

FIRST REGULAR SESSION
HOUSE COMMITTEE SUBSTITUTE FOR
HOUSE BILL NOS. 928 & 927
101ST GENERAL ASSEMBLY

1794H.02C

DANA RADEMAN MILLER, Chief Clerk

AN ACT

To repeal sections 361.097, 361.110, 361.727, 362.023, 362.044, 362.165, 362.247, 362.250, 362.340, 362.550, 362.570, 367.150, and 369.049, RSMo, and to enact in lieu thereof fourteen new sections relating to financial institutions.

Be it enacted by the General Assembly of the state of Missouri, as follows:

Section A. Sections 361.097, 361.110, 361.727, 362.023, 362.044, 362.165, 362.247, 2 362.250, 362.340, 362.550, 362.570, 367.150, and 369.049, RSMo, are repealed and fourteen 3 new sections enacted in lieu thereof, to be known as sections 361.097, 361.110, 361.727, 4 362.023, 362.044, 362.165, 362.247, 362.250, 362.340, 362.550, 362.570, 362.765, 369.049, and 5 369.705, to read as follows:

361.097. 1. The state banking and savings and loan board shall consist of five members 2 who shall be appointed by the governor, the senate concurring. No person shall be eligible for 3 appointment unless he or she is a resident of this state. One member shall be an attorney at law 4 and a member of the Missouri Bar in good standing. ~~[Two]~~ **Three** members shall each have had 5 at least five years of active bank **or association** management experience **at an institution** 6 **chartered under chapter 362 or 369** in this state. ~~[One member shall have had at least five~~ 7 ~~years of active management experience in this state of one or more associations as defined in~~ 8 ~~chapter 369.]~~ One member shall be an individual who is not involved in the administration of 9 a financial institution. Not more than three members of the board shall be members of the same 10 political party.

2. The term of office of each member of the state banking and savings and loan board 11 shall be six years. The board shall select its own chairman and secretary. The members of the 12 state banking and savings and loan board shall hold office for the respective terms for which they 13 are appointed and until their successors shall qualify. Vacancies on such board shall be filled 14

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

15 by appointment for the unexpired term in the same manner as in the case of an original
16 appointment.

361.110. 1. **On Monday of each week or, if Monday is a holiday, the next day that**
2 **is not a holiday**, the director of finance shall [~~keep in his office, in a place~~] **post by five o'clock**
3 **p.m. on a publicly** accessible [~~to the general public, a bulletin board upon which he shall cause~~
4 ~~to be posted at noon on Friday, of each week,~~] **website of the division of finance** a detailed
5 statement signed by [~~him~~] **the director** or, in case of [~~his~~] **the director's** absence from the City
6 of Jefferson or inability to act, by the deputy director in charge, giving the following items of
7 general information with regard to the work of the division since the preceding statement:

8 (1) The name of every corporation whose articles of agreement have been filed for
9 examination in the office of the director, its location and the date of filing of such articles of
10 agreement;

11 (2) The name and location of every corporation authorized by the director to commence
12 or continue business, its capital, surplus and the date of authorization;

13 (3) The name of every proposed corporation which a certificate of incorporation has been
14 refused by the director and the date of notice of refusal;

15 (4) The name and location of every foreign corporation, whose authorization certificate
16 or license has been revoked by the director and the date of such revocation;

17 (5) The name of every corporation that has applied to the director for permission to open
18 a branch office, the date of such application and the location of the proposed branch;

19 (6) The name of every corporation that has been authorized by the director to open a
20 branch office, the date of approval and the location of such branch office;

21 (7) The name and location of every corporation authorized by the director to increase or
22 reduce its capital stock or permanent capital, the date of such authorization and the amount of
23 the increase or reduction;

24 (8) The names and locations of all corporations that have merged pursuant to the
25 provisions of this chapter and the dates of such mergers;

26 (9) The name and residence of every person appointed by the director as a deputy,
27 examiner or employee in the banking department, the title of the office to which appointed, the
28 compensation paid and the date of appointment;

29 (10) The date on which a call for a quarterly report by banks or trust companies was
30 issued by the director and the day designated as the day with reference to which such report
31 should be made;

32 (11) The name and location of every corporation of whose property and business the
33 director shall have taken possession and the date of taking possession, and the name and
34 residence of every person appointed by the director as a special deputy director;

35 (12) The name and location of every corporation which shall have been authorized by
36 the director to resume business and the date of resumption;

37 (13) The name and location of every corporation whose creditors or depositors have been
38 paid in full by the director and a meeting of whose stockholders shall have been called together
39 with the date of notice of meeting and date of meeting; **and**

40 (14) The name and location of every corporation subject to the provisions of this chapter
41 whose affairs and business shall have been finally liquidated and the corporation dissolved.

