

## § 563b.255

to vote on your conversion, pursuant to § 563b.280, except where:

- (1) The member solicits 50 people or fewer and does not solicit proxies on your behalf; or
- (2) The member solicits proxies through newspaper advertisements after your board of directors adopts the plan of conversion. Any newspaper advertisements may include only the following information:
  - (i) Your name;
  - (ii) The reason for the advertisement;
  - (iii) The proposal or proposals to be voted upon;
  - (iv) Where a member may obtain a copy of the proxy solicitation material; and
  - (v) A request for your members to vote at the meeting.

## § 563b.255 What must the form of proxy include?

The form of proxy must include all of the following:

- (a) A statement in bold face type stating that management is soliciting the proxy.
- (b) Blank spaces where the member must date and sign the proxy.
- (c) Clear and impartial identification of each matter or group of related matters that members will vote upon. You must include any proposed charitable contribution as an item to be voted on separately.
- (d) The phrase "Revocable Proxy" in bold face type (at least 18 point).
- (e) A description of any charter or state law requirement that restricts or conditions votes by proxy.
- (f) An acknowledgment that the member received a proxy statement before he or she signed the form of proxy.
- (g) The date, time, and the place of the meeting, when available.
- (h) A way for the member to specify by ballot whether he or she approves or disapproves of each matter that members will vote upon.
- (i) A statement that management will vote the proxy in accordance with the member's specifications.
- (j) A statement in bold face type indicating how management will vote the proxy if the member does not specify a choice for a matter.

## 12 CFR Ch. V (1-1-04 Edition)

### § 563b.260 May I use previously executed proxies?

You may not use previously executed proxies for the plan of conversion vote. If members consider your plan of conversion at an annual meeting, you may vote proxies obtained through other proxy solicitations only on matters not related to your plan of conversion.

### § 563b.265 How may I use proxies executed under this part?

You may vote a proxy obtained under this part on matters that are incidental to the conduct of the meeting. You may not vote a proxy obtained under this subpart at any meeting other than the meeting (or any adjournment of the meeting) to vote on your plan of conversion.

### § 563b.270 What must I include in my proxy statement?

(a) *Content requirements.* You must prepare your proxy statement in compliance with this part and Form PS. You may obtain Form PS from OTS Washington and Regional Offices (see § 516.40 of this chapter) and OTS's website (<http://www.ots.treas.gov>).

(b) *Other requirements.* (1) OTS will review your proxy solicitation material when it reviews the application for conversion and will authorize the use of proxy solicitation material.

(2) You must provide an authorized written proxy statement to your members before or at the same time you provide any other soliciting material. You must mail authorized proxy solicitation material to your members within ten days after OTS authorizes the solicitation.

### § 563b.275 How do I file revised proxy materials?

(a) You must file revised proxy materials as an amendment to your application for conversion. See § 563b.155 for where to file.

(b) To revise your proxy solicitation materials, you must file:

- (1) Seven copies of your revised proxy materials as required by Form PS;
- (2) Seven copies of your revised form of proxy, if applicable; and
- (3) Seven copies of any additional proxy solicitation material subject to § 563b.270.