

West's Louisiana Statutes Annotated

Louisiana Revised Statutes

Title 22. Insurance Code (Refs & Annos)

Chapter 2. Requirements for Insurers and Other Risk Bearing Entities (Refs & Annos)

Part I. Kinds of Insurers

Subpart H-1. Conversions of Mutual Life Insurers and Mutual Life Insurance Holding Companies

LSA-R.S. 22:236

Formerly cited as LA R.S. 22:822

§ 236. Definitions

Effective: August 1, 2022

[Currentness](#)

As used in this Subpart, the following terms shall have the respective meanings hereinafter set forth, unless the context shall otherwise require:

- (1) “Adoption date” means the date as of which the board of directors of the reorganizing mutual initially approves and adopts the plan of reorganization.
- (2) “Affiliate” means a person who directly, or indirectly through one or more intermediaries, controls or is controlled by or is under common control with the person specified.
- (3) “Commissioner” means the commissioner of insurance, or his deputy, or the Department of Insurance, as appropriate.
- (4) “Control” has the meaning set forth in [R.S. 22:691.2](#).
- (5) “Dividend protections” means provisions in a plan of reorganization designed to protect, through a closed block or other means, the reasonable dividend expectations of policyholders who own individual, dividend-paying policies.
- (6) “Effective date” means the date upon which the reorganization of the reorganizing mutual is effective, as provided in [R.S. 22:236.8](#).
- (7) “Eligible member” means a person who, on the adoption date, owns, or is deemed by the plan of reorganization to own, a policy of a mutual insurer or a reorganized insurer that is, or that is deemed by the plan of reorganization to be, in force with such insurer on such adoption date, or a person who is deemed eligible by the plan of reorganization.
- (8) “Member” means: (a) with respect to a mutual insurer, a policyholder who owns or is deemed by the plan of reorganization to own a policy of the mutual insurer; or (b) with respect to a mutual insurance holding company, a member of such mutual

insurance holding company, as defined in such company's articles of incorporation and bylaws or as defined in the plan of reorganization.

(9) “Membership interest” means: (a) with respect to a mutual insurer, all rights and interests of a policyholder as a member arising under the mutual insurer's articles of incorporation and bylaws, by law or otherwise, which rights include but are not limited to the right, if any, to vote and the right, if any, with regard to the surplus of the mutual insurer not apportioned or declared by the board of directors for policyholder dividends; or (b) with respect to a mutual insurance holding company, all rights and interests of the member arising under the mutual insurance holding company's articles of incorporation and bylaws, by law or otherwise, which rights include but are not limited to the right, if any, to vote and the right, if any, to receive consideration upon the demutualization or liquidation of the mutual insurance holding company.

(10) “Mutual insurance holding company” and “mutual life insurance holding company” both mean a domestic mutual holding company formed as a result of the conversion of a mutual insurer as defined in this Subpart pursuant to [R.S. 22:231](#) and 691.1 et seq. in accordance with a plan of reorganization approved by the commissioner.

(11) “Mutual insurer” and “mutual life insurer” both mean for purposes of this Subpart a domestic mutual insurer subject to Subpart C of this Part, [R.S. 22:111 et seq.](#), that is authorized to transact life, or life and accident and health insurance in this state, but does not mean a domestic nonprofit mutual association as described in [R.S. 22:124](#).

(12) “Parent corporation” means a stock corporation that is or has been organized for the purpose of acquiring, directly or indirectly, all of the common shares of a reorganized insurer.

(13) “Person” means an individual, a corporation, a partnership, an association, a joint stock company, a trust, an unincorporated organization, a limited liability company, a limited liability partnership, a government or governmental agency, a state or political subdivision of a state, board, estate, trustee or fiduciary, or any other legal entity.

(14) “Plan of reorganization” means the plan of reorganization adopted by the reorganizing mutual in compliance with this Subpart.

(15) “Policy” means an individual or group policy of insurance or annuity contract issued, or deemed by the plan of reorganization to have been issued, by a mutual insurer or by a reorganized insurer. If a policy is a group policy, the individual certificates or other evidences of interests in the group policy shall not be treated as separate policies; however, in the case of a policy or contract that was issued to a trust or group established or deemed by the plan of reorganization to have been established by the mutual insurer or the reorganized insurer, the reorganizing mutual may provide in its plan of reorganization that each certificate or other evidence of interest is deemed to be a policy for the sole purpose of determining the rights, if any, of the holders of those certificates to receive consideration under the plan of reorganization.

(16) “Policyholder” means a person who, on the basis of the records and the organizational documents of the mutual insurer or reorganized insurer, is deemed to be a policyholder of such insurer.

(17) “Qualified voter” is a member of the reorganizing mutual that is entitled to vote on matters coming before corporate meetings of the reorganizing mutual pursuant to its articles of incorporation and bylaws.

(18) “Reorganized company” means either: (a) a reorganized insurer resulting from the reorganization of a mutual insurer under this Subpart; or (b) a reorganized insurance holding company.

(19) “Reorganized insurance holding company” means a former mutual insurance holding company reorganized as a stock insurance holding company, or a stock insurance holding company into which a mutual insurance holding company has been merged, pursuant to a plan of reorganization under this Subpart.

(20) “Reorganized insurer” means the following:

(a) With respect to a conversion of a mutual insurer under this Subpart, the domestic stock insurer into which a mutual insurer is being or has been reorganized.

(b) With respect to the conversion of a mutual insurance holding company under this Subpart, any former mutual insurance company previously reorganized as a stock insurance company as part of a mutual insurance holding company reorganization pursuant to [R.S. 22:231](#) and 232.1 or pursuant to the mutual insurance holding company laws of another state.

(21) “Reorganizing mutual” means a mutual insurer or mutual insurance holding company that is reorganizing pursuant to this Subpart.

#### Credits

Renumbered from [R.S. 22:822](#) by [Acts 2008, No. 415, § 1, eff. Jan. 1, 2009](#). Added by [Acts 2008, No. 307, § 1, eff. June 17, 2008](#). Amended by [Acts 2009, No. 503, § 1](#); [Acts 2010, No. 730, § 1, eff. June 29, 2010](#); [Acts 2016, No. 6, § 1](#); [Acts 2022, No. 161, § 1](#).

#### Editors' Notes

#### REDESIGNATION AND RENUMBERING OF TITLE 22--ACTS 2008, NO. 415

<Acts 2008, No. 415, § 1 amended and reenacted Title 22 of the Louisiana Revised Statutes of 1950, the Louisiana Insurance Code, and directed the Louisiana State Law Institute to redesignate the provisions of Title 22, formerly comprised of [R.S. 22:1](#) to [22:3311](#), into a new format and numbering scheme comprised of [R.S. 22:1](#) to [22:2371](#), without changing the substance of the provisions.>

<Sections 2 and 3 of Act 415 provide:>

<“Section 2. The Louisiana State Law Institute is hereby directed to change any citations, Chapters, Parts, Subparts, or other references contained in the current provisions of Title 22 of the Louisiana Revised Statutes of 1950 or in any other Title or Code of the Revised Statutes to reflect the new citations, Chapters, Parts, Subparts, or other references found in this Act.>

<“Section 3. This Act shall become effective on January 1, 2009”.>

LSA-R.S. 22:236, LA R.S. 22:236

The Revised Statutes and the Codes are current through the 2024 First Extraordinary Session.

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