42 2. ~~[Every such statement, after having been so posted for one week, shall be placed on~~
43 ~~file and kept in the office of the director.]~~ All such statements shall be **retained by the division**
44 **of finance as** public documents and at all reasonable times shall be open to public inspection
45 **and available on a publicly accessible website of the division of finance.**

361.727. The director shall issue regulations necessary to carry out the intent and
2 purposes of sections 361.700 to 361.727, pursuant to the provisions of section ~~[361.103]~~ **361.105**
3 and chapter 536.

362.023. 1. Other provisions of the law to the contrary notwithstanding, the articles of
2 agreement of any trust company may preclude the acceptance of demand deposits, in which case
3 the procedure for granting or denying a charter for the proposed trust company shall be as
4 provided in sections 362.025 to 362.040, except that the determination of need and convenience
5 as provided in section 362.030 shall be limited to the need for fiduciary services as authorized
6 under subsection ~~[2]~~ **3** of section 362.105.

7 2. No trust company the articles of which preclude or do not affirmatively provide for
8 the acceptance of demand deposits, and no trust company which does not regularly accept
9 demand deposits on September 28, 1977, shall accept demand deposits without a certificate
10 issued by the director of finance authorizing the acceptance of demand deposits. The application
11 for such certificate shall be treated as an application for a new charter and shall be granted or
12 denied as provided in sections 362.030 to 362.040.

362.044. 1. Stockholders' meetings may be held at such place, within this state, as may
2 be prescribed in the bylaws. In the absence of any such provisions, all meetings shall be held at
3 the principal banking house of the bank or trust company.

4 2. An annual meeting of stockholders for the election of directors shall be held on a day
5 which each bank or trust company shall fix by its bylaws; and if no day be so provided, then on
6 the second Monday of January.

7 3. Special meetings of the stockholders may be called by the directors or upon the written
8 request of the owners of a majority of the stock.

9 4. ~~[Notice of annual or special stockholders' meetings shall state the place, day and hour~~
10 ~~of the meeting, and shall be published at least ten days prior to the meeting and once a week after~~

11 ~~the first publication with the last publication being not more than seven days before the day fixed~~
12 ~~for such meeting, in some daily or weekly newspaper printed and published in the city or town~~
13 ~~in which the bank or trust company is located, and if there be none, then in some newspaper~~
14 ~~printed and published in the county in which the bank or trust company is located, and if there~~
15 ~~be none, then in some newspaper printed and published in an adjoining county.]~~ A written or
16 printed copy of the notice **of an annual or special stockholders' meeting** shall be delivered
17 personally [~~or mailed~~] , **by mail, or electronically** to each stockholder at least ten but not more
18 than fifty days prior to the day fixed for the meeting, and shall state, in addition to the place, day
19 and hour, the purpose of any special meeting or an annual meeting at which the stockholders will
20 consider a change in the par value of the corporation stock, the issuance of preferred shares, a
21 change in the number of directors, an increase or reduction of the capital stock of the bank or
22 trust company, a change in the length of the corporate life, an extension or change of its business,
23 a change in its articles to avail itself of the privileges and provisions of this chapter, or any other
24 change in its articles in any way not inconsistent with the provisions of this chapter. Any
25 stockholder may waive notice by causing to be delivered to the secretary during, prior to or after
26 the meeting a written, signed waiver of notice, or by attending such meeting except where a
27 stockholder attends a meeting for the express purpose of objecting to the transaction of any
28 business because the meeting is not lawfully called or convened.

