

INFORMATION FOR CONTINUATION OUT OF BRITISH COLUMBIA OF A COOPERATIVE ASSOCIATION

Thank you for your request on how to continue your cooperative association out of British Columbia under section 187 of the *Cooperative Association Act*.

Note that a cooperative association **cannot** continue out of the province, if:

- the association has a provision as described in section 196(2) of the *Cooperative Association Act* (the Act); or
- the association is a housing cooperative that applies section 173 of the Act in its memorandum; or
- the association is a community service cooperative

STEP ONE REGISTRAR'S CONSENT

Before the registrar's consent is granted, the registrar requires the cooperative association to be in good standing (up to date in annual report filings) with this office. *Note: if the cooperative association is not in good standing, submit the outstanding annual reports along with the request for the registrar's consent.*

Once the cooperative association is in good standing, the registrar also requires the following:

- a. The name and address of the person who is to receive the registrar's consent letter if the consent is granted.
- b. A filing fee of **\$300**.
- c. A letter of statement (**originally signed**) by a current director, officer or solicitor for the cooperative association, containing the following information:
 - the name of the jurisdiction the cooperative association is continuing to;

- the section number of the laws of the new jurisdiction (**plus a copy of the relevant section from the legislation of the new jurisdiction**) that provides the following:
 - the property of the association continues to be the property of the foreign cooperative;
 - the foreign cooperative continues to be liable for the obligations of the association;
 - an 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 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
 - a conviction against or ruling, order or judgement in favour of or against the association may be enforced by or against the foreign cooperative.
- d. A copy of the special resolution passed by the members of the cooperative association and, if the association has investment shares outstanding, a separate resolution for **EACH** class of outstanding investment shares to approve the continuation out. Refer to section 187(4)(a) and 187(4)(b) of the Act (See **Appendix A**).

Note: *Unless specific instructions are given, the registrar's consent letter will be mailed to the person who submitted the letter of statement.*

FEES

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

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

STEP 2 ONCE REGISTRAR'S CONSENT RECEIVED

Once the registrar's consent has been received, the cooperative association has six months from the date of the registrar's consent to continue into the new jurisdiction. Once the cooperative association has been continued into the new jurisdiction, a copy of the instrument of continuation issued by the new jurisdiction must be filed with the registrar within 60 days after the date of issue.

There is no additional fee to file this document with the Corporate Registry.

Upon receipt of the copy of the instrument of continuation, the Corporate Registry will publish, in the British Columbia Gazette, a notification of the continuation out of the province by the company.

ADDITIONAL INFORMATION

For information regarding completion of your continuation out, 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 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.



Form 6

Certificate of Incorporation No. CP

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

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.
Location 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.bcregistryservices.gov.bc.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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.