



The Constitution

of The Independent Order of Foresters

Approved on April 16, 2011 at a Special Meeting of the
40th International Assembly of The Independent Order of Foresters

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CHAPTER 1: THE COMMON BOND, STRUCTURE, AND CONSTITUTION OF THE INDEPENDENT ORDER OF FORESTERS

1. THE COMMON BOND AND PURPOSE OF THE INDEPENDENT ORDER OF FORESTERS

- A. As a Fraternal Benefit Society, The Independent Order of Foresters (Foresters) provides family financial products and services to its members; strives to make its members' communities better places; and gives its members opportunities for personal development, social interaction, and voluntary service to others. Foresters operates within the framework of members helping members.
- B. Foresters provides its members with the opportunity to demonstrate the principles of mutual help and community service. From its beginnings, the organization has been an agent of compassionate change in the community, focusing its energies on helping members and their families whenever they are in need or distress, and encouraging cooperation among all members, whatever their condition in life. Membership is open to all who share a commitment to these ideals and who are willing to share their time and talents to support others, both those within Foresters membership and those in the surrounding community.
- C. Our Common Bond informs our purpose, which is that Foresters exists to enrich the lives of its members, their families, and the communities where they live. Honoring our rich tradition of caring, we champion the well being of families through quality life insurance, unique member benefits, and inspiring community activities.
- D. The Independent Order of Foresters is organized under the laws of Canada, and is subject to the Insurance Companies Act of Canada and has all the powers granted by law.

2. THE REPRESENTATIVE STRUCTURE OF FORESTERS

- A. As a Fraternal Benefit Society and as required by law, Foresters has a representative system of government, through which member representatives are elected at local, regional, and international levels to represent members' interests. These officers are accountable for decisions made on members' behalf.
- B. Member representation begins with local bodies called Branches, which are managed by Branch Councillors elected by the voting members of that Branch.

The Branch Councilors elect the Branch President and Branch Vice President. The Branch meets regularly to discuss members' needs, oversee local programming, and make decisions on local matters. Branches are part of a Regional Assembly.

- C. All Branch Councilors within a region are voting ex officio members of the Regional Assembly to which their Branch belongs. The Branch President and Branch Vice President are voting ex officio members of the International Assembly.
- D. A Regional Assembly composed of the branches within its territory meets every two years. Members of the Regional Assemblies elect the Regional Councilors and the Regional Council President who form the Regional Councils. The Regional Councils act on behalf of the Regional Assemblies between meetings and oversee and support the work of the Branches within their region.
- E. The Regional Council President and the Regional Councilors are voting ex officio members of International Assembly.
- F. The International Assembly meets every four years. The International Assembly is the supreme governing body of Foresters. It elects the International Fraternal President and the members of the Board of Directors, one of whom is designated International Fraternal Vice President, and is the only body with the power to amend the Constitution of Foresters, except as provided in sections 67F and 67G.
- G. When the International Assembly is not in session, the Board of Directors, made up of the International Fraternal President, directors elected by the International Assembly, and the President and CEO, oversees the business and fraternal affairs of Foresters. As stewards with responsibility for all aspects of regulatory compliance in all jurisdictions in which Foresters operates, the Board of Directors has a fiduciary duty to protect the financial and other interests of all members of Foresters. The Board of Directors supervises the general management of Foresters operations.

3. THE CONSTITUTION

- A. The Constitution¹ describes the framework of laws and principles by which Foresters operates. The Constitution sets out the authority, responsibilities, and obligations of Foresters members, representatives, officers, and representative bodies. This document outlines the processes and terms under which members

¹ The Constitution is the bylaws of Foresters for corporate law purposes.

take and hold office at all levels within the organization. It also describes members' rights and lays out the mechanisms by which members, officers, and representative bodies are held accountable to the membership.

- B. All acts or resolutions of Branches, Regional Assemblies, Regional Councils, the International Assembly, and the Board of Directors must be consistent with the provisions of this Constitution and the laws of the jurisdictions in which Foresters operates.
- C. Every member of Foresters and every person who derives benefits through a Foresters issued insurance or annuity certificate or policy, or member benefit owned by or insuring a Foresters member will be subject to the provisions of this Constitution. Each member of Foresters is entitled to a copy of this Constitution.
- D. No representative body or member of Foresters has the power to waive any of the provisions of this Constitution. No act of any representative body, officer, or member of Foresters may be construed as a waiver of any provisions of the Constitution or of any conditions of any insurance or annuity certificate or policy made or issued by Foresters.
- E. The Constitution may be amended only as set out in section 67. Any provision of this Constitution that conflicts with the laws that apply to Foresters in a jurisdiction will be inoperative in that jurisdiction.
- F. Additional information on Foresters community and fraternal activities, programs, and operations is contained in policies for the Branch network approved by the Board of Directors and amended from time to time.

CHAPTER 2: MEMBERSHIP

4. CATEGORIES OF MEMBERSHIP, ENTITLEMENTS AND DUTIES

- A. There are two types of membership in Foresters: Voting Members and Non-voting Members.
- B. A Voting Member is an individual who is at least 16 years of age, has applied for and been accepted as a member of Foresters, and who:
- i. is insured under a life or health insurance certificate or is an annuitant under an annuity certificate issued by Foresters itself; or
 - ii. is insured under a life or health insurance certificate or is an annuitant under an annuity certificate issued by Foresters wholly owned UK subsidiary, Forester Life during the period of time that it is owned by Foresters; or
 - iii. as determined by the Board of Directors in its complete discretion at the time of acquisition of a subsidiary or a block of policies, or anytime thereafter, is insured under a certificate or policy of individual life or health insurance or is an annuitant under an annuity certificate or policy issued or assumed by a wholly owned life insurance subsidiary² of Foresters during the period of time that the subsidiary is owned by Foresters³; or;
 - iv. As determined by the Board of Directors in its complete discretion at the time that a block of policies or certificates are assumed by Foresters or a wholly owned subsidiary, is insured under a certificate or policy of insurance or an annuity, during the time that the block of policies is owned by Foresters or its subsidiary; or
 - v. is a Social Fraternal Member, a Social Member or a Community Member, for which the terms and conditions of membership have been outlined by the Board of Directors under section 6B, (limited governance rights – see s.4(C))

Voting Members are entitled to participate in the governance of Foresters (making or accepting nomination for office, being candidates for office, voting in elections, holding office, and exercising decision-making authority associated with holding office) through its Branches, Regional Councils, Regional Assemblies, Board of Directors and the International Assembly. Voting members are also entitled to participate in the voluntary service, social and community activities of Foresters through the Branch and its satellites.

² First Investors Life Insurance Company, acquired January 19, 2011, is excluded.

³ The specific entitlements of the category of membership shall be determined by the Board of Directors at the time of acquisition of the subsidiary, and recorded in a board policy document.

- C. Anyone who was a Social Fraternal Member or Social Member as of June 13, 2001 or a Community Member after June 20, 2005 and who continues to be a member in good standing, is included in the voting member category, but has limited governance rights. A Social Fraternal Member, Social Member or Branch Community Member:
- a) is eligible to vote in Branch elections and to hold the office of Branch Councillor;
 - b) is not eligible to be elected Branch President, Branch Vice President, Regional Councillor or Regional Council President;
 - c) Social Fraternal, Social or Branch Community Members may not make up collectively more than one-third of Branch Councillors.
- D. A Non-voting member is an individual who has applied for and has been accepted as a member of Foresters and who:
- i. as determined by the Board in its complete discretion at the time of acquisition, or anytime thereafter, owns or is insured under a contract or policy of life or health insurance or is an annuitant under an annuity issued by a wholly owned subsidiary of Foresters prior to its acquisition by Foresters; or
 - ii. has a membership agreement with Foresters; or
 - iii. is under the age of 16 years, and is insured under a certificate or policy of insurance or is an annuitant under an annuity certificate or policy issued by Foresters, or its UK subsidiary, and the certificate or policy of insurance is in good standing; or
 - iv. is under 16 years of age and is insured under a policy of life insurance or is an annuitant under an annuity policy issued by a wholly owned subsidiary of Foresters, during the period that the subsidiary is owned by Foresters, and the policy is in good standing.

Non-voting members are also entitled to participate in the voluntary service, social and community activities of Foresters.

- E.
- i. No current employee or appointed independent producer of Foresters or one of its subsidiaries or a Foresters member who is working for a competitor of Foresters in its insurance and annuity sales may serve as a Branch Councillor in Foresters representative system of government.
 - ii. No former employee or appointed independent producer of Foresters or one of its subsidiaries or a Foresters member who formerly worked for a

competitor of Foresters in its insurance or annuities sales may serve as an Branch Councillor in Foresters system of representative government until the expiration of two years from the date of the termination of their employment or agency, unless special permission is provided in writing by the International Fraternal President, based on a recommendation from the Regional Council within whose jurisdiction the former employee or appointed independent producer would serve.

- iii. Members of the families of Foresters current employees or appointed independent producers of Foresters or its subsidiaries may not serve as Branch Councillors without special dispensation from the International Fraternal President.
 - iv. Current employees may be appointed as Appointed Representatives to the International Assembly under s 55 with special dispensation from the International Fraternal President.
- F. An individual who is entitled to participate in more than one membership category by virtue of multiple insurance or annuity product purchases will be assigned to the category in which he or she would receive the greatest number of entitlements.
- G. The Board of Directors sets the terms and conditions of all classes of membership, including, but not limited to, Branch dues, membership fees or subscriptions, benefits, rights, obligations, entitlements and any variation of benefits within a class of membership. If a member in the United Kingdom is eligible for member benefits and services as of June 13, 2001, his or her eligibility will continue after that date so long as their membership remains in good standing.
- H. All members are entitled to receive general membership communications from Foresters, including the official publication(s) of Foresters, as determined by the Board of Directors.
- I. No member in any category under the age of 16 may vote or hold office within Foresters.
- J. Member entitlements are available to members who are in good standing, that is, to members who are up to date in their payment of all required premiums, fees, dues, or subscriptions. (For more information on premiums, fees, dues, and other payments, see section 6.)
- K. When participating in Foresters meetings or events, members are subject to the Constitution, Common Bond, Board approved policies, and Foresters Volunteer Code of Ethics, and are held accountable for any breaches.

