

BY-LAWS

FOR THE ASIA PACIFIC LOTTERY ASSOCIATION

1. AIMS AND OBJECTIVES OF THE ASIA PACIFIC LOTTERY ASSOCIATION **("the Association")**

The aims and objectives of the Association are to advance the goals and collective interests of its Members and to enhance the capability, common knowledge and status of individual Members by:

- (a) promoting and encouraging cooperation and professional exchange of experience, information and resources among Members;
- (b) convening meetings, conferences, working groups and such other forums to facilitate communication among Members in furtherance of the aims of the Association;
- (c) serving as a platform to discuss lottery related issues;
- (d) representing several or all Members in conveying common positions or opinions to authorities, private and public, including representation in any court as a party or third party wherever such Members have authorised the Association to speak or act on their behalf;
- (e) the establishment of services in education, statistics, information or administrative matters;
- (f) representing the interests of Members at, and participating in the activities of, any association that promotes the alignment of the same aims and objectives at the world and regional level; and
- (g) striving for and respecting territorial integrity, public order and morality.

2. REGISTERED OFFICE OF THE ASSOCIATION

The Association's office address will be that of the Secretariat Administrator.

3. FISCAL YEAR

The Association's fiscal year commences on 1 January and ends on 31 December.

4. MEMBERS

4.1 The Association will offer two categories of memberships, namely:

- Full Member, and
- Associate Member

4.1.1 Full Member

An organisation is eligible for full membership of the Association if it:

- (a) is resident in and is licensed to conduct the business of a lottery and/or sports betting in the country, State, Province or territory issuing the licence, within the Asia Pacific region;
- (b) has paid the prescribed membership fee;
- (c) has business practices which conform to the aims and objectives of the Association and whose revenues are for the greater part dedicated to the public good; and
- (d) is a Full and financial Member of the World Lottery Association or its successors and permitted assigns.

4.1.2 Associate Member

Any person or organisation is eligible for associate membership of the Association if it:

- (a) (i) holds a licence to conduct, or is authorised to operate, the business of a lottery and/or sports betting in the country, State, Province or territory issuing the licence, within the Asia Pacific region; or
- (ii) supplies, or intends to supply, goods or services to the lottery or sports betting industry in the Asia Pacific region;
- (b) has paid the prescribed membership fee; and
- (c) is recommended by a Full Member of the Association,

subject to the right of the Executive Committee to reject any application for membership without providing any reasons whatsoever.

- 4.2 Each Member shall be liable for its own costs and expenses incurred by participating in the Association or for performing any duty, function or office, or attending any meeting or activity of the Association.

5. APPLICATION FOR MEMBERSHIP

- 5.1 Applications for membership shall be in writing and sent to the Secretariat Administrator.

5.2 Applications for Full Membership must be accompanied by:

- (a) a certified copy of the appropriate documentation evidencing the legal operation of the applicant within an appropriate jurisdiction;
- (b) a copy of relevant incorporation documents; and
- (c) if operational, a copy of the audited financial statements for the previous fiscal year.

All documentation must be accompanied by a Government certified translation into English that is obtained at the applicant's cost.

5.3 Applications for Associate Membership must be accompanied by:

- (i) in the case of an applicant that is a financial Member of the World Lottery Association,
 - (a) a copy of relevant incorporation documents; and
 - (b) a copy of the audited financial statements for the previous financial year.
- (ii) in the case of an applicant that is not a financial Member of the World Lottery Association,
 - (a) a copy of relevant incorporation documents; and
 - (b) a copy of the audited financial statements for the previous financial year;

and the documentation must be accompanied by a Government certified translation into English that is obtained at the applicant's cost.

5.4 All applications will be considered by the Executive Committee at its next meeting following the date of the application. If no objection is raised by any Member of the Executive Committee, the applicant may be approved, upon such conditions as the Executive Committee may establish. All memberships as approved by the Executive Committee will be reported to the Annual General Meeting.

