

**RCW 48.09.420 Conversion—Plan requirements.** A plan of a domestic mutual insurer shall include the following:

- (1) A statement of the reasons for the proposed action;
- (2) A description of how the plan will be carried out, including any transaction included within the plan and a description of any mutual holding company, intermediate stock holding company, or other corporation organized pursuant to the plan;
- (3) A description of all significant terms of the reorganization;
- (4) New or revised intercompany agreements;
- (5) A description of the overall effect of the plan on policies issued by the converting mutual insurer. The description must show that policyholder interests collectively are properly preserved and protected and that the plan is fair and equitable to the policyholders;
- (6) The record date for determining whether a member of the converting mutual insurer is an eligible member;
- (7) The proposed effective date of the reorganization or the manner in which the proposed effective date of the reorganization is established;
- (8) The proposed amendments to or restatement of the articles of incorporation and bylaws of the converting mutual insurer and the proposed articles of incorporation and bylaws of any mutual holding company, intermediate stock holding company, or other corporation organized pursuant to the plan;
- (9) A description of any plans for the initial sale of voting stock to third parties by the converted stock insurer or any intermediate stock holding company, or a statement that the converted stock insurer or intermediate stock holding company has no current plans for the sale of voting stock;
- (10) The intention, if any, that a director or officer of the converting mutual insurer, mutual holding company, intermediate stock holding company, or other corporation organized pursuant to the plan, within the three-year period following the effective date of the conversion or reorganization, may purchase or acquire shares of capital stock or other securities of an issuer to be issued pursuant to the plan; and
- (11) A provision that all policies in force on the effective date of the conversion or reorganization will remain in force under the terms of those policies and that on the effective date of the reorganization, any voting rights of the members provided for under the policies or under this title are extinguished. [2023 c 20 § 3.]