Membership Rights & Responsibilities

Purpose:
To promote a responsible Membership representing the diversity of stakeholders that have an interest in the mission and values of United Way Greater Toronto (UWGT) and who accept the responsibility of exercising rights as Members to ensure the success of UWGT. These rights include participation in the governance of UWGT as described here:

> Governance has been characterized as the system by which an organization is governed, directed and controlled. With regard to United Way Greater Toronto, the board of directors, known as the Board of Trustees, is responsible for the management of the affairs of UWGT. Members' role in governance is to appoint the Trustees and the Auditors. Members also have the right to approve any amendments to the charter documents of UWGT, consisting of the letters patent, supplementary letters patent, articles, by-laws, as well as certain other fundamental changes to the structure and organization of UWGT. The responsibilities of the Board include setting UWGT's strategic aims, providing the leadership to put them into effect, supervising management of UWGT, and reporting to Members on their stewardship. The Board ultimately has accountability to the Members when they exercise their voting rights at the Annual General Meeting (AGM) or other special meeting of Members.

This guideline describes the rights, responsibilities and procedures of membership, consistent with UWGT's current By-laws. The By-laws shall prevail in any situation where there is a conflict between the By-laws and this document. Certain rights of Members are also contained in governing legislation, which shall prevail in any situations where there is a conflict with this policy or the By-laws. The legislation currently governing UWGT is the Ontario *Not-for-Profit Corporations Act, 2010* ("ONCA").

Rights & Responsibilities:

1) Membership requires agreement with the mission and values of UWGT. Because Members have the important right to elect Trustees, and remove Trustees, Members are expected to hold a commitment to the interests of UWGT in order to select appropriate Trustees and otherwise exercise their rights as Members.

2) To be eligible for membership, Members must demonstrate their contribution to UWGT by any one of the following: a donation to UWGT, contribution of voluntary services to UWGT, or live or work within the boundaries of the geographic area assigned to UWGT by United Way Centraide Canada. The By-laws may also impose additional requirements for membership from time to time, which will be set out in the application form.

3) UWGT has one class of Members, to which both individuals and organizations may apply for membership. The rights of both individual and organizational Members are the same. Each Member is entitled to one vote on any matter put forward for approval by the Members.

Primary audience: All stakeholders
Policy Addresses External Requirements:
Sponsor: Corporate Secretary

REVIEW PROCESS
Policy Postings: YOUnited, Website, Board Portal
Policy Version Date: May 2022
Review Frequency: as needed
Most Recent Review Date: November 2022

NATDOCS\66811798\V-3

4) A representative must be identified on the membership application by an organization and signed by an authorized representative of the organization. Any changes to the representative must be provided in writing to UWGT and signed by an authorized representative of the organization.

5) In order to be sufficiently informed and knowledgeable to select the best Trustees to govern UWGT, Members should be made aware of UWGT's work and activities. UWGT will update Members on the current news of the organization through a newsletter which is sent 4-6 times a year, and through the Annual Report.

6) Members have a right to attend the AGM or any other special meeting of Members called in the year of their valid membership or may appoint a proxy to represent them. The costs of holding the AGM may be offset by a ticket or admission charge, and Members are not exempt from being asked to pay for a ticket or admission charge. However, this will not be used to exclude a Member from participating in meetings and accommodations can be provided to members to ensure participation in these meetings.

7) In accordance with UWGT's By-laws, official notice of meetings of Members is given in writing at least ten (10) days and not more than fifty (50) days before the date of the meeting.

8) In addition to the right to attend the AGM and other special Members' meetings, the ONCA provides that Members representing one-tenth (10%) or more of the total Membership of UWGT may request the Board of Trustees to call a meeting of Members for any purpose connected with the affairs of UWGT that is not inconsistent with the ONCA. The requisition shall state the business to be transacted at the meeting, must be sent to each director and to the registered office of UWGT, and shall be signed by the Members requesting the meeting.

9) Members may ask to inspect and take extracts from, during the regular office hours of UWGT:
   - The minutes of meetings of Members and any written resolutions of Members;
   - The letters patent, supplementary letters patent, articles, and by-laws of UWGT;
   - The register of Trustees and register of officers of UWGT;
   - The written consents of each Trustee and former Trustee to serve in such capacity;
   - The financial statements of UWGT; or
   - The register of Members, but a list or information of Members may only be provided to or taken by a Member upon filing a statutory declaration that the list or information will only be used in connection with (a) an effort to influence the voting of members; (b) requisitioning a meeting of members; or (c) another matter relating to the affairs of UWGT and such list or information shall only be used for such purposes. UWGT may charge a reasonable fee to furnish a Member with an extract of the register.

10) In accordance with the By-laws of UWGT, the Board of Trustees may suspend or expel the membership of any Member for any one or more of the following grounds:
   - Misrepresentation of the Member on the application for membership.

Primary audience: All stakeholders
Policy Addresses External Requirements:
Sponsor: Corporate Secretary

REVIEW PROCESS
Policy Postings: YOUnited, Website, Board Portal
Policy Version Date: May 2022
Review Frequency: as needed
Most Recent Review Date: November 2022

NATDOCS\66811798\V-3

- Violating any provision of the articles, by-laws or written membership policies of UWGT.
- Carrying out any conduct which may be detrimental to UWGT as determined by the Board in its sole discretion.
- For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the mission, values or purposes of UWGT.

In the event that the Board determines that a Member should be expelled or suspended, the procedures outlined in the By-laws for notice and appeal are to be followed.

Procedures for Administration of Membership:

1) Members must apply for and be approved by the Board before the start of each membership year, which coincides with UWGT's fiscal year, April 1 to March 31, as follows:
    - Members must complete an application form established by the Board or its delegate, the Corporate Secretary. The declaration of agreement with mission and values, and to the truthfulness of the application form must be signed. The application form will be reviewed for completeness by a delegate of the Board.
    - A summary listing of all applicants will be reviewed by the Board before the start of the membership year.
    - In order to process applications and approve them before the beginning of the new membership period, the Board will establish an application deadline prior to the end of UWGT's fiscal year preceding. The deadline date will be published on the application forms and/or the website.
    - Approved applicants will be informed that they have been admitted as a Member for the year.

2) UWGT will communicate with Members by email in order to keep costs to a minimum, including sending invitations to the AGM and other meetings of Members. If it is not possible for a Member to receive electronic communications, a Member may direct UWGT to use an alternate method. UWGT will also work with Members and those who wish to apply for membership to provide information in an accessible format as needed. Members are responsible for keeping UWGT informed of any change to their contact information

3) Membership is to be renewed on an annual basis upon the Member completing a new application form, provided the Member continues to be eligible for and meet the criteria for membership. UWGT may implement processes to facilitate the renewal of membership, but Members must always take an active step in the process to indicate continued interest and agreement with the requirements of membership.

4) As UWGT wishes to encourage membership from a wide range of stakeholders in our community, there is currently no membership fee.

Primary audience: All stakeholders
Policy Addresses External Requirements:
Sponsor: Corporate Secretary

REVIEW PROCESS
Policy Postings: YOUnited, Website, Board Portal
Policy Version Date: May 2022
Review Frequency: as needed
Most Recent Review Date: November 2022

NATDOCS\66811798\V-3