

Instructions - Articles of Association

General Instructions

The OCC recommends that the Articles of Association (articles) and any subsequent amendments be executed in duplicate. One should be retained as an original document at the bank. The other should be forwarded to the OCC for its retention.

The paragraphs marked with an asterisk (*) in the sample document are optional.

The language in the model articles of association is recommended, not required. The model articles do not address every situation but have been drafted to incorporate compliance with applicable laws and regulations. The organizers should identify any changes from the model articles and explain the reasons for the change. The organizers should tailor the articles for special purpose banks or banks with a special focus, as appropriate

Adoption Procedures

1. At the first meeting, the organizers execute the articles in duplicate. (See the [“Charters”](#) booklet of the *Comptroller’s Licensing Manual*.)
2. The organizers may include additional articles provided they are not contrary to law.
3. The organizers submit a signed original of the articles to the Licensing staff in the appropriate district office and retain the other signed original for the bank’s records.
4. The OCC will maintain its original in the bank’s corporate history file in Washington, DC.

Amendment Procedures for an Existing National Bank

1. The majority of the shareholders voting at a meeting held pursuant to 10 days notice by mail or pursuant to a waiver by all stockholders eligible to receive notice may take any action requiring approval of the stockholders. (12 USC 21a)
2. Whenever changes occur in the Articles of Association at a shareholders’ meeting, the secretary of the board forwards the amendment with a corporate resolution certifying action by the shareholders to the Licensing staff in the appropriate district office.

3. When acknowledged, the OCC's Licensing staff maintains its original in the bank's corporate history file in Washington, DC.

Specific Requirements

1. The name of the association must include the word "National." If the word "Association" is used in the name, it must be spelled out completely. (12 USC 22, 30) (See the Branch and Trade Names discussion in the "[Branches and Relocations](#)" [booklet](#) HYPERLINK

"<https://occ.gov/publications-and-resources/publications/comptrollers-licensing-manual/files/licensing-booklet-branches-and-relocations.html>"

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