

TABLE OF CONTENTS

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

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

2. THE REPRESENTATIVE STRUCTURE OF FORESTERS..... 1

3. THE CONSTITUTION..... 2

CHAPTER 2: MEMBERSHIP 5

4. CATEGORIES OF MEMBERSHIP AND ENTITLEMENTS..... 5

5. APPLICATION FOR MEMBERSHIP 7

6. MEMBERSHIP DUES, PREMIUMS, AND CONTRIBUTIONS..... 8

7. BENEFICIARIES..... 8

8. DISCIPLINARY ACTION AND SUSPENSION OR EXPULSION OF MEMBERS 8

CHAPTER 3: BRANCHES AND THEIR OFFICERS 11

9. THE PURPOSE OF BRANCHES 11

10. LIMITS ON THE POWERS OF BRANCHES..... 11

11. MEETINGS OF THE BRANCH..... 11

12. SPECIAL MEETINGS OF THE BRANCH 12

13. QUORUM AT BRANCH MEETINGS..... 12

14. PRESIDING OFFICER 12

15. BRANCH OFFICERS..... 13

16. TERMS OF OFFICE OF BRANCH OFFICERS..... 14

17. ABSENCES FROM AND VACANCIES IN THE BRANCH 14

18. BRANCH PRESIDENT 15

19. BRANCH VICE-PRESIDENT 15

20. BRANCH SECRETARY..... 15

21. BRANCH TREASURER..... 16

22. PAST BRANCH PRESIDENT..... 16

23. COMMITTEES OF THE BRANCH 16

24. BRANCHES-AT-LARGE..... 16

25. TRANSFER OF A MEMBER FROM ONE BRANCH TO ANOTHER..... 17

CHAPTER 4: NOMINATIONS, ELECTIONS, AND INSTALLATIONS 19

26. METHODS OF HOLDING ELECTIONS..... 19

27. NOMINATING CANDIDATES FOR OFFICE..... 19

28. PRESIDING OFFICER FOR ELECTIONS 21

29. ELECTION VOTING PROCEDURE 22

30. TERMS OF OFFICE AND INSTALLATIONS 22

CHAPTER 5: REGIONAL COUNCILS, REGIONAL ASSEMBLIES, AND THEIR OFFICERS 24

31. THE PURPOSE OF REGIONAL COUNCILS..... 24

32. THE COMPOSITION OF REGIONAL COUNCILS..... 25

33. QUORUM AT MEETINGS OF THE REGIONAL COUNCIL..... 25

34. MEETINGS OF THE REGIONAL COUNCIL..... 26

35. SPECIAL MEETINGS OF THE REGIONAL COUNCIL..... 26

36. PRESIDING OFFICER AT REGIONAL COUNCIL MEETINGS..... 26

37. REGIONAL COUNCIL OFFICERS..... 27

38. TERMS OF OFFICE OF REGIONAL COUNCIL OFFICERS..... 28

39. ABSENCES FROM AND VACANCIES IN THE REGIONAL COUNCIL 28

40. REGIONAL COUNCIL PRESIDENT	28
41. REGIONAL COUNCIL VICE-PRESIDENT	29
42. REGIONAL COUNCIL SECRETARY	29
43. REGIONAL COUNCIL TREASURER.....	30
44. PAST REGIONAL COUNCIL PRESIDENT	31
45. REGIONAL COUNCILLORS	31
46. REGIONAL COUNCIL COMMITTEES	32
47. MEETINGS OF THE REGIONAL ASSEMBLY.....	32
48. DELEGATES TO THE REGIONAL ASSEMBLY	33
49. SPECIAL MEETINGS OF THE REGIONAL ASSEMBLY	34
CHAPTER 6: CHANGES TO BRANCHES AND REGIONAL ASSEMBLIES	36
50. INSTITUTION OF BRANCHES	36
51. BRANCH AND REGIONAL ASSEMBLY CHARTERS	36
52. SATELLITES.....	36
53. INSTITUTION OF REGIONAL ASSEMBLIES.....	37
54. CHANGES TO BRANCHES	37
55. CHANGES TO REGIONAL ASSEMBLIES.....	38
56. SUSPENSION, REVOCATION, AND REINSTATEMENT OF BRANCH CHARTERS.....	38
57. SUSPENSION, REVOCATION, AND REINSTATEMENT OF REGIONAL ASSEMBLY CHARTERS	39
58. DISSOLUTION OF BRANCHES	40
59. DISSOLUTION OF REGIONAL ASSEMBLIES	40
CHAPTER 7: BRANCH AND REGIONAL COUNCIL FINANCES	42
60. MANAGEMENT OF FUNDS.....	42
61. FUNDING OF BRANCHES AND REGIONAL COUNCILS	42
62. HONORARIA AND EXPENSES	43
63. SIGNING AUTHORITIES OF BRANCHES AND REGIONAL COUNCILS	44
64. FINANCIAL REVIEWS AND AUDITS.....	44
CHAPTER 8: THE INTERNATIONAL ASSEMBLY AND ITS OFFICERS	46
65. THE PURPOSE OF THE INTERNATIONAL ASSEMBLY	46
66. THE COMPOSITION OF THE INTERNATIONAL ASSEMBLY	46
67. MEETINGS OF THE INTERNATIONAL ASSEMBLY	46
68. SPECIAL MEETINGS OF THE INTERNATIONAL ASSEMBLY	47
69. REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY	48
70. ABSENCES FROM AND VACANCIES IN THE INTERNATIONAL ASSEMBLY	48
71. INTERNATIONAL ASSEMBLY OFFICERS	48
72. THE INTERNATIONAL FRATERNAL PRESIDENT.....	49
73. THE INTERNATIONAL FRATERNAL VICE PRESIDENT	50
74. REPLACEMENT OF INTERNATIONAL FRATERNAL PRESIDENT.....	51
75. REPLACEMENT OF THE INTERNATIONAL FRATERNAL VICE PRESIDENT	51
76. APPOINTED REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY	51
77. INTERNATIONAL ASSEMBLY COMMITTEES	51
78. AMENDING THE CONSTITUTION	52
CHAPTER 9: THE BOARD OF DIRECTORS.....	55
79. THE PURPOSE AND POWERS OF THE BOARD OF DIRECTORS.....	55
80. THE COMPOSITION OF THE BOARD OF DIRECTORS.....	55
81. BOARD OF DIRECTORS MEETINGS.....	55
82. THE CHAIRMAN/CHAIRWOMAN OF THE BOARD OF DIRECTORS	56
83. THE PRESIDENT AND CEO.....	56

84. THE MEMBERS OF THE BOARD OF DIRECTORS	56
85. COMMITTEES OF THE BOARD OF DIRECTORS	57
86. AUDITS AND FINANCIAL STATEMENTS	57
87. MAINTENANCE OF RESERVES	57
CHAPTER 10: INDEMNIFICATION OF FORESTERS DIRECTORS, OFFICERS, AND EMPLOYEES..	59
88. INDEMNIFICATION OF EMPLOYEES, DIRECTORS, AND OFFICERS OF FORESTERS	59
GLOSSARY	61
INDEX	67
APPENDIX: CORPORATE HISTORY	A

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

1. THE COMMON BOND 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.

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 officers are elected at local, regional, and international levels to represent members' interests. These officers are accountable for decisions made on members' behalf. Member representation begins with local bodies called Branches, which are run by officers elected by the members of that Branch and which meet regularly to discuss members' needs and make decisions on local matters.
- B. Every four years, Branches elect delegates to attend Regional Assemblies. On behalf of all members, these delegates elect officers to Regional Councils, which act on behalf of the Regional Assemblies between meetings and oversee and support the work of Branches. The delegates also elect representatives to the International Assembly.

