

Society Act
Constitution
Of
Greater Victoria Bingo Association

- I. The name of the association is *Greater Victoria Bingo Association*.
- II. The purposes of the association are:
 - a) To ensure all Association members meet the requirements of their Certificate of Affiliation with a Commercial Bingo Hall.
 - b) To provide support to the Association members in the promotion of their affiliation to the Commercial Bingo Hall and;
 - c) To represent the Association members to the Gaming and Policy Enforcement Branch and to the operators of Playtime Bingo Victoria.
- III. The activities and purposes of the association shall be carried out without purpose of gain for its members and any income, profit or other accretions to the association shall be used for promoting the purposes of the association.
- IV. In the event of the winding up or dissolution of the association, all funds and assets of the association remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the association including the remuneration (if any) of a liquidator shall be given, transferred and distributed to charitable and religious organizations for such charitable purposes as may be approved by the British Columbia Gaming Commission.
- V. Paragraphs III, IV and this paragraph are unalterable in accordance with section 22 of the *Society Act*.

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Greater Victoria Bingo Association Bylaws

Bylaws relating generally to the conduct of the affairs of *Greater Victoria Bingo Association* at *[address]*.

Part 1 – Interpretation

1.1 Definitions

In these bylaws and all other bylaws of the association, unless the context otherwise requires:

“**Act**” means the British Columbia *Society Act* and any regulations made under the *Society Act*, as amended from time to time;

“**Association**” means the *Greater Victoria Bingo Association*

“**Bylaw**” or “**bylaws**” means any bylaw or bylaws of the association from time to time in force and effect;

“**Commission**” means the British Columbia Gaming Commission or any successor organization responsible for granting charitable bingo licenses in British Columbia;

“**Directors**,” “**Board**,” “**Board of Directors**,” “**Management Committee**” means the Directors of the association for the time being;

“**Extraordinary general meeting**” means every general meeting and/or Board of Directors meeting other than the annual general meeting.

“**Licence**” has the meaning set out in British Columbia *Lottery Act*; a licence may also include a “Certificate of Affiliation with a Commercial Bingo Hall”.

“**Registered address**” of a member, means its address as recorded in the register of members; and,

“**Bingo Palace, 3400 Tillicum Rd, Victoria, BC, V8Z 4H3**” means *[address]* or such other site at which the association is authorized to locate.

1.2 Society Act Definitions

All words that are used in these bylaws and defined in the Act shall have the meanings given to them in the Act unless the context of these bylaws requires otherwise.

Part 2 – Membership Categories and Rights

2.1 Members

The members of the association shall be the applicants for the incorporation of the association together with those charitable and religious organizations who may from time to time be admitted to membership in accordance with these bylaws and, in either case, who have not ceased to be members.

2.2 Eligibility

A charitable and religious organization shall become a member of the association immediately upon the Commission granting to the charitable and religious organization a licence to conduct and manage bingo event(s) at the Site (the “Licence”) and the association receiving notice that this licence has been issued.

If the regulatory structure of gaming in the province of British Columbia should change such that the Commission, or any other government body no longer issues licences, then the charitable and religious organization shall become a member in such other manner and after satisfying such other requirements as the Directors shall determine.

2.3 Membership

- a) Every member who is an individual shall:
 - i. Uphold the constitution and comply with these bylaws;
 - ii. Regularly attend meetings of the members of the association;
 - iii. Share in the work of the association as determined by the members;
 - iv. Make such financial and corporate information as reasonably requested by the Directors of the association from time to time; and,
 - v. Not personally benefit from distributions made or to be made by the association to a charitable or religious organization.
- b) Each member shall identify an official representative (the “Official Representative”) and an alternate (the “Alternate”) in writing to the association. Official Representatives and Alternates must be members in good standing of the charitable and religious organization they represent. A member may change its Official Representative or Alternate by delivering to the association written notice of its intention to do so. Such notice shall identify the new Official Representative or Alternate, and be signed by an Officer of the member.
- c) The members may from time to time, by general resolution, direct the Directors to withhold funds otherwise payable to the members in order to facilitate the continued operation, or certain activities, specified in the resolution, of the association.

