

**INFORMATION FOR VOLUNTARY
DISSOLUTION UNDER SECTION 197
OF THE COOPERATIVE ASSOCIATION ACT**

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

STEP ONE

In order to dissolve a cooperative association (the 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. A Form 6, Special Resolution passed by the members of the association, authorizing the dissolution.
- b. A form 10, Application for Voluntary Dissolution
- c. An affidavit (see Sample No. 1) 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 of the 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.

- d. 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 BC Gazette, a notification of the dissolution.

FEES

The total filing fees required are \$110. To file Form 6, Special Resolution (with a certified copy), the filing fee is \$70. To file Form 10, Application for Voluntary Dissolution, the filing fee is \$20. To file the Affidavit the filing fee is \$20.

*(Note: the Form 6, Special Resolution, must be submitted **in duplicate**.)*

If you wish your documents processed on a **priority basis**, an additional \$100 will be required, **in addition** to the regular filing fee of \$110.

Send your documents, with cheque or money order payable to the Minister of Finance, to:

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

ADDITIONAL INFORMATION

All applications for dissolution are processed on a first-come, first-served basis, unless you pay the additional \$100 priority fee.

For information regarding completion of your voluntary dissolution documentation, contact the Corporate Dissolution Section at **250 356-5986**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-2585**. The Corporate Dissolution Section **cannot** provide legal or business advice.

Corporate Registry office hours are from 8:30 am till 4:30 pm, Monday through Friday, excluding statutory holidays. Our Internet address is www.fin.gov.bc.ca/registries

SAMPLE NO. 1

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]*** (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 Commissioner]

[name of director]

Director

[signature of Commissioner]

A Commissioner for taking Affidavits for
British Columbia

COOPERATIVE ASSOCIATION ACT (SBC 1999) Chapter 28

Part 14 – Dissolution, Winding Up, Restoration

Section 194 – Application of the *Company Act*

Section 196 – Dissolution and winding up

Section 197 – Application for voluntary dissolution

Application of the *Company Act*

- 194** The provisions of this Part are to be read together with the relevant provisions of the *Company Act* that, in section 5 of this Act or by a regulation under section 5(2) are adopted by reference for the purposes of this Act.

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 the prescribed form to be dissolved if the association
- (a) is authorized to do so by a special resolution,
 - (b) has not 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.



Certificate of Incorporation No. **CP**

COOPERATIVE SPECIAL RESOLUTION

Form 6

*COOPERATIVE ASSOCIATION ACT
(Sections 68 (2), 71 (2), 191 (3) (a) and 197 (1) (a))*

Please type or print clearly

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

FULL NAME OF ASSOCIATION	DATE RESOLUTION PASSED YYYY / MM / DD
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Resolution †

† Insert text of special resolution

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

Signature of a current Director, Officer, or Lawyer of the Association X	Relationship to Association	DATE SIGNED YYYY / MM / DD
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Note:

- No special resolution altering the memorandum or rules has effect until accepted by the Registrar of Companies.
- Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3
Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Enquiries: 250 356-8673
- Additional information and forms are available on the internet at: www.fin.gov.bc.ca/registries



Ministry of Finance
Corporate and Personal
Property Registries

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

Location:
2nd Floor – 940 Blanshard Street
Victoria BC

COOPERATIVE APPLICATION FOR VOLUNTARY DISSOLUTION Form 10

COOPERATIVE ASSOCIATION ACT

Section 197 (1)

Enquiries: 250 356-5986

Office Hours: 8:30 – 4:30 (Monday – Friday)

Instructions:

1. **Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Registry may have to return documents that do not meet this standard.**
2. This application **must** be executed in duplicate accompanied by an originally executed copy of the special resolution (in duplicate) and an affidavit of one of the directors of the Association evidencing that the Association has complied with the requirements of section 197(1) of the *Cooperative Association Act*. The original Certificate of Incorporation must be surrendered with this application.
3. Additional information and forms are available on the internet at: www.fin.gov.bc.ca/registries

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FIPPA)

The personal information requested on this form is made available to the public under the authority of the *Cooperative Association Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Analyst, Corporate and Personal Property Registries at 250 356-0944, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

NAME OF ASSOCIATION

has, by special resolution, voluntarily resolved to dissolve the Association pursuant to section 197 of the *Cooperative Association Act*. The Association has no assets and:

(✓) *CHECK ONE BOX ONLY*

has no liabilities,

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.

Full name and mailing address of liquidator, if any, or other person who must retain the records of the dissolved Association:

FULL NAME

FULL MAILING ADDRESS (Include postal code)

PROVINCE	POSTAL CODE
B.C.	

RELATIONSHIP TO ASSOCIATION

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

Signature of a current Director, Officer, or Lawyer of the Association

Relationship to Association

DATE SIGNED
YYYY

MM

DD

X