5. APPLICATION FOR MEMBERSHIP

Anyone who shares a commitment to Foresters Common Bond and wishes to become a member must do one or more of the following:

- A. complete an application for membership; and/or
- B. become an insured or an annuitant under a certificate, contract or policy of insurance, or annuity issued by Foresters or one of its wholly owned subsidiaries, subject to the Board of Directors approval required in s 4Biii and iv.

The membership category into which an individual is placed shall be determined according to section 4 of this Constitution.

6. MEMBERSHIP PREMIUMS, FEES, DUES AND OTHER PAYMENTS

- A. To remain a member in good standing, each member must pay the required premiums, fees, dues, or other payments specified in his or her member's insurance certificate or contract.
- B. The terms of all categories of membership, including dues, fees, benefits, subscriptions, rights, entitlements, and obligations, are determined by the Board of Directors of Foresters.
- C. All premiums, dues, fees, or other payments specified in the member's insurance certificate or contract must be paid to Foresters in the manner specified by the Board of Directors or in their contract or certificate.
- D. The due date for payment may be changed by the Board of Directors, provided that the change does not override the provisions of an insurance certificate or contract.
- E. The Board of Directors may require members to pay additional assessments, as explained in section 76, Maintenance of Reserves.

7. BENEFICIARIES

- A. Members or owners may designate beneficiaries for any financial product under which benefits are payable, subject to the laws of the country, province, or state in which they live at the time of application for membership.
- B. A member or owner may change a beneficiary at any time by filing a written request with Foresters House, using a form specified by Foresters. The change will be effective on the date it is recorded at Foresters House. If no designated beneficiary survives the insured, the benefit will be payable to the owner's estate, subject to applicable law.

8. DISCIPLINARY ACTION AND SUSPENSION OR EXPULSION OF MEMBERS

- A. Every Foresters member involved in a dispute has the right to fair dispute resolution, conducted with due process, balanced deliberations and decision-making, and reasonable resolutions which are in the best interests of Foresters and its members.
- B. The Board of Directors develops, approves, and oversees the administration of procedures by which individual members may be held accountable for their actions or for any dereliction of duty as a Member Representative or officer. These procedures, which are set out in approved board policies, will ensure that members subject to disciplinary action are given a reasonable opportunity to defend themselves, to participate in Foresters internal mediation process, and to appeal any decision made by Foresters against them.
- C. If a member fails to pay the premiums, fees, dues, or other payments specified in his or her member's certificate or contract, fails to carry out his or her duties as an Member Representative or officer, or acts in ways that demonstrate that he or she does not share a commitment to Foresters Common Bond (described in section 1), or that are a breach of any provision of this Constitution, or that bring Foresters into disrepute, the Board of Directors may, upon the recommendation of the International Fraternal President, take disciplinary action against the member. These actions may include but are not limited to:
 - i. reprimand;
 - ii. suspension from any office or position;
 - iii. removal from any office or position;
 - iv. suspension from membership in Foresters;
 - v. expulsion from membership in Foresters.

- D. The Board may impose penalties appropriate to the seriousness of the member's offence, including restrictions on the member's right to participate in the activities of a Branch, Regional Council, Regional Assembly, or the International Assembly. A member who has been suspended or expelled from membership in Foresters will not be permitted to attend meetings or social events or exercise any other privileges of membership.

- E. Suspension or expulsion from membership will not adversely affect the member's or former member's rights and entitlements related to any life insurance, or annuity, or financial product, or member benefits and services (see sections 4F and 6B), as long as the required fees or premiums have been paid.

CHAPTER 3: BRANCHES AND THEIR OFFICERS

9. THE PURPOSE OF BRANCHES

- A. Branches are responsible for implementing Foresters Common Bond and Purpose within their territory. The Branch territory is specified in its Charter.

Branches identify and organize programs and activities that demonstrate Foresters Common Bond and Purpose and its principles of members helping members, making members' communities better places, personal development, volunteer activities, and social interaction. Branches disseminate information and stimulate interest in the organization and services of Foresters by regular meetings, a personal commitment to assisting other members, involvement in the community, and local communications.

- B. Branches are composed of the Forester Members who reside in the Branch territory.
- C. Members elect Branch Councillors who form the Branch Council, which governs the Branch and oversees its provision of programs of community and fraternal service within the Branch territory and makes decisions on local matters.
- D. Branches carry out Foresters Common Bond and Purpose in their territories through local groups of Branch members known as Satellites, or other names specified by the Board of Directors through which the Branch programs for member interaction, fraternal activities and community service are delivered.
- E. Satellites are groups of Branch Members who organize activities and events to fulfill Foresters purpose at the local level. Satellites are led by designated member(s) who are Voting Members. Satellite projects are funded and supervised by the Branches.

10. LIMITS ON THE POWERS OF BRANCHES

- A. Foresters will not be responsible for any liability incurred by any Branch.
- B. Branches may not incorporate, acquire any land, buildings, or vehicles, or leasehold interests in these types of assets, without the written consent of the Board of Directors. No Branch or member may issue any statement, communication, trademark, or publication relating to Foresters without the written

consent of the Board of Directors. The Board of Directors will specify how consent is to be obtained for these activities in Board Approved Policies.

11. MEETINGS OF THE BRANCH

- A. Branches will hold regular meetings at least once a month. The Branch Council will notify members of the time, date, and location. All meetings will be open to all members of the Branch. The Branch will keep minutes and report on its activities to Branch members, Regional Council and Foresters House as required.
- B. The conduct of meetings will follow rules of order, as prescribed by the Board of Directors. For any votes other than elections or where otherwise specified, voting will be by simple majority; that is, 50 percent plus one of the voting members who participate in the vote.
- C. Invited guests may attend meetings with the approval of the Branch Council.
- D. To provide for general or standing rules of operation, a Branch must pass bylaws, provided that these bylaws do not conflict with the provisions of this Constitution or with the bylaws of the Regional Assembly within whose region the Branch is located. Branch bylaws are enacted or amended by the Branch by two thirds vote of the branch members entitled to vote who cast a ballot.

These bylaws do not take effect until they have been approved by the International Fraternal President.

12. SPECIAL MEETINGS OF THE BRANCH

- A. Special meetings of the Branch may be called by the International Fraternal President, the Regional Council President, the Branch President, or any two of the Branch Councillors.
- B. The Branch Members must be notified of the special meeting at least 14 days in advance of the special meeting. The notice must include a description of the business to be undertaken at the meeting.
- C. The meeting will deal only with the business mentioned in the notice, unless the members with entitlement to vote who are in attendance unanimously decide to do otherwise.

13. QUORUM AT BRANCH MEETINGS

For the Branch to transact business at a regular or special meeting, no fewer than five Voting Members must be present either in person or remotely by means of such telephonic, electronic, or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.

14. BRANCH COUNCILLORS

- A. Each Branch will elect up to ten (10) Branch Councillors at an annual election to be held on the date specified by the Board of Directors under section 22.
- B. Branch Councillors are elected annually for either a one (1) or two (2) year term of office. The Branch bylaws will specify the number of one (1) and two (2) year branch councillor roles.
- C. As Member Representatives, all Branch Councillors are ex officio voting members of the Regional Assembly, if its meeting is held during their term of office.
- D. The ten (10) Branch Councillors, who form the Branch Council, are the Branch Officers. The Branch Councillors will elect annually a Branch President and Branch Vice President from amongst themselves
- E. The Branch President and Branch Vice President are ex officio voting members of the International Assembly if its meeting is held during their term of office.
- F. Member Representatives at the branch, regional and international level may hold only one elected office at a time at any level.
- G. When a Branch Councillor is elected as a Regional Councillor or as Regional Council President, and this creates a vacancy on the Branch Council, the Branch Council may appoint a Voting Member of that Branch as a replacement Branch Councillor for the balance of the term.

15. BRANCH COUNCILLORS AS STEWARDS FOR BRANCH

- A. Branch Councillors have accountability for stewardship of their Branch. As stewards, they oversee the financial aspects of the Branch in accordance with Foresters Common Bond, Constitution, policies including Foresters Volunteer Code of Ethics, and can be held accountable for any misuse of this property.

- B. No member will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every member who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the member will not be counted in the quorum with respect to that matter and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- C. If the Branch, the Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that a member, or a Branch Councillor has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend that person from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.

16. ABSENCES FROM AND VACANCIES IN THE BRANCH

- A. If a Branch Councillor is absent from a meeting of the Branch, or is temporarily unable to fulfill his or her duties, the Branch Council may, by resolution, appoint another member to take on his or her responsibilities until the absent Branch Councillor returns. (For temporary absences of the Branch President, see section 18.)
- B. If a Branch Councillor is absent for three consecutive regular meetings, or for more than half of the regular meetings in a year, without a satisfactory reason provided in writing to the Branch Council, the Branch Council may, by resolution, declare his or her office vacant and fill that office by election or appointment.
- C. If a Branch Councillor resigns, dies, transfers his or her membership to another Branch, or is otherwise unable to continue in office for any reason, the Branch Council may, by resolution, appoint or elect a voting member of that Branch as Branch Councillor to complete the balance of the term of office.

17. BRANCH PRESIDENT

The Branch President's responsibilities are:

- A. Acting as the presiding officer of Branch meetings, ensuring that all meetings are conducted in accordance with this Constitution and with the rules of order

prescribed by the Board of Directors, ensuring that decisions are implemented, and ensuring that all financial and non-financial reporting is properly completed as required.

- B. acting as a liaison to Branch Satellites, the Regional Council, and Membership Department staff.
- C. representing the Branch and its members at the Regional Assembly and the International Assembly.

18. BRANCH VICE-PRESIDENT

The Branch Vice-President assists the Branch President in carrying out his or her duties and assumes those responsibilities in his or her temporary absence.

- A. The Branch Vice President represents the Branch and its members at the Regional Assembly and the International Assembly.
- B. The Branch Vice President acts as a liaison to the Branch Satellites, the Regional Council and the Membership Department staff.

