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## **Chapter 1 The Common Bond and Purpose, structure, and Constitution of The Independent Order of Foresters**

### **1.1 The Common Bond and Purpose of The Independent Order of Foresters**

- 1.1.1 As a Fraternal Benefit Society, The Independent Order of Foresters (Foresters and Foresters Financial) 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.
- 1.1.2 Foresters provides its members with the opportunity to demonstrate the principles of mutual help and community volunteering. 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 in the surrounding community.
- 1.1.3 Foresters Common Bond informs our Purpose, which is that Foresters exists to enrich the lives of its members, their families, and the communities where they live. Honoring our rich tradition of caring, we champion the well-being of families through quality financial products, unique member benefits, and inspiring community activities.
- 1.1.4 Foresters is organized under the laws of Canada, is subject to the *Insurance Companies Act of Canada* (the Act) and has all the powers granted by law.

### **1.2 The representative structure of Foresters**

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

meet regularly to discuss members' needs, oversee local programming, and make decisions on local matters. Branches are part of a Regional Assembly.

- 1.2.3 All Branch Councillors within a region are *ex officio* voting members of the Regional Assembly to which their Branch belongs. The Branch President and Branch Vice President are *ex officio* voting members of the International Assembly.
- 1.2.4 A Regional Assembly composed of the Branches within its territory meets every two (2) years. Members of the Regional Assemblies elect the Regional Councillors and the Regional Council Presidents who form the Regional Councils. The Regional Councils act on behalf of the Regional Assemblies between meetings to oversee and support the work of the Branches within their region.
- 1.2.5 The Regional Council President and the Regional Councillors are *ex officio* voting members of the International Assembly.
- 1.2.6 The International Assembly meets every four (4) years. The International Assembly is the supreme governing body of Foresters. It elects the International Fraternal President and the members of the Board of Directors (the Board), one of whom is designated International Fraternal Vice President. It is the only body with the power to amend the Constitution of Foresters, except where otherwise provided in the Constitution.
- 1.2.7 When the International Assembly is not in session, the Board, made up of the International Fraternal President, directors elected by the International Assembly, and the President and Chief Executive Officer (CEO), oversees the business and fraternal affairs of Foresters. As stewards with responsibility for all aspects of regulatory compliance in all jurisdictions in which Foresters operates, the Board has a fiduciary duty to protect the well-being of Foresters. The Board supervises the general management of Foresters operations.
- 1.2.8 Member representatives at the Branch, Regional and International level may hold only one (1) elected or appointed office at a time at any level.

### **1.3 The Constitution**

- 1.3.1 The Constitution<sup>1</sup> describes the framework of laws and principles by which Foresters operates. The Constitution sets out the authority, responsibilities, and obligations of Foresters members, representatives, officers, and representative bodies. This document outlines the processes and terms under which members take and hold office

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<sup>1</sup> The Constitution is the Bylaws of Foresters for corporate law purposes.

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.

- 1.3.2 All acts or resolutions of Branch Councils, Regional Assemblies, Regional Councils, the International Assembly, and the Board must be consistent with the provisions of this Constitution and the laws of the jurisdictions in which Foresters operates.
- 1.3.3 Any Benefit Member or Community Member as defined herein will be subject to the provisions of this Constitution.
- 1.3.4 No representative body or member of Foresters has the power to waive any of the provisions of this Constitution. No act of any representative body, officer, or member of Foresters may be construed as a waiver of any provisions of the Constitution or of any conditions of any insurance or annuity certificate or policy made or issued by Foresters.
- 1.3.5 The Constitution may be amended only as set out in Chapter 8. Any provision of this Constitution that conflicts with the laws that apply to Foresters in a jurisdiction will be inoperative in that jurisdiction.
- 1.3.6 Additional information on Foresters community and fraternal activities, programs, and operations is contained in the Member Network Policies approved by the Board and amended from time to time.

## Chapter 2 Membership

### 2.1 Categories of membership, entitlements and duties

There are two (2) types of membership in Foresters: Benefit Members and Community Members. Benefit Members and Community Members must be at least 18 years old to be entitled to vote, hold any office in Foresters, or access member benefits. Access to membership is subject to Board Approved Policies.

2.1.1 A Benefit Member is a person who has been accepted as a member of Foresters; and is

2.1.1.1 insured under a life or health insurance certificate or rider, or is an annuitant under an annuity certificate, issued by Foresters itself; or

2.1.1.2 insured under a life or health insurance certificate or rider or is an annuitant under an annuity certificate or has purchased any other investment product issued by Foresters wholly owned UK subsidiary, Forester Life Limited, or by Foresters wholly owned Canadian subsidiary Foresters Life Insurance Company, during the period that each is owned by Foresters; or

2.1.1.3 determined by the Board in its complete discretion at the time of acquisition or assumption of a subsidiary or a block of policies or certificates, or anytime thereafter, and is either

2.1.1.3.1 insured under a certificate or policy of individual life or health insurance (or rider under such certificate or policy) issued or assumed by a wholly owned subsidiary of Foresters; or

2.1.1.3.2 an annuitant under an annuity certificate or policy issued or assumed by a wholly owned subsidiary of Foresters.

2.1.2 A Benefit Member is entitled to participate in the governance of Foresters (including but not limited to, making or accepting nomination for office, being a candidate, voting in elections, holding office, and exercising decision-making authority associated with holding office) as well as the voluntary service, social and community activities of Foresters through the Branch and its community groups (groups of local members within a community; formerly known as satellites).

2.1.3 A Community Member is a person who:

2.1.3.1 has been accepted as a Community Member of Foresters or was previously accepted by Foresters as any other category of member and (i) continues to meet the eligibility criteria for Community Membership as determined by the

Board in its complete discretion, and (ii) does not meet the eligibility criteria to be a Benefit member; or

- 2.1.3.2 the Board has determined at the time of acquisition or assumption of a subsidiary or a block of policies or certificates, or any time thereafter, shall be a Community Member because such person is a customer of a subsidiary as determined by the Board in its complete discretion.
- 2.1.4 A Community Member may participate in the governance of Foresters but shall only have the right to vote in Branch elections and may only hold the office of Branch Councillor.
- 2.1.5 Community Membership shall be a means by which Foresters may elect to grow its membership so that it may better support and fulfill its fraternal purposes. Community Members are therefore entitled and encouraged to participate in the voluntary service, social and community activities of Foresters.
- 2.1.6 Community Members may not make up collectively more than one-third of Branch Councillors in any one Branch.
- 2.1.7 Due to their employment or contractual relationship with Foresters or its subsidiaries, some members are not eligible for governance positions.
  - 2.1.7.1 No current employee or appointed independent producer of Foresters or one of its subsidiaries or a Foresters member who is working for a competitor of Foresters in its insurance and annuity sales may serve as an elected member.
  - 2.1.7.2 No former employee or appointed independent producer of Foresters or one of its subsidiaries or a Foresters member who formerly worked for a competitor of Foresters in its insurance or annuities sales may serve as an elected member until the expiration of two (2) years from the date of the termination of their employment or agency, without special dispensation from the International Fraternal President.
  - 2.1.7.3 Family members (which include spouses, children, parents, grandparents, siblings, and members of the immediate household) of Foresters current employees or appointed independent producers of Foresters or its subsidiaries may not serve as an elected member without special dispensation from the International Fraternal President.
  - 2.1.7.4 Current employees that are Foresters members may be appointed as Appointed Representatives to the International Assembly with special dispensation from the International Fraternal President.