Notwithstanding any other provision of these bylaws, no member, including without limitation any member that ceases to be a member of the association, shall have any claim of any kind against these funds.

- d) The Official Representative, or in his or her absence the Alternate, shall be deemed to be the member for all purposes of the association, and without limiting the foregoing, shall vote on behalf of the member.
- e) The association shall keep a register of members and a list of the Official Representatives and Alternates.
- f) An individual shall represent only a single member at any given time.

2.4 Termination of Membership

- a) Any member who ceases to be a member of the association forfeits all rights, claims, privileges or interest arising from membership in the association, other than the right to receive any funds earned by it while a member and retained for the member by the association.
- b) A licensed charitable and religious organizations shall cease to be a member of the association:
 - i. By delivering a resignation in writing to the Secretary of the association or by mailing or delivering it to the address of the association, in any case at least 30 days before the effective date of the resignation; or,
 - ii. Upon cancellation of its licence; or,
 - iii. If it is not granted a new licence within 30 days following the expiration of its then current licence, unless the Directors have passed a resolution during this 30-day period, extending the membership of the member for a specified period not to exceed a further 30 days.
- c) Notwithstanding any other provision in these bylaws, no member shall cease to be a member solely because the government changes the regulatory structure of the bingo industry such that licences are no longer issued. In such an event, every member as of the effective date of the change in the regulatory structure shall continue to be a member in good standing, with all the attendant rights and obligations of membership, for a period of six months. The member shall continue to be a member in good standing after this six-month period expires provided that within the six-month period:
 - i. The Directors establish by general resolution, alternate requirements for membership in the association and provide notice of these requirements to the member; and,
 - ii. The member indicates, in writing, its desire to continue to be a member of the association and satisfies the requirements set by the Directors.

- d) Members who are not in good standing or have otherwise violated these bylaws, or any rule or regulation of the association or have engaged in conduct improper or unbecoming for a member of the association, shall be subject to such sanctions as the Directors may, by a resolution passed by 51 per cent of the Directors, decide. Such sanctions may include but are not limited to, the imposition of fines provided that such fines are set off against, and do not exceed, the revenue (excluding revenue accruing to the member by virtue of it conducting and managing a licensed bingo event at the Site).
- e) If any member learns that a member has violated these bylaws or any rule or regulation of the association, or has engaged in conduct improper or unbecoming for a member of the association, it shall immediately report this to the President of the association. The President will refer the report to the Directors who will investigate and notify the member who is the subject of the report in writing of the action to be taken, if any.
- f) Notwithstanding any other provision in these bylaws, no member who holds a valid licence may be expelled from the association. If a dispute arises between the association and a member who holds a valid licence and the parties to the dispute are unable to resolve the matter within one calendar month of the dispute arising, then the matter shall be decided in accordance with the procedures, if any, set out in the then current *Terms and Conditions for Charitable Gaming and Access to Gaming Revenue* (or any successor or supplement to that document).
- g) All members are in good standing except for members which have failed to attend two consecutive general and/or committee meetings of the association or to pay their current annual membership fee, if any, or any other fee, due, subscription, levy, fine or debt due and owing by them to the association. These members shall continue to be not in good standing until they attend a general meeting of the association, or pay all amounts owing to the association, as the case may be.

2.5 Member to be informed

The association Secretary shall promptly inform a member, and the Commission, of any sanctions taken by the association against the member and the reason for the sanction.

Part 3 – Dues and Assessments

3.1 Dues

The annual dues payable by the members, if any, shall be those fixed from time to time by the Board of Directors on approval of the general membership.

3.2 Secretary to Notify

The association Secretary shall notify each and every member, and the Commission, in writing of the dues at any time payable by the member and for what the dues and assessments relate.

3.3 Payment

Each member shall pay the association the dues fixed in accordance with the bylaw 3.1 by delivering the amount of the dues to the Treasurer within 30 days of the day of receipt by the member of the notice referred to in bylaw 3.2.

