

**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 members desire that the Membership by-law be clarified to reflect that Voting Members may be either the Chief Legal Officer or the most senior legal executive of the organization;

This amending by-law provides as follows:

1. Subsection 7.1(1) of By-law No. 1 is amended as noted below so that it provides as follows:

A Voting Member is a lawyer and a woman (including a person who identifies as a woman) who is the chief legal officer or is active in the general counsel role, or who is the most senior legal executive within their organization with accountabilities for the legal advice, governance, board engagement and oversight of the legal function including legal budget 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.

ENACTED by the Directors of the Corporation this 28rd day of January, 2021.

Per: _____
President: Elspeth Hagan

Per: _____
Secretary: Judy Naiberg

CONFIRMED by the Members of the Corporation this 28rd day of January, 2021.

Per: _____
Secretary: Judy Naiberg