

XXXX XXXXXXXXXXXXX / TOWN / VILLAGE **CORONACH**

BYLAW NO. <sup>8</sup>XXX of 1995

AW TO PROVIDE FOR ENTERING INTO AN AGREEMENT WITH OTHER MUNICIPALITIES  
IE PURPOSE OF ESTABLISHING A CORPORATION FOR THE MANAGEMENT OF FORDYCE  
McMORINE MANOR, AND THE COTTAGES FORMERLY  
BY THE ASSINIBOIA PIONEER LODGE INCORPORATED.

COUNCIL OF THE-----TOWN OF CORONACH-----IN THE PROVINCE  
SKATCHEWAN, ENACTS AS FOLLOWS:

**PURPOSE**  
THE PURPOSE OF THIS BYLAW IS TO ENABLE THE COUNCIL TO ENTER INTO AN  
EMENT WITH NEIGHBORING MUNICIPALITIES TO ESTABLISH CORPORATION TO  
THE AFFAIRS OF FORDYCE MANOR, McMORINE MANOR, AND THE COTTAGES ALL  
ELY UNDER THE NAME OF ASSINIBOIA PIONEER LODGE INCORPORATED.

**MUNICIPAL SHAREHOLDERS IN THE CORPORATION**

A) THE---TOWN OF CORONACH---IS HEREBY AUTHORIZED TO CREATE CORPORATION  
UNION WITH THE FOLLOWING SHAREHOLDER MUNICIPALITIES:

| <u>MUNICIPALITIES</u> | <u>TOWNS</u> | <u>VILLAGES</u> |
|-----------------------|--------------|-----------------|
| BUTTE NO. 11          | ASSINIBOIA   | FIFE LAKE       |
| R VALLEY NO. 12       | LAFLECHE     | GLENTWORTH      |
| V BUNCH NO. 42        | MOSSBANK     | LIMERICK        |
| DST NO. 43            | ROCKGLEN     | MAZENOD         |
| LEY NO. 44            | WILLOW BUNCH | ST. VICTOR      |
| TA NO. 45             | CORONACH     | VICEROY         |
| NO. 71                |              | WOOD MOUNTAIN   |
| OF THE RIVERS NO. 72  |              | WOODROW         |
| HENGE NO. 73          |              |                 |
| RIVER NO. 74          |              |                 |
| CREEK NO 75           |              |                 |
| JOHNSTON NO. 102      |              |                 |
| N NO. 103             |              |                 |

B) THE CORPORATION CREATED PURSUANT TO SUBSECTION 2(A) SHALL BE  
AS COMFORT JUBILEE RENTALS CORP.

**TERMS OF AGREEMENT**

THE TERMS OF THE AGREEMENT ARE DEFINED IN THE CORPORATE BYLAW OF THE  
RT JUBILEE RENTALS CORP. WHICH IS IDENTIFIED AS EXHIBITS "A", "B", AND  
TTACHED HERETO AND FORMS PART OF THIS BYLAW. THIS AGREEMENT MAY BE  
D IN COUNTERPARTS AND ALL DEEMED ONE ORIGINAL INSTRUMENT.

BYLAW NO. (PREVIOUS PIONEER LODGE BYLAW) IS HEREBY REPEALED.



*[Signature]*  
.....  
Mayor

*[Signature]*  
.....  
Administrator



Certified a true copy of  
Bylaw No. 8 of 1995  
adopted by resolution of  
Council on the 11th day  
of July, 1995.

*[Signature]*  
.....

EXHIBIT A TO BY-LAW NO<sup>8</sup> of 1995

~~MUNICIPALITY~~/TOWN/VILLAGE OF-----CORONACH

CORPORATE BYLAW  
COMFORT JUBILEE RENTALS CORP.

DEFINITIONS

IN THIS BYLAW:

- A) ENACTMENT AUTHORITY: THE RURAL MUNICIPALITY ACT, 1989 AND THE MUNICIPALITY ACT, 1984 AS AMENDED FROM TIME TO TIME, AND IN THE CASE OF AMENDMENT, ANY REFERENCES IN THE BYLAWS OF THE CORPORATION SHALL BE READ AS REFERRING TO THE AMENDED PROVISIONS.
- B) ACT: MEANS THE NON-PROFIT CORPORATIONS ACT, OF THE PROVINCE OF SASKATCHEWAN, AS FROM TIME TO TIME AMENDED, AND EVERY STATUTE THAT MAY BE SUBSTITUTED THEREFOR AND, IN THE CASE OF SUCH AMENDMENT OR SUBSTITUTION, ANY REFERENCES IN THE BYLAWS OF THE CORPORATION SHALL BE READ AS REFERRING TO THE AMENDED OR SUBSTITUTED PROVISIONS THEREFOR.
- C) BYLAW: MEANS ANY BYLAW OF THE CORPORATION FROM TIME TO TIME IN FORCE AND EFFECT.
- D) SHAREHOLDERS: SHALL MEAN ALL MUNICIPAL AUTHORITIES HAVING SHARES IN THE CORPORATION.
- E) DIRECTORS AND BOARD: MEAN THE DIRECTORS OF THE CORPORATION.

