

## Board of Directors Corporate Resolution

**Resolution in writing** of the board of directors of Play! Charitable Gaming Association (the "Corporation") dated this 29th day of September 2024.

### **BACKGROUND:**

- A. The Corporation is a not-for-profit corporation organized and operating under the laws of the Not-for-Profit Corporations Act, 2010 (Ontario)
- B. The corporation wishes to amend its by-laws to expand the composition of the Executive Committee to include the office of vice-president.

### **IT WAS RESOLVED THAT:**

1. The corporation will amend the By-Laws 3 (2024-09) as outlined under sections 11 as follow;

**Section 5.8. Executive Committee:** a) There shall be an Executive Committee comprised of the President, Vice-President, Treasurer, and Secretary (or Secretary-Treasurer) as selected or elected by the Board of Directors.

**Section 6.3 Chair:** The Chair (President) shall preside at Board meetings. In the absence of the President, the Vice-President shall act as the Chair. In the absence of both the President and the Vice-President, the directors present shall choose one of their number to act as the Chair.

**Section 7.5. Execution of Documents:** Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Secretary, and Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

**Section 8.1. Officers:** The Board shall appoint from among the Directors, a President, a Vice-President, a Treasurer and a Secretary following the annual meeting of the Corporation.

**Section 8.3 Duties :** Officers shall be responsible for the duties assigned to them and they may not delegate to others the performance of any or all of such duties.

8.3.1. Duties of the President: The President shall be charged with overseeing the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officers appointed by the Board for the purpose. shall sign all by-laws and contracts. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President.



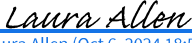


8.3.2. Duties of the Vice-President: The Vice-President has the same duties and responsibilities as all other board members and serves as a leader to the board in the absence of the President, so the board is never without leadership.

### **SCHEDULE A Position Descriptions and Responsibilities**

Vice-President: The vice president serves as the second-in-command to the president. The Vice-President may assist the President in their duties, fill in while the President is absent, or take on specific responsibilities assigned by the board.

- This resolution may be executed in counterparts. Facsimile, scanned, or electronic signatures are binding and are considered to be original signatures.

Dated in the Province of Ontario on the 29th day of September 2024.

	(Signature)	Alexandra Reyes-Walsh, President
 <u>Jackie Karagianis (Sep 27, 2024 15:21 EDT)</u>	(Signature)	Jackie Karagianis, Treasurer
 <u>Laura Allen (Oct 6, 2024 18:59 EDT)</u>	(Signature)	Laura Allen, Vice-President
 <u>Ron Duesharm (Oct 5, 2024 16:22 EDT)</u>	(Signature)	Ron Duesharm, Director
 <u>Graeme McDonald (Sep 29, 2024 11:10 EDT)</u>	(Signature)	Graeme McDonald, Director