

16-16-102 Definitions.

In this chapter:

- (1) "Articles of organization" means the articles of organization of a limited cooperative association required by Section 16-16-302. The term includes the articles as amended or restated.
- (2) "Board of directors" means the board of directors of a limited cooperative association.
- (3) "Bylaws" means the bylaws of a limited cooperative association. The term includes the bylaws as amended or restated.
- (4) "Certificate of authority" means a certificate issued by the division for a foreign cooperative to transact business in this state.
- (5) "Contribution," except as used in Subsection 16-16-1008(3), means a benefit that a person provides to a limited cooperative association to become or remain a member or in the person's capacity as a member.
- (6) "Cooperative" means a limited cooperative association or an entity organized under any cooperative law of any jurisdiction.
- (7) "Designated office" means the office that a limited cooperative association or a foreign cooperative is required to designate and maintain under Subsection 16-16-117(1)(a).
- (8) "Director" means a director of a limited cooperative association.
- (9) "Distribution," except as used in Subsection 16-16-1007(5), means a transfer of money or other property from a limited cooperative association to a member because of the member's financial rights or to a transferee of a member's financial rights.
- (10) "Division" means the Division of Corporations and Commercial Code.
- (11) "Entity" means a person other than an individual.
- (12) "Financial rights" means the right to participate in allocations and distributions as provided in Part 10, Contributions, Allocations, and Distributions, and Part 12, Dissolution, but does not include rights or obligations under a marketing contract governed by Part 7, Marketing Contracts.
- (13) "Foreign cooperative" means an entity organized in a jurisdiction other than this state under a law similar to this chapter.
- (14) "Governance rights" means the right to participate in governance of a limited cooperative association.
- (15) "Investor member" means a member that has made a contribution to a limited cooperative association and:
 - (a) is not required by the organic rules to conduct patronage with the association in the member's capacity as an investor member in order to receive the member's interest; or
 - (b) is not permitted by the organic rules to conduct patronage with the association in the member's capacity as an investor member in order to receive the member's interest.
- (16) "Limited cooperative association" means an association organized under this chapter.
- (17) "Member" means a person that is admitted as a patron member or investor member, or both, in a limited cooperative association. The term does not include a person that has dissociated as a member.
- (18) "Member's interest" means the interest of a patron member or investor member under Section 16-16-601.
- (19) "Members meeting" means an annual members meeting or special meeting of members.
- (20) "Organic law" means the statute providing for the creation of an entity or principally governing its internal affairs.
- (21) "Organic rules" means the articles of organization and bylaws of a limited cooperative association.
- (22) "Organizer" means an individual who signs the initial articles of organization.

- (23) "Patron member" means a member that has made a contribution to a limited cooperative association and:
 - (a) is required by the organic rules to conduct patronage with the association in the member's capacity as a patron member in order to receive the member's interest; or
 - (b) is permitted by the organic rules to conduct patronage with the association in the member's capacity as a patron member in order to receive the member's interest.
- (24) "Patronage" means business transactions between a limited cooperative association and a person which entitle the person to receive financial rights based on the value or quantity of business done between the association and the person.
- (25) "Person" means an individual, corporation, business trust, cooperative, estate, trust, partnership, limited partnership, limited liability company, limited cooperative association, joint venture, association, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.
- (26) "Principal office" means the principal executive office of a limited cooperative association or foreign cooperative, whether or not in this state.
- (27) "Record," used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
- (28) "Required information" means the information a limited cooperative association is required to maintain under Section 16-16-114.
- (29) "Sign" means, with present intent to authenticate or adopt a record:
 - (a) to execute or adopt a tangible symbol; or
 - (b) to attach to or logically associate with the record an electronic symbol, sound, or process.
- (30) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.
- (31) "Transfer" includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law.
- (32) "Voting group" means any combination of one or more voting members in one or more districts or classes that under the organic rules or this chapter are entitled to vote and can be counted together collectively on a matter at a members meeting.
- (33) "Voting member" means a member that, under the organic law or organic rules, has a right to vote on matters subject to vote by members under the organic law or organic rules.
- (34) "Voting power" means the total current power of members to vote on a particular matter for which a vote may or is to be taken.

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