



# By-Laws

Revised 01 June 2010

**Air Canada Pionairs By-Laws – Date of Incorporation**  
**April 27, 1979**

(By-Laws will be amended once a year - after AGM, if changes required)

**BY-LAWS– RECORD OF AMENDMENTS - SEE FINAL PAGE**

**Disponible en français sur demande**

01 June 2010

## AIR CANADA PIONAIRS FOUNDERS

Emily (Coxon) Munro\*\*  
D.B. (Dave) Clarke\*\*  
J.L. (Lindy) Rood\*\*  
W.N. (Bill) Sprat

W.J. (Walt) Lawlor  
W.C. (Cliff) Seddon\*\*  
M.A. (Martin) Betts\*

### PAST PRESIDENTS

1977-1979 Martin Betts ** (YVR)	1993-1995 Wilse Jesse (YVR)
1979-1981 Joseph Lorimer ** (YYZ)	1995-1997 Fraser Muir (YUL)
1981-1983 George Fox ** (YVR)	1997-1999 Olie Moore ** (YYZ)
1983-1985 Nancy Walchuk (YYZ)	1999-2001 Saville Hambleton (YYJ)
1985-1987 Frank Dunlop ** (YVR)	2001-2003 Fraser O'Shaughnessy (YYZ)
1987-1989 Mike Lewicki (YWG)	2003-2005 John Rodger ( YUL)
1988-1991 Leo McIntyre** (YUL)	2005-2007 John A. Hopkins (YYC)
1991-1993 John Innes (YYJ)	2007-2009 Norma J. Dawson (YWG)

### HONORARY LIFE MEMBERS

Claude I. Taylor	Nancy B. Walchuk
Pierre Jeannot	John M. Innes
Harold Miloff	Saville Hambleton
Alexander R. Stevenson	Fraser M. O'Shaughnessy
Wilse E. Jesse	John Rodger
Fraser A. Muir	John A. Hopkins
Edgar ('Ed') R. Storrie	R. J. Duane Frerichs
Lamar Durett	Edward ('Ed') M. Leckett
Mike Lewicki	Norma Dawson

### HONOR ROLL:

J. Gordon Dalziel \*\*  
William J. ('Bill') Rowe\*\*

### HONORARY MEMBERS EXOFFICIO

Carol Zoeller  
Calin Rovinescu

(\*\* Deceased )

## **ARTICLE I**

1. The name of this organization shall be the Air Canada Pionairs.
2. The Air Canada Pionairs shall be a non-political and a non-profit organization.
3. The head office of the Air Canada Pionairs shall be located at **7348 Barnet Road, Burnaby, British Columbia, V5A 1E4**. The Executive Office of the Air Canada Pionairs will be in the city of area of residence of the President, or as may otherwise be designated 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.
4. The Fiscal year of the Air Canada Pionairs shall be September 1 to August 31 of the following year.

## **ARTICLE 2 – MISSION STATEMENT**

**The Air Canada Pionairs mission is to preserve our aviation heritage, maintain close friendships, foster a spirit of mutual aid, support the welfare of the membership and promote Air Canada.**

## **ARTICLE 3 – MEMBERSHIP & DUES**

1. **Regular Membership** shall be open to retired employees of Air Canada or Canadian Airlines International and their Constituent Airlines, regardless of years of service, and shall include their spouse or legal partner or the surviving spouse or legal partner of employees or retired employees.
2. **Associate Membership** shall be limited to ex-AC/CDN and associated Airlines' employees who terminated their employment in good standing and are accepted by the Board. Annual dues will be as assigned.
3. **Honorary Membership** in addition to Regular and Associate Members,  
There shall be two categories of **Honorary Members**:
  - i) **Life Member**:  
The Executive Board may recognize the service of a member who has made outstanding contribution to Air Canada Pionairs by nominating that individual as a **Life Member**, to be confirmed by a 2/3 vote of the Board of Directors. Only those **Life Members** who were previously regular members will retain their voting privileges.