29 5. Unless otherwise provided in the articles of incorporation, a majority of the
30 outstanding shares entitled to vote at any meeting represented in person or by proxy shall
31 constitute a quorum at a meeting of stockholders; provided, that in no event shall a quorum
32 consist of less than a majority of the outstanding shares entitled to vote, but less than a quorum
33 shall have the right successively to adjourn the meeting to a specified date no longer than ninety
34 days after the adjournment, and no notice need be given of the adjournment to shareholders not
35 present at the meeting. Every decision of a majority of the quorum shall be valid as a corporate
36 act of the bank or trust company unless a larger vote is required by this chapter. **For the**
37 **purposes of this section, a stockholder is considered to have appeared in person at an**
38 **annual or special stockholders' meeting even if the stockholder appears remotely via**
39 **telephone or videoconference.**

40 6. (1) The stockholders of the bank or trust company may approve business by proxy
41 and cancel any stockholders' meeting, provided:

42 (a) The stockholders are sent notice of such stockholders' meeting and a proxy referred
43 to in this section;

44 (b) Within such proxy the stockholders are given the opportunity to approve or
45 disapprove the cancellation of such stockholders' meeting;

46 (c) At least eighty percent of such bank or trust company's stock is voted by proxy; and

47 (d) All stockholders voting by proxy vote to cancel such stockholders' meeting.

48 (2) No business shall be voted on by proxy other than that expressly set out and clearly
 49 explained by the proxy material. If such stockholders' meeting is cancelled by proxy, notice of
 50 such cancellation shall be sent to all stockholders at least five days prior to the date originally
 51 set for such stockholders' meeting. The corporate secretary shall reflect all proxy votes by
 52 subject and in chronological order in the board of directors' minute book. The notice for such
 53 stockholders' meeting shall state the effective date of any of the following: new directors'
 54 election, change in corporate structure and any other change requiring stockholder approval.

55 7. The voting shareholder or shareholders of the bank or trust company may transact all
 56 business required at an annual or special stockholders' meeting by unanimous written consent.

362.165. 1. All real estate, including any subsurface rights or interests therein,
 2 purchased by any bank or trust company or taken by it in its own right in settlement of debts due
 3 it shall be conveyed to it directly by name and the conveyance immediately recorded in the office
 4 of the proper recording officer of the county or city in which the real estate is located.

5 2. Such real estate, rights, or interests so purchased or acquired by any bank or trust
 6 company shall be sold by it within ten years of the date on which it shall have been acquired
 7 unless it shall be held or occupied in whole or in part by the bank or trust company under the
 8 authority of **paragraph (c) of subdivision (10) of subsection 1 of section 362.105**~~[-subsection~~
 9 ~~1, subdivision (9), paragraph (a)]~~; provided, that if at any time a bank or trust company changes
 10 its location it may have ten years from the date of the change to sell the former location. The
 11 aggregate amount of earnings from such real estate, rights or interests shall be separately
 12 disclosed in reports of the bank or trust company.

362.247. 1. A majority of the full board of directors shall constitute a quorum for the
 2 transaction of business unless another number is required by the articles of agreement, the bylaws
 3 or by law. The act of a majority of the directors present at a meeting at which a quorum is
 4 present shall be the act of the board of directors unless the act of a greater number is required by
 5 the articles of agreement, the bylaws or by law.

6 2. ~~[When the board of]~~ **Unless otherwise prohibited by statute or regulation**, directors
 7 ~~[meets]~~ **may attend board meetings** by telephonic conference call or video conferencing, **and**
 8 the bank or trust company may include in a quorum directors who are not physically present but
 9 are allowed to vote, provided ~~[the bank and directors meet the applicable requirements of this~~
 10 ~~section as follows:~~

11 ~~——(1)]~~ the bank or trust company has a composite rating of 1 or 2 under the ~~[CAMELS~~
 12 ~~(Capital, Assets, Management, Earnings, Liquidity, and Sensitivity)]~~ **Uniform Financial**
 13 **Institutions** Rating System of the Federal Financial Institution Examination Counsel (FFIEC)~~];~~
 14 **and**

15 ~~———— (2) The bank or trust company's board meeting will not be attended by representatives~~
 16 ~~of the bank or trust company's state or federal bank regulator].~~

17 3. Any director ~~[who is not physically present within the common area for the meeting~~
 18 ~~and wishes to] **remotely attending a board meeting via telephone or video conferencing may**~~
 19 ~~be counted toward a quorum for such meeting [shall sign an affidavit under penalty of perjury~~
 20 ~~that such] **and, if the director is not otherwise prohibited, may vote on matters before the**~~
 21 ~~**bank or trust company's board so long as the meeting minutes identify the director**~~
 22 ~~**appearing remotely and reflect that the remote** director:~~

23 (1) Received formal notice of the board meeting for which he or she is attending or
 24 waived such notice as otherwise provided by law;

25 (2) Received the board meeting information required for each board of director's meeting
 26 as provided by section 362.275; ~~[and]~~

27 (3) Was alone when participating in such board meeting or was in the physical presence
 28 of no one not a director of such bank or trust company~~];~~ ; and

29 (4) Was able to clearly hear such board meeting discussion from its beginning to end.