3.4 Waiver of Due/Assessments

The Directors may, by resolution, waive the requirement for the payment of any dues due to the association by any member because of hardship or extenuating circumstances.

Part 4 – Meetings of Members

4.1 Annual General Meeting

The first annual general meeting of the members shall be held not later than six months after the incorporation of the association and the annual meeting shall subsequently be held:

- a) Once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting; and,
- b) On such day in each year and at such time and place, as has been decided and is in accordance with the provisions of the British Columbia *Society Act*, as the Board of Directors may by resolution determine.

4.2 Extraordinary General Meetings

- a) Every general meeting, other than an annual general meeting, is an extraordinary general meeting. All members in good standing are entitled to attend extra ordinary general meetings.
- b) General meetings (including Board of Directors meeting) of the association shall be held at least three times per calendar year.
- c) The Directors, on the requisition of 10 per cent or more of the voting members of the association in good standing, shall convene a general meeting of the association, in accordance with the British Columbia *Society Act*.

4.3 Notice of Meetings

Not less than 14 days notice of all annual and extraordinary general meetings shall be given to the Commission and every member of the association. Notice shall be in writing, telephone or email and must specify the place, date and time of the meeting and shall be sent to the registered address of each member; and, in the case of extraordinary meetings shall set forth the purpose for which the meeting is called. Such notice shall be given in accordance with bylaw 13.1.

4.4 Waiver of Notice

The members may waive or reduce the period of notice of a meeting of members by unanimous consent in writing.

4.5 Omission of Notice

An accidental irregularity in the notice of any meeting of members or the non-receipt of any notice by any member or members or by the auditor of the association (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

4.6 Entitlement to Attend Meetings

Only members and the auditor may attend meetings of members provided that the Board of Directors may invite non-members to attend meetings of members for specific business items. The Commission and/or a person appointed by the Minister responsible for gaming shall be entitled to attend any meeting with or without notice.

Part 5 – Proceedings at a General Meeting

5.1 Chair of the Meeting

The President shall be Chair at any meeting of members. If the President is absent or unable to act as chair at a meeting of members, then the Vice-President shall be chair of the meeting of members. If the Vice-President is absent or is unable to act as chair at a meeting of members, then the members who are present and entitled to vote shall choose another Director who is present and able to act as chair of the meeting and if no Director is present and able to act or if all the Directors present decline to take the chair then the members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

5.2 Directors Reporting

The Directors shall deliver a report at each general meeting that shall include a summary of all significant decisions made by the Directors since the last general meeting. The Chair of each committee of the association, or the designate thereof, shall deliver a report at each general meeting, outlining the activities of that committee since the last general meeting.

5.3 Adjournment

- a) The Chair of any meeting of members may, with the consent of a majority of the members present at the meeting of members and entitled to vote, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members.
- b) When a meeting is adjourned for 15 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- c) Any business may be brought before or dealt with at any adjourned meeting of members which might have been brought before or dealt with at the original meeting of members in accordance with the notice calling the meeting.
- d) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting except as provided in this bylaw.

5.4 Quorum

- a) A quorum at an annual general meeting of members shall be 1/3 (one-third) of the members in good standing and entitled to vote. A quorum at any general meeting of members shall be 1/3 (one-third) of the members in good standing (or 1/3 (one-third) of the Board of Directors in the case of a board meeting) and entitled to vote. No business shall be transacted at any meeting of members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members (or within 30 minutes after the time appointed for the meeting) then the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of bylaws 5.4 and 13.1 with regard to notice shall apply to such adjournment.
- b) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the next meeting.

5.5 Minutes

- a) Minutes of all meetings of members shall be kept by the association Secretary (or his or her nominee) and signed by the Chair of the meeting of members. Minutes shall be kept of each meeting of the members and shall be distributed to all members in good standing at the time of that meeting and the Commission, not less than 14 days prior to the next general meeting.
- b) A resolution consented to in writing signed by all the members and placed with the minutes of the members is a valid and effective as if regularly passed at a meeting of members held on the date specified in the resolution for it to be effective, or if no such date is specified, then on the date the last of the members signed the resolution.

