

BY-LAW No. 3

A by-law relating generally to the transaction of the affairs of
Cambridge Gaming Association

(herein called the "Corporation")

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Section 1 - General

1.01 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Ontario Not-for-Profit Act* (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.

1.02 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 By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.03 Seal

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

Section 2 - Members

2.01 Members

Members of the Corporation shall consist of *charities or non-profits that hold a permit* to participate in the Charitable Bingo and Gaming Initiative (under contract with Ontario Lottery and Gaming Corporation) and are assigned to this specific location. Organizations must have a permit issued by the local municipality for participation in the initiative under contract with the Ontario Lottery and Gaming Corporation.

The Board of Directors may reject any Membership application where the applicant has not proven to the satisfaction of the Board of Directors that it holds a valid permit from the municipality.

All Members and any other persons authorized to do so by the Board of Directors shall be entitled to attend any Members' meetings of the Corporation.

Membership shall cease when the Member no longer holds a valid permit.

Each Member shall appoint an individual to be the Member's representative to exercise the powers of that Member on its behalf, including attending and voting at meetings. The Member shall notify the Corporation of the name of the individual and provide his or her contact

information including telephone number and email address and notify of any changes to the representative or the contact information.

2.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or the Member no longer meets the eligibility requirements set out in section 2.01.

A Member whose Membership is terminated for any reason remains liable for the payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to the Membership being terminated.

Section 3 - Members' Meetings

3.01 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 five (5) business days before the annual meeting, with a copy of the approved financial statements, auditor's report, review engagement report or other financial information.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. approval of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- e. election of Directors; and
- f. such other or special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act* so that such item of new business can be included in the notice of annual meeting.

A meeting of the Members may be held entirely by virtual means or by any combination of in-person attendance and virtual means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through virtual means, votes at or attends a meeting of the Members is deemed for the purposes of this *Act* to be present at the meeting.

Proxy votes will be accepted if submitted to the Secretary of the Board at least 5 days ahead in writing.

3.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting. The meeting must be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

3.03 Notice

Subject to the *Act*, not less than fifty (50) days written notice of the annual general meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. For special Members meetings not less than 10 and not more than 50 days written notice shall be given to Members. 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 and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by virtual means. If a person may attend a Members' meeting by virtual means, the notice of the meeting must include instructions for attending and participating by virtual means including, if applicable, instructions for voting by such means.

3.04 Quorum

A quorum for the transaction of business at a Members' meeting is twenty-five percent (25%) of the Members in person or by proxy entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.05 Chair of the Meeting

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

3.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes provided that:

1. Each Member organization shall be entitled to one vote at any meeting.

2. Votes shall be taken by a show of hands and or poll (virtual) among all Members present and the Chair of the meeting, shall have a vote.
3. If there is a tie vote, the Chair of the meeting shall have a second or casting vote.
4. The result of the vote results in a declaration by the Chair of the meeting that a resolution has been carried or lost. 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.

3.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor, or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting.

3.08 Adjournment

Any meetings of the Corporation or the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present at that time.

Section 4 - Notices

4.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be sent by email to the Member's or Director's latest email address as shown in the records of the Corporation.

4.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 5 - Directors

5.01 Number, Eligibility, Election, Term and Procedure

Number:

The activities and affairs of the Corporation shall be managed by a Board of six (6) Directors.

Eligibility:

The affairs of the Corporation shall be managed by a board of Six (6) Directors, elected from the current Membership and throughout the term of office, shall be actively involved with a charity or non-profit holding a valid permit in that Charitable Gaming Centre. **Each charity or non-profit holding a valid permit in the Charitable Gaming Centre may provide a maximum of one representative of their organization to be nominated, elected or appointed as a Director of the Corporation at any one time. For clarification, if an individual represents or is involved with more than one charity or non-profit all those organizations are deemed to be represented.**

Election:

The Directors shall be elected by the Members at each succeeding annual meeting. Directors shall be elected to fill a position for any Director whose term of office is expiring and for any vacancy for the remainder of the term. If successor Directors are not elected by the voting Members when required hereunder, then each Director whose term may have otherwise ended shall remain in office until the election of his successor by the voting Members.

Term:

The term of office of the Directors shall be from the date of the meeting at which they are elected until the third annual meeting following the Director's election or until their successors are elected or appointed. The voting Members shall in each year elect two (2) Directors to the Board of Directors to hold office for a term expiring on the date of the **third annual** meeting of Members following such Director's election and to fill any vacancy for the remainder of the term of that vacant position that had not been filled by the Board under section 5.03.

Directors may stand for re-election after their term expires.

Procedure for Election of Directors:

The Board of Directors shall in each year, at least fifty (50) days before the Election Date, notify each member that nominations are being invited for the election of Directors. Any nominations delivered by a member shall be delivered to the Secretary of the Corporation no later than thirty (30) days following delivery of such notification to the Members, which nominations shall bear the authorized signatures of at least three (3) different (charity) Members. Nominations are not taken at the meeting.

At any election of Directors, whether at an annual meeting of Members or a meeting of Members called for such purpose, the candidate seeking election as a Director who receives the most votes

from the voting Members shall be declared elected a Director of the Corporation; and in the event of a tie, the Chairman of the meeting shall have a second or casting vote.

5.02 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d. if the Director is no longer eligible to be elected or appointed as a Director under Section 5.01; or
- e. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

5.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. A quorum of Directors may fill a vacancy among Directors;
2. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
3. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, 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 or if there are no Directors in office, the meeting may be called by any Member.