30 4. ~~[Notwithstanding the provisions of subsections 2 and 3 of this section to the contrary,]~~
 31 The director of the division of finance may promulgate ~~[alternative or]~~ additional regulations,
 32 reasonable in scope, to provide for the integrity of the board of directors' operations when
 33 directors ~~[who are not physically present and counted toward such board's quorum, provided the~~
 34 ~~regulations balance the integrity of such board's]~~ **attend board meetings remotely, the safety**
 35 **and soundness of the bank or trust company's** operation ~~[with]~~ , **and** the bank or trust
 36 company's interest in minimizing the cost of compliance with such regulation.

37 ~~[5. The sole remedy when the bank, trust company or director fails to follow the~~
 38 ~~procedures for directors who are not physically present and counted toward the board's quorum~~
 39 ~~as provided in this section shall be limited to such action as the division of finance may bring~~
 40 ~~under its enforcement authority as provided in chapter 361.]~~

362.250. 1. Every person elected director of a bank or trust company shall, within thirty
 2 days after election, qualify himself **or herself** as director by filing with the officers of the bank
 3 or trust company an oath that he **or she** will, so far as the duty devolves on him **or her**, diligently
 4 and honestly administer the affairs of the bank or trust company, and will not knowingly violate,
 5 or willingly permit to be violated, any of the provisions of law applicable to the bank or trust
 6 company.

7 2. The oath shall be subscribed by the director making it, and certified by an officer
 8 authorized by law to administer oaths, and the fact of the oath having been made and filed with
 9 the officers of the bank or trust company shall be noted on the records of the acts of the directors.

10 3. The oath, subscribed by the director making it[;] and certified by the officer before
11 whom it is taken, shall be ~~[immediately transmitted to the director of finance and shall be filed~~
12 ~~and preserved in his office]~~ **retained with the official records of the board of directors.**

13 4. Failure to comply with this provision within the time specified shall work a forfeiture
14 of the position; provided, however, that the director of finance may, for cause deemed sufficient
15 by him **or her**, extend the time; and when any vacancy occurs by this failure the board of
16 directors shall, at the next regular meeting thereafter, enter the fact of the vacancy upon their
17 records and promptly proceed to elect some competent person to fill the vacancy for the
18 unexpired term.

362.340. 1. The directors of a bank or trust company shall direct and require good and
2 sufficient fidelity bonds on all active officers and employees, whether or not they draw salary or
3 compensation, which bonds shall provide for indemnity to the bank on account of any losses
4 sustained by it as the result of any dishonest, fraudulent or criminal act or omission committed
5 or omitted by them acting independently or in collusion or combination with any person or
6 persons. The bonds may be in individual, schedule or blanket form, and the premiums therefor
7 may be paid by the bank or trust company.

8 2. The directors may also direct and require suitable insurance protection to the bank
9 against burglary, robbery, theft and other similar insurable hazards to which the bank or trust
10 company may be exposed in the operations of its business on the premises or elsewhere.

11 3. The directors shall be responsible for approving at least once in each year the amount
12 or penal sum of the bonds or policies and the sureties or underwriters thereon, after giving due
13 and careful consideration to all known elements and factors constituting the risk or hazard. The
14 action shall be recorded in the minutes of the board of directors and ~~[thereafter be reported to the~~
15 ~~director and be subject to his approval]~~ **the relevant information documented on a form**
16 **provided by the division of finance. Thereafter, the completed form shall be retained and**
17 **preserved by the bank or trust company. The director of finance shall publish yearly a**
18 **tiered schedule of minimum levels of coverages.**

362.550. 1. When any trust company organized pursuant to the laws of this state shall
2 have been nominated as personal representative of the last will of any deceased person, the court
3 or officer authorized pursuant to the law of this state to grant letters testamentary thereon shall,
4 upon proper application, grant letters testamentary thereon to the trust company or to its
5 successor by merger.

