

# **Gaming and Leisure Association of Ireland**

## **ARTICLES OF ASSOCIATION**

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**GAMING & LESIURE ASSOCIATION OF IRELAND**

**DUBLIN**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

Between the undersigned:

1. The Fitzwilliam Card Club (Dublin)
2. Silks Private Members Club (Dublin)
3. The Eglinton (Galway)
4. Irish Eyes Poker (On Line)
5. The Penthouse Private Members Club (Dublin)
6. Slaney Private Members Club (Wexford)
7. Live Poker Festival (Association)
8. The Bank Casino (Cork)
9. The Victoria (Cork)

Agreement has been made to constitute a non-profit association under Irish law. This association's articles shall be as follows:

## **ARTICLE 1: NAME, REGISTERED OFFICE AND DURATION**

1. (a) An association has been constituted and shall be known as "Gaming and Leisure Association of Ireland" and shall operate under the title "GLAI".
- (b) The Head Office of the Association shall be situated in such place in Ireland as the Executive Committee may from time to time determine.
- (c) The Association shall remain in being for an indefinite period.
- (d) The Articles of Association are governed by Irish Law.

## **ARTICLE 2: OBJECT OF THE ASSOCIATION**

2. (a) The objects of the Association are essentially educational in nature, and in particular shall be:
  - To encourage best practice in the gaming and leisure industry.
  - To act in all relevant matters in furtherance of the best interests of all Members of the Association, without prejudice to the Association's educational character.
  - To promote a high standard of training and education in the industry.
  - To increase the confidence of the public in the gaming and leisure industry and in reputable parties engaged in or involved with the gaming and leisure industry.
  - To promote, make submissions regarding and, where appropriate, oppose bills, legislation, all forms of subordinate legislation and other measures affecting the interest of the Members.
  - To consult and negotiate on behalf of the Association's members with the Irish Government and other relevant authorities.
  - To do all such other things as shall be conducive to the attainment of the above objects.
- (b) The Association shall not engage in any commercial activities.
- (c) The Association may in the course of any activity necessary or conducive to the achievement of its objectives, acquire any movable or immovable property, undertake contractual engagements, accept donations, sell or grant rights to its property, or take out mortgages on or transfer any property, in compliance with the provisions of the law and with these Articles.
- (d) The Association may establish, promote, cooperate with, associate with, or assist in establishing and promoting and to subscribe to or become a member of any other association whether incorporated or not and whether established within or outside Ireland whose objects are wholly or in part similar to those of the Association, or whose establishment or promotion may be beneficial to the Association, or to the gaming community and to form or establish any branch of the Association within or outside Ireland.

### 2.1 Definition and interpretations

Except where the context otherwise requires, the following expressions shall have the following meaning:

"Advisers" means persons, firms or associations holding themselves out to be advisers about aspects of gaming and will specifically include persons or firms providing legal, public affairs and accounting advice, marketing and management consulting services, brokerage and business services.

“Association” means the Gaming and Leisure Association of Ireland.

"Authorised Representative(s)" means the representative(s) of a Member authorised in accordance with Article 6.

"Executive Committee" means the Executive Committee of the Association.

"Code of Practice" means the Gaming Code of Practice of the Association as set out in Appendix 1 hereto and any amended versions of that code adopted by the Association from time to time.

“Contributions” means the joining fees, annual subscriptions, supplementary subscriptions and any other monies payable by Members.

"Individual" means a natural person.

“Land Based Private Members Gaming Clubs” means private member clubs which are located on land and are owned either by individuals and/or companies whose principle activity is that of providing gaming services from a fixed premises which is open to its members.

"Member" means any person who is at the time a duly admitted as an Ordinary member or Associate Member of the Association.

“Online Casino Service Providers” means any individuals or companies whose principle activity is that of providing online gaming services via the internet.

“Ordinary Member” means any Person who is at the time a duly admitted as an Ordinary member of the Association.

