



THE REGENT THEATRE FOUNDATION BY-LAWS #1

224 Main Street, Picton, Ontario K0K 2T0

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Section 1 - General

1.01 Definitions

In this By-Law, unless the context otherwise requires:

- a. **"Act"** means the Ontario *Corporations Act*, R.S.O. 1990, c. C.38 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. **"Board"** means the board of directors of the Foundation;
- c. **"By-laws"** means this By-Law (including the schedules to this By-Law) and all other By-Laws of the Foundation as amended and which are, from time to time, in force;
- d. **"Chair"** means the chair of the Board;
- e. **"Director"** means an individual occupying the position of director of the Foundation by whatever name he or she is called;
- f. **"Foundation"** means the corporation that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act;
- g. **"Member"** means a member of the Foundation;
- h. **"Members"** means the collective membership of the Foundation; and
- i. **"Officer"** means an officer of the Foundation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Foundation, if any, shall be in the form determined by the Board.



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1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two signing officers who shall be designated and authorized by the Board. In addition, the Board may, from time to time, direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Foundation to be a true copy thereof.

Section 2 – Board of Directors

2.01 Composition and Election of Board*

The Board shall consist of of a maximum of (12) Directors. All Directors must:

- a. satisfy the qualifications as required by the Act;
- b. consent in writing to such appointment; and
- c. be a Member of the Foundation.

2.02 Term*

At the first election of Directors following the approval of this by-law, one-half (1/2) of the directors shall be elected for a two-year term and one-half (1/2) of the directors shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms.

Terms will commence from the date of the annual general meeting (AGM) at which she/he is elected.

* Amended April 13, 2019



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2.03 Vacancies

The office of a Director shall be vacated immediately if:

- a. the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. the Director dies or becomes bankrupt;
- c. the Director is found to be incapable of managing property by a court or under Ontario law;
- d. the Director fails to attend three (3) consecutive Board meetings, or is otherwise derelict in performing the duties of a Director, and a simple majority of the Directors vote to terminate the appointment; or

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- e. at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; or
- d. the Board may fill any other vacancy by a majority vote.

Any appointee to fill a vacancy on the Board shall hold office only for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director by the Members of the Foundation.

2.05 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

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- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Foundation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act; and
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Foundation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

2.07 Duties of the Directors

The Board shall supervise the business and affairs of the Foundation. It shall conduct planning and establish policies and procedures to carry into effect the objects of the Foundation. It shall appoint, supervise, direct and discipline such officers and employees as the board considers necessary or advisable to implement the policies and procedures established by the Board from time to time. Unless prevented by matters beyond the control of an individual director, each director shall:

- a. attend each Annual Meeting and Special Meeting;
- b. attend each meeting of the Board;
- c. read the minutes of all meetings and all information distributed prior to such meetings in order to contribute in an informed way to matters under discussion;
- d. actively participate in program and promotional activities of the Foundation;
- e. act at all times in accordance with the by-laws of the Foundation and other applicable law; and
- f. submit to the Board all opportunities for advancement arising out of or connected with the performance of the office of Director of the Foundation.

2.08 Standard of Care



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In exercising the powers and discharging the duties, each Director shall:

- a. act honestly and in good faith in the best interests of the Foundation and without regard for the interests of self or others; and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 3 - Board of Directors Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this By-Law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to every Director of the Foundation, not less than seven days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Foundation.

3.04 Chair*

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as the Chair. In the absence of both the Chair and Vice-Chair, the directors present shall choose one of their number to act as the Chair.

* Amended April 13, 2019



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3.05 Quorum*

A quorum for the transaction of business at any meeting shall consist of a minimum of five (5) directors.

* Amended April 13, 2019



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3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Foundation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Financial Year

The financial year of the Foundation shall commence on October 1st and end on September 30th in each year.

4.02 Books and Records

The Board shall ensure that all necessary books and records required by the By-Laws or any applicable statute or law are maintained in current form. All such records shall be maintained at the facility.

4.03 Audit

There shall be an annual audit of the accounts of the Foundation by an auditor appointed by the members at each Annual Meeting. The auditor shall not be a Member of the Foundation, and shall hold office until a successor is appointed at the Annual Meeting. The auditor shall submit a report at each Annual Meeting.

4.04 Signing Officers*

The Board shall appoint as signing officers of the Foundation, certain directors and shall appoint the General Manager hired by the Board.

All cheques, bills of exchange, promissory notes and other orders for payment of money or evidence of indebtedness of the Foundation must be signed by any two of the signing officers.

4.05 Accounts

The treasurer shall oversee the financial affairs of the Foundation, including, but not limited to:

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- a. settlement, balancing and certifying of all books and accounts between the Foundation and its bankers,
- b. the receipt of all paid cheques and vouchers, and
- c. the reconciling of all bank statements.