6 2. When application is made for the appointment of a personal representative on the
7 estate of any deceased person, and there is no person entitled to the letters, or if there is one so
8 entitled then, on the application of the person, the court or officer making the appointment may
9 grant letters of administration with will annexed to any trust company.

10 3. Any trust company may be appointed conservator, trustee, personal representative,
11 receiver, assignee or in any other fiduciary capacity, in the manner now provided by law for
12 appointment of individuals to any such office. On the application of any natural person acting
13 in any such office, or on the application of any natural persons acting jointly in any such office,
14 any trust company may be appointed by the court or officer having jurisdiction in the place and
15 stead of the person or persons; or on the application of the person or persons any trust company
16 may be appointed to the office to act jointly with the person or persons theretofore appointed,
17 or appointed at the same time; provided, the appointment shall not increase the compensation
18 to be paid the joint fiduciaries over the amount pursuant to the law payable to a fiduciary acting
19 alone.

20 4. Any natural person or persons heretofore or hereafter appointed as guardian, trustee,
21 personal representative, receiver, assignee, or in any other fiduciary capacity, desiring to have
22 their bond under the office reduced, or desiring to be appointed under a reduced bond, the person
23 or persons may apply to the court to have their appointment put or made under such limitation
24 of powers and upon such terms and conditions as to the deposits of assets by the person or
25 persons with any trust company, under such reduced bond to be given by the person or persons
26 as the court or judge shall prescribe, and the court or judge may make any proper order in the
27 premises.

28 5. Any investments made by any trust company of money received by it in any fiduciary
29 capacity shall be at its sole risk, and for all losses of such money the capital stock and property
30 of the company shall be absolutely liable, unless the investments are such as are proper when
31 made by an individual acting in such fiduciary capacity, or such as are permitted under and by
32 the instrument or order creating or defining the trust. Any trust company in the exercise of its
33 fiduciary powers as personal representative, guardian, trustee or other fiduciary capacity, may
34 retain and continue to hold, as an investment of an estate, trust or other account administered by
35 it as fiduciary, any shares of the capital stock, and other securities or obligations, of the trust
36 company so acting, and of any parent company or affiliated company of such trust company,
37 which stock, securities and obligations have been transferred to or deposited with such fiduciary
38 by the creator or creators of such fiduciary account or other donors or grantors, or received by
39 it in exchange for, or as dividends upon, or purchased by the exercise of subscription rights,
40 including rights to purchase fractional shares, in respect of, any other stock, securities or
41 obligations so transferred to or deposited with it, or which have been purchased by such fiduciary
42 pursuant to a requirement of the instrument or order governing such account or pursuant to the
43 direction of such person or persons other than the trust company having power to direct such
44 fiduciary with respect to such purchases; but except as herein provided, including the exercise
45 of subscription rights, no such trust company shall purchase as an investment for any fiduciary

46 account, in the exercise of its own discretion, any stock or other securities or obligations, other
47 than deposit accounts, savings certificates or certificates of deposits, issued by such trust
48 company, or its parent or affiliated companies. This subsection shall not be construed to prohibit
49 a trust company, in the exercise of its own discretion, from purchasing as an investment, for any
50 fiduciary account, securities or obligations of any state or political subdivision thereof which
51 meet investment standards which shall be established by the director of the division of finance,
52 even though such obligations are underwritten by such trust company or its parent or affiliated
53 companies.

54 6. The court or officer may make orders respecting the trusts and require any trust
55 company to render all accounts which the court or officer might lawfully require if the personal
56 representative, guardian, trustee, receiver, depository or the trust company acting in any other
57 fiduciary capacity, were a natural person.

58 7. Upon the appointment of a trust company to any fiduciary office, no official oath shall
59 be required.

60 8. Property or securities received or held by a trust company in any fiduciary capacity
61 shall be a special deposit in the trust company, and the accounts thereof shall be kept separate
62 from each other and separate from the company's individual business. The property or securities
63 held in trust shall not be mingled with the investments of the capital stock or other property
64 belonging to the trust company or be liable for the debts or obligations thereof. For the purpose
65 of this section, the corporation shall have a trust department, in which all business authorized by
66 subsection [2] 3 of section 362.105 is kept separate and distinct from its general business.

67 9. The accounts, securities and all records of any trust company relating to a trust
68 committed to it shall be open for the inspection of all persons interested in the trust.

