

**2715.7100 DEFINITIONS.**

Subpart 1. **Scope.** For the purposes of parts 2715.7100 to 2715.8400, the terms defined in this rule have the meanings given them unless the context otherwise requires.

Subp. 2. **Affiliate.** An "affiliate" of, or a person affiliated with, a specified person is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Subp. 3. **Associate.** The term "associate" used to indicate a relationship with any person means any corporation or organization, other than the issuer or a majority-owned subsidiary of the issuer, of which the person is an officer or partner or is, directly or indirectly, the beneficial owner of ten percent or more of any class of equity security; any trust or other estate in which the person has a substantial beneficial interest or as to which the person serves as trustee or in a similar fiduciary capacity; and any relative or spouse of the person, or any relative or the spouse, who has the same home as the person or who is a director or officer of the issuer or any of its parents or subsidiaries.

Subp. 4. **Beneficial owner.** The term "beneficial owner" includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares voting power including the power to vote or direct the voting of a security, or investment power including the power to dispose of or direct the disposition of the security.

Subp. 5. **Control.** The term "control," including the terms "controlling," "controlled by," and "under common control with," means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities by contract or otherwise.

Subp. 6. **Issuer.** The term "issuer" means the issuer of the securities in respect of which a proxy is solicited.

Subp. 7. **Last fiscal year.** The term "last fiscal year" means the last fiscal year of the issuer ending prior to the date of the meeting for which proxies are to be solicited.

Subp. 8. **Officer.** The term "officer" means the president, secretary, treasurer, any vice president in charge of a principal business function such as sales, administration or finance and any other person who performs similar policy-making functions for the insurer.

Subp. 9. **Parent.** A "parent" of a specified person is an affiliate controlling the person directly, or indirectly through one or more intermediaries.

Subp. 10. **Person.** The term "person" means an individual, corporation, partnership, association, joint stock company, trust, unincorporated organization, or government or political subdivision thereof. As used in this subpart, the term "trust" includes only a trust where the interest or interests of the beneficiary or beneficiaries are evidenced by a security.

Subp. 11. **Proxy statement.** The term "proxy statement" means the statement required by part 2715.7310, whether or not contained in a single document.

Subp. 12. **Solicitation.** The terms "solicit" and "solicitation" include:

A. any request for a proxy, whether or not accompanied by or included in a form of proxy;

B. any request to execute, not to execute or revoke a proxy; or

C. the furnishing of a form of proxy or other communication to security holders under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy. The terms do not apply to the furnishing of a form of proxy to a security holder upon the unsolicited request of the security holder, the performance by the issuer of acts required by part 2715.7350, or the performance by any person of ministerial acts on behalf of a person soliciting a proxy.

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