

INCORPORATING A COOPERATIVE ASSOCIATION IN BRITISH COLUMBIA

This guide to Incorporating a Cooperative Association in British Columbia has been prepared for general information purposes and is not intended as legal advice. The *Cooperative Association Act* and Regulation should be consulted in all cases by persons concerned with their rights and obligations under it. Many of the general rules described are subject to qualifications and exceptions in particular circumstances.

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1. INTRODUCTION

British Columbia has some of Canada's most innovative and successful cooperatives. There are literally hundreds of co-ops operating in the province today, each reflecting the unique needs and goals of the people who founded them.

Co-ops differ from traditional businesses in that they are owned and democratically controlled by the people who use their services. In other words, co-ops are operated for the benefit of members and members have a say in decisions affecting the co-op.

Co-ops offer a unique model for community development and job creation. Some offer products to their members, others provide housing, health care or other services.

Since they are developed through consensus and run on the democratic principle of "one member, one vote", co-ops can be more complex to set up and operate than traditional businesses.

This publication is intended to help organizations that have done the initial research, are ready to start the incorporation process, and know which type of co-op would best meet their needs.

This publication supplements the *Cooperative Association Act* and the Cooperative Association Regulation, which govern the formation, structure and operation of co-ops in British Columbia. It is not intended to replace professional help. There are benefits in working with a lawyer, accountant and cooperative development resource group in setting up your co-op.

You may also benefit from networking with existing co-ops. While each co-op is unique, you may be able to get some good advice and save yourself time and trouble if you talk to people who have been through the process. This is in keeping with the current International Co-op principle of "cooperation among cooperatives."

Getting started: If your organization is studying the potential value of a co-op model and you need advice on early steps, you may find resource information on the following Web site:

- Canadian Co-operative Association – BC Region: www.ccabc.bc.ca

Official copies of the *Cooperative Association Act* and Regulation are available from:

Crown Publications Inc.
521 Fort Street
Victoria BC V8W 1E7
Phone: 250 386-4636
FAX: 250 386-0221
Web site at: www.crownpub.bc.ca

International Travel Maps and Books
539 West Pender Street
Vancouver BC V6B 1V5
Phone: 604 687-3320
FAX: 604 687-5925

2. OVERVIEW

The *Cooperative Association Act* and Cooperative Association Regulation govern the formation, structure and operation of co-ops in British Columbia.

Before you can carry on a business, trade or enterprise, or deliver a community service as a co-op association, you must be incorporated or registered under the *Cooperative Association Act*.

Incorporation provides your co-op with an independent legal status separate from its members. An incorporated co-op is a legal entity and can enter into contracts or incur debt in its own name. As a separate legal entity, a cooperative possesses many of the legal rights and obligations of an individual.

The Cooperative Association Regulation contains additional requirements not contained in the Act and is equally binding legislation. Its schedules include the current fees at the Corporate Registry, offer a set of model Rules of Association and outline the forms required under the *Cooperative Association Act*.

The *Cooperative Association Act* refers to the persons who are applying for incorporation of the co-op as “subscribers” since, as founding members, they are subscribing both to purchase shares and to the values and provisions included in the Memorandum.

2.1. Incorporation Documents

The first step in incorporation is to reserve a name for your co-op through the Corporate Registry. The Name Approval request form, included with this package, allows you to make a maximum of three choices of association names. **The filing fee for this form is \$30.**

You can apply for your name in the following ways:

By Mail: Submit your Name Approval Request form with required fee by cheque or money order payable to the Minister of Finance.

By Government Agent: Visit your local Government Agent office. Upon payment of the prescribed fee, they can provide you with the Name Approval request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry.

By Business Information Centre: Visit your local business info centre site. Upon payment of the prescribed fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Registries. User fees may apply. For a location near you, go to www.onestopbc.ca/locations.htm

By BC OnLine: If you have a BC OnLine account you can submit your request by remote data entry.

For further information call the Names Unit at **250 356-2893**, or the direct dial free line from Greater Vancouver is **604 775-1044**.

The Corporate Registry will maintain your name reservation for 56 days from the date of reservation.

Incorporation documents cannot be processed until the cooperative association name has been approved and reserved.

To incorporate your co-op, you must file the following four documents at the Corporate Registry:

1. Memorandum of Association
2. Rules of the Association
3. List of First Directors
4. Notice of Registered Office

Pre-printed forms for the List of First Directors and the Notice of Registered Office are included in this publication and are available from the Corporate Registry. There are no pre-printed forms for the Memorandum of Association or the Rules of the Association, but "Schedule C, Form 1" of the Cooperative Association Regulation provides a model format and content for the Memorandum of Association.

2.1.1. Memorandum of Association

The Memorandum of Association sets out:

- the name of the association;
- its purpose;
- any restrictions on the business it may carry on;
- any restrictions on the powers of the association;
- a detailed listing of the number and classes of shares the cooperative is authorized to issue (called the authorized share capital);
- a statement that the liability of the members or investment shareholders is limited in accordance with the Act;
- an optional statement regarding unalterable provisions on winding up of the co-op; and
- the number, class and par value, if applicable, of shares subscribed for by the founding members.