A **Life Member** pays no membership fees or fees for attendance at the social functions of the Annual General Meeting) (Hotel accommodations not included).

ii) **Member ex-officio**

The Executive Board may recognize any individual who by virtue of his or her position with any organization that is important to Air Canada Pionairs, is a friend of air Canada Pionairs by nominating that individual as an **Member ex-officio**. A **Member ex-officio** pays no membership fees, may not hold office in air Canada Pionairs and does not have a vote at any meeting of Air Canada Pionairs. Any **Member ex-officio** who is eligible for Regular Membership on retirement shall be recognized as a Member on Application for Membership and payment of dues in the normal manner.

4. **Annual dues** for members will be established by the Board of Directors and be subject to approval by a majority vote of the members present at an Annual General Meeting. The Dues are payable June 1<sup>st</sup> of each year. Annual dues paid by a member shall automatically include membership for the member's spouse.

iii) The initial payment of dues will be by cheque. Thereafter, those members who are included in the Air Canada Pension Payroll will have dues deducted annually from the June 1<sup>st</sup> pension cheque. Members not included in the pension payroll will be invoiced annually.

iv) Unless there are extenuating circumstances, if annual dues are not paid by October 1<sup>st</sup> of each year, the delinquent will cease to be a member and the name shall be removed from the membership roster. A member may resign at any time by advising the president in writing that it is desired to terminate membership. Dues are not refundable.

5. **Termination of Membership**. The Executive Board may rescind membership for non-payment of annual dues or for just cause. Members having their membership rescinded by the Executive Board for just cause may appeal to the Board of directors.

## **ARTICLE 4 – OFFICERS**

1. The officers of the Air Canada Pionairs shall include the following:
- Immediate Past President
  - President
  - First Vice President

Second Vice President  
Secretary  
Treasurer

These officers shall constitute the Executive Board.

2. The Executive Board shall have the power to transact the general business of the Air Canada Pionairs; the Board shall arrange and control the current affairs of the organization and shall schedule and conduct the Annual General Meeting.
3. All actions of the Executive Board shall be supported by a majority vote. Three members of the board shall constitute a quorum at any meeting, provided that one of these shall be the President or First Vice President.
4. The President shall supervise the administration of the Air Canada Pionairs. The President shall be responsible to the membership for the management and operation of the organization. The incumbent shall be the official liaison between the organization and Air Canada; shall be an ex-officio member of all committees; shall approve disbursement of organization funds; shall call and preside over all official meetings of the Executive Board and the organization; shall appoint committees and define their duties which are normally the responsibility of the chief administrator, and shall report to the membership on the activities of the organization and on future plans at least once each calendar year at the Annual General Meeting. The President shall be the presiding officer at the Annual General Meeting.
5. 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.
6. The Second Vice President shall be responsible for research and preparation of Air Canada Pionairs Annual General Meeting materials and packages. The Second Vice President shall undertake such other duties, which may be assigned by the President.
7. The Secretary shall record and maintain formal records of all Executive Board meetings, the Annual General Meeting and other meetings as called or required by the President; shall confirm quorums and tabulate votes at meetings, shall retain custody of the corporate seal; shall perform other duties normally assigned to the position of Secretary
8. The Treasurer shall be responsible for the financial affairs of the Air

Canada Pionairs; shall maintain the bank account for the organization; shall collect dues and other accounts due; shall pay the organization's obligations upon approval of the President; shall present a current financial statement to the Annual General Meeting and to each meeting of the Executive Board, as required; and shall carry out such other duties as may be assigned by the President.

9. The Immediate Past President shall provide continuity in the conduct of the affairs of the Executive Board and shall be available as required in a consultative capacity. The Past President's position will in addition be designated as the Privacy Chair with responsibility for any privacy issues which may arise.
10. Normally the President and Treasurer shall have signing authority for all documents and cheques as authorized by the Executive Board or the Annual General Meetings; during periods when either or both of these officers are absent or unable to perform their duties, either or both the First Vice President and Second Vice President will have such authority.