5.6 Special Business

Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order; and,
- b) All business conducted at an annual general meeting except:

- i. The adoption of rules of order;
- ii. The consideration of the financial statements;
- iii. The report of the Directors;
- iv. The report of the Auditor;
- v. The election of Directors;
- vi. The appointment of the Auditor; and,
- vii. Such other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by report of the Directors issued with the notice convening the meeting.

5.7 Rules of Order

The Directors may, at any time, adopt such rules of order to govern the meetings of members as the Directors may determine. Any such rules of order will be available for review at the registered office of the association or from the association Secretary.

Part 6 – Voting at Members’ Meetings

6.1 Voting

Unless provided otherwise these bylaws:

- a) Every resolution proposed at a meeting must be seconded and the Chair of a meeting may move or propose a resolution;
- b) every question submitted at a meeting of members shall be decided in the first instance by a show of hands; and,
- c) in the case of an equality of votes, the Chair of the meeting shall have a casting vote, but not in addition to the vote he may have as a member.

6.2 Secret Ballot

Any member who is entitled to vote at the meeting of members may demand a secret ballot either before or after any vote by show of hands. If at any meeting of members a secret ballot is demanded on the election of a Chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any meeting of members a secret ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the Chair of the meeting directs. The result of a secret ballot shall be deemed to be

the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

6.3 Entitlement to Vote

No member shall be entitled to vote at any meeting of members unless the member is entitled to vote pursuant to the provisions of bylaw 2.3 and the member has paid all dues and assessments, if any, then payable by the member.

6.4 Simple Majority

At all meetings of members every resolution put to the vote at a meeting of members shall, unless otherwise required by these bylaws, be decided by a simple majority of the votes duly cast on the resolution; one member one vote per resolution.

6.5 Evidence that Resolution Carried

At any meeting of members, unless a secret ballot is demanded in accordance with bylaw 6.2, a declaration by the Chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

6.6 Voting by Proxy

Voting by proxy is not permitted.

Part 7 – Board of Directors

7.1 Number of Directors on the Board

- a) A Board of Directors who shall be elected from the membership in accordance with bylaw 7.2 shall manage the affairs of the association
- b) There shall be a minimum of seven and a maximum of 15 Directors. The immediate Past-President of the association shall be a Director of the association, unless he or she is unable or unwilling to serve, or unless the members by special resolution decide otherwise.

7.2 Eligibility of Directors

- a) A member of the association is eligible to stand for election as a Director or officer if:
 - i) the member is a member of the association in good standing; and,
 - ii) the member's term, if he or she is elected, will not overlap with the term of a Director to whom he or she is related.

- b) The members of the association may elect a citizen of good standing in the community, who possesses special expertise, but is not a member of any licensee in the association, as a Director-at-Large. The Director(s)-at-Large would be non-voting Directors.

7.3 Term of Director

- a) Directors shall be elected to hold office for staggered terms of two years, with one-half of the number of Directors up for election each year. Provided, however, that of the first set of Directors, a minimum of three, shall be elected for a term of one year (commencing at the close of the annual general meeting and terminating at the close of the next annual general meeting thereafter), a minimum of four Directors shall be elected for a term of two years (commencing at the close of the annual general meeting and terminating at the close of the second general meeting thereafter). At the close of each annual general meeting, a number of Directors (equal to the number whose terms expire at the close of the immediately preceding annual general meeting) shall take up office and shall hold office for terms of two years in order to perpetuate as closely as possible the staggered terms structure set out above.
- b) Members shall determine which of the Directors shall hold the offices of the President, Vice-President, Secretary and Treasurer at the time they elect the Directors. If a vacancy occurs in any of these offices after the election and prior to the next annual general meeting of the association, the Directors may fill the vacancy from amongst themselves.