2.1.7.5 The Board further reserves the right to limit any and all governance participation due to a member's employment or contractual relationship with Foresters or one of its subsidiaries including, but not limited to, past or present employees, independent producers, their respective family members, and employees of Foresters competitors.

2.1.8 An individual who is entitled to be both a Benefit Member and a Community Member will be assigned to the category of Benefit Member.

2.1.9 The Board sets the material terms and conditions of all classes of membership, including, but not limited to, membership fees or dues, benefits, rights, obligations, eligibility, entitlements and any variation of benefits within a class of membership and the Board may approve any policies in furtherance of any of the above.

2.1.10 All members are entitled to receive general membership communications from Foresters, including the official publication(s) of Foresters, as determined by the Board.

2.1.11 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 or dues.

2.1.12 When participating in Foresters meetings or events, members are subject to the Constitution, Common Bond and Purpose, Board Approved Policies, and Volunteer Code of Ethics, and are held accountable for any breaches.

## **2.2 Membership premiums, fees, dues and other payments**

2.2.1 To remain a member in good standing, each member must pay any premiums, fees, dues, or other payments that may be required.

2.2.2 The terms of all categories of membership, including dues, fees, benefits, rights, entitlements, and obligations, are determined by the Board. Foresters member benefits are non-contractual, subject to benefit specific eligibility requirements, definitions and limitations and may be changed or cancelled without notice.

2.2.3 All premiums, dues, fees, or other payments specified in the member's insurance certificate or contract must be paid to Foresters in the manner specified by the Board or in the member's contract or certificate.

2.2.4 The due date for payment may be changed by the Board, provided that the change does not override the provisions of an insurance certificate or contract.

- 2.2.5 The Board may require members or owners to pay additional assessments.

### **2.3 Beneficiaries**

- 2.3.1 Certificate owners may designate beneficiaries for any financial product under which benefits are payable, subject to the laws of the country, province, or state in which they live at the time membership has been accepted.
- 2.3.2 A certificate owner may change a beneficiary at any time by filing a written request using a form specified by Foresters. The change will be effective on the date it is recorded by Foresters.

### **2.4 Disciplinary action and suspension or expulsion of members**

- 2.4.1 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.
- 2.4.2 The Board develops, approves, and oversees the administration of procedures by which individual members may be held accountable for their actions or for any dereliction of duty as an elected member. These procedures, which are set out in approved Board policies, will ensure that members subject to disciplinary action are given a reasonable opportunity to defend themselves, to participate in Foresters internal mediation process, and to appeal any decision made by Foresters against them.
- 2.4.3 If the premiums, fees, dues, or other payments specified in a member's certificate or contract are unpaid, or a member fails to carry out their duties as an elected member, acts in ways that demonstrate that they do not share a commitment to Foresters Common Bond and Purpose, that are a breach of any provision of this Constitution, or that bring Foresters into disrepute, the Board may, upon the recommendation of the International Fraternal President, take disciplinary action against the member.

These actions may include but are not limited to reprimand; suspension from any office or position; removal from any office or position; suspension from membership in Foresters; and expulsion from membership in Foresters.

- 2.4.4 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 Council, 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 events or exercise any other rights and privileges of membership.

- 2.4.5 Suspension or expulsion from membership, except for non-payment of fees or premiums, shall not adversely affect the member or former member's rights and entitlements under the terms of any life insurance, annuity, or other financial product.

## **Chapter 3 Branches and their officers**

### **3.1 The purpose of Branches**

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

Branch members work together to organize programs and activities that demonstrate Foresters Common Bond and Purpose and its core principles of members helping members, making members' communities better places, personal development, volunteer activities, and social interaction. Branches stimulate interest in the organization and services of Foresters through a personal commitment to assisting other members and involvement in the community.

- 3.1.2 Branches are composed of Foresters Members who reside in the Branch territory.
- 3.1.3 Branch members elect Branch Councillors who form the Branch Council, which governs the Branch and oversees the provision of programs and activities that demonstrate Foresters Common Bond and Purpose.
- 3.1.4 Branches carry out Foresters Common Bond and Purpose in their territories through local community groups of Branch members and deliver Branch programs and activities.

### **3.2 Limits on the powers of Branches and Branch Councils**

- 3.2.1 Foresters will not be responsible for any liability incurred by any Branch or Branch Council.
- 3.2.2 Branches may not incorporate or acquire financial holdings, securities, real property, vehicles, or enter into any lease, loan, financing partnership, joint venture or any other type of business arrangement, without the written consent of the Board.
- 3.2.3 No Branch or member may issue any statement, communication, trademark, or publication relating to Foresters without the written consent of the Board. For social media content, all posts must follow guidelines as prescribed by Foresters.

### **3.3 Meetings of the Branch Council**

- 3.3.1 Branch Councils will meet at least once a month. The Branch Council will notify members of the meeting time, date, and location. All meetings will be open to all members of the Branch. The Branch Council will keep minutes and report on its activities to Branch members and Regional Council as required.
- 3.3.2 The conduct of meetings will follow rules of order, as prescribed by the Board. For any votes other than elections or where otherwise specified, voting will be by Simple Majority; that is, 50 percent plus one (1) of the elected officers of the Branch Council who participate in the vote.
- 3.3.3 Foresters members may attend meetings as guests with prior approval as set out in the prescribed procedures.
- 3.3.4 To provide for general or standing rules of operation, a Branch Council must pass Bylaws, provided that these Bylaws do not conflict with the provisions of this Constitution or with the Bylaws of the Regional Assembly within which the Branch is located. Branch Bylaws are enacted or amended by a vote of no less than two-thirds of the Branch Councillors who participate in the vote.

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

### **3.4 Quorum at Branch Council meetings**

At any Branch Council meeting, a quorum must be present in order for business to be conducted. A quorum is a Simple Majority of the Branch Council who must be present in person or remotely by such telephonic, electronic, or other means as permitted by procedures prescribed by the Board.

### **3.5 Branch Councillors**

- 3.5.1 At least four (4) and up to ten Branch Councillors form the Branch Council and are the Branch Officers.

- 3.5.2 Branch Councillors are elected for a two (2) year term of office. Every two (2) years the Branch Council will elect a Branch President and Branch Vice President from amongst the Branch Councillors.
- 3.5.3 All Branch Councillors are *ex officio* voting members of the Regional Assembly if its meeting is held during their term of office.
- 3.5.4 The Branch President and Branch Vice President are *ex officio* voting members of the International Assembly if its meeting is held during their term of office.
- 3.5.5 Branch Councillors have accountability for stewardship of their Branch. As stewards, they oversee the financial aspects of the Branch in accordance with Foresters Common Bond and Purpose, Constitution, Bylaws, Board Approved Policies, and Volunteer Code of Ethics and can be held accountable for any misuse of financial assets.
- 3.5.6 No member will place themselves in a position in which there is a conflict between their duties as a member of Foresters in any capacity and their 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.
- 3.5.7 If the Branch Council, the Regional Council, the International Fraternal President, or the Board has reasonable grounds to believe that a Branch Councillor, Branch President or a Branch Vice President has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend that person from their office.

