

**AIR CANADA PIONAIRS**

**GENERAL OPERATING BY-LAW NO. 100**

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A by-law relating generally to the conduct of the affairs of

AIR CANADA PIONAIRS  
(a federal corporation)  
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 100

A By-law relating generally to the conduct of the affairs of

AIR CANADA PIONAIRS  
(a federal corporation)  
(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 24<sup>th</sup> day of April, 1979;

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I  
INTERPRETATION

**1.1 Definitions**

In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation.
- (g) “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (k) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

## 1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II GENERAL**

### 2.1 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

### 2.2 Executive Office

The Executive Office of the Corporation shall be located in the city or area of residence of the President, or as may otherwise be designated by the Board from time to time. Upon each new election of officers, the Executive Office will be re-located to the area of residence of the newly elected President.

**2.03 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

**2.4 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

**2.5 Board Policies**

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III  
FINANCIAL MATTERS**

**3.1 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31<sup>st</sup> day of December in each year.

**3.2 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

**3.3 Public Accountant and Financial Review**

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting in accordance with the Act.
- (b) If the Corporation meets the requirements for a “designated corporation” under the Act (by having \$1 million or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a public accountant upon unanimous approval of the Members. If a public accountant is appointed, the public accountant must conduct a review engagement of the Corporation’s financial statements, but the Members may by an Ordinary Resolution require an audit be conducted.

- (c) The public accountant must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

### **3.4 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

## **SECTION IV MEMBERS**

### **4.1 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to persons who meet the following conditions and have been accepted into Membership by the Board:

- (a) agree to further the purposes of the Corporation as contained in the Articles;
- (b) agree with the provisions in the Articles, By-laws and policies of the Corporation;
- (c) meet any of the following criteria:
  - (i) retired employees of Air Canada or Canadian Airlines International and their Constituent Airlines, regardless of years of service; or
  - (ii) spouse or legal partner:
    - (1) of persons who meet the requirement set out in Section 4.01(c)(i) and have been admitted as Members of the Corporation; and
    - (2) are not separated or divorced from such persons; or
  - (iii) surviving spouse or legal partner of persons who meet the requirement set out in Section 4.01(c)(i) to be Members of the Corporation before their death regardless of whether they were Members before their death; and

### **4.2 Rights of Members**

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.



Members shall also be entitled to such additional rights and benefits as determined by the Board from time to time.

#### **4.3 Term and Renewal of Membership**

- (a) The term of Members shall be in effect for a period of one year from the 1<sup>st</sup> day of June to the 31<sup>st</sup> day of May in the immediately following year.
- (b) All Members shall be required to renew their annual membership by paying the applicable membership dues. The membership status of a Member may be renewed if the Board is satisfied that:
  - (i) the Member has paid all applicable membership dues and assessments as determined in the discretion of the Board; and
  - (ii) the Member continues to meet all of the qualification requirements set out in Section 4.01.

#### **4.4 Membership Dues and Assessments**

- (a) Annual membership dues for Members will be set by the Board from time to time, and be subject to approval by a majority of the votes cast at a meeting of Members. Members shall be notified in writing of the membership dues and the time the membership dues will be payable.
- (b) Membership dues are due on June 1<sup>st</sup> in each year. Membership dues paid by a Member shall automatically include membership for the Member's spouse or legal partner.
- (c) The initial payment of membership dues will be by cheque/credit card. Thereafter, those Members who are included in the Air Canada Pension Payroll will have the membership dues deducted annually from the June 1<sup>st</sup> pension cheque. Members who are not included in the Air Canada Pension Payroll will be invoiced annually.
- (d) The membership status of a Member who fails to pay in full its membership dues by October 1<sup>st</sup> after a notice of default has been issued by the Corporation may be terminated unless there are extenuating circumstances in the sole discretion of the Board.
- (e) From time to time, if additional funds are required to carry on the business and affairs of the Corporation or for any special purpose, the Board, with the approval of a majority of the votes cast at a meeting of Members, may levy special assessments on the Members. The membership status of a Member who fails to pay in full its assessment in ninety (90) days after a notice of default has been issued by the Corporation may be terminated in accordance with Section 4.05.
- (f) Membership dues paid are not refundable.
- (g) The Corporation may, by policies, set out other matters in relation to the assessment and payment of membership dues and other assessments.