5.04 Committees

There shall be an Executive Committee comprised of the President, Vice-President, Treasurer, and Secretary *as selected or elected by the Board of Directors*. The Executive Committee shall exercise such powers as are authorized by the Board of Directors and shall be authorized to make substantive decisions if there is not sufficient time to convene a meeting of the Board of Directors. Such decisions shall be brought before the next meeting of the Board of Directors for ratification. Executive Committee Members shall receive no remuneration for serving as such.

Meetings of the Executive Committee shall be held at any time and place to be determined by the Members of such committee, provided that two (2) days notice of such meeting has been given by telephone or email.

Additionally, the Board may establish any additional committee it deems necessary for its responsibilities. The Board will determine the composition and scope of the committee and may dissolve it at any time by resolution.

5.05 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. provided that the amount of any such reimbursement is considered reasonable by the Board and in compliance with the conflict-of-interest provisions of the *Act*.

Section 6 - Board Meetings

6.01 Calling of Meetings and Notice

Board meetings are only open to Directors. The Board may invite guests for specific information. Fifty percent (50%) plus one of the currently serving Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors shall hold no fewer than four (4) meetings per year and may hold its meetings at such place or places as it may from time to time determine. Notice of such meetings shall be emailed to each Director not less than *two (2) days* before the meeting is to take place. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Meetings of the Directors may be called by the President or Vice-President or Secretary on the direction of the President or Vice-President or any two Directors at any time and any place on notice as required by this By-law.

6.02 Regular Meetings

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

6.04 Chair

The Chair (President) shall preside at Board meetings. In the absence of the President or Vice-President, the Directors present shall choose one of their number to act as the Chair.

6.05 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 have a second or casting vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.06 Participation by Telephone or Virtual Means

A meeting of Directors may be held entirely by telephone or virtual means or by any combination of in-person attendance and telephone or virtual means, provided that all persons attending the meeting can communicate with each other simultaneously and instantaneously. A person who, through telephone or virtual means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.

Section 7 – Financial and Contracts

7.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. All financial transactions must be signed or authorized by two officers of the Board.

7.02 Financial Year

The fiscal year of the Corporation shall be April 1st to March 31st each year.

7.03 Distribution of Funds

The Corporation acts as an agent for the permittees holding and distributing funds which belong to the permittees. The Corporation must not retain any portion of the permittees' disbursement for its purposes other than what is allowed by the Ontario Lottery and Gaming Corporation (through Ontario Charitable Gaming Association) or for administrative purposes or other approved purposes on a cost recovery basis. The Corporation shall distribute funds to Members of the Corporation in accordance with a Member's active permit.

7.04 Agents and Employees

The Board of Directors may engage any agents through contracts and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and perform the duties prescribed by the Board.

The remuneration for any agents or employees shall be fixed by the Board by resolution.

7.05 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Secretary, and Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. 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 Corporation to be a true copy thereof.

Section 8 - Officers

8.01 Officers

The Board shall appoint from among the Directors a President (Chair), a Vice-President, a Treasurer and a Secretary following the annual meeting of the Corporation.

8.02 Office Held at Board's Discretion

An Officer shall hold office until:

- a. their term is up, and the Officer's successor has been appointed by the Board;
- b. the Officer's resignation or death; or
- c. removal by a resolution of the Board.

8.03 Duties

Officers shall be responsible for the duties assigned to them and they may not delegate to others the performance of any or all of such duties.

8.04 Duties of the President/Chair/Vice-President

The President shall, when present, preside (Chair) at all meetings of the Members of the Corporation and the Board of Directors. The President shall also be charged with overseeing the general

management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and contracts. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

8.05 Duties of the Treasurer

The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account are kept and that all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors are deposited. He or she shall oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors and shall ensure that regular financial reporting on the financial position of the Corporation occurs to the Board of Directors. He or she shall perform such other duties as may from time to time be determined by the Board of Directors.

8.06 Duties of the Secretary

The Secretary shall be *ex officio* clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and Executive Committee and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to Members and Directors. He or she shall be the custodian of the seal (if there is one) of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

Section 9 - Protection of Directors and Others

9.01 Protection of Directors and Officers

Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Director, Officer or Committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property

acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 Corporation 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 Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

The Corporation must purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may determine.

Section 10 - Conflict of Interest

10.01 Conflict of Interest

A Conflict of Interest must be declared and entered in the minutes as required by the Act by any Director or Officer who:

- a. is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- b. is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

Except as provided by the Act, no such Director shall attend **any part of a meeting** of Directors during which the contract or transaction is discussed or voted on with any resolution to approve any such contract or transaction.

If no quorum exists to vote on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (10.01), the remaining directors are deemed to constitute a quorum for voting on the resolution.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Ontario Not-For-Profit Act* amend, repeal and replace this By-law followed by subsequent approval by the Members.

11.02 Repeal

Upon this by-law coming into force, all of the provisions of By-Law No. 2 of the Corporation are repealed, provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

EFFECTIVE DATE

This by-law shall come into force and be effective when confirmed by the Members of the Corporation entitled to vote at the Members' meeting duly called for that purpose.

ENACTED by the Board of Directors pursuant to the *Ontario Not-for-Profit Act* this 27 day of May 2024.

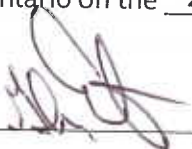


PRESIDENT



VICE-PRESIDENT, SECRETARY OR TREASURER

THE FOREGOING BY-LAW NO. 3 was confirmed by the majority of votes cast by the Members pursuant to the *Ontario Not-for-Profit Act* at a meeting called for considering the by-law held in Ontario on the 25 of September 2024.



PRESIDENT



VICE-PRESIDENT, SECRETARY OR TREASURER