“Associate Member” means any Person who is at the time a duly admitted as an Associate member of the Association.

"Person" or "Persons" means and includes natural persons, corporations, partnerships, limited companies, associations, firms, joint ventures and trusts.

"Secretariat" means such Person, if any, appointed by the Executive Committee to carry out the function of Secretariat of the Association.

"In writing" and "written" includes printing, lithography, telex, facsimile, E-mail, telecopier and other modes of representing or reproducing words in a visible or electronic form.

### **ARTICLE 3: MEMBERSHIP**

3. The Following shall constitute the membership of the Association:-

(a) Ordinary Members. Ordinary Membership of the Association shall be open only to Land-Based Private Members Gaming Clubs or Online Casino Service Providers, legally constituted in accordance with the laws and practices of Ireland or any EU Member State.

(b) Ordinary Members shall be categorised into the following three membership categories,

Category 1 Ordinary Members (small enterprises)

Category 2 Ordinary Members (medium enterprises)

Category 3 Ordinary Members (large enterprises)

- (c) Associate Members. Associate Membership of the Association shall be open only to entities professionally linked to the gaming and leisure industry.
- (d) The election of Ordinary Members shall be in the hands of the Executive Committee who must first recommend such persons to the General Assembly. The decision to recommend the election of Ordinary Members is entirely at the discretion of the Executive Committee. Ordinary Members will not be elected until their recommendation for election is approved by the General Assembly.
- (e) The election of Associate Members shall be in the hands of the Executive Committee who must first recommend such persons and the proposed period of Associate Membership to the General Assembly. The decision to recommend the election of Associate Members is entirely at the discretion of the Executive Committee. Associate Members will not be elected until their recommendation for election and the term of their membership is approved by the General Assembly. On the expiry of the term of Associate Membership, as recommended by the Executive Committee and approved by the General Assembly, such membership status will lapse and the Associate Member must apply for Ordinary Membership of the Association. In the event that the Associate Member refuses to apply for or accept Ordinary Membership the Associate Member shall be deemed to have resigned from the Association.
- (f) Members undertake to act at all times in full accord with the objects of the Association, the Code of Practice and the decisions democratically taken by the General Assembly.
- (g) Every application for membership shall be made in writing to the Secretariat of the Association. The membership application should include confirmation that the applicant is a Land-Based Private Members Gaming Club or an Online Casino Service Provider and is financially sound and agrees to comply with the Code of Practice.
- (h) While the Executive Committee may make a recommendation to allow a person join the Association, every election of a new Member must be officially ratified and approved the General Assembly at the next meeting of the General Assembly following the Executive Committee's recommendation.
- (i) A Member may at any time tender its resignation from the Association by sending written notice of its intention by recorded delivery to the Secretariat, and such resignation shall take effect three calendar months after the date of its receipt.
- (j) Should the conduct of a Member be deemed to be injurious to the good name, character or interest of the Association or if any Member is found by the Executive Committee to have acted contrary to the Object and Articles of Association, breached any undertaking previously given to the Association, fails to comply with the Code of Practice, or if it ceases to exist or to be qualified for membership, the Executive Committee shall having first made known the nature of the allegations to the offending member, call upon such member to give an explanation in writing within seven days for any such conduct. If any such member, having been called upon, fails to give such explanation or if the explanation so given shall be deemed to be unsatisfactory, the Executive Committee may suspend such member for a definite stated period or request such member to resign. Should the member fail to resign he/she shall stand sine die.
- (k) An appeal against a decision of the Executive Committee under Article 3(j) may be taken by the member concerned to a meeting of the General Assembly which shall be called by the Executive Committee for a date not more than [ one ] calendar month after receipt of such appeal. The appeal must be made by way of a written request in writing by the member concerned to the Secretariat within one week of the decision of the Executive Committee. A member who appeals the decision of the Executive Committee can request an oral hearing before the General Assembly. The member

appealing the decision of the Executive Committee shall not be entitled to vote on the proposal.