6. MEMBERSHIP FEES

- 6.1 Members shall be required to pay membership fees in advance as determined by the Association at its Annual General Meeting. All fees are payable in US dollars. Membership fees must be paid by 31 December, and will relate to the following fiscal year.
- 6.2 An applicant that has its membership approved during the course of the fiscal year shall pay a pro-rata amount on account of membership fees for the period from the date of approval to the end of the fiscal year.
- 6.3 In the event of suspension, termination, or resignation of a Member, there will be no refund of membership fees paid.

7. TERMINATION, SUSPENSION AND RESIGNATION OF MEMBERSHIP

- 7.1 The membership of a Full Member shall be suspended and/or be recommended for termination if:
- (a) it ceases to carry on a lottery and/or sports betting in the country, State, Province or territory issuing the licence within the Asia Pacific region; or
 - (b) it fails to pay the prescribed membership fee; or
 - (c) a resolution has been passed by Full Members for such termination; or
 - (d) it ceases to be a Full and financial Member of the World Lottery Association or its successors and permitted assigns,
- however such a Member may apply to become an Associate Member.
- 7.2 The membership of an Associate Member shall be suspended and/or be recommended for termination if:
- (a) it ceases to hold a licence to conduct, or ceases to be authorised to operate, a lottery and/or sports betting in the country, State, Province or territory issuing the licence within the Asia Pacific region; or
 - (b) it ceases to be a supplier or prospective supplier of goods and services to the lottery and/or sports betting industry; or
 - (b) it fails to pay the prescribed membership fee; or
 - (a) a resolution has been passed by Full Members for such termination.
- 7.3 A Member shall be entitled to resign its membership by way of written notice addressed to the Secretariat Administrator at least three (3) months prior to the effective date of resignation nominated in the notice. The obligations of the Member shall continue until the effective date of resignation and the Member shall remain liable for all outstanding liabilities.

8. EXECUTIVE COMMITTEE

- 8.1 Subject to Clause 8.10, the Executive Committee shall comprise no less than five (5) persons and no more than seven (7) persons, each from a different country, two (2) of which will be elected as Chairperson and Vice Chairperson respectively by the Executive Committee.
- 8.2 The Chairperson and Vice Chairperson can be removed at any time by the unanimous vote of the Executive Committee. In the event of such a vote, the Chairperson and/or Vice Chairperson shall, as the case may be, exclude themselves from any discussion on the issue and any subsequent vote.

- 8.3 The Vice Chairperson shall act as a proxy for the Chairperson on those occasions that the Chairperson is unable to attend a meeting. In the event that the office of Chairperson becomes vacant, the Vice Chairperson shall assume the duties and title of Chairperson for the remainder of the term of office and the office of Vice Chairperson shall be assumed by one of the remaining Executive Committee Members.
- 8.4 A person shall only be eligible to nominate for a position as a Committee Member if that person holds the position of either the President, Chief Executive Officer, Managing Director or Lead Management Decision Maker of a Full Member.
- 8.5 Nominations for a position as a Committee Member can be made by any Full Member and seconded by any other Full Member. Nominations are to be forwarded to the Secretariat Administrator at least sixty (60) days in advance before the expiry of the existing term of the Committee Member.
- 8.6 The term of office for all persons elected to the Executive Committee shall expire at the conclusion of the second Annual General Meeting occurring after the Annual General Meeting at which the Executive Committee Member was elected. There shall be no limit on the number of terms a person on the Executive Committee may serve. Committee Members seeking re-election must re-nominate before the expiry of the then current term.
- 8.7 Any Executive Committee Member may resign his/her office by giving not less than three months' written notice addressed to the Executive Committee, however the resignation of an Executive Committee Member who does not hold a position in accordance with Clause 8.4 shall be effective immediately.
- 8.8 Any Executive Committee Member may be removed from office at any time during his/her term of office by the passing of a resolution of the Full Members, provided that notice of any such resolution is given to all Full Members not less than thirty (30) days prior to its consideration. The Executive Committee Member shall be entitled to be heard on the resolution and make representations to all Full Members prior to their voting on the resolution.
- 8.9 In the event of a vacancy of a Committee Member, the Executive Committee shall appoint a replacement from among the eligible Full Members, subject to approval at the following Annual General Meeting.
- 8.10 The immediate past Chairperson may hold the position of an honorary Executive Committee Member for no more than a one (1) year term. The immediate past Chairperson is not required to attend all meetings of the Association, however, he/she is invited to participate in the activities of the Executive Committee without voting privileges.