At least three subscribers are needed to form a co-op. They may be individuals or eligible organizations as set out in the Act. Eligible organizations are defined in the Act as the government, a first nation or a corporation.^①

See Section 3 for more information on preparing the Memorandum of Association and Appendix A for a sample.

2.1.2. Rules of the Association

Every co-op is unique; so each needs its own set of rules to cover topics such as requirements for and obligations of membership, how meetings are conducted and the election of directors, as well as other matters and processes required for the co-op's governance.

The *Cooperative Association Act* and Regulation specify matters that must be in every co-op's Rules. You may also include additional rules specific to your co-op's needs and objectives, as long as they do not conflict with the Act or Regulation.

Some important points: Whether your Rules are written by the subscribers or by a professional advisor, it is important to make sure that members understand what they mean and what they allow.

You should also keep in mind that it can be time consuming, expensive and difficult to amend your co-op's Memorandum of Association and Rules once they are in place so make sure they accurately reflect the intentions and values of the subscribers and are not overly restrictive.

^① Corporations include companies, societies and other co-ops.

Note: If you want to make changes to your Memorandum or Rules after incorporation, you will have to propose a special resolution to the membership that must be approved by at least two-thirds^② (or in some cases three-quarters) of the voters at a general meeting or special meeting called for that purpose. (A housing co-op requires that three-quarters of voters support the changes.)

See Section 4 for more information on Rules of the Association.

2.1.3. List of First Directors

This list sets out the first and last names of the directors and their complete physical addresses, including postal codes. There must be a minimum of three directors. You may also include, as part of the addresses, general delivery, post office box, rural route, site or compartment number.

The first directors of the co-op must be selected from among the subscribers to the Memorandum. If an eligible organization is a subscriber, it must select an individual to sign the Memorandum and Rules on its behalf and that individual, as the representative of the organization, can be selected as one of the first directors. Under section 32 of the Act, an eligible organization means the government, a First Nation or a corporation.

A pre-printed form for the List of First Directors is available from the Corporate Registry and is included as an attachment.

2.1.4. Notice of Registered Office

The registered office of the co-op is its legal address. This is the address where legal notices may be served, mail is received and corporate records of the co-op must be kept. A complete physical address is required including postal code. You may also include, as part of the addresses, general delivery, post office box, rural route, site or compartment number.

A pre-printed form for the Notice of Registered Office is available from the Corporate Registry and is included here as an attachment.

For information regarding completion of your incorporation documents, contact the Society/Cooperative Association Unit at **250 356-8673**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-1046**.

^② For co-ops incorporated on or after January 31, 2001, a two-thirds majority is required to pass a special resolution; for co-ops incorporated prior to this date, a three-quarters majority is required unless the majority requirement has been amended by special resolution to two-thirds.

The Society/Cooperative Association Unit **cannot** provide legal or business advice.

Corporate Registry office hours are from 8:30 a.m. till 4:30 p.m., Monday through Friday, excluding statutory holidays.

2.2. Filing Your Incorporation Documents

Once you have identified and reserved the name of your co-op and completed the four incorporation documents, you will need to submit the following to the Corporate Registry:

- two signed and witnessed original copies of the Memorandum;
- two signed and witnessed original copies of the Rules;
- the List of First Directors;
- the Notice of Registered Office; and
- the required fee of \$250, with cheque or money order made payable to the Minister of Finance.

If you wish your documents processed on a **priority basis** (usually within 24 hours), an additional \$100 will be required, **in addition** to the regular filing fee.

Submit incorporation documents in person or by courier to:

Corporate Registry
2nd Floor, 940 Blanshard Street
Victoria BC

Or mail them to:

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

If your incorporation documents do not meet all the requirements when first submitted, you may be asked to work with the Registrar to make changes, taking care not to alter the intent and values of the subscribers.

When your documents meet the requirements of the *Cooperative Association Act*, the Registrar will register the Memorandum and Rules, issue a certificate of incorporation, and return a certified copy of the Memorandum and Rules to you. Once incorporated, your co-op will be a legal entity separate from its members.

3. MEMORANDUM OF ASSOCIATION

The Memorandum of Association, together with the Rules, constitutes your co-op's legal framework. You will want to consider this framework carefully so you can be sure it reflects the objectives and the values of the subscribers, yet remains flexible enough to suit the future needs of your co-op.

Take care not to be overly restrictive because conditions may change. You will need the support of at least two-thirds (or a higher number if one is set out in your co-op's Rules) of all voters at a general meeting or special meeting to amend the Memorandum. Housing co-ops require a three-quarter majority.

You also will want to be sure that the authorized share capital, being the classes and number of shares the co-op is authorized to issue, will meet future needs. If you discover later that you want to offer additional classes of shares or more shares within one class than you had contemplated at the outset, you will need to amend the Memorandum.

