

**501.611 Definitions.**

When used in this part, unless the context otherwise requires:

1. “*Consolidation*” means the uniting of two or more cooperatives organized under this chapter into one cooperative organized under this chapter, in such manner that a new cooperative is formed, and the new cooperative absorbs the others, which cease to exist as separate entities.

2. “*Dissenting member*” means a voting member who votes in opposition to the plan of merger or consolidation and who makes a demand for payment of the fair value under section 501.615.

3. “*Fair value*” means the cash price that would be paid by a willing buyer to a willing seller, neither being under any compulsion to buy or sell.

4. “*Issue price*” means the amount paid for an interest in the old cooperative or the amount stated in a notice of allocation of patronage distributions.

5. “*Merger*” means the uniting of two or more cooperatives organized under this chapter into one cooperative organized under this chapter, in such manner that one of the merging associations continues to exist and absorbs the others, which cease to exist as entities. “*Merger*” does not include the acquisition, by purchase or otherwise, of the assets of one cooperative by another, unless the acquisition only becomes effective by the filing of articles of merger by the cooperatives and the issuance of a certificate of merger pursuant to sections 501.617 and 501.618.

6. “*New cooperative*” is the cooperative resulting from the consolidation of two or more cooperatives organized under this chapter.

7. “*Old cooperative*” means the cooperative in which the member owns or owned a membership prior to merger or consolidation.

8. “*Surviving cooperative*” is the cooperative resulting from the merger of two or more cooperatives organized under this chapter.

98 Acts, ch 1152, §35, 69