

AMENDING BY-LAW NO. 104

A BY-LAW TO AMEND GENERAL OPERATING BY-LAW NO. 103 OF AIR CANADA PIONAIRS (the "Corporation")

WHEREAS the Corporation wishes to amend various sections of General Operating By-law No. 103 of the Corporation adopted on May 3, 2023;

BE IT ENACTED AND IT IS HEREBY ENACTED as Amending By-law No. 104 of the Corporation as follows:

1. To revise section 7.03(b)(iii) regarding composition of the board so that it reads as follows (for ease of reference words deleted have been struck through and words added have been underlined):

7.03 Qualifications and Composition

(b) The composition of the board shall be as follows:

...

(iii) ~~Fifteen (15)~~ Fourteen (14) Directors to be elected by the Members, with one (1) Director from each of the ~~fifteen (15)~~ fourteen (14) 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.

2. To revise section 7.04(a)(i) (ii) and (iii) regarding term of the officer positions of President, Vice President, Secretary, Treasurer and Director, Communications, so that (i) a Director may only serve as President for one three-year term, while Directors may serve as the Vice President, Secretary, Treasurer, Director Communications for a three-year term, for a maximum of two terms, with those By-laws sections to read as follows (for ease of reference words deleted have been struck through):

7.04 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 as follows:

(i) The term of office of the Director referred to in Section 7.03(b)(i) shall be ~~two (2)~~ three (3) years for a maximum of ~~two (2)~~ terms one (1) term, calculated from September 1 next following the date of the annual meeting of Members at which they are elected

until August 31 three (3) years next following or until their successors are elected.

(ii) The term of office of the Director referred to in Section 7.03(b) (ii) shall be ~~two (2)~~ three (3) years for a maximum of ~~three (3)~~ two (2) terms holding the same Officer position, calculated from September 1 next following the date of the annual meeting of Members at which they are elected until August 31 three (3) years next following or until their successors are elected. Notwithstanding the foregoing, a Director who has completed his/her maximum number of terms may be eligible for re-election for one additional two-year term in the event that there are no other candidate nominated for election to this position at the time of election.

(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, 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. Notwithstanding the foregoing, a Director referred to in Section 7.03(b)(iii) who has completed his/her maximum number of terms may be eligible for re-election for one additional two-year term in the event that there are no other candidate nominated for election to this position at the time of election

3. The Directors and Officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED by the Directors of the Corporation this 12 day of Feb, 2025

Per: [Signature]

President:

Per: [Signature]

Secretary:

CONFIRMED by the Members of the Corporation this _____ day of _____, 2025.

Secretary