

1 GENERAL

- 1.1 The Membership Committee is a sub-committee of the Board of the Ancient Order of Foresters Friendly Society Limited.
- 1.2 The Membership Committee considers matters in relation to the Membership of the Society and the Society's non-regulated activities.
- 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 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. Up to three members of the Committee may be directly elected by the High Court. They 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, a Non-Executive Member Director and the Membership Director or equivalent Senior Manager responsible for Membership. The Committee may co-opt additional member(s) subject to Board approval. The Board reserves the right, in consultation with the Membership Committee, to co-opt a member. Members who are co-opted will serve for a single term to be decided by the Committee but not to exceed three years and subject to Board approval.
- 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 directly elected shall retire from the Committee along with the Immediate Past High Chief Ranger. They shall not be eligible for re-election to the Committee for a period of three years.

3 MEETINGS

- 3.1 The High Chief Ranger (or in his absence the Member Director) will chair each meeting. In the case of the absence of the High Chief Ranger and the Non-Executive Member Director, 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 directly elected member, provided always that the majority are not Directors of the Board. 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 MAIN FUNCTIONS

- 4.1 It is the responsibility of the Committee to promote active Forestry, to act as a conduit between the Board of Directors and the Membership of the Society and vice versa, and to ensure the Society's non-regulated activities are relevant to members' needs and that they add value to membership of the Society. In this, the Committee will:
 - 4.1.1 Keep under review the range of benefits and activities available to members.
 - 4.1.2 Oversee the conduct and application of the Court accreditation scheme and support Courts in delivering services to their members.
 - 4.1.3 Consider requests for transfers of Court engagements and recommend to the Board as appropriate.
 - 4.1.4 Ensure the Society operates a cost effective, sustainable and quality orientated structure for the management, support, development and growth of Courts.
 - 4.1.5 Consider the operation and application of the Court Reserve Fund and recommend changes to the Board as appropriate.
 - 4.1.6 Consider the Court Investment Fund interest rate, Court Reserve Fund interest rate and member allowance and recommend to the Board as appropriate.
 - 4.1.7 Review and comment on the Board's investment strategy supporting the Court funds.
 - 4.1.8 Provide feedback to the With-Profits Advisory Arrangement.
 - 4.1.9 Oversee the production of Miscellany.

- 4.1.10 Establish internal procedures for the resolution of complaints by members in respect of non-regulated activities.
- 4.1.11 Receive the decisions of meetings of the Society's Arbitrators.
- 4.1.12 Review the Court Handbook and, with guidance from the Society's Compliance Department, make changes as deemed appropriate.
- 4.1.13 Monitor the operation of the Society's Discretionary Funds and recommend changes to the Board as appropriate.
- 4.1.14 Make recommendations to the Board on any amendments needed to the Memorandum and Rules of the Society.
- 4.1.15 Review the standard Rules of Courts as necessary.

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.
- 6.4 The Committee will present a report on the activities of the Committee at each High Court.

7 AUTHORITY

- 7.1 The Committee will consider and approve relevant expenditure in support of its responsibilities from the annual budget allocated by the Board. The Membership Director/Senior Manager responsible for Membership will be authorised to carry out operational responsibilities.
- 7.2 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 7.3 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 an agenda item poses a significant conflict of interest for any Committee member, that member may contribute to the discussion but shall not have a vote and, if requested, 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 6 April 2016

A handwritten signature in blue ink, appearing to read 'Glossed', is written over the text 'Company Secretary'.

Company Secretary