### **3.6 Absences from and vacancies in the Branch Council**

- 3.6.1 If a Branch Councillor resigns, dies, transfers their membership to another Branch, is otherwise unable to continue in office or is absent for three (3) consecutive meetings, or for more than half of the meetings in a twelve-month period, without a satisfactory reason provided in writing to the Branch Council, the Branch Council may, by resolution, declare their position vacant.
- 3.6.2 If a Branch Councillor resigns, dies, transfers their membership to another Branch, or is otherwise unable to continue in office for any reason, the Branch Council may, by resolution, appoint or elect a Member of that Branch as Branch Councillor to complete

the balance of the term of office, with the approval of the Regional Council President as set out in the prescribed procedures.

### **3.7 Branch President**

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

- 3.7.1 Ensuring that all Branch Council meetings are conducted in accordance with this Constitution, Branch Bylaws and with rules of order prescribed by the Board;
- 3.7.2 Leading the Branch Council in the discharge of its duties by ensuring that decisions are implemented;
- 3.7.3 Addressing any absences of Branch Councillors;
- 3.7.4 Acting as a liaison to the Branch's community groups, the Regional Council or its committees and the Membership Department staff;
- 3.7.5 Providing advice on training and development of Branch Councillors and supporting them in their duties;
- 3.7.6 Assisting the Branch Council in fulfilling its fiduciary and stewardship responsibilities;
- 3.7.7 Serving on or chairing committees as an *ex officio* member, as set out in the prescribed procedures;
- 3.7.8 Serving on their Branch Nominating Committee as an *ex officio* member to discuss candidates for Branch Council officers;
- 3.7.9 Representing the Branch and its members at the Regional Assembly and the International Assembly.

### **3.8 Branch Vice President**

The Branch Vice President assists the Branch President in carrying out their duties and assumes those responsibilities in their absence or if the role becomes vacant.

- 3.8.1 The Branch Vice President represents the Branch and its members at the Regional Assembly and the International Assembly.
- 3.8.2 The Branch Vice President acts as a liaison to the Branch community groups, the Regional Council or its committees and the Membership Department staff.

- 3.8.3 If the Branch Vice President is unable or unwilling to accept this appointment, the Branch Council shall elect a replacement from among its current Branch Councillors to act as a replacement to carry out these duties for the rest of the term.

### **3.9 Branch records**

The Branch Council, in partnership with Foresters Membership Department staff, are responsible for ensuring that the Branch records are kept and that all reports required by the Board Approved Policies are filed. The Branch records include, but are not limited to, agendas and minutes of its meetings, correspondence, regulatory filings, and financial information.

### **3.10 Branches-at-large**

- 3.10.1 Members are normally affiliated with a local Branch. Members who are not affiliated with a local Branch become members of Branches-at-large in Canada, the United States, or the United Kingdom.
- 3.10.2 The officers of the Branches-at-large are the members of the Board.
- 3.10.3 Branches-at-large have no obligation to meet.
- 3.10.4 The members of Branches-at-large are represented by the International Fraternal President at the International Assembly.

## **Chapter 4 Nominations, elections, and terms of office**

**Note: unless otherwise specified, the provisions of this chapter apply to all governance levels in Foresters.**

### **4.1 Branch elections**

- 4.1.1 The Branch will elect Branch Councillors every two (2) years. The date of the branch election shall be set by the Board and shall be circulated to all Branch members in Branch communications and online. Branch members will be given a minimum of 30 day's notice of the branch election date, and the methods and place of voting.
- 4.1.2 All voting members of the Branch may vote in the election.
- 4.1.3 All Branch Councillor positions are for a term of two (2) years.
- 4.1.4 Candidates for Branch Council shall indicate their interest to be elected by submitting a description of their background and qualifications and completing the prescribed application form to serve on the Branch Council to the Nominating Committee.
- 4.1.5 At least 90 days before the election date, a Nominating Committee shall be formed. The Nominating Committee will review eligible candidates and identify those that are suitable for the Branch Councillor role from among the Branch candidates who have submitted their application according to the process as prescribed by the Board. Following a selection process prescribed by the Board, the Branch Nominating Committee shall select a recommended slate of candidates most suitable for the role of Branch Councillor.
- 4.1.7 Every candidate must have their primary residence in, and be a voting member of, the Branch for which they are seeking election.
- 4.1.8 The ballot shall contain the names of the recommended slate of candidates and all candidates nominated for office who have met the criteria for office, and who still wish to stand for election.
- 4.1.9 The Branch elections may be conducted by mail-in ballot, in-person ballot, or by telephonic or online electronic balloting, as determined by the Branch Bylaws, or as prescribed by the Board. The election shall be supervised by the Chief Elections Officer. The Board shall prescribe the procedures and processes for online and mail in balloting for Branch elections. Proxy voting is not permitted.
- 4.1.10 Thirty days prior to the biennial election date, an election information package will be sent to all Branch members.

- 4.1.11 The candidates who receive the highest number of valid votes will be declared elected into the open positions for Branch Councillors. If the number of candidates is the same, or less than, the number of Councillor positions open, the candidates shall be elected by acclamation.
- 4.1.12 The Branch Councillors elect the Branch President and the Branch Vice President from amongst themselves. This election shall take place at the first Branch meeting which shall be held as soon as practical, but not later than 60 days after the election closes.
- 4.1.13 An election summary will be published for the voting members in the Branch as soon as practical, but not later than 60 days after the election closes.
- 4.1.14 On approval of a new Branch by the Board, the Regional Council shall appoint the first slate of Branch Councillors. The appointed Branch Councillors will elect a Branch President and Vice President from among themselves.
- 4.1.15 All Branch Councillors will hold office for two (2) years from the date they are elected or appointed until their successors are elected or appointed, except where appointed mid-term to fill a vacancy.

## **4.2 Regional Council elections**

- 4.2.1 The Regional Assembly will hold an election every two (2) years for the Regional Council President, and the Regional Councillors.
- 4.2.2 At least 90 days before the Regional Assembly Meeting, a Nominating Committee shall be formed. The Nominating Committee will review eligible candidates and identify those that are suitable for Regional Councillor and Regional Council President from among the Branch Councillors and Regional Councillors who are members of the Regional Assembly.
- 4.2.3 Candidates for Regional Council shall indicate their interest to be elected by submitting a description of their background and qualifications to serve on the Regional Council to the Nominating Committee.
- 4.2.4 Following a selection process prescribed by the Board, the Nominating Committee shall recommend a slate of candidates most suitable for election as Regional Councillors and Regional Council President. The Election Information Package, containing the slate of candidates, shall be circulated to the Elected Representatives of the Regional Assembly at least 30 days prior to the Regional Assembly.
- 4.2.5 The Regional Assembly elections will be held as the last item of business at the Regional Assembly Meeting. The election procedures will be prescribed by the Board.