#### **4.5 Termination of Membership**

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01;
- (c) the Member resigns;
- (d) the Member's application for membership renewal is rejected by the Board;
- (e) the Member fails to pay membership dues or special assessments as required under Section 4.04 ;
- (f) the Member is removed by the Board in accordance with Section 4.06;
- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

#### **4.6 Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

**SECTION V**  
**ASSOCIATES, PATRONS AND EX-OFFICIOS**

**5.1 Admission**

The Board may, in its sole discretion, from time to time admit any person or individual who is interested in furthering the purposes of the Corporation as contained in the Articles and/or being associated with the Corporation, into the following non-membership categories:

- (a) Honorary Life Patrons - The Executive Committee may recognize those Members of the Corporation who have made outstanding contribution to the Corporation by nominating them to be recognized as “Honorary Life Patrons” to be confirmed by two-thirds of the votes cast at a meeting of the Board. They will not be required to pay dues or fees for attendance at the social functions of annual general meetings (except hotel accommodations). For greater certainty, “Honorary Life Patrons” is a recognition and it is not a membership category.
- (b) Air Canada Pionairs Ex-Officios - The Executive Committee may recognize individuals who by virtue of their position with any organizations that are important to the Corporation by nominating them to be “Air Canada Pionairs Ex-Officios”. They will not be required to pay dues and may not hold office in the Corporation. Any Air Canada Pionairs Ex-Officio who meets the conditions for membership set out in Section 4.01 on retirement may be apply for Membership in the Corporation in the normal manner.

**5.2 Qualifications, Rights, Privileges, Termination**

The Board may, in its sole discretion, from time to time adopt policies in relation to additional qualification requirements, rights, privileges, due payments, and termination of status. For greater certainty, Associates and Air Canada Pionairs Ex-Officios may receive notice of meetings of Members, and attend and be observers at meetings of Members (provided that they may speak or participate if permitted by the chair of the meeting or with the consent of the meeting), but not to speak, participate or vote at the meetings.

**SECTION VI**  
**MEETINGS OF MEMBERS**

**6.1 Meeting of Members**

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

**6.2 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation’s preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### **6.3 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **6.4 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

### **6.5 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

### **6.6 Notice of Meetings**

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
  - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, 60 days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Where the Corporation provides notice electronically referred to in Section 6.06(a)(ii) and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requested by in the manner set out in Section 6.06(a)(i).
- (c) Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
- (e) Notice of a meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 6.13.

**6.7 Record Date**

The Directors may fix a record date for determining Members entitled to receive notice of or to vote at a meeting of Members, provided that the record date must be between 21 to 60 days before the day on which the meeting is to be held. The Directors may fix a record date for determining Members for any other purpose provided that the record date must not be more than 60 days before the day on which the determination is made. If the Directors fixed a record date for the determination of Members entitled to receive notice of a meeting of Members but not for the determination of Members entitled to vote at a meeting of Members, then the record date for the latter shall be 10 days after the record date for the determination of Members entitled to receive notice. If no record date is fixed by the Directors, the record date for the determination of Members entitled to receive notice of and vote at a meeting of Members is at the close of business on the day immediately preceding the day on which the notice is given, or, if no notice is given, the day on which the meeting is held; and the record date for the determination of Members for any other purpose shall be at the close of business on the day on which the Directors pass the resolution relating to the record date.

**6.8 Waiving Notice**

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**6.9 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

**6.10 Chairperson of the Meeting**

The chairperson of Members' meetings shall be the President, or the First Vice President if the President is absent or unable to act. In the event that the President and the First Vice President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**6.11 Quorum**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be one hundred (100) Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business. For the purpose of determining quorum, a Member may be present in person or by proxy.

**6.12 No Participation at Meetings by Electronic Means**

Notwithstanding the Act, Members may not participate at meetings of Members by means of any telephonic, electronic or other communication facility.

**6.13 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Member may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing executed by the Member or such Member's attorney and shall be in such form that conforms with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.

**6.14 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

**6.15 Show of Hands**

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

**6.16 Ballots**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be

withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

**6.17 Resolution in Lieu of Meeting**

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director in relation to his/her resignation or removal or by the public accountant in relation to his/her resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

**6.18 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

**6.19 Adjournment**

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**SECTION VII  
DIRECTORS**

**7.1 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

**7.2 Number**

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.

**7.3 Qualifications and Composition**

- (a) Each Director shall be an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is in full agreement with the governing documents of the Corporation, and is a Member of the Corporation at the time of election (or within 10 days after election) during the term of office.
- (b) The composition of the Board shall be as follows:
  - (i) One (1) Director to be elected by the Members and the Director shall so elected

shall also hold the Officer position as President of the Corporation.