- C. The International Assembly, which meets once every four years, brings together representatives elected by Regional Assemblies. The International Assembly is the ultimate 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 78F and 78G.
- D. When the International Assembly is not in session, the Board of Directors, made up of the International Fraternal President, elected officers from the International Assembly, and the President and CEO, oversees the business and fraternal affairs of Foresters. As trustees 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, officers, 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 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 an insurance certificate, an annuity, or any other financial product or member benefit owned by a Foresters member will be subject to the provisions of this Constitution. Each member of Foresters is entitled to a copy of this Constitution.

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

- 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 contract made or undertaken by Foresters.
- E. The Constitution may be amended only as set out in section 78. 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 activities, programs, and operations is contained in the Fraternal Service Guide, as well as in other documents that may be prepared from time to time by Foresters. To protect and maintain each member's rights and ensure that any future revisions to the Fraternal Service Guide go through a formalized approval process, amendments to the Fraternal Service Guide require the approval of the Board of Directors.

CHAPTER 2: MEMBERSHIP

4. CATEGORIES OF MEMBERSHIP AND ENTITLEMENTS

- 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 certificate or contract of insurance or an annuity issued by Foresters or its wholly owned subsidiary companies, or
 - ii. is a Branch Community Member, for which the terms and conditions of membership have been outlined by the Board of Directors under section 6B, or
 - iii. was a Benefit Member (North America), UK Benefit Member, Principal Member, Partner Member, Forester Family Member, or held an annuity or insurance contract on or before June 13, 2001 and continues to pay all required dues or premiums, and to be a member in good standing, or
 - iv. was a Social Member or Social Fraternal Member on or before June 13, 2001 and continues to pay all required dues or premiums, and to be a member in good standing (these members have limitations on their governance rights; see provisions below).

Voting members are entitled to participate in the governance of Foresters (making or accepting nomination 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 service activities of Foresters through Branch or Regional Council committees, events, and programs.

- v. Anyone who was a Social Fraternal Member as of June 13, 2001 and continues to be a member in good standing, is included in the voting member category, but has limited governance rights. A Social Fraternal Member:
 - a) is eligible to vote in elections and to hold any office in the Branch or Regional Council other than Regional Council President, provided that these members do not collectively make up more than one-third of the elected officers in the Branch or Regional Council;

- b) is eligible to be elected as a delegate to a Regional Assembly;
 - c) is not eligible to be a representative to the International Assembly.
- vi. Anyone who was a Social Member as of June 13, 2001, or is a Branch Community Member after June 20, 2005, and who remains in good standing, is included in the voting member category, but has limited governance rights. A Social Member or a Branch Community Member:
- a) is eligible to vote in elections and to hold any office in a Branch, except Branch President, provided that these members collectively do not make up more than one-half of the officers of the Branch;
 - b) is not eligible to be elected as a delegate to a Regional Assembly;
 - c) is not eligible to hold any office in a Regional Council;
 - d) is not eligible to be a representative to the International Assembly.
- C. Collectively, Branch Community Members, Social Members and Social Fraternal Members may not exceed one-half of elected and appointed officers of the Branch.
- D. A non-voting member is an individual who has applied for and has been accepted as a member of Foresters and who:
- i. has entered into a contract through a Foresters agent or subsidiary for the provision of financial services or products other than insurance or annuities, or
 - ii. is covered by the terms of a financial product issued by a third-party organization or third-party financial products sold by Foresters agents, or
 - iii. has a membership agreement with Foresters, or
 - iv. was a Junior Member or UK Junior Member on or before June 13, 2001;
 - v. is under 16 years of age and is insured under a certificate or contract of insurance or holds an annuity issued by Foresters or one of its wholly owned subsidiary companies.
- E. No current or former Foresters employee working in field service, field sales administration, or field fraternal services may serve as an officer or delegate in Foresters representative system of government, unless special permission is provided in writing by the International Fraternal President, based on a recommendation from the Regional Council within whose jurisdiction the current or former employee would serve. Other current or former Foresters employees may serve as officers in the Branch, but may not serve as officers in the Regional Council or delegates to the Regional Assembly, unless special permission is provided in writing by the International Fraternal President, based on a

recommendation from the Regional Council on which the current or former employee would serve as an officer or delegate. Any permission of the International Fraternal President will expire at the end of the officer's or delegate's term of office. Members of the families of Foresters employees may serve as officers or delegates, provided that they meet the eligibility criteria set out in this Constitution.

- F. An individual who is entitled to participate in more than one membership category by virtue of multiple 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 Branch dues, membership fees or subscriptions, benefits, rights, and obligations. 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 of Foresters, as determined by the Board of Directors.
- I. No member in any category may vote or hold office within Foresters if he or she is under 16 years of age.
- 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, or subscriptions, see section 6.)

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. acquire a certificate, contract of insurance, or annuity issued by Foresters; or
- C. purchase a financial product through Foresters.

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

6. MEMBERSHIP DUES, PREMIUMS, AND CONTRIBUTIONS

- 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 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 certificate or contract must be paid to Foresters at Foresters House or at other designated locations specified by the Board of Directors.
- D. The due date for payment may be changed by the Board of Directors, provided that the change does not override the provisions of a certificate or contract.
- E. The Board of Directors may require members to pay additional assessments, as explained in section 87, Maintenance of Reserves.

7. BENEFICIARIES

- A. Members 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 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. Confirmation will be mailed to the member. 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 will develop, approve, and oversee the administration of procedures by which individual members may be held accountable for their actions or for any dereliction of duty as an officer. These procedures, which are set out in

the Fraternal Service Guide, 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 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 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 financial product, or members' benefits and services (see sections 4F and 6B), as long as the required fees have been paid.

CHAPTER 3: BRANCHES AND THEIR OFFICERS

9. THE PURPOSE OF BRANCHES

- A. Foresters mandate of service, as set by the Board of Directors, is delivered primarily through its Branches. Branches identify and organize programs and activities that demonstrate Foresters 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 public relations activities.
- B. Members elect Branch officers to make decisions on local matters. Through Branches, members elect delegates to Regional Assemblies.

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 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.

11. MEETINGS OF THE BRANCH

- A. Branches will hold regular meetings at least once a month, and the Branch Executive Committee will notify members of the time, date, and location. All meetings will be open to all members of the Branch.
- 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 present who participate in the vote.

- C. Invited guests may attend meetings with the approval of the Branch Executive Committee.
- D. To provide for general or standing rules of operation, a Branch may 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:
 - i. a two-thirds vote of the members entitled to vote, who are present at the Branch meeting and who participate in a vote; or
 - ii. greater than a two-thirds vote by members 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.

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's elected officers. Foresters House will pay the cost of holding any special meeting of any Branch when called by the International Fraternal President.
- B. The Branch Secretary must notify the Branch members of the special meeting at least 14 days in advance. 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 members with entitlement to vote must be present in person or by telephone.

14. PRESIDING OFFICER

- A. The Branch President presides at Branch meetings.

- B. If the Branch President is not present, the Branch Vice-President will preside.
- C. If both these officers are absent, the members present will choose another officer or a member from among themselves to preside.

15. BRANCH OFFICERS

- A. The Branch officers are its elected officers (see subsections i, ii, iv, and v below), the Past Branch President, and appointed chairmen/chairwomen of any Branch committees. The elected officers and the Past Branch President are the executive officers. In order of rank, the officers are:
 - i. Branch President;
 - ii. Branch Vice-President;
 - iii. Past Branch President;
 - iv. Branch Secretary;
 - v. Branch Treasurer;
 - vi. Committee chairmen or chairwomen.
- B. Executive Officers may not hold more than one elected office at a time, except as provided in sections 17 and 39.
- C. The Branch may form a Branch Executive Committee, made up of the Branch Executive officers, to transact routine business, as authorized by the bylaws of the Branch. The Branch Executive Committee will keep minutes of its meetings and report its activities to the Branch at the next regular Branch meeting. Any Branch member may attend meetings of the Branch Executive Committee as an observer or inspect the minutes of these meetings.
- D. Although every member is a trustee of the good name of Foresters, Branch officers have an additional responsibility to fulfill the responsibilities of trusteeship for their Branch. As trustees, they manage the money and any other assets of the Branch in accordance with Foresters Common Bond, Constitution, policies, and procedures, and can be held accountable for any misuse of this property.
- E. 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.

