

**Bylaws of the
International Association of Gaming Regulators, Inc.
("IAGR")**

ARTICLE I
NAME AND OBJECTIVES

Section 1.1 Name

The name of the association shall be the International Association of Gaming Regulators, Inc. ("IAGR").

Section 1.2 Objectives

The objectives of IAGR shall be to advance the effectiveness and efficiency of gaming regulation by providing:

- (1) A forum through which gaming regulators across the globe can exchange views, education, information and best practices, and meet, normally at least annually, to discuss policy issues among themselves and with representatives of the gaming industry;
- (2) A means of fostering cooperation and collaboration between gaming regulators in the performance of their official duties; and
- (3) A central point of contact for inquiries from governments, gaming regulatory agencies and personnel, and representatives of the gaming industry.

ARTICLE II
POWERS

Section 2.1 Powers

The Association has the following powers:

- (1) The association has the powers of an individual.
- (2) The association may, among other things:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) charge for services and facilities it supplies; and
 - (d) do other things necessary to be done in carrying out its affairs.

ARTICLE III MEMBERSHIP

Section 3.1 Membership Classes

The membership of the IAGR shall consist of Jurisdictional, Ordinary, Associate, Reciprocal and Honorary Members. The Qualifications for, and limitations on, each class of membership are set out below.

A. Jurisdictional Membership

- (1) Any Qualifying Agency (that is, any Government Regulatory Body, Commission or statutory body that is responsible for regulating the gaming industry within its jurisdiction) may apply for Jurisdictional membership. For the avoidance of doubt, each state or province within a country may be considered a jurisdiction. Where there is more than one (1) Qualifying Agency within a jurisdiction, each of these Qualifying Agencies may be admitted as a Jurisdictional Member, and be entitled to exercise a Jurisdictional Vote.
- (2) A Qualifying Agency shall be eligible for Jurisdictional membership of IAGR if: (i) the prescribed membership fee is paid; and (ii) such Member is in compliance with the applicable provisions of these Bylaws.
- (3) Such Jurisdictional membership confers on the Qualifying Agency recognition as a Jurisdictional Member of IAGR and carries with it the privilege of exercising a Jurisdictional Vote.
- (4) Each Jurisdictional membership is entitled to nominate five (5) Ordinary members whose fees shall be treated as part of the Jurisdictional Membership fee. Any additional Ordinary Members must pay an individual Ordinary Membership fee.
- (5) Every Jurisdictional membership application shall designate one of the Qualifying Agency's Ordinary Members as the representative who shall exercise the Jurisdictional Vote and be the authorized representative for that Jurisdictional Member (the "Jurisdictional Representative").
- (6) The Jurisdictional Representative may vote on all matters under these Bylaws requiring a Jurisdictional Vote.
- (7) Each Jurisdictional Representative may:
 - (a) designate another Ordinary Member to exercise the Jurisdictional Vote;
or
 - (b) designate another Ordinary Member from that Jurisdiction to be the Jurisdictional Representative.

Such designations must be notified in writing to the Secretary, with copies to Ordinary Members in that jurisdiction, not less than forty-eight (48) hours before each annual or other meeting of IAGR. For the designation to be effective, the designation is to be received by the Secretary at least twenty-four (24) hours before the meeting.

- (8) A Jurisdictional Member may replace its Jurisdictional Representative by notifying the Secretary in writing, together with copies to all Ordinary Members of that Jurisdiction.

B. Ordinary Membership

- (1) Ordinary membership of IAGR is only open to an employee or appointed or elected representative of a qualifying agency. For the avoidance of doubt, this category will not include those engaged in or acting as a contractor in a consultative capacity.
- (2) Any individual described in Section B(1) of this Article shall be eligible for Ordinary membership of IAGR, if (i) the Qualifying Agency with which such person is affiliated is a Jurisdictional Member, (ii) the prescribed membership fee is paid (whether as part of the fee for Jurisdictional Membership or, in the case of Ordinary Members in excess of five (5), by separate membership charge); and (iii) such person is in compliance with the applicable provisions of these Bylaws.
- (3) Ordinary Members shall have the right to attend and be heard at the Annual General Meeting and any Special General Meeting of IAGR, to access the IAGR "regulators only" section of the IAGR website, to attend "regulators only" sessions of IAGR sponsored conferences, and to Members' rates for conference fees.

