Guide - Memorandum of Association

Now that you have decided to review your rules and occupancy agreement, it's worth taking a few extra minutes to review your memorandum of association (the Memorandum).

The Memorandum and certificate of incorporation are the documents that establish your legal existence as an association incorporated under the Cooperative Association Act of British Columbia (the Co-op Act). If you can't find these important documents, true copies are available from the Corporate Registry in Victoria. See Letter to the Registrar requesting certified true copy of registered Rules.

The Memorandum will date back to when your co-op was first incorporated. It will include:

- The co-op's full name

- The co-op's purpose

- Any restrictions on the co-op's business or powers

- Authorized share capital

- Provisions dealing with the distribution of the co-op's property if it is wound up or dissolved (these provisions may be in your rules if you do not see them in the Memorandum)

- The full names and addresses of the founding members (the incorporators).

A typical co-op will not have had any reason to refer to its Memorandum since it was incorporated. As a result, it may have become outdated over time with various changes to the *Co-op Act* and other factors.

You should refer to your Memorandum to ensure that:

- The share subscription requirement is up to date (i.e. not based on the capital value of the unit)

- Share redemption practices are current (e.g. co-ops can no longer index member shares to inflation)

- The co-op's status as a tax-exempt non-profit organization for Canada Revenue Agency purposes is clearly established

- The provisions affecting dissolution or winding up (if they are in the Memorandum) are consistent with section 173 of the *Co-op Act*.

If in doubt, you can ask your lawyer or CHF BC to review your Memorandum and offer advice.

Referenced Documents and Relevant Resources

- Letter to the Registrar Requesting Certified True Copy of Registered Rules.

This is part of the Model Rules 2.0 document collection.