The Memorandum of Association must include all the information required in Form 1 of Schedule C of the Cooperative Association Regulation. Here are some guidelines to help you complete your co-op's Memorandum.

3.1. Name of the Cooperative

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"1 Full name of Association
....."

The *Cooperative Association Act* requires that you include one of the following words in your co-op's name: "cooperative"; "co-operative"; "coop"; "co-op"; "coop rative", or a grammatical form of any of these words.

You cannot use the word "company" or "limited" in the name. Also, except in specific circumstances that apply only to housing cooperatives, you cannot use the terms "not for profit" or "non-profit" or any similar words.

Your co-op's name may include one of the following words: "association"; "society"; "union"; or "exchange" or a similar word approved by the Registrar of Companies. As indicated in Section 2.1. of this Guide, the name should be reserved first.

The Corporate Registry will make sure your co-op's proposed name is suitable under the *Cooperative Association Act* and the *Company Act*, and will conduct a name search to ensure it is not already in use or substantially similar to a name already in use. The Registrar can refuse a name for good and valid reasons.

Note: The cooperative association name in the Memorandum **must match exactly** the name reserved.

3.2. Purpose of the Cooperative

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"2 Purpose of Association

.....

.....

....."

You will want to make sure you describe accurately and clearly the purpose of your co-op while allowing as much flexibility as possible in case your co-op later decides to pursue activities that are not directly related to a narrowly defined purpose.

It is recommended that the purpose contain the type of co-op services intended to be supplied and how the co-op intends to provide these services.

For example: *"The purpose of the Association is to establish a worker cooperative to provide an opportunity to its members to participate, on a cooperative basis, in the ownership and management of an enterprise providing food and other products for sale. The primary mission of the Association is to beneficially link consumers with growers and producers through a predominantly organic food and natural goods store and to provide local growers and producers with broader access to the market."*

In another example, the purpose statement has been made less restrictive by adding the bolded words at the end: *"The purpose of the Association is to provide a marketing service and distribution network to sell the crafts and artisan products of its members and to buy, on behalf of its members, the supplies and raw materials they require to produce these products, **and such other activities as are necessary and desirable for these purposes.**"*

3.3. Restrictions on Business

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"3 Restrictions on business [List restrictions, if any, on the business to be carried on by the Association.]

.....

.....

....."

This clause is included only if it is necessary to impose restrictions on the business your co-op may carry on. These may include restrictions of a practical, financial or ethical nature. For example: *"The Association must not market or distribute non-organic food products."* OR *"The Association shall obtain its raw materials from Canadian suppliers only."*

Again, take care to avoid unnecessary restrictions in the Memorandum; they are legally binding and may be difficult or impossible to amend, potentially impairing your co-op's ability to adapt to changing conditions. In the example: *"The Association shall obtain its raw materials from Canadian suppliers only,"* you may want to include a buy-Canadian preference in your co-op's policies rather than stating this in your Memorandum.

3.4. Restrictions on Powers

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"4 Restrictions on powers [List restrictions, if any, on the powers of the Association.]
.....
.....
....."

Your co-op will have "the powers and capacity of a natural person." This means that it can do anything that an individual can do lawfully such as enter into contracts or incur debt in its own name.

Restricting your powers is rarely done in practice. Take care not to impose restrictions that might make it difficult for the co-op to adapt to future conditions.

3.5. Authorized Share Capital

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"5 Authorized Share Capital

Membership shares

[State the maximum number of membership shares that the Association is permitted to issue, or that the Association is permitted to issue an unlimited number of membership shares, and the par value of the membership shares, or that the membership shares are without par value.]

Investment shares

[If the Association is authorized to issue investment shares, for each class of investment shares state whether the number of investment shares that may be issued is unlimited, and, if not, state the maximum number of investment shares that may be issues. For each class of investment shares that may be issued, state the par value of the shares or that the shares are without par value.]

Class of investment shares	Maximum number	Par value

"

The Memorandum sets out the type and maximum number of shares your co-op may issue to members (and to non-member investors, if this is permitted by the Rules).

You may have only one class of shares entitled membership shares and they must be titled membership shares. You may also choose to authorize any number of classes of investment shares.

The Memorandum will determine the total amount of shares your co-op can issue. You should make sure that the authorized share capital will meet both current and future needs because it can be difficult to achieve the special resolution support of two-thirds to three-quarters to change the Memorandum at a later date.

Keep in mind: You may consider establishing a broadly useful class of investment shares for future use with a dividend rate to be set by the directors.

If your co-op plans to offer investment shares, it is important to seek professional advice. **When you issue investment shares, you will need to meet the requirements of the *Securities Act*.** The phone number of the BC Securities Commission is **604 899-6500**.

3.5.1. Membership Shares

Cooperatives may have more than one class of membership, although they can only have one class of membership shares. For example, a producer co-op might have membership classes for active and for retired members, with retired members subscribing for a smaller number of membership shares.