## **ARTICLE 5 – DISTRICT BRANCHES**

1. It is the policy of Air Canada Pionairs to encourage and promote the formation of local districts in area where a sufficient number of members reside to support local activities on an organized basis. Local Districts of Air Canada Pionairs shall conform to the by-laws of the parent organization. In addition, guidelines will be produced and maintained by the Executive Board prescribing procedures and directives commonly applicable to all districts.
2. The initiative to establish a new District will involve both local members and the Executive Board. Subject to meeting conditions outlined in paragraph 1, The President with the approval of the Executive Board, will assist the membership, as appropriate, in setting up a local organization.
3. The District organization will depend to some extent on the number of members residing in the area to be served. However, it is desirable to elect or appoint a District Director, Assistant Director, Secretary and Treasurer. The assistant Director may, subject to concurrence of local members, plan to succeed the serving 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 terms. When appropriate, election or appointment of a new Director should occur during mid-term of the Executive Board. After the Directors' terms have ended, they will act as Past Directors to provide continuity in the conduct of the affairs of the District Board and act as consultants. They will be considered members of the District Executive Boards.

4. District Directors shall convene a meeting of local members at least twice annually, once during spring and once during fall. Notice of such meetings shall be given at least 30 days in advance, by mail or telephone, subject to local circumstances. All paid up local members in attendance have the right to vote on any matter presented to a District Meeting provided the quorum, as previously established locally is present.
5. 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 Executive 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.
6. Local District functions will be organized on a non-profit basis and will normally be without subsidy. Members attending will 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.
7. When for any reason a District Director is not performing satisfactorily in directing affairs of a local District, the incumbent may be removed from office by majority vote of local members in attendance at a regular local meeting. Alternatively, such action may be taken by a two-thirds majority vote of the Executive board, following investigation of concerns submitted by local District members.

## **ARTICLE 6 – NOMINATIONS AND ELECTIONS**

1. All candidates for office shall be nominated and elected as provided in this article.
2. At the final business session of the Annual General Meeting held in the mid-term of each Executive Board, the President shall appoint a nominating committee consisting of the immediate Past President and the two previous Past Presidents. Should any Past President be unable to serve for any reason, an alternative member from the same Executive Board on which this person served will be appointed. The most recent Past President will chair this committee. The work of the committee shall

commence immediately to select a slate of officers for the Executive board to be presented for election at the next Annual General Meeting. The Chairperson will report regularly throughout the year to the Executive Board on the committee's progress. The proposed slate will be presented at the final business session of the Annual General Meeting when an election must be held. Nominations for any office shall not be considered without the consent of the nominee. Any member may also make nominations from the floor. A nominee must be a former employee Air Canada or Canadian Airlines International and their Constituent Airlines, a current member of Pionairs in good standing, a resident of Canada, and be in attendance at the Annual General Meeting when election is held.

3. Officers shall be elected by hand vote at the Annual General Meeting held in the odd numbered year, and such election shall be the final item of business on the final day of the business sessions of the Annual General Meeting. A majority vote of those present or represented by Proxy and voting shall determine the decision. Only members in attendance at the Annual General Meeting and those members represented by Proxy are eligible to vote.
4. Officers will hold office for two years when newly elected officers at the Annual General Meeting will replace them. An Officer whose actions are deemed to be prejudicial to the purpose of interests of the Air Canada Pionairs may be removed from office by a two-thirds majority vote of the Executive Board. Should an officer of the Executive board become unable to serve during all or part of the officer's term of office; replacement shall be by selection and vote of the Executive board. The replacement officer shall serve until the next regular election is held.
5. The term of elected officers shall be two years, which will commence on the 1<sup>st</sup> of September following the Annual General Meeting and terminate on the 31<sup>st</sup> of August following the Annual General Meeting, which is held in odd numbered years. The President may serve only one term in that capacity on the Executive Board. Any other officer may serve no more than two consecutive terms on the Executive Board in any given capacity with the second term at the discretion of the incoming President.
6. The eligible voting body shall consist only of those members and spouses in attendance at the Annual General Meeting and those members represented by Proxy, whose dues have been paid. Honorary Members retain full voting rights.
7. The elected representative of the retirees from the Air Canada Pension Plan-Canada will be invited to join the Board as an ex officio member. At the discretion of the board, the individual may be given the right to vote.

