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CONVERGENCE OF LEGAL GROUNDS FOR LIQUIDATION OF COOPERATIVES

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Abstract. In doctrine, based on the analysis of legal events preceding liquidation, a basic distinction is made between the following types of cooperative liquidation: statutory liquidation, voluntary liquidation and compulsory liquidation. The legal grounds for the transition or placing of a cooperative into liquidation are exhaustively defined in cooperative law. The multitude of legal grounds for the liquidation of a cooperative may lead to a convergence of these grounds and, thus, to their competition, which, if possible, must be resolved.

Keywords: grounds for liquidation; statutory liquidation; compulsory liquidation; voluntary liquidation.

1. GENERAL REMARKS

The legal basis for the transition or placing cooperative into the state of liquidation is exhaustively defined in cooperative law. In principle, it applies to all types of primary cooperatives.[1] Given the nature of liquidation provisions as *ius cognes* norms, the articles of association of a cooperative cannot provide for other reasons for liquidation of a cooperative than those specified in the Act or regulate them in a manner contrary to its provisions.

The multitude of legal grounds for liquidation of a cooperative may lead to competition between these grounds. This raises two fundamental questions. The first is whether their concurrence is permissible, and once this question has been answered in the affirmative, the second question arises as to how it should be resolved.

In doctrine, based on an analysis of legal events preceding liquidation, a basic distinction is made between the following types of cooperative liquidation: statutory liquidation, voluntary liquidation and compulsory liquidation [Grzybowski 1930, 41-43; Siedlecki 1951, 75; Bierzanek 1989, 85]. The legal grounds for liquidating a cooperative can be divided, based on the criterion

[1] See the judgment of the Supreme Court of 19 January 2001, ref. no. I CKN 1039/98, "Prawo Bankowe" 2001, no. 7-8, item 22.

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of the necessity or possibility of initiating liquidation proceedings, into legal grounds that always result in the cooperative being placed in liquidation and those that merely enable the cooperative to be placed in such a state.

Article 113(1) of the Cooperative Law[2] provides for mandatory grounds for the liquidation of a cooperative, while Article 114(1) of the Cooperative Law provides for optional grounds. The legal basis for the liquidation of a cooperative can also be divided, based on the source of legal regulation, into constitutional grounds, which are specified in Article 113(1) points 1-3 of the Cooperative Law and Article 114(1) points 1-3 of the Cooperative Law. From this point of view, it is inappropriate to divide the reasons for the liquidation of a cooperative into statutory and statutory reasons, as the latter can never be different from the former. The other group in this category includes non-constitutional grounds.

2. STATUTORY LIQUIDATION

Placing a cooperative in liquidation by operation of law is mandatory. Pursuant to Article 113(1) points 1 and 2 of the Cooperative Law, a cooperative shall be placed in liquidation *ex lege*: upon expiry of the period for which, according to its articles of association, the cooperative was established, as a result of a reduction in the number of members below that specified in the articles of association or in the Act, if the cooperative does not increase the number of members to the required number within one year. This occurs automatically without the need for a relevant resolution by the general meeting or the audit union. In such cases, the law requires that the cooperative be placed in liquidation without exception. For this reason, if one of the above-mentioned reasons for liquidation occurs, neither the bodies nor the members of the cooperative have any influence on its liquidation.

The period of operation of a cooperative may only be specified in the cooperative's statute, which defines its duration, provided that it was established for a fixed period. Otherwise, the cooperative shall be deemed to have been established for an indefinite period. Due to the fact that amending the statute of a cooperative is a rather lengthy and time-consuming process, it should be planned well in advance so that the deadline originally specified in the statute is not exceeded (Article 12a(1) and Article 38(1) point 10 of the Cooperative Law). The only and irreversible consequence of missing the deadline will be the liquidation of the cooperative. An amendment to the articles of association only has legal effect once it has been entered in the National Court Register. However, it seems that there are no obstacles to amending the statute during the liquidation proceedings, as the provisions of cooperative law do not prohibit amendments to the statute during liquidation. In such

[2] Act of 16 September 1982, Journal of Laws No. 30, item 210 [hereinafter: Cooperative Law].