- (ii) Four (4) Directors to be elected by the Members and the Directors so elected shall also hold the Officer positions as First Vice President, Second Vice President, Secretary and Treasurer.
  - (iii) Fifteen (15) Directors to be elected by the Members, with one (1) Director from each of the fifteen (15) Districts of the Corporation. Such persons must first have been nominated by the respective District. The names and contact particulars of nominees shall be provided by the respective District to the nominations committee in accordance with the process described in the policies of the Corporation for election at the Members' meeting.
  - (iv) Five (5) At-Large Directors to be elected by the Members.
  - (v) Notwithstanding Section 7.04(a) and pursuant to the Articles, one (1) Director to be appointed by the Board who meets the qualification requirement that the person has completed serving in the office of President in the immediately preceding term. This person shall also hold the Officer position as Immediate Past President of the Corporation.
  - (vi) Notwithstanding Section 7.04(a) and pursuant to the Articles, one (1) Director to be appointed by the Board who meets the qualification requirement that the person holds the position of "Director, Chair, Pension & Benefits Subcommittee" of the Corporation.
- (c) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

#### **7.4 Election and Term**

- (a) Subject to the Articles, Directors referred to in Section 7.03(b)(i), Section 7.03(b)(ii), Section 7.03(b)(iii) and Section 7.03(b)(iv) shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be two (2) years calculated from September 1 next following the date of the annual meeting of Members at which they are elected until August 31 two (2) years next following or until their successors are elected.
- (i) The term of office of the Director referred to in Section 7.03(b)(i) shall be two (2) years for a maximum of two (2) terms.
  - (ii) The term of office of the Director referred to in Section 7.03(b)(ii) shall be two (2) years for a maximum of three (3) terms holding the same Officer position.
  - (iii) The term of office of the Director referred to in Section 7.03(b)(iii) and Section 7.03(b)(iv) shall be two (2) years for a maximum of three (3) terms.
- (b) Notwithstanding Section 7.04(a) and pursuant to the Articles, the Board may appoint one (1) Director referred to in Section 7.03(b)(v) for a term of one (1) year calculated from September 1 next following the date of the annual meeting of Members at which they are elected until the close of the next annual meeting of Members. There is no maximum term



of office for such a Director.

- (c) Notwithstanding Section 7.04(a) and pursuant to the Articles, the Board may appoint one (1) Director referred to in Section 7.03(b)(vi) for a term of one (1) year calculated from the date of the meeting at which they are appointed until the close of the next annual meeting of Members. There is no maximum term of office for such a Director.
- (d) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1<sup>st</sup>) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (e) As much as possible, the Directors shall be elected and shall retire in rotation as determined by the Members when the Directors are elected, provided that the term of office of at least six (6) Directors shall expire each year.

## **7.5 Consent**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after it if such person is not present at the meeting, or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

## **7.6 Nomination of Directors**

- (a) Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:
  - (i) by or at the direction of the Board, including pursuant to a notice of meeting;
  - (ii) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
  - (iii) by any person ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (b) Candidates for election to the Board shall be nominated by the Human Resource,

Compensation and Nomination Committee appointed by the Chair of the Board and constituted pursuant to the policies of the Corporation. The Committee shall nominate one (1) qualified person to fill each vacancy on the Board. All nominations shall be subject to the approval of the Board. Notice of the persons nominated for election to the Board shall be provided to the Members, together with the notice of the annual meeting of Members.

(c) If there are vacancies on the Board, the Board may request the Human Resource, Compensation and Nomination Committee to nominate candidates for appointment to the Board to fill the vacancies in such manner and by such time as may be determined by the Board.

(d) Nomination by a Nominating Member

(i) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice in proper written form to the Secretary of the Corporation at the registered office of the Corporation. To be timely, a Nominating Member's notice to the Secretary of the Corporation must be made:

- (1) in the case of an annual meeting of Members, not less than 30 nor more than 65 days prior to the date of the annual meeting of Members; provided, however, that in the event that the annual meeting of Members is to be held on a date that is less than 50 days after the date (the Notice Date) on which notice of the annual meeting was made, notice by the Nominating Member may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (2) in the case of a special meeting (which is not also an annual meeting) of Members called for the purpose of electing Directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of Members was made;

in no event shall any adjournment or postponement of a meeting of Members or the announcement thereof commence a new time period for the giving of a Nominating Member's notice as described above.