7.4 Vacancies

If the office or any Director shall be or become vacant more than three months prior to elections of Directors, by reason of the death, resignation, absence, disqualification, termination pursuant to bylaw 7.10, or inability or refusal to act of any Director, then:

- a) if the Director was elected by the members, the Board of Directors shall by resolution appoint a Member to act in the Director's stead until the next election of Directors, at which time the members shall elect a replacement Director who shall hold office for the balance of the term of office of the Director whose office was vacated;
- b) if the Director was appointed by the Directors, the Board of Directors shall by resolution appoint a Member to act in the Director's stead for the remainder of the Director's term.

7.5 Re-Election of Directors

Each and every Director who has served the prescribed two-year term shall retire at the annual general meeting in accordance with the provision of bylaw 7.3 Retiring Directors may be elected to a different Board of Directors position for a further two-year term. Directors may serve on the Board of Directors if elected to different positions for a maximum of three consecutive two-year terms. A Director elected to the maximum of three consecutive two-year terms may seek re-election to the Board of Directors after an absence of two years.

7.6 Powers and Duties of Board

- a) The Board of Directors shall be responsible for conducting all business of the association and may exercise all such powers and do all such acts and things as may be exercised or done by the association that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the association in general meetings, but subject, nevertheless, to the provisions of:
 - i. all laws affecting the association;
 - ii. these bylaws; and,
 - iii. rules, not being inconsistent with these bylaws, which are made from time to time by the association in general meetings.
- b) No rule, made by the association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- c) Acts or proceedings of the Board of Directors are valid if 51 per cent of the Directors vote in favour of the Board motion.

7.7 Delegation of Powers

The Directors may delegate any but not all of their powers to committees consisting of a Director or Directors as they think fit.

7.8 Convening Meetings

The President at any time, but at a minimum of three times per calendar year, may convene a meeting of the Directors.

7.9 Power of Board if a Vacancy

Where there is a vacancy or vacancies on the board, the remaining Directors may exercise all the powers of the board as long as a quorum of the board remains in office.

7.10 Termination of Office

A Director shall automatically be terminated if any of the following events occur:

- a) the Director's terms of office expires in accordance with bylaw 7.3;
- b) the Director is removed from office in accordance with bylaw 7.11;
- c) the Director becomes bankrupt or suspends payment of his or her debts;
- d) the Director is found to be mentally incompetent person or becomes of unsound mind;
- e) the Director is suspended if charged with an indictable offense and terminated if convicted of an indictable offense;

- f) the Director becomes related with another Director; and,
- g) the Director resigns from his or her office by notice in writing to the association. Any such resignation shall be effective at the time it is received by the association or at the time specified in the notice, whichever is later.

7.11 Removal of Directors

- a) The members may, by resolution pass at least 75 per cent of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given in accordance with these bylaws, remove any Director before the expiration of his or her term of office and may, by the majority of votes cast by the members present and entitled to vote at that meeting of members, elect any person to serve in the place of the removed Director until the next annual meeting of the members.
- b) The Directors may expel a Director who is absent without reasonable cause from two consecutive Directors' meetings or from any three Directors' meetings in any 12-month period.
- c) If a member who is expelled from membership in the association or who ceases to be a member in good standing has a representative who is a Director, then that Director is deemed to have resigned as a Director effective at the time the member is expelled or ceases to be a member in good standing.

7.12 Remuneration

No Director shall be paid for serving as a Director but may be reimbursed for actual and reasonable expenses incurred by him or her in the performance of his or her duties as a Director of the association.

Part 8 – Meetings of the Board of Directors and Committees

8.1 Place of Meeting

The Board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

8.2 Holding of Meetings

Any two Directors may at any time convene a meeting of the Board of Directors. The association Secretary (or his/her nominee) shall convene the meeting at the request of any two Directors.

8.3 Notice

- a) Notice of each meeting of the Board, or of any committees of the Board, shall specify the time and place of the meeting, may be mailed, postage prepaid, addressed to each of the Directors (or committee members) and general members, at the registered address of the licensee or may be given to each Director (or committee member) and general members, either personally, by facsimile, by e-mail, or by leaving it at his or her usual business or residential address or registered address of the licensee.
- b) Notices shall be given at least five clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a Director (or committee member) may in any manner and at any time waive notice of a meeting of Directors (or a committee) shall constitute a waiver of notice of the meeting except where a Director (or a committee member) attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notwithstanding the above, it shall not be necessary to give to any Director notice of a meeting of Directors immediately following an annual meeting at which that Director has been elected or notice of meeting of Directors at which that Director was appointed.
- c) The accidental omission to give notice of a meeting of Directors, or the non-receipt of notice by a director, shall not invalidate the proceedings of that meeting.

