

CHAPTER 51A

SAVINGS ASSOCIATION ACT

51A.03 Incorporation.
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51A.03 INCORPORATION.

Subdivision 1. **Application for certificate of incorporation.** At any time hereafter any three or more individuals, citizens of this state, may apply to form a mutual association or capital stock association to promote thrift and home financing subject to approval as provided in sections 51A.01 to 51A.57. Three of the individual applicants shall be incorporators and sign and acknowledge before an officer competent to take acknowledgments of deeds, two copies of an application for a certificate of incorporation in the form prescribed by the commerce commission, and of the bylaws in the form set out in this section or in a form approved by the commissioner, which shall be filed with the commissioner, accompanied by the incorporation fee. The applicants shall submit with their application statements, exhibits, map, and other data which the commissioner may require. The data must be sufficiently detailed and comprehensive to enable the commerce commission to pass upon the application as to the criteria set out in subdivision 3.

[For text of subds 2 to 3, see M.S.1982]

Subd. 4. **Procedure; filing of articles.** The procedure for processing the application, conducting the hearing, and other matters pertinent thereto, must be established by rules adopted by the commissioner. After approval, if approved, the commissioner shall issue a certificate of approval and the articles of incorporation must then be filed with the secretary of state, who shall record them and certify the fact thereon.

[For text of subd 5, see M.S.1982]

History: 1983 c 250 s 11,12

51A.065 MUTUAL AND CAPITAL STOCK CONVERSIONS.

[For text of subds 1 to 3, see M.S.1982]

Subd. 4. **Submission to members or stockholders.** If the commissioner or other appropriate supervisory authority approves a plan of conversion in accordance with subdivision 3, the plan must be submitted for adoption to the members or stockholders of the converting applicant by vote at a meeting called to consider the action. Except in the case of a conversion of a state association to a federally chartered association of like corporate form, or vice versa pursuant to subdivision 7 and in addition to any notice of annual or special meeting required by Laws 1981, chapter 276 and at least three weeks prior to the meeting, a copy of the plan, together with an accurate summary plan description explaining the operation of the plan and the rights, duties, obligations, liabilities, conditions, and requirements which may be imposed upon the members or stockholders and the converted applicant as a result of the adoption of the plan, must be mailed to each member or stockholder eligible to vote at the meeting. The plan of conversion may be approved by not less than a majority of the total number of votes eligible to be cast at the meeting. If the plan is approved, action must be taken to obtain a

charter, articles of incorporation, articles of association or similar instrument, adopt bylaws, elect directors and officers and take other action prescribed or appropriate for the type of corporation into which the converting applicant will be converted. A certified report of the proceedings at the meeting must be filed promptly with the commissioner or other appropriate supervisory authority.

[For text of subs 5 to 10, see M.S.1982]

History: 1983 c 250 s 13

51A.13 DIRECTORS.

[For text of subd 1, see M.S.1982]

Subd. 2. Qualifications required of directors of mutual associations. Except with the written consent of the commissioner, no member shall be eligible for election or shall serve as a director or officer of an association who has been adjudicated a bankrupt or convicted of a criminal offense involving dishonesty or a breach of trust. A director shall automatically cease to be a director when he ceases to be a member, or when he is adjudicated a bankrupt or is convicted of a criminal offense as herein provided, but no action of the board of directors shall be invalidated through the participation of the director in the action. However, if a director becomes ineligible under the terms of this subdivision by reason of the exercise by the association of the right of redemption of savings accounts provided for in section 51A.34, he shall remain validly in office until the expiration of his term or until he otherwise becomes ineligible, resigns, or is removed, whichever may occur first.

Subd. 2a. Qualifications required of directors of stock associations. Except with the written consent of the commissioner, no person shall be eligible for election or shall serve as director or officer of an association who has been adjudicated a bankrupt or convicted of a criminal offense involving dishonesty or a breach of trust. A director shall automatically cease to be a director when he is adjudicated a bankrupt or is convicted of a criminal offense as herein provided.

[For text of subs 3 to 7, see M.S.1982]

History: 1983 c 250 s 14,15

51A.51 FEES.

[For text of subd 1, see M.S.1982]

Subd. 2. Incorporation fee. At the time of filing the application for a certificate of incorporation, the incorporators shall pay a \$1,000 filing fee which shall be paid into the state treasury and credited to the general fund, and shall pay to the banking department a \$500 investigation fee. If an application is contested, 50 percent of an additional fee equal to the actual costs incurred by the department of commerce in approving or disapproving the application, payable to the state treasurer and credited by the treasurer to the general fund, shall be paid by applicant and 50 percent equally by the intervening parties.

[For text of subd 3, see M.S.1982]

Subd. 3a. Fee for establishment of other than principal office. There shall accompany each application to the commissioner for establishment of other than the principal office a \$1,000 filing fee payable to the state treasury and \$500 payable to the banking department. If an application is contested, 50 percent of

an additional fee equal to the actual costs incurred by the department of commerce in approving or disapproving the application, payable to the state treasurer and credited by the treasurer to the general fund, shall be paid by applicant and 50 percent equally by the intervening parties.

[For text of subds 4 and 5, see M.S.1982]

History: 1983 c 250 s 16,17