Since you do not have to issue all the authorized membership shares, it may be advisable to authorize a large or unlimited number so your co-op can accommodate both growth and possible restructuring.

Membership shares may be with or without par value. If they are with par value, you must set out the par value in the Memorandum. If they are without par value, you must state this in the Memorandum. (See discussion of par value below.)

3.5.2. Investment Shares

If you plan to issue investment shares, you will need to authorize this by setting out the class, the maximum number and the par value, if any, in the Memorandum. You must state in the

Memorandum if the co-op is authorized to issue an unlimited number of investment shares (or an unlimited number of any class of investment shares), or if the investment shares (or any class of investment shares) are without par value.

Investment shares can be used to raise capital by allowing members to invest beyond their membership purchase requirements or to raise outside capital from non-members if the Rules allow. As is the case with membership shares, you must state in the Memorandum whether investment shares are with or without par value. If they are with par value, this must be set out in the Memorandum.

3.5.3. Par Value

Generally, a co-op may choose to have either shares with par value or shares without par value, or a combination of these among different classes. The difference is of consequence only in sophisticated accounting transactions. The par value of a share is the nominal or face value of the share and does not necessarily reflect its current value. However, shares cannot be issued for less than their par value.

A share without par value is a share that has no face value. Just as the current value of a share with par value may be more or less than the par value, a share without par value may, over time, be worth more or less than the amount paid for it.

Note that the membership shares of a housing co-op that has chosen to include a dissolution clause in its memorandum (discussed further in point 3.7 below) *must* be par value shares. In these cases, the par value and the purchase price of the share will be the same, and if the member withdraws from the co-op or the co-op is dissolved or wound up, the amount payable on redemption of the share cannot exceed the amount paid up on the member's membership shares, which will be the same as the par value if the shares are fully paid up.

3.6. Liability of Members and Investment Shareholders

Looking at Schedule C, Form 1 "Memorandum of Association" of the Cooperative Association Regulation, you will see:

"6 The liability of a member or investment shareholder of the Association is limited in accordance with the *Cooperative Association Act*"

The Memorandum must include a statement setting out the liability of members and investment shareholders for the debts, obligations and acts of your cooperative. **The exact wording shown above must be used.** Under the *Cooperative Association Act*, a shareholder's liability for the debts, obligations, and acts of the co-op is limited to the purchase price of the share(s).

Remember: Your co-op's directors could be personally or vicariously liable for actions of the co-op as a result of a judgement against the directors in an amount in excess of the purchase price of their shares. You may wish to consult an insurance professional about the desirability of obtaining liability insurance for directors or officers.

3.7. Dissolution Provisions

Looking at Schedule C, Form 1 "Memorandum of Association" of the Cooperative Association Regulation, you will see:

"7 Indicate which, if either, of the following statements apply:

Section 173 of the *Cooperative Association Act* applies to the Association and this statement is an unalterable provision.

Section 196 (1) of the *Cooperative Association Act* applies to the Association. This provision may/may not *[select one]* be altered."

All co-ops should have provisions in their Rules for the distribution of their property after they have been dissolved or wound up. The following information relating to the Memorandum will apply to most housing co-ops and a few other co-ops that have made choices relating to dissolution through specific sections of the Act.

A housing co-op that wishes to have its property transferred to or distributed among one or more housing co-ops, must state in its Memorandum that section 173 of the *Cooperative Association Act* applies. Once this clause is in a Memorandum it can *never* be altered or removed. The property can only be transferred to or distributed among housing co-ops that have selected section 173 or to which section 173 applies.

Similarly, if a co-op wishes to transfer its property to other associations having a similar purpose or to charitable organizations registered under the *Income Tax Act*, it must state in its Memorandum that section 196(1) of the *Cooperative Association Act* applies. It must also indicate whether the provision can be changed, and if it cannot, the co-op will not have the option of changing its decision at a later date.

3.8. Subscribers

Looking at Schedule C, Form 1 "Memorandum of Association" of the *Cooperative Association Act* Regulation, you will see:

"8 We, the persons whose names and addresses are listed below, desire to be formed into an incorporated association under the Cooperative Association Act and by our signatures subscribe to the number and class of shares set opposite our respective names.

Subscriber (Provide full name and address, including postal code)	Number of membership Shares taken	Number and par value of Each class of investment Shares taken
Name Address		Number Class Par value
Name Address		Number Class Par value
Name Address		Number Class Par value
	Total number of membership shares taken	Total number of investment Shares taken: Number Class Par value

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The Memorandum must set out the full names and addresses of the founding members or subscribers of your co-op, as well as information concerning the membership shares and, if any, other classes of investment shares taken by them. Your co-op's first board of directors will be chosen from among the subscribers.

Subscribers must sign their names in the presence of a witness or witnesses (one person can witness the signatures of all subscribers). There must be two originally signed memorandum and rules; all signatures, including those of witnesses, must be original signatures on both copies. If an eligible organization is a subscriber, it must select an individual to sign the Memorandum and Rules on its behalf.