(ii) Proper Form - To be in proper written form, a Nominating Member's notice to the Secretary must set forth:

- (1) as to each person whom the Nominating Member proposes to nominate for election as a Director: (A) the name and address of the person; (B) the principal occupation or employment of the person; and (C) any other information confirming that the person meets all of the qualification requirements of Directors set out in the By-laws of the Corporation and such other applicable policies of the Corporation; and
- (2) as to the Nominating Member giving the notice, (A) the name residential address of the person; (B) the principal occupation or employment of the person; and (C) confirmation that the person has the right to vote at the meeting of Members where election is to be held;

provided that the Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be

required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

- (iii) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 7.06; provided, however, that nothing in this Section 7.06 shall be deemed to preclude discussion by a Member (as distinct from the nomination of Directors) at a meeting of Members of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 7.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section 7.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the registered office of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (e) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

#### **7.7 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 7.09, or no longer fulfils all of the qualifications to be a Director set out in Section 7.03 as determined in the sole discretion of the Board.

#### **7.8 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the Act.

#### **7.9 Removal**

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act.

**7.10 Filling Vacancies**

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**7.11 Remuneration of Directors**

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

**7.12 Remuneration of Officers, Agents, Employees**

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

**7.13 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except the following matters which are prohibited by subsection 138(2) of the Act to be delegated by the Board:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or
- (f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its

procedure.

**7.14 Committees in General**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

**7.15 Executive Committee**

Notwithstanding the above, there shall be an Executive Committee which shall consist of the President, Immediate Past President, First Vice President, Second Vice President, Secretary and Treasurer of the Corporation. The Executive Committee shall exercise such powers as are authorized by the Board. The President shall be the chair of the Executive Committee. Three (3) members of the Executive Committee shall constitute quorum. At any meetings of the Executive Committee, every question shall be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

**SECTION VIII  
MEETINGS OF DIRECTORS**

**8.1 Place of Meetings**

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

**8.2 Calling of Meetings**

Meetings of the Board may be called by the President, the First Vice President or any two (2) Directors at any time.

**8.3 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting. For greater certainty, the list of matters referred to in subsection 138(2) are set out in Section 7.13 above.

**8.04 Waiving Notice**

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**8.5 First Meeting of New Board**

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

**8.6 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**8.7 Quorum**

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 7.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

**8.8 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**8.9 No Alternate Directors**

No person shall act for an absent Director at a Board meeting.

**8.10 Chairperson of the Meeting**

The chairperson of Board meetings shall be the President, or the First Vice President if the President is absent or unable to act. In the event that the President and the First Vice President are absent, the Directors who are present shall choose one of their number to chair the meeting.

**8.11 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

**8.12 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

**8.13 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

**8.14 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**8.15 Meetings In Camera**

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

**8.16 Disclosure of Interest**

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or

proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

**8.17 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

**SECTION  
IX  
OFFICERS**

**9.1 Offices. Election and Vacancy**

- (a) There shall be six (6) Directors, each of whom is designated to hold one of the six (6) Officer positions (President, Immediate Past President, First Vice President, Second Vice President, Secretary and Treasurer). The election/appointment of the six (6) Directors in accordance with Section 7.03 shall be deemed to be elected to the Officer position designated to that Director position.
- (b) Each of the said six (6) Directors shall hold office of the Officer position designated to his/her Officer position only during the term of his/her directorship. A Director who vacates his/her Director term of office shall be deemed to resign from his/her corresponding Officer position. A vacancy in an Officer position shall be filled by means of filling the corresponding vacant Director position.

**9.2 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall supervise the administration of the Corporation. The President shall be responsible for the management and operation of the Corporation; be the official liaison between the Corporation and Air Canada; be an ex-officio member of all committees; review for and approve appropriate disbursement of the Corporation's funds; call and preside over all meetings of the Executive Committee, the Board and Members; appoint committees and define their duties which are normally the responsibility of the chief administrator and report to the Members on the activities of the Corporation and on future plans at least once each calendar year at the annual meeting of members.
- (b) **Immediate Past President** - The Immediate Past President shall provide continuity in the conduct of the affairs of the Executive Committee and the Board, and shall be available as required in a consultative capacity. The Immediate Past President's position will in addition be designated as the Privacy Chair with responsibility for any privacy issues which may arise and act as Chair for the Nominating Committee
- (c) **First Vice President** - The First Vice President shall function in place of the President if the latter is absent or is unable to perform the duties of office. The First Vice President



shall carry out such other duties, which may be assigned by the President from time to time.