69 10. When any trust company organized pursuant to the laws of this state shall have been
70 appointed personal representative of the estate of any deceased person, or guardian, trustee,
71 receiver, assignee, or in any other fiduciary capacity, in the manner provided by law for
72 appointment to any such office, and if the trust company has heretofore merged or consolidated
73 with or shall hereafter merge or consolidate with any other trust company organized pursuant to
74 the laws of this state, then, at the option of the first mentioned company, and upon the filing by
75 it, with the court having jurisdiction of the estate being administered, of a certificate of the
76 merger or consolidation, together with a statement that the other trust company is to thereafter
77 administer the estate held by it and an acceptance by the latter trust company of the trust to be
78 administered, the certificate, statement and acceptance to be executed by the president or vice
79 president of the respective companies and to have affixed thereto the corporate seals of the
80 respective companies, attested by the secretary thereof, and further upon the approval of the court
81 and the giving of such bond as may be required, all the rights, privileges, title and interest in and

82 to all property of whatsoever kind, whether real, personal or mixed, and things in action
83 belonging to the trust estate, and every right, privilege or asset of conceivable value or benefit
84 then existing which would inure to the estate under an unmerged or consolidated existence of
85 the first mentioned company, shall be fully and finally and without right of reversion transferred
86 to and vested in the corporation into which it is merged or with which it is consolidated, without
87 further act or deed, and the last mentioned corporation shall have and hold the same in its own
88 right as fully as the same was possessed and held by the corporation from which it was, by
89 operation of the provisions of this section, transferred, and the corporation shall succeed to all
90 the relations, obligations and liabilities, and shall execute and perform all the trusts and
91 obligations devolving upon it, in the same manner as though it had itself assumed the relation
92 or trust.

93 11. Notwithstanding any other provisions of law to the contrary, a bank, trust company
94 or affiliate thereof, when acting as a trustee, investment advisor, custodian, or otherwise in a
95 fiduciary capacity with respect to the investment and reinvestment of assets may invest and
96 reinvest the assets, subject to the standards contained in section 456.8-816 and sections 469.900
97 to 469.913, in the securities of any open-end or closed-end management investment company
98 or investment trust registered pursuant to the federal Investment Company Act of 1940 as
99 amended (15 U.S.C. Sections 80a-1, et seq.) (collectively, "mutual funds"), or in shares or
100 interests in a partnership or limited liability company or other entity that operates as a privately
101 offered investment fund. Such investment and reinvestment of assets may be made
102 notwithstanding that such bank, trust company, or affiliate provides services to the investment
103 company or trust or privately offered investment fund as investment advisor, sponsor, distributor,
104 custodian, transfer agent, registrar, or otherwise, and receives reasonable remuneration for such
105 services. Such bank or trust company or affiliate thereof is entitled to receive fiduciary fees with
106 respect to such assets. For such services the bank or trust company or affiliate thereof shall be
107 entitled only to the normal fiduciary fee but neither a bank, trust company nor affiliate shall be
108 required to reduce or waive its compensation for services provided in connection with the
109 investment and management of assets because the fiduciary invests, reinvests or retains assets
110 in a mutual fund or privately offered investment fund. The provisions of this subsection apply
111 to any trust, advisory, custody or other fiduciary relationship established before or after August
112 28, 1999, unless the governing instrument refers to this section and provides otherwise.

113 12. As used in this section, the term "trust company" applies to any state or national bank
114 or trust company qualified to act as fiduciary in this state.

362.570. 1. The trust guaranty fund shall be absolutely pledged for the faithful
2 performance by the bank or trust company of its duties and undertakings under the provisions
3 of subsection [2] 3 of section 362.105[;] and shall be applied to make good any default in the

4 performance~~[, and]~~ . The pledge and liability shall not in any way relieve the stock and general
5 funds of the bank or trust company, but creditors under the subdivisions shall have an equal
6 claim with other creditors upon the capital and other property of the bank or trust company in
7 addition to the security hereby given, and in addition to the deposit made with the finance
8 director under the provisions of section 362.590.

9 2. No portion of the trust guaranty fund shall be transferred to the general capital while
10 the bank or trust company has undertakings of the kinds mentioned in subsection [2] 3 of section
11 362.105, for whose performance bonds are required from individuals, outstanding and
12 uncompleted, but income therefrom, if not required at any dividend time to make good such
13 undertakings, may be added to and disposed of with the general income of the bank or trust
14 company.