4. RULES OF THE ASSOCIATION

Every co-op must have Rules of Association that address key corporate matters. While the Rules do not address day-to-day activities such as hours of operation, they do cover topics such as membership requirements, special rights and restrictions attached to investment shares, the conduct of meetings of members and of directors, and the financial management of the cooperative.

Like the Memorandum, the Rules are legally binding once they are filed with the Registrar and can only be changed by special resolution with the support of at least two-thirds of the voters at a general or special meeting. It is important to ensure that the Rules reflect both the intentions and values of the subscribers and are able to accommodate the development of your co-op over time.

When preparing your Rules, keep the following principles in mind:

1. Rules should balance the rights of individual members with the interests of the co-op as a whole.
2. Rules must be flexible enough to allow the cooperative to respond to changing conditions.

3. Rules should be clearly worded, with the same terminology throughout, to avoid misunderstandings and disputes over vague or inconsistent language.
4. Rules must be consistent, not only with one another, but also with the *Cooperative Association Act* and the Cooperative Association Regulation.
5. Rules must address all the matters that the *Cooperative Association Act* and the Cooperative Association Regulation require to be addressed (discussed more fully below).

4.1. Schedule B / Model Rules

The Cooperative Association Regulation contains a set of model rules in what is called Schedule B, which are geared toward a simply structured co-op. Schedule B is designed to accommodate an association that is not a housing co-op, has membership shares with par value and issues investment shares to members only. It may be a useful reference on general matters for all co-ops.

You may adopt the model rules in Schedule B, modify them or prepare your own – it all depends on the type of enterprise you are starting and your business objectives.

Schedule B may not deal with all the matters that your co-op must address under the *Cooperative Association Act* and Cooperative Association Regulation. If you choose to adopt or modify the Schedule B model rules, you must still review the Act and the Regulation carefully to make sure your Rules deal with all the matters that are required.

Model Rules: The model rules in Schedule B to the Cooperative Association Regulation may be used as an example to follow when crafting your co-op’s Rules. Section references to the appropriate Schedule B rules have been included in Table 1 “Matters that must be Provided For in the Rules”, of the following section.

4.2. Matters that must be Provided For in the Rules

The *Cooperative Association Act* and the Cooperative Association Regulation each require co-ops to deal with certain matters in their rules. Table 1, Part 1, shows matters that must be provided for by all co-ops and Part 2 shows matters that may pertain to your co-op depending on how it is structured. This Table must be read in conjunction with the legislation to ensure you understand any restrictions it might impose. The most relevant provisions of the Act, the Regulation and Schedule B have been noted for each item.

In addition to those rules that are required for every co-op and the rules that are required if applicable to your co-op, you may address any number and kind of matters in your co-op’s Rules, provided these additional rules do not contravene any of the provisions of the *Cooperative Association Act* or the Cooperative Association Regulation.

TABLE 1: MATTERS THAT MUST BE PROVIDED FOR IN THE RULES
Part 1: Matters that pertain to all cooperatives

Item	Regulation	Act	Schedule B/ Model Rules
Membership in the association <ul style="list-style-type: none"> • the terms of admission to membership • the rights and, if any, the obligations and limitations of membership • the transmission of shares on the death or bankruptcy of an individual member • the effect on the ownership of shares, of the bankruptcy, liquidation or dissolution, of a shareholder that is not an individual 	s. 10 s. 10 s. 10 s. 10	s. 31, 32	Sch. B, ss. 5-7 Sch. B, s. 5 Sch. B, s. 13, Part 8 Sch. B, s. 14
Membership shares <ul style="list-style-type: none"> • the minimum number of membership shares a person (or eligible organization) must subscribe for 		s. 30	Sch. B, s. 8
General meetings <ul style="list-style-type: none"> • the convening and holding of general meetings • the voting rights and procedures for persons attending general meetings in a representative capacity [i.e. eligible organization representatives] 	s. 10 s. 10	Part 8.1[s. 143 to 153]	Sch. B, Part 11 Sch. B, ss. 93-95, Part 12 generally

Item	Regulation	Act	Schedule B/ Model Rules
Directors and officers <ul style="list-style-type: none"> • the election or appointment of directors (other than first directors) • the number of directors • the conduct of meetings of directors • the terms of office of directors and officers • the appointment and removal of officers • the powers and duties of officers 	s. 10 s. 10 s. 10 s. 10 s. 10	s. 74 s. 72 s. 77 Part 6, Division 4 [s.104 to 106 incl.]	Sch. B, Part 16 Sch. B, s. 105 Sch. B, Part 17 (Part 18, Committees) Sch. B, ss. 114, 148 Sch. B, Part 19 Sch. B, s. 147
Financial matters <ul style="list-style-type: none"> • the borrowing powers of the association • the investment powers of the association • the distribution of surplus funds 	s. 10 s. 10 s. 10	s. 71 s. 8	Sch. B, s. 151 Sch. B, ss. 152, 153 Sch. B, ss. 157-165
Notice <ul style="list-style-type: none"> • the manner of giving notice to the association 	s. 10		Sch. B, s 176, Part 24 generally
Service of documents <ul style="list-style-type: none"> • how documents may be served by the association 	s. 10		Sch. B, s. 182
Execution of documents <ul style="list-style-type: none"> • the execution of documents and the use and custody of the seal of the association, if any 	s. 10	s. 26	Sch. B, Part 26

