

### **279.440 Consolidation.**

- (1) Any two (2) or more cooperatives (each of which is hereinafter designated a "consolidating cooperative"), may consolidate into a new cooperative (hereinafter designated the "new cooperative"), by complying with the following requirements of this section.
- (2) The proposition for the consolidation of the consolidating cooperative into the new cooperative and proposed articles of consolidation to give effect thereto shall be submitted to a meeting of the members of each consolidating cooperative, the notice of which shall have attached thereto a copy of the proposed articles of consolidation.
- (3) If the proposed consolidation and the proposed articles of consolidation with any amendments are approved by the affirmative vote of not less than two-thirds (2/3) of those members of each consolidating cooperative voting thereon at each such meeting, articles of consolidation in the form approved shall be executed and acknowledged on behalf of each consolidating cooperative by its president or vice president and its seal shall be affixed thereto and attested by its secretary. The articles of consolidation shall recite that they are executed pursuant to this section and shall state:
  - (a) The name of each consolidating cooperative and the address of its principal office;
  - (b) The name of the new cooperative and the address of its principal office;
  - (c) A statement that each consolidating cooperative agrees to the consolidation;
  - (d) The names and addresses of the trustees of the new cooperative; and
  - (e) The terms and conditions of the consolidation and the mode of carrying the same into effect, including the manner in which members and shareholders, if any, of the consolidating cooperative may or shall become members and shareholders, respectively, of the new cooperative; and may contain any provisions not inconsistent with KRS 279.310 to 279.600 deemed necessary or advisable for the conduct of the business of the new cooperative.
- (4) The president or vice president of each consolidating cooperative executing such articles of consolidation shall make and annex thereto an affidavit stating that the provisions of this section in respect of such articles were duly complied with by such cooperative.

**Effective:** March 25, 1950

**History:** Created 1950 Ky. Acts ch. 147, sec. 14, effective March 25, 1950.