- F. If the Branch, the Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that an officer 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.

16. TERMS OF OFFICE OF BRANCH OFFICERS

- A. Elected officers of a Branch will be elected every two years. Elections will take place at a Branch meeting between October 1 and March 31. (For more information on elections, see Chapter 4.)
- B. A member cannot be elected as Branch President at more than two consecutive Branch elections. Partial terms served by a Branch President filling a mid-term vacancy will not count as a term for the purposes of this provision.

17. ABSENCES FROM AND VACANCIES IN THE BRANCH

- A. If an officer other than the Branch President is absent from a meeting of the Branch, or is temporarily unable to fulfill his or her duties, the Branch Executive Committee may, by resolution, appoint another member to take on his or her responsibilities until the absent officer returns. (For absences of the Branch President, see section 14B.)
- B. If an officer 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 Executive Committee, the Branch Executive Committee may, by resolution, declare his or her office vacant and fill that office by election or appointment.
- C. If the immediate Past Branch President is unable to fulfill his or her position, the Branch may appoint a previous Branch President to the position. If no Past Branch President is available, the Branch may elect a Branch Councillor to fill its full complement of Branch Officers.
- D. If an officer resigns, dies, transfers their membership to another Branch outside the Region, or is otherwise unable to continue in office for any reason, the Branch

Executive Committee may, by resolution, appoint a substitute from the Branch to complete the balance of the term of office.

18. BRANCH PRESIDENT

The Branch President leads the activities of the Branch by:

- A. presiding at Branch and Executive Committee meetings, ensuring that all meetings are conducted in accordance with this Constitution and with the Rules of Order prescribed by the Board of Directors, and ensuring that decisions are implemented;
- B. participating as a non-voting *ex officio* member on all Branch committees (*ex officio* members attend meetings by virtue of holding a specific office);
- C. acting as a liaison to Branch committees, the Regional Council, and fraternal department staff supporting the service mandate of Branches.

19. 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.

20. BRANCH SECRETARY

The Branch Secretary circulates meeting agendas and minutes to Branch officers, maintains all Branch records and correspondence, other than financial records, and ensures that all non-financial reporting requirements to the Regional Council, Regional Assembly, International Assembly, Board of Directors, International Fraternal President, and Foresters House are fulfilled.

21. BRANCH TREASURER

The Branch Treasurer manages and reports on the Branch budget and funds, ensures that expenses are approved by the Branch and paid in a timely fashion by cheque, ensures that cheques and other financial documents are signed by the designated signing officers as set out in section 63, ensures that the Branch maintains accurate and up-to-date financial records, and makes these records available for review or audit, as required. The Branch Treasurer also ensures that all financial reporting requirements to the Regional Council, Regional Assembly, the International Assembly, Board of Directors, International Fraternal President and Foresters House are fulfilled.

22. PAST BRANCH PRESIDENT

The Past Branch President provides guidance to the Branch officers, committees, and members on matters of procedure, and, provided that he or she is not seeking election at the Branch level, chairs the nominating committee to identify and encourage potential candidates for positions as elected officers of the Branch, and as delegates to the Regional Assembly.

23. COMMITTEES OF THE BRANCH

- A. In addition to the Branch Executive Committee, a Branch may form committees to carry out its mandate as established by the Board of Directors.
- B. A majority of any committee will constitute a quorum.
- C. The chairman or chairwoman of each committee will be appointed by resolution of the Executive Committee of the Branch. Chairmen and chairwomen so appointed will be non-voting *ex officio* officers of the Branch Executive Committee.

24. 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 and trustees 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.

25. TRANSFER OF A MEMBER FROM ONE BRANCH TO ANOTHER

A member may apply to Foresters House to transfer to another Branch.

CHAPTER 4: NOMINATIONS, ELECTIONS, AND INSTALLATIONS

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

26. METHODS OF HOLDING ELECTIONS

- A. A Branch or Regional Assembly may hold elections either at a regular meeting or at a meeting called for this purpose, provided that, at the Regional level, members are given at least 90 days notice of the election and, at the Branch level, members are given 60 days notice of the election. Elections for the Board of Directors take place at the regular meetings of the International Assembly.
- B. Only voting members who are present at the meeting may cast a ballot. The use of proxies is not allowed.
- C. On approval of a new Branch Charter by the Board of Directors, the Regional Council may appoint and install the first slate of Branch Officers.

27. NOMINATING CANDIDATES FOR OFFICE

- A. Each Regional Council will appoint a nominating committee to identify candidates for election to office. The nominating committee should be made up of members who are not themselves seeking election.
- B. At least 90 days before the date of a meeting of the Regional Assembly at which an election will be held, the nominating committee will circulate a written notice to members within its jurisdiction, inviting them to propose candidates for election and specifying a date by which nominations should be submitted.
- C. Members running for office at the Regional level must make their nominations in writing, and submit them to the nominating committee, accompanied by a short description of the candidate's background and qualifications, and written permission from the candidate to let his or her name stand for election. When the nomination date has passed, the committee will circulate a list of candidates to all members with entitlement to vote.
- D. Each Branch should establish a process to recruit eligible candidates for election 90 days before the date of an election. Branches may appoint a nominating

committee or the Branch Executive Officers may conduct the nominating or recruitment process themselves.

- E. At least 60 days before the date of an election, the nominating committee or Branch Executive must circulate a written notice to members within its jurisdiction, inviting them to stand as candidates for election and specifying the date by which members should indicate their interest and the manner for notifying the nominating committee or Branch Executive.
- F. The Branch nominating committee or Branch Executive will circulate, to voting members in attendance at the meeting at which an election will be held, the names of all candidates seeking election.
- G. All candidates eligible to seek office will be named on the ballot. Eligibility to seek office will be determined by the provisions of sections 4, 16, 38, and 71. The nominating committee may recommend a preferred candidate or group of candidates, but is not required to do so. Any such recommendation must be accompanied by the nominating committee's reasons for making a recommendation.

- H. At least one year before the opening of an International Assembly meeting, 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 to the nominating committee in writing, accompanied by:
- i. a short description of the candidate's background;
 - ii. a statement indicating how the candidate meets the qualifications identified by the committee;
 - iii. written permission from the candidate to let his or her name stand for election.

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.

- I. For elections at Branches, Regional Assemblies, and the International Assembly, nominations from the floor will be permitted. At Regional Assemblies and the International Assembly, nominations from the floor must be accompanied by a written nomination.
- J. Every candidate must be a voting member of the Branch, Regional Assembly or International Assembly at which he or she seeks to stand for election.

28. PRESIDING OFFICER FOR ELECTIONS

- A. The presiding officer for Branch Officer elections will be named by the Regional Council after consultation with the Branch.
- B. The presiding officer for elections at Regional Assemblies will be named by the International Fraternal President after consultation with the Regional Council.
- C. The presiding officer for elections at the International Assembly will be named by the International Fraternal President after consultation with the Board of Directors.
- D. The presiding officer will not be seeking election personally in the election over which he or she has been asked to preside.

29. ELECTION VOTING PROCEDURE

- A. Voting at elections will be by secret ballot, unless a candidate is unopposed. Unopposed candidates will be elected by acclamation.
- B. Elections will begin with the office of highest rank and continue in descending order until all positions have been filled. At the International Assembly, election of the International Fraternal Vice President will be held after the election of the Board of Directors from among the newly elected Directors.
- C. 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.
- D. 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.
- E. 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.
- F. 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.
- G. 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.