Part 2: Additional matters that must be Provided For in the Rules, if applicable

In addition to matters that must be provided for in the Rules, some cooperatives may wish to provide for other additional matters, such as, joint membership or proxy voting in which case the Act requires the cooperative to have rules to this effect.

The following offers a selective list of some matters that must be provided for in the Rules if they apply. Most of these items will apply to many cooperatives. Again, you should read this information together with the relevant sections of the Act and Regulation, which are noted, to ensure a complete understanding.

Item	Regulation	Act	Schedule B/ Model Rules
Membership in the association <ul style="list-style-type: none"> • the designation of classes of membership, if there is more than one, and the rights and, if any, obligations and limitations attached to each class • if applicable, the maximum number of membership shares that a member may hold • the termination of the membership of a member • the withdrawal of members from the association and the transfer of their membership shares 	<p>s. 10</p> <p>s. 10</p>	<p>s. 34 and 35</p> <p>s. 33</p>	<p>Sch. B, ss. 15-17</p> <p>Sch. B, ss. 11, 12, 17</p>
Joint membership <ul style="list-style-type: none"> • if joint membership is allowed, the rights of joint members and a requirement that they jointly own the membership shares held by the joint membership • joint membership, specifically: (1) that joint members are allowed; (2) whether the membership shares are held in joint tenancy or tenancy in common, or in either at the option of the persons applying for joint membership; (3) whether each of the joint members may have one vote; and (4) the exercise of the voting right of joint members 		<p>ss. 13, 42</p> <p>ss. 13, 42</p>	<p>Sch. B, Part 3</p> <p>Sch. B, s. 18, 19</p>

Item	Regulation	Act	Schedule B/ Model Rules
Financial Matters <ul style="list-style-type: none"> • the manner by which the cooperative will set the purchase price for a share without par value • whether membership shares with par value may be payable on call and/or forfeited for default in payment • with respect to share certificates, that the association must not issue membership share certificates • the payment of dividends on membership shares and investment shares 		s. 51 s. 52 s. 57 s. 66	Sch. B, ss. 27, 31-33 and Part 5 generally Sch. B, membership shares, s. 30; investment shares, s. 26 generally
Investment shares <ul style="list-style-type: none"> • if the Memorandum authorizes the issuance of investment shares, designation of each class of investment shares and the special rights and restrictions attached to each class, and, if applicable, state that investment shares may be issued to non-members • whether, and if so, how, investment shares may be transferred and provide a form of transfer 	s. 10	s. 49	Sch. B, s. 26 Sch. B, Part 7
Redemption of Shares <ul style="list-style-type: none"> • provision for the redemption of shares at the option of the association, if applicable • the period within, and the conditions on which, the association must redeem the membership shares and investment shares (in classes restricted for distribution to members only), of a person who withdraws from membership 	s. 10	s. 66 s. 38	Sch. B, s. 46, Part 9 generally Sch. B, s. 49, 50, and, Part 9 generally

Item	Regulation	Act	Schedule B/ Model Rules
Meetings <ul style="list-style-type: none"> • with respect to general meetings of the association, provision for semi-annual or other periodic meetings • the manner of giving notice of a general meeting or a meeting of investment shareholders or a class of investment shareholders, and of giving any other notice to a member or investment shareholder by the association, and • the information to be placed before each annual general meeting 		s. 145 s. 147 s. 153	Sch. B, ss. 62, 64-68 and Part 24 Sch. B, ss. 55-57
Voting <ul style="list-style-type: none"> • the majority of votes required to pass a special resolution of members, if it is to be greater than two-thirds • with respect to voting rights, that on an equality of votes, the chair at any meeting of members has a casting or second vote • proxy voting, specifically: (1) the distance that the member's residence must be from the place of meeting that will entitle the member to vote by proxy; (2) further restrictions on proxy voting; (3) the form and manner of proxy voting; or (4) that membership proxy voting is prohibited • with respect to voting choices, that members may vote in person at a general meeting or by mail ballot, as they choose 		s.1 ("special resolution") s. 40 s. 43 ss. 44, 149	Sch. B, ss. 96, 98-103
Meetings of investment shareholders <ul style="list-style-type: none"> • the convening and holding of meetings of investment shareholders or class meetings of investment shareholders • the voting rights and procedures for persons attending meetings of investment shareholders, or class meetings of investment shareholders, in a representative capacity [e.g. eligible organization representatives]. 	s. 10 s. 10	Part 8.1[143 to 153]	Sch. B, ss. 90-91 Sch. B, ss. Part 14