C. Associate Membership

- (1) Associate membership is open to former regulators and entities and individuals within, or affiliated with, the gaming industry that the Board of Trustees has determined have demonstrated appropriate interest in or contributions to the objectives of IAGR as set forth in Article I, Section 1.2 of these Bylaws.
- (2) A person no longer eligible for Ordinary membership may apply to be an Associate Member of IAGR.
- (3) Applicants for Associate membership must be "suitable". The Board of Trustees, in its sole discretion, will determine suitability. To this end, the Board of Trustees may make due inquiries concerning such applicants of the regulators of any jurisdiction or such other entities and persons as the Board of Trustees determines in its sole and absolute discretion.
- (4) Associate membership shall have only such privileges as the Board of Trustees determines from time to time.
- (5) Associate membership will ordinarily not be granted access to the "regulators only" platforms and events, including the "regulators only" part of the IAGR website, "regulators only" sessions at the IAGR Annual or other conferences, and Annual or other meetings of IAGR.
- (6) Associate Members are not be eligible to serve on the Board of Trustees.
- (7) An Associate Member must pay the prescribed membership fee and comply with the applicable provisions of these Bylaws.

D. Reciprocal Membership

- (1) A Reciprocal Member must be an incorporated association of good standing whose objectives promote integrity in the gambling industry and the entity has a role compatible with IAGR.
- (2) Applicants for Reciprocal Membership must be "suitable." The Board of Trustees, in its sole discretion, will determine suitability. To this end, the Board of Trustees may make due inquiries concerning such applicants of the regulators of any jurisdiction or such other entities and persons as the Board of Trustees determines in its sole and absolute discretion.
- (3) Reciprocal Membership of IAGR entitles only the Board, Committee Members or Executive (however described) of the Reciprocal Member organization to such privileges as the Board of Trustees determines from time to time.
- (4) Board, Committee Members or Executive (however described) of Reciprocal Members will ordinarily not be granted access to the "regulators only" platforms and events, including the "regulators only" part of the IAGR website, "regulators only" sessions at the IAGR Annual or other conferences, and Annual or other meetings of IAGR.
- (5) Board, Committee Members or Executive (however described) of Reciprocal Members will not be eligible to serve on the Board of Trustees.
- (6) Reciprocal Membership will not require payment of a membership fee, unless otherwise determined by the Board of Trustees.

E. Honorary Membership

- (1) The Board of Trustees in its absolute discretion may confer Honorary Membership upon any person in respect of whom it sees fit so to do on either on a temporary or permanent basis.
- (2) Honorary Members must be "suitable." The Board of Trustees, in its sole discretion, will determine suitability. To this end, the Board of Trustees may make due inquiries concerning such applicants of the regulators of any jurisdiction or such other entities and persons as the Board of Trustees determines in its sole and absolute discretion
- (3) In considering a person for Honorary Membership the Board of Trustees may have regard to:
 - (a) the extent of any prior contribution to the organization, by individuals who no longer qualify as Ordinary Members, but whom IAGR wishes to recognize for their services.
 - (b) the extent to which an individual is undertaking work on behalf of IAGR and to which it would be beneficial for that person to be recognized as a member for the currency of that work.
 - (c) the extent to which an individual has undertaken work in advancing the cause of gaming regulation which deserves recognition, whether or not that individual has had a direct relationship with IAGR in the past.

- (4) Honorary Members will be afforded only such privileges as the Board of Trustees determines from time to time.
- (5) An Honorary Member shall not be eligible to serve on the Board of Trustees or have or hold any interest in the funds or property of the association.
- (6) Honorary Members will ordinarily not be granted access to the "regulators only" platforms and events, including the "regulators only" part of the IAGR website, "regulators only" sessions at the IAGR Annual or other conferences, and Annual or other meetings of IAGR.
- (7) Honorary Membership will not attract a membership fee.

Section 3.2 Admission and Rejection of New Members

- (1) Applications for all classes of membership of IAGR, except Honorary Membership, must be made in writing, in the form prescribed by the Board of Trustees.
- (2) The Board of Trustees must consider applications for Jurisdictional, Associate and Reciprocal membership as soon as practicable after the Secretary receives:
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (3) The Board of Trustees must consider whether to accept or reject each application for Jurisdictional, Associate or Reciprocal Membership.
- (4) A majority of the Members of the Board of Trustees (either in person at a meeting, or responding via electronic communication) must approve each application for Jurisdictional, Associate or Reciprocal Membership for acceptance.
- (5) In deciding an application for membership, the Board of Trustees shall consider the following matters, amongst others:
 - (a) In the case of a Jurisdictional Membership application, whether the applying Agency is a Qualifying Agency and whether the Agency's Jurisdictional Membership has been terminated previously;
 - (b) In the case of an Associate Membership application, whether the applicant is suitable and meets the other qualification requirements to be an Associate Member.
 - (c) In the case of a Reciprocal Membership application, whether the applying organization is suitable and meets the other qualification requirements to be a Reciprocal Member.
 - (d) Regardless of the class of membership, whether approval of the applicant or applying organisation is in the interest of IAGR and its objectives.

