ASSOCIATION ACT
SPECIAL RESOLUTION

The following special resolution was passed by the undermentioned association on the date stated:

Table with 2 columns: FULL NAME OF ASSOCIATION, DATE RESOLUTION PASSED (YYYY / MM / DD)

RESOLUTION (Insert text of special resolution)

Table with 3 columns: NAME OF CURRENT DIRECTOR, OFFICER OR LAWYER OF THE ASSOCIATION (Please print), SIGNATURE OF CURRENT DIRECTOR, OFFICER OR LAWYER OF THE ASSOCIATION, DATE SIGNED (YYYY / MM / DD). Includes an 'X' mark in the signature column.

Note:

- No special resolution altering the memorandum or rules has effect until accepted by the Registrar of Companies.
Submit this form, in duplicate, to the Corporate Registry, together with the \$70 filing fee or \$100 filing fee for Change of Name.
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.
Courier Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6.
Make cheque or money order payable to the Minister of Finance, or provide the Corporate Registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of U.S. funds.
Enquiries: 1 877 526-1526.
Additional information and forms are available on the Internet at: www.bcreg.ca

Freedom of Information and Protection of Privacy Act (FOIPPA):

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Cooperative Association Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.



Telephone: 1 877 526-1526
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

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INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

Item B Enter the name exactly as shown on the Certificate of Incorporation, Amalgamation or Change of Name.

Item E Enter the full address for the liquidator, if any, or other person who is responsible for the care and custody of the association records. The address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Corporate Registry cannot accept this information as complete address. You must also include a postal code. If the area does not have street names or numbers, provide a description that would readily allow a person to locate you (For example, Four miles East on Howard Road, left hand side near the church, Creston, BC).

Filing Fee:

Form 10 - \$20 (Submit in duplicate)
Form 6 - \$70 (Submit in duplicate)
Affidavit - \$20

Submit these forms along with the original certificate and cheque or money order in the amount of \$110, made payable to the Minister of Finance, or provide the Corporate Registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Cooperative Association Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A INCORPORATION NUMBER OF ASSOCIATION TO BE DISSOLVED

B NAME OF ASSOCIATION TO BE DISSOLVED

C DISSOLUTION STATEMENT - Choose one of the following:

- The Association has, by special resolution, voluntarily resolved to dissolve the Association under section 197 of the Cooperative Association Act. The Association has no assets and has no liabilities.
The Association has, by special resolution, voluntarily resolved to dissolve the Association under section 197 of the Cooperative Association Act. The Association has no assets and has made provision for the payment of each of the Association's unpaid liabilities and has obtained the written consent to that provision for payment from each creditor whose identity is known to the Association and who has an unpaid claim against the Association that exceeds \$200.

D FULL NAME OF LIQUIDATOR, IF ANY, OR OTHER PERSON WHO IS RESPONSIBLE FOR THE CARE AND CUSTODY OF THE ASSOCIATION'S RECORDS

LAST NAME FIRST NAME MIDDLE NAME

E MAILING ADDRESS OF LIQUIDATOR, IF ANY, OR OTHER PERSON WHO IS RESPONSIBLE FOR THE CARE AND CUSTODY OF THE ASSOCIATION'S RECORDS

PROVINCE POSTAL CODE

F RELATIONSHIP TO ASSOCIATION OF PERSON WHO IS RESPONSIBLE FOR THE CARE AND CUSTODY OF THE ASSOCIATION'S RECORDS

G CERTIFIED CORRECT - I have read this form and found it to be correct.

NAME OF CURRENT DIRECTOR, OFFICER OR LAWYER OF THE ASSOCIATION - Please print

SIGNATURE OF CURRENT DIRECTOR, OFFICER OR LAWYER OF THE ASSOCIATION

DATE SIGNED

YYYY / MM / DD

X