BOARD OF DIRECTORS:

- A) THERE SHALL BE A BOARD OF DIRECTORS, WITH THEIR HEAD OFFICE SITUATED AT ASSINIBOIA, IN THE PROVINCE OF SASKATCHEWAN. THE BOARD OF DIRECTORS SHALL CONSIST OF SEVEN MEMBERS WHO SHALL MANAGE OR SUPERVISE THE MANAGEMENT OF THE AFFAIRS AND BUSINESS OF THE CORPORATION AND EXERCISE ALL SUCH POWERS AND DO ALL SUCH ACTS AND THINGS AS MAY BE REQUIRED OR DONE BY THE CORPORATION AND WHICH ARE NOT BY THE ACT OR OTHERWISE PROVIDED IN THE ARTICLES, THE BYLAWS OR ANY SPECIAL RESOLUTION OF THE CORPORATION EXPRESSLY DIRECTED OR REQUIRED TO BE DONE IN SOME OTHER MANNER.
- B) TO ESTABLISH THE BOARD OF DIRECTORS EACH MUNICIPAL SHAREHOLDER SHALL APPOINT THEIR ELECTED MEMBERS OR APPOINTEES BY RESOLUTION OF COUNCIL SET OUT IN EXHIBIT C TO REPRESENT THEIR INTERESTS, FROM THIS APPOINTED POSITION THE CORPORATION SHALL ELECT THE BOARD OF DIRECTORS FOR THE PERIOD OF ONE YEAR.
- C) WHERE THERE IS A VACANCY OR VACANCIES ON THE BOARD OF DIRECTORS SUCH VACANCIES SHALL BE FILLED ON OR BEFORE THE NEXT ANNUAL MEETING, PROVIDED THAT A QUORUM OF FOUR IS ALWAYS MAINTAINED, OTHERWISE VACANCIES SHALL BE FILLED IMMEDIATELY.
- D) AT THE FIRST ANNUAL MEETING SEVEN DIRECTORS TO BE ELECTED, WITH THE HIGHEST VOTES TO SERVE A TWO YEAR TERM. THREE WITH THE NEXT HIGHEST VOTES TO SERVE A ONE YEAR TERM. THEREAFTER THE TERMS WOULD BE FOR A YEAR DURATION. IF A TIE OCCURS FOR A POSITION THE NAME PULLED FROM A BALLOT SHALL SERVE THE LONGEST TERM. THE ELECTIONS TO BE HELD BY BALLOT.
- E) A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF A MAJORITY OF THE TOTAL NUMBER OF DIRECTORS AND SHALL BE FOUR.

POWERS OF THE BOARD

- A) THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY THE BOARD. IN MANAGING SUCH AFFAIRS, THE BOARD SHALL HAVE ALL THE POWERS PRESCRIBED IN THE ARTICLES, THE REGULATIONS AND ANY OTHER APPLICABLE LEGISLATION.
- B) THE BOARD SHALL DETERMINE THE POLICIES AND PROCEDURES AND ASSUME RESPONSIBILITY FOR GUIDING THE AFFAIRS OF THE CORPORATION.

) EVERY MEMBER, IN EXERCISING HIS POWERS AND IN PERFORMING HIS DUTIES SHALL:  
 ) ACT HONESTLY AND IN GOOD FAITH WITH A VIEW TO THE BEST INTERESTS OF THE CORPORATION; AND

) EXERCISE THE CARE, DILIGENCE AND SKILL THAT A REASONABLY PRUDENT PERSON WOULD EXERCISE IN COMPARABLE CIRCUMSTANCES AND COMPLY WITH THE ACT AND REGULATIONS AND ANY OTHER APPLICABLE LEGISLATION.

) THE BOARD SHALL ELECT A CHAIR AND A VICE-CHAIR FROM AMONG ITS MEMBERS AT THE FIRST MEETING OF THE BOARD HELD AFTER AN ELECTION OF OFFICERS. THE POWERS AND DUTIES OF THE CHAIR AND VICE-CHAIR SHALL BE AS FOLLOWS:

) THE CHAIR SHALL:

) BE RESPONSIBLE FOR CALLING AND PRESIDING AT ALL BOARD MEETINGS, AND IF AT ANY MEETING THE CHAIR IS NOT PRESENT THE VICE-CHAIR SHALL ACT AS CHAIRMAN;

i) BE AN EX-OFFICIO MEMBER OF ALL COMMITTEES OF THE BOARD; AND

ii) CARRY OUT SUCH OTHER DUTIES AS MAY BE ASSIGNED BY THE BOARD AND PERFORM SUCH OTHER POWERS AS ARE USUALLY INCIDENTAL TO SUCH A POSITION.