- 4.2.6 Only members of the Regional Assembly present at the meeting, or remotely by such telephonic, electronic or other means as permitted by procedures prescribed by the Board are eligible to vote. Proxy voting is not permitted.
- 4.2.7 There may be nominations from the floor, following procedures prescribed by the Board.
- 4.2.8 Regional Councillors and the Regional Council President hold office for two (2) years from the date of their election or appointment until their successors are elected or appointed.

### **4.3 International Assembly elections**

- 4.3.1 Elections for the Board take place at the regular meeting of the International Assembly every four (4) years.
- 4.3.2 Only Members of the International Assembly who are present at the meeting, or remotely by such telephonic, electronic or other means as permitted by procedures prescribed by the Board, may cast a ballot. Proxy voting is not permitted.
- 4.3.3 At least one (1) year before the opening of a regular meeting of the International Assembly, the Board will appoint a Nominating Committee to identify and recommend candidates for election to the Board. This committee will specify and publish the qualifications required of nominees to the Board. These qualifications will include the skills and experience needed to fulfill the Board's corporate governance responsibilities. The committee will publish this information for all Foresters members, inviting nominations for the Board and specifying a date by which nominations should be submitted. All nominations must be submitted in writing and provide all the information requested by the Nominating Committee.

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

- 4.3.4 For elections at the International Assembly, nominations from the floor will be permitted following procedures prescribed by the Board.
- 4.3.5 Every candidate seeking election to the Board must be a Member of the International Assembly at which they seek to stand for election.
- 4.3.6 The presiding officer for elections at the International Assembly will be named by the International Fraternal President after consultation with the Board.

- 4.3.7 The presiding officer for elections will not be seeking election personally at the election over which they are presiding.

#### **4.4 Election voting procedure for Regional Assemblies and International Assembly**

- 4.4.1 Voting at elections will be by secret ballot, unless a candidate is unopposed. Unopposed candidates will be elected by acclamation.
- 4.4.2 At the Regional Assembly, election of the Regional Council President will be held first, followed by election of the ten Regional Councillors.
- 4.4.3 At the International Assembly, election of the International Fraternal President will be held first, followed by the election of the Directors.
- 4.4.4 Following the election of the Directors, the International Fraternal Vice President will be elected from among the newly elected Directors.
- 4.4.5 Those candidates for office receiving the highest number of valid votes are duly elected.
- 4.4.6 Ballots will be reviewed and verified by at least two (2) members acting as tellers and scrutineer. Tellers, who will not be seeking office themselves, are appointed by the presiding officer.
- 4.4.7 Tellers will verify 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. If a ballot counting machine is in use, tellers will oversee its proper and accurate function.
- 4.4.8 Except in the event of a tie between two (2) or more leading candidates, the candidate receiving the most votes will be declared the winner. If two (2) or more leading candidates for office receive equal numbers of votes, a new vote will be taken to break the tie. Only the candidates who are tied for the lead will be on the second ballot.
- 4.4.9 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.
- 4.4.10 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.

- 4.4.11 Notwithstanding any other provision in this chapter, the Board may prescribe additional policies and procedures as it deems appropriate.

#### **4.5 Terms of office for the Regional Assemblies and International Assembly**

- 4.5.1 International Assembly officers serve from the date they are elected or appointed until their successors are elected or appointed.
- 4.5.2 Regional Assembly officers serve from the date they are elected or appointed until their successors are elected or appointed.

## **Chapter 5 Regional Councils, Regional Assemblies, and their officers**

### **5.1 The purpose of Regional Councils**

The Regional Council is responsible for overseeing and supervising Branches and Branch Councils, and for advising on officer training and support. The Region is the geographic area specified in the charter or Bylaws of the Regional Assembly. The Regional Council is responsible for the overall governance of the Region to:

- 5.1.1 Represent the Region locally to all Members;
- 5.1.2 Advocate for the interests of the Region as needed;
- 5.1.3 Provide advice on local opportunities, governance, and on the operation of the Branch system;
- 5.1.4 Oversee the ongoing coaching, training and development of all Branch Councils in the Region to ensure that the purpose of the Branches is met;
- 5.1.5 Engage in succession planning by identifying future leaders, evaluating current leaders and assisting with their personal development;
- 5.1.6 Act as liaisons with Branches and with the Membership Department;
- 5.1.7 Ensure that annual planning is conducted throughout the Region;
- 5.1.8 Lead member recognition within the Region;
- 5.1.9 Oversee the organization of Regional Assembly meetings;
- 5.1.10 Report to the International Assembly on matters within its Region and act as liaison with the International Fraternal President;
- 5.1.11 Participate in mediation, dispute resolution, and elected officer discipline according to the process as prescribed by the Board.

### **5.2 Structure of the Regional Councils**

- 5.2.1 The Regional Council is composed of ten elected Regional Councillors and one (1) elected Regional Council President, all of whom are its officers.
- 5.2.2 The eleven elected officers of the Regional Council are *ex officio* voting members of the International Assembly.

- 5.2.3 The Regional Council shall appoint or elect a Regional Council Vice President from amongst the Regional Councillors.

### **5.3 Limits on the powers of Regional Councils**

- 5.3.1 Foresters will not be responsible for any liability incurred by any Regional Council.
- 5.3.2 Regional Councils may not incorporate or acquire financial holdings, securities, real property, vehicles, or enter into any lease, loan, financing partnership, joint venture or any other type of business arrangement, without the written consent of the Board.
- 5.3.3 No Regional Council or member may issue any statement, communication, trademark, or publication relating to Foresters without the written consent of the Board. For social media content, all posts must follow guidelines as prescribed by Foresters.

### **5.4 Meetings of the Regional Council**

- 5.4.1 Regional Councils 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, or by the International Fraternal President. Unless waived, notice will be provided to all members of the Regional Council of the meeting time, date and location. The Regional Council will keep minutes and report on its activities to Foresters as required.
- 5.4.2 The conduct of meetings will follow rules of order, as prescribed by the Board. For any votes other than elections or as otherwise specified, voting will be by Simple Majority of elected officers of the Regional Council who participate in the vote.
- 5.4.3 Invited guests may attend meetings with the approval of the Regional Council President.

### **5.5 Quorum at meetings of the Regional Council**

At any Regional Council meeting, a quorum must be present in order for business to be conducted. A quorum is a Simple Majority of the Regional Council who must be present in person or remotely by such telephonic, electronic, or other means as permitted by procedures prescribed by the Board.