- (6) The Secretary shall, as soon as practicable after the Board of Trustees decides to accept or reject an application, give the applicant written notice of the decision.
- (7) The Secretary must consider applications for Ordinary Membership as soon as practicable after the Secretary receives:
 - (a) the application for membership;
 - (b) the appropriate membership fee for the application; and
 - (c) verification from the qualifying agency in which the applicant is situated of the application for Ordinary membership.
- (8) In deciding an application for Ordinary membership, the Secretary may have regard only to the following matters:
 - (a) whether the applicant is one of the 5 nominations to which a Jurisdictional Member is entitled and, if not, whether the applicant meets the qualification requirements to be an Ordinary Member; and
 - (b) whether the applicant's membership has previously been terminated.
- (9) The Secretary, in cases of doubt, may refer applications for Ordinary Membership to the Board of Trustees in which case the Board of Trustees may have regard to the matters set out in (8) hereof and the provisions of (3), (4) and (6) shall apply.
- (10) The Secretary shall, as soon as practicable after deciding to accept or reject an application, give the applicant written notice of the decision.
- (11) The Board of Trustees or the Secretary may delegate responsibilities pertaining to applications for Ordinary Memberships in Section 3.2 (7)-(10) to other specified individuals, where necessary.

Section 3.3 Membership Fees

- (1) The membership fee for each class of membership:
 - (a) is the amount prescribed, including late fee assessments, by the Board of Trustees from time to time; and
 - (b) is payable when, and in the manner, the Board of Trustees prescribes.

Section 3.4 Resignation

- (1) A Member of any class may resign from the association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at the time that the notice is received by the Secretary or if a later time is stated in the notice, at the later stated time.

Section 3.5 Termination

- (1) The Board of Trustees may terminate an Ordinary, Associate, Reciprocal or Honorary Member's membership if the member:
 - (a) ceases to meet the qualification requirements for the class of membership; or
 - (b) is convicted of a misdemeanor involving moral turpitude or a felony; or
 - (c) does not comply with any of the provisions of these Bylaws expressly determined by the Board of Trustees to be a "material provision" after being given a written notice of such violation and a period of up to thirty (30) days to cure or take material steps to cure such violation; or
 - (d) has not paid membership fees by July 31, in which case, termination of membership shall be automatic as of said July 31, unless waived by the Board of Trustees; or
 - (e) has conducted himself in a manner considered to be injurious or prejudicial to the character, reputation or best interests of IAGR.
- (2) The Board of Trustees may terminate the qualifying Agency's Jurisdictional Membership if the Agency:
 - (a) ceases to meet the qualification requirements of a Qualifying Agency; or
 - (b) does not comply with any of the provisions of these Bylaws expressly determined by the Board of Trustees to be a "material provision" after being given a written notice of such violation and a period of up to thirty (30) days to cure or take material steps to cure such violation; or
 - (c) has not paid membership fees by July 31, in which case, termination of membership shall be automatic as of said July 31, unless waived by the Board of Trustees; or
 - (d) has conducted itself in a manner considered to be injurious or prejudicial to the character, reputation or best interests of IAGR.
- (3) Before the Board of Trustees terminates any membership (except in the cases of non-payment of membership fees as described in Sections 3.5(1)(d) or 3.5(2)(c)), the Board of Trustees shall give the Member written notice of the Board of Trustees' intention to terminate the membership, including a summary of the reasons for such decision, not less than fifteen (15) days prior to the proposed effective date of such termination (the "Termination Date"). The notified member may elect to be heard, orally or in writing, not less than five (5) days prior to the Termination Date. In the event the Member elects to be heard orally, the Board of Trustees shall give notice of a time and place, including by telephone or other means of telecommunication, of a hearing before the Board of Trustees for such purpose. In such event, the Termination Date shall be stayed pending the decision of the Board of Trustees. At such hearing, the Board of Trustees may hear and consider such matters and evidence as it shall determine relevant in reaching a decision.

- (4) After considering all relevant information, the Board of Trustees must decide whether to terminate the membership. The Secretary of the Board of Trustees must promptly give the member written notice of the decision including the effective date of any termination. The Board is not obliged to state the reasons for its decision, but may do so at its discretion.

Section 3.6 Reinstatement of Terminated Membership

- (1) Memberships that are terminated due to late payment of membership fees may be reinstated without having to make a new membership application, if the period of termination is 3 months or less.
- (2) The Board of Trustees may delegate the approval for such reinstatement to a Trustee or the Secretary.

ARTICLE IV MEETINGS

Section 4.1 Annual Meeting

- (1) There shall be an Annual Meeting of IAGR which may be held in conjunction with the Annual Conference of IAGR.
- (2) The following business shall be conducted at each Annual Meeting:
 - (a) presentation and adoption of IAGR's financial statement and audit report for the last reportable fiscal year;
 - (b) appointing an auditor or an accountant for the present financial year;
 - (c) electing Members of the Board of Trustees;
 - (d) voting on any resolution to amend these Bylaws;
 - (e) voting on any proposal for removal of any office holder or member of the Board of Trustees;
 - (f) any other matter proposed by resolution to be passed by majority vote; and
 - (g) any other business provided for in these Bylaws or otherwise as determined by the Board of Trustees.
- (3) Notwithstanding sub-section 4.1(2)(b) the auditor may be appointed at an annual meeting for a period up to 3 years in which case the appointment will be noted at subsequent annual meetings.
- (4) If, for any reason, a conference of IAGR is not held in a particular year, the Board of Trustees must provide to all members, via electronic or other means of communication, IAGR's financial statement and audit report for the last reportable fiscal year by September 30 of the following year.