- (l) A proposal to exclude a member under this Article shall not be voted upon in the first instance unless not fewer than three-fourths of the Ordinary Members of the Association are represented at the meeting. Should the required quorum not be present, consideration of the proposal shall be postponed until the next meeting of the General Assembly, when a decision may be taken by not fewer than one-half of the Ordinary Members present and entitled to make such a decision.
- (m) A decision by the General Assembly to suspend or exclude a Member shall be communicated to that member forthwith by the Secretariat. Such communication shall be sent by recorded delivery to the registered address of the member concerned.
- (n) A Member which has resigned or has been excluded from the Association by virtue of this Article shall have no claim against the Association, and shall not be relieved of its obligation to pay to the Association any moneys owed by it under the provisions of Article 11 on the date when such resignation or exclusion takes effect.

#### **ARTICLE 4: EXECUTIVE COMMITTEE**

- 4. (a) The Principal Officers of the Association, being fit and proper persons shall be the Chairman, Vice Chairman/Secretary and Treasurer and shall form an Executive Committee through election by the General Assembly. The Executive Committee may also decide to appoint an Ordinary Member of the Association to the Executive Committee subject to ratification by the General Assembly at the next available opportunity. No person shall be appointed as or hold office as an elected member of the Executive Committee who is not either personally a Member of the Association or is an Authorised Representative of a Member of the Association. The Chairman of the Association shall act on its behalf and in its name in accordance with these Articles of Association and within the policy laid down from time to time by the Executive Committee and the General Assembly.

The Executive Committee retains the right to appoint individuals in an advisory capacity to the Executive Committee for a period of their choosing.

The functions of the Executive Committee shall be:

- (1) to carry out such duties as may be specifically delegated to it by the General Assembly;
  - (2) to advise the General Assembly on all matters requiring to be considered by the General Assembly;
  - (3) to be responsible for the general administration of the Association, within the guidelines and policy laid down by the General Assembly; and
  - (4) to consider the applications for membership.
- (b) The Chairman shall convene all meetings of the Executive Committee and the General Assembly and, in consultation with the Secretariat, decide on what date and at what time and place they are to be held. Should a matter of policy arise on which the General Assembly has not reached a decision, the Chairman shall as soon as possible convene a special meeting of the General Assembly to consider the matter. The Executive Committee should meet no less than four (4) times per year.
  - (c) In case of the absence or temporary incapacity of the Chairman, the Vice Chairman/Secretary, or failing him, the Treasurer shall act for him in all matters.
  - (d) The first election of the Executive Committee shall be held at the meeting incorporating these Articles of Association or soon thereafter and subsequent elections shall be two years later.
  - (e) The Principal Officers, or any one of them, may be removed from office at any time by a majority of three-fourths of the votes cast at a meeting of the General Assembly at which not less than three-

fourths of the Ordinary Members of the Association are represented.

- (f) All legal documents which are binding on the Association shall be valid if signed by the Chairman and Vice Chairman jointly; these latter need not provide any evidence of their powers to third parties. Any legal action, in which the Association is involved, either as plaintiff or as defendant, shall be conducted by the Executive Committee, represented by the Chairman or the Vice Chairman or by express written delegation by the Chairman.
- (g) The Members of the Executive Committee shall be indemnified by the Members of the Association against all liabilities properly incurred by them in the management affairs of the Association.
- (h) At all meetings of the Executive Committee two thirds of its members shall constitute a quorum. Any absent member may arrange to be represented by granting a power of proxy to another member to vote in its place. Decisions shall be taken by a simple majority of the votes cast. In case of equal votes, the Chairman shall have a second and casting vote.
- (i) The decisions and the meetings of the Executive Committee shall be minuted and signed by the Chairman, the Vice Chairman/Secretary and any other Member who wishes to sign. A register of all meetings and decisions of the Executive Committee shall be kept at the Association's head office, where it will be available for inspection by any member.
- (j) The Executive Committee may from time to time establish any committees or sub-committees it sees fit to exercise such powers as may be delegated by the Executive Committee. The members of such committees or sub-committees shall be appointed or approved by the Executive Committee and may be members of the Executive Committee, Members of the Association, Authorised Representatives or other interested persons.

