Office of the
Comptroller of the Currency

COMPTROLLER'S LICENSING MANUAL

Changes of Corporate Title and Address

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Introduction

The Office of the Comptroller of the Currency (OCC) requires notification by any national bank or federal savings association (FSA) of changes to its corporate title or address, including branch addresses and mailing addresses. National banks and FSAs[1] must submit a notice regarding a change of corporate title or change of address under 12 CFR 5.42 and 5.52, respectively.[2] The notice should include the old and the new title or address and the effective date of the change.

The OCC is developing an electronic filing system, the Central Application Tracking System (CATS), which will allow the filing of most applications and notices with the OCC online. CATS is expected to be launched in phases starting in early 2017. The OCC will notify institutions when they may begin submitting filings through CATS.

CATS will be accessed through BankNet, the OCC's web portal for the institutions it regulates. All national banks, FSAs, and federal branches and agencies will be able to access CATS after receiving permission for CATS through BankNet.

Once CATS is accessible to banks, they may still submit filings in paper form, although the OCC will strongly encourage filing through CATS. Questions on the filing process and the availability of CATS for electronic filing should be directed to the appropriate OCC licensing office.

Change of Address

A change in address does not involve an actual change in the physical location of the bank or branch. The address change may be the result of renaming of a town; street renumbering or renaming; or mailbox, drawer, mail stop, or zip code changes by the U.S. Postal Service.

If the name of the town, city, or village changes or if the boundaries are redrawn, resulting in a change of address of the main office of a national bank, the bank should amend its articles of association if the articles list the location of the bank, pursuant to 12 USC 21a. In the same circumstances involving the home office of an FSA, the FSA must amend its charter pursuant to 12 CFR 5.21 or 5.22, as applicable.

If the physical location of the main/home office or branch of a bank will change, consult the "Branches and Relocations" booklet of the *Comptroller's Licensing Manual*.

When the OCC sends a mailing to banks, the address generally used is the address of the bank's main/home office. If bank management wants OCC mailings to be sent to an alternate

[1] Throughout this booklet, national banks and FSAs are referred to collectively as banks, except when it is necessary to distinguish between the two.

[2] No additional notice is required if a change in address results from another type of corporate filing or notification to the OCC such as a merger or an application to relocate an office.

address, such as a branch, another office of the bank or holding company, or a post office box, the bank should notify the OCC of the desired mailing address. Updating a bank's mailing address does not change the actual location of the bank in the OCC's records.

Change of Corporate Title

A change of corporate title is considered a management decision, and prior OCC approval is not required. A bank that wishes to operate under a name other than its official corporate title should refer to OCC Bulletin 1998-22, "Branch Names," for guidance and ensure compliance with 18 USC 709 regarding prohibitions against false advertising and the misuse of names.[3] A bank shall promptly notify the OCC after a change in corporate title.

National Banks

Pursuant to 12 USC 30, a national bank must use the word "national" in the corporate title. Abbreviations of the word "national," such as NA for national association, are not acceptable in the bank's articles of association. If the corporate title is listed in the articles of association, a national bank must amend its articles of association to effect a change in corporate title.

Federal Savings Associations

An FSA shall change its corporate title by amending its charter in accordance with 12 CFR 5.21 or 5.22, as applicable.

Amending the Articles of Association or Charter

National Banks

Amendments to the articles of association must be approved by the shareholders (generally a majority of the shares unless otherwise provided for in the articles),according to the procedures of 12 USC 21a, to change a national bank's title, or city and state, if listed in the articles of association. A certified copy of every amendment to the articles of association adopted by the shareholders must be forwarded to the OCC.

[3] A bank that wants to protect its proprietary interest in its corporate title may wish to consult legal counsel to determine whether protection is available under state or federal law. Furthermore, a bank may wish to seek legal counsel before a title change to determine whether a proposed title could be challenged.

Federal Savings Associations

Pursuant to 12 CFR 5.21 and 5.22, an FSA must comply with the following requirements to amend its charter to reflect an address or title change:[4]

- Obtain board of directors approval of the charter amendment.
- Submit the proposed charter amendment to the OCC at least 30 days before the date the amendment is to be mailed for consideration by the association's shareholders if the FSA is a stock association, or 30 days before the effective date of the change for a mutual association.

[4] These are general requirements. Applicants should review 12 CFR 5.21 (federal mutual charter) and 5.22 (federal stock charter) for specific requirements pertaining to mutual and stock associations, respectively.

Procedures: Address Change

Filing the Notification

All Banks

Submit to the appropriate OCC licensing office, promptly after the effective date, a notice of a change in the address of the bank's main/home office or a branch, and/or the bank's mailing address, including the effective date of the change.

Procedures: Corporate Title Change

Filing the Notification

National Banks

1. Amend the articles of association by following the procedures in 12 USC 21a,[5] if a national bank's corporate title is specified in the articles of association.

2. Submit to the appropriate OCC licensing office, promptly after the effective date, a notice of the change of corporate title, including the old and new titles and the effective date of the change. If the articles of association were amended, submit a copy of the amendment with certification of board of director and shareholder approval.

Federal Savings Associations

1. Change the corporate title in accordance with the procedures for amending a charter in 12 CFR 5.21 or 5.22, as applicable. These procedures include any prior approval or prior submission requirements to the OCC regarding the amendment to the charter. The submission to the OCC should include a copy of the amendment, the certification of board of director approval, and, for stock associations, the planned date when shareholder approval is expected.

2. Submit to the appropriate OCC licensing office, promptly after the effective date, a notice of the change of corporate title, including the old and new titles and the effective date of the change.

[5] See 12 CFR 7.2001 for general requirements regarding notice of shareholder meetings.

References

In this section, references apply to both national banks and federal savings associations unless noted otherwise that the referenced law, regulation, or issuance applies to National Banks or Federal Savings Associations.

Change of Address
Regulation 12 CFR 5.52

Change of Title
Regulation 12 CFR 5.42

False Advertising
Law 18 USC 709

National Banks

Amendments to Articles of Association
Law 12 USC 21a

Change of Address
Law 12 USC 93a, 161, and 481

Change of Title
Law 12 USC 30

Effect of Change of Name
Law 12 USC 31 and 32

Organization Certificate
Law 12 USC 22

Federal Savings Associations

Amendments to Charter
Regulation 12 CFR 5.21 and 5.22