

### Changes to By-Law #3 of Northumberland Players

The Board of Directors has approved the following changes to Northumberland Players By-Law #3 for ratification of members at the Annual General Meeting to be held November 16, 2020.

Section Number	Heading	New text
3.01	Number of Directors	The affairs of Northumberland Players shall be managed by a Board of not less than 9 Directors and not more than 13 Directors. Any increase or decrease in the number of Directors shall be approved by special resolution.
3.04	Election of Directors	(a) At the Annual General Meeting, a number of Directors as outlined in Sections 3.01 and 3.05 shall be elected individually for a term of two years; (b) Persons elected into the positions of President, Vice-President, Treasurer, and Secretary are automatically Directors; (c) If a Director resigns prior to the end of their term, a successor may be appointed by the remaining members of the Board provided they constitute a quorum. A Director so appointed will hold office until the next Annual General Meeting; (d) A Director is eligible for re-election as long as they continue to satisfy the qualifications outlined in Section 3.02; (e) Directors must provide written consent to act as a Director of Northumberland Players for their respective appointed or elected term.

#### Reason for the changes:

1. The change in Section 3.01 is from a fixed number of Directors (11) to a variable number of Directors (minimum 9, maximum 13) in order to provide the Board with additional flexibility in managing the affairs of Northumberland Players.
2. The minor grammatical changes in 3.04 conform with the changes to Section 3.01