19. BRANCH RECORDS

The Branch Council is responsible to ensure that the Branch records are kept and that all reports required by the Board Approved Policies are filed. The Branch records include agendas and minutes of its meetings, correspondence, regulatory filings, financial information etc.

20. BRANCH COUNCILLORS

The Branch Councillor's responsibilities include attending Branch and Regional Assembly meetings, support and oversight of Satellites, acting as a liaison for the Branch with the Regional Assembly or Council, annual Branch planning, local member recognition, reporting on the local activities of the Satellites, communicating with Branch Members, and publicizing Branch activities and events with community partners and Members.

21. BRANCHES-AT-LARGE

- A. Members are normally affiliated with a local Branch. Members who are not affiliated with a local Branch become members of a Branch-at-Large in Canada, the United States, or the United Kingdom.
- B. The officers of the Branches-at-Large are the members of the Board of Directors.
- C. All members of Branches-at-Large are entitled to the rights and privileges of membership described in this Constitution, and have the right to attend meetings and functions of other Branches, unless their membership has been suspended.
- D. Branches-at-Large have no obligation to meet.
- E. The members of Branches-at-Large are represented by the International Fraternal President at the International Assembly.

CHAPTER 4: NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

NOTE: UNLESS OTHERWISE SPECIFIED, THE PROVISIONS OF THIS CHAPTER APPLY TO ALL GOVERNANCE LEVELS IN FORESTERS.

22. BRANCH ELECTIONS

- A. The Branch will elect Branch Councillors annually. The date of the annual branch election shall be set by the Board of Directors. The date of the election shall be circulated to all Branch Members in branch communications throughout the year, and on the Branch website. Branch Members will be given a minimum of 30 days notice of the election date, and the methods and place of voting.
- B. All Voting Members of the Branch may vote in the annual election. The use of proxies is not allowed.
- C. The number of one (1) year and two (2) year councillor positions open for election will be set out in the Branch bylaws, and circulated to the Branch Members as part of the election information package.
- D. At least 90 days before the election date, assisted by the Chief Elections Officer or his or her designate, the Branch Council shall establish a nominating committee chaired by the Branch Vice President to recruit eligible candidates for Branch Councillor from among the Branch membership. The Branch Nominating Committee shall determine the qualifications for suitable candidates and seek suitable candidates from the Branch membership. Branch Members may nominate candidates for Branch Councillor by submitting names to the Branch Nominating Committee.
- E. Following a selection process prescribed by the Board of Directors, the Branch Nominating Committee shall select a recommended slate of candidates most suitable for the role of Branch Councillor.
- F. Every candidate must be a Voting Member of the Branch for which he/she is seeking election.
- G. The ballot shall contain the names of the recommended slate of candidates, and all candidates nominated for office who have met the criteria for office.

- H. The Branch elections may be conducted by mail in ballot, in person ballot, or by online electronic balloting, as determined by the Branch bylaws, or as prescribed by the Board of Directors. The election shall be supervised by the Chief Elections Officer. The Board of Directors shall prescribe the procedures and processes for online and mail in balloting for Branch elections.
- I. Thirty days prior to the annual election date, the Branch Council shall send an election information package to all branch members.
- J. The candidates who receive the highest number of valid votes will be declared elected into the open positions for Branch councillors. If the number of candidates is the same as the number of councillor positions open, the candidates shall be elected by acclamation.
- K. The Branch Councillors elect the Branch President and the Branch Vice President for a term of one year from amongst themselves. This election shall take place at the first Branch meeting which shall be held within 45 days of the election date.
- L. Within 30 days of the election, the Branch Council will publish an election summary for the Voting Members in the branch.
- M. On approval of a new Branch by the Board of Directors, the Regional Council shall appoint the first slate of Branch Councillors. The appointed Branch Councillors will elect a Branch President and Vice President from among themselves.
- N. The Branch Councillors will hold office from the date they are elected or appointed until their successors are elected or appointed.

23. REGIONAL COUNCIL ELECTIONS

- A. The Regional Assembly will hold an election every two years for the Regional Council President, and the Regional Councillors.
- B. At least 90 days before the Regional Assembly Meeting, the Regional Council will appoint a nominating committee to seek suitable candidates for Regional Councillor and Regional Council President from among the Branch Councillors and Regional Councillors who are members of the Regional Assembly.
- C. Candidates for Regional Council should submit a description of their background and qualifications to serve on the Regional Council to the Nominating Committee.

- D. Following a selection process prescribed by the Board of Directors the Nominating Committee shall recommend a slate of candidates most suitable for election as Regional Councillors and Regional Council President. The Nominating Committee shall circulate an Election Information Package about the slate of candidates to the Elected Representatives of the Regional Assembly at least 30 days prior to the Regional Assembly.
- E. The Regional Assembly elections will be held as the last item of business at the Regional Assembly Meeting. The election procedures will be prescribed by the Board of Directors.
- F. Only members of the Regional Assembly present at the meeting are eligible to vote. Proxy voting is not permitted.
- G. There may be nominations from the floor, following procedures prescribed by the Board of Directors.
- H. Regional Councillors and the Regional Council President hold office for two years from the date of their election or appointment until their successors are elected or appointed.

24. INTERNATIONAL ASSEMBLY ELECTIONS

- A. Elections for the Board of Directors take place at the regular meeting of the International Assembly every four years.
- B. Only Members of the International Assembly who are present at the meeting may cast a ballot. Proxy voting is not allowed.
- C. At least one year before the opening of a regular meeting of the International Assembly, the Board of Directors will appoint a nominating committee to identify and recommend candidates for election to the Board of Directors. This committee will specify and publish the qualifications required of nominees to the Board. These qualifications will include the skills and experience needed to fulfill the Board's corporate governance responsibilities. The committee will publish this information for all Foresters members, inviting nominations for the Board and specifying a date by which nominations should be submitted. All nominations must be submitted in writing, and provide all the information requested by the Nominating Committee.

Following a selection process approved by the Board, the nominating committee will recommend those candidates most suitable for election to the Board of Directors. The Board will circulate this list to the members of the International Assembly at least 30 days before the meeting opens.

- D. For elections at the International Assembly, nominations from the floor will be permitted following procedures prescribed by the Board of Directors.
- E. Every candidate seeking election to the Board must be a Member of the International Assembly at which he or she seeks to stand for election.
- F. The presiding officer for elections at the International Assembly will be named by the International Fraternal President after consultation with the Board of Directors.
- G. The presiding officer will not be seeking election personally at the election over which he/she is presiding.

25. ELECTION VOTING PROCEDURE FOR REGIONAL ASSEMBLIES AND INTERNATIONAL ASSEMBLY

- A. Voting at elections will be by secret ballot, unless a candidate is unopposed. Unopposed candidates will be elected by acclamation.
- B. At the Regional Assembly, election of the Regional Council President will be held first, followed by election of the ten (10) Regional Councillors.
- C. At the Regional Assembly, following the elections in 25B, the Regional Council Vice President will be elected from among the newly elected Regional Councillors.
- D. At the International Assembly, election of the International Fraternal President will be held first, followed by the election of the directors.
- E. At the International Assembly, following the election in 25D, the International Fraternal Vice President will be elected from among the newly elected Directors.
- F. Those candidates for office receiving the highest number of valid votes are duly elected.
- G. Ballots will be counted by at least three members acting as Tellers. Tellers, who will not be seeking office themselves, are appointed by the presiding officer.

- H. Tellers will count the number of legal ballots cast for each candidate and the number of spoiled ballots, and report these numbers in writing to the presiding officer.
- I. Except in the event of a tie between two or more leading candidates, the candidate receiving the most votes will be declared the winner. If two or more leading candidates for office receive equal numbers of votes, a new ballot will be taken to break the tie. Only the candidates who are tied for the lead will be on the second ballot.
- J. If two-fifths of the voting members present or any of the candidates seeking the office for which voting has taken place demand a recount of the ballots before the election for the next office begins, the Tellers will recount the ballots in the presence of those members or candidates who demanded the recount. The result of the recount will be considered final.
- K. After the election and any recount, the Tellers will seal the ballots and deliver them to the presiding officer, who will destroy them immediately after the meeting is adjourned.

26. TERMS OF OFFICE FOR THE REGIONAL ASSEMBLIES AND INTERNATIONAL ASSEMBLY

- A. International Assembly officers serve from the date they are elected or appointed and installed until their successors are elected or appointed and installed.
- B. Regional Councillors, Regional Council Presidents and Regional Council Vice Presidents serve from the date they are elected or appointed and installed until their successors are elected or appointed and installed.
- C. Regional Councillors, Regional Council Presidents, Regional Council Vice Presidents and Officers of the International Assembly will be installed at the meeting at which they are elected.

CHAPTER 5: REGIONAL COUNCILS, REGIONAL ASSEMBLIES, AND THEIR OFFICERS

27. THE PURPOSE OF REGIONAL COUNCILS

The Regional Council is responsible for implementing Foresters Common Bond and Purpose within the region and for overseeing, and supervising Branches, and for advising on Branch training and support. The region is the geographic area specified in the charter of the Regional Assembly. The Regional Council:

- A. Represents the Region locally to all Members and to the public;
- B. Leads member recognition within the Region;
- C. Advocates for the interests of the Region as needed;
- D. Is responsible for the overall governance of the Region and the branches;
- E. Provides advice on local opportunities, governance, and on the operation of the branch system;
- F. Ensures that annual planning is conducted throughout the region;
- G. Identifies future leaders within the branch system; evaluates current leaders and their personal development;
- H. oversees the organization of Regional Assembly meetings;
- I. reports to the International Assembly on matters within its region and acts as liaison with the International Fraternal President;
- J. is accountable for overseeing the on-going coaching, training and development of all Branches in the region to ensure that the purpose of the Branches is met;
- K. acts as liaison with Branches, and the membership department;
- L. participates in mediation and dispute resolution, according to the process described in board approved policies.;

28. THE COMPOSITION OF REGIONAL COUNCILS

- A. The Regional Council is composed of 10 (ten) elected Regional Councillors and one (1) elected Regional Council President, all of whom are its officers.
- B. The eleven (11) elected officers of the Regional Council are ex officio voting members of the International Assembly.
- C. The Regional Council may appoint or elect a Regional Council Vice President from its members, as prescribed in the Regional Assembly bylaws.