30. TERMS OF OFFICE AND INSTALLATIONS

- A. All Branch, Regional Assembly, and International Assembly officers serve from the date they are elected or appointed and installed until their successors are elected and installed.
- B. All delegates to the Regional Assemblies and elected representatives to the International Assembly serve from the date they are elected until their successors are elected.

- C. Officers of the Branch will be installed at or within 45 days of the meeting at which they are elected. Officers of the Regional Assembly and International Assembly will be installed at the meeting at which they are elected.
- D. Elected officers of the Branch may be installed by members of the Regional Council within whose jurisdiction the Branch is located, by members of the International Assembly, or by the Past Branch President if so appointed by Regional Council.
- E. Elected officers of the Regional Assembly and officers appointed by resolution may be installed by the International Fraternal President or his or her designate.
- F. Officers of the International Assembly may be installed by the outgoing International Fraternal President or, if the presiding International Fraternal President is continuing in office, the most recent past International Fraternal President or an outgoing member of the Board of Directors.

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

31. THE PURPOSE OF REGIONAL COUNCILS

The Regional Council is responsible for implementing Foresters mandate of governance and service within the region and for overseeing, supervising, training and supporting Branches in their implementation of their mandate. The region is the geographic area specified in the charter of the Regional Assembly. The members of the Branches in the region are represented by delegates from the Branches to the Regional Assembly and by a Regional Council elected by the Regional Assembly. The Regional Council:

- A. undertakes nominations, elections and appointments, installations, and training to put in place the first set of officers for a newly created Branch (see section 50);
- B. participates in the selection of Area Service Team members, if any, provides advice and guidance to the Area Service Team(s), and receives regular reports from the Team(s) concerning member and community service activities at both the Branch and Regional Council levels;
- C. designates Regional Council officers to install elected Branch officers;
- D. encourages the nomination of candidates from across the region to stand for election as officers on the Regional Council and representatives to the International Assembly;
- E. organizes meetings of the Regional Assembly;
- F. ensures that elections by Branches for Branch officers and delegates to Regional Assemblies, and elections at Regional Assemblies for Regional Councils and representatives to the International Assembly, are conducted in accordance with this Constitution and rules established by the Board of Directors from time to time;
- G. organizes regional social or other activities to maintain and strengthen the Common Bond among members;
- H. reports to the International Assembly on matters within its region and acts as liaison with the International Fraternal President;
- I. is accountable for the on-going coaching, training and development of all Branches in the region to ensure that the purpose of the Branches is met;

- J. acts as liaison with Branches, the fraternal department, and Foresters sales force;
- K. participates in mediation and dispute resolution, according to the process described in the Fraternal Service Guide;
- L. forms standing (permanent) or ad hoc (temporary) committees, assigns them specific tasks, and determines their mandate, membership, chairmen/chairwomen and reporting requirements.

32. THE COMPOSITION OF REGIONAL COUNCILS

- A. Regional Councils will have a maximum of 10 executive officers: the Regional Council President, Regional Council Vice-President, Regional Council Secretary, Regional Council Treasurer, and Past Regional Council President, and up to five Regional Councillors, subject to section B below. The Regional Council will also include, as non-voting officers, the chairmen or chairwomen of any standing (permanent) committees that the Regional Council may create under section 46, the chairmen or chairwomen of the Area Service Team(s), if any, and Appointed Officers.
- B. In addition, when the Regional Council has jurisdiction over more than 20 Branches, they may elect one additional Regional Councillor for every additional five Branches (or part thereof) in the region.
- C. In order of rank, the officers are:
 - i. Regional Council President;
 - ii. Regional Council Vice-President;
 - iii. Past Regional Council President;
 - iv. Regional Council Secretary;
 - v. Regional Council Treasurer;
 - vi. Regional Councillors;
 - vii. Appointed Officers, chairmen or chairwomen of Area Service Teams, if any, and any standing (permanent) committees.

33. 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 executive officers of the Regional Council who must be present in person or by telephone.

34. 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 executive officers present who participate in the vote.
- C. Invited guests may attend meetings with the approval of the Regional Council.

35. SPECIAL MEETINGS OF THE REGIONAL COUNCIL

- A. The International Fraternal President may call a special meeting of a Regional Council at any time.
- B. The International Fraternal President must call a special meeting of the Regional Council to deal with a specific matter, if a resolution to do so has been passed by:
 - i. a majority of its Branches, representing a majority of the voting members in that region; or
 - ii. a majority of the executive officers of the Regional Council.
- C. The Regional Council Secretary must notify Regional Council members of the special meeting at least 14 days in advance. The notice must include a description of the business to be undertaken at the meeting.
- D. The special meeting will deal only with the business mentioned in the notice, unless the members present unanimously decide to do otherwise.
- E. Foresters House will pay the cost of holding any special meeting of any Regional Council called by the International Fraternal President.

36. 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 officers present will choose another officer from among themselves to preside.

37. REGIONAL COUNCIL OFFICERS

- A. Regional Council officers must reside within the region of the Regional Assembly. If an officer moves outside the region during his or her term of office, he or she will automatically vacate his or her office.
- B. Regional Council executive officers may hold only one governance position at a time on the Regional Council, Branch, or Board of Directors, although an executive officer may also serve as a representative to the International Assembly. However, election as a regional officer does not automatically entitle the officer to represent the Regional Assembly at the International Assembly.
- C. While every member is a trustee of the good name of Foresters, officers have an additional responsibility to fulfill the responsibilities of trusteeship for the members in their region. As trustees, they manage the money and any other assets of the Regional Assembly, administered by the Regional Council, in accordance with Foresters Common Bond, policies, and procedures, and can be held accountable for any misuse of this property.
- D. No Regional Council officer 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 an officer 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.
- F. Every Regional Council Officer is a non-voting *ex-officio* member of all Branches within the region.

38. TERMS OF OFFICE OF REGIONAL COUNCIL OFFICERS

- A. Elected officers of the Regional Council will serve for a term of four years.
- B. A member cannot be elected as Regional Council President at more than two consecutive Regional Assembly elections. Partial terms served by a Regional Council President filling a mid-term vacancy will not count as a term for the purposes of this provision.

39. ABSENCES FROM AND VACANCIES IN THE REGIONAL COUNCIL

- A. If an officer other than the Regional President is absent from a meeting of the Regional Council, or temporarily unable to fulfill his or her duties, the Regional Council may, by resolution, appoint another officer to take on his or her responsibilities until the absent officer returns. (For absences of the Regional President, see section 36.)
- B. If an 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 delegates to the most recent Regional Assembly.
- C. If an 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 delegates to the most recent Regional Assembly to complete the balance of the term of office.

40. 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. ensuring that committees are appointed as needed to carry out the Foresters mandate within the region;
- C. appointing committee chairs, if authorized to do so by the Regional Council or Regional Assembly (see section 46 for more information on regional committees);

- D. addressing any absences of officers or filling any Regional Council vacancies;
- E. acting as a non-voting *ex officio* member of all regional committees (*ex officio* members attend meetings by virtue of holding a specific office);
- F. acting as liaison with the fraternal department staff on Regional Council issues, including, but not limited to, disputes brought to the attention of the Regional Council;
- G. appointing elected Regional Council officers to install elected Branch officers;
- H. helping with training and development of members within the region and supporting Branch officers in their duties;
- I. assisting the Regional Council in fulfilling its fiduciary and trustee responsibilities.