## 5.6 Regional Councillors

- 5.6.1 Regional Councillors are elected at each regular meeting of the Regional Assembly for a term of two (2) years.
- 5.6.2 All officers of the Regional Council are *ex officio* non-voting members of all Branches within their Region.
- 5.6.3 Regional Councillors work towards fulfilling the purpose of the Regional Council and have accountability for stewardship of their Region. As stewards, they oversee the financial aspects of the Regional Assembly, administered by the Regional Council, in accordance with Foresters Common Bond and Purpose, Constitution, Regional Assembly Bylaws, Board Approved Policies, and Foresters Volunteer Code of Ethics, and can be held accountable for any misuse of financial assets.
- 5.6.4 No Regional Councillor, Regional Council President, or Regional Council Vice President will place themselves in a position in which there is a conflict between their duties as a member of Foresters in any capacity and their 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.
- 5.6.5 If a Branch Council, Regional Council, the International Fraternal President, or the Board has reasonable grounds to believe that a Regional Councillor, Regional Council President or Regional Council Vice President has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend that person from their office.
- 5.6.6 The Regional Council President will assign duties to the Regional Councillors, such as:
  - 5.6.6.1 Serving on or chairing committees;
  - 5.6.6.2 Serving on the Regional or Branch Nominating Committee to identify candidates for Regional Council officers;
  - 5.6.6.3 Advising and overseeing the training and development of members within the Region and providing support to its Branch Council officers;
  - 5.6.6.4 Assisting the Regional Council in fulfilling its fiduciary and stewardship responsibilities.

## **5.7 Absences from and vacancies in the Regional Council**

- 5.7.1 If a Regional Council officer resigns, dies, transfers their membership to another Region, is otherwise unable to continue in office, is absent for more than half of the meetings in a twelve-month period, without a satisfactory reason provided in writing to the Regional Council, the Regional Council may, by resolution, declare their position vacant.
- 5.7.2 If a Regional Council officer neglects or refuses to perform their duties, the remaining Regional Council officers may, with the consent of the International Fraternal President, by a vote of no less than two-thirds of the remaining Regional Council officers who participate in the vote, declare their position vacant.
- 5.7.3 Regional Council vacancies may be filled by election or appointment, from amongst the members of the most recent Regional Assembly.

## **5.8 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:

- 5.8.1 Ensuring that all Regional Council and Regional Assembly meetings are conducted in accordance with this Constitution, Regional Bylaws and with rules of order, as prescribed by the Board;
- 5.8.2 Leading the Regional Council in the discharge of its duties;
- 5.8.3 Addressing any absences of Regional Councillors;
- 5.8.4 Acting as a liaison to the Region's Branches, the Board and the Membership Department staff;
- 5.8.5 Providing advice on training, development and succession planning of Branch and Regional Councillors and supporting them in their duties;
- 5.8.6 Assisting the Regional Council in fulfilling its fiduciary and stewardship responsibilities;
- 5.8.7 Serving on or chairing committees as an *ex officio* member, as set out in the prescribed procedures.

## **5.9 Regional Council Vice President**

The Regional Council Vice President fulfills the responsibilities of the Regional Council President in their absence or if the role becomes vacant. The Regional Council Vice President assists the Regional Council in fulfilling its mandate and its stewardship duties, and any other assignments from the Regional Council President. If the Regional Council Vice President is unable or unwilling to accept this appointment, the Regional Council shall elect a replacement from among its current Regional Councillors to act as a replacement to carry out these duties for the rest of the term.

## **5.10 Regional records**

The Regional Council in partnership with Foresters Membership Department Staff are responsible for ensuring that the Regional records are kept and that all reports required by the Board Approved Policies are filed. The Regional records include, but are not limited to, agendas and minutes of its meetings, correspondence, regulatory filings and financial information.

## **5.11 Meetings of the Regional Assembly**

5.11.1 The Regional Assembly will meet once every two (2) years.

5.11.2 The program will include discussion of issues of Foresters policy or matters of regional interest and report on regional activities since the last meeting of the Regional Assembly.

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

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

5.11.5 The conduct of meetings will follow rules of order, as prescribed by the Board. For any votes other than elections, or where otherwise specified, voting will be by Simple Majority of the members of the Regional Assembly who participate in the vote. Only members of the Regional Assembly are entitled to vote at the Regional Assembly.

5.11.6 To provide for general or standing rules of operation for the Regional Assembly and its Regional Council, a Regional Assembly must pass Bylaws, provided that these Bylaws do not conflict with the provisions of this Constitution. Regional Assembly Bylaws are

enacted or amended by a vote of no less than two-thirds of the Regional Assembly Representatives who participate in the vote.

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

5.11.7 The time and place of the regular Regional Assembly meeting will be decided by the International Fraternal President. Once the time and place of the Regional Assembly meeting have been decided, all representatives will be notified. This notice must be given at least 90 days before the opening of the Regional Assembly.

5.11.8 At any Regional Assembly meeting, a quorum must be present in order for business to be conducted. A quorum is two-fifths of those entitled to vote at a Regional Assembly who must be present in person or remotely by such telephonic, electronic, or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.

## **5.12 Members of the Regional Assembly**

Each elected or appointed Branch Councillor, Regional Councillor, and Regional Council President is a voting member of the Regional Assembly. All members of the Regional Assembly shall attend its meetings.

## **5.13 Special meetings of the Regional Assembly**

5.13.1 The Regional Council President or the International Fraternal President may call a special meeting of a Regional Assembly.

5.13.2 The Regional Council President must call a special meeting of the Regional Assembly if a resolution has been passed by a majority of the Region's Branch Councils or a majority of the Regional Councillors.

5.13.3 The members of the Regional Assembly shall be notified of the special meeting at least 14 days in advance.

5.13.4 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 described in the notice, unless the members present unanimously decide to do otherwise.

5.13.5 At any special meeting, a quorum must be present in order for business to be conducted. A quorum is two-fifths of those entitled to vote at a Regional Assembly

who must be present in person or remotely by such telephonic, electronic, or other communications facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting.

- 5.13.6 A special meeting of the Regional Assembly shall be held by telephonic or electronic means, unless an in-person meeting is authorized by the International Fraternal President.

## **Chapter 6 Changes to Branches and Regional Assemblies**

### **6.1 Institution or dissolution of Branches**

- 6.1.1 A Branch may be created or dissolved by resolution of the Board on its own or following a recommendation from the International Fraternal President or the Regional Council.
- 6.1.2 Branches will be created or dissolved based on a ratio of members to branches set by the Board every four (4) years and presented to the International Assembly.
- 6.1.3 Every four (4) years, the ratio of members to Branches shall be reviewed by the Board for adequacy of member representation and achievement of Foresters Common Bond and Purpose and such other factors as the Board shall determine.
- 6.1.4 When a Branch is formed, the Regional Council will recruit potential candidates for Branch Councillor from among Foresters members in the area, conduct nominations and elections or make appointments for Branch Councillor positions, and instruct the Branch Councillors in their duties.

### **6.2 Branch and Regional Assembly Charters**

When a new Branch or Regional Assembly is created or its area is amended or revised, 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, acting when the International Assembly is not in session. The charter shall state the Branch or Region name and other identification prescribed by the Board.

### **6.3 Institution of Regional Assemblies**

- 6.3.1 A Regional Assembly may be created by resolution of the Board acting on its own or following a recommendation by the International Fraternal President, based on policies for member representation prescribed by the Board.
- 6.3.2 When a Regional Assembly is first formed, the International Fraternal President will designate one (1) or more Representatives of the International Assembly to recruit potential candidates for office from among Foresters members in the region, conduct nominations and elections for Regional Council offices, and instruct the officers in their duties.

