



## GAMING SECURITY PROFESSIONALS OF CANADA - BYLAWS -

### Section I

#### NAME OF THE ASSOCIATION

The name of the association is Gaming Security Professionals of Canada herein referred to as “GSPC”.

#### INCORPORATION

The GSPC is incorporated in the Province of Quebec with Articles of Incorporation held by Loto-Quebec.

#### BUSINESS PROFILE

The GSPC operates as a not-for-profit organization. For record keeping and taxation purposes, the GSPC’s fiscal year will be the period of January 1 to December 31.

### Section II

#### PURPOSE

The purpose and objectives of the GSPC are:

- 1) To promote and encourage the exchange of ideas, information, experience, methods, processes and best practices related to security in the gaming industry.
- 2) To facilitate the collection and distribution of data, ideas, knowledge, methods and techniques related to security in the gaming industry.
- 3) To establish a code of ethics for its members and encourage observance of same.
- 4) To conduct an annual General Meeting for its members.
- 5) To host educational sessions by providing guest speakers, presentations and lectures in order to foster, encourage and promote discussion on cross jurisdictional issues and matters of common interest.

“Gaming industry” means the industry involved in providing “lottery schemes” as defined by the Criminal Code of Canada and includes games of chance provided under the jurisdiction of a provincial government in Canada.

### Section III

## MEMBERSHIP CRITERIA

### 1.0 Membership Categories

1.1 The GSPC will maintain three categories of membership:

a) Member – a person meeting the membership requirements of a “member” and who will have voting privileges;

b) Alumni Member – a person no longer meeting the membership requirements of a “member” and who will not have voting privileges; and.

c) Corporate Member – is a person, company or organization with a mandate to support security related activities in the gaming industry and which does not have voting privileges

### 2.0 Membership Requirements

2.1 To be a member of GSPC, a person must be employed in a security-related function by a provincial governmental gaming organization, or by a commercial gaming operator under contract to a provincial governmental gaming organization.

2.2 A “security-related function” includes, but is not limited to:

Physical security  
Information security  
Surveillance  
Investigations  
Compliance  
Risk management

2.3 Membership may also be granted to persons who work for commercial operators licensed by a provincial gaming regulator to operated gaming premises/deliver gaming products when that person is employed in a security-related function and the commercial operator is a permanent business with regular hours of operation.

2.4 Alumni membership may be granted to members who cease to be employed in accordance with clauses 2.1 and 2.3.

### 3.0 New Membership Requests

3.1 New members must be nominated or endorsed by a current member of the GSPC.

3.2 Candidates for member status or their nominators are required to submit a written request to the Chair of the Membership Committee providing details with respect to the organization with which he/she is employed, current job title and scope of responsibilities, and the name and signature of their nominator. An electronic submission from the candidate's email address will be deemed to be a "signature".

3.3 A former member who did not become an "alumni member" at the time they ceased to be a "member", may submit a written request for Alumni membership to the Chair of the Membership Committee.

3.4 A person, company or organization seeking corporate member status is required to submit a written request to the Chair of the Membership Committee providing details with respect their name; the name of the company or organization, if applicable; a description of how their activities support security related activities in the gaming industry; contact information of the individual submitting the letter; the name and signature of their nominator. An electronic submission from the person or a responsible person on behalf of the company or organization email address will be deemed to be a "signature".

3.5 The Membership Committee will review membership requests and confirm acceptance/denial not more than 30 days following the submission for membership.

3.6 New membership requests are approved based on the criteria noted above, with a majority vote among the Committee.

### Section III

#### TERMINATION OF MEMBERSHIP

##### 4.0 Resignation

4.1 Any member or alumni member may resign at any time from the GSPC by giving written notice to the Chair of the Membership Committee. Such resignation is effective at the time specified therein or, if not specified, upon receipt thereof.

##### 5.0 Termination of Employment

5.1 When a member terminates their employment with the organization for which their membership is based, their membership will terminate immediately.

## 6.0 New Employment Position within Same Employer

6.1 In the event that a member transfers or is promoted to another position within the employ of the organization for which their membership is based and their new position is not a security-related function, their status as a “member” shall cease immediately and the person may apply for “alumni member” status by submitting a request under section 3.2.

6.2 It is the responsibility of the member to advise the Chair of the Membership Committee of any change in their employment status.

## Section IV

### MEMBERSHIP FEES

#### 7.0 Annual Membership Fee(s)

7.1 The GSPC is a non-profit association; however the Board of Directors may set an annual membership fee(s) to cover administrative, technical, and organizational costs. Such membership fee(s) may be different for different categories of membership.

## Section V

### BOARD OF DIRECTORS

#### 8.0 Board Composition

8.1 The Board of Directors will be comprised of a President, and up to five Vice-Presidents, one of which will be the Secretary-Treasurer.