a case, the liquidator, and not the cooperative's management board, will be responsible for reporting the relevant amendment to the registry court (Article 12a(2) of the Cooperative Law in statute with regard to the legal basis for liquidation under Article 113(1)(1) of the Cooperative Law is not limited by a time limit, as is the case with the basis under Article 113(1)(2) of the Cooperative Law. Once the statute has been effectively amended, the liquidation of the cooperative will become irrelevant and should be terminated immediately. This may take place by virtue of a resolution of the general meeting restoring the cooperative's activity, which should be reported by the liquidator to the National Court Register, Such a solution would be analogous to the one already existing under Article 116(1) of the Cooperative Law [Stepnowska 2023, 537; Idem 2020, 396]. However, this raises a problem, as this provision refers only to voluntary liquidation based on Article 113(1)(2) of the Cooperative Law. The literature on this subject points out that placing a cooperative in liquidation on the basis of Article 113(1) points 1 and 2 of the Cooperative Law and Article 114(1) of the Cooperative Law excludes the possibility of restoring such cooperative activity [Stefaniak 2005, 130; Witosz 1985, 59]. In such cases, the cooperative's transition into liquidation is definitive, final and irreversible [Cioch 2005, 118; Idem 2007, 67]. Without denying the validity of this position, especially considering the unambiguous wording of Article 116(1) of the Cooperative Law, it should be postulated that the legislator *de lege ferenda* should consider the possibility of restoring the cooperative's activities as a result of a change in the statutes made by the cooperative's authorities. There are no arguments for depriving cooperative members who still wish to operate within a given cooperative corporation of the right to continue to exist, especially when the failure to amend the statutes was solely the fault of the members of the management board. Such a regulation would prevent the continuation of a lengthy and costly liquidation process and enable the cooperative members to continue to achieve their goals without having to start their activities anew. In the opposite situation, it would be necessary to reestablish the cooperative.

Another legal basis for placing a cooperative in liquidation, described in Article 113(1)(2) of the Cooperative Law, is a reduction in the number of members below the number specified in the statute or in the Act. This condition for placing a cooperative in liquidation provides for a fairly significant reservation, namely that in order for it to be fulfilled, there must be a permanent loss of members, i.e. lasting longer than one year [Krzekotowska 2003, 111].

Theoluteion to the situation of reducing the number of cooperative members below that specified in the statute is the possibility of amending the articles of association [Jedliński 2002, 247; Pietrzykowski 1990, 166]. The change is only possible if the number of cooperative members remains higher than the statutory minimum. There are no obstacles, as was the case with the liquidation of a cooperative established for a fixed period, to the amendment

of the statute during the liquidation proceedings. For the reasons given above, it is necessary to create a legal basis for restoring the cooperative's activities if, during the liquidation stage, the statutes are amended and the remaining persons acting within the corporation, whose number exceeds the statutory limit, intend to continue their economic activity.

3. VOLUNTARY LIQUIDATION

A cooperative may also be liquidated at the request of its members by virtue of resolutions adopted by the general meeting (Article 113(1)(3) of the Cooperative Law). This is a type of voluntary liquidation and is based on two fundamental principles: the voluntary nature of the establishment and liquidation of a cooperative, and self-government, which should be understood as the right of members to decide on the most important matters of the cooperative, including the liquidation of the cooperative. Voluntary liquidation is closely linked to the corporate nature of a cooperative, where a group of people associated in it not only decides on the establishment of the cooperative, but also on its dissolution. Therefore, only the general meeting has the power to put the cooperative into liquidation at the will of its members, and it cannot transfer this power to another body of the cooperative (Article 38(1) point 8 of the Cooperative Law). Similarly, it is unacceptable for the cooperative's statute to transfer this power to another body.

The absence of any of the above events will make it impossible to initiate liquidation proceedings. The *sine qua non* condition for placing a cooperative in liquidation is that all the above conditions are met. The statutory obstacles to voluntary liquidation are justified by the importance of the decision, which should be taken after careful consideration by as many members as possible (if not all). The lack of agreement among the members of the cooperative who voted against these resolutions does not violate the principle of voluntary membership in the cooperative and neither does it prevent the initiation of liquidation proceedings. The motives that guided the members of the cooperative in making decisions on the liquidation of the cooperative also have no impact on the effectiveness of the resolutions adopted. The motives and factual reasons on the basis of which the resolutions to put the cooperative into liquidation were adopted are not subject to review by the registry court, as they result from the principle of voluntary establishment and liquidation of cooperatives.

