



GAMING SECURITY PROFESSIONALS



PROFESSIONNELS EN SÉCURITÉ DU JEU DU CANADA

BYLAWS

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 the “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 and conduct 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 will have one vote.

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 operate 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.
- 2.5 Corporate Membership may be granted to those organizations in good standing which supply or intend to supply goods and services to the Canadian gaming industry.

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 The Membership Committee will review membership requests and confirm acceptance/denial not more than 30 days following the submission for membership.
- 3.5 New membership requests are approved based on the criteria noted above, with a majority vote among the Committee.
- 3.6 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; 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". Corporate Membership requires approval of the Board of Directors.

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 unless they are continuing their employment in a qualified organization and position.

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. “Alumni Member” status may be granted by the Board of Directors where appropriate.
- 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 Members or Alumni Members who will fill the positions of one President, and up to five Vice-Presidents. The Board will appoint one of the Vice Presidents to 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. No more than two (2) Board members will be from the same jurisdiction/province or organization, unless there would otherwise be insufficient nominees available to fill the Board vacancies.

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 or Alumni 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 A majority of the Board Members, in person or electronically, must be present to constitute a quorum of the Board. Vacancies on the Board of Directors shall not be included when establishing the requisite quorum.
- 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 will have a second vote to break a tie when required.
- 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 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 at least two members of the Board of Directors.
- 13.4 The Board of Directors may designate another Board Member to fulfill certain responsibilities of the Secretary-Treasurer during his or her absence as may be required to ensure there is continuity in the governance and administration of the GSPC.

Section VII

BOARD COMMITTEES

14.0 Committees of the Board of Directors

- 14.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.
- 14.2 Any committee member may be removed by resolution of the Board of Directors.
- 14.3 Established committees will be chaired by a Vice President who will be accountable for fulfilling their committee's mandate.

15.0 Sub-Committees and Workgroups

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

Section VIII

MEMBERSHIP MEETING

16.0 Notification of Meeting

- 16.1 At least once per year, the President will call a general meeting of the membership.
- 16.2 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.
- 16.3 The meeting notice shall specify the date, location, and the time of the meeting
- 16.4 The meeting notice will be forwarded to a member's email address as contained in the GSPC records and posted on the GSPC website.

17.0 Agenda

- 17.1 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.
- 17.2 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.
- 17.3 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.
- 17.4 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.
- 17.5 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

18.0 Election of Board Members

- 18.1 The Board will determine if nominees are eligible based on jurisdiction/province or organizational representation in accordance with section 8.3. If there is only one eligible nominee for each vacancy, the Board shall fill the vacancies by acclamation and will report such details to the membership.
- 18.2 If there is more than one eligible nominee from the same jurisdiction/province or organization, a preliminary secret ballot vote election will be conducted amongst those members to determine who may stand for the Board election.
- 18.3 Where more than one eligible nominee remains after the preliminary election, a secret ballot vote election will be conducted to determine which nominees will fill the Board vacancies.
- 18.4 Unless otherwise indicated by the Board of Directors, the election will take place during the Association's Annual General Meeting.

- 18.5 The member receiving the highest number of votes for the position shall be declared elected to the position.
- 18.6 In the event of a tie vote between the top two candidates, a runoff election will be conducted.
- 18.7 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.
- 18.8 The Board may determine that certain segments of the membership will be under represented at the time of the vote owing to travel restrictions or other extraordinary circumstances. In this case, the Secretary-Treasurer may be authorized to institute a system to allow for vote by proxy, or by telephonic or electronic means, as appropriate for the circumstances.

19.0 Resolutions of the Association

- 19.1 The membership may determine that it wishes to adopt resolutions which support matters relevant to the GSPC's mandate.
- 19.2 Resolutions will be voted on by the Membership at a duly constituted meeting.
- 19.3 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.
- 19.4 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.
- 19.5 The Secretary-Treasurer will ensure that the resolution is contained in the meeting agenda.
- 19.6 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.
- 19.7 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

20.0 Bylaw Amendments

- 20.1 Amendments to the GSPC bylaws will be voted on at a duly constituted meeting of the Membership.
- 20.2 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.
- 20.3 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.
- 20.4 The Secretary-Treasurer will ensure that notice of the bylaw amendment is contained in the meeting agenda.
- 20.5 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.
- 20.6 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.
- 20.7 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

21.0 Official Languages

- 21.1 The official languages of the GSPC are French and English.
- 21.2 Documents generated by the GSPC may be available in either French or English and available in the other languages upon request.

Section XI

PRIVACY & CONFIDENTIALITY

22.0 Membership Information

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

23.0 Confidentiality Policy

23.1 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.

