

## Comptroller of the Currency, Treasury

## § 169.2

the nearest responsible law enforcement officers of an attempted or perpetrated robbery or burglary; and

(5) Such other devices as the security officer determines to be appropriate, taking into consideration:

- (i) The incidence of crimes against financial institutions in the area;
- (ii) The amount of currency and other valuables exposed to robbery, burglary, or larceny;
- (iii) The distance of the office from the nearest responsible law enforcement officers;
- (iv) The cost of the security devices;
- (v) Other security measures in effect at the office; and
- (vi) The physical characteristics of the structure of the office and its surroundings.

### § 168.4 Report.

The security officer for each Federal savings association shall report at least annually to the association's board of directors on the implementation, administration, and effectiveness of the security program.

### § 168.5 Protection of customer information.

Federal savings associations and their subsidiaries (except brokers, dealers, persons providing insurance, investment companies, and investment advisers) must comply with the Interagency Guidelines Establishing Information Security Standards set forth in appendix B to part 30 of this chapter. Supplement A to appendix B to part 30 of this chapter provides interpretive guidance.

[76 FR 49129, Aug. 9, 2011, as amended at 79 FR 54549, Sept. 11, 2014]

## PART 169—PROXIES

Sec.

169.1 Definitions.

169.2 Form of proxies.

169.3 Holders of proxies.

169.4 Proxy soliciting material.

AUTHORITY: Section 2, 48 Stat. 128, as amended (12 U.S.C. 1462); section 3, as added by section 301, 103 Stat. 278 (12 U.S.C. 1462a); section 4, as added by section 301, 103 Stat. 280 (12 U.S.C. 1463), 5412(b)(2)(B).

SOURCE: 76 FR 49129, Aug. 9, 2011, unless otherwise noted.

### § 169.1 Definitions.

As used in this part:

(a) *Security holder*. (1) The term *security holder* means any person having the right to vote in the affairs of a savings association by virtue of:

- (i) Ownership of any security of the association or
  - (ii) Any indebtedness to the association.
- (2) For purposes of this part, the term *security holder* shall include any account holder having the right to vote in the affairs of a mutual savings association.

(b) *Person*. The term *person* includes, in addition to natural persons, corporations, partnerships, pension funds, profit-sharing funds, trusts, and any other group of associated persons of whatever nature.

(c) *Proxy*. The term *proxy* includes every form of authorization by which a person is, or may be deemed to be, designated to act for the security holder in the exercise of his or her voting rights in the affairs of a savings association. Such an authorization may take the form of failure to dissent or object.

(d) *Solicit; solicitation*. (1) The terms *solicit* and *solicitation* refer to:

- (i) Any request for a proxy whether or not accompanied by or included in a form of proxy;
- (ii) Any request to execute, not execute, or revoke a proxy; or
- (iii) 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.

(2) The terms do not apply, however, to the furnishing of a form of proxy to a security holder upon the request of such security holder or to the performance by any person of ministerial acts on behalf of a person soliciting a proxy.

### § 169.2 Form of proxies.

Every form of proxy shall conform to the following requirements:

(a) The proxy shall be revocable at will by the person giving it. The power to revoke may not be conditioned on any event or occurrence or be otherwise limited; except that, in the case of a proxy relating to capital stock if

**§ 169.3**

such proxy is coupled with an interest, states such fact on its face, and is valid under the laws of the state in which it is to be exercised, such proxy may be made irrevocable to the extent permitted by such state law.

(b) The proxy may not be part of any other document or instrument (such as an account card).

(c) The proxy shall be clearly labeled “Revocable Proxy” in boldface type (at least as large as 18 point).

**§ 169.3 Holders of proxies.**

No proxy of a mutual savings association with a term greater than eleven months or solicited at the expense of the association may designate as holder anyone other than the board of directors [trustees] as a whole, or a committee appointed by a majority of such board.

**§ 169.4 Proxy soliciting material.**

No solicitation of a proxy shall be made by means of any statement, form of proxy, notice of meeting, or other communication, written or oral, which:

(a) Solicits any undated or postdated proxy;

(b) Solicits any proxy that provides that it shall be deemed to be dated as of any date subsequent to the date on which it is signed by the security holder; or

(c)(1) Contains any statement that is false or misleading with respect to any material fact, or

(2) Omits to state any material fact: (i) Necessary in order to make the statements therein not false or misleading or

(ii) Necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter that has subsequently become false or misleading.

**PARTS 170–189 [RESERVED]**

**PART 190—PREEMPTION OF STATE USURY LAWS**

- Sec.
- 190.1 Authority, purpose, and scope.
- 190.2 Definitions.
- 190.3 Operation.

**12 CFR Ch. I (1–1–23 Edition)**

190.4 Federally-related residential manufactured housing loans—consumer protection provisions.

190.100 Status of Interpretations issued under Public Law 96–161.

190.101 State criminal usury statutes.

AUTHORITY: 12 U.S.C. 1735f–7a, 5412(b)(2)(B).

SOURCE: 76 FR 49151, Aug. 9, 2011, unless otherwise noted.

**§ 190.1 Authority, purpose, and scope.**

(a) *Authority.* This part contains regulations issued under section 501 of the Depository Institutions Deregulation and Monetary Control Act of 1980, Public Law 96–221, 94 Stat. 161.

(b) *Purpose and scope.* The purpose of this permanent preemption of state interest-rate ceilings applicable to Federally-related residential mortgage loans is to ensure that the availability of such loans is not impeded in states having restrictive interest limitations. This part applies to loans, mortgages, credit sales, and advances, secured by first liens on residential real property, stock in residential cooperative housing corporations, or residential manufactured homes as defined in § 190.2 of this part.

**§ 190.2 Definitions.**

For the purposes of this part, the following definitions apply:

(a) *Loans* mean any loans, mortgages, credit sales, or advances.

(b) *Federally-related loans* include any loan:

(1) Made by any lender whose deposits or accounts are insured by any agency of the Federal government;

(2) Made by any lender regulated by any agency of the Federal government;

(3) Made by any lender approved by the Secretary of Housing and Urban Development for participation in any mortgage insurance program under the National Housing Act;

(4) Made in whole or in part by the Secretary of Housing and Urban Development; insured, guaranteed, supplemented, or assisted in any way by the Secretary or any officer or agency of the Federal government, or made under or in connection with a housing or urban development program administered by the Secretary, or a housing or related program administered by any other such officer or agency;