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NOTE: Where it is feasible, a syllabus (headnote) will be released, as is being done in connection with this case, at the time the opinion is issued. The syllabus constitutes no part of the opinion of the Court but has been prepared by the Reporter of Decisions for the convenience of the reader. See *United States* v. *Detroit Timber & Lumber Co.,* 200 U. S. 321, 337.

SUPREME COURT OF THE UNITED STATES

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WACHOVIA BANK, NATIONAL ASSOCIATION *v.* SCHMIDT ET AL.

CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE FOURTH CIRCUIT

No. 04–1186. Argued November 28, 2005—Decided January 17, 2006

Petitioner Wachovia Bank, National Association (Wachovia), is a national banking association with its designated main office in North Carolina and branch offices in many States, including South Carolina. Plaintiff-respondent Schmidt and other South Carolina citizens sued Wachovia in a South Carolina state court for fraudulently inducing them to participate in an illegitimate tax shelter. Shortly thereafter, Wachovia filed a petition in Federal District Court, seeking to compel arbitration of the dispute. As the sole basis for federal-court jurisdiction, Wachovia alleged the parties' diverse citizenship. See 28 U. S. C. §1332. The District Court denied Wachovia's petition on the merits. On appeal, the Fourth Circuit determined that the District Court lacked subject-matter jurisdiction over the action, vacated the judgment, and instructed the District Court to dismiss the case. The appeals court observed that Wachovia's citizenship for diversity purposes is controlled by §1348, which provides that "national banking associations" are "deemed citizens of the States in which they are respectively located." As the court read §1348, Wachovia is "located" in, and is therefore a "citizen" of, every State in which it maintains a branch office. Thus, Wachovia's South Carolina branch operations rendered it a citizen of that State. Given the South Carolina citizenship of the opposing parties, the court concluded that the matter could not be adjudicated in federal court.

Held: A national bank, for §1348 purposes, is a citizen of the State in which its main office, as set forth in its articles of association, is located. Pp. 5–15.

(a) When Congress first authorized national banks, it allowed them to sue and be sued in federal court in any and all civil proceedings.

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State banks, however, could initiate actions in federal court only on the basis of diversity of citizenship or the existence of a federal question. Congress ended national banks' automatic qualification for federal jurisdiction in 1882, placing them "on the same footing as the banks of the state where they were located," *Leather Manufacturers' Bank* v. *Cooper,* 120 U. S. 778, 780. In an 1887 enactment, Congress first used the "located" language today contained in §1348. Like its 1882 predecessor, the 1887 Act "sought to limit . . . the access of national banks to, and their suability in, the federal courts to the same extent [as] non-national banks." *Mercantile Nat. Bank at Dallas* v. *Langdeau,* 371 U. S. 555, 565–566. In the Judicial Code of 1911, Congress combined two formerly discrete provisions on proceedings involving national banks, but retained without alteration the "located" clause. Finally, as part of the 1948 Judicial Code revision, Congress enacted §1348 in its current form. Pp. 5–7.

(b) The Fourth Circuit advanced three principal reasons for deciding that Wachovia is "located" in, and therefore a "citizen" of, every State in which it maintains a branch office. First, consulting dictionaries, the court observed that the term "located" refers to "physical presence in a place." Next, the court noted that §1348 uses two distinct terms to refer to the presence of a banking association: "established" and "located." The court concluded that, to give independent meaning to each word, "established" should be read to refer to the bank's charter location and "located," to the place where the bank has a physical presence. Finally, the court relied on *Citizens & Southern Nat. Bank* v. *Bougas,* 434 U. S. 35, in which this Court interpreted the term "located" in the former venue statute for national banks, see 12 U. S. C. §94 (1976 ed.), as encompassing any county in which a bank maintains a branch office. Viewing the jurisdiction and venue statutes as pertaining to the same subject matter, the court concluded that, under the *in pari materia* canon, the two statutes should be interpreted consistently. Pp. 7–8.

(c) None of the Fourth Circuit's rationales persuade this Court to read §1348 to attribute to a national bank, for diversity-jurisdiction purposes, the citizenship of each State in which the bank has established branch operations. First, the term "located," as it appears in the National Bank Act, has no fixed, plain meaning. In some provisions, the word unquestionably refers to the site of the banking association's designated main office, but in others, "located" apparently refers to or includes branch offices. Recognizing the controlling significance of context, this Court stated in *Bougas:* "There is no enduring rigidity about the word 'located.' " 434 U. S., at 44. Second, Congress may well have comprehended the words "located" and "established," as used in §1348, as synonymous terms. When Con-

gress enacted §1348's statutory predecessors and §1348 itself, a national bank was almost always "located" only in the State in which it was "established," under any of the proffered definitions of the two words. For with rare exceptions a national bank could not operate a branch outside its home State until 1994, when Congress broadly authorized national banks to establish branches across state lines. Congress' use of the two terms may be best explained as a coincidence of statutory codification. Deriving from separate provisions enacted in different years, the word "established" appearing in the first paragraph of §1348 and the word "located" appearing in the second paragraph were placed in the same section in the 1911 revision. The codifying Act stated that provisions substantially the same as existing statutes should not be treated as new enactments. Thus, it is unsurprising that, in 1947, this Court, referring to a national bank's citizenship under the 1911 Act, used the terms "established" and "located" as alternatives. See *Cope* v. *Anderson,* 331 U. S. 461, 467. Finally, *Bougas* does not control §1348's meaning. Although it is true that, under the *in pari materia* canon, statutes addressing the same subject matter generally should be read " 'as if they were one law,' " *Erlenbaugh* v. *United States,* 409 U. S. 239, 243, venue and subject-matter jurisdiction are not concepts of the same order. Venue, largely a matter of litigational convenience, is waived if not timely raised. Subject-matter jurisdiction, on the other hand, concerns a court's competence to adjudicate a particular category of cases; a matter far weightier than venue, subject-matter jurisdiction must be considered by the court on its own motion, even if no party raises an objection. Cognizant that venue "is primarily a matter of choosing a convenient forum," *Leroy* v. *Great Western United Corp.,* 443 U. S. 173, 180, the Court in *Bougas* stressed that its "interpretation of [the former] §94 [would] not inconvenience the bank or unfairly burden it with distant litigation," 434 U. S., at 44, n. 10. Subject-matter jurisdiction, however, does not entail an assessment of convenience. It poses the question "whether" the Legislature empowered the court to hear cases of a certain genre. Thus, the considerations that account for the *Bougas* decision are inapplicable to §1348, a prescription governing subject-matter jurisdiction, and the Court of Appeals erred in interpreting §1348 *in pari materia* with the former §94. Significantly, *Bougas'* reading of former §94 effectively aligned the treatment of national banks for venue purposes with the treatment of state banks and corporations. By contrast, the Fourth Circuit's decision in this case severely constricts national banks' access to diversity jurisdiction as compared to the access generally available to corporations, for corporations ordinarily rank as citizens only of States in which they are incorporated or maintain their principal place of

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business, and are not deemed citizens of every State in which they maintain a business establishment. Pp. 8–14.

388 F. 3d 414, reversed and remanded.

GINSBURG, J., delivered the opinion of the Court, in which all other Members joined, except THOMAS, J., who took no part in the consideration or decision of the case.