

**RESOLUTION AMENDING THE BYLAWS OF SHAKESPEARE IN THE RUINS  
INC.**

**WHEREAS SHAKESPEARE IN THE RUINS INC.** wishes to amend their bylaws, enacted in March 1993 and most recently amended in April 2019 (the “Bylaws”), **NOW THEREFORE BE IT RESOLVED that within the Bylaws:**

1. That in paragraph 1.02 the phrases “the Organization” and “Shakespeare in the Ruins Inc.” be deleted and replaced with the phrase “SIR”;
2. That in paragraph 1.02 the phrase “annual meeting of the Corporation” be deleted and replaced with the phrase “annual meeting.”;
3. That in paragraph 1.04(vi)(f) the phrase “the Corporation” be deleted and replaced with the phrase “SIR”;
4. That in paragraph 2.01(iii) the phrase “Shakespeare in the Ruins Inc.” be deleted and replaced with the phrase “SIR”;
5. That in paragraph 2.02 the numerals “7” and “15” be deleted and replaced with the words “seven” and “fifteen”;
6. That in paragraph 2.02 the sentence “The Board shall not have less than two and not more than four **Artistic Associates.**” be deleted;
7. That in paragraph 2.03, the title “Notice of Meetings” be deleted and be replaced with “Artistic/Technical Associates Participation at Board Meetings”;
8. That in paragraph 2.03, the sentence “Members are entitled to notice of meetings by a Board of Directors and can participate at any such meeting, but may not vote.” be deleted and replaced with the sentence “Artistic/Technical Associates are entitled to participate at and to receive notice of meetings of the Board of Directors, but may not vote at such meetings”;
9. That in paragraph 2.04 the title “Qualifications of a Director” be deleted and replaced with the title “Composition of the Board of Directors”;
10. That in paragraph 2.04(i) the numerals “2.01” be deleted and replaced with the numerals “2.01”;
11. That in paragraph 2.04(i) the phrase “maximum of 8” be deleted and replaced with the phrase “maximum of twelve”;
12. That in paragraph 2.04(ii) the phrase “minimum of 1 and maximum of 4” be deleted and replaced with the phrase “minimum of one and maximum of two”;

13. That in paragraph 2.05 the word “Annual” be deleted and replaced with the word “annual”;
14. That in paragraph 2.05 the phrase “the Organization” be deleted and replaced with the word “SIR”;
15. That in paragraph 2.07(i) the phrase “the Organization” be deleted and replaced with the word “SIR”
16. That in paragraph 2.07(i) the phrase “written ten-day notice of that Director’s intention” be deleted and replaced with the phrase “written notice to the Chair of that Director’s intention. Such resignation shall be deemed to be effective ten days following the receipt of such written notice. Either an email or letter sent by Canada Post from that Director to the Chair shall be considered acceptable written notice;”
17. That in paragraph 2.07(ii) the numerals “**2.09**” be deleted and replaced with the numerals “2.09.”
18. That in paragraph 2.08(i) the following sentences shall be added to the end of the paragraph: “The Director subject to removal shall not be eligible to vote on such a special resolution, and the vote on such a resolution shall take place in camera without the Director subject to removal being present; ”
19. That in paragraph 2.08(ii) the word “expel” be deleted and be replaced with the word “remove”;
20. That in paragraph 2.08(ii) the phrase “prior to a vote on such resolution being held in camera as outlined in paragraph 2.08(i);” shall be added to the end of the paragraph;
21. That in paragraph 2.08(iii) the numerals “2.08” be deleted and be replaced with the numerals “2.08(i)”;
22. That in paragraph 2.08(iii) the phrase “the expelled Director shall be notified within seven days” be deleted and be replaced with the phrase “the Chair shall notify the removed Director in writing within seven days (either email or a letter sent by Canada Post shall be considered adequate written notice, at the Chair’s discretion)”;
23. That in paragraph 2.08(iv) the word “expulsion” be deleted and be replaced with the word “removal”;
24. That in paragraph 2.09(i) the word “expulsion” be deleted and be replaced with the word “removal”;