- (d) **Second Vice President** - The Second Vice President shall be responsible for research and preparation materials and packages for the Corporation's annual members' meetings. The Second Vice President shall carry out such other duties, which may be assigned by the President from time to time.
- (e) **Secretary** - If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members, Executive Committee and other committees of the Board; confirm quorums and tabulate votes at meetings; enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall carry out such other duties, which may be assigned by the President from time to time.
- (f) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; maintain the bank account for the Corporation; collect dues and other accounts due; pay the Corporation's obligations upon approval of the President; and present a current financial statement to the annual meeting of Members and to each meeting of the Executive Committee and meeting of the Board, as required. The Treasurer shall carry out such other duties, which may be assigned by the President from time to time.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **9.3 Agents and Attorneys**

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

## **SECTION X DISTRICT S**

### **10.1 Purpose and Geographical Area of Districts**

- (a) Districts may be established from time to time in order to facilitate the work of the Corporation in different geographical regions in Canada and abroad where a sufficient number of Members reside to support local activities on an organized basis. The geographic area of each District shall be determined by the Board. The Board shall ensure that the geographic area of the District does not overlap. Where necessary, the Board may, in its sole discretion, align or re-assign the geographical area of the Districts.
- (b) All Districts are internal operating divisions of the Corporation and, as such, do not have legal standing outside of the Corporation. All Districts are accountable to the Board of the

Corporation.

**10.2 Establishment of New Districts**

The initiative to establish a new District will generally involve both local Members and the Board. New Districts may also be established at the initiative of the Board. Upon the decision of the Board of Directors to establish a District, all Members in the geographical area of the District shall be immediately deemed to become members of that District. The President with the approval of the Board, will assist the Members, as appropriate, in setting up a local Districts.

**10.3 Governance for Districts**

Districts shall be operated in accordance with the policies of the Corporation in place from time to time, including but not limited to the following provisions:

- (a) District name, objective and activities
  - (i) Subject to the written consent of the Board, a District's operating name shall be one of the following: "Air Canada Pionairs - \_\_\_\_\_ District" or "the \_\_\_\_\_ District of Air Canada Pionairs." Each District shall clearly indicate on all of their publications and any documentation in the public domain that it is a division of the Corporation.
  - (ii) The objectives of a District shall be to further the objects and operations of the Corporation, to undertake activities that are of regional interest, and such other purposes further provided in the Corporation's policies.
  - (iii) The programs and activities undertaken by the District in furtherance of its objectives must not be contrary to the Articles, By-laws and policies of the Corporation in place from time to time. If a District intends to carry on any activity that is outside of the policies of the Corporation, advance permission from the Board must be obtained prior to the conduct of the activity.
- (b) District members
  - (i) Members of a District shall consist only of all Members residing in the geographical area of the District.
  - (ii) All Members in the geographical area of the District shall be deemed to be members of that District. A Member may not opt out of the District. Each Member of the Corporation is a member of a District and shall have the right to one (1) vote at meetings of members in the District. The Secretary of the Board shall notify the secretary of the District of up-dated information on District members from time to time.
  - (iii) For greater certainty, members of a District do not constitute a class of Members of the Corporation for purposes of the Act. The organization of the Corporation's Members into geographical Districts is solely for the purpose of promoting the work of the Corporation in different geographic areas.
- (c) District Committee
  - (i) Each District shall establish a District Committee to be responsible for activities

- of the District, subject to the general oversight of the Board of the Corporation.
    - (ii) District Committee members shall be elected by District members. The District Committee shall consist of a District Director, an Assistant Director, a Past District Director, a secretary and a treasurer. Only Members in the District may qualify to be elected. The District Director elected shall be subject to ratification by the Board. In the event that approval by the Board is not granted for a particular person elected, the District members shall elect another qualified person as replacement, subject to further ratification by the Board.
    - (iii) The Assistant District Director may, subject to concurrence of local Members, plan to succeed the serving District Director upon expiry of the term of office of the incumbent. The term of office for a District Director will normally be two years; however, this may be extended to a maximum of two additional terms, or when a new District Director has been appointed. When appropriate, election or appointment of a new District Director should occur during mid-term of the Directors of the Corporation. After the District Directors' terms have ended, they will act as Past District Directors to provide continuity in the conduct of the affairs of the District Committee and act as consultants. They will be considered members of the District Committee.
    - (iv) When for any reason any District Committee member is not performing satisfactorily in directing affairs of a local District, the person may be removed from office by majority vote of members of the District in attendance at a regular local meeting. Alternatively, the person may be removed by two-thirds of the votes cast at a meeting of the Board of the Corporation in its sole discretion, following investigation of concerns submitted by local District members.
  - (d) District meetings
    - (i) District Directors shall convene a meeting of District members at least twice annually. Notice of such meetings shall be given at least 30 days in advance, by e-mail, mail or telephone, subject to local circumstances.
    - (ii) The District Director shall be responsible to initiate arrangements for local business meetings and such other social or activity functions as practical and desirable. Where appropriate, business meetings may be held in conjunction with a luncheon or dinner. The District Director shall also arrange local telephone committees for the purpose of communicating with members on a variety of matters including illness and bereavement. District Directors shall liaise closely with the Board, including advice and recommendations on local and national matters. District Directors will be required to submit a written report on their previous year's activities at annual meetings of the Board of Directors.
    - (iii) Local District functions will be organized on a non-profit basis and will, in most cases, be without subsidy from the Corporation. Members attending will normally absorb costs including food and beverages, room or facility rental, etc. District Directors may assess nominal additional charges to cover reasonable out-of-pocket expenses. Such expenses will be built into the individual cost to participate in the event.