8.4 Telephone Meetings

The Board of Directors (or members of a committee) may hold meetings by means of conference telephone or any other communication facility whereby all Directors (or committee members) participating in the meeting can hear each other and make themselves heard (a "Telephone Meeting"), provided that all the Directors (or committee members) consent to the holding of a Telephone Meeting. Such consent may be made generally or in respect of a particular meeting. A Director (or committee member) participating in a meeting in accordance with this bylaw 8.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

8.5 Quorum

- a) The Directors (or committee members) may from time to time set the quorum necessary to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Unless so fixed the quorum shall be a majority of the Directors (or committee members) then in office.
- b) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a meeting of Directors when quorum is not present.

8.6 Voting

Each Director (or committee member) shall have one vote. Questions arising at any meeting of Directors (or committee meeting) shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have the deciding vote.

8.7 Written Resolutions

A resolution in writing signed by all the Directors (or all committee members) shall be as valid and effectual as if it had been passed at a meeting of Directors (or committee meeting) duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

8.8 Acts Valid

All acts done at any meeting of Directors (or committee meeting) or by any persons acting as Directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such Directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a Director.

8.9 Rules and Regulations

- a) The Directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the association as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with Terms and Conditions and Policies established by the Commission or any federal or provincial statutes or regulations.
- b) Except to the extent that they conflict with these bylaws, Roberts Rules of Order shall govern if an issue of procedure arises as at any general meeting, committee meeting or Board meeting, of the association.

Part 9 – Officers and Committees

9.1 Officers and Assistants

From time to time the Board shall appoint any other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. One person may hold more than one office. An Officer shall at all times be a Director.

9.2 Removal of Officers

The Board of Directors may, by resolution, remove any Officer of the association.

9.3 Terms of Reference

The terms of reference of the Officers appointed by the Board shall be settled from time to time by the Board.

9.4 President and Vice-President

- a) The President shall be Chair of all meetings of members and of all meetings of the Board.
- b) The President is considered a member of all committees.
- c) During the absence or disability of the President, the Vice-President shall exercise the President's duties. If the Vice-President is also indisposed the duties shall be exercised as may be directed by the Board. The President shall, subject to the authority of the Board, have the responsibility for the general management and direction of the association's affairs.
- c) The Vice-President shall carry out the duties of the President during his or her absence.

9.5 Secretary

The Secretary (or his or her nominee) shall:

- a) give all notice required to be given to association members and Directors;
- b) attend all meetings of the Directors and the association and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and association.
- c) be the custodian of the common seal of the association and of all books, papers, records and other instruments belonging to the association;
- d) conduct the correspondence of the association;
- e) maintain the register of members, and the list of Official Representatives and Alternates;
- f) keep (or cause to be kept) full and accurate books of account which record all receipts and disbursements of the association and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the association (if there is no Treasurer);
- g) provide the Board with an accounting of all transactions of the association and the financial position of the association and report on the financial position of the association to the members at the general meeting of the members (if there is no Treasurer); and,
- h) perform any other duties prescribed from time to time by the Board.

In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

One person who shall be known as the Secretary-Treasurer may hold the offices of Secretary and Treasurer.

9.6 Treasurer

The treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act and directions from the Commission;
- b) keep (or cause to be kept) full and accurate books of account which record all receipts and disbursements of the association and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the association;
- c) provide the Board with an accounting of all transactions of the association and the financial position of the association and report on the financial position of the association to the members at the general meeting of the members; and,
- d) render financial statements to the Directors, members, the Commission and others when required.

