

INFORMATION FOR VOLUNTARY DISSOLUTION UNDER SECTION 71 OF THE *SOCIETY ACT*

Thank you for your request on how to dissolve a society under section 71 of the *Society Act*.

STEP ONE

In order to dissolve a society, the following requirements must be completed and the documents filed with the Registrar:

*Note: the society must be in good standing (up to date in annual report filings) as at the date the ordinary resolution is passed. If the society is not in good standing, submit the outstanding annual reports **along** with the Voluntary Dissolution documents.*

- a. A **Form 10**, Ordinary Resolution, (**see Sample No. 1**), in duplicate, passed by the members of the society, requesting the registrar to strike the society from the register.
- b. A joint affidavit (**see Sample No. 2**) by two directors stating:
 - how the society has disposed of its assets (or a statement that the society had no assets to distribute); and
 - that the society has no debts or liabilities.

Note: the affidavit is to be sworn before a Commissioner for Oaths or a Notary Public with a seal affixed.

The society will be dissolved on the date set by the registrar once the above requirements are completed and the documents are filed.

FEES

The total filing fees required are \$30. To file a single affidavit, the filing fee is \$15. To file the **Form 10**, Ordinary Resolution, the filing fee is \$15 (which includes a certified copy). *Note: if an additional affidavit is required, an additional \$15 is to be submitted.*

If you wish your documents processed on a **priority basis**, an additional \$100 will be required, **in addition** to the regular filing fee of \$30.

Send your documents, 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

The Registrar will forward a certified copy of the **Form 10**, Ordinary Resolution, and confirmation of the dissolution of the society to the submitting party once the documentation has been filed and will publish, in the BC Gazette, a notification of the dissolution.

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 Registry at **250 356-8626**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-1047**. Corporate Registry staff **cannot** provide legal or business advice.



SAMPLE NO. 1

Sample of the Ordinary Resolution
passed by the members of the society

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a directors' resolution

in accordance with the by-laws of the Society on the [day] day of [month], [year] :
(Day) (Month) (Year)

"RESOLVED

Dated this [day] day of [month], [year] ."
(Day) (Month) (Year)

[insert full name of society]

(Name of Society)

by [signature] [relationship to society]
(Signature) (Relationship to Society)

*** Strike out words which do not apply.**

- [Note — (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) 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.
Telephone number: 250 356-8609.]

Filing Fee: Special resolution, except a special resolution for borrowing, \$50. Special resolution for borrowing \$40. Ordinary resolution \$40. Directors' resolution \$40.

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

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 Society 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 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

SAMPLE NO. 2

Sample of the joint affidavit by two directors typed on plain white paper

**IN THE MATTER OF
[insert full society name]
AND THE BRITISH COLUMBIA COMPANY ACT
RSBC 1996, CHAPTER 62, SECTION 258**

AFFIDAVIT

We, **[insert name of director]** of **[insert full residential address]** in the Province of British Columbia and **[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 am a director of **[insert full society name]** (the "Society") and have personal knowledge of the matters hereinafter set forth.
2. I, **[insert name of director]**, declare that I am a director of the Society and have personal knowledge of the matters hereinafter set forth.
3. The Society has parted with all its assets by **[insert statement on how the society actually disposed of its assets – e.g. "distributing them among the groups mentioned below:" and list the groups – or a statement that the society had no assets to distribute.]**
4. The Society has no debts or liabilities.

SWORN BEFORE ME at the
City of **[city]**, in the Province of
British Columbia, on **[insert date]**.

[signature of director]

[name of director]
Director

[signature of Commissioner]

A Commissioner for taking Affidavits for
British Columbia

[signature of director]

[name of director]
Director

Dissolution and restoration

- 71** (1) Despite the repeal of the *Company Act*, R.S.B.C. 1996, c. 62, Part 9 of that Act continues to apply to a society and an extraprovincial society as though Part 9 of that Act had not been repealed.
- (2) A society that has as a purpose one of those mentioned in section 2(1) must not be restored to the register without the written consent required under that section.

Society with insurance purposes

- 72** Prepaid membership dues of members of a society having a purpose not prohibited by section 14, paid in advance in respect of a period extending beyond the date of the order appointing a liquidator, must be
- (a) treated as a debt of the society, and
 - (b) paid proportionately with the other unpreferred claims,
- and benefits are not payable to those members for an accident, illness or other cause arising after the date of the order.

Disposal of assets

- 73** (1) On the winding up and dissolution of a society with a charitable purpose, the assets must not be distributed among the members, and unless the constitution, bylaws or a resolution of the members provides for the payment, transfer and delivery of the assets remaining, after all debts have been paid or provision for payment has been made, to a charitable institution or to trustees on trust for a charitable purpose, the assets remaining must be paid, transferred or delivered to the Minister of Finance.
- (2) On the winding up and dissolution of a society without a charitable purpose, unless the constitution, bylaws or resolution of the members provides otherwise, after all debts have been paid or provision for payment has been made, the assets remaining must be paid, transferred or delivered to the Minister of Finance.
- (3) In this section, a society having any of the following purposes has a charitable purpose:
- (a) the relief of poverty;
 - (b) the advancement of education;
 - (c) the advancement of religion;
 - (d) any other purpose beneficial to the community.
- (4) If a society is wound up, the assets remaining, after all debts have been paid or provision for payment has been made, must be paid, transferred or delivered to the persons entitled to receive those assets.

COMPANY ACT (RSBC 1996) Chapter 62

Part 9 – Dissolution and Restoration

Division 1 – Cancellation

Section 258 – Dissolution by request

Dissolution by request

258 If a company

- (a) by ordinary resolution requests the registrar to strike it off the register, and
- (b) files with the registrar a copy of the resolution and an affidavit of 2 or more directors or, if the company has only one director, an affidavit of that director, proving what disposition the company has made of its assets and that the company has no debts or liabilities,

the registrar may strike the company off the register and, on being struck off, the company is dissolved.



SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of

a special resolution* passed

an ordinary resolution

a directors' resolution

in accordance with the by-laws of the Society on the _____ day of _____, _____:
(Day) (Month) (Year)

"RESOLVED

Dated this _____ day of _____, _____."
(Day) (Month) (Year)

(Name of Society)

by _____
(Signature) (Relationship to Society)

*** Strike out words which do not apply.**

[Note — (a) No special resolution has effect until accepted by the Registrar of Companies.

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