29. QUORUM AT MEETINGS OF THE REGIONAL COUNCIL

At any meeting of the Regional Council, a quorum must be present in order for business to be conducted. A quorum is a majority of the Regional Council officers of the Regional Council who must be present in person or remotely by such telephonic, electronic, or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.

30. MEETINGS OF THE REGIONAL COUNCIL

- A. Each Regional Council will meet at least twice a year. Additional meetings may be called by the Regional Council President or by a majority of the elected officers of the Regional Council. Unless waived, a notice of meeting will be provided to all members of the Regional Council ten days in advance of the scheduled meeting.
- B. The conduct of meetings will follow rules of order, as prescribed by the Board of Directors. For any votes other than elections or as otherwise specified, voting will be by simple majority; that is, 50 percent plus one of the Regional Councillors and Regional Council President present who participate in the vote.
- C. Regional Council meetings may be held in person or by such electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting.
- D. Invited guests may attend meetings with the approval of the Regional Council.
- E. The Regional Council is responsible to ensure that its records are kept and all required reports are filed. The Regional Council records include agendas, minutes of meetings, correspondence, regulatory filings, financial information, etc.

31. SPECIAL MEETINGS OF THE REGIONAL COUNCIL

The Regional Council President must call a special meeting if requested to do so by a majority of the members of the Regional Council or by the International Fraternal President. Members of the Regional Council shall be notified of the special meeting and its purpose at least 72 hours prior to the meeting.

- A. The International Fraternal President may call a special meeting of a Regional Council at any time.
- B. The special meeting will deal only with the business mentioned in the notice, unless the members present unanimously decide to do otherwise.

32. PRESIDING OFFICER AT REGIONAL COUNCIL MEETINGS

- A. At meetings of the Regional Council, the presiding officer will be the Regional Council President.
- B. If the Regional Council President is absent, the Regional Council Vice President will preside.
- C. If both these officers are absent, the Regional Councillors present will choose another person from among themselves to preside.

33. REGIONAL COUNCILLORS

- A. Regional Councillors must reside within the region of the Regional Assembly. If a Regional Councillor moves outside the region during his or her term of office, he or she will automatically vacate his or her office.
- B. Regional Councillors may hold only one governance position at a time on the Branch, Regional Council, or Board of Directors.
- C. Regional Councillors have the responsibility of stewardship for their region. As stewards, they oversee the assets and resources of the Regional Assembly, administered by the Regional Council, in accordance with Foresters Common Bond, Board Approved Policies including Foresters Volunteer Code of Ethics, and can be held accountable for any misuse of this property.

- D. No Regional Councillor, Regional Council President, or Regional Council Vice President will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every Regional Council officer who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the individual will not be counted in the quorum with respect to that matter and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- E. If a Branch, Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that a Regional Councillor, Regional Council President or Regional Council Vice President has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend that person from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.
- F. Every Regional Councillor, Regional Council President and Regional Council Vice President is a non-voting *ex officio* member of all Branches within their region.

34. TERMS OF OFFICE OF REGIONAL COUNCIL OFFICERS

Elected officers of the Regional Council will serve for a term of two years.

35. ABSENCES FROM AND VACANCIES IN THE REGIONAL COUNCIL

- A. If a Regional Council officer is absent for three consecutive meetings, or for more than half of the meetings in a year, without a satisfactory reason provided in writing to the Regional Council, the Regional Council may, by resolution, declare his or her position vacant and fill that office by election or appointment from among the members of the most recent Regional Assembly.
- B. If a Regional Council officer resigns, dies, or is otherwise unable to continue in his or her position for any reason, the Regional Council may, by resolution, appoint a substitute from the members of the most recent Regional Assembly to complete the balance of the term of office.

- C. If a Regional Council officer neglects or refuses to perform his or her duties, the other Regional Councillors may, with the consent of the International Fraternal President, by a unanimous vote, declare his or her position vacant and elect a replacement from among the members of the most recent Regional Assembly.

36. REGIONAL COUNCIL PRESIDENT

The Regional Council President presides at all Regional Council and Regional Assembly meetings and leads the Regional Council in carrying out its responsibilities by:

- A. ensuring that all Regional Council and Regional Assembly meetings are conducted in accordance with this Constitution and with rules of order, as prescribed by the Board of Directors;
- B. leading the Regional Council in the discharge of its duties;
- C. addressing any absences of Regional Councillors or filling any Regional Council vacancies;
- D. acting as liaison with the membership department staff on Regional Council matters, including, but not limited to disputes brought to the attention of the Regional Council;
- E. acting as a liaison with the Board of Directors or its committees as required on regional matters;
- F. providing advice on training and development of Branch and Regional Councillors and supporting them in their duties;
- G. assisting the Regional Council in fulfilling its fiduciary and stewardship responsibilities.

37. REGIONAL COUNCIL VICE PRESIDENT

The Regional Council Vice President shall preside at Regional Council and Regional Assembly meetings in the absence of the Regional Council President, and otherwise fulfills the responsibilities of the Regional Council President in his or her absence. The Regional Council Vice President assists the Regional Council in fulfilling its mandate and its stewardship duties, and any other assignments from the Regional Council or Regional Council President.

38. REGIONAL COUNCILLORS DUTIES

The Regional Council will assign duties to the Regional Councillors, such as:

- A. advising on branch elections;
- B. serving on or chairing committees;
- C. serving on the nominating committee to identify candidates for Regional Council officers;
- D. advising and overseeing the training and development of members within the region and supporting Branch Council officers in their duties;
- E. assisting the Regional Council in fulfilling its fiduciary and stewardship responsibilities.

39. MEETINGS OF THE REGIONAL ASSEMBLY

- A. The Regional Assembly will meet once every two years. The program will include:
 - i. discussion of issues of Foresters policy or matters of regional interest; and
 - ii. report on regional activities since the last meeting of the Regional Assembly.

Elections will take place as the last piece of business at the Regional Assembly meeting, with the election of Regional Council President preceding the election of the Regional Councillors.

Concurrently with the Regional Assembly Meeting, additional programming will be provided which will include, but is not limited to, programs to prepare members for governance and community service roles in Foresters structure and to enrich the governance skills of existing Branch Council and Regional Council officers.

- B. Only members of the Regional Assembly are entitled to vote at the Regional Assembly.
- C. The time and place of the regular Regional Assembly meeting will be decided by the International Fraternal President. Once the time and place of the Regional Assembly meeting have been decided, the Regional Council will notify all representatives within its jurisdiction. This notice must be given at least 90 days before the opening of the Regional Assembly.
- D. If a quorum is not present at the Regional Assembly, the International Fraternal President and the Regional Council President will organize a replacement meeting.

- E. For a Regional Assembly, a quorum is at least two-fifths of those entitled to vote at the Regional Assembly.
- F. To provide for general or standing rules of operation for the Regional Assembly and Regional Council, a Regional Assembly shall pass bylaws, provided that these bylaws do not conflict with the provisions of this Constitution. Regional Assembly bylaws are enacted or amended by a two-thirds vote of the members entitled to vote who are present at the Regional Assembly meeting and who participate in a vote.

These bylaws do not take effect until they are approved by the International Fraternal President.

40. MEMBERS OF THE REGIONAL ASSEMBLY

Each elected or appointed Branch Councillor is a voting member of the Regional Assembly. Each Branch is entitled to send 10 Branch Councillors to the Regional Assembly. If a Branch Councillor elected or appointed by the Branch is unable to attend the Regional Assembly, the Branch Council may appoint an alternate from the Voting Members of the Branch to attend.

41. SPECIAL MEETINGS OF THE REGIONAL ASSEMBLY

- A. The Regional Council President or the International Fraternal President may call a special meeting of a Regional Assembly.
- B. The Regional Council President must call a special meeting of the Regional Assembly or the International Fraternal President may call a special meeting of the Regional Assembly to deal with a specific matter, if a resolution to do so has been passed by:
 - i. a majority of the region's Branch Councils, or
 - ii. a majority of the Regional Councillors.
- C. The members of the Regional Assembly shall be notified of the special meeting at least 14 days in advance.
- D. The notice of a special meeting must include a description of the business to be undertaken at the meeting. The special meeting will deal only with the business mentioned in the notice, unless the members present unanimously decide to do otherwise.

- E. The meeting will not proceed unless a quorum is present. For a special meeting of the Regional Assembly, a quorum will be two-fifths of those entitled to vote at a Regional Assembly.
- F. A special meeting of the Regional Assembly shall be held by telephonic or electronic means, unless an in person meeting is authorized by the International Fraternal President.

CHAPTER 6: CHANGES TO BRANCHES AND REGIONAL ASSEMBLIES

42. INSTITUTION OR DISSOLUTION OF BRANCHES

- A. A Branch may be created or dissolved by resolution of the Board of Directors on its own or following a recommendation from the International Fraternal President or the Regional Council.
- B. Branches will be created or dissolved based on a ratio of members to branches set by the Board of Directors every four years, and reviewed by the International Assembly.
- C. Every four years the ratio of members to branches shall be reviewed by the Board of Directors for adequacy of member representation and achievement of the Foresters Purpose and such other factors as the Board shall determine.
- D. When a Branch is formed, the Regional Council will recruit potential candidates for Branch Councillor from among Foresters members in the area, conduct nominations and elections or make appointments for Branch Councillor positions, and instruct the Branch Councillors in their duties.

43. BRANCH AND REGIONAL ASSEMBLY CHARTERS

- A. When a new Branch or Regional Assembly is created, a charter will be issued to define the area or region of the new body and to officially recognize it within Foresters. A charter may be issued only by the International Assembly or the Board of Directors, acting when the International Assembly is not in session. The Charter shall state the branch name and other identification prescribed by the Board of Directors.

44. INSTITUTION OF REGIONAL ASSEMBLIES

- A. A Regional Assembly may be created by resolution of the Board of Directors acting on its own or following a recommendation by the International Fraternal President, based on policies for member representation prescribed by the Board of Directors.