8.2 Elected members of the Board of Directors will take office effective the day of their election.

8.3 GSPC will strive to maintain a Board composition that has representation from all regions of Canada, as well as public sector and private sector organizations.

#### 9.0 Election of Board Members

9.1 Board members will be elected at the Annual General Meeting as set out in clause 21.0.

#### 10.0 Term of Office

10.1 Elected members of the Board of Directors take office for three (3) years and until the election of their successor.

10.2 A vacancy on the Board occurring within the term of office may be filled for the unexpired portion of the term by a GSPC member by a vote of the Board members present at a Board meeting in accordance with article 11.3.

## Section VI

### ROLES AND RESPONSIBILITIES

#### 11.0 Board of Directors

11.1 The Board of Directors is responsible for providing the overall leadership to the GSPC and ensuring that Committees of the Board fulfill their mandates.

11.2 The Board of Directors must have a minimum of three (3) Board members present, in person or electronically, to constitute a quorum of the Board.

11.3 When a vote is required during a Board Meeting, the position taken by the majority of the Board members' voting will determine the outcome . The President's vote will break a tie.

11.4 The Board may meet "in camera" to discuss personnel and financial matters.

11.5 The Board may, on its own motion, hire or engage paid or unpaid employees or volunteers to assist the Board in achieving the mandate of the GSPC.

#### 12.0 President

12.1 The President shall chair all meetings of the Board of Directors, the Annual General Meeting and any other meetings held for the general membership.

12.2 The President (or designate) is the official spokesperson for the GSPC.

#### 13.0 Secretary-Treasurer

13.1 The Secretary-Treasurer (or designate) is responsible for the distribution of agendas, and taking, recording, maintaining and disseminating the minutes of the Board of Directors, the Annual General Meeting and any other meetings held of the general membership.

13.2 The Secretary-Treasurer will administer and report on all votes conducted at the Annual General meeting.

13.3 The Secretary-Treasurer will maintain the GSPC's bank account, if any, and ensure that all cheques issued by the GSPC are co-signed by the Secretary-Treasurer and another member of the Board of Directors.

## Section VII

### BOARD COMMITTEES

#### 14.0 Governance Committee

14.1 The Governance Committee will be chaired by a vice-president.

14.2 The Governance Committee is accountable for:

- a) Drafting and producing the GSPC's bylaws and regulations;
- b) Reviewing articles or specific demands concerning governance, as requested;
- c) Administering the GSPC's incorporation and legal obligations and demands; and,
- d) Reporting annually to the Board of Directors.

#### 15.0 Membership Committee

15.1 The Membership Committee will be chaired by a vice-president.

15.2 The Membership Committee is accountable for:

- a) Identifying ways to increase the membership of the GSPC;
- b) Recommending membership initiatives to the Board of Directors;
- c) Recommending membership criteria to the Board of Directors;
- d) Receiving, approving and/or denying new membership submissions;
- e) Terminating memberships in accordance with the GSPC bylaws;
- f) Recommending a membership fee(s) to the Board of Directors ; and,
- g) Reporting annually to the Board of Directors.

#### 16.0 Education Committee

16.1 The Education Committee will be chaired by a vice-president.

16.2 The Education Committee is accountable for:

- a) Coordinating relevant educational presentations for the Annual General Meeting and any other meetings as directed by the Board of Directors;
- b) Assisting with the agenda preparation for the Annual General meeting;

- c) Liaison with the host of the Annual General Meeting to coordinate sponsor presentations and host presentations, if any;
- d) Seek input from the Board of Directors and membership to determine the focus of educational/training opportunities;
- e) Reporting annually to the Board of Directors.

#### 17.0 Communication Committee

17.1 The Communication Committee will be chaired by a vice-president.

17.2 The Communication Committee is accountable for:

- a) Reporting to and submitting to the Board all articles for publication, whether in electronic format, hard copy or otherwise, that will require Board approval before publishing;
- b) Working co-operatively with the Membership Committee to ensure that all members are kept current with GSPC updates;
- c) Providing communication to GSPC members. An updated membership list will be maintained and provided by the Membership Committee ;
- d) Providing information on behalf of the GSPC for use by the GSPC website or other media including Board updates, Committee updates, meeting minutes, Annual General Meeting updates, new business, etc.;
- e) Ensuring that all forms of communication are published in a professional manner in keeping with the utmost integrity of the GSPC;
- f) Reporting annually to the Board of Directors.

#### 18.0 Sub-Committees

18.1 The Board may establish sub-committees or workgroups to address current issues or matters of common interest.

### Section VIII

#### MEMBERSHIP MEETING

##### 19.0 Notification of Meeting

19.1 At least once per year, the President will call a general meeting of the membership.

19.2 The Secretary-Treasurer will issue a written notification to the membership inviting attendance at the meeting not less than thirty (30) days and not more than six (6) months before the date of the meeting.

19.3 The meeting notice shall specify the date, location, the time of the meeting

19.4 The meeting notice will be forwarded to a member's email address as contained in the GSPC records and posted on the GSPC website.