Voluntary liquidation cannot be replaced by a resolution of the cooperative members to suspend business activities for an indefinite period. Such a resolution would serve the same purpose as liquidation, i.e. to cease business activities and *de facto* the existence of the cooperative in economic transactions.[3]

[3] See the grounds for the ruling of the Court of Appeal in Gdańsk of 12 October 1994, ref. no. I ACr 614/94, OSA 1995, item 2, subpoint 7.

Such a motion may be submitted by an audit union or the National Cooperative Council, provided that this cannot occur in a situation where these cooperative organisations have placed the cooperative in liquidation by virtue of their own resolutions.

A meeting of the cooperative's highest authority, at which a decision on the restoration of its activities is to be made, may be convened on the initiative of the liquidator, the supervisory board and the members of the cooperative in the number of persons who, in accordance with the provisions of the statute or the Act, may request the convening of a general meeting.

A resolution of the general meeting on the restoration of the cooperative's activities should be immediately reported to the National Court Register. Such a report may be made by the management board or the liquidator. The latter may do so provided that he has not been dismissed earlier by the highest body of the cooperative for any reason. At the same time, it should be emphasised that such a statutory provision, which duplicates the competences of liquidators and the management board with regard to the same obligation, has another purpose. Namely, the cooperative's activities may be resumed both before the formal opening of liquidation proceedings and after that event. In a situation where the cooperative's activities are reactivated before the opening of liquidation proceedings, it should be considered that the legislator has rightly included the possibility of such a resolution also being submitted by the management board, because in practice, very often immediately after a cooperative is placed in liquidation, a liquidator has not yet been appointed, which will be discussed in detail in the chapter on the appointment and dismissal of liquidators. Therefore, the management board may rightly submit such a notification before the opening of liquidation proceedings, when a liquidator has not yet been appointed [Stepnowska 2009, 87].

The restoration of the activities of a cooperative under liquidation may only take place by virtue of a resolution of the general meeting. It is not possible to replace a resolution of the general meeting with a decision of the liquidator acting on the basis of an authorisation granted by the audit union (NCR) pursuant to Article 119(3) of the Cooperative Law. This is clearly indicated in Article 116(1) of the Act, which applies only to voluntary liquidation.

4. COMPULSORY LIQUIDATION

Compulsory liquidation takes place pursuant to a decision of the statutory audit association to which the cooperative belongs. With regard to cooperatives that are not members of this association, such powers are vested in the National Cooperative Council. The literature points out that this type of liquidation is a manifestation of the continuing centralisation of the cooperative movement and constitutes a case of the liquidation

of a cooperative being detached from the will of the members of the corporation [Gersdorf 1983, 54-58]. It is the most important exception to the principles of voluntariness and self-government of each cooperative corporation, which have already been mentioned many times. Compulsory liquidation takes place in the event of serious irregularities in the functioning of the cooperative, both in the economic and legal-organisational areas, the occurrence of which calls into question the very existence of the cooperative [Bierzanek 1989, 76]. The content of Article 242(1) point 3 of the Cooperative Law Act indicates that a revision union shall be liquidated on the basis of a court ruling issued at the request of the National Cooperative Council in the event that the cooperative union grossly violates the law or the provisions of its statutes through its activities.

Pursuant to Article 114(1)(1-3) of the Act, the audit union to which the cooperative belongs may adopt a resolution to put the cooperative into liquidation if: the cooperative's activities show gross and persistent violations of the law or the provisions of the statute, the cooperative was registered in violation of the law, the cooperative has not conducted any economic activity for at least one year.

The first case of placing a cooperative in liquidation refers to a situation where the cooperative's activities show gross and persistent violations of the law or the provisions of the statute. Persistent violation should be understood as meaning that the cooperative's actions that are contrary to the law or the articles of association must be repetitive and long-lasting. If the improper conduct of the cooperative's authorities consists in evading the performance of obligations arising from the provisions of law or the articles of association, e.g. in the area of tax obligations, post-inspection recommendations or documentation of business activities [Gersdorf and Ignatowicz 1985, 197; Gerstorf 1983, 55; Bierzanek 1989, 77]. A gross violation is a serious and significant violation, usually relating to fundamental organisational matters and the manner, subject matter and scope of the cooperative's economic activity. The cooperative's action is serious when it violates the existing legal order and thus undermines the principle of the rule of law [Mączyński 1980, 71].

The revision body (National Cooperative Council) will always be obliged not only to identify a specific violation of the law or the articles of association, but also to prove that the identified negligence was serious and occurred over a long period of time. Therefore, in practice, it is assumed that the only grounds for compulsory liquidation are violations that the cooperative has not remedied despite being requested to do so by the cooperative organisation supervising it within the specified time limit [Bierzanek 1989, 77].

