

Instructions – Organization Certificate

For New Bank Charters

1. At the first meeting of the organizers, the organizers execute in duplicate the Organization Certificate before a notary or judge of a court of record. The individuals should be the same as those executing the charter application. (See the "[Charters](#)" booklet of the *Comptroller's Licensing Manual*.)
2. The organizers submit a signed original of the Organization Certificate to the Licensing staff at the appropriate district office and retain one signed original or copy for the bank's records. The OCC will acknowledge receipt and maintain the Organization Certificate in the bank's corporate history file in Washington, D.C.

For New Bank Charters and Converting Institutions

1. The name of the association must include the word "National." If used in the name, the word "Association" must be spelled out fully. (12 USC 22, 30) The name should be the same one chosen by the group when the charter application was filed. (See the Branch and Trade Names discussion in the "[General Policies and Procedures](#)" booklet.)
2. The location should specify the city, town, or village; county; and state, territory, or district. A street name should not be given. The location should be the same as that originally proposed and approved by the OCC. (12 USC 22, 30, 81)
3. The amount of authorized stock, the number of shares, and the par value of capital stock should be included and should be the same as that originally proposed and approved by the OCC. (12 USC 22, 51a, 51b, 52, 56, 57, 59 and 12 CFR 7.2021)
4. The name, place of residence, and number of shares to be held by each organizer, director, and known shareholder should be included. This information should agree with that previously submitted to the OCC. If it has changed, the contact person should advise the OCC of the change. (12 USC 22)
5. At least five persons, all of whom signed the original application and the Articles of Association, must sign the document. *For a converting institution*, a majority of the board of directors must sign the Organization Certificate. (12 USC 21 and 22)
6. The document must be properly notarized.
7. The five persons sign the Organization Certificate to avail themselves of the advantages of forming and operating a national bank. (12 USC 22)