## 20.0 Agenda

20.1 Any member may request a business item be included in the agenda by forwarding the request, in writing, to the Secretary-Treasurer at least thirty (30) days before the meeting.

20.2 The Secretary-Treasurer will provide the Board of Directors with a proposed agenda. The Board of Directors will vote to accept or modify the agenda of the meeting.

20.3 The Secretary-Treasurer will distribute the approved meeting agenda, including any resolutions and/or bylaw amendments to be considered, to the membership at least fifteen (15) days before the meeting. An addendum to the agenda will note any proposed item(s) not approved for the agenda.

20.4 In the event that a member's item(s) is not included in the agenda, the member may bring the item forward at the membership meeting in the "New Business" portion of the agenda for a determination by the membership as to whether the item(s) will be discussed.

20.5 In the event that a resolution and/or bylaw amendment is received and approved by the Board after the meeting notice has been disseminated, the Secretary-Treasurer will issue a revised agenda.

## Section IX

### VOTING

#### 21.0 Election of Board Members

21.1 Where more than one member has accepted a nomination for a vacancy on the Board of Directors, a secret ballot vote election will be conducted. Unless otherwise indicated by the Board of Directors, the election will take place during the Association's Annual General Meeting.

21.2 The member receiving the highest number of votes for the position shall be declared elected to the position.

21.3 In the event of a tie vote between the top two candidates, a runoff election will be conducted.



21.4 In the event of a tie vote with only two candidates remaining, the existing Board of Directors shall break the tie by holding a secret ballot vote on the same day of the election. The President's vote shall break a tie among the Board of Directors.

## 22.0 Resolutions of the Association

22.1 The membership may determine that it wishes to adopt resolutions which support matters relevant to the GSPC's mandate.

22.2 Resolutions will be voted on by the Membership at a duly constituted meeting.

22.3 A member wishing to put forward a resolution for consideration by the membership may do so by forwarding the written resolution to the Secretary-Treasurer thirty (30) days prior to the meeting.

22.4 The written resolution will include the name and signature of the member proposing the resolution as well as the name and signature of one other member.

22.5 The Secretary-Treasurer will ensure that the resolution is contained in the meeting agenda.

22.6 The Board of Directors does not have the discretion to reject a resolution from the agenda of the meeting when it is properly put forward by a member.

22.7 Voting on a resolution will be done by:

- (a) A show of hands by those attending the meeting in person, or
- (b) Verbal confirmation among those attending the meeting via telephone, or
- (c) Secret ballot if requested by a member attending the meeting, or
- (d) Polling the members when the meeting is held electronically

## 23.0 Bylaw Amendments

23.1 Amendments to the GSPC bylaws will be voted on at a duly constituted meeting of the Membership.

23.2 A member wishing to put forward a bylaw amendment for consideration by the membership may do so by forwarding a written notice to the Secretary-Treasurer thirty (30) days prior to the meeting.

23.3 The written notice will include the current bylaw wording, the proposed wording, the rationale for the change, the name and signature of the member proposing the amendment, as well as the name and signature of one other member.

23.4 The Secretary-Treasurer will ensure that notice of the bylaw amendment is contained in the meeting agenda.

23.5 The Board of Directors does not have the discretion to reject a bylaw amendment from the agenda of the meeting when it is properly put forward by a member.

23.6 The Board of Directors may propose a bylaw amendment upon its own motion. The Board will notify the Secretary-Treasurer who will include the notice of the bylaw amendment in the meeting agenda as set out in clause 23.4.

23.7 Voting on a bylaw amendment will be done by a show of hands of those physically present, unless a secret ballot is requested by a member attending the meeting in which the vote is taking place, or by polling the members when the meeting is held electronically.

## Section X

### LANGUAGE

#### 24.0 Official Languages

24.1 The official languages of the GSPC are French and English.

24.2 Documents generated by the GSPC may be available in either French or English and available in the other language upon request.

## Section XI

### PRIVACY & CONFIDENTIALITY

#### 25.0 Membership Information

25.1 The GSPC will not disclose its membership list to other organizations, unless required to do so by law.

#### 26.0 Confidentiality Policy

26.1 The Gaming Security Professionals of Canada encourages open communication and the exchange of information between association members. As a result, members may be exposed to information considered sensitive, confidential, privileged and/or proprietary in nature.

26.2 All information, materials and reports obtained through GSPC membership, including but not limited to; information shared at Annual General Meetings, information posted in the members only section of the GSPC website, and all other member only correspondence is considered confidential unless otherwise stated. Association members shall maintain confidentially and shall not disclose such information without expressed permission from the information provider or as required by law. Members shall safeguard all GSPC records,

materials and information from improper or unauthorized access. Members are expected to return or destroy all confidential information at the time their GSPC membership ceases.

26.3 A breach of the Confidentiality Policy may result in GSPC membership revocation.