

**16-16-1608 Approval or abandonment of merger by members.**

- (1) Subject to Subsections (2) and (3), a plan of merger shall be approved by:
  - (a) at least two-thirds of the voting power of members present at a members meeting called under Subsection 16-16-1607(2); and
  - (b) if the limited cooperative association has investor members, at least a majority of the votes cast by patron members, unless the organic rules require a greater percentage vote by patron members.
- (2) The organic rules may provide that the percentage of votes under Subsection (1)(a) is:
  - (a) a different percentage that is not less than a majority of members voting at the meeting;
  - (b) measured against the voting power of all members; or
  - (c) a combination of Subsections (2)(a) and (b).
- (3) The vote required to approve a plan of merger may not be less than the vote required for the members of the limited cooperative association to amend the articles of organization.
- (4) Consent in a record to a plan of merger by a member shall be delivered to the limited cooperative association before delivery of articles of merger for filing pursuant to Section 16-16-1609 if as a result of the merger the member will have:
  - (a) personal liability for an obligation of the association; or
  - (b) an obligation or liability for an additional contribution.
- (5) Subject to Subsection (4) and any contractual rights, after a merger is approved, and at any time before the effective date of the merger, a limited cooperative association that is a party to the merger may approve an amendment to the plan of merger or approve abandonment of the planned merger:
  - (a) as provided in the plan; and
  - (b) except as prohibited by the plan, with the same affirmative vote of the board of directors and of the members as was required to approve the plan.
- (6) The voting requirements for districts, classes, or voting groups under Section 16-16-404 apply to approval of a merger under this part.

Amended by Chapter 378, 2010 General Session