) THE VICE-CHAIR SHALL HAVE ALL THE POWERS AND PERFORM ALL THE DUTIES OF THE CHAIR IN THE ABSENCE OR DISABILITY OF THE CHAIR, TOGETHER WITH SUCH OTHER DUTIES AS ARE USUALLY INCIDENTAL TO SUCH A POSITION OR AS MAY BE ASSIGNED BY THE BOARD FROM TIME TO TIME.

) THE SEAL OF THE CORPORATION SHALL BE SUCH AS THE BOARD MAY ADOPT.

OFFICERS

) THE BOARD MAY APPOINT AN ADMINISTRATOR OR SECRETARY-TREASURER WHO SHALL ADMINISTER THE AFFAIRS OF THE CORPORATION AND WHO SHALL, ON BEHALF OF THE BOARD, BE RESPONSIBLE FOR THE GENERAL ADMINISTRATION AND ORGANIZATION OF THE CORPORATION, INCLUDING THE SELECTION, EMPLOYMENT, CONTROL AND SUPERVISION OF ALL EMPLOYEES, SUBJECT TO THE POLICIES AS MAY BE ADOPTED AND ORDERS AS MAY BE ISSUED BY THE BOARD FROM TIME TO TIME.

) THE BOARD MAY, ON APPOINTING THE ADMINISTRATOR OR SECRETARY-TREASURER, SET THE CONDITIONS OF EMPLOYMENT AND REVIEW THEM NO LESS OFTEN THAN ANNUALLY.

) THE ADMINISTRATOR OR SECRETARY-TREASURER SHALL NOT BE A MEMBER OF THE BOARD.

) THE BOARD MAY APPOINT, OR REQUIRE THE ADMINISTRATOR OR SECRETARY-TREASURER TO ACT AS A SECRETARY WHO SHALL:

) MAINTAIN THE MINUTES OF ALL MEETINGS OF THE BOARD AND ANY COMMITTEES THEREOF;

) MAINTAIN ALL CORRESPONDENCE TO AND FROM THE BOARD;

) MAINTAIN CUSTODY OF ALL MINUTES, RECORDS AND DOCUMENTS OF THE CORPORATION;

) MAINTAIN THE CORPORATE SEAL OF THE CORPORATION.

) GIVE NOTICE AS REQUIRED BY THE BOARD OR THIS BYLAW AND ANY RESOLUTIONS THEREOF.

) MAINTAIN AN ATTENDANCE RECORD OF THOSE ATTENDING ALL MEETINGS OF THE BOARD AND ANY COMMITTEE THEREOF.

) PERFORM SUCH OTHER DUTIES THAT PERTAIN TO THIS OFFICE AND AS THE BOARD MAY DIRECT FROM TIME TO TIME.

E) SIGNING OFFICERS OF THE BOARD FOR EXECUTION OF CONTRACTS, DEEDS OR OTHER INSTRUMENTS BY THE CORPORATION SHALL BE SIGNED ON BEHALF OF THE CORPORATION BY TWO PERSONS; ONE OF WHICH SHALL BE THE ADMINISTRATOR OR SECRETARY-TREASURER AND ONE OF THE CHAIRMAN OR VICE CHAIRMAN.

F) THE CHAIRMAN OF THE BOARD OR THE BOARD BY RESOLUTION MAY AND THE SECRETARY SHALL UPON SUCH DIRECTION, SUBJECT TO COMPLIANCE WITH THE ACT, ARTICLES AND THE BY-LAWS, AT ANY TIME CALL AND CONVENE THE ANNUAL OR A SPECIAL MEETING OF THE SHAREHOLDERS.

G) A QUORUM FOR ANY MEETING OF SHAREHOLDERS SHALL BE PERSONS PRESENT IN PERSON OR REPRESENTING BY PROXY NOT LESS THAN FIFTY ONE (51%) PER CENT OF THE TOTAL AMOUNT OF THE SHARES HELD BY SHAREHOLDERS AS SHOWN IN SCHEDULE ATTACHED HERETO. NO BUSINESS SHALL BE TRANSACTED AT ANY MEETING UNLESS THE REQUISITE QUORUM SHALL BE PRESENT AT THE COMMENCEMENT OF SUCH MEETINGS.

