



NATIONAL ASSEMBLY

FIRST SESSION

THIRTY-SEVENTH LEGISLATURE

Bill 239

(Private)

**An Act to provide for the continuance of the
Conseil de la coopération du Québec as a
cooperative and the amalgamation by absorption
of the Fondation pour l'éducation à la coopération
and the Association pour l'éducation des jeunes
coopératrices et coopérateurs**

Introduced 15 November 2005**Passage in principle 14 December 2005****Passage 14 December 2005****Assented to 16 December 2005**

Bill 239

(Private)

AN ACT TO PROVIDE FOR THE CONTINUANCE OF THE CONSEIL DE LA COOPÉRATION DU QUÉBEC AS A COOPERATIVE AND THE AMALGAMATION BY ABSORPTION OF THE FONDATION POUR L'ÉDUCATION À LA COOPÉRATION AND THE ASSOCIATION POUR L'ÉDUCATION DES JEUNES COOPÉRATRICES ET COOPÉRATEURS

AS the mission of the Conseil de la coopération du Québec is to participate in Québec's social and economic development by encouraging a flourishing cooperative movement in Québec by bringing together and representing, among others, cooperatives, federations, confederations, financial services cooperatives and mutual associations;

As the Conseil is a non-profit association governed by Part III of the Companies Act (R.S.Q., chapter C-38);

As the members of the Conseil want it to be continued as a cooperative governed by Title I of the Cooperatives Act (R.S.Q., chapter C-67.2) so that it may adopt the legal form it promotes;

As this continuance was unanimously approved by resolutions adopted on 7 December 2004 and 14 March 2005 by the board of directors and the general meeting of members of the Conseil;

As, in addition to the powers of a cooperative, the Conseil must have certain powers of a federation within the meaning of Title III of the Cooperatives Act to achieve its object;

As the Fondation pour l'éducation à la coopération, a cooperative governed by the Cooperatives Act, and the Association pour l'éducation des jeunes coopératrices et coopérateurs, a non-profit association governed by Part III of the Companies Act, share common educational objectives in the cooperative field;

As it is desirable that the Fondation participate in an amalgamation by absorption by the Association in order to avoid duplication of structures and foster more efficient management, operations and mobilization;

As this amalgamation by absorption was unanimously approved by resolutions adopted by the boards of directors of the Fondation and the Association on 12 September 2005, and by resolutions adopted by special meetings of the members of the Association and the members of the Fondation on 12 September 2005 and 28 October 2005 respectively;

As no legislative provision allows the amalgamation by absorption of a cooperative and a non-profit association;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

TITLE I

CONTINUANCE OF THE CONSEIL DE LA COOPÉRATION DU QUÉBEC AS A COOPERATIVE GOVERNED BY THE COOPERATIVES ACT

1. The Conseil de la coopération du Québec, a non-profit association governed by Part III of the Companies Act (R.S.Q., chapter C-38), continues its existence under the name Conseil de la coopération du Québec as a cooperative governed by Title I of the Cooperatives Act (R.S.Q., chapter C-67.2).

Despite any provision of Title I of the Cooperatives Act, the Conseil continued as a cooperative may exercise the powers provided in paragraphs 1, 2 and 3 of section 236 of the Cooperatives Act and those provided in sections 237 and 238 of that Act.

2. The articles of the Conseil continued as a cooperative are those given in the schedule to this Act.

3. The members of the Conseil on 30 December 2005 become members of the Conseil continued as a cooperative. They are deemed to have subscribed for ten common shares of the capital stock of the Conseil continued as a cooperative, with a par value of \$10 per share, payable under the terms determined by by-law.

4. The directors of the Conseil on 30 December 2005 are the first directors of the Conseil continued as a cooperative.

5. The board of directors of the Conseil continued as a cooperative may adopt its first by-laws, which are to remain in force until confirmed, replaced or amended at the first general meeting of members following the coming into force of this Act.

6. The board of directors of the Conseil continued as a cooperative may, by resolution, assign any title to the general manager, including that of president of the Conseil.

TITLE II**AMALGAMATION BY ABSORPTION OF THE FONDATION POUR L'ÉDUCATION À LA COOPÉRATION AND THE ASSOCIATION POUR L'ÉDUCATION DES JEUNES COOPÉRATRICES ET COOPÉRATEURS**

7. The Fondation pour l'éducation à la coopération, a cooperative governed by the Cooperatives Act, is amalgamated by absorption by the Association pour l'éducation des jeunes coopératrices et coopérateurs, a non-profit association governed by Part III of the Companies Act, which acquires the Fondation's rights and assumes its obligations.

The absorbing Association remains constituted and governed by Part III of the Companies Act without any interruption or modification of its legal existence or its objects.

Proceedings to which the absorbed Fondation is a party are continued by or against the absorbing Association without continuance of suit.

8. The members of the absorbing Association are the Conseil de la coopération du Québec, the Centrale des syndicats du Québec and the Confédération des syndicats nationaux. The members of the absorbed Fondation do not become members of the absorbing Association.

9. The absorbing Association may admit other members in accordance with its by-laws.

10. As long as they are members of the absorbing Association,

(a) the Conseil is entitled to a minimum of three quarters of all voting rights at the general and special meetings of the absorbing Association and has the right to elect a minimum of three quarters of the absorbing Association's directors;

(b) the Confédération and the Centrale are each entitled to at least one vote at the general and special meetings of the absorbing Association and each is entitled to elect at least one director.

11. The capital stock of the absorbed Fondation is cancelled.

12. Within six months following a notice to that effect, the members of the absorbed Fondation may require the absorbing Association to reimburse the subscription price they paid for shares they held in the capital stock of the Fondation on 30 December 2005.

A member who does not claim this reimbursement within the prescribed time is deemed to have made a gift of it to the absorbing Association.

13. The name of the absorbing Association is replaced by "Fondation pour l'éducation à la coopération".

TITLE III

LEGAL PUBLICITY

14. Within 60 days following the coming into force of this Act, the Conseil continued as a cooperative and the Fondation pour l'éducation à la coopération must send a copy of this Act to the enterprise registrar to be deposited in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45).

TITLE IV

FINAL PROVISION

15. This Act comes into force on 31 December 2005.

SCHEDULE

1. **Name**

CONSEIL DE LA COOPÉRATION DU QUÉBEC

2. **Object**

The object of the Conseil de la coopération du Québec is to participate in Québec's social and economic development by encouraging a flourishing cooperative movement in Québec in accordance with the principles and values of the International Co-operative Alliance. To achieve this object, the Conseil

— fosters concerted action between cooperative sectors and between them and their partners;

— represents and defends the interests of the Québec cooperative movement as a whole; and

— facilitates cooperative development in order to increase the beneficial effects of cooperation for its members and for the general public.

3. Indicate, if applicable, whether the cooperative elects to be governed by Division I of Chapter I of Title II of the Act

N/A

4. **Other provisions**

The Conseil de la coopération du Québec will not attribute a rebate or pay interest on preferred shares issued to its members.