

## Continuing Your Cooperative Association Out of B.C.

Cooperative associations (co-ops) may apply to continue their association outside the province of British Columbia by following three basic steps outlined below.

### STEP 1

#### ENSURE THE CO-OP IS IN GOOD STANDING

To run a co-op outside the province of British Columbia, be prepared to prove the following:

- The co-op does not have a provision as described in the *Cooperative Association Act*;
- It is not a housing co-op that applies section 173 of the Act in its memorandum; and
- It is not a community service co-op.

The co-op must have no debts and annual reports and other registry filings must be up to date. If a co-op is not in good standing, the applicant must submit outstanding filings with their application.

### STEP 2

#### APPLY FOR THE REGISTRAR'S CONSENT

Once the co-op is in good standing, the Registrar requires:

- The name and address of the co-op's current director, officer, or solicitor;
- A filing fee of \$300;
- A Letter of Statement originally signed by a current director, officer, or solicitor, which states the name of the jurisdiction where the co-op will continue;
- This letter must include the section number of the relevant laws of the new jurisdiction, plus a copy, showing:
  - The property of the association remains the property of the foreign co-op;
  - The foreign co-op continues to be liable for the obligations of the association;
  - Any existing cause of action, claim or liability to prosecution is unaffected;
  - A civil, criminal, quasi-criminal, administrative or regulatory action, or proceeding being prosecuted or pending prosecution may be continued by or against the foreign co-op; and

- A conviction against or ruling, order or judgment in favour of or against the association may be enforced by or against the foreign co-op.
- A copy of the special resolution (FORM 06 COO, attached) passed by the members of the co-op and, if the association has investment shares outstanding, a separate resolution for each class of outstanding investment shares to approve the continuation.

Refer to section 187(4)(a) and (b) of the Act (see the attached **Appendix A**).

### STEP 3

#### FORWARD INSTRUMENT OF CONTINUATION

A co-op has six months from the date of the registrar's consent to start operating within the new jurisdiction. Once the co-op is up and running, a copy of the Instrument of Continuation is issued by the new jurisdiction which you must file with BC Registries and Online Services within 60 days after the date of issue.

Upon receipt, the Corporate Registry will publish a notification in the British Columbia Gazette of your co-op's continuation out of the province.

A BC Registries and Online Services representative can verify if and when your documents arrived at our office and can check the current status of your filing. Call BC Registry and Online Services at 1 877 526-1526.

## *Cooperative Association Act* (RSBC 1999) Chapter 28

### Part 13 – Continuation, Amalgamation

#### Division 1 – Continuation of Cooperative Associations into or out of British Columbia

##### Section 187 – Continuation from British Columbia

##### Section 188 – Abandonment of continuation application

##### Section 189 – Filing requirements and registrar's certificate

##### Section 190 – When Act ceases to apply to association continued out of British Columbia

---

### Continuation from British Columbia

- 187** (1) Subject to subsections (2) and (3), an association, if authorized by its members and the registrar in accordance with this section, may make an application to the appropriate official or public body of another jurisdiction, requesting that the association be continued as if it had been incorporated under the laws of that other jurisdiction.
- (2) Subsection (1) does not apply to
- (a) an association that has included in its memorandum a provision described in section 196(2),
  - (b) a housing cooperative that provides in its memorandum that section 173 applies to it, or
  - (c) a community service cooperative.
- (3) An association must not apply under subsection (1) to be continued as a foreign cooperative under the laws of another jurisdiction unless those laws provide that
- (a) the property of the association continues to be the property of the foreign cooperative,
  - (b) the foreign cooperative continues to be liable for the obligations of the association,
  - (c) an existing cause of action, claim or liability to prosecution is unaffected,
  - (d) a civil, criminal, quasi criminal, administrative or regulatory action or proceeding being prosecuted or pending by or against the association may be prosecuted or its prosecution may be continued, as the case may be, by or against the foreign cooperative, and
  - (e) a conviction against or ruling, order or judgment in favour of or against the association may be enforced by or against the foreign cooperative.
- (4) An association is authorized by the members to apply for continuation into a jurisdiction other than British Columbia
- (a) if the members approve the continuation by a special resolution, and
  - (b) if the association has investment shares outstanding, the investment shareholders of each class of investment shares approve the continuation by separate resolutions, or if the association has outstanding shares of only a single class of investment shares, the investment shareholders of that class approve the continuation by a separate resolution.
- (5) An association seeking an authorization under subsection (4) may submit the application to the registrar for approval, and the registrar must approve the application if the registrar is satisfied that the application is not prohibited by subsection (3).
- (6) An association is authorized by the registrar to apply for continuation into a jurisdiction other than British Columbia when, after receipt from the association of an application in a form satisfactory to the registrar, the registrar approves the application.
- (7) The authorization under subsection (5) expires 6 months after the date on which the registrar approves the application unless, within that period, the association is continued under the laws of the other jurisdiction.

## **Abandonment of continuation application**

- 188** At any time before an association is continued from British Columbia into another jurisdiction under the laws of the other jurisdiction, the directors of the association, if authorized by the resolutions referred to in section 187(4), may abandon an application under section 187 without further approval of the members or investment shareholders.

## **Filing requirements and registrar's certificate**

- 189**
- (1) An association that, under this section, has been continued from British Columbia into another jurisdiction under the laws of the other jurisdiction must file with the registrar a copy of the instrument of continuation issued to it by the other jurisdiction within 60 days after the date of its issue.
  - (2) On receiving a notice satisfactory to the registrar that an association has been continued from British Columbia into another jurisdiction under the laws of the other jurisdiction, the registrar, if the registrar had approved the application for continuation under section 187(5), must file the notice.
  - (3) The registrar must publish in the Gazette notice of the continuation of the association from British Columbia into another jurisdiction.

## **When Act ceases to apply to association continued out of British Columbia**

- 190** An association ceases to be an association under this Act on and after the date on which the association is continued under the laws of the other jurisdiction.

---

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 the Crown Publications, [www.crownpub.bc.ca](http://www.crownpub.bc.ca).



COOPERATIVE ASSOCIATION ACT

SPECIAL RESOLUTION

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

FULL NAME OF ASSOCIATION	DATE RESOLUTION PASSED YYYY / MM / DD
--------------------------	--

RESOLUTION *(Insert text of special resolution)*

<b>CERTIFIED CORRECT – I have read this form and found it to be correct.</b>		
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
	<b>X</b>	

- 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](http://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.