Compulsory liquidation may also occur if the cooperative was registered in violation of the law [Pietrzykowski 1995, 131-32]. This provision applies

to situations where a cooperative has already been registered and covers cases involving the absence of provisions in the articles of association or failure to perform certain actions. However, the scope of the regulation does not include cases where an application for registration has been submitted by an unauthorised person or in violation of the jurisdiction of the court, as well as cases of invalidity of the articles of association. This is because a cooperative cannot be established if it does not have articles of association. This reason shall not apply in the event of the repeal of a resolution on the division of a cooperative [Lackoroński 2024]. The reason for liquidation is related to the fact that a cooperative, as an entrepreneur, is subject to mandatory entry in the court register (Article 7 of Cooperative Law). Upon entry in such a register, the cooperative acquires legal personality (a so-called constitutive entry in the register) and from that moment on is a subject of civil law relations. However, this basis for placing a cooperative in liquidation raised doubts as to the need to include it in cooperative law.

It is indisputable that a cooperative is registered in violation of the law when the court's decision ordering its entry in the register is legally revoked [Stefaniak 2005, 129; Pietrzykowski 1995, 132]. Therefore, only the effective revocation of the decision to enter the cooperative in the register is the basis for its liquidation. If the cooperative has been organised correctly and in accordance with the provisions of the Act, and only the content of the founding documents (statutes) is not in accordance with the law, then regardless of the reaction of the registry court, which after setting an appropriate deadline may impose a fine on the cooperative's authorities, the audit union to which the cooperative belongs should also call on the cooperative to remedy the identified deficiencies. However, it does not appear that, despite the lack of response from the authorities of such a cooperative, the audit union will be entitled to put it into liquidation until the court's decision to enter the cooperative in the register is revoked.

Compulsory liquidation pursuant to Article 114(1)(3) of the Cooperative Law may occur if the general meeting adopts a resolution to suspend business activities for an indefinite period. Such a resolution undermines the essence and purpose of a cooperative as a legal entity and cannot be considered consistent with Article 1(1) of the Act.[4]

It is recognised that a resolution on the liquidation of a cooperative should be preceded by certain preliminary steps [Stepnowska 2009, 91]. Only after completing these steps will the cooperative organisation have a full overview of the cooperative's current situation and be able to make an appropriate

[4] See, inter alia, the judgment of the Court of Appeal in Gdańsk of 12 October 1994, ref. no. I ACr 614/94, OSA 1995, item 2, subpoint 7; Supreme Court resolution of 21 January 2001, ref. no. III CZP 44/00, OSNC 2001, No. 5, subpoint 69 and of 13 December 2000, ref. no. III CZP 43/00, OSNC 2001, No. 5,subpoint 69.

decision. Therefore, a cooperative may be placed in compulsory liquidation when it is not possible to remedy the situation by other available legal means.

The adoption of an appropriate resolution by the audit union does not automatically place the cooperative in liquidation. The resolution, together with its justification, must be delivered to the cooperative. The Act does not specify the deadline for delivering the audit union's resolution to the relevant cooperative. It is recommended that this be done immediately [Stecki 1987, 171]. Therefore, if the cooperative does not obtain a judgment repealing the resolution, it will remain in force despite its defectiveness consisting in a violation of the law.[5] When challenging the resolution, the cooperative may limit itself to refuting the factual basis cited in the justification and will allege, in particular, the lack of grounds specified in Article 114(1) of the Cooperative Law for placing the cooperative in liquidation.

If the resolution is not appealed within the statutory time limit or if the decision dismissing the claim or discontinuing the proceedings becomes final, the audit union may apply to the court to open liquidation proceedings and appoint a liquidator at the same time (Article 114(2) of the Act on Cooperative Law).

The doctrine assumes that the supervisory association which placed the cooperative in compulsory liquidation is entitled, in the course of liquidation, to decide to restore the cooperative's operations [Gersdorf and Ignatowicz 1966, 194; Stecki 1987, 171-72]. The main argument in favour of this position is the fact that the Cooperative Law does not contain any provision that would prohibit the audit union from changing a previously made decision.