Section 4.2 Special Meetings

- (1) Special Meetings of IAGR may be called by the President upon due notice to all Members.

- (2) The President must call a Special Meeting of the Members if so requested by one-third (1/3) of the Jurisdictional Members or at least five percent of all Ordinary Members.
- (3) Requests for a Special Meeting must: (i) state the purpose for the meeting; (ii) be signed and dated by the members making the request; and (iii) be delivered to the President or Secretary of IAGR.
- (4) Special Meetings may be held in person, via electronic means, or using a combination of both. Electronic means include telephone, videoconferencing or any other modality permitted by the President.

Section 4.3 Quorum, Notice and Voting

- (1) The quorum for the transaction of business at an Annual Meeting of IAGR shall be fifteen (15) Jurisdictional Members from at least three (3) of the regions specified in Article VI, sub-section 6.1(3).
- (2) The quorum for Special Meetings of IAGR shall be twenty (20) Jurisdictional Members from at least three (3) of the regions specified in Article VI, sub-section 6.1(3).
- (3) Notice must be sent to Members of IAGR at the address shown in the records of IAGR at least forty-five (45) days prior to each IAGR meeting setting out the proposed agenda, date, time and location of any meeting.
- (4) Each Jurisdictional Representative shall be entitled to one (1) vote ("Jurisdictional Vote") at any meeting and decisions shall be by simple majority of Jurisdictional Votes.
- (5) Where a quorum could not be formed for the transaction of business at a meeting of IAGR and the failure to transact such business would result in IAGR breaching or potentially breaching its obligations, the President may accept such Jurisdictional Members as attend as constituting a quorum, with the outcome binding on IAGR.
- (6) Where a vote is taken in accordance with sub-section 4.3(5), the membership must be notified within 21 days.

Section 4.4 Proxies

- (1) Every Jurisdictional Member entitled to vote at any meeting of IAGR may also vote by proxy except where it is possible to vote via electronic means.
- (2) Proxy votes must be in writing and submitted to the Secretary.
- (3) Only those proxy votes received in time for the meeting will be considered. A proxy vote shall be considered to have been received in time if received by the Secretary at least forty eight (48) hours before the commencement of the meeting in question.
- (4) Any reference to 'in writing' shall include digital communication by email or equivalent.

ARTICLE V
OFFICE HOLDERS OF IAGR

Section 5.1 Positions

The office holders of IAGR shall be the President, Vice President, Treasurer and Secretary.

Section 5.2 Qualifications

- (1) No individual may serve as the President, Vice President and Treasurer unless: (a) he or she is already an Ordinary Member of IAGR; (b) he or she is already a Trustee; and (c) he or she remains as an Ordinary Member of IAGR and a Trustee for the duration of the term of office.
- (2) No individual may serve as the Secretary unless: (a) he or she is already an Ordinary Member of IAGR; and (b) he or she remains as an Ordinary Member of IAGR for the duration of the term of office.

Section 5.3 Terms and Succession of Office Holders

The terms and succession of office holders shall be as follows:

- (1) The President and Vice President shall each serve for a term of one (1) year.
- (2) The President and Vice President may serve for more than one term only under exceptional circumstances and if the Board approves of the extension.
- (3) Subject to sub-section 5.3(2), after the Vice President has served for one (1) year, he or she shall automatically become President for the following year.
- (4) Before the succession of the Vice President to the position of President, a new Vice President shall be selected from among the current Board of Trustees by the Board of Trustees through a majority vote. In the event of a tie, the President in office shall exercise a casting vote.
- (5) The selection of the Vice President shall be conducted no earlier than six months before the Annual Meeting. The selected incoming Vice President shall be designated as the Vice President (designate) until the Annual Meeting, when the leadership transition shall take place.
- (6) If the President is unable to discharge his duties for any reason, the Vice President shall assume responsibility for their discharge.
- (7) If the President's inability to perform his duties is likely to continue for the balance of his term of office or to exceed two (2) months, the Vice President shall assume the role of the President permanently under the title Acting President for the duration of the former President's one (1) year term of office. At the conclusion of such term, the Acting President shall automatically become President by succession, as if there had been no vacancy in the former President's office.
- (8) If the position of Vice President becomes vacant during the year, including for reason of becoming Acting President, a new Vice President shall be selected by the Board of Trustees as soon thereafter as reasonably practicable.

