

SPECIAL RESOLUTION OF MEMBERS

OF

WGCC WOMEN GENERAL COUNSEL NETWORK (the "Corporation")

WHEREAS the Articles and By-Law No. 1 of the Corporation provide for one class of members;

AND WHEREAS it is desirable that the Corporation add a second class of members.

AMENDMENT TO ARTICLES AND BY-LAW NO. 1

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of the Corporation be amended as set out in Schedule "A" attached hereto.
2. By-law No. 1 of the Corporation be amended as set out in Schedule "B" attached hereto.
3. Any director or officer of the Corporation is authorized to do such acts and things and execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's and officer's opinion may be necessary or desirable to implement the foregoing.

SCHEDULE "A"
Articles of Amendment



Form 4004
Articles of Amendment
*Canada Not-for-profit Corporations
Act*

Formulaire 4004
Clauses modificatrices
*Loi canadienne sur les organisations à
but non lucratif*

- 1 Current corporate name
Dénomination actuelle de l'organisation
WGCC Women General Counsel Canada Network
Réseau des Conseillères juridiques du Canada CJC

- 2 Corporation number
Numéro d'organisation
10032743

- 3 The articles are amended as follows:
Les statuts sont modifiés comme suit :

See attached schedule / Voir l'annexe ci-jointe

- 4 Declaration: I hereby certify that I am a director or an authorized officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant autorisé de l'organisation.

Cheryl Foy
905-721-3174

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the Canada Not-for-profit Corporations Act (NFP Act))

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi canadienne sur les organisations à but non lucratif (Loi BNL)).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

To delete the Schedule relating to paragraph 6 "The classes, or regional or other groups, of members that the corporation is authorized to establish" of the articles of incorporation and replace with the following:

There are two classes of members, namely:

- (1) Voting Members; and
- (2) Non-Voting Emeritus Members.

Each Voting Member is entitled to received notice of and to attend (in person or by proxy) and be heard at all meetings of members of the Corporation and shall have one vote each at all such meetings.

Each Non-Voting Emeritus Member is entitled to receive notice of and to attend in person and be heard at all meetings of members of the Corporation but is not entitled to vote unless otherwise provided under the Canada Not-for-profit Corporations Act.

SCHEDULE "B"
Amendment to By-Law No. 1

AMENDMENT TO BY-LAW NO. 1
OF WGCC WOMEN GENERAL COUNSEL
CANADA NETWORK (the "Corporation")

WHEREAS By-law No. 1 of the Corporation provides for one class of members;

AND WHEREAS the Articles of the Corporation have been amended to provide for a second class of members;

AND WHEREAS the membership of the Corporation now consists of Voting Members and Non-Voting Emeritus Members;

AND WHEREAS it is also desirable to create a social group to be known as "Friends of WGCC";

This amending by-law provides as follows:

1. Subsection 7.1(1) of By-law No. 1 is deleted and the following substituted therefore:

"(1) Subject to the Articles, there shall be two (2) classes of members in the Corporation. One class is Voting Members and the other class is Non-Voting Emeritus Members."

A Voting Member is a woman who is the chief legal officer of a corporation, governmental department or other organization and who holds a title of general counsel, deputy general counsel, associate general counsel, director of legal services or like position in her organization, provided that a corporation, governmental department or organization may only have one person holding such a position become a Voting Member of the Corporation at any one time unless at least a majority of the Board of Directors of the Corporation otherwise permits.

An Emeritus Member is a woman who has been a general counsel, deputy general counsel, associate general counsel, director of legal services or like position as a chief legal officer in her organization and has retired or left the position after at least ten (10) years of service as such and who is admitted by at least a majority of the Board of Directors of the Corporation as an Emeritus Member.

In either case, a person must apply for and be accepted into membership in the Corporation by resolution of the Board, or in such other manner as may be determined by the Board.

2. Section 8.1 on Membership Dues is deleted and the following substituted therefore:

"8.1 Membership Dues

The Board may, by resolution, impose and set the dues payable annually by Voting Members, for membership in the Corporation."

There shall be no dues payable for Emeritus Members.

3. A new section 10A is added to By-law No. 1 respecting the social group "Friends of WGCC" as follows:

SECTION 10A – FRIENDS OF WGCC

10A.1 Friends

The Board may by invitation invite non-members who have the potential to become future Voting Members to become a "Friend of WGCC" and to set the terms and conditions by which Friends of WGCC will interact with the Corporation and its members. In addition, the Board may request Voting Members to informally monitor Friends of WGCC.