- The President may invite this individual to join the Executive board as a non-voting member, subject to approval of the board.
8. The President may appoint up to four (4) Directors-at-large for a period not to exceed the term of office of the President. Such appointed members will have a vote in all Board of Directors proceedings. These must be Pionair members in good standing. The Directors-at-Large will be given assignments/responsibilities at the direction of the President, ratified by the Board of Directors. They may serve on the Executive Board at the invitation of the President, and the Directors-at-Large may vote on all matters coming before the Executive Board except Financial or Constitutional (By Law) matters..
  9. The President may appoint Pionair members in good standing to provide services for the processing of Pionairs memberships and maintaining the membership database. At the discretion of the Executive Board these positions may be considered eligible for an Honorarium. Such appointed members will have a vote in all Board of Directors proceedings. They may serve on the Executive Board as non-voting members at the invitation of the President.

## **ARTICLE 7 – DIRECTORS**

The Air Canada Pionairs shall have a Board of Directors consisting of the following positions:

Immediate Past President  
President  
First Vice President  
Second Vice President  
Secretary  
Treasurer  
Four (4) Directors-at-Large  
District Directors (representing each established District)

## **ARTICLE 8 – ANNUAL GENERAL MEETINGS**

1. The President shall call an Annual General Meeting of all members each calendar year, normally this event will be held at an Air Canada destination or in the general area. The Executive board will normally determine the place and dates of each subsequent meeting in advance and final approval will be sought by majority vote at the annual reunion.
2. Notification to the membership confirming dates and place of meeting shall be through a newsletter released in the mail or via e-mail a minimum of sixty (60) days prior to the commencement date of the meeting. The

notice shall specify accommodation details including costs, travel tips, reservation deadlines, along with the proposed agenda for the event.

3. A quorum for the transaction of business at the Annual General Meeting shall be a simple majority of the Executive Board provided that one of these shall be the President or the First Vice President, plus One hundred (100) members in attendance in person or represented by having submitted in due form a signed and dated Proxy authorizing any one of the President, First Vice President, Secretary, Treasurer or District Director to vote on their behalf. If given to the District Director, in the event that the District Director cannot be present at the Annual General Meeting, that District Director will provide his or her Proxies so collected to the presiding officer.
4. Except as provided in Article 9 following, at every Annual General Meeting of the membership any matter put to a vote shall be decided by a majority vote.
5. At every Annual General Meeting, every member in good standing and present in person or represented by Proxy shall have one vote on each matter put to a vote.
6. A member in good standing may appoint as his/her Proxy to vote on their behalf one of; the President, the Secretary, the Treasurer or District Director at an Annual General Meeting.
7. A member participating in an Annual General Meeting by Proxy shall be deemed to be present at the meeting and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
8. Subject to the ratification by a majority vote of the Board of Directors, the Executive Board shall make regulations relating to the procedures with respect to Proxies, including the form of Proxy, deadlines, place and manner for delivery and revocation.
9. The order of business at the Annual General Meeting shall include the following agenda to which other items may be added as required:
  - (a) Official opening of the meeting
  - (b) The determination of a quorum
  - (c) Reading and adoption of the minutes of the previous AGM and discussion of any business arising
  - (d) The President's report
  - (e) The Treasurer's report
  - (f) Committee reports

- (g) New business including approval of place and dates for the next Annual General Meeting
  - (h) Biennially hold election of officers or announce names of nominating committee to search for a new Executive
  - (i) Guest speaker (optional)
  - (j) Adjournment of business sessions
  - (k) Final Banquet with guest speaker if desired
  - (l) Biennially at conclusion of banquet there will be a symbolic transfer of the office of President.
10. A special meeting of all members may be called by a group of members for the purpose of voting to remove from office Officer(s) whose performance is consider unsatisfactory. The authority to call such a meeting will require the signature of at least ten percent (10%) of paid up members, and these will be forwarded to the Executive Board for their handling. The Board will reach a decision within ninety (90) days of receipt of the petition.

## **ARTICLE 9 – AMENDMENTS**

1. These By-laws may be amended only at an Annual General Meeting and by two-thirds (2/3) majority vote of the members present or represented by Proxy. The enactment, repeal or amendment of a By-law shall not be enforced or acted upon until the approval of the Federal Government Ministry responsible for the “Corporations Directorate” has been obtained.
2. Proposed amendments must be submitted to the Secretary in writing at least sixty (60) days prior to an Annual General Meeting.
  - a) Where the proposed amendment is presented with a petition bearing the signatures of ten (10) supporting members, the proposed amendment will be presented to the next Annual General Meeting for a vote.
  - b) Where the proposed amendment is presented without petition, it will be considered first by the Executive Board which will decide whether the proposed amendment will be included in the agenda for the next AGM. In addition, the President may submit amendments for a vote at an Annual General Meeting.

