

Independence Requirements As per St. John's International Airport Authority Operating By-Laws

A person is not eligible to be a Director of the Authority if the person is not independent. A person is not independent if the person has a relationship or interest that, in the opinion of the Board, interferes with, or gives the appearance of interfering with, the person's ability to act in the Authority's best interest including:

- (i) a person who is, or who has been within the two years preceding their election as Director, a member of the Senate, House of Commons or the legislature of a province, or an elected official of a municipality or regional authority;
- (ii) a person who is, or who has been within the one (1) year preceding their election as Director, employed by, an agent of or providing services on a full time basis or under contract to any federal, provincial or municipal government, department or agency, or by any corporation owned by His Majesty the King in Right of Canada or His Majesty the King in right of any province of Canada;
- (iii) a person who is, or who has been within the one (1) year preceding their election as Director, the Chief Executive Officer or an employee of another airport authority or a director, officer or employee of an air carrier;
- (iv) a person who is, or who has been within the one (1) year preceding their election as Director, a shareholder of a corporation in which the Authority holds an ownership interest;
- (v) a person who is, or who has been within the one (1) year preceding their election as Director, required to file a return under the *Lobbying Act*, R.S.C., 1985, c. 44, or a similar provincial statute and who, in the opinion of the Board, is engaged in or perceived to be engaged in lobbying activities with respect to the business or affairs of the Authority or on behalf of any person or organization that is part of the air transportation sector;
- (vi) a person who is, or who has been within the one (1) year preceding their election as Director, a partner, associate or employee of a person referred to in subparagraph 4.2 (b) (ix), unless they are subject to a set of rules that prevents information from flowing between them and that person;
- (vii) a person who is, or who has been within the one (1) year preceding their election as Director, employed by or been a director, officer or employee of a labour organization that is a bargaining agent for employees of the Authority or an air carrier;

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- (viii) a person who is, or who has had within the one (1) year preceding their election as Director, a relationship with the Authority or a Nominator that, at the time of the election, interferes or appears to interfere, in the opinion of the Board, with the person's ability to discharge their fiduciary duty to act in the best interests of the Authority, or is a director, officer or employee of any corporation that has, or has had such a relationship within that period;
- (ix) a person who is related to another member of the Board. For the purposes of this Section, Members are related to each other if:
 - (1) they are individuals connected by blood relationship, marriage, common-law partnership or adoption within the meaning of Section 25 I (6) of the *Income Tax Act*;
 - (2) each such person is an officer or director of the same for-profit entity that carries on business with the Authority;
 - (3) they are partners; or
 - (4) one is the employer of the other;
- (x) a person who is ineligible to be a Member of the Authority under any applicable legislation or these By-laws.