- (9) In the event of any unforeseen and possible circumstances, where the President and Vice President offices become vacant at the same time, the secretary shall call a special board meeting as soon as practicable, where the Board of Trustees shall appoint the Acting President and Acting Vice President to perform such duties for the balance of the term of office.
- (10) The Treasurer shall be selected by the Board of Trustees and shall serve for a term of two (2) years and may be re-appointed for a second and final two (2) year term.
- (11) The Secretary shall be appointed by the President and shall serve for a term of two (2) years and may be re-appointed to a second and final two (2) year term.
- (12) For the avoidance of doubt
 - (a) a period served as an office holder does not count towards the term of service as a member of the Board of Trustees;
 - (b) the position of Secretary is not a Board of Trustees position.
- (13) The Board of Trustees may confer upon individuals the title of "IAGR Patron".
- (14) At the conclusion of the President's term, he or she shall have conferred upon him or her the title of "IAGR Patron" in recognition of his or her service to the Association.
- (15) At the conclusion of any other terms of office, the Board of Trustees may confer the title of "IAGR Patron" upon any other officeholders in recognition of their contribution to the Association.
- (16) For the avoidance of doubt, the conferring of the title of "IAGR Patron" on a person does not affect his or her membership status or qualification to hold any position in the Association.
- (17) If the Board of Trustees, by majority decision, considers that it is contrary to the interests or reputation of the Association for a particular individual to continue to hold the title of "IAGR Patron", the title may be revoked and notice given accordingly.

Section 5.4 Appointment and selection process

- (1) The President, Vice President and Treasurer shall be appointed by the Board of Trustees.
- (2) In selecting a member of the Board of Trustees to assume the role of Vice President, the Board of Trustees shall consider the following:
 - (a) The candidate's experience and contributions as a member of the Board of Trustees; and
 - (b) The candidate's level of commitment to fulfill the obligations of the office including that of the President after serving as Vice President for one year.
- (3) In selecting a member of the Board of Trustees to assume the role of Treasurer, the Board of Trustees shall consider the following:
 - (a) The candidates competency in assuming the role; and
 - (b) The candidate's level of commitment to fulfill the obligations of the office.

- (4) Once the Vice President and Treasurer have been appointed by the Board of Trustees, the Board of Trustees shall inform the IAGR membership of its decision as soon thereafter as reasonably practicable.
- (5) For the avoidance of doubt, the Board's decision is final.

Section 5.5 Duties and Powers

The duties and powers of the office holders of IAGR shall be as follows:

- (1) **President.** The President shall preside at all meetings of IAGR and shall appoint an Ordinary Member to serve as Secretary (as required). The President shall also at the Annual Meeting of IAGR, and at such other times as he or she deems proper, communicate to the Members, the Board of Trustees and any Committee(s), such matters and make such suggestions as may in his or her opinion advance the objectives of IAGR, and shall perform such other duties as are necessary to properly discharge his role as President.
- (2) **Vice President.** The Vice President shall carry out the duties of the President in the event the President is unable to perform his or her duties, shall perform such functions as may be assigned by the President, and shall assist the President with the planning and running of the annual IAGR meeting.
- (3) **Treasurer.** The Treasurer shall ensure that the books and accounts of IAGR are appropriately maintained and shall cause to be prepared and shall certify (or if the Treasurer is not a CPA, may engage a CPA for that purpose) the financial statements for the relevant financial year. The Treasurer shall promptly disclose to the Board of Trustees any matter that may bring IAGR into disrepute, including suspicion of fraud or any other concern.
- (4) **Secretary.** The Secretary shall notify all those entitled to attend of all Annual Meetings, Special Meetings and Board of Trustees Meetings. The Secretary shall attend, make and keep a record of all Annual Meetings, Special Meetings and Board of Trustees Meetings. The Secretary shall also conduct all authorized correspondence on behalf of IAGR, notify members of all orders, votes and resolutions, call on members for nominations to the Board of Trustees, notify members of the names of all nominees prior to any election, and shall, at the conclusion of his or her term, transfer all records and other relevant documents to the newly-appointed Secretary. Where the Secretary is unable to perform any of the functions stated herein, the President may appoint a covering Secretary to perform the functions of the Secretary.

Section 5.6 Limitation on Office

- (1) No two (2) offices may be held simultaneously by the same person, except as provided above.
- (2) In the same year, not more than one (1) office holder shall be appointed from the same gaming jurisdiction.

Section 5.7 Vacancies

- (1) Subject to these Bylaws, all vacancies in any office shall be filled in accordance with the process and modality to be established by the Board of Trustees.

