



REGISTRY OF CO-OPERATIVE SOCIETIES
Ministry of Culture, Community and Youth

22 August 2025

VOLUNTARY DISSOLUTION OF CO-OPERATIVE SOCIETY
GUIDELINES FOR LIQUIDATOR

Introduction

These Guidelines are intended to provide liquidators with guidance on the liquidation process for voluntary dissolution of a co-operative society (“co-op”). These Guidelines must not be taken as legal advice and must be read in conjunction with the Co-operative Societies Act 1979. In these Guidelines,

- a. “Act” refers to the Co-operative Societies Act 1979;
- b. “Registrar” means the Registrar of Co-operative Societies; and
- c. “Registry” means the Registry of Co-operative Societies.

2. The appointed liquidator is strongly encouraged to familiarize himself/herself with the legislative requirements of the Act pertaining to the liquidation of a co-op, such as but not limited to, those listed in Annex A. If the liquidator has any doubt about the scope or application of the legal requirements mentioned in this Guide, the liquidator is strongly encouraged to seek legal advice.

Commencement of Liquidation

3. Under section 83(6) of the Act, a liquidator must not wind up a co-op until any appeal instituted under section 83(4) has been determined or until 2 months after the date of the winding up order, as the case may be.

Submission of Quarterly Reports

4. As required under section 84(5) of the Act, a liquidator must submit to the Registrar quarterly reports stating the progress made in winding up the affairs of the co-op. The first report will cover the 3-month period starting from date of winding up order. The quarterly reports shall be submitted to the Registry within two weeks from the end of each quarterly period. A recommended outline is detailed in Annex B.

Scheme of Distribution (“SoD”)

5. Under section 88 of the Act, the assets available for distribution must be applied first to the costs of liquidation, then to the discharge of the liabilities, then to the payment of the share capital or subscription capital. Further, under section 84(1)(k), a liquidator



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must submit a SoD for approval by the Registrar before the distribution of any assets of the co-op.

6. The liquidator shall propose a SoD no later than 3 months after the liquidation has commenced¹. Where the liquidator requires more time to submit the SoD, the liquidator shall seek the Registry's approval on the proposed extension. The SoD shall contain sufficient information on the proposed distribution of assets. The liquidator may also propose an interim and a final SoD if necessary. See sample SoD in Annex C. Where the assets available for distribution are insufficient to discharge liabilities in full, the liquidator shall clearly state the total amount due to each creditor or classes of creditors and the basis of distribution.

7. After the Registrar has approved the SoD, the Registry will inform the liquidator to proceed with the distribution of assets.

Liquidator's Fees

8. Prior to the liquidator's appointment, the liquidator would have obtained sufficient information from the co-op, such as latest financial position and membership size, to provide a quotation on the liquidator's fees² for the dissolution of the co-op. The liquidator's fees and scope of work shall be agreed with the co-op prior to the issuance of winding up order for the co-op. The proposed liquidator's fees will be indicated in the Registrar's letter of appointment of the liquidator.

9. The liquidator shall promptly inform the Registrar of any potential increase in the approved liquidator's fees and seek the Registrar's approval before any payment is made. This will include additional fees which the liquidator may incur pursuant to the co-op's request(s) for the liquidator to take on additional work outside the original scope of work. In seeking approval, the liquidator shall provide:

- a. details of additional work items and basis for the additional fees; and
- b. supporting documents that the co-op has requested for or agreed to the additional work (if applicable); and
- c. the co-op's written agreement to the proposed increase in liquidation fees.

Submission of Final Report

¹ 2 months after the making of a winding up order under section 83 of the Act by the Registrar or after confirmation of the order on appeal.

² All mention of liquidator's fees is excluding GST and disbursements.



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10. Under section 84(5) of the Act, on completion of the liquidation proceedings, a liquidator shall submit a final report and hand over to the Registrar all books, registers and accounts relating to the proceedings kept by the liquidator.

11. The final report must include the approved SoD which summarises the income and expenditures and net liquidation proceeds, where applicable. The liquidator must provide explanation in the final report if there is any deviation from the approved SoD. Where the liquidator has appointed a storage vendor to store the co-op's records, the liquidator shall include in the final report the date when these records will be destroyed by the storage vendor.