#### **10.4 Winding Up of Districts**

- (a) A District may be wound up upon the occurrence of any of the following:

- (i) a District ceases to hold meetings;
  - (ii) a District does not comply with, as may be determined in the sole discretion of the Board, the By-laws or policies of the Corporation, or regulations or directions by the Board, and the Board determines by majority resolution to wind up the District;
  - (iii) the Directors determine by a two-third (2/3rds) resolution that a District is to be wound up for any reason; or
  - (iv) on the approval of a request from the District Committee.
- (b) The decision of the Board in relation to the winding up of a District shall be final and binding. In such event, the said District shall cease to be a District and it shall be deemed to have been wound up upon the date that the decision of the Board is made or on such other date as determined by the Board.
- (c) Notwithstanding that a District may have assets in its possession and control at the time of winding up, those assets are property of the Corporation as a result of the District's status as an internal operating division of the Corporation. As such, the balance of the said assets in the possession and the control of the District at the time of its winding up shall, after payment of all of its debts and liabilities, be immediately transferred by the District to the head office location of the Corporation, with the said transfer to be completed prior to the winding up of the District.

## **SECTION XI**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **11.1 Duties of Directors and Officers**

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

#### **11.2 Limitation of Liability**

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

### **11.3 Indemnity of Directors and Officers**

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### **11.4 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### **11.5 Advances**

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 11.03(a) and Section 11.03(b).

## **SECTION XII**

### **NOTICES**

#### **12.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **12.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **12.3 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

#### **12.4 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person

where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice

**12.5 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION XIII  
AMENDMENTS**

**13.1 Amendment of Articles**

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**13.2 Amendment of By-laws**

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

**SECTION XIV  
TRANSITION PROVISIONS**

**14.1 Effective Date of General Operating By-law No. 100**

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the issuance of certificate of continuance by the federal Government under the Act.

**14.2 Members**

Upon this By-law coming into effect, all “members”, “associates”, “honorary life patrons” and “Air Canada Pionairs ex-officios” as defined in the By-laws of the Corporation shall be deemed to be Members, Associates, Honorary Life Patrons and Air Canada Pionairs Ex-Officios of the Corporation as defined in By-law No. 100.

**14.3 Directors and Officers**

Upon this By-law coming into effect:

- (a) Those Directors referred to in Section 7.03(b)(i), Section 7.03(b)(ii), Section 7.03(b)(iii) and Section 7.03(b)(iv) in office immediately prior to this By-law coming into effect shall

continue to remain in office for the remainder of their respective term or until their respective successors are elected in accordance with this By-law;

- (b) Those Directors referred to in Section 7.03(b)(v) and Section 7.03(b)(vi) in office immediately prior to this By-law coming into effect shall continue to remain in office until the first annual Members meeting after this By-law coming into effect;
- (c) The Executive Board as defined in the By-laws of the Corporation shall be deemed to be the Executive Committee of the Corporation as defined in By-law No. 100; and
- (d) The Officers in office immediately prior to this By-law coming into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

**14.4 Districts**

The Districts of the Corporation at the time immediately prior to this By-law coming into effect shall be deemed to have complied with the requirements set out in Section 10.01 and Section 10.03.

SECTION XV

IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

**15.1 Repeal of Former General Operating By-law**

- (a) All prior By-laws of the Corporation are repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-laws shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

President

Secretary

CONFIRMED by the Members of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_.

Secretary