- B. When a Regional Assembly is first formed, the International Fraternal President will designate one or more Representatives of the International Assembly to recruit potential candidates for office from among Foresters members in the region, conduct nominations and elections for Regional Council offices, and instruct the officers in their duties.

45. CHANGES TO BRANCHES

- A. Branches may be altered, closed or amalgamated by the Board of Directors acting on its own or following the recommendation of the Branches themselves, the Regional Council, or the International Fraternal President. The Board of Directors shall prescribe procedures for branch closure, amalgamation, management of branch funds, property and assets, etc.

46. CHANGES TO REGIONAL ASSEMBLIES

The boundaries of one or more Regional Assemblies may be changed by the Board of Directors acting on its own or following the recommendation of the Regional Councils themselves or the International Fraternal President. These changes include modifications to existing Regional Assembly boundaries, disputes over boundaries between two or more Regional Assemblies, and the consolidation of one or more Regional Assemblies. The process of modifying boundaries or consolidating Regional Assemblies shall include notice to the Branch Councils within the affected Regional Assemblies. The Board of Directors shall prescribe procedures for amalgamating, merging or closing Regional Assemblies.

47. SUSPENSION, REVOCATION, AND REINSTATEMENT OF BRANCH CHARTERS

- A. The International Assembly, or the Board of Directors or the International Fraternal President acting when the International Assembly is not in session, may suspend or revoke the charter of any Branch if, in the best judgment of the International Assembly, Board of Directors, or International Fraternal President, the Branch is engaging in activity that is not consistent with the provisions of this Constitution.
- B. When a Branch's charter is suspended, its members will remain in good standing as long as they continue to pay their required premiums, fees, dues and other payments.

- C. If the cause of suspension is removed or settled to the satisfaction of the International Assembly, Board of Directors, or International Fraternal President within 90 days of the date of suspension, the Branch's charter will be reinstated.
- D. Five or more members of a suspended Branch may petition for the reinstatement of their Branch. If the Board of Directors decides to reinstate the Branch, the Branch will receive its original charter or, in the event that the charter was lost, a new charter, together with any effects or funds of the Branch that remain under the control of Foresters.
- E. If the cause of suspension is not removed or settled, the Branch's charter may be revoked.
- F. No Branch charter will be suspended or revoked without the Branch being given written reasons for the suspension or revocation of the charter and a reasonable opportunity to defend itself and to participate in mediation, using procedures determined by the Board of Directors.
- G. After the Branch has had an opportunity to present its case to the Board of Directors, a decision will be made by the Board of Directors. This decision may be appealed to the International Assembly. The decision of the International Assembly will be final.

48. SUSPENSION, REVOCATION, AND REINSTATEMENT OF REGIONAL ASSEMBLY CHARTERS

- A. The International Assembly or the Board of Directors, acting when the International Assembly is not in session, may suspend or revoke the charter of a Regional Assembly if, in the best judgment of the International Assembly or the Board of Directors, the Regional Assembly or Regional Council is engaging in activity that is not consistent with the provisions of this Constitution.
- B. If the cause of suspension is removed or settled to the satisfaction of the International Assembly or the Board of Directors within 90 days of the date of suspension, the Regional Assembly's charter will be reinstated.

- C. When a Regional Assembly's charter has been suspended, five or more members of the suspended Regional Council or Regional Assembly may petition for the reinstatement of their Regional Assembly. If the Board of Directors decides to reinstate the Regional Assembly, the Regional Assembly will receive its original charter or, in the event that the charter was lost, a new charter, together with any effects or funds of the Regional Assembly that remain under the control of Foresters.
- D. No Regional Assembly charter will be suspended or revoked without the Regional Council or Regional Assembly being given written reasons for the suspension or revocation of the charter and a reasonable opportunity to defend itself and to participate in mediation, using procedures determined by the Board of Directors.
- E. After the Regional Council or Regional Assembly has had an opportunity to present its case to the Board of Directors, the Board of Directors will make a decision. This decision may be appealed to the International Assembly. The decision of the International Assembly will be final.

CHAPTER 7: BRANCH AND REGIONAL COUNCIL/ASSEMBLY FINANCES

49. MANAGEMENT OF FUNDS

The effective management of funding allocated on members' behalf by Branches and Regional Councils is an important responsibility. This chapter provides general guidance to Branch and Regional Council officers discharging this responsibility.

50. FUNDING FOR BRANCHES AND REGIONAL COUNCILS

- A. Branches and Regional Councils will be allocated funding to fulfill their mandates, as described in sections 9 and 27.
- B. The funds of a Branch consist of funding allocated under Board Approved Policies which includes but is not limited to revenues such as Branch dues, membership fees, subscriptions, donations, and interest, if any, and local revenue.
- C. If the International Fraternal President or a Regional Council has reason to believe that the funds provided to a Branch are not being used to fulfill the Branch's mandate, the International Fraternal President, or his or her representative, or the Regional Council may take steps, following a procedure determined by the Board of Directors, to direct the Branch in the use of its funds.
- D. The funds of a Regional Council consist of money allocated by Foresters House and local revenue, if any.
- E. If the International Fraternal President has reason to believe that the funds provided to a Regional Council are not being used to fulfill Foresters mandate within the region, the International Fraternal President or his or her representative may take steps, following a procedure determined by the Board of Directors, to direct the Regional Council in the use of its funds.
- F. Funds raised for the purposes of charitable donations are to be considered trust funds and are not included in Branch or Regional Council funds. The funds raised by Satellites of a Branch for charities or community partners shall be immediately transmitted to Foresters House or to the community partners.

- G. Foresters will not be responsible for any liability incurred by any Regional Assembly or Regional Council acting on its behalf. Regional Assemblies or Regional Councils may not incorporate, acquire any lands, buildings, or vehicles, or leasehold interests in these types of assets, without written consent of the Board of Directors. No Regional Assembly or Regional Council may issue any statement or publication relating to Foresters without the written consent of the Board of Directors. The Board of Directors will specify how consent is to be obtained for these activities.

51. HONORARIA AND EXPENSES

Branch and Regional Councillors and Regional Council Presidents may receive honoraria in recognition of their voluntary contributions to Foresters, and reimbursement for their travel and other reasonable expenses as prescribed by the Board of Directors.

52. SIGNING AUTHORITIES OF BRANCHES AND REGIONAL COUNCILS

- A. Branches and Regional Councils will pass resolutions identifying the persons who are the authorized signing officers for documents and funding requisitions for the Branch or Regional Council. The resolutions may limit the authority of these signing officers to signing certain types of documents only, or may establish maximum amounts of money which can be requisitioned.
- B. Payments by Branches and Regional Councils must be made on a timely basis in accordance with policies prescribed by the Board of Directors.
- C. Officers who have signing authority for contracts, funding requisitions or other documents may not delegate that authority to anyone else.

53. FINANCIAL REVIEWS AND AUDITS

- A. At least once a year, each Branch and Regional Council will ensure that it reviews its financial records, including its records for funds raised by Satellites.
- B. Financial reviews will be carried out in accordance with the terms and instructions set out by the Board of Directors, and the results will be published to the Branch, Regional Council, Regional Assembly, Board of Directors, or International Fraternal President as required.

- C. The Board of Directors may require an audit of the books of any Branch or Regional Council.

CHAPTER 8: THE INTERNATIONAL ASSEMBLY AND ITS OFFICERS

54. THE PURPOSE OF THE INTERNATIONAL ASSEMBLY

The International Assembly is the supreme governing body of Foresters. It ensures that Foresters fulfills its mandate as a Fraternal Benefit Society. It alone has the power to amend the Constitution, except as provided in sections 78F and 78G.

55. THE COMPOSITION OF THE INTERNATIONAL ASSEMBLY

The members of the International Assembly are:

- A. All Branch Presidents, Branch Vice Presidents, Regional Councillors, Regional Council Presidents and Regional Council Vice Presidents;
- B. the International Fraternal President and the 13 elected members of the Board of Directors, one of whom is designated International Fraternal Vice President;
- C. up to 20 Appointed Representatives recommended by the International Fraternal President and appointed by the Board of Directors; and
- D. the President and CEO;

all of whom must be Voting Members of Foresters.

56. MEETINGS OF THE INTERNATIONAL ASSEMBLY

- A. The International Assembly meets once every four years. The time and place of the meeting may be set by the International Assembly itself or by the Board of Directors, and must be announced in the official publication(s) of Foresters at least six months in advance.
- B. At regular meetings, a quorum must be present in order for business to be conducted. A quorum is two-fifths of the members of the International Assembly.
- C. The conduct of meetings will follow rules of order, as prescribed by the Board of Directors. For any votes other than elections and amendments to the Constitution, voting will be by simple majority; that is, 50 percent plus one of the voting members of the International Assembly present who participate in the vote.

- D. The International Fraternal President will preside at regular or special meetings of the International Assembly. If he or she is absent, the International Fraternal Vice President will preside. If both are absent, the Board of Directors will select a chairman or chairwoman from its elected members.
- E. If the presiding officer leaves the meeting, he or she may appoint another member of the International Assembly present to preside during his or her absence.

57. SPECIAL MEETINGS OF THE INTERNATIONAL ASSEMBLY

- A. The Board of Directors must call a special meeting of the International Assembly within 90 days if requested to do so in writing by a majority of the members of the Board of Directors, or by the Regional Assemblies if a resolution to do so has been passed by a majority of the Regional Assemblies at special meetings called for that purpose, or by mail-in ballot.
- B. A Regional Council may use a mail-in ballot distributed to the representatives to the most recent Regional Assembly for a vote on a resolution to call a special meeting of the International Assembly. The resolution is carried if it receives greater than a two-thirds vote by members of the Regional Assembly who have returned ballots mailed to them by registered or certified mail or recorded delivery, provided that at least 75 percent of the total ballots are returned.
- C. Members of the International Assembly must be notified of the date, location, and purpose of the special meeting at least 60 days in advance, in writing.
- D. The conduct of meetings will follow rules of order, as prescribed by the Board of Directors. For any votes other than elections and amendments to the Constitution, voting will be by simple majority; that is, 50 percent plus one of the Voting Members present who participate in the vote.
- E. At special meetings, a quorum must be present in order for business to be conducted. A quorum is two-fifths of the members of the International Assembly.
- F. The special meeting will deal only with the business described in the advance notification to members.
- G. Special meetings will be held in Toronto, Canada, unless otherwise specified in the notification to members.

58. REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY

- A. The Representatives to the International Assembly are: (1) the Branch President and Branch Vice President in office in the year the International Assembly or a Special Meeting of the International Assembly is held; (2) the Regional Councillors; and the Regional Council Presidents in office in the year the International Assembly or a special meeting of the International Assembly is held;
- B. Representatives to the International Assembly must be Voting Members in good standing at the opening of the International Assembly. Representatives must reside within the jurisdiction of the Branch or Regional Assembly which they represent.

59. ABSENCES FROM AND VACANCIES IN THE INTERNATIONAL ASSEMBLY

- A. A Representative who resigns or otherwise vacates his or her position as a representative gives up any position he or she holds on the International Assembly.
- B. Any vacancies among the Representatives to the International Assembly will be filled by appointment by the Branch or Regional Council. If the absent Representative is a Branch President or Branch Vice President, the Branch Council may appoint an alternate from among the Branch Councillors. If the absent Representative is a member of the Regional Council, the Regional Council may appoint an alternate from the Representatives to the most recent Regional Assembly.

60. INTERNATIONAL ASSEMBLY OFFICERS

- A. The officers of the International Assembly are the International Fraternal President, the 13 elected members of the Board of Directors one of whom is designated International Fraternal Vice President, and the President and CEO.
- B. The officers of the International Assembly, except the President and CEO, will be elected by secret ballot during the final sitting of each regular International Assembly. If a candidate is unopposed, he or she will be elected by acclamation.
- C. An elected officer of the International Assembly including the International Fraternal President may not serve more than three terms. Partial terms served by

an elected officer of the International Assembly, including the International Fraternal President filling a mid-term vacancy will not count as a term for the purposes of this provision. Except in the case of resignation, death, or removal from office, an officer of the International Assembly will remain in office until the election and installation of a successor.

- D. No officer, representative, or Appointed Representative will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every officer, representative, or Appointed Representative who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the individual will not be counted in the quorum with respect to that matter, and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- E. If a Branch, Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that an officer, representative, or Appointed Representative has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend the officer from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.

61. THE INTERNATIONAL FRATERNAL PRESIDENT

The International Fraternal President is elected by the International Assembly from among those who have already served or are serving as elected members of the Board of Directors. The International Fraternal President:

- A. presides at all meetings of the International Assembly;
- B. acts as Chief Elections Officer for all Branch and Regional Assembly elections, assisted as necessary by designated staff as set out in Board Approved Policies and ensures that all elections are properly conducted;
- C. provides leadership for members regarding the fraternal affairs, activities, and programs of Foresters;
- D. acts as liaison among the Branches, Regional Councils, Foresters House, and the Board of Directors;

- E. acts as a representative of Foresters in public communications related to the fraternal affairs, activities, and programs of Foresters;
- F. acts as Foresters ombudsman to protect members from any abuse of authority by any Foresters officer or employee or his or her representative;
- G. may mediate in any dispute between Foresters members and may intervene in any internal process to resolve such a dispute;
- H. is a voting member of Foresters Board of Directors and its executive committee, if any;
- I. may authorize any member to carry out a specific task that is within the International Fraternal President's authority under the Constitution;
- J. may appoint inspectors to examine the financial records and audit the financial condition of any Branch or Regional Council;
- K. may grant special permission to an individual to hold office or a position within Foresters if the individual would normally be ineligible for such office or position according to the provisions of this Constitution;
- L. may call special meetings of a Branch, Regional Council, or Regional Assembly, according to the provisions of this Constitution.

62. THE INTERNATIONAL FRATERNAL VICE PRESIDENT

The International Fraternal Vice President is elected by the International Assembly from among those who have been elected to serve on the incoming Board of Directors. The International Fraternal Vice President:

- A. shall be appointed by the Board of Directors to hold office as International Fraternal President under the provisions of section 63;
- B. undertakes other duties as assigned by the Board of Directors.

63. REPLACEMENT OF THE INTERNATIONAL FRATERNAL PRESIDENT

- A. If the International Fraternal President becomes temporarily unable to carry out his or her duties due to illness or any other cause, the Board of Directors will appoint the International Fraternal Vice President to hold this office until the International Fraternal President is able to return or, if the International Fraternal Vice President is unable or unwilling to accept the appointment, the Board of Directors may

appoint a current elected member of the Board to hold this office until the International Fraternal President is able to return.

- B. If the International Fraternal President dies or resigns from office in mid-term, the Board of Directors will appoint the International Fraternal Vice President or, if the International Fraternal Vice President is unable to accept this appointment, elect from among its current or former elected members a replacement to carry out these duties for the rest of the term.

64. REPLACEMENT OF THE INTERNATIONAL FRATERNAL VICE PRESIDENT

- A. Should the International Fraternal Vice President be appointed International Fraternal President under section 63, the Board of Directors will elect a replacement International Fraternal Vice President from among its elected members.
- B. Should the International Fraternal Vice President die or resign from office mid-term, the Board of Directors will elect, from among its elected members, a replacement to hold this office for the rest of the term.

65. APPOINTED REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY

The duties of the Appointed Representatives will be determined by the International Fraternal President or the Board of Directors. The Appointed Representatives will serve until the close of the International Assembly to which they were appointed. If a Special Meeting is held, the Board of Directors will determine the appointment of Appointed Representatives.

66. INTERNATIONAL ASSEMBLY COMMITTEES

- A. The standing (permanent) committees of the International Assembly are:
 - i. Appeals;
 - ii. Constitution;
 - iii. Credentials;
 - iv. Finance;
 - v. State of Foresters.
- B. The International Assembly may form ad hoc (temporary) committees to carry out specific tasks.

- C. These committees will be created by the International Assembly, which has the authority to delegate matters such as mandate, terms of reference, membership, and designation of the chairman or chairwoman to the International Fraternal President.

67. AMENDING THE CONSTITUTION

- A. The Constitution can be amended only by the International Assembly, except as provided in sections 67F and 67G below.
- B. No amendment will be accepted that is inconsistent with Foresters incorporating documents or with any law that applies to Foresters.
- C. Any proposed amendments to the Constitution require the written support of a Regional Council or at least 12 members of the International Assembly that would consider the amendments. Amendments must be submitted in writing to the Standing Committee on the Constitution and to the Executive Secretary of Foresters at least 60 days before the first day of an International Assembly meeting. The Standing Committee on the Constitution must consider all amendments and must include their comments or recommendations for disposition on all amendments received in their report to the International Assembly.
- D. The report of the Standing Committee on the Constitution must be circulated to the members of the International Assembly at least 30 days in advance of the meeting at which the amendments will be considered.
- E. Any proposed amendment to the Constitution will be carried if it receives a two-thirds majority vote of the International Assembly members present at the meeting who participate in the vote.
- F. Between meetings of the International Assembly, the Board of Directors may alter the Constitution by:
 - i. renumbering sections;
 - ii. rephrasing or harmonizing sections with amendments adopted by the International Assembly;provided that the true intent and meaning of the Constitution is not changed.
- G. The Board of Directors may amend the Constitution at any time to ensure that it conforms to the laws that apply to Foresters.

- H. All changes made to the Constitution will be published in the issue of Foresters official publication and will be posted on Foresters official website immediately following the change.

CHAPTER 9: THE BOARD OF DIRECTORS

68. THE PURPOSE AND POWERS OF THE BOARD OF DIRECTORS

Foresters Board of Directors is composed of officers of the International Assembly. When the International Assembly is not in session, the Board of Directors exercises all authority of the International Assembly, except the power to amend the Constitution beyond the provisions of sections 67F and 67G. It oversees the business and fraternal affairs and the management of Foresters, its funds and property, in accordance with and subject to the Act, and does so through a management framework which includes, but is not limited to, strategic planning, risk management, succession planning, internal management control, corporate policy-making, investment policy, and internal and external communications. The Board may delegate any of its power to act on its behalf, except as prohibited by law or by prudent governance principles.

69. THE COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors is made up of the International Fraternal President, 13 officers elected by the International Assembly, one of whom is designated International Fraternal Vice President, and the President and Chief Executive Officer (CEO).

70. BOARD OF DIRECTORS MEETINGS

- A. The Board of Directors will hold regular meetings at least four times in each calendar year. Meetings may be called by the Board chairman or chairwoman, or at the request of a majority of the Board members. Members will be notified in writing of the time, date, and location of the meeting at least seven days in advance.
- B. Special meetings may be called on shorter notice, if all members agree in person or in writing to the special meeting.
- C. A majority of members of the Board of Directors, who must be present in person or by telephone, will constitute a quorum.
- D. A meeting of the board of directors or a committee of directors may be held by means of such telephonic, electronic or other communications facilities as permit all persons participating to communicate adequately with each other during the meeting.

- E. Any action required or permitted to be taken at a board of directors meeting may be taken by written action signed by two thirds of the directors then in office. A written consent under this provision has the same force and effect as a vote of the board of directors taken at a meeting.

71. THE CHAIRMAN/CHAIRWOMAN OF THE BOARD OF DIRECTORS

The Board of Directors will appoint one of its members, other than the International Fraternal President or the President and CEO, as chairman or chairwoman. The duties of the chairman or chairwoman are set out in the Board approved mandate.

72. THE PRESIDENT AND CEO

- A. The Board of Directors appoints the President and CEO, specifies his or her duties, and supervises and directs his or her work. The Board of Directors evaluates the President and CEO's fulfillment of these duties at least annually.
- B. The President and CEO may not serve as chairman or chairwoman of the Board of Directors or as International Fraternal President.
- C. The President and CEO serves as a voting *ex officio* member of the Board of Directors and the International Assembly.
- D. The President and CEO directs the management of Foresters, within the framework provided by the Board of Directors.