9.7 Duty of Other Officers

- a) The Directors may appoint other such Officers, consultants, employees, agents or persons as they think fit, including without limitation, an Executive Director and General Manager for Gaming Operation and, subject to these bylaws, may define the duties, responsibilities, remuneration and authority of such persons. Paid officers may be invited to association and committee meetings as non-voting participants.
- b) The duties of all other Officers of the association shall be set out in their terms of reference or as the Board requires. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the Board otherwise directs.

9.8 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers.

9.9 Committees

- a) The Board may appoint committees consisting of such Director or Directors and such members as they think fit. The Chair of each committee shall be a Director. The Directors may delegate, any, but not all, of their power to committees consisting entirely of Directors. The Directors may not delegate any decision-making authority to any Committee consisting of both Directors and representatives of members who are not

Directors. Such committees may only make recommendations to the Board, and may not make decisions binding on the association.

- b) Each representative of a member of the association who serves on a committee of the association and who is, or whose respective member is, directly or indirectly, interested in a proposed contract or transaction with the association, shall disclose fully and promptly the nature and extent of that interest to each other member of the committee. A representative or member who is so interested shall account to the President of the association for any profit made as a consequence of the association entering or performing the proposed contract or transaction; unless:
- i. the representative discloses his or her interest as required in these bylaws;
 - ii. after his or her disclosure the proposed contract or transaction is recommended by the other members of the committee and approved by the Directors; and,
 - iii. the representative abstains from voting on the committee recommendations or any other approval of the proposed contract or transaction; or
- unless:
- i. the contract or transaction was reasonable and fair to the association at the time it was entered into; and,
 - ii. after full disclosure of the nature and extent of interest of the member in the contract or transaction it is approved by special resolution of the members.
- c) Each representative of a member who wishes to serve on a committee must first disclose to the Directors any conflict of interest or any potential conflict of interest, direct or indirect, which the representative or members has or may have due to the matters considered by such committee, and the Directors may decide that such representative may not serve on such committee or that such member may not have a representative serve on such committee. The Directors may, at any time, remove from a committee any member of such committee who is, directly or indirectly, in a position of conflict of interest with respect to the matter considered by such committee, provided that no member of a committee shall be removed until he or she has been given notice of the proposed action setting out the reason(s) for the proposed action, and an opportunity to be heard by the members at a general meeting.

9.10 Powers of Committees

Every committee constituted by the Board shall have the authorities, powers and discretion which may be delegated to it by the Board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

9.11 Meetings of Committees

- a) Questions arising at any meeting of the Directors or of a committee shall be decided by a majority of votes.
- b) Resolutions proposed at a meeting of the Directors or of a Committee must be seconded and the Chair of a meeting may move or propose a resolution.
- c) In case of an equality of votes, the Chair does not have a second or casting vote.
- d) The Chair of a committee shall be Chair of its meetings; but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee shall choose one of their numbers to be Chair of the meeting.
- e) The members of a committee may meet and adjourn as they think proper.

Part 10 – Registers

10.1 Register of Members

The Secretary shall keep, or cause to be kept, a register on which the names of all members and the list of official representatives and alternates are listed together with the following particulars:

- a) the full name, resident address and telephone (and facsimile) number of each such member;
- b) the date on which the member is admitted as a member and the category of membership;
- c) the date on which any member ceases to be a member;
- d) the dates on which any member is suspended or reinstated to full membership privileges following a suspension; and,
- e) any other information that may be required by the Commission.

10.2 Register of Directors

The Secretary shall keep, or cause to be kept, a register in which the names of the Directors of the association are listed, together with the following particulars;

- a) the full name, resident address and telephone (and facsimile) number of each Director;
- b) the date upon which each Director was last elected or appointed as a Director;
- c) the date on which that Director ceases to be a Director; and,
- d) any other information required from time to time by the Directors or the Commission.

Part 11 – Financial Powers and Use of Seal

11.1 Financial Powers

- a) In order to carry out the purposes of the association, the Directors subject to obtaining any necessary Commission or member approvals, may on behalf of and in the name of the association, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- b) No debenture shall be issued without the sanction of a special resolution, which resolution may refer to a particular issue of debentures or may confer on the Directors a general power to issue debentures for a period not exceeding one year from the date on which the resolution is passed.
- c) The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting, and no such restriction is effective against any person other than a member or a Director of the association.
- d) The Directors may invest the funds of the association only in interest-bearing investment accounts permitted by the Commission which the Directors in their sole discretion consider in the best interests of the association.