12. The liquidator shall submit the following relevant supporting documents with the final report:

- a. confirmation from the bank(s) for the closure of bank accounts after all cheques issued have been cleared;
- b. final bank statement(s) and bank reconciliation where applicable; and
- c. where applicable, final list of members/creditors with unclaimed monies with details such as full name per ID, ID number, contact addresses and amounts unclaimed (in Word or Excel format).

Closure of Liquidation

13. After the liquidator has submitted the final report and supporting documents in paragraphs 11 and 12 above, and the Registrar is satisfied that the affairs of the co-op have been wound up, the Registrar will make an order cancelling the registration of the co-op. The notice of closure of liquidation and cancellation of registration will be published in the *Gazette*. The Registry will send copies of these to the liquidator.

Timeline for Submission of Reports

14. Please refer to [Annex D](#) for a summary of the timeline for submission of various reports.

15. If you have any queries on this guideline, please contact the Registry via email at MCCY_regcoop@mccy.gov.sg.

Prepared by : Registry of Co-operative Societies

Date : 22 August 2025



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Annex A

Legislative Provisions on Liquidation of Co-operative Society

Sections 83, 84, 88 and 89 of the Co-operative Societies Act 1979 (“the Act”), version as at August 2025 (*added emphasis as underlined in table below*).

The extract below is for illustrative purposes only and the liquidator shall refer to the Singapore Statutes Online for the latest version of the Act.

Section	Description
Dissolution of societies	
83(1)	If the Registrar, after holding an inquiry under section 79 or after making an examination under section 80 or on receipt of an application made by 75% of the members of a society present and voting at an extraordinary general meeting convened for the purpose, is of the opinion that the society ought to be wound up, the Registrar may issue an order directing it to be wound up.
83(2)	<p>The Registrar may, on the Registrar’s own initiative, issue an order directing a society to be wound up, if the Registrar is satisfied that —</p> <p>(a) the society has ceased working;</p> <p>(b) the membership of the society is reduced —</p> <p style="padding-left: 40px;">(i) in the case of a primary society, to less than 5 persons (each of whom qualifies for membership under section 39); or</p> <p style="padding-left: 40px;">(ii) in the case of a secondary society, to less than 2 persons, each being a society, a trade union or a platform work association;</p> <p>(c) the society has breached any of its terms and conditions of registration mentioned in section 9(4)(a) or varied or added under section 9A;</p> <p>(d) the society has contravened section 16A(1) or 16B(1);</p> <p>(e) the society has (whether before, on or after 10 April 2018) failed, for 2 or more consecutive years, to comply with section 34(1);</p> <p>(f) the society has failed, for 2 or more consecutive years, to comply with section 53(1);</p>



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Section	Description
	<p>(g) the by-laws of the society are insufficient, or are no longer sufficient, to provide for the proper administration and management of the society;</p> <p>(h) the society is or has been used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore;</p> <p>(i) it would be contrary to the national security or interest for the society to continue to be registered;</p> <p>(j) the society —</p> <ul style="list-style-type: none"> (i) is unable to meet its obligations, is insolvent, or suspends payments to its members or creditors; or (ii) informs the Registrar that it is or is likely to become insolvent, or to be unable to meet its obligations, or that it has suspended or is about to suspend payments to its members or creditors; <p>(k) the society does not have any officer who is capable of doing both of the following:</p> <ul style="list-style-type: none"> (i) directing and managing the affairs of the society; (ii) keeping the records and accounts of the society; or <p>(l) it is not in the interests of the members of the society for the society to continue its operations.</p>
83(3)	No society may be wound up except by an order of the Registrar.
83(4)	A member of a society may, within 2 months after the date of a winding up order under subsection (1) or (2), appeal in writing against the order to the Minister and the decision of the Minister is final.
83(5)	When making a winding up order under subsection (1) or (2), the Registrar may appoint a liquidator for this purpose and fix the liquidator's remuneration.