FINAL CONCLUSIONS

There can be no objection to the possibility of more than one legal basis for the transfer or liquidation of the same cooperative. Thus, a situation may arise in which a cooperative that has not been conducting business activity for a long time will see its membership fall below the level specified in its articles of association or in the Act, and this situation will continue for at least one year. Undoubtedly, this will result in a real concurrence of the legal grounds for statutory liquidation under Article 113(1)(2) of the Act and compulsory liquidation under Article 114(1)(3) of the Act.

The premise for liquidating a cooperative is a situation lasting for one year in which the number of cooperative members is less than the statutory or legal minimum. This obstacle is intended to enable the cooperative to regain old members or acquire new ones during this period to reach the required number, thus preventing the liquidation discussed here. The cooperative's

[5] Supreme Court ruling of 7 May 1992, ref. no. I CRN 59/92, OSNCAP 1993, No. 4, subpoint 65.

statutes may only increase the required number of members. Failure to meet the one-year deadline will result in the mandatory liquidation of the cooperative. The Act no longer imposes on the audit union (National Cooperative Council) the obligation to set a deadline for a cooperative experiencing a decline in membership to increase its membership to at least the level required by cooperative law or the statutes. There is also no legal basis for extending the deadline for replenishing members by the audit union or the National Cooperative Council as provided for in the Act.

In practice, this situation raises the question of which authority should submit an application to the court registry to initiate the liquidation of the cooperative. The entity authorised to file the application is either the cooperative's management board (liquidator) pursuant to Article 113(2) of the Act or the audit union pursuant to Article 114(2) of the Act, but only after the liquidation resolution has been adopted and has become final. There is no doubt that an organisation that does not conduct economic activity, despite having other characteristics typical of a cooperative (e.g. assets, statutes, authorities), is not a cooperative.[6] The doctrine emphasises that conducting business activity is a requirement that every cooperative must meet throughout its entire existence [Malerowicz 2002, 120ff]. The above view should only be supplemented by the fact that during liquidation, a cooperative cannot undertake new economic activity, but should aim to complete its current activities as quickly as possible, as stipulated in Article 119(2) of the Cooperative Law. Furthermore, it should be noted that conducting economic activity in the interests of its members is its main objective.

A cooperative is not conducting business activity when it does not perform the activity specified in its articles of association or resulting from specific provisions, falling within the scope of its main and secondary activities.

It should be assumed that when submitting an application for liquidation, the management board or liquidator is required to attach documents confirming the current number of members of the cooperative and the dates of their departure, to the extent necessary for the registry court to determine that the statutory conditions for liquidation have been met on the basis of Article 113(1)(2) of the Cooperative Law.

The answer to this question can be found in the structure of the Cooperative Law Act and the order in which the individual legal grounds for liquidation are listed. Since the legislator has, in a sense, divided the legal grounds for liquidation of a cooperative into two separate groups, indicated separately in Article 113(1) of the Cooperative Law and Article 114(1) of the Cooperative Law, it can be assumed that he must have been guided by the

[6] See the resolutions of the Supreme Court of 21 January 2001, ref. no. III CZP 44/00, OSNC 2001, No. 5, subpoint 69 and of 13 December 2000, ref. no. III CZP 43/00, OSNC 2001, No. 5, item 69.

criterion of their importance. To be more precise, the violations listed in the first of these provisions (except, of course, in the case of voluntary liquidation) are of such importance that the further functioning of the cooperative is already impossible and pointless, and therefore it must be compulsorily liquidated. In the event of reasons justifying compulsory liquidation, which are of lesser importance, the legislator made the initiation of liquidation dependent on the decision of the competent superior cooperative organisation. It was no coincidence that the legislator first listed the statutory grounds for placing a cooperative in liquidation, which should always lead to the liquidation of the cooperative. Only later did it mention the compulsory grounds for liquidation, which may only result in the cooperative organisation adopting a resolution to place the cooperative in liquidation. It should be concluded that priority should be given to the statutory grounds for liquidation [Stepnowska 2009].

Where there is a concurrence of statutory and compulsory grounds for placing a cooperative in liquidation, the body obliged to apply for the deletion of the cooperative from the register is its management board or, alternatively, the liquidator appointed by it, and not the superior cooperative organisation. The same procedure should be followed in the event of a combination of voluntary grounds for liquidation with any of the compulsory legal grounds for liquidation.

The dilemma indicated above will not arise if there is a concurrence of statutory grounds and the adoption of liquidation resolutions by the general meeting (voluntary liquidation), as in both cases Article 113(2) of the Cooperative Law applies.

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