#### **ARTICLE 5: ELECTIONS FOR EXECUTIVE COMMITTEE POSITIONS**

- 5. (a) The Executive Committee shall, not later than 21 days prior to the date set by the Executive Committee each year for the holding of the Annual General Meeting of the Association, circulate notice to voting members advising of the place and time for the holding of the Annual General Meeting and, if applicable, calling for nominations for election to the Executive Committee.
- (b) Any person who is either a Member or is the Authorised Representative of a Member and who is eligible to hold office as a member of the Executive Committee may be nominated as a candidate for election to the Executive Committee provided that a nomination paper signed by the prospective candidate himself or herself and supported by two (2) other Members of the Association is lodged with the Association not later than twenty eight (28) days before the date of the election.
- (c) If in any year the number of candidates validly nominated for election to the Executive Committee does not exceed the number of vacancies which exist then the persons so nominated shall be deemed to be duly elected to the Executive Committee. Where the number of candidates exceeds the number of positions on the Executive Committee, each Member of the Association shall vote according to its category entitlement. Three quarters of the total number of votes shall form a quorum. If the ballot fails to produce the required majority as set out in Article 7 the election of the Executive Committee shall be decided by a simple majority of the second ballot.

#### **ARTICLE 6: GENERAL ASSEMBLY**

- 6. (a) The General Assembly shall be the governing body of the Association. Its duties shall be:
  - (1) to formulate the general policy of the Association within the objects set out in Article 2;
  - (2) to consider and reach decisions upon all other relevant matters that may be placed before it;

- (3) to deal with applications for membership;
- (4) to consider appeals for the suspension or expulsion of members;
- (5) to deal with all modifications of the Articles of Association and/or Standing Orders;
- (6) to determine the amounts of the Contributions; and
- (7) to elect the Principal Officers.

Except in cases of extreme urgency, or when agreed to by three-quarters of the total number of votes held by Ordinary Members, no matter shall be decided at the General Assembly unless due notice thereof has been given to every member.

- (b) The General Assembly shall consist of the Chairman, the Vice-Chairman/Secretary, the Treasurer, and such other Authorised Representatives of the Ordinary Members as shall have been nominated by the Ordinary Members in accordance with the formula set out in the next paragraph.
- (c) Each Member represented in membership shall be entitled to nominate two Authorised Representatives. Authorised Representatives of Associated Members shall be entitled to attend and be notified of all meetings of the General Assembly but shall not be entitled to vote on any matters.
- (d) Each Member shall not later than 30th March in each year notify the Secretariat in writing of the names of the Authorised Representative(s) who will represent it during the ensuing year. In the absence of any Authorised Representative so nominated a Member may appoint a substitute to act in his place.
- (e) The General Assembly shall meet as often as may be necessary or as may be required under paragraph (f) of this Article and shall in any case meet at least once in every year. Meetings shall be held on such date and at such time and place as the Chairman in consultation with the Secretariat may decide, and except in cases of pressing emergency not less than 21 days written notice of every meeting, together with a copy of the agenda for the meeting, shall be sent by the Secretariat to each Member.
- (f) Any two or more Ordinary Members of the Association shall have the right, by giving written notice to the Secretariat, to require a meeting of the General Assembly to be convened for a purpose to be specified in the notice. On receipt of such notice the Secretariat shall forthwith notify the Chairman, who shall thereupon convene the meeting to be held not later than six weeks after the notice was received.
- (g) The General Assembly may if it thinks fit appoint from among its Members sub-committees to which it may delegate the tasks of investigating particular matters and seeking solutions. Sub-Committees shall act strictly within their terms of reference from the General Assembly.

