National Credit Union Administration

§ 708b.302

Conversion of Insurance (Federal Credit Union).

Unless the Regional Director approves the use of different forms, a federal credit union must use the following forms in this section in connection with a conversion to a nonfederally-insured state charter.

(a) Form letter notifying NCUA of intent to convert:

(insert name), NCUA Regional Director
(insert address of NCUA Regional Director)
Re: Notice of Intent To Convert to State Charter and to Private Share Insurance
Dear Director (insert name):

In accordance with federal law at Title 12, United States Code Section 1785(b)(1)(D), I request the National Credit Union Administration approve the conversion of (insert name of federal credit union) to a state charter in (insert name of state) and from federal share insurance to private primary share insurance with (insert name of private insurance company).

On (insert date), the board of directors of (insert name of credit union) resolved to pursue the charter conversion and the conversion from federal insurance to private insurance. A copy of the resolution is enclosed.

On (insert date), the credit union plans to solicit the vote of our members on the conversion. The credit union will employ (insert name, address, and telephone number of independent entity) to conduct the vote. The credit union will use the form notice and ballot required by NCUA regulations, and will certify the results to NCUA as required by NCUA regulations.

Aside from the notice and ballot, the credit union (does)(does not) intend to provide our members with additional written information about the conversion. I understand that NCUA regulations forbid any communications to members, including communications about NCUA insurance or private insurance, that are inaccurate or deceptive.

I have enclosed a copy of a letter from (insert name and title of state regulator) indicating approval of our conversion to a state charter.

(Insert name of State) allows credit unions to obtain primary share insurance from (insert name of private insurance company). I have enclosed a copy of a letter from (insert name and title of state regulator) establishing that (insert name of private insurer) has the authority to provide (insert name of credit union), after conversion to a state charter, with primary share insurance.

I have enclosed a copy of a letter from (insert name of private insurer) indicating it has accepted (insert name of credit union) for primary share insurance and will insure the credit union immediately upon the date that it loses its federal share insurance.

I am aware of the requirements of 12 U.S.C. 1831t(b), including all notification and acknowledgment requirements.

Enclosed you will also find other information required by NCUA’s Chartering and Field of Membership Manual, Chapter 4, § III.C.

The point of contact for conversion matters is (insert name and title of credit union employee), who can be reached at (insert telephone number).

Sincerely,

(signature),
Chief Executive Officer.
Enclosures

(b) Form notice to members of intent to convert and special meeting of members:

NOTICE OF PROPOSAL TO CONVERT TO A STATE CHARTER AND TO NONFEDERALLY-INSURED STATUS AND SPECIAL MEETING OF MEMBERS

(INSERT NAME OF CONVERTING CREDIT UNION)

On (insert date), the board of directors of your credit union approved a proposition to convert from federal share (deposit) insurance to private insurance and to convert from a federal credit union to a state-chartered credit union. You are encouraged to attend a special meeting of our credit union at (insert address) on (insert time and date) to address this proposition.
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PURPOSE OF MEETING

The meeting has two purposes:
1. To consider and act upon a proposal to convert your credit union from a federal charter to a state charter and your account insurance from federal insurance to private insurance.
2. To approve the action of the Board of Directors in authorizing the officers of the credit union to carry out the proposed conversion.

INSURANCE CONVERSION

Currently, your accounts have share insurance provided by the National Credit Union Administration, an agency of the federal government. The basic federal coverage is up to $100,000, but accounts may be structured in different ways, such as joint accounts, payable-on-death accounts, or IRA accounts, to achieve federal coverage of much more than $100,000. If the conversion is approved, your federal insurance will terminate on the effective date of the conversion. Instead, your accounts in the credit union will be insured up to $(insert dollar amount) by (insert name of insurer), a corporation chartered by the State of (insert name of State). The federal insurance provided by the National Credit Union Administration is backed by the full faith and credit of the United States government. The private insurance you will receive from (insert name of insurer), however, is not guaranteed by the federal or any state or local government.

IF THIS CONVERSION IS APPROVED, AND THE (insert name of credit union) FAILS, THE FEDERAL GOVERNMENT DOES NOT GUARANTEE YOU WILL GET YOUR MONEY BACK.

Also, because this conversion, if approved, would result in the loss of federal share insurance, the credit union will, at any time between the approval of the conversion and the effective date of conversion and upon request of the member, permit all members who have share certificates or other term accounts to close the federally-insured portion of those accounts without an early withdrawal penalty. (This is an optional sentence. It may be deleted without the approval of the Regional Director. The members must be informed about this right, however, as described in 12 CFR 708b.302(c).)

The board of directors has concluded that the proposed conversion is desirable for the following reasons: (Insert reasons) (This is an optional paragraph. It may be deleted without the approval of the Regional Director.).

