

**§ 708a.6**

vote. The Regional Director will notify the credit union within 30 calendar days of receipt of the credit union's notice of intent to convert if the Regional Director disapproves of the proposed methods and procedures applicable to the membership vote. The credit union's prior submission of the notice of intent does not relieve the credit union of its obligation to certify the results of the membership vote required by § 708a.6 or eliminate the right of the Regional Director to disapprove the actual methods and procedures applicable to the membership vote if the credit union fails to conduct the membership vote in a fair and legal manner.

[63 FR 65535, Nov. 27, 1998, as amended at 64 FR 28735, May 27, 1999]

**§ 708a.6 Certification of vote on conversion proposal.**

The board of directors of the converting credit union must certify the results of the membership vote to the Regional Director within 10 calendar days after the vote is taken. The board of directors must also certify at this time that the notice, ballot and other written materials provided to members were identical to those submitted pursuant to § 708a.5 or provide copies of any new or revised materials and an explanation of the reasons for the changes.

**§ 708a.7 NCUA oversight of methods and procedures of membership vote.**

(a) The Regional Director will issue a determination that the methods and procedures applicable to the membership vote are approved or disapproved within 10 calendar days of receipt from the credit union of the certification of the result of the membership vote required under § 708a.6.

(b) If the Regional Director disapproves of the methods by which the membership vote was taken or the procedures applicable to the membership vote, the Regional Director may direct that a new vote be taken.

(c) The Regional Director's review of the methods by which the membership vote was taken and the procedures applicable to the membership vote includes determining that the notice to members is accurate and not mis-

leading, that all notices required by this section were timely, and that the membership vote was conducted in a fair and legal manner.

**§ 708a.8 Other regulatory oversight of methods and procedures of membership vote.**

The Federal or State regulatory agency that will have jurisdiction over the financial institution after conversion must verify the membership vote and may direct that a new vote be taken, if it disapproves of the methods by which the membership vote was taken or the procedures applicable to the membership vote.

**§ 708a.9 Completion of conversion.**

(a) Upon receipt of approvals under § 708a.7 and § 708a.8 of this part, the credit union may complete the conversion transaction.

(b) Upon notification by the board of directors of the mutual savings bank or mutual savings association that the conversion transaction has been completed, the NCUA will cancel the insurance certificate of the credit union and, if applicable, the charter of the federal credit union.

[63 FR 65535, Nov. 27, 1998, as amended at 64 FR 28735, May 27, 1999]

**§ 708a.10 Limit on compensation of officials.**

No director or senior management official of an insured credit union may receive any economic benefit in connection with the conversion of the credit union other than compensation and other benefits paid to directors or senior management officials of the converted institution in the ordinary course of business.

**PART 708b—MERGERS OF FEDERALLY-INSURED CREDIT UNIONS; VOLUNTARY TERMINATION OR CONVERSION OF INSURED STATUS**

Sec.  
708b.0 Scope.  
708b.1 Definitions.

**Subpart A—Mergers**

708b.101 Mergers generally.

## National Credit Union Administration

## § 708b.101

- 708b.102 Special provisions for Federal insurance.
- 708b.103 Preparation of merger plan.
- 708b.104 Submission of merger proposal to NCUA.
- 708b.105 Approval of merger proposal by NCUA.
- 708b.106 Approval of the merger proposal by members.
- 708b.107 Certificate of vote on merger proposal.
- 708b.108 Completion of merger.

### Subpart B—Voluntary Termination or Conversion of Insured Status

- 708b.201 Termination of insurance.
- 708b.202 Notice to members of termination of insurance.
- 708b.203 Conversion of insurance.
- 708b.204 Notice to members of conversion of insurance.

### Subpart C—Forms

- 708b.301 Termination of insurance.
- 708b.302 Conversion of insurance.
- 708b.303 Modifications to notice.

AUTHORITY: 12 U.S.C. 1766, 1785, 1786, 1789.

SOURCE: 52 FR 12374, Apr. 16, 1987, unless otherwise noted. Redesignated at 59 FR 48792, Sept. 23, 1994.

### § 708b.0 Scope.

(a) Subpart A of this part prescribes the procedures for merging one or more credit unions with a continuing credit union where at least one of the credit unions is federally insured.

(b) Subpart B of this part prescribes the procedures and notice requirements for termination of Federal insurance or conversion of Federal insurance to non-federal insurance, including termination or conversion resulting from a merger.

(c) Subpart C of this part sets forth the forms to be used for terminating Federal insurance or converting from Federal insurance to nonfederal insurance.

(d) Nothing in this part shall operate as a restriction or otherwise impair the authority of NCUA to approve a merger pursuant to section 205(h) of the Act.

(e) This part does not address procedures or requirements that may be applicable under state law for a state credit union.

### § 708b.1 Definitions.

(a) *Continuing credit union* means the credit union which will continue in operation after the merger.

(b) *Merging credit union* means the credit union which will cease to exist as an operating credit union at the time of the merger.

(c) *State credit union* means any credit union organized and operated according to the laws of any state, the several territories and possessions of the United States, or the Commonwealth of Puerto Rico. Accordingly, *state authority* means the appropriate state or territorial regulatory or supervisory authority for any such credit union.

(d) *Federally-insured* means insured by the Board through the National Credit Union Share Insurance Fund (NCUSIF).

(e) *Nonfederally-insured* means insured by a private or cooperative insurance fund or guaranty corporation organized or chartered under state law.

(f) *Uninsured* means there is no share or deposit insurance available on the credit union accounts.

(g) The terms *terminate*, *termination* and *terminating*, when used in reference to insurance, refer to the act of canceling Federal insurance and mean that the credit union will become uninsured.

(h) The term *convert*, *conversion* and *converting*, when used in reference to insurance, refer to the act of canceling Federal insurance and simultaneously obtaining share or deposit insurance from another insurance carrier. They mean that after cancellation of Federal insurance the credit union will be non-federally insured.

### Subpart A—Mergers

#### § 708b.101 Mergers generally.

(a) In any case where a merger will result in the termination of Federal insurance or conversion to nonfederal insurance, the merging credit union must comply with the provisions of subpart B in addition to this subpart A.

(b) No federally-insured credit union shall merge with any other credit union without the prior written approval of the Board.