## **ARTICLE 7: VOTING**

- 7. (a) Ordinary Members shall have the following votes in accordance with the category of Ordinary Member:

Category 1 Ordinary Members (small enterprises) shall be entitled to one (1) vote.  
 Category 2 Ordinary Members (medium enterprises) shall be entitled to two (2) votes.  
 Category 3 Ordinary members (large enterprises) shall be entitled to three (3) votes.

Three quarters of the total number of votes shall form a quorum.

- (b) Associate Members shall have no voting rights and shall not be entitled to vote at any meeting.
- (c) At meetings of the General Assembly:

- (1) elections of the Principal Officers shall in the first instance require a majority of two-thirds of the votes cast; but if the ballot fails to produce the required majority the matter shall be decided by a simple majority of the second ballot;
- (2) except where the Articles of Association otherwise provide, all other matters shall require a simple majority of the votes cast; and
- (3) an Ordinary Member can give a proxy in writing for the votes at the General Assembly.

Immediately after a vote has been taken on any matter the Chairman shall announce to the Members of the General Assembly in his own language the precise terms of the decision arrived at.

- (d) All meetings and decisions of the General Assembly shall be recorded in a register kept at the Association's head office.

#### **ARTICLE 8: PROCEEDINGS AT MEETINGS**

8. (a) Except where otherwise specifically provided in these Articles of Association, the quorum for any meeting of the General Assembly shall be such Members as between them represent not less than three quarters of the total number of votes. Should a quorum not be present within one hour of the time announced for the commencement of the meeting, the meeting shall be adjourned to a date to be appointed. If at such adjourned meeting a quorum is not present, those members who are present and entitled to vote shall form a quorum and may transact the business for which the meeting was called.
- (b) The Chairperson, or in his or her absence the Vice Chairperson/Secretary shall take the chair at every general meeting of the Association.
- (c) Minutes shall be kept of all resolutions and proceedings of general meetings of the Association, Meetings of the Executive Committee, Meetings of any Committees, meeting of Members constituting authorized branches of the Association.
- (d) Each motion submitted to a meeting shall be decided in the first instance on the voices, or, if demanded, by a show of hands. In either case, the Chairman should have a casting vote.

#### **ARTICLE 9: SECRETARIAT**

9. The Secretariat shall be responsible for the daily routine of business of the Association under the direction of the Chairman and the Executive Committee.

#### **ARTICLE 10: FINANCIAL**

10. (a) The administrative expenses incurred, or likely to be incurred by or on behalf of the Association, in the performance of its functions under these Articles of Association, and such other expenses as may be authorised by the General Assembly shall be met by the annual subscriptions from the Members into the funds of the Association. The amount of the annual subscriptions shall be revised by the General Assembly from time to time and shall consist of:
  - (1) a joining fee regardless of the category membership. This provision is subject to annual review by the AGM;
  - (2) an annual subscription fee will be levied on each Member in proportion to their size of operation; and
  - (3) supplementary subscriptions as may be determined by the General Assembly.

- (b) In the case of a new member, the initial subscription payable shall be reduced in proportion to the unexpired term of the period in respect of which the full subscription would have been payable.
- (c) The annual subscription and the supplementary subscriptions payable by the Members shall be of such amount as the General Assembly may determine, and shall be payable to the Association by the respective members on receipt of a demand from the Secretariat. The General Assembly can accept that some subscriptions are paid in two or three instalments.
- (d) Should a Member fail to pay, within a period of six months (or such longer period as the General Assembly in its discretion may allow) after receiving such a demand, any subscription payable by it under this Article, the Member shall be deemed to have resigned from the Association. It shall thereupon cease forthwith to be a Member of the Association and shall have no claim against the Association, nor shall it be relieved of its obligation to pay to the Association the outstanding subscription owed by it under this Article.
- (e) The Treasurer of the Association, in association with the Secretary of the Association, shall receive and take charge of all moneys and other assets of the Association; shall pay there from all sums properly due and payable by the Association; and shall at least once in every year prepare and present for approval by the General Assembly audited accounts of all sums so received and expended on behalf of the Association, together with a budget for the ensuing year. At least once a year at the General Assembly, the Treasurer shall report on the financial situation of the Association. The audit of the accounts shall be carried out either by three Authorised Representatives to be appointed by the General Assembly for that purpose or, if the General Assembly so decides, by an independent firm of professional accountants.

