

**AMENDING BY-LAW NO. 101**  
**A BY-LAW TO AMEND BY-LAW NO. 100**  
**OF**  
**AIR CANADA PIONAIRS**  
(the “Corporation”)

**WHEREAS** the Corporation wishes to amend various sections of By-law No. 100 of the Corporation adopted on April 26, 2014;

**BE IT ENACTED AND IT IS HEREBY ENACTED** as an Amending By-law No. 101 of the Corporation as follows:

1. To revise section 4.04(c) by removing the words “The initial payment of membership dues will be by cheque/credit card” so that section 4.04(c) reads as follows in its entirety (for ease of reference words deleted have been struck through):

**4.04 Membership Dues and Assessments**

(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

2. To revise section 6.13(e) by removing the words “in the manner” so that section 6.13(e) reads as follows in its entirety (for ease of reference words deleted have been struck through):

**6.13 Absentee Voting by Proxy**

(e) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.

3. To revise section 7.03(b)(vi) by removing the words “& Benefits” so that section 7.03(b)(vi) reads as follows in its entirety (for ease of reference words deleted have been struck through):

**7.03 Qualifications and Composition**

(b) The composition of the Board shall be as follows

...

(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 Sub-Committee” of the Corporation

4. To revise section 7.04(a)(i) by changing the maximum number of terms to three (3) terms so that section 7.04(a)(i) reads as follows in its entirety (for ease of reference words deleted have been struck through and words added have been underlined):

**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 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) three (3)~~ terms.

5. To revise sections 7.06(b) and (c) by removing the words “Human Resources Compensation and” so that sections 7.06(b) and (c) read as follows in their entirety (for ease of reference, words deleted have been struck through)

**7.06 Nomination of Directors**

(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.

6. To revise section 10.03(c)(iii) so that it reads as follows in its entirety (for ease of reference, words deleted have been struck through and words added have been underlined):

**10.03 Governance for Districts**

(c) District Committee

...

(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 three~~ additional terms, or when a new District Director until his/her successor 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

7. 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 \_\_\_\_ day of \_\_\_\_\_, 2019

Per: \_\_\_\_\_

President:

Per: \_\_\_\_\_

Secretary:

**CONFIRMED** by the Members of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Secretary