

**2715.7320 PROXY REQUIREMENTS.**

Subpart 1. **Form.** The form of proxy shall:

- A. indicate in boldface type whether or not the proxy is solicited on behalf of the issuer's board of directors and not by whom it is issued;
- B. provide a specifically designated blank space for dating the proxy; and
- C. identify clearly and impartially each matter or group of related matters intended to be acted upon, whether proposed by the issuers or security holders. No reference need be made to proposals as to which discretionary authority is conferred pursuant to subpart 3.

Subp. 2. **Ballots.** Means shall be provided in the proxy for the person solicited to specify by ballot a choice between approval or disapproval of, or abstention with respect to, each matter or group of related matters referred to in it, other than elections to office. A proxy may confer discretionary authority with respect to matters as to which a choice is not specified if the form of proxy states in boldface type how it is intended to vote the shares represented by the proxy in each case.

Subp. 3. **Authority to vote in elections.** A form of proxy which provides both for election of directors and for action on other specified matters shall be prepared so as clearly to provide, by a box or otherwise, means by which the security holder may withhold authority to vote for election as a director. Any form of proxy which is executed by the security holder in this manner so as not to withhold authority to vote for elections of all nominees shall be deemed to grant this authority for all nominees for which a vote is not withheld, if the form of proxy states this in boldface type.

Subp. 4. **Discretionary authority conferred.** A proxy may confer discretionary authority with respect to any of the following matters:

- A. matters to be presented at the meeting but not known by the person making the solicitation within a reasonable time before the solicitation if a specific statement to that effect is made in the proxy statement or form of proxy;
- B. approval of the minutes of the prior meeting if approval does not amount to ratification of the action taken at that meeting;
- C. the election of any person to any office for which a bona fide nominee is named in the proxy statement and the nominee is unable to serve or for good cause will not serve;
- D. any proposal omitted from the proxy statement and form of proxy pursuant to part 2715.7360, subpart 3, or 2715.7370; or
- E. matters incident to the conduct of the meeting.

Subp. 5. **Authority not conferred.** No proxy shall confer authority to vote for the election of any person to any office for which a bona fide nominee is not named in the proxy statement, or to vote at any annual meeting, other than the next annual meeting or any adjournment thereof, to be held after the date on which the proxy statement and form of proxy are first sent or given to security holders. A person is not a bona fide nominee unless the person has consented to being named in the proxy statement and to serve if elected.

Subp. 6. **Voting.** The proxy statement or form of proxy shall provide, subject to reasonable specified conditions, that the securities represented by the proxy will be voted and that where the person solicited specifies by means of ballot provided pursuant to subparts 2 and 3 a choice with respect to any matter to be acted upon, the securities will be voted in accordance with the specifications.

**Statutory Authority:** *MS s 60A.22*

**History:** *17 SR 1279*

**Published Electronically:** *September 14, 2007*