8.11 The Executive Committee is accountable to the membership for the due administration of the Association and shall ensure that all activities of the Association are in accordance with its stated aims and objectives. Subject to these By-laws and any resolutions passed by the membership, the Executive Committee has the following powers and functions:

- (a) the election and removal of the Chairperson and the Vice Chairperson;
- (b) approve relevant policies and ensure that all actions of the Association are in accordance with those approved policies;
- (c) the admission, suspension, and recommendation for termination of Members;
- (d) approve the Minutes of the previous Executive Committee meeting;
- (e) consider and submit a proposed budget in advance of each fiscal year to the Members for approval, and monitor the approved budget thereafter;
- (f) consider and submit proposed membership fees in advance of each fiscal year to the Members for approval;
- (g) consider and submit annual audited financial statements to the Members;
- (h) determine the host Member of conferences and seminars of the Association;
- (i) submit a report detailing the activities of the Executive Committee to the Annual General Meeting;
- (j) obtain quotations from, appoint, and if required, replace an external auditor for the Association;
- (k) determine additional functions of the Treasurer and Secretariat Administrator;
- (l) undertake the sourcing of appropriate contractors and advisors in accordance with the resolution of the Members;
- (m) appoint at least two (2) Executive Committee Members to execute contracts, documents or other instruments on the Association's behalf;
- (n) appoint one (1) Executive Committee Member to act as a cheque signatory together with a duly authorised appointee of the Secretariat Administrator;
- (o) establish the composition and function of working committees, as required;
- (p) seek nominations from the Full Members for the position of Secretariat Administrator and duly appoint a Secretariat Administrator;
- (q) authorise the Chairperson to act as the representative of the Association on the Executive Committee of any association which promotes the alignment of the same aims and objectives at the world level; and
- (r) perform any such other functions that are necessary or convenient for the administration of the Association.

8.12 Each Executive Committee Member shall be liable for its own costs and expenses incurred by participating in the Association or for performing any duty, function or office or attending any meeting or activity of the Association.

9. THE CHAIRPERSON

9.1 Subject to these By-laws and any directions from the Executive Committee, the Chairperson has the following powers and functions:

- (a) chairs all meetings of the Association;
- (b) formulates and recommends to the Executive Committee relevant policies;
- (c) submits a report detailing the activities of the Chairperson to each meeting of the Executive Committee;
- (d) assigns and delegates such duties and responsibilities as deemed necessary or appropriate to carry out the purposes of the Association;
- (e) acts as the representative of the Association on the Executive Committee of the World Lottery Association or its successors and permitted assigns; and
- (f) performs such other duties as provided in the By-laws.

10. THE TREASURER

10.1 A Treasurer shall be appointed by the Executive Committee upon such terms and conditions as it shall decide.

10.2 Subject to these By-laws and any directions from the Executive Committee, the Treasurer has the following functions:

- (a) maintains and has custody of the books, documents, records and registers relating to financial matters of the Association;
- (b) prepares and submits the budget to the Executive Committee;
- (c) prepares annual financial statements for the fiscal year and provides them to the duly appointed Auditor to enable the audit to be conducted in accordance with Clause 14 of these By-laws; and
- (d) performs any other duties as determined by the Executive Committee.

11. THE SECRETARIAT ADMINISTRATOR

11.1 The Association will establish a Secretariat Administrator that shall report to the Executive Committee and be responsible for the administration of the business of the Association and the performance of all functions and duties as assigned to the role.

11.2 The costs for the provision of the services of the Secretariat Administrator shall be:

- (a) estimated and submitted to the Executive Committee for its approval as part of the Association's annual budget;
- (b) paid to such degree as decided upon by the Executive Committee from the revenues of the Association.

