

2012 Kansas Statutes

9-1724. Merger, consolidation or transfer of assets and liabilities; information to be filed with commissioner; investigation; fees. (a) Before any bank can merge, consolidate with or transfer its assets and liabilities under the provisions of article 67 or article 68 of chapter 17 of the Kansas Statutes Annotated, the bank concerned in such merger, consolidation or transfer shall file, or cause to be filed, with the state banking commissioner, certified copies of all proceedings had by its directors and stockholders relating to such merger, consolidation or transfer. The stockholders' proceedings shall show that a majority of the outstanding voting stock was voted in favor of the merger, consolidation or transfer. The stockholders' proceedings shall also contain a complete copy of the agreement made and entered into by the bank, with reference to such merger, consolidation or transfer. The provisions of this act shall not apply to the merger, consolidation or transfer of assets and liabilities of a bank when the surviving entity is a national banking association or other federally chartered financial institution, except that the bank shall provide written notification to the state bank commissioner of such a merger, consolidation or transfer of assets and liabilities at least 10 days prior to its consummation. In addition, not more than 15 days following such a merger, consolidation or transfer of assets and liabilities, the bank shall surrender its state certificate of authority or charter and shall certify in writing that the proper instruments as required by the Kansas general corporation code have been filed in accordance with K.S.A. 17-6003, and amendments thereto.

Upon the filing of the stockholders and directors' proceedings, the commissioner shall make an investigation of each party to the merger, consolidation or transfer to determine whether:

- (1) The interests of the depositors, creditors and stockholders of the bank are protected;
- (2) the merger, consolidation or transfer is in the public interest; and
- (3) the merger, consolidation or transfer is made for legitimate purposes.

The commissioner's consent to or rejection of such merger, consolidation or transfer shall be based upon such investigation. No merger, consolidation or transfer shall be made without the consent of the commissioner. At the time of filing the request for merger, consolidation or transfer, a fee shall be paid to the commissioner in an amount established by rules and regulations adopted by the commissioner.

Notice of the merger, consolidation or transfer shall be published at least once each week for three consecutive weeks before or after the merger, consolidation or transfer is to become effective, at the discretion of the commissioner, in a newspaper of general circulation published in each city or county in which the bank is located and a certified copy of the notice shall be filed with the commissioner.

(b) As used in this section, "bank" means a state bank or trust company incorporated under the laws of Kansas.

History: L. 1984, ch. 47, § 6; L. 1987, ch. 54, § 10; L. 1992, ch. 62, § 5; L. 1993, ch. 156, § 1; L. 1994, ch. 28, § 1; L. 1995, ch. 19, § 2; Mar. 9.