4.06 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Foundation shall be placed in an account requiring the signatures of two signing officers, for safekeeping.

4.07 Borrowing

Subject to the Letters Patent, these by-laws and applicable law, the Board may, from time to time:

- a. borrow money on the credit of the Foundation for current operating expenses;
- b. issue, sell or pledge securities of the Foundation; or
- c. charge any of the real or personal property of the Foundation to secure any money borrowed or other debt or obligation of the Foundation.

From time to time the Board may authorize any two signing officers to manage, transact and settle the borrowing of money, pledging of securities or charging of property by the Foundation on terms approved by the Board.

4.08 Charitable Tax Status

The Foundation shall retain its status as a registered charitable organization under registration number 11911 3678 RR0001 and shall issue tax-deductible receipts for membership fees and donations of \$20 and over if requested.

4.09 Assets on Dissolution

On dissolution of the Foundation:

- a. any assets held in trust by the Foundation for any person or cultural or funding entity shall be returned to that person or entity; and
- b. after payment of all debts and liabilities, the remaining property of the Foundation shall be distributed to such charitable organizations whose work is carried on solely within the County of Prince Edward, as the Board may deem fit.



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Section 5 - Officers

5.01 Officers

The Board shall appoint, from among the Directors, a Chair and may appoint, from among the Directors, a President, Treasurer and Secretary at its first meeting following the annual meeting of the Foundation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall perform the duties described in Schedule A, as may be amended by the Board of Directors from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B, as may be amended by the Board of Directors from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C, as may be amended by the Board of Directors from time to time, and such other duties as may be required by law or as the Board may determine from time to time.



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Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Foundation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Foundation or for joining in any receipt or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Foundation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Foundation's Letters Patent and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnity

The Foundation shall indemnify each Director and Officer and former Director and Officer and the heirs and legal representatives of each against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that Director in respect of any civil, criminal or administrative action or proceeding to which that Director is made a party by reason of being or of having been a Director or Officer of the Foundation, if the Director or Officer acted in accordance with the standard of care set out in Section 2.08 above.

6.03 Insurance

The Foundation shall purchase and maintain insurance for the benefit of all persons entitled to the foregoing indemnity.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Foundation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.



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7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Foundation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Foundation shall consist of the incorporators named in the Letters Patent and such other persons interested in furthering the Foundation's purposes and who have paid the membership fee, as established by resolution of the Board.

8.02 Membership and Fee

The membership categories and annual fees payable in any membership year shall be the categories and amounts determined from time to time by the Board of Directors. Membership shall be effective upon payment of the annual membership fee and shall continue until the end of the membership period specified by the Board of Directors at the time of payment of such fee.

A membership in the Foundation is not transferable and automatically terminates if:

- a. the Member resigns his/her membership;
- b. the Member does not pay his/her annual membership fee; or
- c. the membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Letters Patent or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.



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Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or Letters Patent. The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor;
- e. reappointment or new appointment of the auditor;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than forty (40) Members for any purpose connected with the affairs of the Foundation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Notice shall be provided to the Members in accordance with Section 10.

9.04 Quorum

Quorum for the transaction of business at an Annual Meeting or Special Meeting of the Members shall consist of:

- a. at least a majority of the Directors stipulated in Section 2.01, plus other Members numbering at least one more than the number of Directors present; or



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- b. at least ten (10) Members, including Directors;

whether present in person or by proxy.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members*

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member, present in person or by proxy, shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members and proxy holders present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require a written ballot. A written ballot so required shall be taken in such manner as the Chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

* Amended April 13, 2019

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be



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brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Foundation and others who are entitled or required under any provision of the Act or the Letters Patent to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Notice of Annual Meeting or Special Meeting

Notice of the Annual Meeting or a Special Meeting shall be given to members by publication in a Picton or Prince Edward County newspaper, at least thirty (30) days in advance of the date of the meeting. Notice shall include the agenda and notice of intention, if any, to amend by-laws of the Foundation. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

Notice to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to the auditor at its business address.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Amendment of By-laws

11.01 Amendment of By-Laws

The By-Laws of the Foundation may be adopted, repealed or amended, from time to time, by a majority of the Member votes cast at an Annual Meeting or Special Meeting of the Members.



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Enacted as of the _____ day of _____, 20____.

President

Secretary

(Printed Name)

(Printed Name)



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Schedule A - Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Foundation. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Foundation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on all Board committees, or as directed by the Board of Directors.



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Schedule B - Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Foundation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Foundation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Foundation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Foundation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.



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Schedule C - Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Foundation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Foundation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Foundation, the Board and Board committees. Attend all meetings of the Foundation, the Board and Board committees, or as directed by the Board of Directors.