## **6.4 Changes to Branches**

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

## **6.5 Changes to Regional Assemblies**

The boundaries of one (1) or more Regional Assemblies may be changed by the Board 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 (2) or more Regional Assemblies, and the consolidation of one (1) or more Regional Assemblies. The process of modifying boundaries or consolidating Regional Assemblies shall include notice to the Branch Councils within the affected Regional Assemblies. The Board shall prescribe procedures for amalgamating, merging or closing Regional Assemblies.

## **6.6 Suspension, revocation, and reinstatement of Branch charters**

- 6.6.1 The International Assembly, the Board or the International Fraternal President acting when the International Assembly is not in session, may suspend or revoke the charter of any Branch if, in the best judgment of the International Assembly, Board, or International Fraternal President, the Branch is engaging in activity that is not consistent with the provisions of this Constitution.
- 6.6.2 When a Branch's charter is suspended, its members will remain in good standing as long as they continue to pay their required premiums, fees, dues and other payments.
- 6.6.3 If the cause of suspension is removed or settled to the satisfaction of the International Assembly, Board, or International Fraternal President within 90 days of the date of suspension, the Branch's charter will be reinstated.
- 6.6.4 Five (5) or more members of a suspended Branch may petition for the reinstatement of their Branch. If the Board 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 its allocated funds.
- 6.6.5 If the cause of suspension is not removed or settled, the Branch's charter may be revoked.

- 6.6.6 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.
- 6.6.7 After the Branch has had an opportunity to present its case to the Board, a decision will be made by the Board. This decision may be appealed to the International Assembly. The decision of the International Assembly will be final.
- 6.6.8 If a Branch charter has been suspended or revoked, the Board shall act in place of the officers of the Branch Council until the suspension or revocation has been lifted.

## **6.7 Suspension, revocation, and reinstatement of Regional Assembly charters**

- 6.7.1 The International Assembly or the Board, 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, the Regional Assembly or Regional Council is engaging in activity that is not consistent with the provisions of this Constitution.
- 6.7.2 If the cause of suspension is removed or settled to the satisfaction of the International Assembly or the Board within 90 days of the date of suspension, the Regional Assembly's charter will be reinstated.
- 6.7.3 When a Regional Assembly's charter has been suspended, five (5) or more members of the suspended Regional Council or Regional Assembly may petition for the reinstatement of their Regional Assembly. If the Board 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.
- 6.7.4 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.
- 6.7.5 After the Regional Council or Regional Assembly has had an opportunity to present its case to the Board, the Board will make a decision. This decision may be appealed to the International Assembly. The decision of the International Assembly will be final.

- 6.7.6 If a Regional Assembly charter has been suspended or revoked, the Board shall act in place of the officers of the Regional Assembly until the suspension or revocation has been lifted.

## **Chapter 7 Branch Council and Regional Council/Assembly finances**

### **7.1 Management of funds**

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

### **7.2 Funding for Branch Councils and Regional Councils**

- 7.2.1 Branch Councils and Regional Councils will be allocated funding to fulfill their mandates.
- 7.2.2 The funds of a Branch Council and/or Regional Council consist of funding allocated under Board Approved Policies.
- 7.2.3 If the International Fraternal President or a Regional Council has reason to believe that the funds allocated to a Branch are not being used to fulfill the Branch's mandate, the International Fraternal President, or their representative, or the Regional Council may take steps, following a procedure determined by the Board, to direct the Branch Council in the use of its funds.
- 7.2.4 If the International Fraternal President has reason to believe that the funds allocated to a Regional Council are not being used to fulfill Foresters mandate within the region, the International Fraternal President or their representative may take steps, following a procedure determined by the Board, to direct the Regional Council in the use of its funds.
- 7.2.5 Funds raised for the purposes of charitable donations are to be considered trust funds and are not included in Branch Council or Regional Council funds. Any funds raised by community groups of a Branch for charities or community partners shall be immediately transmitted to the community partners or Foresters for distribution to the community partner.
- 7.2.6 Foresters will not be responsible for any liability incurred by any Regional Assembly or Regional Council acting on its behalf.
- 7.2.7 Regional Councils may not incorporate, or acquire financial holdings, securities, real property, vehicles, or enter into any lease, loan, financing partnership, joint venture or any other type of business, without written consent of the Board.

### **7.3 Honoraria and expenses**

Elected members may receive honoraria in recognition of their voluntary contributions to Foresters, and reimbursement for their travel and other reasonable expenses as prescribed by the Board.

### **7.4 Signing authorities of Branch Councils and Regional Councils**

- 7.4.1 By virtue of their role, the Branch President and Branch Vice President, as well the Regional President and Regional Vice President will be appointed authorized signing officers for documents and funding requisitions for the Branch or Regional Council. The Member Network Policies will set out the limits on the authority of these signing officers to signing certain types of documents only or may establish maximum amounts of money which can be requisitioned.
- 7.4.2 Payments by Branch Councils and Regional Councils must be made on a timely basis in accordance with policies prescribed by the Board.
- 7.4.3 Officers who have signing authority for contracts, funding requisitions or other documents may not delegate that authority to anyone else.

### **7.5 Financial reviews and audits**

- 7.5.1 At least once a year, each Branch Council and Regional Council will ensure that it reviews its financial records, including its records for funds raised by community groups.
- 7.5.2 Financial reviews will be carried out in accordance with the terms and instructions set out by the Board, and the results will be published to the Branch Council, Regional Council, Regional Assembly, Board, or International Fraternal President as required.
- 7.5.3 The Board may require an audit of the books of any Branch Council (including community groups) or Regional Council.

## **CHAPTER 8 The International Assembly and its Officers**

### **8.1 The purpose of the International Assembly**

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

### **8.2 The composition of the International Assembly**

The members of the International Assembly, who must all be Benefit Members of Foresters, are:

- 8.2.1 All Branch Presidents, Branch Vice Presidents, Regional Councillors, Regional Council Presidents and Regional Council Vice Presidents;
- 8.2.2 the International Fraternal President and the 13 elected members of the Board, one of whom is designated International Fraternal Vice President;
- 8.2.3 up to 20 Members recommended by the International Fraternal President and appointed by the Board ("Appointed Representatives"); and
- 8.2.4 the President and CEO.

### **8.3 Meetings of the International Assembly**

- 8.3.1 The International Assembly meets once every four (4) years. The time and place of the meeting may be set by the International Assembly itself or by the Board and must be announced in the official publication(s) of Foresters at least six (6) months in advance.
- 8.3.2 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.
- 8.3.3 The conduct of meetings will follow rules of order, as prescribed by the Board. For any votes other than elections and amendments to the Constitution, voting will be by Simple Majority of the voting members of the International Assembly present who participate in the vote.

- 8.3.4 The International Fraternal President will preside at regular or special meetings of the International Assembly. If the International Fraternal President is absent, the International Fraternal Vice President will preside. If both are absent, the Board will select a Chair from its elected members.
- 8.3.5 If the presiding officer leaves the meeting, another member of the International Assembly present may be appointed to preside during their absence.