41. REGIONAL COUNCIL VICE-PRESIDENT

The Regional Council Vice-President:

- A. presides at Regional Council and Regional Assembly meetings and otherwise fulfills the responsibilities of the Regional Council President in his or her absence;
- B. assists the Regional Council President in proposing mandates and terms of reference, and appointing chairs and members for committees established by the Regional Council or Regional Assembly;
- C. helps with training and development of members in the region and supporting Branch officers in their duties;
- D. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

42. REGIONAL COUNCIL SECRETARY

The Regional Council Secretary:

- A. circulates agendas to Regional Council officers before meetings;
- B. ensures that minutes of Regional Council meetings, committee meetings, and Regional Assemblies are kept;
- C. distributes minutes of the Regional Council meetings to Regional Council officers and the minutes of Regional Assemblies to delegates to the Regional Assembly;

- D. maintains all correspondence between the Regional Council and the Branches within its jurisdiction;
- E. maintains all Regional Council records and correspondence, other than financial records, and makes them available for inspection upon reasonable notice by the Board of Directors or the International Fraternal President or their duly authorized representatives, and ensures that all non-financial reporting requirements to the Regional Council, Regional Assembly, International Assembly, the Board of Directors, International Fraternal President and Foresters House are fulfilled;
- F. provides appropriate documentation to organizers of the Regional Assembly to ensure that those elected as delegates to the Regional Assembly are voting members as defined in section 4I;
- G. helps with training and development of members in the region and supporting Branch officers in their duties;
- H. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

43. REGIONAL COUNCIL TREASURER

The Regional Council Treasurer:

- A. maintains the financial records of the Regional Council on behalf of the Regional Assembly and submits these records to Foresters House as directed;
- B. prepares regular reports on the financial position and results of operations of the Regional Assembly for examination at meetings of the Regional Council or Regional Assembly;
- C. submits financial reports to the Regional Council, Regional Assembly, International Assembly, the Board of Directors, International Fraternal President and Foresters House, as required;
- D. acts as liaison with Foresters House on the budget of the Regional Council and with Branches on matters related to maintaining their financial records;
- E. maintains accurate bank account records for the Regional Council;
- F. ensures that proper signing authorities have been obtained for Regional Council bank accounts;
- G. manages all funds provided to or held by the Regional Council;

- H. ensures that the expenses of the Regional Council are approved by the Regional Council, and paid in a timely fashion;
- I. ensures that cheques and other financial documents are signed by the designated signing authorities, as set out in section 63;
- J. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

44. PAST REGIONAL COUNCIL PRESIDENT

- A. When a new Regional Council President is elected, the previous Regional Council President will continue as an executive officer of the Regional Council, and will be known as the Past Regional Council President. If he or she is unable to fulfill this position, the Regional Council may appoint a previous Regional Council President to the position.
- B. The duties of the Past Regional Council President will be to:
 - i. help with training and orientation of members in the region;
 - ii. provided that he or she is not seeking election to the Regional Council, chair the region's nominating committee to help identify and support potential candidates for elected positions on the Regional Council and as representatives to the International Assembly;
 - iii. provide advice on matters of governance and Rules of Order to the Regional Assembly and the Regional Council and its committees;
 - iv. work to assist the Regional Council in fulfilling its fiduciary and trustee responsibilities.
- C. If no previous Regional Council President is available to fill this position, or if the Regional Council decides not to fill the position, it will remain vacant, and the Regional Council will elect an additional Regional Councillor. The Regional Council will determine how the duties of the Past Regional Council President will be fulfilled.

45. REGIONAL COUNCILLORS

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

- A. assisting with the installation of elected Branch officers;
- B. serving on or chairing committees assigned such functions as organizing the Regional Assembly or coordinating elections;

- C. serving on the nominating committee to identify candidates for elected office on Regional Council and to serve as representatives from the region to the International Assembly;
- D. helping with training and development of members within the region and supporting Branch officers in their duties.

46. REGIONAL COUNCIL COMMITTEES

- A. Each Regional Council may form standing (permanent) committees or ad hoc (temporary) committees to carry out its mandate. The Regional Council will determine the chairs, membership, responsibilities, and reporting requirements for these committees, or may delegate to the Regional Council President to do so.
- B. A Regional Council may, from time to time, determine that additional roles or functions are needed to carry out its mandate. It may, by resolution, outline the specific role or function, its duration, and appoint an individual to fulfill the role or function. The Regional Council may also, at its discretion, designate the individual who is appointed to carry out the role or function as an appointed officer of the Regional Council. If so designated, the individual(s) shall be known as an Appointed Officer(s).

47. MEETINGS OF THE REGIONAL ASSEMBLY

- A. Once every four years, the Regional Council will organize a meeting of the Regional Assembly to:
 - i. discuss issues of Foresters policy or matters of regional interest;
 - ii. offer programs to prepare members for governance roles in Foresters structure and to enrich the governance skills of existing officers;
 - iii. elect the Regional Council; and
 - iv. elect representatives to the International Assembly.

Elections will take place at the last sitting of the Regional Assembly meeting, with the election of Regional Council preceding the election of representatives to the International Assembly.

- B. Only officers of the Regional Council and delegates from the Branches within the region are entitled to vote at the Regional Assembly.
- C. The time and place of the regular Regional Assembly meeting will be decided by the Regional Council and approved by the International Fraternal President. The

regular Regional Assembly meeting must take place between three and twelve months before the International Assembly, to allow for the election of representatives to the International Assembly.

- D. Once the time and place of the Regional Assembly meeting have been decided, the Regional Council will notify all Branches within its jurisdiction. This notice must be given at least 90 days before the opening of the Regional Assembly.
- E. If a quorum is not present at the Regional Assembly, the International Fraternal President and the Regional Council President will organize a replacement meeting.
- F. For a Regional Assembly, a quorum is at least two-fifths of those entitled to vote at the Regional Assembly.
- G. To provide for general or standing rules of operation for the Regional Assembly and Regional Council, a Regional Assembly may pass bylaws, provided that these bylaws do not conflict with the provisions of this Constitution. Regional Assembly bylaws are enacted or amended by:
 - i. a two-thirds vote of the members entitled to vote who are present at the Regional Assembly meeting and who participate in a vote; or
 - ii. greater than a two-thirds vote by delegates 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.

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

- H. Regional Assemblies may form committees similar to those of the International Assembly (see section 77). The Regional Council will determine the chairs, membership, responsibilities, and reporting requirements for these committees, or may delegate to the Regional Council President to do so.

48. DELEGATES TO THE REGIONAL ASSEMBLY

- A. Each Branch is entitled to send at least one delegate to the Regional Assembly. Additional delegates may be chosen according to a formula set by Regional Council; the formula will be such that there will be a minimum of one delegate for every 500 Branch voting and non-voting members combined.

- B. To accommodate growth, the Regional Council may pass a resolution to revise this formula. However, such a revision may not reduce the total number of delegates in comparison to the previous Regional Assembly.
- C. No later than 30 days before the opening of the Regional Assembly meeting, each Branch Secretary must send to the Regional Council Secretary a list of the delegates elected in the Branch.

49. SPECIAL MEETINGS OF THE REGIONAL ASSEMBLY

- A. The International Fraternal President may call a special meeting of a Regional Assembly.
- B. The International Fraternal President must 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 Branches, representing a majority of the voting members in that region; or
 - ii. a majority of the executive officers of the Regional Council.
- C. The Regional Council Secretary must notify the delegates to the most recent Regional Assembly of the special meeting at least 14 days in advance. If a delegate is no longer available to attend, the Branch may elect or appoint an alternate.
- 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. Foresters House will pay the cost of holding any special meeting of any Regional Assembly when the meeting has been called by the International Fraternal President.