362.765. 1. As used in this section, the following terms mean:

2 (1) "Nonbank affiliate", any nonbank business entity of which a bank holding
3 company holds control, as defined under section 362.910;

4 (2) "Nonbank business entity", an entity that is not a bank, trust company, savings
5 and loan association, or savings bank;

6 (3) "Nonbank subsidiary", any nonbank business entity of which a bank or trust
7 company holds control, as defined under section 362.910.

8 2. Upon approval by the director of finance, a bank or trust company chartered
9 under this chapter may merge with one or more of its nonbank subsidiaries or nonbank
10 affiliates pursuant to an agreement of merger, provided that the bank or trust company
11 is the surviving institution.

12 3. The agreement of merger shall be submitted to the director of finance, and the
13 director shall act upon the agreement of merger within thirty days of the submission. In
14 determining whether to approve or deny the merger, the director shall consider the
15 purpose of the transaction, its impact on the safety and soundness of the bank or trust
16 company, and any effect on the bank or trust company's customers. The director of
17 finance may deny a merger if the merger would have a negative effect in any such respect.

18 4. The decision of the director of finance may be appealed in the same manner as
19 decisions by the director under section 362.040 may be appealed. Should the state banking
20 and savings and loan board decision result in the approval of the agreement of merger, the
21 board may impose such conditions and terms upon the merger as the board deems
22 appropriate.

23 5. Should an agreement of merger be approved, the director of finance shall
24 provide a certification for the effective date of the merger to the bank or trust company

25 **that the bank or trust company may present to the secretary of state or other applicable**
26 **state business office to demonstrate the completion of the merger.**

27 **6. A merger authorized under this section shall not enable a bank or trust company**
28 **to exercise any right, power, privilege, or benefit that the bank or trust company could not**
29 **lawfully exercise immediately prior to the merger.**

369.049. 1. The name of every association [~~shall~~] **may** include either the words "Savings
2 Association", or "Savings and Loan Association", except for associations domiciled in Missouri
3 at the time sections 369.010 to 369.369 become law that use in their name "Building and Loan
4 Association" or "Loan and Building Association". No name shall be used which is likely to
5 mislead the public as to the character or purpose of the association or which indicates it is
6 authorized to perform an act or conduct any business which is forbidden to it by law. [~~The name~~
7 ~~of the association shall not include the words, "National", "Federal", "United States", "Insured",~~
8 ~~"Guaranteed", "Government", or "Official".]~~ The name of the association shall not be the same
9 as nor deceptively similar to that of any other corporation authorized to transact business in this
10 state, except in the case of an association formed by the reincorporation, reorganization, or
11 consolidation of other associations, or upon the sale of the property or business of an association.

12 2. Notwithstanding the provisions of sections 362.421 and 362.425, any association may
13 amend its charter to change its name or in the case of a new charter, may adopt a name, which
14 includes the words "Savings Bank", in lieu of the words "Savings and Loan Association" or
15 "Savings Association". For purposes of this chapter, the term "association" shall include savings
16 banks. The procedure for adopting the name "savings bank" shall be as provided in section
17 369.059.

18 3. No person, firm, or corporation, either domestic or foreign, unless authorized to do
19 business in this state under the provisions of sections 369.010 to 369.369 shall do business under
20 any name or title which indicates or reasonably implies that the business is the character or kind
21 of business carried on or transacted by an association or which is likely to lead any person to
22 believe that the business is that of an association. Upon application by the director of the
23 division of finance or any association, a court of competent jurisdiction may issue an injunction
24 to restrain any such entity from violating or continuing to violate any of the foregoing provisions
25 of this subsection.

369.705. 1. As used in this section, the following terms mean:

2 **(1) "Nonbank affiliate", any nonbank business entity of which a bank holding**
3 **company or bank savings and loan holding company holds control, as defined under**
4 **section 362.910;**

5 **(2) "Nonbank business entity", an entity that is not a bank, trust company, savings**
6 **and loan association, or savings bank;**

7 (3) "Nonbank subsidiary", any nonbank business entity of which a savings and
8 loan association or savings bank holds control, as defined in section 362.910.

9 2. Upon approval by the director of finance, a savings and loan institution or
10 savings bank chartered under this chapter may merge with one or more of its nonbank
11 subsidiaries or nonbank affiliates pursuant to an agreement of merger, provided that the
12 savings and loan institution or savings bank is the surviving institution.