25. That in paragraph 2.09(i) the phrase “of a Director, or following the expulsion of a herein.” be deleted and be replaced with the phrase “of a Director as outlined in paragraph 2.06, or following the removal of a Director in accordance with paragraph 2.08, or following the resignation of a Director in accordance with paragraph 2.07;”;
26. That in paragraph 2.09(ii) the phrase “fill the vacancy with any person who meets the qualifications of a Director as outlined in 2.04 herein;” be deleted and replaced with the phrase “appoint a new Director of the Board’s choosing (by majority vote) to fill the vacancy, provided that choice maintains the composition of the Board of Directors as outlined in paragraph 2.04. A new Director so appointed shall be considered a full member of the Board until the next annual meeting of SIR, at which time such appointment is subject to renewal by a vote at the annual meeting”;
27. That in paragraph 3.01 the word “meeting” be deleted and replaced with the word “meetings”;
28. That in paragraph 3.01 the phrase “50%” be deleted and replaced with the phrase “not less than 50%”;
29. That in paragraph 3.02(iii) the phrase “to be sent to each member of the organization a Notice of Meeting fourteen (14) days prior to such meeting or by publication in a daily newspaper with distribution Province-wide;” be deleted and replaced with the phrase “a Notice of Meeting to made available to members of SIR and to the general public by posting such notice on the SIR website, as well as via other digital and online distribution, fourteen (14) days prior to such meeting;”;
30. That in paragraph 3.03(i) a semi-colon “;” be added at the end of the paragraph;
31. That in paragraph 3.03(ii) the phrase “the Secretary of the” be added immediately preceding the phrase “Board of Directors”;
32. That in paragraph 3.03(ii) the phrase “to be sent to each member of the organization a Notice of Meeting fourteen (14) days prior to such meeting or by publication in a daily newspaper with distribution Province-wide;” be deleted and replaced with the phrase “a Notice of Meeting to made available to members of SIR and to the general public by posting such notice on the SIR website, as well as via other digital and online distribution, fourteen (14) days prior to such meeting;”;
33. That in paragraph 3.03(iii) the numeral “6” shall be deleted and replaced with the word “six”, and the numeral “20” shall be deleted and replaced with the word “twenty”;

34. That in paragraph 3.03(iii) the word “President” shall be deleted and replaced with the word “Chair” in both instances where the word occurs in the paragraph;
35. That in paragraph 4.02(i) the phrases “or by telephone or video conference with prior approval by the Chair. A Director participating by telephone or video conference shall be deemed to be present at the meeting;” be inserted immediately preceding the word “or”;
36. That in paragraph 4.02(ii) the word “to” be inserted immediately following the word “given”;
37. That in paragraph 4.02(ii) the phrase “at the outset of the meeting extends” be deleted and replaced with the phrase “at or prior to the outset of the meeting, and extends”;
38. That in paragraph 4.02(ii) the phrase “as well” be deleted;
39. That paragraph 4.02(iii) be deleted;
40. That paragraph 4.04 be renumbered as 4.03, and that in the so numbered paragraph, the phrase “50%” be deleted and replaced with the phrase “not less than 50%”;
41. That paragraph 4.05 be renumbered as 4.04; and that in the so numbered paragraph, the sentence “A procedural decision undertaken by the meeting by telephone as provided for in paragraph 4.02 herein chair is subject to an appeal of that by a Director.” be deleted and replaced by the sentence “A Director may appeal a procedural decision made by the meeting chair.”;
42. That paragraph 4.06 be renumbered as 4.05; and that in the so numbered paragraph, the following changes be made:
  - in paragraph 4.06(iii)(b) the phrase “by telephone as provided for in paragraph 4.02 herein” be deleted and replaced with the phrase “by telephone or video conference as provided for in paragraph 4.02(ii) herein.”;
  - in paragraph 4.06(iii)(c) the word “Director” be deleted and replaced by the phrase “Director as provided for in paragraph 4.02(iii) herein.”;
  - in paragraph 4.06(iv) the period “.” at the end of the paragraph be deleted and replaced by a semi-colon”;
43. That paragraph 5.01(i) be deleted and replaced with ““Exercise all such powers of SIR, in keeping with *The Corporations Act*, C.C.S.M. c. C225, and the By-laws of SIR,”