Item	Regulation	Act	Schedule B/ Model Rules
<p>Directors and Officers</p> <ul style="list-style-type: none"> • the restrictions, if any, on the powers of directors • the qualifications or disqualifications of directors • the grounds on which a director may be removed from office 	s. 10	s. 79 s. 80	Sch. B, s. 106 Sch. B, s. 118
<p>Records of the association</p> <ul style="list-style-type: none"> • the inspection of the accounting records of the association by members and investment shareholders 		s. 138	Sch. B, s 155

4.3. Signing the Rules

Like the Memorandum, each founding member of the co-op must sign their name in the presence of a witness on two original copies of the Rules.

A sample signing format is set out below, taken from Schedule C, Form 1 "Memorandum of Association" of the Cooperative Association Regulation.

"The following information must be provided for each subscriber. The full names must each be signed in the presence of a witness. Signatures, including those of witnesses, must be originals on both copies of this document. Only one witness is required, providing that he or she witnesses the signature of each subscriber, in which case the signature, name, and address of the witness may appear after the signatures of the subscribers and should include the following statement: "Witness to all Subscriber signatures".

.....
Signature of subscriber

.....
Signature of witness

.....
Name of subscriber (print)

.....
Full Name of witness (print)

Date:
[year, month, day]

.....
Full Address of witness"

SAMPLE MEMORANDUM: Victoria Arts and Crafts Cooperative^③

Form 1

Memorandum of Association
(Cooperative Association Act, Section 11 (a))

1. Full Name of Association

Victoria Arts and Craft Cooperative

2. Purpose of Association

The purpose of the association is to provide a marketing service and distribution network to sell the crafts and artisan products of its members and to buy, on behalf of its members, the supplies and raw materials they require to produce those products.

3. Authorized Share Capital:

Membership Shares

	<i>Maximum Number</i>	<i>Par Value</i>
Membership shares	Unlimited	\$10.00

Investment Shares

Class "A" Investment Shares	10,000	No Par Value
Class "B" Investment Shares	Unlimited	\$100.00

4. The liability of a member or investment shareholder of the Association is limited in accordance with the *Cooperative Association Act*.

5. We, the persons whose names and addresses are listed below, desire to be formed into an incorporated Association under the *Cooperative Association Act*, and by our signatures subscribe to the number of and class of shares set opposite our respective names.

^③ Note that this sample is for a co-op that does not impose restrictions on business and/or powers; nor is it going to make a declaration for unalterable winding up and dissolution provisions as permitted in sections 173 and 196(1) of the *Cooperative Association Act*.

Subscribers		Number of Membership Shares	Number and par value of each class of Investment Shares		
Name	Address	Shares Taken	Number	Class	Par Value
Frances Katt	73 Nelson Street Belleville, BC V0X 0X0	25	10	Class "A"	No Par Value
			10	Class "B"	\$100
Michelle Boulanger	50 Sugarloaf Road Belleville, BC V0X 0X0	25	4	Class "A"	No Par Value
			2	Class "B"	\$100
Juan Pescado	123 George St Belleville, BC V0X 0X0	25	15	Class "A"	No Par Value
			10	Class "B"	\$100
Total number of membership shares taken:		75			
Total number of Investment Shares taken:			29	Class "A" Investment Shares	Par Value
			22	Class "B" Investment Shares	\$100

Signature of Subscriber

Date

Signature of Subscriber

Date

Signature of Subscriber

Date

Signature of Witness

Date

Paramjit Gill
1234 Rainbow Drive
Belleville BC V0X 0X0
Witness to all Subscriber Signatures

NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Unit of the Registrar of Companies.

Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.

If you need assistance call our help telephone number at 250 356-2893.

Once your name is reserved, the next step is to submit the necessary information to incorporate a company or society, register a proprietorship, partnership or limited partnership or register a foreign entity as an extraprovincial company.

Please go to the Corporate Registry's Web site for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The Web site address is: www.fin.gov.bc.ca/registries.

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

FIRM NAMES

(partnership, proprietorship, limited partnership)

Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

RESEARCH YOUR CHOICES

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is protected, you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Approval form with three more choices and submit it to this office with another reservation fee.

FEES

The payment of fees in advance is a mandatory requirement of doing all business with the Registrar of Companies office.

Applicants are urged to consult the current Fee Schedule.

Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

PROCESS

This form allows you to make a maximum of three choices, **in order of preference**, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of **56 calendar days**. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

You can apply for your name in the following ways:

BY GOVERNMENT AGENT: Visit any Government Agent who will transmit the request to the Registrar. For locations go to www.governmentagents.gov.bc.ca

BY ONESTOP KIOSK: Visit your local OneStop kiosk location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca

BY MAIL: Names Unit, Registrar of Companies
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

You can also apply for your name by visiting the Names Unit in Victoria, located on the 2nd Floor of 940 Blanshard Street.