13 3. The agreement of merger shall be submitted to the director of finance, and the
14 director shall act upon the agreement of merger within thirty days of the submission. In
15 determining whether to approve or deny the merger, the director shall consider the
16 purpose of the transaction, its impact on the safety and soundness of the savings and loan
17 institution or savings bank, and any effect on the savings and loan institution or savings
18 bank customers. The director of finance may deny the merger if the merger would have
19 a negative effect in any such respect.

20 4. The decision of the director of finance may be appealed in the same manner as
21 decisions by the director under section 362.040 may be appealed. Should the state banking
22 and savings and loan board decision result in the approval of the agreement of merger, the
23 board may impose such conditions and terms upon the merger as the board deems
24 appropriate.

25 5. Should the agreement of merger be approved, the director of finance shall
26 provide a certification for the effective date of the merger to the savings and loan
27 institution or savings bank that the savings and loan institution or savings bank may
28 present to the secretary of state or other applicable state business office to demonstrate the
29 completion of the merger.

30 6. A merger authorized under this section shall not enable a savings and loan
31 institution or savings bank to exercise any right, power, privilege, or benefit that the
32 savings and loan institution or savings bank could not lawfully exercise immediately prior
33 to such merger.

~~2 [367.150. Every lender shall, on or before April thirtieth of each year, and
3 upon a form prescribed by the director, file with the director a written report
4 under oath containing the following information pertaining to the supervised
5 business conducted by the lender during the preceding calendar year:~~

~~6 (1) The name of the lender, and the address of each office in the state of
7 Missouri, and the principal office if it is outside the state of Missouri;~~

~~8 (2) The names and addresses of all officers and directors of the lender,
9 and where a partnership the names and addresses of all partners, giving their
10 respective interests;~~

~~11 (3) A balance sheet showing the financial condition of the lender as of
the end of the lender's previous fiscal year, including a statement of the total~~

12 ~~assets used and useful in conducting the business, both tangible and intangible.~~
 13 ~~Where any item of assets or liabilities is involved both in the consumer loan~~
 14 ~~business and in additional loan or other business of the lender, the latter shall~~
 15 ~~indicate on the balance sheet the proportion of each item properly attributable to~~
 16 ~~the consumer loan business in accordance with formulae and regulations~~
 17 ~~prescribed by the director. In the event the lender is a corporation, in addition to~~
 18 ~~the statement of assets and liabilities normally included in balance sheets, a~~
 19 ~~detailed statement of the lender's capitalization shall be given, including:~~

- 20 ~~_____ (a) Total of each class of securities authorized and outstanding;~~
- 21 ~~_____ (b) Capital or paid-in surplus;~~
- 22 ~~_____ (c) Earned surplus at beginning of period;~~
- 23 ~~_____ (d) Dividends paid during period;~~
- 24 ~~_____ (e) Earned surplus at end of period;~~
- 25 ~~_____ (4) A profit and loss statement covering operations of the supervised~~
 26 ~~business during the previous fiscal year, including a statement of gross earnings,~~
 27 ~~a detailed statement of expenses and the amount paid or reserved for federal, state~~
 28 ~~and other taxes. Where any item of income or expenses arises in connection with~~
 29 ~~both the consumer loan business and some additional loan or other business of~~
 30 ~~the lender the latter shall indicate on the profit and loss statement the proportion~~
 31 ~~of each item properly attributable to the consumer loan business, in accordance~~
 32 ~~with formulae and regulations prescribed by the director;~~
 33 ~~_____ (5) The total aggregate number and principal amount of loans made by~~
 34 ~~the lender in the following categories:~~

35			
36	_____ (a)	\$ 1	_____ \$ 100
37	_____ (b)	\$ 100	_____ \$ 200
38	_____ (c)	\$ 200	_____ \$ 400
39	_____ (d)	\$ 400	_____ \$ 600
40	_____ (e)	\$ 600	_____ \$ 1000
41	_____ (f)	\$ 1000	_____ or higher

- 42
- 43 ~~_____ (6) The number of garnishments, attachments and other suits filed and~~
 44 ~~judgments obtained;~~
- 45 ~~_____ (7) The number of security agreements foreclosed and the amount~~
 46 ~~received from such sales and from the resale;~~
- 47 ~~_____ (8) Any other additional and relevant information relating to loans that~~
 48 ~~the director may from time to time prescribe by regulation.]~~