Section 5.8 Removal of Office holders

- (1) Any office holder may be removed, with cause, by a majority Jurisdictional vote of the Jurisdictional Members voting at the Annual Meeting of IAGR or at a Special Meeting called for that purpose.
- (2) Where any complaint or allegation is made against an office holder, the Board of Trustees shall be apprised of the complaint and shall inquire into it.
- (3) Any office holder who is the subject of such complaint shall not participate in any decision making or give any advice to the Board of Trustees in respect of the complaint, and shall not be present when the complaint is considered by the Board of Trustees.
- (4) At any time after being apprised of a complaint or allegation, the Board of Trustees may suspend the office holder pending the next Annual Meeting, or Special Meeting.
- (5) The Board of Trustees must be apprised of the results of any inquiry and must decide whether the complaint or allegation has sufficient substance to proceed.
- (6) In that event, the Board of Trustees shall notify the office holder of the complaint or allegation and seek that person's response.
- (7) The office holder must be given the opportunity to respond to the notice of complaint or allegation in writing or in person to the Board.
- (8) The Board must consider the office holder's response in assessing whether to seek removal of the office holder.
- (9) If the Board of Trustees decides to seek removal, it must give notice at least one (1) month before the Annual or Special Meeting of a proposal for removal which sets out the grounds for intended removal, summarizes the result of the inquiry and the office holder's response.
- (10) At the next Annual Meeting or Special Meeting, the proposal for removal shall be determined by a majority Jurisdictional Vote of the Jurisdictional Members attending, after considering the report from the Board of Trustees and providing an opportunity for the officeholder to be heard.

ARTICLE VI

BOARD OF TRUSTEES AND SUB-COMMITTEES

Section 6.1 Board of Trustees

- (1) There shall be a Board of Trustees, which shall consist of the President, Vice President, Treasurer and between four (4) and eleven (11) Ordinary Members of IAGR, no more than one (1) of whom may be employed by the same gaming jurisdiction.
- (2) Excluding office holders, the minimum representation of each region on the Board of Trustees shall be at least one member unless the region has not produced a nominee.
- (3) For the purpose of these Bylaws, the regions are defined as:

- Asia/Oceania
 - North America (Canada / US / Mexico)
 - Europe
 - Africa
 - Central America/Caribbean/South America
- (4) No region shall have more than four members represented on the Board at one time.
- (5) The nominations and ballot shall be structured to ensure that the regional representation requirements are met.

For example, if a Trustee was the sole representative of a region and that position became vacant the nomination process would seek one or more candidates for that region only and the ballot would be for that seat in an isolated manner. If a Trustee was one of a number of representatives of a region and the position became vacant the nomination process would be open to candidates from all regions subject to Section 6.1(4).

Section 6.2 Role of Board of Trustees

- (1) The Board of Trustees shall assist the President to organize the Annual Meeting and shall perform such other duties and functions as may be assigned to it by the President.
- (2) Subject to these Bylaws or a resolution carried at an Annual Meeting or Special Meeting, the Board of Trustees has the responsibility for the general management and control of the administration of the affairs, property and funds of the association.
- (3) The Board of Trustees has authority to interpret the meaning of these Bylaws and to decide any matter relating to the association on which the Bylaws are silent.
- (4) The Board of Trustees may exercise the powers of IAGR as follows:
- (a) to borrow, raise or secure the payment of amounts in a manner approved by resolution at an Annual Meeting or Special Meeting;
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by mortgage or charge over the whole or part of its property or the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; or
 - (e) to invest in a manner approved by resolution at an Annual Meeting or Special Meeting.
- (5) For sub-section 6.2(4)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for IAGR; or

- (b) if there is more than one (1) financial institution for IAGR, the lowest rate charged by the financial institutions.

Section 6.3 Nomination Procedure for Board of Trustees

- (1) Nominations of new members to the Board of Trustees may be made by the current members of the Board of Trustees or by any other Ordinary Member.
- (2) The Secretary must seek nominations for any anticipated vacancies no later than forty-five (45) days prior to a scheduled meeting of the IAGR.
- (3) Nominations must have a proposer and a seconder, with no more than one being from the same jurisdiction as the nominee. The proposer, seconder and nominee must be current financial members of IAGR.
- (4) Nominations must be provided to the Secretary in a form prescribed by the Secretary thirty (30) days prior to the next scheduled Annual Meeting or Special Meeting.
- (5) The Secretary must circulate to all Ordinary Members at least twenty-one (21) days prior to the scheduled meeting the names of all nominees indicating the jurisdiction that each nominee represents, whether the nominee is proposed or seconded by the Board of Trustees or by an Ordinary Member and include a brief synopsis of the background and experiences of each nominee as provided by the nominee.

