

EXHIBIT "A"

MINUTES OF 2019 ANNUAL GENERAL MEETING

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

MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS

Held at Sun Life Head Office, 1 York Street, Toronto, Ontario on Thursday, January 24, 2019 at 1:30 p.m., Toronto time (the “Meeting”).

OPENING OF MEETING

The Annual General Meeting opened at 1:00 p.m. The Chair of the Meeting, Cheryl Foy, called the Meeting to order. Cheryl Foy thanked the conference sponsors and introduced the current board of directors and Rebecca Summers.

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.

APPROVALS BY MEMBERS

The Chair proposed that the members proceed with an omnibus motion to approve the items set out in the notice of meeting dated January 24, 2019. A motion was made and seconded, and the following was unanimously approved by the members present at the meeting:

1. Financial Statements – after an explanation by Alena Thouin on the goodwill line item, the financial statements of the Corporation for the fiscal year ended December 31, 2018 (“**Exhibit A**”) were approved as presented;
2. Special Resolution – the special resolution to approve amendments to the Articles and By-Law No. 1 of the Corporation (“**Exhibit B**”) was approved as presented;
3. Election of Directors/Executives – the election of the slate of directors and executives (“**Exhibit C**”) was approved as presented. Cheryl Foy introduced the new board of directors; and
4. Waiver of Requirement of an Auditor – the waiver of the requirement for an auditor was approved.

PRESIDENT’S AWARD AND RECOGNITION

Cheryl Foy recognized Julia Shin Doi for her vision and efforts as a founding member of the Women General Counsel Canada. Cheryl Foy also announced that Elspeth Hagan was the 2019 President’s Award recipient.

FURTHER BUSINESS

The Chair asked if there was any further business to discuss which could be properly brought before the Meeting.

TERMINATION

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

EXHIBIT "A"
2018 FINANCIAL STATEMENTS



Women General Counsel Canada

Income Statement as at December 31, 2018

| Revenue | | Expenses | |
|-------------------------------------|--------------------|-------------------------------|--------------------|
| 2018 Conference Sponsorships | \$10,000.00 | 2018 Conference Expenses | \$17,441.97 |
| 2018 Membership and Conference Fees | \$20,898.85 | Chapter Funding | \$2000.00 |
| 2018 Third Party Sponsorships | \$20,000.00 | Event Sponsorship | \$1461.67 |
| Good Will | \$17656.19 | Administrative Resource Costs | \$1250.00 |
| | | Website Costs | \$313.52 |
| | | Travel | \$878.11 |
| | | Meeting Costs | \$195.00 |
| | | Banking Fees | \$100.00 |
| Total Revenue | \$68,555.04 | Total Expenses | \$23,640.27 |
| Assets | | Liabilities | |
| | | Nil | 0.00 |
| Cash in Bank Account | \$44,914.77 | Equity Goodwill | \$44,914.77 |
| Total | \$44,914.77 | Total | \$44,914.77 |

Alena Thouin, Treasurer

EXHIBIT "B"
SPECIAL RESOLUTION

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.

EXHIBIT "C"
SLATE OF DIRECTORS AND EXECUTIVES

WGCC WOMEN GENERAL COUNSEL CANADA NETWORK

Slate of Nominees for Directors and Executives for 2019-2020

| | |
|---------------------------|--|
| Elspeth Hagan | (President) |
| Bindu Cudjoe | (Vice President) |
| Alena Thouin | (Treasurer) |
| Hilda Wong | (Secretary) |
| Cheryl Foy | (Past President) |
| Alexa Abiscott | (Ontario Chapter Lead) |
| Ellen Desmond | (Atlantic Canada Chapter Lead) |
| Deborah Greenberg | (Quebec Chapter Lead) |
| Erika Tse | (British Columbia Chapter Lead) |
| Elizabeth Fanjoy | (Memberships & Awards) |
| Trisha Callon | (Partnerships & Sponsorships) |
| Angela Nikolakakos | (Communications & Website) |
| Andrea Cotroneo | (2020 Conference Co-Chair) |
| Judy Naiberg | (2020 Conference Co-Chair) |

EXHIBIT "B"
2019 FINANCIAL STATEMENTS



**WOMEN
GENERAL COUNSEL
CANADA** 

Income Statement as of December 31, 2019

| Revenue | | Expenses | |
|---------------------------------|---------------------|-------------------------------|--------------------|
| 2019 Conference and Memberships | \$37,016.94 | Chapter Funding | \$1163.00 |
| | | Conference Costs | \$15,830.99 |
| | | Charitable Donations | \$750 |
| 2019 Third Party Sponsorships | \$20,000.00 | Administrative Resource Costs | \$8400 |
| Equity | \$44,914.77 | Website costs | \$1110.00 |
| | | Meeting Costs | \$1,112.52 |
| Total Revenue | \$101,931.71 | Banking Fees | \$100.00 |
| Assets | \$100,931.71 | Liabilities | \$20,066.51 |
| | | Nil | 0.00 |
| | | Equity | \$80,865.20 |
| Total | \$101,931.71 | Total | \$80,865.20 |

EXHIBIT "C"
SPECIAL RESOLUTION

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.



Elspeth 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))

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SCHEDULE "B"

Amendment to By-Law No. 1

**SECOND 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."