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Section	Description
83(6)	A liquidator must not wind up a society until any appeal instituted under subsection (4) has been determined or <u>until 2 months after the date of the winding up order</u> , as the case may be.
Powers of liquidator	
84(1)	<p>Subject to any order made by the Registrar under section 85, a liquidator appointed by the Registrar has power to —</p> <ul style="list-style-type: none"> (a) take immediate possession of all assets belonging to the society and of all books, records and other documents pertaining to the business thereof; (b) carry on the business of the society so far as may be necessary for winding up beneficially, except that the liquidator is not for this purpose entitled to issue any loan; (c) fix by notice in the <i>Gazette</i> a day before which creditors must state their claims for admission or be excluded from any distribution made before they have proved them; (d) refer a dispute to arbitration and institute and defend suits and other legal proceedings on behalf of the society by the liquidator's name or office; (e) give such directions in regard to the collection and realisation of assets as may be necessary in the course of winding up the society; (f) investigate all claims against the society and, subject to the provisions of this Act, decide by order questions of priority arising between claimants; (g) pay claims against the society (including interest payable up to the date of the winding up order) according to the respective priorities (if any) in full or to such extent as the assets of the society permit; (h) compromise any claim by or against the society, provided that the Registrar's approval has first been obtained; (i) call such meetings of members as may be necessary for the proper conduct of the liquidation, giving at least 15 clear days' notice of every such meeting;



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	<p>(j) decide by order subject to any by-law limiting the liability of members and subject to sections 46 and 47 the contributions to be made by members, past members or by the estates of deceased members of the society to its assets;</p> <p>(k) arrange for the distribution of the assets of the society in a convenient manner when <u>a scheme of distribution has been approved by the Registrar</u>; and</p> <p>(l) order by what persons and in what proportions the costs of the liquidation are to be borne.</p>
84(2)	Any person aggrieved by any order of the liquidator made under subsection (1)(f), (j) or (l) may appeal in writing to the Registrar within 30 days after the date of the order.
84(3)	A person aggrieved by a decision of the Registrar under subsection (2) may appeal in writing to the Minister within 30 days after the decision and the decision of the Minister is final and conclusive.
84(4)	A liquidator must deposit the funds and other assets of a dissolved society which are collected by the liquidator or which come into the liquidator's possession as liquidator in such manner and in such place as may from time to time be determined by the Registrar.
84(5)	A liquidator must, <u>once in every 3 months</u> , submit to the Registrar a report stating the progress made in winding up the affairs of the society, and must, <u>on completion of the liquidation proceedings</u> , submit a <u>final report</u> and hand over to the Registrar all books, registers and accounts relating to the proceedings kept by the liquidator.
84(6)	A liquidator appointed under this Act, insofar as such powers are necessary for carrying out the purposes of this section, has power to summon and enforce the attendance of parties and witnesses and to compel the production of documents by the means and, so far as may be, in the same manner as is provided in the case of a District Court.
Disposal of assets on liquidation	
88	Upon winding up of a society, the <u>assets must be applied first to the costs of liquidation</u> , then to the <u>discharge of the liabilities of the</u>



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Section	Description
	society, then to the payment of the share capital or subscription capital, and then, provided that the by-laws permit, to the payment of a dividend or patronage refund at a rate not exceeding that laid down in the Rules or in the by-laws for any period during which no dividend or patronage refund was in fact paid.
Cancellation of registration	
89(1)	When the affairs of a society, in respect of which a liquidator has been appointed, have been wound up or, where no liquidator has been appointed, either 2 months after the making of a winding up order under section 83 by the Registrar or after confirmation of the order on appeal, the Registrar must make an order cancelling the registration of the society and the society is dissolved and ceases to exist as a body corporate starting on the date of the order.
89(2)	The <u>claim of a creditor or a member of the society who has not received what is due</u> to the creditor or the member of the society (as the case may be) under the approved scheme of distribution is <u>proscribed 2 years after the date of cancellation of registration</u> , and a notice of closure of liquidation and cancellation of registration must be published in the <i>Gazette</i> .
89(3)	Any moneys remaining after the application of the funds to the purposes specified in section 88 and any sums unclaimed after 2 years under subsection (2) must not be divided among the members, except in the case of the liquidation of a secondary society or a co-operative apex organisation, but must be carried to the Co-operative Societies Liquidation Account kept by the Registrar.
89(4)	Despite subsection (3) — (a) where the members of a society have approved at a general meeting prior to the winding up of the society that all or any part of the remaining moneys of the society and unclaimed sums (if any) mentioned in that subsection (collectively called the relevant surplus) be applied to one or more charitable purposes or donated to one or more charities; and