Section 6.4 Election of New Members to Board of Trustees

- (1) Election to the Board of Trustees is by Jurisdictional Votes for nominated candidates.
- (2) If the number of nominations is equal to or fewer than the number of positions permitted by section 6.1, the nominees will be automatically confirmed as Board of Trustees members at the next scheduled meeting of the membership.
- (3) If the number of nominations exceeds the number of positions permitted by Section 6.1, the nominee or nominees with the highest number of votes cast will be elected.
- (4) The Secretary at his or her discretion shall organize the voting procedure to be followed to ensure that Section 6.1 is complied with.
- (5) Unless voting is conducted by a show of hands, the President, Secretary or other person or persons appointed to conduct the vote shall ensure the voting preferences of jurisdictional members are kept confidential.
- (6) No appointments made to the Board of Trustees will be invalid solely due to a minor procedural error.

Section 6.5 Term of Members of Board of Trustees

- (1) Each member of the Board of Trustees is elected for a three (3) year term and is eligible to be re-elected for a second and final three (3) year term.
- (2) To accommodate the variability in the dates of IAGR Annual Meetings, the term of any Board of Trustees member may be extended by the President if the three (3) year term would otherwise cease prior to a scheduled meeting of IAGR, until the next scheduled Annual Meeting of the association. Such extension cannot exceed the period until the next scheduled meeting of IAGR.

- (3) For the avoidance of doubt, the past service of existing Board of Trustee members prior to incorporation of the IAGR will not count towards the term limits, except that those Board of Trustee members who have served more than three (3) years as a Steering Committee member of the unincorporated entity will be regarded as having served a one-three (3) year term at the first scheduled Annual General meeting of the incorporated entity.
- (4) A period served as an office holder will not count towards the term of service as a member of the Board of Trustee.

For example, a member of the Board of Trustees who serves as Vice President for one year and as President for one year may serve on the Board of Trustees for a period up to 8 years.

Section 6.6 Cessation of Board of Trustees Membership

A Board member automatically ceases to be a member of the Board of Trustees if he or she fails to attend three (3) consecutive Board of Trustees meetings unless the President has granted that member leave of absence or the members of the Board of Trustees vote by a simple majority for that member to remain on the Board.

Section 6.7 Removal of members of Board of Trustees

- (1) Any member of the Board of Trustees may be removed, with cause, by a majority Jurisdictional Vote of the Jurisdictional Members voting at the Annual Meeting of IAGR or at a Special Meeting called for that purpose.
- (2) Where any complaint or allegation is made against a member of the Board of Trustees, the Board of Trustees shall be apprised of the complaint and shall inquire into it.
- (3) The Board of Trustees member who is the subject of such complaint shall not participate in any decision making or give any advice to the Board of Trustees in respect of the complaint, and shall not be present when the complaint is considered by the Board of Trustees.
- (4) At any time after being apprised of a complaint or allegation, the Board of Trustees may suspend the member of the Board of Trustees pending the next Annual Meeting, or Special Meeting.
- (5) The Board of Trustees must be apprised of the results of any inquiry and must decide whether the complaint or allegation has sufficient substance to proceed.
- (6) In that event, the Board of Trustees shall notify the member of the Board of Trustees of the complaint or allegation, and seek that person's response.
- (7) The member of the Board of Trustees must be given the opportunity to respond to the notice of complaint or allegation in writing or in person to the Board of Trustees.
- (8) The Board must consider the response by the member of the Board of Trustees in assessing whether to seek the removal of the member of the Board of Trustees.
- (9) If the Board of Trustees decides to seek removal, it must give notice at least one (1) month before the Annual or Special Meeting of a proposal for removal which sets out the grounds for intended removal, summarizes the result of the inquiry and the response by the member of the Board of Trustees. At the next Annual Meeting or Special Meeting, the proposal for removal shall be determined by a majority

Jurisdictional Vote of the Jurisdictional Members attending, after considering the report from the Board of Trustees and providing an opportunity for the member of the Board of Trustees to be heard.

Section 6.8 Temporary Appointment of Board of Trustees

- (1) Notwithstanding Section 6.5(1), if a midterm vacancy arises on the Board of Trustees, the Board of Trustees may call for nominations and seek election by a jurisdictional vote for the temporary appointment of a member of the Board of Trustees.
- (2) Notwithstanding Section 6.8(1), if the number of Board of Trustee members fall below six (6) (including the President and Vice President), the President, in consultation with the remaining Board of Trustee members, may appoint any Ordinary Member to the Board of Trustees on a temporary basis.
- (3) The term of any temporary appointment under sub-section 6.8(1) or (2) is until the next meeting of the IAGR.
- (4) Any time served as a temporary Board of Trustees member is not included in the 3+3 year term if the temporary Board of Trustee member is subsequently elected as a member of the Board of Trustees.