73. THE MEMBERS OF THE BOARD OF DIRECTORS

- A. Members of the Board of Directors are non-voting *ex officio* members of all Foresters Branches and Regional Assemblies, with all rights of membership except the right to vote or hold office within the Branch or on a Regional Council.
- B. If a Board member dies, resigns, or becomes unable to continue in office, the other Board members may elect any voting member of Foresters to fill the vacancy. The new Board member will remain in office until the next regular meeting of the International Assembly.
- C. If a Board member neglects or refuses to perform his or her duties, the other Board members may, by a unanimous vote, declare his or her position vacant and elect a replacement.

- D. Members of the Board of Directors may receive honoraria, fees, and expenses, within guidelines established by the Board of Directors.

74. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may form standing (permanent) or ad hoc (temporary) committees, assign them specific tasks, and determine their mandate, membership, chairs, and reporting requirements.

75. AUDITS AND FINANCIAL STATEMENTS

- A. The Board of Directors will engage a qualified firm of chartered accountants to carry out an annual audit of the consolidated financial statements of Foresters and will ensure that the auditors' report is provided to the Board of Directors. A summary of these consolidated financial statements and the auditors' report will be published annually in the official publication of Foresters. The Board of Directors may change the firm of chartered accountants employed to perform the audit whenever the Board considers it appropriate to do so.
- B. The Board of Directors will ensure the preparation of consolidated financial statements covering the four years since the last International Assembly meeting and engage a qualified firm of chartered accountants to carry out an audit of these statements. The Board of Directors will provide these documents to the International Assembly at least 30 days before the opening of its meeting.

76. MAINTENANCE OF RESERVES

- A. If Foresters reserves for any class of certificate or contract become impaired, the Board of Directors may require that the owners of the certificates or contracts pay an additional assessment reflecting an equitable proportion of the deficiency, as determined by the Board. If the payment is not made, either:
 - i. it will stand as a debt against the certificate and draw interest; the interest is not to exceed the rate specified for certificate loans, or as prescribed by law, or, if no rate is specified or prescribed, five percent a year, compounded annually; and/or
 - ii. the owner may accept a proportionate reduction in benefits under the certificate.
- B. The Board of Directors may specify the manner by which the owner chooses to discharge the assessment and which choice is presumed, if no choice is made.

CHAPTER 10: INDEMNIFICATION OF FORESTERS DIRECTORS, OFFICERS, AND EMPLOYEES

77. INDEMNIFICATION OF FORESTERS DIRECTORS, OFFICERS AND EMPLOYEES

- A. Foresters will indemnify any present or former director, officer, representative or employee of Foresters or any of its subsidiaries, and his or her heirs and legal representatives, against all reasonably incurred costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, in any civil, criminal, administrative, or investigative proceeding to which he or she was made a party by reason of his or her position as director, officer, member representative or employee, provided that:
 - i. the action or proceeding was not initiated by Foresters itself; and
 - ii. the director, officer, or employee acted honestly and in good faith, with a view to the best interests of Foresters; and
 - iii. the director, officer, or employee had reasonable grounds for believing that his or her conduct was lawful.
- B. Foresters will indemnify any present or former director, officer, or employee of Foresters or any of its subsidiaries, and his or her heirs and legal representatives, against all reasonably incurred costs, charges, and expenses, if the present or former director, officer, or employee is substantially successful in defending a civil, criminal, administrative, or investigative proceeding to which he or she was made a party by reason of his or her position as director, officer, or employee.
- C. These rights of indemnification are in addition to any other rights to which the present or former, director, officer, or employee is entitled by law.
- D. Indemnification will be paid from Foresters funds when the costs, charges, or expenses are due, provided that the present or former director, officer, or employee agrees in writing to return the money if it is proved that he or she is not entitled to indemnification.

CHAPTER 11: CONVERSION PROVISIONS

78.

- A. Upon the approval of the amended Constitution by the Special Meeting of the International Assembly on April 16, 2011, conversion to the new branch governance structure described in this Constitution and known as the Member Network, will begin immediately.
- B. The new Branch governance structure must be in place no later than March 31, 2012.
- C. The Board of Directors will select the Conversion Date by which each new Regional Assembly and Branch will be formed, chartered and made operational in the new governance structure.
- D. Immediately following the Special Meeting, the International Fraternal President and the Fraternal Committee of the Board, the Fraternal Consultation Group and Membership Department staff shall begin the work of converting the existing branch system to the new Branch governance structure, prescribed in this Constitution.
- E. The implementation plan will include recommendations on branch names, officers, territories, branch size, branch funds, and any other items needed to implement the new structure. The implementation plan will encourage existing branches to become satellites, to be known as a Legacy Satellites, either prior to or upon the Conversion Date for each Branch. Existing branches which convert to Legacy Satellites will have access to a Legacy Fund, which will provide funding for long standing branch activities such as socials, camp outs and Christmas parties. This Legacy funding will be available for a period of time after Conversion to be determined by the Board of Directors following consultation with the Regional Councils.
- F. The member to branch formula to be used for the conversion of the branch system is 1:15,000 (+/- 15%).
- G. Every person who holds an office in a Branch or Regional Council, or is a delegate to a Regional Assembly or a Representative to the International Assembly, on April 16, 2011, shall continue in that office until the Conversion Date for that Branch, Regional Assembly, or Regional Council. All these offices shall cease to exist on the Conversion Date. Any position or office which becomes vacant in the period between April 16, 2011 and the Conversion Date for that Branch or Region shall remain vacant. Following April 16, 2011, there shall be no Branch elections until after the Conversion Date for each Branch. Thereafter, Branch elections shall be held under this Constitution.

H. Upon each Conversion Date, the Branch or Regional Council shall be dissolved and no longer be in existence. The Branch or Regional Council assets, property and funds will be transferred to the new Branch or Regional Council as provided in the conversion plan.

I. FIRST SET OF OFFICERS FOR EACH NEW BRANCH AND REGIONAL COUNCIL

Following consultation with the outgoing Branch and Regional Council, the first set of officers for each new Branch and Regional Council will be appointed by the Board of Directors. These appointments will be effective on the Conversion Date for that Branch or Regional Council.

J. FIRST SET OF BRANCH ELECTIONS

The first set of elections for Branch Councillors in the new Branches after the Conversion Date will take place on the date specified in the conversion plan for that Branch. The first election date shall be no later than March 31, 2013.

K. FIRST MEETINGS FOR REGIONAL ASSEMBLIES

The first meetings of the new Regional Assemblies shall take place no later than March 31, 2014.

L. The officers elected under H, I and J are the successors to all officeholders elected in the 2008-2009 and 2010 branch elections, as per s 37 of 2009 Constitution.

M. The International Assembly shall meet no later than June 30, 2013.

N. SUNSET PROVISION

This Transition Chapter of the 2011 Constitution shall have no further effect as of the opening of the International Assembly in June 2013.

GLOSSARY

Note: *Definitions marked by an asterisk are categories of membership phased out in 2001. These definitions are taken from the 1997 Constitution.*

Acclamation: Elected to office without opposition.

Act: means the Insurance Companies Act (Canada) and any regulations in force thereunder, and any statute or regulations that may be substituted therefor, all as amended from time to time.

Appointed Representative: A member of the International Assembly by virtue of appointment by the Board of Directors, acting on the recommendation of the International Fraternal President.

***Benefit member:** A member in good standing who is insured under a certificate issued by Foresters.

Board of Directors: Foresters Board of Directors (Executive Council) is composed of officers of the International Assembly. When the International Assembly is not in session, the Board of Directors exercises all authority of the International Assembly, except the power to amend the Constitution beyond the provisions of sections 67F and 67G. It oversees the business and fraternal affairs and the management of Foresters, its funds and property, and does so through a management framework that includes, but is not limited to, strategic planning, risk management, succession planning, internal management control, corporate policy-making, investment policy, and internal and external communications.

Board Approved Policies: From time to time the Board of Directors will approve policies to provide details and direction on the operation and organization of the Branches and the Regions.

Branch: Branches are responsible for implementing Foresters Common Bond and Purpose in their territory. Branches identify and organize programs and activities that demonstrate Foresters principles of members helping members, making communities better places to live, personal development, volunteer activities, and social interaction. Branches disseminate information and stimulate interest in the organization and services of Foresters by regular meetings, a personal commitment to assisting other members and to involvement in the community, and local communications.

Branch Community Member⁴: The following definition applies to persons holding a Branch Community Membership after June 20, 2005 to April 16, 2011: A Branch Community Member pays dues or other membership fees as set by the Branch and is eligible to be appointed or elected as a Branch officer (other than Branch President) provided that, collectively, Branch Community Members, Social Members and Social Fraternal Members do not exceed one half of elected and appointed officers of the Branch. Branch Community Members are not eligible to hold elected or appointed office at the Regional level or to be delegates to the Regional Assembly.

Branch Council: The Branch Councillors including the Branch President and Vice President compose the Branch Council.

Branch Councillors: The officers of the branch who are elected by the Branch members annually and who form the Branch Council. One branch councillor will be selected by the Branch Councillors as Branch Council President.

Certificate: A document issued to a member as evidence of his or her membership in Foresters.

Charter: A Board resolution that creates a Branch or Regional Assembly. The Regional Assembly charter includes a description of the geographic area (boundaries) within which members are represented through delegates from Branches to the Regional Assembly. Charter Certificates are documents authorized by the Board and provided to a Branch or Regional Assembly in recognition of its chartered status. Such Charter Certificates have no legal status.

Chief Elections Officer: The Chief Elections Officer is the International Fraternal President or his or her designate.

Community Member⁵: A Community Member pays dues on or other member fees set by the Board of Directors and is eligible to be elected as a Branch Councillor, but not a Branch President, Branch Vice President, Regional Councillor or Regional Council President. Collectively Community Members, Social Members and Social Fraternal Members may not comprise more than one third of Branch Councillors.

Constitution: The Constitution⁶ describes the framework of laws and principles by which Foresters operates. The Constitution sets out the authority, responsibilities, and obligations of Foresters members, officers representatives and representative bodies. This document outlines the processes and terms under which members take and hold office at all levels within the organization. It also describes members' rights and lays out

⁴ 2005-2009 Definition – This is now a Community Member

⁵ As of April 2011

⁶ The Constitution is the bylaws of Foresters for corporate law purposes

the mechanisms by which members, officers, and representative bodies are held accountable to the membership.