#### **8.4 Special meetings of the International Assembly**

- 8.4.1 The Board must call a special meeting of the International Assembly within 90 days if requested to do so in writing by a majority of the members of the Board, 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.
- 8.4.2 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 at least two-thirds of the votes cast provided that at least 75 percent of the total eligible ballots are cast.
- 8.4.3 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.
- 8.4.4 The conduct of meetings will follow rules of order, as prescribed by the Board. For any votes other than elections and amendments to the Constitution, voting will be by Simple Majority of the voting Members present who participate in the vote.
- 8.4.5 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.
- 8.4.6 The special meeting will deal only with the business described in the advance notification to members.
- 8.4.7 Special meetings will be held in Toronto, Canada, unless otherwise specified in the notification to members.

## **8.5 Representatives to the International Assembly**

8.5.1 The Representatives to the International Assembly are:

8.5.1.1 the Branch Presidents and Branch Vice Presidents in office in the year the International Assembly or a Special Meeting of the International Assembly is held;

8.5.1.2 the Regional Councillors, the Regional Council Presidents and the Regional Council Vice Presidents in office in the year the International Assembly or a Special Meeting of the International Assembly is held.

8.5.2 Representatives to the International Assembly must be Benefit Members in good standing at the opening of the International Assembly. Representatives must reside within the jurisdiction of the Branch or Regional Assembly which they represent.

## **8.6 Absences from and vacancies in the International Assembly**

8.6.1 A Representative who resigns or otherwise vacates their position as a Representative gives up any position they hold on the International Assembly.

8.6.2 Any vacancies among the Representatives to the International Assembly will be filled by appointment by the Branch Council or Regional Council. If the absent Representative is a Branch President or Branch Vice President, the Branch Council may appoint an alternate from among the Branch Councillors. If the absent Representative is a member of the Regional Council, the Regional Council may appoint an alternate from the Representatives to the most recent Regional Assembly.

## **8.7 International Assembly officers**

8.7.1 The officers of the International Assembly are the International Fraternal President, the 13 elected members of the Board one of whom is designated International Fraternal Vice President, and the President and CEO.

8.7.2 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, they will be elected by acclamation.

- 8.7.3 An elected officer of the International Assembly including the International Fraternal President may not serve more than three (3) terms. Partial terms served by an elected officer of the International Assembly, including the International Fraternal President filling a mid-term vacancy will not count as a term for the purposes of this provision. Except in the case of resignation, death, or removal from office, an officer of the International Assembly will remain in office until the election of a successor.
- 8.7.4 No officer, representative, or Appointed Representative will place themselves in a position in which there is a conflict between their duties as a member of Foresters in any capacity and their 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.
- 8.7.5 If a Branch Council, Regional Council, the International Fraternal President, or the Board 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 their office in accordance with the provisions of the Constitution.

## **8.8 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. The International Fraternal President:

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

- 8.8.5 acts as a representative of Foresters in public communications related to the fraternal affairs, activities, and programs of Foresters;
- 8.8.6 acts as Foresters ombudsman to protect members from any abuse of authority by any Foresters officer or employee or their representative;
- 8.8.7 may mediate in any dispute between Foresters members and may intervene in any internal process to resolve such a dispute;
- 8.8.8 is a voting member of Foresters Board;
- 8.8.9 may authorize any member to carry out a specific task that is within the International Fraternal President's authority under the Constitution;
- 8.8.10 may appoint inspectors to examine the financial records and audit the financial condition of any Branch Council or Regional Council;
- 8.8.11 may grant special dispensation 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;
- 8.8.12 may grant special dispensation for a Branch Council to operate with a range of "at least four (4) and up to ten Councillors", as outlined in the Member Network Policy;
- 8.8.13 may call special meetings of a Branch Council, Regional Council, or Regional Assembly, according to the provisions of this Constitution.

## **8.9 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. The International Fraternal Vice President:

- 8.9.1 shall be appointed by the Board to hold office as International Fraternal President under the provisions of section 8.10;
- 8.9.2 undertakes other duties as assigned by the Board.

## **8.10 Replacement of the International Fraternal President**

- 8.10.1 If the International Fraternal President becomes temporarily unable to carry out their duties due to illness or any other cause, the Board 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 may appoint a current elected member of the Board to hold this office until the International Fraternal President is able to return.

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

### **8.11 Replacement of the International Fraternal Vice President**

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

### **8.12 Appointed Representatives to the International Assembly**

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

### **8.13 International Assembly Committees**

- 8.13.1 The standing (permanent) committees of the International Assembly are Appeals, Constitution, Credentials, Finance and State of Foresters.
- 8.13.2 The International Assembly may form ad hoc (temporary) committees to carry out specific tasks.
- 8.13.3 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 Chair to the International Fraternal President.

## **8.14 Amending the Constitution**

- 8.14.1 The Constitution can be amended only by the International Assembly, except as set out below.
- 8.14.2 No amendment will be accepted that is inconsistent with Foresters incorporating documents or with any law that applies to Foresters.
- 8.14.3 Any proposed amendments to the Constitution require the written support of a Regional Council or at least twelve 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.
- 8.14.4 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.
- 8.14.5 Any proposed amendment to the Constitution will be carried if it receives a vote of no less than two-thirds of the International Assembly members present at the meeting who participate in the vote.
- 8.14.6 Between meetings of the International Assembly, the Board may alter the Constitution by renumbering sections and/or rephrasing or harmonizing sections with amendments adopted by the International Assembly, provided that the true intent and meaning of the Constitution is not changed.
- 8.14.7 The Board may amend the Constitution at any time to ensure that it conforms to the laws that apply to Foresters.
- 8.14.8 All changes made to the Constitution will be published in the issue of Foresters official publication and will be posted on Foresters official website immediately following the change.

## **Chapter 9 Board of Directors (the Board)**

### **9.1 The purpose and powers of the Board**

Foresters Board is composed of officers of the International Assembly. When the International Assembly is not in session, the Board exercises all authority of the International Assembly, except the power to amend the Constitution beyond the provisions of sections 8.14.6 and 8.14.7. It oversees the business and fraternal affairs and the management of Foresters, its funds and property, in accordance with and subject to the Act, and does so through a management framework which includes, but is not limited to, strategic planning, risk management, succession planning, internal management control, corporate policy-making, investment policy, and internal and external communications. The Board may delegate any of its power to act on its behalf, except as prohibited by law or by prudent governance principles.

### **9.2 The composition of the Board**

The Board 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 CEO.

### **9.3 Board meetings**

- 9.3.1 The Board will hold regular meetings at least four (4) times in each calendar year. Meetings may be called by the Board Chair, 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 (7) days in advance.
- 9.3.2 Special meetings may be called on shorter notice if all members agree in person or in writing to the special meeting.
- 9.3.3 A majority of members of the Board, who must be present in person or remotely by telephonic, electronic or other means as permitted by procedures prescribed by the Board, will constitute a quorum.
- 9.3.4 A meeting of the Board or a Committee of the Board may be held by means of such telephonic, electronic or other means as permitted by procedures prescribed by the Board.

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

#### **9.4 The Chair of the Board**

The Board will appoint one of its members, other than the International Fraternal President or the President and CEO, as Chair. The duties of the Chair are set out in the Board Mandate.