11.2 Charge on Property

To raise or secure the payment of any sum of money borrowed by the association in accordance with the bylaw 11.1, the Board may mortgage, pledge, hypothecate and charge all or any part of the property of the association.

11.3 Common Seal

The Board may adopt a common seal which shall be the seal of the association and when required may destroy the seal and substitute a new seal in its place.

11.4 Custody

The seal of the association shall be kept in safe custody by the association Secretary.

11.5 Use of Seal

The seal of the association shall not be affixed to any instrument except as authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the Board, then the seal of the association shall be affixed in the presence of any two Directors of the association.

Part 12 – Indemnification and Liability of Directors

12.1 Directors' Liability

No Director of the association shall be liable for:

- a) the acts, omissions or defaults of any other Director;
- b) any loss or expense incurred by the association by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the association;
- c) the insufficiency or deficiency of any security in or upon which any of the money of the association shall be invested;
- d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the money, securities or other property of the association shall be deposited;
- e) any loss occasioned by any error of judgment or oversight on the Director's part; or,
- f) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director or in relation thereto unless such loss, damage or misfortune happened through the Director's own dishonesty or willful misconduct.

12.2 Indemnification

The association shall indemnify each Director, Officer, former Director or former Officer of the association and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the association, including an action brought by the association, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the association; and,
- b) he or she had reasonable grounds for believing that his or her conduct was lawful.

Part 13 – Notices

13.1 Notice

- a) Any notice required to be given to a member or a Director pursuant to these bylaws shall be sent by prepaid mail or shall be hand delivered as the Secretary (or his or her nominee) deems appropriate to a member of Directors of the association, and if no address is shown in the records of the association, then to the last known address of such member or Director.

- b) Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered by hand as determined by the Secretary (or his or her nominee), provided that the association prepays the cost of such notice.
- c) A notice of a meeting of members shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business will be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.

Part 14 – Auditors and Accounting Records

14.1 Auditors Requirement

The association may have an Auditor.

14.2 Appointment of Auditor

At each annual general meeting of the association, the association may appoint an Auditor to hold office until the auditor is re-appointed or a successor is appointed at the next annual general meeting.

14.3 Remuneration of Auditors

Members at an annual meeting (or the Directors if authorized to do so by the members), shall fix the remuneration of the auditors.

14.4 Removal of Auditor

An Auditor may be removed by an ordinary resolution of the members or by a 75 per cent vote of the Directors.

14.5 Notification of Appointment/Removal

An Auditor must be promptly informed in writing of the his/her appointment or removal as an Auditor.

14.6 Director/Employee Prohibited

A Director or employee of the association must not be the association's auditor.

14.7 Attendance at General Meetings

The Auditor may attend general meetings of the association.

14.8 Annual Audit

The association may be audited annually.

14.9 Financial Year

The financial year of the association shall terminate on a day in each year to be fixed by the Board and the financial statements of the association's affairs for presentation to the members at the annual meeting shall be made up to that date.

14.10 Accounting Records

The accounting records of the association shall be kept at the registered office of the association unless the Directors resolve otherwise.

14.11 Books and Records

- a) Any member and the Commission may inspect the books and records of the association at the office of the association upon giving reasonable notice to the Secretary.
- b) Upon request, members and Directors shall be given copies of any documents open to their inspection upon payment of not more than \$1.00 per page.
- c) On being admitted to membership, a member is entitled to and the association shall give it, without charge, a copy of the constitution and bylaws of the association.
- d) These bylaws shall not be altered or added to except by special resolution.

Dated the _____ day of _____, (year)

Applicants for Incorporation

(Witness Signature)

(Print Name)

(Address)

(Witness Signature)

(Print Name)

(Address)

(Witness Signature)

(Print Name)

(Address)

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