1 **VIRGINIA ACTS OF ASSEMBLY — CHAPTER**

2 *An Act to amend and reenact § 6.2-1344 of the Code of Virginia, relating to credit unions; voluntary*
3 *mergers.*

4   [S 582]
5   Approved

6 **Be it enacted by the General Assembly of Virginia:**
7 **1. That § 6.2-1344 of the Code of Virginia is amended and reenacted as follows:**
8 **§ 6.2-1344. Voluntary merger.**
9   A. A credit union organized under this chapter may merge, with the approval of the Commission,
10 with one or more other credit unions, state or federal. In any case in which the surviving credit union
11 will be a Virginia state-chartered credit union, a merger application, accompanied by an application fee
12 of $300, shall be filed with the Commission. The Commission shall approve the application if the
13 Commission finds that:
14   1. The field of membership of the credit union which is proposed to result from the merger satisfies
15 the requirements of subsection B of § 6.2-1327, *unless the merger application is exempt from this*
16 *condition pursuant to subsection B*;
17   2. The plan of merger will promote the best interests of the members of the credit unions; and
18   3. The members of the merging credit unions have approved the plan of merger in accordance with
19 applicable laws and regulations. Notwithstanding subsection D of § 13.1-895, the members of a Virginia
20 state-chartered credit union may authorize a plan of merger by vote of at least a majority of all votes
21 cast thereon at an annual or special meeting at which a quorum is present. Notwithstanding the terms of
22 § 13.1-895, in a merger where a Virginia credit union will be the resulting credit union, the adoption of
23 the plan of merger by the board of directors of that credit union shall be sufficient approval of the plan,
24 and approval of the plan of merger by the members of that credit union shall not be required. Notice of
25 the meeting may be given in a manner prescribed in the articles of incorporation or bylaws,
26 notwithstanding the terms of § 13.1-842 relating to the manner of notice. A federal credit union merging
27 with a state credit union may give notice to its members as prescribed by federal regulation.
28   B. *The condition set forth in subdivision A 1 shall not apply to a merger of two Virginia*
29 *state-chartered credit unions, and notwithstanding subsection B of § 6.2-1327 the field of membership of*
30 *the surviving credit union may be composed of a combination of the fields of membership of the*
31 *merging credit unions, if (i) at least one of the merging credits unions has fewer than 35,000 active*
32 *members on the date the application for merger is filed with the Commission and (ii) neither of the*
33 *merging credit unions has been a party to a merger pursuant to this subsection within the 24 months*
34 *preceding the date the application for merger is filed with the Commission.*
35   C. If the Commission finds that the *applicable* requirements of subsection A have been met and all
36 required fees have been paid, it shall approve the merger and issue a certificate of merger, which shall
37 be admitted to record in its office and in the office for the recording of deeds in the city or county in
38 which the registered office of each credit union is located. No such further recordation shall be required
39 in the City of Richmond or the Counties of Chesterfield or Henrico.
40   C. D. Upon the issuance of the certificate of merger the provisions of § 13.1-897, mutatis mutandis,
41 shall become effective.
42   D. E. For the purposes of this section, a member entitled to vote may vote in person or, unless the
43 articles of incorporation or bylaws otherwise provide, by proxy. A member may appoint a proxy to vote
44 or otherwise act for him by signing an appointment form. An appointment of a proxy becomes effective
45 when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is
46 valid for 11 months unless a different period is expressly provided in the appointment form or the
47 appointment is revoked by the member.