#### **ARTICLE 11: ALTERATION IN THE ARTICLES OF ASSOCIATION**

- 11. (a) No alteration shall be made to these Articles of Association, nor any new Articles added, except at a meeting of the General Assembly of which every member has been given written notice, which shall set out in detail the alterations or additions proposed to be made.
- (b) Such proposal shall not be considered in the first instance unless the meeting is attended by not less than three quarters of the Members of the Association. Should the required quorum not be present, consideration of the proposal shall be postponed until the next meeting, when a decision may be taken by a simple majority of the votes present.
- (c) All questions as to the interpretation of the Articles shall be referred to the Executive Committee whose decision shall be final.

#### **ARTICLE 12: DISSOLUTION**

- 12. (a) The Association shall not be dissolved except by decision of the General Assembly at a meeting especially convened for that purpose, of which every member has been given not less than one month's notice in writing. A proposal to dissolve the Association shall in the first instance require a majority of not less than three quarters of the votes present; should the required majority not be obtained, the meeting shall be adjourned to a later date and every member shall be given one month's written notice thereof. At the adjourned meeting a decision may be taken by a simple majority of the votes present.
- (b) Should the Association at any time be dissolved in accordance with the provisions of the Article, its assets shall, unless the General Assembly otherwise decides, be shared among the Association's members then in membership of the Association. In any case, the balance of net assets remaining

after liquidation may only be allocated to members to the level of their respective contributions.

**ARTICLE 13: GENERAL PROVISIONS**

13. (a) All matters which are not specifically dealt with by these Articles of association shall be governed by the provisions of Irish law.
- (b) Pursuant to the provisions of the Data Protection Acts 1988-2003, Members consent to the Association obtaining, recording, holding and retaining their personal data (including sensitive personal data) solely for Association purposes, either on its computers or in its manual filing system, and consent to the use of all such data, including its disclosure to third parties, for the proper and effective management of the Association.

## **Appendix 1 Code of Practice**

All members of the Gaming and Leisure Association of Ireland, regardless of the way in which they provide their services, should abide by the following core principles

1. All customers must be over 18
2. All customers must produce proof of age
3. All staff must ensure age verification is properly undertaken
4. Any customer found to be underage must be immediately denied further access to members' services
5. All staff must be properly trained to implement responsible gambling
6. All staff must be properly trained to identify problem gambling
7. All members must treat their customers fairly
8. Self-exclusion policies must be made available to all customers; an up-to-date of self-excluded customers must be made available to staff
9. Responsible gambling and self-help information must be made available at all times and to all customers
10. Rules must be made clear to customers at all times
11. No credit should be extended to customers
12. Where relevant, no alcohol should be sold to customers
13. All members must undertake all due diligence requirements as set down in the 3<sup>rd</sup> EU Money Laundering Directive
14. All members must appoint a Money Laundering Reporting Officer
15. All members must appoint a GLAI Code of Practice Compliance Officer
16. All staff should be trained to monitor and report any unusual or suspicious transactions
17. All members must be able to track and record all financial transactions undertaken by its customers
18. All members must ensure that personal data of customers and staff is secure and is used in compliance with data protection rules
19. A complaints process for customers must be made available
20. Advertising of services must comply with the relevant laws and must not be directed at people under the age of 18
21. All members must comply with health and safety requirements applicable to them
22. All members must be tax compliant and fully audited on an annual basis
23. All members must have an appropriate and visible management team in place
24. All members must be equal opportunities employers