23.2 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.

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

Section XII

CODE OF ETHICS & CONDUCT

24.0 IN THE DESIRE TO PRESERVE A VERY HIGH LEVEL OF PROFESSIONALISM AND TO SUPPORT OUR THREE PILLARS; SECURITY, INTEGRITY, AND RESPONSIBILITY, THE GAMING SECURITY PROFESSIONALS OF CANADA (GSPC) HAS ADOPTED THE FOLLOWING CODE OF ETHICS & CONDUCT, AND

MANDATES ITS CONSCIENTIOUS OBSERVANCE AS A BINDING CONDITION OF MEMBERSHIP IN THE ASSOCIATION.

24.1 Statement of Commitment & Personal Conduct

All members of the GSPC must be committed to conducting business with the highest standards of integrity and personal conduct. Board members are expected to represent the best interests of the membership. Honesty, integrity and respect for others in personal conduct under all situations are essential to the Association and its members. In this regard, we commit to:

- Communicating in an open and honest way with each other and our industry colleagues, characterized by courtesy and good faith;
- Creating a positive and collaborative environment where different views are appreciated and criticism is constructive and delivered with sensitivity;
- Striving for excellence in all that we do;
- Supporting and advancing the interests of the GSPC and the gaming security profession, and respecting the rights and professional aspirations of our colleagues; a member shall not maliciously injure the professional reputation of colleagues, members or employers;
- Not knowingly release false or misleading information or participate in the release of such information.

24.2 Confidentiality

Members must maintain the highest standards of confidentiality in accordance with the Confidentiality Policy detailed in the Association by-laws, subsection 26.0.

24.3 Conflict of Interest

Members must avoid any conflict of interest regarding their responsibility to, or affiliation with the Association. A conflict of interest may include, among other things, personally benefiting financially or materially from an Association activity.

24.4 Any Board member or other Association member with the ability to influence the actions of the GSPC is committed to the following:

- Acting in the best interests of the Association and avoiding situations where their personal interests or relationships interfere with acting in good faith on behalf of the GSPC;
- Not engaging in activities that are in conflict with the interests of the Association and that may negatively impact its reputation;
- Shall not knowingly take any action or make any statement to influence decisions of the GSPC that would result in financial benefit for themselves, their immediate family or any organization in which they or their immediate family members have a significant interest;
- Disclosing all known conflicts or potential conflicts of interest in any matter before the Board of Directors or any committee upon which they serve;
- Withdrawing from any discussion, review and voting in connection with matters that may constitute a conflict of interest.

24.5 Compliance with the Laws

Board members, committee members, and all other Association members with working assignments on behalf of the GSPC shall perform professional duties in accordance with applicable federal, provincial and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.

24.6 Gifts or Honoraria

It is not permissible for Association members to accept gifts, gratuities, excessive favours or personal rewards intended to influence the association's decisions or activities.

24.7 GSPC Website and Forums

The GSPC Website and Forums are setup to provide insight to our organization and also acts as an information exchange to support best practices in the areas of gaming security and surveillance.

This website was established and is maintained by the GSPC in accordance with its mandate to support the safety, security and integrity of the Canadian gaming industry.

The GSPC's intent is to provide all participants on the forums with an informative, friendly and safe experience. Accordingly, all site users must comply with this Code of Ethics & Conduct in any contributions they make. By engaging with the forums members accept and agree to abide by this Code of Conduct. Contributions refer to any message, comment or material posted or uploaded to the forums, including any text, photographs, graphics, video or audio material.

Users of the forum will refrain from:

- Sending offensive or harassing material to other users;
- Publishing defamatory and/or knowingly false material about any person, other users or entities;
- Publishing or otherwise revealing confidential information, including financial information and information relating to members, business partners and industry colleagues.
- Introducing or exposing the forums to any form of malicious software into the community.
- Plagiarizing or violating copyright, database, trademark, trade secret, privacy, personal or proprietary rights of any kind.
- Publishing anything containing unlawful, objectionable, disruptive, offensive, harassing, threatening, defamatory, obscene, abusive, hateful, inflammatory, profane, racially offensive, sexually offensive, or religiously offensive content.

Users who violate these rules may be banned from further participation in the forums and additionally may have their GSPC membership revoked.

24.8 Disclosure of Breaches

Known or possible breaches of the Code of Ethics should be disclosed to a Board member and will be investigated promptly and fairly. Once investigated, appropriate action will be taken if required including GSPC member revocation.

Retaliation against the individual(s) who discloses the possible breach in good faith will be treated as a separate breach of the Code.