The proposed conversion will result in the following one-time cost associated with the conversion: (List the total estimated dollar amount, including (1) the cost of conducting the vote, (2) the cost of changing the credit union’s name and insurance logo, and (3) attorney and consultant fees.)

The conversion must have the approval of a majority of members who vote on the proposal, provided at least 20 percent of the total membership participates in the voting.

Enclosed with this Notice of Special Meeting is a ballot. If you cannot attend the meeting, please complete the ballot and return it to (insert name and address of independent entity conducting the vote) by no later than (insert time and date). To be counted, your ballot must reach us by that date and time.

By order of the board of directors.

(signature of Board Presiding Officer)

(insert title and date)

(c) Form ballot:

BALLOT FOR CONVERSION TO STATE CHARTER AND NONFEDERALLY-INSURED STATUS

(INSET NAME OF CONVERTING CREDIT UNION)

Name of Member: (insert name)
Account Number: (insert account number)

I understand if the conversion of the (insert name of credit union) is approved, the National Credit Union Administration share (deposit) insurance I now have, up to $100,000, or possibly more if I use different accounts structures, will terminate upon the effective date of the conversion. Instead, my shares in the (insert name of credit union) will be insured up to $(insert dollar amount) by (insert name of insurer), a corporation chartered by the State of (insert name of state). The federal insurance provided by the National Credit Union Administration is backed by the full faith and credit of the United States Government. The private insurance provided by (insert name of insurer) is not.
I FURTHER UNDERSTAND THAT, IF THIS CONVERSION IS APPROVED
AND THE (insert name of credit union) FAILS, THE FEDERAL
GOVERNMENT DOES NOT GUARANTEE THAT I WILL GET MY MONEY
BACK.

I vote on the proposal as follows (check one box):
[ ] Approve the conversion of charter and
conversion to private insurance and author-
ize the Board of Directors to take all nec-
essary action to accomplish the conversion.
[ ] Do not approve the conversion of char-
ter and the conversion to private insurance.
Signed:
(Insert printed member’s name)
Date:

(d) Form certification to NCUA of
member vote:

CERTIFICATION OF VOTE ON CONVERSION TO
STATE CHARTER AND NONFEDERALLY-INSURED STATUS

We, the undersigned officers of the (insert
name of converting credit union), certify the
completion of the following actions:
1. At a meeting on (insert date), the Board
of Directors adopted a resolution to seek the
conversion of our credit union to a state
charter and the conversion of our primary
share insurance coverage from NCUA to (in-
sert name of private insurer).

2. Not more than 30 nor less than 7 days be-
fore the date of the vote, copies of the notice
of special meeting and ballot, as approved by
the National Credit Union Administration,
were mailed to our members.

3. The credit union arranged for the con-
duct of a special meeting of our members at
the time and place announced in the Notice
to consider and act upon the proposed con-
version.

4. At the special meeting, the credit union
arranged for an explanation of the conver-
sion to the members present at the special
meeting.

5. The (insert name), an entity independent
of the credit union, conducted the membership
vote at the special meeting. The mem-
bers voted as follows:

(insert) Number of total members
(insert) Number of members present at the
special meeting
(insert) Number of members present who
voted in favor of the conversion
(insert) Number of members present who
voted against the conversion
(insert) Number of additional written bal-
lots in favor of the conversion
(insert) Number of additional written bal-
lots opposed to the conversion
(insert “20% or more”) OR (insert “Less
than 20%”) of the total membership voted.
Of those who voted, a majority voted (insert
“in favor of”) OR (“against”) conversion.
The action of the members at the special
meeting was recorded in the minutes.

This certification signed the (insert date).
(signature of Board Presiding Officer)
(insert typed name and title)
(signature of Board Secretary)
(insert typed name and title)

I (insert name), an officer of the (insert
name of independent entity that conducted
the vote), hereby certify that the informa-
tion recorded in paragraph 5 above is accu-
rate.

This certification signed the (insert date):
(signature of officer of independent entity)
(typed name, title, and phone number)

[70 FR 3288, Jan. 24, 2005, as amended at 73
FR 30477, May 28, 2008]

§ 708b.303 Conversion of insurance
through merger.

Unless the Regional Director ap-
proves the use of different forms, a fed-
erally-insured credit union that is
merging into a nonfederally-insured
credit union must use the forms in this
section.

(a) Form notice to members of intent
to merge and convert and special meet-
ing of members:

NOTICE OF SPECIAL MEETING ON PROPOSAL TO
MERGE AND CONVERT TO NONFEDERALLY-INSURED STATUS

(INSERT NAME OF MERGING CREDIT UNION)

On (insert date), the Board of Directors of
your credit union approved a proposition to
merge with (insert name of continuing credit
union) and to convert from federal share (de-
posit) insurance to private insurance. You
are encouraged to attend a special meeting
of our credit union at (insert address) on (in-
sert time and date).

PURPOSE OF MEETING
The meeting has two purposes: