amended or revised, four of the required copies of such amended or revised material filed with the Office shall be marked to indicate clearly and precisely the changes effected therein subsequent to the last prior filing.

(f) *Mailing communications for associations members.* If the management of the applicant has adopted a plan of conversion, the applicant shall perform such of the following acts as may be duly requested in writing with respect to a matter to be considered at the meeting to vote on the plan of conversion by any association member who will defray the reasonable expenses to be incurred by the applicant in the performance of the act or acts requested.

(1) The applicant shall mail or otherwise furnish to such association member the following information as promptly as practicable after the receipt of such request:

(i) A statement of the approximate number of association members who have been or are to be solicited on behalf of the management, or any group of such holders which the association member shall designate; and

(ii) An estimate of the cost of mailing a specified proxy statement, form of proxy or other communication to such association member.

(2) Copies of any proxy statement, form of proxy or other communication furnished by the association member and as approved by the Office shall be mailed by the applicant to such of the association members specified in paragraph (f)(1)(i) of this section as the association member shall designate.

(3) Any such material which is furnished by the association member shall be mailed with reasonable promptness by the applicant after receipt of the material to be mailed, envelopes or other containers therefor and postage or payment for postage.

(4) Neither the management nor the applicant shall be responsible for such proxy statement, form of proxy or other communication.

(g) *False or misleading statements.* (1) No solicitation of a proxy by the applicant, its management, or any other person for the meeting to vote on conversion shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for such meeting which has become false or misleading.

(2) The fact that a proxy statement, form of proxy or other soliciting material has been filed with or examined by the Office and authorized for use shall not be deemed a finding by the Office that such material is accurate or complete or not false or misleading, or that the Office has passed upon the merits of or approved any proposal contained therein. No representation contrary to the foregoing shall be made by any person.

(3) If a solicitation by management violates any provision of this section, the Office may require remedial measures including:

(i) Correction of any such violation by means of a retraction and new solicitation;

(ii) Rescheduling of the meeting for a vote on the conversion; and

(iii) Any other actions the Office may deem appropriate in the circumstances in order to ensure a fair vote.

(h) *Prohibition of certain solicitations.* No person soliciting a proxy from an association member for the meeting to vote on conversion shall solicit:

(1) Any undated or post-dated proxy;

(2) Any proxy which provides that it shall be deemed to be dated as of any date subsequent to the date on which it is signed by the association members;

(3) Any proxy which is not revocable at will by the association member giving it; or

(4) Any proxy which is part of any other document or instrument (such as an account card).

[54 FR 49596, Nov. 30, 1989, as amended at 59 FR 22734, May 3, 1994]

§ 563b.6 Vote by members.

(a) *Vote at special meeting.* Following approval by the Office of an application for conversion, the plan of conversion

shall be submitted to a special meeting of members, unless in the case of a State-chartered converting savings association State law requires that the plan be considered at an annual meeting of members.

(b) *Determining members eligible to vote.* The record date for determining those members eligible to vote at the meeting called to consider a plan of conversion shall not be more than 60 nor less than 10 days prior to the date of such meeting, without prior approval of the Office, unless State law requires a different voting record date.

(c)(1) *Notice to members.* Notice of the meeting to consider a plan of conversion shall be given by means of the proxy statement authorized for use by the Office. The notice shall be given not more than 45 nor fewer than 20 days prior to the date of the meeting to each association member, unless State law requires a different notice period. Such notice shall also be sent to each beneficial holder of an account held in a fiduciary capacity:

(i) In the case of a Federal association, where the account is an Individual Retirement Account and the name of the beneficial holder is disclosed on the association's records; and

(ii) In the case of a State-chartered association, where the beneficial holder possesses voting rights.

(2) *Summary proxy statement.* The proxy statement required by paragraph (c)(1) of this section may be in summary form, *Provided:*

(i) A statement is made in bold-face type on the notice to members required under paragraph (c)(1) of this section that a more detailed description of the proposed transaction may be obtained by returning an attached postage-paid postcard or other written communication requesting a supplemental information statement which, together with the summary proxy statement, complies with the requirements of Form PS;

(ii) The last date on which the summary proxy statement is mailed to members will be deemed the date on which notice is given for purposes of paragraph (c)(1) of this section. Without prior approval by the Office, the special meeting of members shall not be held fewer than 20 days after the last date on which the supplemental information statement is mailed to requesting members;

(iii) The supplemental information statement required to be furnished to members pursuant to paragraph (c)(2)(i) of this section may be combined with Form OC, if the subscription offering is commenced concurrently with or during the proxy solicitation period pursuant to § 563b.3(d)(1) of this subpart A; and

(iv) The summary proxy statement shall be prepared in accordance with the following requirements:

(A) All of the requirements of Form PS shall be met, with the exception of the following:

(*1*) Item 6. Management Remuneration.

