

**SPECIAL RESOLUTION OF MEMBERS**

**OF**

**WGCC WOMEN GENERAL COUNSEL NETWORK (the "Corporation")**

**WHEREAS** By-Law No. 1 of the Corporation provides that membership is extended to Women;

**AND WHEREAS** it is desirable that the Corporation acknowledge that Women is inclusive of those persons who identify as a woman;

**AND WHEREAS** it is desirable that Emeritus Members who meet the conditions of Emeritus Members were formerly Voting Members of WGCC or are considered admissible to membership as an Emeritus Member by a majority of the Board;

**AND WHEREAS** it is desirable to establish fees for Emeritus 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  
1003274-3
- 3 The articles are amended as follows:  
Les statuts sont modifiés comme suit :

The corporation amends the minimum and or maximum number of directors to:  
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :  
**Min. 3**                      **Max. 20**

- 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.

**Elsbeth Hagan**

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 "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 differing classes of membership;

**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 desirable to clarify that Voting Members are lawyers;

**AND WHEREAS** it is desirable that an Emeritus Member have been a Voting Member of WGCC and meet the criteria established for Emeritus Membership or be admitted as an Emeritus Member by a vote of at least a majority of the Board;

**AND WHEREAS** it is desirable to set out the manner in which any member may withdraw or move to another class of membership, either notice from the respective member or by a vote at least a majority of the Board or such other manner as may be determined by a majority of the Board;

**AND WHEREAS** it is desirable for the Emeritus Members to support the objects of the Corporation by paying dues as may be determined by a majority of the Board;

This amending by-law provides as follows:

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

A Voting Member is a lawyer and a woman (including a person who identifies as 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 lawyer and a woman (including a person who identifies as a woman) who (a) was formerly a Voting Member of WGCC and 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 or (b) 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.

Withdrawing from a class of membership or transferring membership to another class will be effective upon notification by the respective member to the Board or by resolution of a majority of the Board, or 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 and Emeritus Members, for membership in the Corporation."