CHAPTER 6: CHANGES TO BRANCHES AND REGIONAL ASSEMBLIES

50. INSTITUTION OF BRANCHES

- A. A Branch may be created by resolution of the Board of Directors on its own or following a recommendation from the International Fraternal President or the Regional Council.
- B. A Branch will not be created with fewer than 500 voting and non-voting members combined, unless a recommendation to do so has been made to the Board of Directors by the International Fraternal President.
- C. When a Branch is formed, the Regional Council will recruit potential candidates for office from among Foresters members in the area, conduct nominations and elections or make appointments for officer positions, and instruct the officers in their duties.

51. 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.
- B. Each Branch and Regional Assembly will select a name, to be approved by the Board of Directors on the recommendation of the International Fraternal President.
- C. The Board of Directors may assign a number to each Branch.

52. SATELLITES

An existing Branch may authorize the establishment of a Satellite, operating under the Branch auspices and governance structure.

53. 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.
- B. When a Regional Assembly is first formed, the International Fraternal President will designate one or more members 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.

54. CHANGES TO BRANCHES

- A. Branches may be altered, closed or consolidated 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 process of altering, closing or consolidating one or more Branches must include special notice to all members of the affected Branches.
- B. For changes to Branches, a joint committee will be formed, made up of three members elected by each affected Branch, a member appointed by the Regional Council, and a regional fraternal staff member. The committee will choose a chairman or chairwoman from these members and establish the terms of the change.
- C. The terms of any changes recommended by the joint committee are subject to the approval of the Board of Directors.
- D. If two or more Branches are to be consolidated, the Board of Directors must approve the new name and issue a number to the consolidated Branch. The officers of the Branches that are giving up their names and numbers will deliver the charters and seals of their Branches to Foresters House, and deliver the books and property of the Branches to the consolidated Branch.
- E. The Branches that have been consolidated will transfer any funds they hold to the new Branch. The new Branch will be responsible for any debts incurred by the Branches from which it was formed.

55. CHANGES TO REGIONAL ASSEMBLIES

- A. 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 must include special notice to the Branches of the affected Regional Assemblies.
- B. For changes to Regional Assembly boundaries, a joint committee will be formed, made up of two members elected by each affected Regional Council, fraternal staff members associated with each affected Regional Council, and the International Fraternal President or his or her representative. The committee will choose a chairman or chairwoman from these members and establish the terms of the change.
- C. The terms of boundary changes or consolidation established by the joint committee are subject to the approval of the Board of Directors.
- D. If two or more Regional Assemblies are to be consolidated, the Board of Directors must approve the new name of the consolidated Regional Assembly. The Regional Council officers of the Regional Assemblies that are giving up their names will deliver the charters and seals of their Regional Assemblies to Foresters House, and deliver the books and property of the Regional Assemblies to the consolidated Regional Assembly.
- E. The Regional Assemblies that have been consolidated will transfer any funds they hold to the Regional Council acting on behalf of the new Regional Assembly. The new Regional Assembly will be responsible for any debts incurred by the Regional Assemblies from which it was formed.

56. SUSPENSION, REVOCATION, AND REINSTATEMENT OF BRANCH 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 any Branch if, in the best judgment of the International Assembly or the Board of Directors, 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 fees and dues.
- C. 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 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 the 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.

57. 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.

58. DISSOLUTION OF BRANCHES

- A. A Branch may be dissolved if a majority of its voting members present and participating in a vote at a special meeting called for this purpose vote to do so. A vote to dissolve a Branch must be preceded by a special notice to all members of the affected Branch.
- B. When a Branch is dissolved, the International Fraternal President receives title to all the Branch funds and property, to be held in trust for Foresters. The International Fraternal President may appoint a representative to take possession of these funds and property. If any officer of the Branch fails or refuses to surrender the funds and property, the International Fraternal President or his or her representative as authorized may take whatever action is necessary to take possession of them.
- C. When a Branch's charter is revoked, the members of that Branch will be transferred to another Branch or to a Branch-at-Large, at the discretion of the International Assembly or the Board of Directors, when the International Assembly is not in session.

59. DISSOLUTION OF REGIONAL ASSEMBLIES

- A. A Regional Assembly may be dissolved if a majority of the delegates to a Regional Assembly vote to do so, according to the voting procedures described in section 47G. A vote to dissolve must be preceded by a special notice to all Branches in the affected Regional Assembly.

- B. When a Regional Assembly is dissolved, the International Fraternal President receives title to all the Regional Assembly's funds and property, to be held in trust for Foresters. The International Fraternal President may appoint a representative to take possession of these funds and property. If any officer of the Regional Council fails or refuses to surrender the funds and property, the International Fraternal President, or his or her representative as authorized, may take whatever action is necessary to take possession of them.
- C. Following a recommendation by the International Fraternal President to the Board of Directors, the Branches formerly under the jurisdiction of a dissolved Regional Assembly may be transferred to other Regional Assemblies.

CHAPTER 7: BRANCH AND REGIONAL COUNCIL FINANCES

60. MANAGEMENT OF FUNDS

The efficient management and effective allocation of money received on members' behalf by Branches and Regional Councils is an important responsibility. This chapter provides general guidance to officers discharging this responsibility.

61. FUNDING OF BRANCHES AND REGIONAL COUNCILS

- A. Branches and Regional Councils will receive funding to fulfill their mandates, as described in sections 9 and 31.
- B. The funds of a Branch consist of money received from Foresters House (which include but are not limited to revenues such as Branch dues, membership fees, subscriptions, donations, and interest), 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 funds held in its bank accounts.
- D. The funds of a Regional Council consist of money received from Foresters House and local revenue.
- 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 funds held in its bank accounts.
- 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.

- 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.

62. HONORARIA AND EXPENSES

- A. Officers may receive honoraria in recognition of their voluntary contributions to Foresters, within guidelines established by the Board of Directors.
- B. Travelling and other reasonable expenses may be reimbursed to officers, delegates, and representatives for expenses incurred in carrying out assigned duties on behalf of Foresters.
- C. For matters related to Branch meetings, the decision to pay expenses, the definition of allowable expenses, the eligibility of individuals for reimbursement, and the level of per diem rates will be at the discretion of the individual Branch, within guidelines established by the Board of Directors.
- D. For matters related to Regional Council officers or delegate attendance at meetings of Branches, Regional Assemblies, or Regional Councils, the decision to pay expenses, the definition of allowable expenses, the eligibility of individuals for reimbursement, and the level of per diem rates will be at the discretion of the individual Regional Council, within guidelines established by the Board of Directors.
- E. For matters related to attendance by members of the International Assembly at meetings of Regional Councils, Regional Assemblies, or the International Assembly, the decision to pay expenses, the definition of allowable expenses, the eligibility of individuals for reimbursement, and the level of per diem rates will be at the discretion of the International Assembly or the Board of Directors, acting when the International Assembly is not in session.

63. SIGNING AUTHORITIES OF BRANCHES AND REGIONAL COUNCILS

- A. Branches and Regional Councils will pass resolutions identifying the officers who are authorized to sign documents and cheques for the Branch or Regional Council. The resolutions may limit the authority of these officers to signing certain types of documents only, or may establish maximum amounts of money to be paid.
- B. Payments by Branches and Regional Councils must be made on a timely basis in accordance with policies set out by the Board of Directors and contained in the Fraternal Service Guide.
- C. Any Branch or Regional Council operating a bank or other investment account for Branch or Regional Council funds must ensure that the International Fraternal President or his or her representative has signing authority for the account, according to procedures determined by the Board of Directors from time to time.
- D. Officers who have signing authority for cheques, contracts, or other documents may not delegate that authority to anyone else.

64. FINANCIAL REVIEWS AND AUDITS

- A. At least once a year, each Branch and Regional Council will ensure that its books and financial records are reviewed by an independent third party who is not a member of, or related to a member of, the Branch Executive Committee or Regional Council being reviewed.
- 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 reported in writing to the Branch, Regional Council, Regional Assembly, Board of Directors, or International Fraternal President as required.
- C. The Board of Directors may arrange for an audit of the books of any Branch or Regional Council.

