

Scalechange Inc. / Worldplay Ventures Community Equity Shareholder Decision Making

Decision Making for the Non-Monetary Non-Profit Joint Venture

Ownership of the 51% is currently of Two Corporations: (could become three)

- YaySay, Inc.
- Community Life Network Incorporated
 - Everything Network Incorporated

Highest Level of Decision Making:

- A Vote of Each Board approving the same proposal
 - YaySay Inc Board
 - CLN Inc. Board
 - EN Inc. Board
 - Note: could also add in visionaries board when it is formed
- *Note: Any non-profit can choose to exit the Joint Venture at anytime with a Vote of their Board.*

Second Highest Level of Decision Making: [Collectively Owned Joint Venture]

- Create a inter-Org coalition of all individual members of all boards.
 - Quorum is at least 1 member from each non-profit
 - 51% to make a decision (+at least 1 yes vote member from each non-profit)
 - cur ex. 2/3

Third Highest Level of Decision Making: [Sponsored Joint Venture LLC]

- Inter-Org Committee with 1 representative from each non-profit Board
 - Quorum is all representatives (up to 3)
 - Consensus to make a decision w/ 2 representatives non-profits
 - 2/3 to make a decision with 3 representative non-profits

The rest of this documents outlines Decision making for the 51% Community Equity itself.

Shareholder Decisions [primarily to elect/appoint Scalechange Inc. Board Directors]:

Appoint Direct Shareholders to represent a specific % of the shares:

25.5% for 2 representatives
or 17% for 3 representative
etc. . .

- have the representatives coincide with either
- companies representatives
 - can not change without a full vote of each company Board to relinquish issued shares.
- or individuals representing specific %'s on behalf of the whole joint venture
 - can change with each shareholder meeting

Community Equity % Decisions:

This is control over the 51% community Equity funds / Dividends

Because this also involves the Community Equity %'s, Scalechange Board Can also be involved with these types of decisions, plus the scalechange board has all final say on vesting authority of all Scalechange Equity if any of the Community Equity becomes Vested.

Highest Level of Decision Making:

- A Vote of Each Board approving the same proposal
 - YaySay Inc Board
 - CLN Inc. Board
 - EN Inc. Board
 - Scalechange Board
 - Community Equity Representatives Board
 - This is only applicable once the Community Equity %'s have been established.
 - Possibly the ChangeMakers Board should be involved as well????

Second Highest Level of Decision Making:

- Create a inter-Org coalition of all individual members of all boards.
 - Quorum is at least 1 member from each Board
 - 51% to make a decision (+at least 1 yes vote member from each non-profit)
 - cur ex. 3/4

Third Highest Level of Decision Making:

- Inter-Org Committee with 1 representative from each Board
 - Quorum is all representatives (3 of 4)
 - 2/3 to make a decision, 3/4 if all 4 boards