(*2*) Item 7. Business of the Applicant. Paragraphs (c) through (m), and (o).

(*3*) Item 14. Financial Statements.

(*4*) Item 15. Consents of Experts and Reports. Paragraph (b).

(B) The disclosure requirements of items 8(j), 9 and 13 of Form PS may be prepared in summary form.

(C) The disclosure requirements of item 5 may be met through disclosure of the names, ages, and present occupations of all directors and executive officers.

(D) The plan of conversion shall not be required to be attached to the summary proxy statement under item 16.

(E) The statement contained in § 563b.8(u) of this part shall be included.

(d) *Notice to eligible account holders and supplemental account holders who are not voting members.* The converting savings association may give notice of the proposed conversion and the meeting of the association members by letter or other written communication authorized for use by the Office to eligible account holders and supplemental account holders who are not voting members. The contents of the notice shall be subject to §§ 563b.4(a)(4) and (a)(5), and 563b.5(g) of this part; the use of the notice shall be subject to § 563b.5(b) of this part; and filing of the notice with the Office shall be subject to § 563b.5(e)(1), (e)(3), (e)(5), and (e)(7) of this part.

(e) *Required vote.* The plan shall be approved by a vote of at least a majority of the total outstanding votes of

the association members, unless State law requires a higher percentage for a State-chartered converting savings association, in which case the higher percentage shall be used. Voting may be in person or by proxy.

§ 563b.7 Pricing and sale of securities.

(a) *General.* (1) No offer to sell securities of an applicant pursuant to a plan of conversion may be made prior to approval by the Office of the application for conversion and until the proxy statement has been authorized for use by the Office.

(2) No offering circular may be transmitted to any person in connection with an offer or sale of a security that is the subject of a plan of conversion which has been filed with the Office unless the offering circular meets the requirements of this part or part 563g.

(3) No sale of securities may be made except by means of a final offering circular which has been declared effective by the Office.

(4) The provisions of § 563b.7(a) shall not apply to preliminary negotiations or agreements between an applicant and any underwriter or among underwriters who are to be in priority of contract with the applicant.

(b) *Distribution of offering materials.* Any preliminary offering circular which has been filed with the Office may be distributed in connection with the offering at the same time as or after the proxy statement is mailed to association members pursuant to § 563b.6(c) of this part. No final offering circular shall be distributed until it has been declared effective by the Office. The declaration of effectiveness of the final offering circular by the Office shall not extend beyond the maximum time period specified for the completion of the sale of all the capital stock in paragraph (i) of this section, or beyond such period of time as the Office shall establish upon a subsequent declaration of effectiveness in the event of the granting of an extension of time under paragraph (k) of this section.

(c) *Estimated price information.* If the offering is to commence prior to the meeting of the association members held to vote on the plan of conversion, the proxy statement authorized for use by the Office shall set forth the estimated price range. Any preliminary offering circular shall set forth the estimated price range. The maximum of such price range should normally be no more than 15 percent above the average of the minimum and maximum of such price range and the minimum should normally be no more than 15 percent below such average. The maximum price used in the price range should normally be no more than $50 per share and the minimum no less than $5 per share.

(d) *Prohibited representations.* The Office will review the price information required under this section in determining whether to give approval to applications for conversion when the offering is to commence prior to the meeting of association members, and will review the information in determining whether to declare a final offering circular effective. No representations may be made in any manner that such price information has been approved by the Office or that the shares of capital stock sold pursuant to the plan of conversion have been approved or disapproved by the Office or that the Office has passed upon the accuracy or adequacy of any offering circular covering such shares.

(e) *Underwriting expenses.* Underwriting commissions shall not exceed an amount or percentage per share accepted as reasonable by the Office or its delegate. No underwriting commission shall be allowed or paid with respect to shares of capital stock sold in the subscription offering unless the plan of conversion contains the optional provision permitted by § 563b.3(d)(11) of this part; however, an underwriter may be reimbursed for accountable expenses in connection with the subscription offering where the public offering is limited such that reasonable underwriting commissions thereon would not be sufficient to cover total accountable expenses and, in the case in which no public offering occurs, an underwriter may be paid a consulting fee reasonable under the circumstances as the Office shall accept. The term ''underwriting commissions'' includes underwriting discounts.

(f) *Pricing materials.* (1) In considering the pricing information required under