44. That in paragraphs 5.01(ii), 5.01(iii), and 5.01(xi) the phrase “the Organization” be deleted and replaced by the phrase “SIR”;
45. That in paragraph 5.01(x) the period “.” at the end of the paragraph be deleted and replaced by a semi-colon”;;
46. That in paragraph 5.01(xi) the word “in” be deleted and replaced by the phrase “set out in”;
47. That in paragraph 5.02(ii) the phrase “these meetings” be deleted and replaced by the phrase “membership meetings and Board meetings”;
48. That in paragraph 5.02(iii) the word “by-laws” be deleted and replaced by the word “By-laws”;
49. That in paragraph 5.02(vi)(b) the word “Director” be deleted and replaced by the word “Director;”
50. That in paragraph 5.02(vi)(c) the word “personnel” be deleted and replaced by the phrase “personnel of SIR”;
51. That in paragraph 5.04 the phrase “Director of officer” be deleted and replaced with the phrase “Director or officer”;
52. That in paragraph 5.04 the word “his” be deleted and replaced by the word “their”, the phrase “him or her” be deleted and replaced by the word “them”, and the phrase “he or she” be deleted and replaced by the word “they” in both instances where the phrase occurs;
53. That in paragraph 5.04 the word “action” be deleted and replaced by the word “actions”;
54. That in paragraph 6.01 the phrase “a Director of an employee” be deleted and replaced by the phrase “Director, an employee”;
55. That in paragraph 6.01 the phrase “to, a spouse, father, mother, father by remarriage, mother by remarriage, guardian, brother, sister, half-brother, half-sister, common-law spouse, child, including child by remarriage, father-in-law, mother-in-law.” be deleted and replaced by the phrase “to: a spouse or common-law spouse, parent or step parent, guardian, sibling, step sibling or half sibling, child or step child, or parent-in-law.”;
56. That in paragraph 6.02 the phrase “the Organization shall declare himself or herself” be deleted and replaced by the phrase “SIR shall declare themself”;

57. That in paragraph 6.02 the phrase “from any” be deleted and replaced by the phrase “from participating in any”;
58. That in paragraph 6.03 the phrase “his or her” be deleted and replaced by the word “their”;
59. That in paragraph 7.01 the word “Section” be deleted and replaced by the word “paragraph”;
60. That in paragraph 7.01 the phrase “best interests” be deleted and replaced by the phrase “best interests of SIR”;
61. That in paragraph 7.02(ii) the phrase “a Vice-Chair” be deleted and replaced by the phrase “Vice-Chair”;
62. That in paragraph 7.02(ii) the word “President” be deleted and replaced by the word “Chair” in both instances where the word occurs;
63. That in paragraph 7.02(iii)(d) the semi-colon “;” at the end of the paragraph be deleted and replaced by a period “.”;
64. That in paragraph 7.02(iv) the numerals “**2.09**” be deleted and replaced by numerals “2.09”;
65. That in paragraph 7.02(vi) the phrase “communication facilities” be deleted and replaced by the phrase “video conference”;
66. That in paragraph 7.03 the word “Section” be deleted and replaced by the word “paragraph” in both instances where the word occurs;
67. That in paragraph 7.03(i) the phrase “committee President” be deleted and replaced with the phrase “committee Chair”;
68. That in paragraph 8.03 the phrase “A Vice-Chair” be deleted and replaced by the phrase “The Vice-Chair”;
69. That in paragraph 8.03 the phrase “his or her” be deleted and replaced by the word “their”;
70. That in paragraph 8.03 the phrase “chief executive officer” be deleted and replaced by the word “Directors”;
71. That in paragraph 8.04(iv) the phrase “chief executive officer” be deleted and replaced by the word “Chair”;
72. That in paragraph 8.04(iv) the sentences “The Secretary shall prepare, in

cooperation with the Chair, an agenda and supporting documents and make available for reference purposes at all Annual and Executive Meetings copies of the by-laws, policy and procedure manuals and resolutions.” be deleted and replaced by the sentences “For all meetings of the membership, Board and Executive, the Secretary shall prepare and make available a meeting agenda and any necessary supporting documents, as well as copies of the By-laws, policy and procedure manuals and resolutions. The Secretary shall cooperate with the Chair in the preparation and provision of said documents;”

73. That in paragraph 8.05(i) the phrase “the Act” be deleted and replaced by the phrase “*The Corporations Act*, C.C.S.M. c. C225”;