

**WGCC WOMEN GENERAL COUNSEL CANADA NETWORK
(the “Corporation”)**

MINUTES OF THE SPECIAL MEETING OF MEMBERS

Held virtually over Zoom on Thursday, October 27, 2022, at 12:00 p.m., Toronto time (the “Meeting”).

OPENING OF MEETING

The Special Meeting opened at 12:00 p.m. The Chair of the Meeting, Heather Mullen, called the Meeting to order.

QUORUM

A quorum of members being present and notice of the meeting being properly given, the meeting was properly constituted for the transaction of business.

APPROVAL BY MEMBERS – MEMBERSHIP CATEGORIES

The Chair described the purpose of the meeting being twofold. First, to approve the new definitions of membership categories. Second, to amend the bylaws to change the meeting notice period to 21 days from 30 days.

Ms. Mullen proposed four WGCC membership categories, presenting a detailed description of each which is attached to these minutes as Exhibit A:

1. WGCC Regular Membership
2. WGCC Emeritus Membership
3. WGCC Fellow Membership
4. WGCC In Transition Membership

Ms. Mullen then addressed questions regarding (1) the qualification requirements for the Regular Membership noting that the requirements would be clarified in the written document; and (2) the approval process for Emeritus Membership; and (3) whether the In Transition Membership applicant must have been a General Counsel immediately prior to their current role. There were no additional follow-up questions.

Ms. Mullen asked if there was any member that had a dissenting opinion they wished to express. As none were indicated. Jolie Lin moved to adopt the new membership categories and Hilda Wong seconded the motion. The categories were unanimously approved by the members present at the meeting.

Ms. Mullen then asked if there were any dissenting opinions regarding the proposal to change the notice period for a meeting of members from 30 to 21 days, noting that this was more consistent with market practice. Hearing none, Alison Harnick moved to amend the bylaws as proposed.

Alexa Abiscott seconded the motion. The amendment was unanimously approved by the members present at the meeting.

TERMINATION

There being no further business to transact, the Meeting was terminated by the Chair.

Exhibit A