11.3 Subject to these By-laws and any directions from the Executive Committee, the Secretariat Administrator has the following functions and duties:

- (a) co-ordinates all correspondence to and from the Association;
- (b) organises and co-ordinates Executive Committee Meetings, Annual General Meetings and Extraordinary General Meetings;
- (c) provides all relevant notification and accompanying documentation relating to all meetings of the Association to Members;
- (d) keeps full and accurate Minutes of the proceedings of all meetings of the Association;
- (e) maintains a register of all Members of the Association;
- (f) monitors and maintains the content of the Association's website and monitors other relevant Associations' websites to ensure currency of information; and
- (g) performs any such other functions that are necessary or convenient for the administration of the Association.

11.4 The Secretariat Administrator shall attend all meetings of the Association and, in the event that the Secretariat Administrator is unable to attend any meeting, the Executive Committee shall be advised immediately so that the Chairperson can appoint a person to record the Minutes of the meeting.

12. MEETINGS OF THE ASSOCIATION

The Chairperson shall chair all meetings of the Association. In the absence of the Chairperson, the Vice Chairperson will assume the chair and, in the further event of the absence of the Vice Chairperson, the Full Members present at the meeting shall elect a substitute Chairperson from amongst their number.

12.1 Executive Committee

The Executive Committee shall meet (in such manner or by whatever means as is agreed) at least twice per year or more frequently as required.

The location of each meeting will be rotated amongst the Executive Committee Members or otherwise as is agreed by all of them.

The Secretariat Administrator, in consultation with the Chairperson, shall prepare the agenda for each Executive Committee meeting after consultation with all other Executive Committee Members, and shall distribute the agenda and accompanying documentation to them at least seven (7) days prior to the meeting.

An Executive Committee Member may nominate one substitute representative to attend an Executive Committee meeting(s) on the Member's behalf, exercising all powers and rights vested in the Member. The substitute representative must occupy an organisational position that reports directly to the positions nominated in by-law 8.4.

The Member must provide the Secretariat Administrator with written details of the substitute representative together with the written authorisation of appointment at least seven (7) days before the relevant Executive Committee meeting, for the appointment to be effective. The Secretariat Administrator will notify all remaining Executive Committee members of the substitution not less than three (3) days before the date of the Executive Committee meeting.

The Executive Committee shall adopt resolutions by a simple majority with no decision being made without the presence of at least three (3) Executive Committee Members. In the event of a tied vote, the Chairperson shall have the casting vote. An item not on the agenda may be voted on only with the agreement of all the Executive Committee Members who are present at the meeting.

A copy of the Minutes prepared by the Secretariat Administrator is to be forwarded to each Executive Committee Member within thirty (30) days of the date of the meeting.

Decisions made by the Executive Committee Members in the period between meetings of the Executive Committee shall be confirmed at the following duly convened meeting of the Executive Committee.

The procedure adopted at Executive Committee meetings shall, subject to this clause, be as determined by the Executive Committee Members in accordance with this clause.

12.2 General Meetings

The following powers and functions shall be exercised by the Full Members of the Association at all General Meetings:

- (a) amending the By-laws;
- (b) noting the admission and suspension of Members by the Executive Committee;
- (c) approving the termination of Members, as recommended by the Executive Committee;
- (d) electing Members of the Executive Committee;
- (e) approving the Minutes of the previous General Meeting;
- (f) approving the audited financial statements;
- (g) approving the budget;
- (h) approving the membership fees;
- (i) considering reports and recommendations from the Executive Committee;
- (j) considering such other business as may be properly brought before the General Meeting and which is not otherwise delegated or specified in these By-laws.

12.2.1 Annual General Meeting

The Association shall hold an Annual General Meeting in each fiscal year, convened by the Chairperson at a time and place resolved by the Executive Committee.

The Annual General Meeting shall be called by notice in writing issued to all Members not less than sixty (60) days prior to the meeting. All Members shall be provided with an Agenda and accompanying documentation not less than thirty (30) days prior to the Annual General Meeting.