Section 6.9 Meetings of Board of Trustees

- (1) The Board of Trustees shall meet at least twice per year to exercise its functions.
- (2) The dates of Board of Trustee meetings are to be set by the President in consultation with the Board of Trustees.
- (3) Special meetings of the Board of Trustees must be called if requested by any member of the Board of Trustees. Any request must:
 - i. State the purpose of the meeting;
 - ii. Be signed and dated by the member or members making the request; and
 - iii. Be delivered to the President or Secretary.
- (4) Each member of the Board of Trustees must be notified at least thirty (30) days prior to any proposed Board of Trustees meeting.
- (5) A quorum of the Board of Trustees will be attendance by a majority of the members of the Board of Trustees.
- (6) Attendance at Board of Trustees meetings may be in person or by telephone or similar electronic or telecommunications facility.
- (7) Any question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the status quo will remain.
- (8) A written resolution signed by each member of the Board of Trustees is as valid and effectual as if it had been passed at a Board of Trustees meeting that was properly called and held.

Section 6.10 Committees

- (1) The President may, from time to time, appoint Committees, consisting of two (2) or more Ordinary Members.
- (2) These Committees shall have such duties and functions as may be determined by the President.
- (3) A vacancy in the membership of any Committee shall be deemed to exist when, in the judgment of the President, a member appointed to such Committee is unable to perform his duties.
- (4) Vacancies in the membership of any Committee shall be filled by the President, in consultation with the Board of Trustees.

Section 6.11 Indemnification

- (1) Every person who was or is a party or is threatened to be a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person of whom that person is the legal representative is or was a member of the Board of Trustees or an Office Holder of IAGR or is or was serving at the request of IAGR or for its benefit as a trustee, director, or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith.
- (2) The reasonable expenses of any person indemnified under sub-section 6.10(1) incurred in defending an indemnified civil or criminal action, suit or proceeding must be paid by IAGR as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified under sub-section 6.10(1) to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by IAGR.
- (3) Such right of indemnification shall be a contractual right that may be enforced in any manner desired by such person.
- (4) Such right of indemnification shall not be exclusive of any other right that such Trustees, officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Trustees, provision of law, or otherwise, as well as their rights under this Article.
- (5) The Board of Trustees may cause IAGR to purchase and maintain insurance for the benefit of any person indemnified under sub-section 6.10(1) against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.
- (3) The Board may from time to time adopt further bylaws with respect to indemnification and may amend such bylaws to provide at all times the fullest indemnification permitted by the laws of the State of Nevada.

ARTICLE VII
FUNDS AND ACCOUNTS

Section 7.1 Funds and accounts

- (1) The funds of the IAGR must be kept in an account in the name of the IAGR in a financial institution designated by the Board of Trustees.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of IAGR. Such records and accounts must be retained for seven (7) years or such period as Nevada's laws and requirements may prescribe.
- (3) All monies and financial instruments collected or received must be deposited in the financial institution account as soon as practicable after receipt, and in any case not later than ten (10) working days of receipt.
- (4) A payment by IAGR of US\$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of US\$500 or more is made by cheque, the cheque must be signed by any two (2) of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer; or
 - (d) any one (1) of three (3) other Members of the IAGR who have been authorized by the Board of Trustees to sign cheques issued by the IAGR;so long as one (1) of the persons who signs the cheque is the President, the Secretary or the Treasurer.
- (6) The Treasurer is to be promptly informed of all such payments.
- (7) All expenditure must be approved or ratified at a Board of Trustees meeting.
- (8) Despite Section 7.1(7) the Board of Trustees may authorize the President to make expenditures up to a pre-approved dollar amount without first seeking the approval of the Board of Trustees providing that such expenditure is reported to the Board of Trustees in a timely manner.

Section 7.2 General financial matters

- (1) The Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the last reportable financial year is prepared and reviewed by a qualified certified public accountant complying with Nevada law and all other nonprofit audit requirements.
- (2) The Treasurer shall table such financial statements to the Board of Trustees at least once a year, before the Annual Meeting is held.

- (3) The income and property of IAGR must be used solely in promoting IAGR's objects and exercising the IAGR's powers.

Section 7.3 Fiscal Year

The IAGR's fiscal year shall be from January 1 to December 31 each year, or as determined by the Board.

Section 7.4 Distribution of Surplus Assets to Another Entity

- (1) This rule applies if IAGR:
 - (a) is wound-up; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the Members of IAGR.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to IAGR's objects; and
 - (b) the Bylaws of which prohibit the distribution of the entity's income and assets to its Members.

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of those Jurisdictional Members eligible to vote at any Annual or Special meeting.

Section 8.2 Prospectivity and Ratification of Prior Actions

Any orders, votes, resolutions or other actions taken by IAGR or its office holders prior to adoption of these Bylaws, whether or not consistent with the terms set forth herein, are hereby ratified and adopted as if consistent with the terms set forth herein.

CERTIFICATION

The undersigned, duly appointed President of IAGR, does hereby certify that the foregoing bylaws, as amended, were adopted by the members of IAGR on the 19th day of September 2018.

A handwritten signature in black ink, appearing to read "D. G. G.", is positioned above a horizontal line.

President, IAGR

19 September 2018

Date