CHAPTER 8: THE INTERNATIONAL ASSEMBLY AND ITS OFFICERS

65. THE PURPOSE OF THE INTERNATIONAL ASSEMBLY

The International Assembly is the ultimate 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.

66. THE COMPOSITION OF THE INTERNATIONAL ASSEMBLY

The members of the International Assembly are:

- A. representatives elected by Regional Assemblies;
- 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.

67. 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 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 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.

68. 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 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 delegates 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.
- H. Foresters House will pay the cost of holding any special meeting of the International Assembly.

69. REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY

- A. Each Regional Assembly is entitled to send at least one representative to the International Assembly. Additional representatives will be elected according to the following formulas:
 - i. In North America, and in the United Kingdom for members who became members after June 13, 2001: one representative may be elected for every 3,000 voting members in the region. If the remaining voting membership is more than 1,500 members, an additional representative may be elected.
 - ii. In the United Kingdom for members who became members on or before June 13, 2001: one representative may be elected for every 4,800 voting members in the region. If the remaining voting membership is more than 2,400 members, an additional representative may be elected.
- B. Representatives will be elected at the Regional Assembly immediately preceding the International Assembly.
- C. Representatives must be voting members of Foresters in good standing as of 30 days before the Regional Assembly preceding the International Assembly and must continue in good standing to the start of the International Assembly to which they have been elected, and must reside within the jurisdiction of the Regional Assembly that elected them.

70. 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 elections conducted by the Regional Council. If the vacancy occurs within 60 days of a meeting of the International Assembly, the Regional Council may appoint a representative to fill the vacancy from among the delegates of the most recent Regional Assembly.

71. 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 may not serve more than two terms, unless he or she is elected International Fraternal President. An officer elected International Fraternal President may serve one additional term, for a total of three terms on the International Assembly. Partial terms served by an elected officer of the International Assembly filling a mid-term vacancy will not count as a term for the purposes of this provision.
- D. 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.
- E. 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.
- F. 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.

72. 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. provides leadership for members regarding the fraternal affairs, activities, and programs of Foresters;
- C. acts as liaison among the Regional Councils, Foresters House, and the Board of Directors;
- D. acts as a representative of Foresters in public communications related to the fraternal affairs, activities, and programs of Foresters;
- E. acts as Foresters ombudsman to protect members from any abuse of authority by any Foresters officer or employee or his or her representative;
- F. may mediate in any dispute between Foresters members and may intervene in any internal process to resolve such a dispute;
- G. installs elected Regional Council officers or designates another member of the International Assembly to do so on his or her behalf;
- 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.

73. 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 74;

- B. undertakes other duties as assigned by the Board of Directors.

74. REPLACEMENT OF 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 or former 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 elected members a replacement to carry out these duties for the rest of the term.

75. REPLACEMENT OF THE INTERNATIONAL FRATERNAL VICE PRESIDENT

- A. Should the International Fraternal Vice President be appointed International Fraternal President under section 74, 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.

76. 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.

77. 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.

78. AMENDING THE CONSTITUTION

- A. The Constitution can be amended only by the International Assembly, except as provided in sections 78F and 78G 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 immediately following the change.

CHAPTER 9: THE BOARD OF DIRECTORS

79. 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 78F and 78G. It oversees the business and fraternal affairs and the management of Foresters, its funds and property, 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.

80. 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).

81. 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. The majority of members of the Board of Directors, who must be present in person or by telephone, will constitute a quorum.

82. 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.

83. 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.

84. 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.

85. 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.

86. 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 prepare 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.

87. 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

88. INDEMNIFICATION OF EMPLOYEES, DIRECTORS, AND OFFICERS OF FORESTERS

- A. 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, 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, 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.

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.

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.

Area Service Team: The Area Service Team is an optional model for Regional Council delivery of Branch training, orientation and development. Where used, it is a group of Foresters members, selected through a process set out in the Fraternal Service Guide, who offer their experience, talents, and expertise on a voluntary basis to help Branches in their area develop and implement programs and services.

***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 76F and 76G. 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.

Branch: Branches are the primary instruments through which Foresters fulfills its mandate of service to members, their families, and communities. 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 public relations activities. The names and numbers applied to each Court as of June 13, 2001 will be transferred to the Branch serving the same members after June 13, 2001.

Branch Community Member: The following definition applies to persons holding a Branch Community Membership after June 20, 2005: 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 Executive Committee: The elected and non-voting *ex officio* officers of a Branch plus the Past Branch President. The elected officers are the Branch President, Branch Vice-President, Branch Secretary, and Branch Treasurer. The non-voting *ex officio* officers are the chairmen or chairwomen of Branch committees.

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.

Constitution: The Constitution² describes the framework of laws and principles by which Foresters operates. The Constitution sets out the authority, responsibilities, and obligations of Foresters members, officers, 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 the mechanisms by which members, officers, and representative bodies are held accountable to the membership.

Delegate: A member who is elected to represent a Branch at a Regional Assembly.

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

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

Family Financial Products: Family financial products are life insurance and annuities as proprietary products, and third-party life, annuity, and investment products.

² The Constitution is the bylaws of Foresters for corporate law purposes

Fiduciary responsibility: A situation in which one person is required to act for the benefit of another person or entity; for example, a trustee 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.

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: For the purposes of section 64, independent shall mean a person who is not a member of the body being audited, nor is that person related by blood or marriage to a member of the body being audited.

Independent Order of Foresters, The: The Independent Order of Foresters (Foresters) is an international, non-sectarian fraternal benefit society. 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 subsidiaries.

International Assembly: The International Assembly is the ultimate 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 78F and 78G. 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.
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 member who has entered into a contract through a Foresters agent or subsidiary for the provision of financial services or products other than insurance or an annuity, or is covered by the terms of a product issued by a third-party organization or third-party products sold by Foresters agents, or has a membership agreement with Foresters. This category also includes Junior Members and UK Junior Members as of June 13, 2001, and after that date, anyone under 16 years of age who is insured under a certificate or contract issued for an insurance or annuity product issued by Foresters or a subsidiary company. A non-voting member is entitled to participate in Foresters service activities, but is not entitled to participate in the governance of 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 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 delegates from the Branches to the Regional Assembly and by a Regional Council elected at the Regional Assembly. The boundaries and names applied to each High Court as of June 13, 2001, will be transferred to Regional Assemblies at the time of transition and will become the defined region for each Regional Assembly and the Regional Council that acts on its behalf between Regional Assembly meetings.

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 47. Regional Assemblies hold a meeting every four years that is attended by delegates elected by Branches and the officers of the Regional Council in 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 mandate of governance and service at the Branch and regional levels. The Regional

Council is made up of its elected officers (Regional Council President, Regional Council Vice-President, Regional Council Secretary, Regional Council Treasurer, and Regional Councillors), the Past Regional Council President, and non-voting officers (Appointed Officers, the chairmen and chairwomen of any Area Service Team(s) and any other committees created by the Regional Council under section 46).

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

Regional Director, Fraternal (Regional Manager, Membership in the UK): The Regional Director, Fraternal (Regional Manager, Membership in the UK) is the most senior Foresters employee assigned to lead and coordinate support to Branches in all matters related to the service mandate of Foresters in a specified geographic area. The Regional Director (Fraternal/Membership) works with the Regional Council and Area Service Team(s) associated with that geographic area.

Representative: A member who is elected at the Regional Assembly to represent the members at the International Assembly.

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, who is 16 years of age or over, and who is insured under a certificate or contract of insurance or an annuity issued by Foresters or its wholly owned subsidiary companies. 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.

INDEX

Note: numbers represent sections, not pages.

