

two months and is maintained *and supported by her brother* but is not aided by charitable institutions or organizations as mentioned in Section 3477, General Code, has gained a residence in the county where she last resided and said county, township or municipality is responsible for her care and support.”

I also call your attention to my Opinion to be found in the *Opinions of the Attorney General for 1934*, Vol. 1, p. 419, which held, as disclosed by the first branch of the syllabus:

“1. Work under the PWA or CWA projects, as distinguished from Civil Works Service projects, does not constitute “relief under the provisions of law for the relief of the poor or relief from any charitable organization or other benevolent association which investigates and keeps a record of facts relating to persons who receive or apply for relief”, within the purview of Sections 3477 and 3479 of the General Code.”

As pointed out above, the applicant for enrollment in the Civilian Service Corps need not be indigent and, by virtue of his enrollment, he is employed for wages and, even though part of such wages must go to his dependents, they are not receiving relief as contemplated by either Sections 3477 or 3479, General Code, but are being supported by virtue of the wages the enrollee receives from the Federal Government.

Consequently, in specific answer to your inquiry, it is my opinion that where a family has a son in the Civilian Conservation Corps and the family receives a part of his wages earned therein, such family is not receiving “poor relief” within the contemplation of Sections 3477 and 3479, General Code.

Respectfully,

JOHN W. BRICKER,  
*Attorney General.*

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4811.

SHAREHOLDER—PROXY IN BUILDING AND LOAN ASSOCIATION OR OTHER CORPORATION VALID WHEN.

*SYLLABUS:*

*A proxy given by a shareholder in a building and loan association or general corporation on or after June 9, 1927, stipulating that it is “permanent” or “irrevocable” is not a writing which specifies either the date on which it is to*

*expire or the length of time it is to continue in force, within the meaning of section 8623-53, General Code, and therefore automatically terminates and becomes invalid at the expiration of eleven months after it is made unless sooner terminated by the shareholder.*

COLUMBUS, OHIO, October 18, 1935.

HON. WILLIAM H. KROEGER, *Superintendent of Building and Loan Associations of Ohio, Columbus, Ohio.*

DEAR SIR:—My opinion has been requested on the following question submitted in a letter addressed to your division:

“Under the general corporation law a proxy is good for eleven months unless a definite time is stipulated therein. We believe that the word ‘permanent’ is not a definite period of time. Therefore, we suggest that you ask the Attorney General for an opinion \* \* \*.”

The right to vote by proxy did not exist at common law, but it is within the power of the legislature to grant and control such right, and in Ohio the legislature early exercised its power and legalized proxy voting.

The controlling section of the General Code is 8623-53, which is a part of the general corporation laws, but its provisions apply to building and loan associations by virtue of section 9643 of the General Code, which provides that such associations “may be organized and conducted under the general laws of Ohio relating to corporations, except as otherwise provided in this chapter”, there being no provisions in the “chapter” of the building and loan code referred to relative to voting by proxy.

Section 8623-53, General Code, as originally enacted by the legislature (112 O. L. 32), effective June 9, 1927, provided in part:

“No proxy hereafter made shall be valid after the expiration of eleven months from the date of its execution unless the shareholder executing it shall have specified therein the length of time it is to continue in force.”

The foregoing section repealed section 8636 of the General Code which granted the right generally to vote in person or by proxy, with no provision for automatic termination.

Effective October 3, 1933, said section 8623-53, General Code, was amended (115 O. L. 451) and now reads as follows:

“No appointment of a proxy hereafter made shall be valid after the expiration of eleven months after it is made, unless the writing

specifies the date on which it is to expire or the length of time it is to continue in force.”

A proxy has been defined as “an agency; authority by one having the right to do a certain thing to another to do it; authority to act for another.” 50 C. J., 843.

The following is found in 7 R.C.L., 341 :

“An appointment of a proxy should be strictly interpreted and the authority should not be extended beyond that which is given in terms or is absolutely necessary for carrying the authority so given into effect.”

“A proxy is always revocable even when by its terms it is made irrevocable, nor is it necessary that it should be revoked in the exact manner provided in the instrument.”

As to whether a so-called “permanent” proxy, that is, one by which the shareholder purports to give the permanent right to vote his shares to a proxy, is one which “specifies the date on which it is to expire” or “the length of time it is to continue in force” as provided in section 2623-53, General Code, supra, and therefore valid after eleven months after it is made, we must look to the well recognized legal meaning of the word “permanent.”

It has various meanings, depending on the context, but in no case has it been held to be synonymous with “irrevocable.”

As defined in Valentine’s Law Dictionary, “permanent” means “to continue indefinitely; to continue until a change is made; not, however, to continue forever, or perpetually, nor for life, nor for any fixed or certain period.”

Various cases are cited in support of the definition. As used in contracts, expressly stipulating that the “employment shall be permanent”, the term implies not that the engagement shall be continuous or for any definite period but that the term being indefinite, the hiring is merely at will. 18 R.C.L., 509.

It is quite evident that the legislature intended to eliminate whatever evils or disadvantages existed by reason of indefinite proxies. It did not seem so much concerned about the length of time a proxy could run as it was that such time could be measured in advance. It left to the shareholder the right to fix a definite expiration time, but if he did not, provision was made for automatic expiration through operation of law at the end of eleven months from the date of the proxy.

Considering the character and purpose of a proxy, and applying the foregoing definitions, the conclusion is irresistible that a proxy given by a shareholder in a building and loan association or a general corporation stipulating that it is “permanent” or “irrevocable”, is not a writing which specifies either

the date on which it is to expire or the length of time it is to continue in force within the meaning of section 8623-53 of the General Code, and by force of that section automatically terminates and becomes invalid at the expiration of eleven months after it is made.

It will be noted that said section 8623-53, as now in force and originally enacted, applies to proxies "hereafter made."

At the time of the enactment of said section the legislature evidently knew that there were then in existence so-called "permanent proxies" or proxies of indefinite duration. Whether it wanted to be sure to avoid any possible legal or constitutional difficulties or was guided by some other motive, the legislature used apt and definite words indicating a purpose and intent to limit the application of the law to proxies made after the effective date of the act and to exclude from its operation such proxies then existing. This does not mean that such proxies existing at the time of the enactment are irrevocable, it merely means that they must be terminated, if at all, by the shareholders themselves and not automatically by operation of law. All permanent or indefinite proxies made on or after the effective date of said section 8623-53 as originally enacted, to-wit, June 9, 1927, come within the scope of said provision and automatically terminate and become invalid after the expiration of eleven months from their date.

Respectfully,

JOHN W. BRICKER,  
*Attorney General.*

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4812.

APPROVAL, BONDS OF AKRON CITY SCHOOL DISTRICT,  
SUMMIT COUNTY, OHIO, \$11,750.00 (UNLIMITED).

COLUMBUS, OHIO, October 21, 1935.

*Retirement Board, State Teachers Retirement System, Columbus, Ohio.*

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4813.

APPROVAL, BONDS OF CITY OF TOLEDO, LUCAS COUNTY,  
OHIO, \$20,000.00 (UNLIMITED).

COLUMBUS, OHIO, October 21, 1935.

*Retirement Board, State Teachers Retirement System, Columbus, Ohio.*