#### **9.5 The President and CEO**

- 9.5.1 The Board appoints the President and CEO, specifies their duties, and supervises and directs their work. The Board evaluates the President and CEO's fulfillment of these duties at least annually.
- 9.5.2 The President and CEO may not serve as Chair of the Board or as International Fraternal President.
- 9.5.3 The President and CEO serves as an *ex officio* voting member of the Board and Committees and the International Assembly.
- 9.5.4 The President and CEO directs the management of Foresters, within the framework provided by the Board.

#### **9.6 The members of the Board**

- 9.6.1 Members of the Board are *ex officio* non-voting members of all Foresters Branches and Regional Assemblies, with all rights of membership except the right to vote or hold office within the Branch Council or on a Regional Council.
- 9.6.2 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.
- 9.6.3 If a Board member neglects or refuses to perform their duties, the other Board members may, by a unanimous vote, declare their position vacant and elect a replacement.

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

## **9.7 Committees of the Board**

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

## **9.8 Audits and financial statements**

- 9.8.1 The Board will engage a qualified firm of 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. A summary of these consolidated financial statements and the auditors' report will be published annually in the official publication of Foresters. The Board may change the firm of accountants employed to perform the audit whenever the Board considers it appropriate to do so.
- 9.8.2 The Board will ensure the preparation of consolidated financial statements covering the four (4) years since the last International Assembly meeting and engage a qualified firm of accountants to carry out an audit of these statements. The Board will provide these documents to the International Assembly at least 30 days before the opening of its meeting.

## **9.9 Maintenance of reserves**

- 9.9.1 If Foresters reserves for any class of certificate or contract become impaired, the Board 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:
- 9.9.1.1 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 (5%) a year, compounded annually; and/or
  - 9.9.1.2 the owner may accept a proportionate reduction in benefits under the certificate.
- 9.9.2 The Board may specify the manner by which the owner chooses to discharge the assessment and which choice is presumed, if no choice is made.

#### **9.10 Separate account and closed blocks**

The Board may establish one (1) or more (i) separate accounts, to facilitate the issuance of variable life insurance and annuity products or for any other lawful purpose, or (ii) closed blocks of business, to facilitate the acquisition/assumption of certificates, contracts or policies of insurance originally issued by another entity or for any other lawful purpose. In connection with the establishment of a separate account or closed block of business, the Board shall have the authority, in its complete discretion, to determine the specific terms, conditions and features of such separate account or closed block, subject to applicable law. Any such action by the Board shall be considered to be in accordance with the Common Bond and Fraternal Purpose set forth in this Constitution.

## **Chapter 10 Indemnification of Foresters Directors, officers, elected members and employees**

### **10.1 Indemnification of Foresters Directors, officers, elected members and employees**

- 10.1.1 To the extent permitted by law, Foresters will indemnify any present or former Director, officer, elected member or employee of Foresters or any of its subsidiaries, and their 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 they were made a party by reason of their position as director, officer, elected member or employee, provided that:
- 10.1.1.1 the action or proceeding was not initiated by Foresters itself; and
  - 10.1.1.2 they acted honestly and in good faith, with a view to the best interests of Foresters; and
  - 10.1.1.3 they had reasonable grounds for believing that their conduct was lawful.
- 10.1.2 To the extent permitted by law, Foresters will indemnify any present or former Director, officer, elected member or employee of Foresters or any of its subsidiaries, and their heirs and legal representatives, against all reasonably incurred costs, charges, and expenses, if the present or former director, officer, elected member or employee is substantially successful in defending a civil, criminal, administrative, or investigative proceeding initiated or continued by Foresters or any of its subsidiaries before a third party to which they were made a party by reason of their position as Director, officer, elected member or employee, provided that:
- 10.1.2.1 they acted honestly and in good faith, with a view to the best interest of Foresters; and
  - 10.1.2.2 they had reasonable grounds for believing that their conduct was lawful.
- 10.1.3 These rights of indemnification are in addition to any other rights to which the present or former Director, officer, elected member or employee is entitled by law.
- 10.1.4 Indemnification will be paid from Foresters funds when the costs, charges, or expenses are due, provided that the present or former Director, officer, elected member or employee agrees in writing to return the money if it is proved that they are not entitled to indemnification.

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***Note: numbers represent sections, not pages.***

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## **Appendix: Key Dates in Corporate History**



## **Key Dates in Corporate History**

|                               |                            |
|-------------------------------|----------------------------|
| Date of Ontario Incorporation | July 23, 1881 <sup>2</sup> |
| Date business commenced       | July 23, 1881              |
| Date of federal registration  | May 2, 1889                |

## **Instruments of Incorporation and amendments, including continuance and key acquisitions:**

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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                                                                                                                                  |

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

|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| April 2, 2008    | The Independent Order of Foresters acquired 100% of the shares of Unity Life of Canada (originally the Ancient Order of Foresters in Ontario) following its demutualization. Renamed Foresters Life Insurance Company effective January 23, 2012                                                                                                                                                                                                                                                                                          |
| January 19, 2011 | The Independent Order of Foresters acquired 100% of the shares of First Investors Consolidated Corporation (renamed Foresters Financial Holding Company, Inc.), which is the sole shareholder of First Investors Corporation (renamed Foresters Financial Services, Inc. ), First Investors Management Company (Foresters Investment Management Company, Inc.), Administrative Data Management Corp (renamed Foresters Investor Services, Inc.), and First Investors Life Company (renamed Foresters Life Insurance and Annuity Company). |
| April 3, 2013    | Forester Life Limited acquired Tunbridge Wells Equitable Friendly Society Trustee Company Limited; Tunbridge Wells Equitable Investments Company Limited (renamed Forester Fund Management Ltd, trading name The Children's Mutual)                                                                                                                                                                                                                                                                                                       |
| May 4, 2016      | Foresters Life Insurance Company acquired Aegon Fund Management Inc. (renamed Foresters Financial Investment Management Company of Canada Inc.) and Aegon Capital Management Inc. (renamed Foresters Asset Management Inc.)                                                                                                                                                                                                                                                                                                               |
| August 16, 2019  | Foresters Life Insurance Company sold 100% of the shares of Foresters Financial Investment Management Company of Canada Inc. and Foresters Asset Management Inc.                                                                                                                                                                                                                                                                                                                                                                          |
| October 17, 2019 | The Independent Order of Foresters sold 100% of its interest in Foresters Investment Management Company, Inc., its investment management company and Foresters Financial Services, Inc., its broker/dealer.                                                                                                                                                                                                                                                                                                                               |
| April 10, 2020   | Foresters Life Limited acquired the Halifax branded Child Trust Fund (CTF) book of business from HBOS plc, a wholly owned subsidiary of Lloyds Banking Group plc by way of a bulk transfer of all such plans.                                                                                                                                                                                                                                                                                                                             |
| July 1, 2020     | The Independent Order of Foresters sold 100% of the shares of Foresters Financial Holding Company, Inc. and its subsidiary, Foresters Life Insurance and Annuity Company.                                                                                                                                                                                                                                                                                                                                                                 |
| October 1, 2020  | The Independent Order of Foresters acquired 100% of the shares of Canada Protection Plan Inc. and TPA Outsourcing Inc.                                                                                                                                                                                                                                                                                                                                                                                                                    |