Absences:

- of Branch officers, 17
- of Regional Council officers, 39

Area Service Teams 31B, 32A, 32C

Appointed Representatives to International Assembly, 66C, 76

Audits:

- of Branch or Regional Council financial records, 64
- of Foresters financial records, 86

Beneficiaries, 7

Benefit member, 4B

Board of Directors:

- chairman/chairwoman of, 82
- committees of, 85
- composition of, 80
- meetings of, 81
- members of, 84
- powers of, 79

Boundaries of Regional Assemblies, 55

Branch Community Member 4B

Branches:

- acquisition of property by, 10
- auditing of, 64
- bylaws of, 11D
- changes to, 54
- Branch President, 14, 18
- Branch Secretary, 20
- Branch Treasurer, 21
- Branch Vice-President, 14, 19
- charter, 51, 58
- committees of, 23
- consolidation of two or more Branches, 54
- dissolution of, 58
- Executive Committee, 15C
- financial reviews, 64
- funding of, 61

- institution of, 50
 - liabilities incurred by, 10
 - limits on the powers of, 10
 - meetings, presiding officer at, 14
 - meetings, quorum at, 13
 - meetings, regular, 11
 - meetings, special, 12
 - name, 51B
 - number, 51C
 - officers of, 15-22, 62-63
 - officers, installing, 30
 - Past Branch President, 22
 - purpose of, 9
 - Satellite, 52
- Branches-at-Large, 24, 58C
- Bylaws:
- of Branches, 11D
 - of Regional Assembly, 47G
- Chairman/chairwoman:
- of Board of Directors, 82
 - of Branch committees, 15A, 23C
 - of Regional Council committees, 32
- Charters:
- issuing of, 51
 - suspension or revocation of, 56, 57
- Chief Executive Officer of Foresters, 81
- Committees:
- for nominating candidates to office, 22, 27, 44
 - of Branch, 15C, 23
 - of International Assembly, 77
 - of Regional Council, 46
 - of the Board of Directors, 85
- Common Bond, 1, 5, 8, 15, 37
- Communications and publications, 4H, 10B
- Conflict of interest provisions, 15E, 15F, 37D, 37E, 71E, 71F
- Consolidation of Branches or Regional Assemblies, 55
- Constitution:
- amendments to, 78
 - purpose of, 3
- Councillors, Regional, 31, 32, 37, 38, 39, 45

Delegates to Regional Assembly, 30, 47, 48, 49

Dissolution:

of a Branch, 58

of a Regional Assembly, 59

Dues:

membership, 6

failure to pay, 8

Elections:

of delegates to Regional Assembly, 48

of Foresters officers, 26-29

of representatives to the International Assembly, 69

Employees of Foresters, as officers, 4E

Executive Committee of Branch, 15C

Expenses of Foresters officers, 62

Expulsion of a member, 8

Financial reporting and reviews, 64

Forester Family Member, 4B

Fraternal Service Guide, 3F

Funds:

management of, 60

sources of, 61

Guests:

at Branch meetings, 11C

at Regional Council meetings, 34C

Honoraria, for Foresters officers, 62, 84

Indemnification of Foresters directors and officers, 88

Independent Order of Foresters, The:

purpose of, 1

structure of, 2

Installation of elected officers, 30

International Assembly:

Appointed Representatives, 76

committees of, 77

composition of, 66

International Fraternal President, 72, 74, 76, 77

officers of, 30, 71

procedure for amending the Constitution, 78

purpose of, 65

regular meetings of, 67

representatives to, 69, 70

- special meetings of, 68
- International Fraternal President:
 - duties of, 72
 - representative of Branches-at-Large at International Assembly, 24E
 - replacement of, 74
 - role in creation of Regional Assemblies, 53
- International Fraternal Vice President
 - appointment as International Fraternal President, 73
 - duties, 73
 - election, 73
 - replacement, 75
- Junior Member, 4D
- Legal proceedings against an officer, 88
- Liability, incurred by a Branch, 10
- Membership:
 - application for, 5
 - categories of, 4
 - dues and premiums, 6
 - failure to pay dues and premiums, 8
 - members younger than 16, 4I
 - suspension or expulsion from, 8
 - transfer from one Branch to another, 25
- Nominating candidates for office, 27
- Nominating Committees, 22, 27, 44
- Non-voting member, 4D
- Partner member, 4B
- Past President:
 - of Branch, 22
 - of Regional Council, 44
- Premiums:
 - membership, 6
 - failure to pay, 8
- President:
 - of Branch, 18
 - of Foresters (CEO), 83
 - of Regional Council, 40
- Presiding officer:
 - at Branch meetings, 14
 - at elections, 28
 - at International Assembly, 67
 - at Regional Council meetings, 36

Principal member, 4B

Property, acquired by a Branch, 10B

Proxies, 26B

Publications and communications, 4G, 10B

Quorum:

- at Board of Directors meetings, 81C

- at Branch committee meetings, 23B

- at Branch meetings, 13

- at International Assembly, 67B

- at Regional Assembly regular meetings, 47F

- at Regional Assembly special meetings, 49E

- at Regional Council meetings, 33

Regional Assembly:

- boundaries of, 55

- bylaws of, 47G

- changes to, 55

- charter, 51, 57

- committees of, 47H

- consolidation of two or more Regional Assemblies, 55

- delegates to, 48

- dissolution of, 59

- institution of, 53

- organized by Regional Council, 31E

- purpose of, 47A

- meetings, regular, 47

- meetings, special, 49

- representatives to International Assembly, 69

Regional Councils:

- audit of, 64

- committees of, 46

- composition of, 32

- Councillors, 32, 45

- financial reviews, 64

- funding of, 61

- meetings, presiding officer at, 36

- meetings, quorum at, 33

- meetings, regular, 34

- meetings, special, 35

- officers, duties of, 37-44,

- officers, honoraria for, 62

- officers, installing, 30C, 30E
- officers, signing authority of, 63
- Past Regional Council President, 44
- purpose of, 31
- Regional Council President, 36, 40
- Regional Council Secretary, 42, 49C
- Regional Council Treasurer, 43
- Regional Council Vice-President, 41
- role in instituting new Branches, 50
- Regional Councillors, 31, 32, 37, 38, 39, 45
- Past Regional Council President, 44
- Regional Council President, 36, 40
- Regional Council Secretary, 42, 49C
- Regional Council Treasurer, 43
- Regional Council Vice-President, 41
- Reinstatement of a suspended charter, 56D, 57C
- Representatives to International Assembly, 69, 70
- Reserves, maintenance of, 87
- Resignation:
 - of Branch officers, 17
 - of Regional Council officers, 39
- Revocation:
 - of a Branch charter, 56
 - of a Regional Assembly charter, 57
- Rules of Order, 11B, 34B
- Satellites, 52
- Secretary:
 - of Branch, 20
 - of Regional Council, 42, 49C
- Signing authority of Foresters officers, 63
- Social Fraternal Member, 4B
- Social Member, 4B
- Structure of Foresters, 2

- Suspension:
 - of a Branch charter, 56
 - of a member, 8
 - of a Regional Assembly charter, 57
- Tellers at elections, 29
- Terms of office:

- of Branch officers, 16
- of Regional Council officers, 38
- Transfer of a member from one Branch to another, 25
- Travelling expenses, 62
- Treasurer:
 - of Branch, 21
 - of Regional Council, 43
- Trustees, Foresters officers as, 15D, 37C
- UK Benefit Member, 4B
- Vacancies in officer positions:
 - at Branch, 17
 - at Regional Council, 39
- Vice-President:
 - of Branch, 19
 - of Regional Council, 41
- Voting member, 4B
- Voting procedure for officers, 26, 29

Appendix: Corporate History

Corporate History

Date of Ontario incorporation	July 23, 1881
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
1992	The Independent Order of Foresters acquired the assets and operations of Canadian Foresters Life Insurance Society