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Section	Description
	<p>(b) the Registrar has approved that the whole or part of the relevant surplus be applied to all or any of those charitable purposes or donated to all or any of those charities, as the case may be,</p> <p>the whole or part of the relevant surplus approved by the Registrar is not to be transferred to the Co-operative Societies Liquidation Account, but must be applied or donated in accordance with the Registrar's approval.</p>
89(5)	<p>Any moneys or sums transferred to the Co-operative Societies Liquidation Account may be utilised for all or any of the following purposes as the Minister may from time to time direct:</p> <p>(a) for transfer to the Central Co-operative Fund;</p> <p>(b) for the costs of engaging a statutory manager or statutory adviser appointed under section 94(1) or 94A(1), including (but not limited to) the remuneration or fee of the statutory manager or statutory adviser, and any disbursements reasonably incurred in the performance of the duties of the statutory manager or statutory adviser;</p> <p>(c) for the resolution of financial instability in, or an imminent serious threat to the financial stability of, a credit society or a class of credit societies;</p> <p>(d) for the costs of and in relation to the liquidation of a society in a particular case;</p> <p>(e) generally for the furtherance of co-operative principles in such manner as the Minister may determine.</p>
89(6)	<p>The interest accruing in respect of any sum carried to the Co-operative Societies Liquidation Account in accordance with subsection (3) may be applied for such of the purposes specified in subsection (5) as the Minister may from time to time direct.</p>
89(7)	<p>In this section —</p> <p>“charitable purpose” means a purpose which is exclusively charitable according to the law of Singapore;</p>



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Section	Description
	“charity” means a charity as defined in section 2(1) of the Charities Act 1994, whether or not registered under that Act.



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Annex B

Sample Outline of Quarterly Report

<ABC CO-OPERATIVE LIMITED> (IN LIQUIDATION)
(Unique Entity No. <UEN>)

LIQUIDATORS' REPORT
(Pursuant to Section 84(5) of the
Co-operative Societies Act 1979)

Voluntary Dissolution

1. <ABC Co-operative Limited ("ABC Co-op")> held an extra-ordinary meeting on <date> and obtained members' approval for its voluntary dissolution.

Appointment

2. On <date>, pursuant to Section 83(1) of the Co-operative Societies Act 1979, the Registrar of Co-operative Societies issued a winding up order for <ABC Co-op>. Further, pursuant to Section 83(5), the Registrar appointed <Mr XXX > of <Name of firm> as the liquidator of the <ABC Co-op>.

Financial Position and Membership as at <date> (i.e. Date of Commencement of Winding Up)

3. <ABC Co-op> has the following assets and liabilities as at the date of winding up order:

<u>Assets</u>	
Total Assets	
<u>Liabilities</u>	
Total Liabilities	
Net Assets	



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4. <ABC Co-op> has <xxx> ordinary members and <yyy> associate members as at <date>.

5. **Receipts and Payments for the Period <date X> to <date X + 3 months>**

Receipts	
Total Receipts	
Less Payments	
Total Payments	
Balance funds as at <date>	

Outstanding Matters

6. The outstanding matters pertaining to the liquidation of <ABC Co-op> are as follows:

- a. Seek Registrar's approval for the Scheme of Distribution
- b. Realisation/disposal of assets;
- c. Contact and make payment to the creditors;
- d. Contact co-ops' members for the return of share capital.

7. The next quarterly report will be submitted by <date>.

<Name of liquidator>

Liquidator

<Date>



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Annex C

Sample Proposed Scheme of Distribution for Registrar's Approval

Proposed Interim/Final Scheme of Distribution	\$
Assets available for distribution	
- Bank balance as at xxx [takeover date]	
- Receipts	
To be applied to:	
(1) Cost of liquidation	
- Liquidators' fees (showing disbursements and GST)	
- Any other expenses	
(2) Discharge of liabilities – section 84(1)(g)	
- xxx	
(3) Payment to members for return of subscription capital / share capital / dividends (if applicable)	
- xxx	
Moneys remaining after the application of the funds above:	
(4) Donation to approved charity (or charities); or	
(5) Transfer to Co-operative Societies Liquidation Account	



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Annex D

Timeline for Submission of Liquidator's Reports