Results will be confirmed in the same manner as the application was made.

NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as "Tire Shop Ltd." and "Shoe Store Ltd." lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire** Shop Ltd. **Sandell's Shoe** Store Ltd.

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex** Enterprises Ltd. **Fabuform** Diet Centre Ltd.

A coined word, used in addition to a geographical location (e.g. Altrex Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop** Ltd. Victoria **Stationery** Ltd.

CORPORATE DESIGNATION

Incorporating companies **must have as the last word in the name**, the corporate designation, “Limited”, “Limitee”, “Incorporated”, “Incorporee” or “Corporation”.

For all purposes, using the abbreviations of these words (e.g. “Ltd.”, “Ltee.”, “Inc.” or “Corp.”) is acceptable.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use “Ltd.”, “Inc.” or “Corp.” in their names, but they may use “Company” or “Co.”

Societies should have the designation “Society” or “Association” as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word “Cooperative” in their name and may also use “Association”, “Society”, “Union” and “Exchange”.

A specially limited company must use the bracketed words “(Non-Personal Liability)” or “(N.P.L.)”, following the corporate designation.

SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is “345678 B.C. Ltd.”.

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

PERSONAL NAMES

In most cases, a natural person’s full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

EXTRAPROVINCIAL NAMES

Special consideration will be given to established extraprovincial companies applying for registration in the province, provided there is not a direct conflict in names.

SPECIAL CHARACTERS

The use of special characters (such as % or *) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The “ç” symbol will not be approved in a name under any circumstances.

NO SUGGESTION OF GOVERNMENT CONNECTION

The word “government” (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are “ministry”, “bureau”, “secretariat”, “commission” and “certified”.

The use of “British Columbia” or “BC” as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words “British Columbia” and “BC” will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words “Crown” or “Royal” in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. Neither the Registrar of Companies nor the Ministry of Finance can accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 250 356-2893.



Ministry of Finance
 Corporate and Personal
 Property Registries
 www.fin.gov.bc.ca/registries

Mailing Address:
 PO Box 9431 Stn Prov Govt
 Victoria BC V8W 9V3
 Location:
 2nd Floor – 940 Blanshard Street
 Victoria BC

NAME REQUEST

NAME
 APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Phone: 250 356-2893 or
 604 775-1044 (Greater Vancouver only)

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 *Company Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

- Please retain the yellow copy for your records. The Name Reservation Office will notify you by letter once your request is completed.
- **Please type or print clearly.**
- **SHADED AREAS ARE FOR OFFICE USE ONLY.**

PRIORITY REQUEST – Additional fee required	
<input type="checkbox"/> YES – This is a priority request and I have enclosed an additional fee for this service.	
ROUTING SLIP NO.	DEBIT BCOL ACCOUNT NO.
FOLIO NO.	DEPOSIT ACCOUNT TRANSACTION NO.
GOVT. AGENT TRANSACTION DATE YYYY MM DD	DATE RECEIVED YYYY MM DD
GOVT. AGENT TRANSACTION NO.	GOVT. AGENT AMOUNT COLLECTED \$

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. APPLICANT FAX NO. CONTACT PERSON NAME

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)

CORPORATION PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

Is this request for an extra provincial registration in B.C.? <input type="checkbox"/> YES <input type="checkbox"/> NO	IF YES, SUPPLY THE JURISDICTION	NATURE OF BUSINESS
--	---------------------------------	--------------------

ADDITIONAL INFORMATION

Name Request (*first choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*second choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*third choice*) **PLEASE TYPE OR PRINT CLEARLY**



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
NOTICE OF
REGISTERED OFFICE
Form 2**

COOPERATIVE ASSOCIATION ACT

Section 14 (b)

Enquiries: 250 356-8673

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

Instructions:

- 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.**
- In Box B, enter the exact name as shown in Item 1 of the association's memorandum, or on the Certificate of Incorporation or Change of Name.
- In Box C, enter the complete **physical address**. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
- Additional information and forms are available on the internet at:
www.fin.gov.bc.ca/registries

A CERTIFICATE OF INCORPORATION NUMBER
(OFFICE USE ONLY)

CP

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.

B FULL NAME OF ASSOCIATION (Enter the exact name as shown on the memorandum)

C FULL ADDRESS OF REGISTERED OFFICE – *Include postal code*

PROVINCE	POSTAL CODE
B.C.	

D **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



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
LIST OF
FIRST DIRECTORS**
Cooperative Association Act
Section 14(a)

Enquiries: 250 356-8673

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. Attach an additional sheet if more space is required.
2. One director must be ordinarily resident in British Columbia.
3. 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 Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
4. 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.

FULL NAME OF ASSOCIATION (Enter the exact name as shown on the memorandum)

DIRECTORS – List full names and addresses of all directors

LAST NAME	FIRST NAME & INITIALS (IF ANY)	RESIDENTIAL ADDRESS (INCLUDE POSTAL / ZIP CODE)

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