## **ARTICLE 10 – INDEMNIFICATION – REMUNERATION**

1. The Air Canada Pionairs shall indemnify and hold harmless the

Officers from and against all obligations, liabilities and expenses arising from, and in the course of the performance of their assigned duties.

2. The Officers and Directors shall serve in office without remuneration. They will normally pay personal expenses incurred at Annual General Meetings; however, by resolution of the Executive Board, expenses incurred for the attendance of authorized members of the Executive Board or of the Board of Directors, at each regular or special meeting of these Boards may be allowed.
3. The Executive Board shall incur no indebtedness beyond its existing funds.
4. Air Canada will assume no responsibility for any debts, liabilities or obligations of the Air Canada Pionairs.

**ARTICLE 11**  
**RECORDS – REVIEW OF FINANCIAL STATEMENTS -**  
**DISSOLUTION**

1. The Executive board shall ensure that all necessary books and records of the Corporation required by the By-laws or by any applicable state or law are regularly and properly maintained.
2. The membership shall ratify at each Annual General Meeting the appointment of a professional accountant, who shall not be a member of the Executive board, to Independently Review the Financial Statements\_of the corporation. The person so appointed will usually hold office for the duration of the term of the Executive Board. However, should the appointment become vacant during this period, the Executive Board will locate a replacement. The Executive Board shall fix the remuneration for the professional accountant.
3. In the event of dissolution and closing out of the affairs of the Air Canada Pionairs, all remaining assets after payment of liabilities, shall be distributed to one or more organizations in Canada having cognate or similar objectives.

**ARTICLE 12**  
**AMENDMENT OF LETTERS PATENT**

A by-law to amend the provisions of the Letters Patent letters and to authorize application for the issuance of Supplementary Letters Patent to confirm same.

1. That the corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letters Patent confirming this by-law insofar as it relates to amending the provisions of the Letters Patent.
2. That 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.
3. That subject to confirmation by supplementary Letters Patent, Part No. 2 of the Letters Patent concerning the Purpose and Objective of the organization are deleted and and replaced by the following which reads:

BE IT ENACTED AS A BY-LAW of Air Canada Pionairs as follows:

That Article 2, as amended by By-law No. 12, is deleted in its' entirety and the following substituted as follows:

**Article 2 - "Mission statement:**

**The Air Canada Pionairs mission is to preserve our aviation heritage, maintain close friendships, foster a spirit of mutual aid, support the welfare of the membership and promote Air Canada.**

## **AIR CANADA PIONAIRS BY-LAWS – RECORD OF AMENDMENTS**

Article 2, Article 3, Para 2 and Article 4, Para 9  
Approved by AGM vote April 29, 2009  
Approved by Industry Canada (Corporations Directorate)  
June 01, 2010

Article 1, Para -3, and Article 12 Amended and Article 13 Deleted  
Approved by AGM vote April 29, 2009  
Approved by Industry Canada (Corporations Directorate)  
June 19, 2009

Article 6, Para 3 and 6, Article 8, Para's 2 through 10 and Article 9, Para. 1  
Amended and Approved by AGM vote April 27, 2008  
Approved by Industry Canada (Corporations Directorate)  
June 6, 2008

Article 1, Para 3, Article 6, Para 5 and new Article 13,  
Amended and Approved by AGM vote March 13, 2007  
Approved by Industry Canada (Corporations Directorate)  
April 11, 2007 and June 14, 2007

Article 6, para 8 and Article 11, para 2  
Amended and Approved by AGM vote April 23, 2006  
Approved by Industry Canada (Corporations Directorate)  
May 29, 2006

Article 3, Para -3, and Article 4, Para's -1, -6 and -8  
Amended and Approved by AGM vote May 18, 2005  
Approved by Industry Canada (Corporations Directorate)  
July 20, 2005