Ex officio: By virtue of the office held (Latin).

Ex officio voting member – Branch Presidents and Vice Presidents are ex officio voting members of the Regional Assembly and the International Assembly. Regional Councillors and Regional Council President are ex officio members of the International Assembly. They hold each additional office by virtue of being elected into the first office.

Family: Family members include spouses, children, parents, grandparents, siblings, and members of the immediate household.

Family Financial Products: Family Financial Products are individual life and health insurance and annuities issued by Foresters itself in Canada and the USA, or by its wholly owned subsidiaries in Canada and the UK. In the USA, Foresters also makes mutual funds and variable life insurance and annuities available to its members through its wholly owned broker-dealers, Foresters Equity Services, Inc. and First Investors Corporation, and its wholly owned life insurance subsidiary, First Investors Life Insurance Company.

Investment products, and Individual or Group Life or Annuity Products sold through Foresters Equity Services, Inc., First Investors Corporation, First Investors Life Insurance Company do not carry Foresters membership; nor do Group Life or Annuity products sold through Unity Life of Canada.

Fiduciary responsibility: A situation in which one person is required to act for the benefit of another person or entity; for example, a steward who acts on behalf of a beneficiary.

***Forester Family member:** A member who has completed an application for Forester Family membership and has been accepted for such membership.

Foresters House: The international headquarters of Foresters, located in Toronto, Ontario, Canada.

Fraternal Benefit Society: Unless otherwise provided by the laws of a particular jurisdiction, a fraternal benefit society is a body corporate, without share capital, operating for the benefit of its members and not for profit, with a representative form of government including a lodge system, and that is incorporated for fraternal, benevolent, or religious purposes, including the provisions of insurance or annuity benefits to its members, their spouses and children or beneficiaries.

Foresters Official Website: Foresters official website for the entire organization is www.foresters.com. Communications may be made to the entire membership through this website.

Governance: The legal framework of an organization, including the way in which people make or accept nominations for office, vote in elections, hold office, and exercise decision-making authority associated with holding office.

Independent Order of Foresters, The: The Independent Order of Foresters (Foresters) is an international, non-sectarian fraternal benefit society organized under the laws of Canada and subject to the Insurance Companies Act of Canada, with its principal office in Toronto, Canada. Foresters shall have all the power granted to it by law. Foresters may also be referred to by its French corporate name, "L'Ordre Indépendant des Forestiers." Use of Foresters in this document refers to the entire corporate body, including its lodge system, all business operations, and its wholly owned life or health subsidiaries in Canada and the United Kingdom but excludes its recent acquisition, First Investors Consolidated Corporation.

Independent Producer: An Independent Producer is a licensed sales agent appointed by Foresters as per appropriate regulations to sell its family financial products.

International Assembly: The International Assembly is the supreme governing body of Foresters. It ensures that all activities of Foresters fulfill the mandate of a fraternal benefit society. It alone has the power to amend the Constitution, except as set out in sections 67F and 67G. The International Assembly meets in regular session once every four years.

***Junior Member:** A member in good standing who is insured under a certificate issued by Foresters and is under the age of 16.

Life Insurance Certificate: Foresters life insurance certificates include all riders or endorsements, including any riders which provide life, health, or accident insurance to spouses or children.

Local Revenue: Local revenue may include, but is not limited to, fees collected from branch community memberships, events revenue, ticket sales, program funding allocated from Foresters House, etc.

Majority vote: A majority vote is 50 percent plus one of those members present with entitlement to vote and who participate in the vote.

Non-voting member: A Non-voting member is an individual who is under 16 years of age for whom an application for Foresters membership has been made and accepted and who is insured under a Foresters certificate; or, is someone who has a policy or certificate from a subsidiary of Foresters which was issued before the subsidiary was acquired and who has gone through a process, set by Foresters, of applying for or seeking membership in Foresters.

Ombudsman: An official who investigates complaints against an organization.

***Partner Member:** In the case of UK Benefit Members and Forester Family Members, a person accepted and registered as such, provided that person is and remains in co-habitation with the Principal member.

***Principal Member:** In the case of UK Benefit members, the person paying Court dues or Social Fraternal subscriptions, and in any other case, the first or only named applicant on a successful Forester Family membership application, aged 18 or over at the time of application. The terms Principal UK Benefit member and Principal Forester Family member are used respectively.

Quorum: The minimum number of members of a representative body required to be present before that body can transact official business.

Region: The geographic area containing Branches, the members of which are represented by Representatives from the Branches to the Regional Assembly and by a Regional Council elected at the Regional Assembly.

Regional Assembly: The Regional Assembly is the body to which a charter for the region is issued. It is an important part of the representative system of governance in Foresters, with duties as outlined in Section 39. Regional Assemblies hold a meeting every two years that is attended by Representatives from the Branches and the officers of the Regional Council for that region. Between meetings of the Regional Assembly, the Regional Council acts for the Regional Assembly, except as otherwise provided for in this Constitution.

Regional Council: Regional Councils are responsible for implementing Foresters Purpose and its mandate of governance and service at the Branch and regional levels. The Regional Council is made up of ten (10) Regional Councillors and the Regional Council President.

Regional Councillor: A member who is elected by a Regional Assembly to represent members on a Regional Council.

Representative: A Branch President, Branch Vice President, Regional Councillors and Regional Council Presidents are the representatives at the International Assembly.

Satellites: Satellites are groups of Branch Members who organize activities and events to fulfill Foresters purpose at the local level. Satellites are led by designated member(s) who are Voting Members. Satellite projects are funded and supervised by the Branches.

Service activities: The service activities of Foresters are those related to its fraternal function of members helping members, such as fund-raising, social events, volunteer activities, and work within the community.

***Social Fraternal Member:** The following definition would apply to persons holding a Social Fraternal membership prior to June 13, 2001: A Social Fraternal Member pays annual dues and/or membership fees and is eligible for Foresters fraternal benefits. These members are eligible to be appointed or elected as Court officers (other than High Chief Ranger) provided that, collectively, Social Fraternal members do not exceed one-third of elected and appointed offices of a High Court or Court. Social Fraternal Members are not eligible to be delegates to a Supreme Court Session.

***Social Member:** The following definition would apply to persons holding a Social membership prior to June 13, 2001: Social Members pay annual dues and/or membership fees or subscriptions and are eligible to hold office and participate in a Court.

***UK Benefit Member:** A member of Foresters in the United Kingdom in good standing, paying Court dues or Social Fraternal membership subscriptions, or the partner of such a member. UK Benefit Members are entitled to the same rights and privileges as Benefit members.

***UK Junior Member:** A person who is dependent on, and the legal responsibility of, a Principal UK Benefit Member or a Principal Forester Family Member, until he or she marries or reaches the age of 23.

Unanimous: A term used to describe a decision made without any dissenting vote against it.

Voting member: A voting member is an individual who has applied for and has been accepted as a member of Foresters, is 16 years of age or over, and is insured under a certificate of insurance or an annuity issued by Foresters or its wholly owned UK life subsidiary, Forester Life, or, as determined by the Board of Directors at the time of acquisition, is insured under a policy of insurance or annuity issued by a wholly owned subsidiary of Foresters during the period of time it was owned by Foresters. Voting Membership does not continue after a subsidiary or block of business is sold.

This category includes anyone who was a Benefit Member (North America), UK Benefit Member, Principal Member, Partner Member, Forester Family Member, or a holder of an annuity or contract as of June 13, 2001. Subject to the governance limitations set out in section 4, this category also includes anyone who was a Social Member or Social Fraternal Member as of June 13, 2001, or a Branch Community Member as of June 20, 2005.

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Appendix: Corporate History

Corporate History

Date of Ontario incorporation	July 23, 1881 ⁷
Date business commenced	July 23, 1881
Date of federal registration	May 2, 1889

Instruments of incorporation and amendments, including continuance:

July 23, 1881	Declaration of Incorporation of the Supreme Court of The Independent Order of Foresters
May 2, 1889	The Supreme Court of The Independent Order of Foresters was incorporated through a Special Act of Canadian Parliament
1913	The Independent Order of Foresters Consolidated Act, Chapter 113 of the Statutes of Canada, 1913, continued the Supreme Court of The Independent Order of Foresters as a body corporate, and changed its name to The Independent Order of Foresters
1926	The Independent Order of Foresters acquired the assets and operations of Ancient Order of United Workmen of Ontario and Order of Canadian Home Circles
1931	The Independent Order of Foresters acquired the assets and operations of Royal Templars of Temperance and Modern Brotherhood of America
1952	The Independent Order of Foresters acquired the assets and operations of the Catholic Mutual Benefit Association
1972	The Independent Order of Foresters acquired the assets and operations of Order of Scottish Clans
March 7, 1974	The Independent Order of Foresters was incorporated by Letters Patent under the Canadian and British Insurance Companies Act

⁷ The Independent Order of Foresters established itself "independent": of the Ancient Order of Foresters on June 17, 1874 and commenced business. The Independent Order of Foresters was reincorporated as an Ontario based fraternal benefit society on July 23, 1881, and then reincorporated as a federal fraternal benefit society on May 2, 1889.

- 1992 The Independent Order of Foresters acquired the assets and operations of Canadian Foresters Life Insurance Society
- April 2, 2008 The Independent Order of Foresters acquired 100% of the shares of Unity Life of Canada (originally the Ancient Order of Foresters in Ontario) following its demutualization on April 2, 2008.
- January 19, 2011 The Independent Order of Foresters acquired 100% of the shares of First Investors Consolidated Corporation, which is the sole shareholder of First Investors Corporation (a broker-dealer), First Investors Management Company (a 40 Act investment management company), ADM (a transfer agency), and First Investors Life Company (a New York domiciled life insurance company).



The Constitution of The Independent Order of Foresters

Approved on April 16, 2011 at a
Special Meeting of the 40th International Assembly
of The Independent Order of Foresters

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