12.2.2 Extraordinary General Meeting

The Chairperson shall convene an Extraordinary General Meeting at such time and place as determined by the Chairperson, if the Chairperson shall receive a written request by not less than sixty seven percent (67%) of Full Members for the holding of such a meeting.

An Extraordinary General Meeting shall be called by notice in writing issued to all Members not less than sixty (60) days prior to the meeting. The notice shall specify the purpose(s) and/or the matter(s) for which the Extraordinary General Meeting is convened and to which discussion will be strictly confined. All Members shall be provided with an Agenda and accompanying documentation not less than thirty (30) days prior to an Extraordinary General Meeting.

12.2.3 Member Resolutions

If a Full Member wishes a resolution to be discussed and voted upon at a General Meeting, the Full Member must submit a signed copy of the proposed resolution in writing to the Secretariat Administrator not less than forty five (45) days prior to the General Meeting, to enable the proposed resolution to form part of the Agenda.

12.2.4 Quorum

A quorum for the purpose of conducting a General Meeting shall be a minimum of not less than fifty percent (50%) of the Full Members or their duly appointed proxies.

12.2.5 Voting

Each Full Member shall be entitled to one (1) vote only. A vote may be exercised by a Full Member either by way of its duly authorised representative or by way of proxy. A Member must provide the Secretariat Administrator with details in writing of either:

- (a) its duly authorised representative; or
- (b) its appointment of a proxy,

together with a copy of the written authorisation of appointment, not less than seven (7) days before the date of the General Meeting, otherwise the Member shall have no right to vote at that particular General Meeting.

An Associate Member shall not be entitled to vote at any General Meeting of the Association which it attends.

The following decisions shall require the affirmative vote of not less than sixty seven percent (67%) of the votes cast at the General Meeting:

- (a) the termination of Members;
- (b) the amendment or modification of these By-laws;
- (c) the removal of an Executive Committee Member;
- (d) the dissolution of the Association.

All other decisions shall require the affirmative vote of not less than fifty percent (50%) of the votes cast at the General Meeting.

13. CONFERENCES AND SEMINARS

13.1 Conferences and seminars, as scheduled and approved by the Executive Committee, shall be hosted by a Full Member of the Association.

13.2 A Member hosting a conference or seminar shall:

- (a) be responsible for the organisation of all aspects of the conference or seminar;
- (b) take receipt of all monies and make payment of all expenses arising in respect of the conference or seminar;
- (c) submit the relevant financial statements to the Executive Committee and remit any profits realised from the hosting of the conference or seminar to the Association within eight (8) weeks of the conclusion of the conference or seminar; and
- (d) be responsible for any loss realised from the hosting of the conference or seminar.

14. AUDIT

The books and accounts of the Association shall be audited every year in accordance with the directions of the Executive Committee. The Auditor shall provide a report to the Chairperson by no later than 31 March following the conclusion of the preceding fiscal year.

15. NOTICES

Any notice or other communication to be sent under these By-laws shall be in writing and in the English language and shall be delivered or sent to the appropriate Member at the address or number last recorded by the Secretariat Administrator or otherwise notified by the Member to the Secretariat Administrator for that specific purpose and shall be deemed to have been received by the Member:

- (a) if sent by facsimile or email, upon its transmission;
- (b) if sent by post, on the fifth day following its posting; and
- (c) if delivered to the last known address of a Member, on the date of delivery.

16. GOVERNING LAW

These By-laws shall be construed and interpreted in accordance with the law of the jurisdiction in which the Secretariat Administrator is situated and each Member agrees to submit to the jurisdiction of the Courts in that State/country.

17. INDEMNITY AND LIABILITY OF MEMBERS

The Members of the Executive Committee and the Secretariat Administrator are not personally liable for the debts and liabilities of the Association and shall be indemnified for any costs incurred in proceedings instituted against them in the execution of their duties, exercised in good faith.

The personal or joint liability of the Members for the liabilities of the Association is excluded so far as the law allows.