

**1.0 GENERAL**

- 1.1 The Membership Committee is a sub-committee of the Board of the Ancient Order of Foresters Friendly Society Ltd.
- 1.2 The Membership Committee considers matters in relation to the Membership of the Society and the progress of the Society's Court Review Project.
- 1.3 The Membership Committee reports to the Board of the Society and conducts its business in accordance with the Society's Rules, these Terms of Reference, any applicable legislation or regulation and the Society's policies, principles and values.

**2.0 MEMBERSHIP**

- 2.1 Membership of the Committee will be determined by the Board of the Society taking into account the recommendations of the Nominations Committee and elections at the High Court.
- 2.2. The Committee will consist of not fewer than seven members. Three members of the Committee must be members of the Society and they shall be joined on the Committee by the High Chief Ranger, Immediate past High Chief Ranger, High Sub-Chief Ranger, Chairman of the Board of Directors and the Senior Manager responsible for Membership.
- 2.3 Only members of the Committee have the right to attend Committee meetings but other individuals may be invited to attend whole or part of the meeting if appropriate.
- 2.4 The Committee may request the presence, at any of its meetings, of any employees of the Society as it may decide.
- 2.5 Membership of the Committee will ordinarily be for a period of three years. Annually one Member of the Committee shall retire from the Committee along with the Immediate Past High Chief Ranger who shall not be eligible for re-election to the Committee other than if they serve a second or subsequent term as High Chief Ranger or High Sub-Chief Ranger.

**3.0 MEETINGS**

- 3.1 The High Chief Ranger (or in his absence the High Sub-Chief Ranger) will chair each meeting. In the case of the absence of the High Chief Ranger and the High Sub-Chief Ranger, the members present will elect one of their number to Chair the meeting.
- 3.2 The Committee will meet not less than four times a year or as it may otherwise determine.
- 3.3 The date of any meeting will not be changed without all members being given at least one week's notice of the revised date.
- 3.4 The quorum will be three members, at least one of whom must be a member. Committee members may be present in person or through any other means of

communication but to count towards a quorum, members must be able, fully, to hear and participate in the Committee's proceedings.

- 3.5 The content of the Agenda for each meeting shall be drafted by the Company Secretary, in a form agreed from time to time with the Chairman, and as discussed by the Senior Management Team prior to approval by the Chairman.
- 3.6 The Agenda and papers for each meeting of the Committee will be submitted under the authority of the Chairman and will be circulated to members at least one week prior to the meeting. Papers not complying with these requirements will not be tabled at the meeting except with the prior approval of the Chairman.
- 3.7 The Chairman may vote on any issue as an ordinary member of the Committee. If, having done so, the voting is level; he may, if he so decides, exercise an additional casting vote to decide the issue.
- 3.8 The Company Secretary, or his or her nominee, will act as Secretary to the Committee. The Secretary is responsible for producing minutes of the Committee meetings. The minutes will be passed to the Chairman and circulated to Committee members and appropriate attendees within two weeks.

#### **4.0 MAIN FUNCTIONS OF THE MEMBERSHIP COMMITTEE**

- 4.1 It is the responsibility of the Committee to act as a conduit between the Board of Directors and the Membership and vice versa. In this, the Committee will:
  - 4.1.1 Establish internal procedures for the resolution of complaints by members in respect of non-regulated activities.
  - 4.1.2 Receive the decisions of meetings of the Society's Arbitrators.
  - 4.1.3 Review the Court Handbook and make any recommendations to the Board.
  - 4.1.4 Make recommendations to the Board of Directors regarding the funding of Courts as required.
  - 4.1.5 Each year review the operation of the Society's Discretionary Funds.
  - 4.1.6 Make recommendations to the Board on any amendments needed to the Memorandum and Rules of the Society.
  - 4.1.7 Review the standard Rules of Courts as necessary.
  - 4.1.8 Make recommendations following surveys made of the membership of the Society.
  - 4.1.9 Present a report on the activities of the Committee at each High Court.
  - 4.1.10 Provide feedback to the With Profits Advisory Arrangement.
  - 4.1.11 Discuss Court Review Project related items and its operation.
  - 4.1.12 Approve and recommend to the Board of Directors strategies identified by research relevant to membership.
  - 4.1.13 Establish a Raison D'être for an individual Court and the Courts collectively.
  - 4.1.14 Review Court membership and the range of activities offered to Court members.
  - 4.1.15 Establish the most cost effective and quality orientated structure for the management, support, development and growth of Courts.
  - 4.1.16 Determine a long term viable financial model for a Court and the Courts collectively.

## **5 STANDARDS**

- 5.1 It is the responsibility of the Committee to monitor that the Committee follows appropriate good practice as laid down in the Society's policies, principles and values and relevant codes of practice.
- 5.2 The Committee should take due regard to regulatory requirements and guidelines, applicable legislation and the Society's business needs in its deliberations.

## **6 REPORTING**

- 6.1 The Committee shall report formally to the Board on its proceedings after each meeting on how it has discharged its responsibilities.
- 6.2 The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.3 The High Chief Ranger shall attend the Annual General Meeting to respond to any questions on Committee activities.

## **7 AUTHORITY**

- 7.1 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 7.2 The Committee is authorised to obtain, at the Society's reasonable expense, outside legal or other professional advice on any matters within its terms of reference in accordance with any procedures agreed by the Board.

## **8 CHANGES IN CIRCUMSTANCES AND OTHER INTERESTS**

- 8.1 The Committee will adhere to the Society's Conflict of Interest Policy, the Society Rules and relevant legislation. When there is an agenda item which poses a conflict of interest for any Committee member, that member should withdraw from the meeting.
- 8.2 All declarations of conflicts of interest shall be recorded in the minutes of the meeting.
- 8.3 All Committee members are required to notify the Secretary of the Society of all other bodies in which they have a significant interest or of which they are an employee, director, partner, trustee or for which they perform a similar role.

## **9 MONITORING**

The Committee will:

- a) Periodically review these Terms of Reference and make any necessary proposals to the Board as to their amendment.
- b) Periodically review and report to the Board on the effectiveness of the Committee.
- c) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

Approved by the Board on 11 December 2014.



Company Secretary