H) VOTING AT A MEETING OF SHAREHOLDERS SHALL BE BY SHOW OF HANDS EXCEPT WHERE A BALLOT IS DEMANDED BY A SHAREHOLDER OR PROXY HOLDER ENTITLED TO VOTE AT THE MEETING, AND IN THE CASE OF AN EQUALITY OF VOTES THE CHAIRMAN AT SUCH MEETING SHALL BOTH ON A SHOW OF HANDS AND ON A BALLOT HAVE NO SECOND VOTING VOTE.

I) VOTES AT MEETINGS OF SHAREHOLDERS MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. AT EVERY MEETING AT WHICH HE IS ENTITLED TO VOTE EVERY SHAREHOLDER PRESENT IN PERSON SHALL HAVE ONE (1) VOTE ON A SHOW OF HANDS. ON A BALLOT ON WHICH HE IS ENTITLED TO VOTE EVERY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL HAVE ONE (1) VOTE.

J) A RESOLUTION SIGNED BY ALL THE SHAREHOLDERS OF THE CORPORATION OR BY PROXY SHALL BE AS VALID AND EFFECTUAL AS IF IT HAD BEEN PASSED AT A MEETING OF THE SHAREHOLDERS OF THE CORPORATION DULY CALLED AND CONSTITUTED.

K) THE CHAIRMAN OR VICE-CHAIRMAN SHALL PRESIDE AS CHAIRMAN OF EVERY MEETING OF SHAREHOLDERS OF THE CORPORATION. IF THERE IS NO CHAIRMAN THE SHAREHOLDERS SHALL CHOOSE SOMEONE OF THEIR NUMBER TO BE CHAIRMAN.

COMMITTEES:

1) THE BOARD MAY APPOINT COMMITTEES FROM TIME TO TIME AS THEY DEEM ADVISABLE. HOWEVER, SAID COMMITTEES RECOMMENDATIONS SHALL BE APPROVED BY THE BOARD.

2) THE BOARD SHALL FIX THE COMMITTEES QUORUM AT NOT LESS THAN A MAJORITY OF ITS MEMBERS, AND NAME THE CHAIRMAN.

FINANCIAL RESPONSIBILITY:

1) THE BOARD SHALL AUTHORIZE THE SIGNING OFFICERS BY RESOLUTION TO SIGN CONTRACTS, DOCUMENTS OR INSTRUMENTS IN WRITING GENERALLY AS ARE NECESSARY FROM TIME TO TIME.

2) THE BOARD SHALL CAUSE TRUE ACCOUNTS TO BE KEPT OF THE SUMS OF MONEY RECEIVED AND DISBURSED BY THE CORPORATION, THE MATTERS IN WHICH SAID RECEIPTS AND DISBURSEMENTS TAKE PLACE, ALL SALES AND PURCHASES BY THE CORPORATION, ALL ASSETS AND LIABILITIES OF THE CORPORATION, AND ALL OTHER MATTERS AFFECTING THE FINANCIAL POSITION OF THE CORPORATION.

3) THE BOOKS AND ACCOUNTS SHALL BE KEPT AT THE OFFICE OF THE CORPORATION. THE BOARD SHALL APPOINT AN AUDITOR WHO WILL CONDUCT AN AUDIT OF THE FINANCIAL STATEMENTS OF THE CORPORATION ON AN ANNUAL BASIS. THE AUDITOR SHALL BE A PROFESSIONAL ACCOUNTANT AND BE APPOINTED FOR A ONE-YEAR TERM. THE REMUNERATION OF THE AUDITOR SHALL BE FIXED BY THE BOARD.

4) THE CORPORATION FINANCIAL STATEMENTS SHALL BE RECEIVED AND APPROVED BY THE BOARD. A COPY OF SAID FINANCIAL STATEMENTS SHALL BE FURNISHED TO EACH SHAREHOLDER AFTER BOARD APPROVAL.

5) SHOULD THE CORPORATION REALIZE ANY SURPLUS IN THE OPERATION OF ITS BUSINESS ON AN ANNUAL BASIS, ALL SUCH SURPLUS SHALL BE PLACED IN A SEPARATE ACCOUNT FOR THE PURPOSE OF MAKING UP ANY DEFICIT WHICH MAY BE INCURRED IN THE OPERATION OF ITS BUSINESS.

) SHOULD THE CORPORATION OPERATE AT A DEFICIT, THEN THE DEFICIT BE PAID BY THE SHAREHOLDERS TO THE CORPORATION IN SUCH PROPORTIONATE TO THE NUMBER OF SHARES HELD BY THE PARTICIPATING MUNICIPALITY BEARS TO THE TOTAL NUMBER OF SHARES HELD BY ALL PARTICIPATING MUNICIPALITIES. THE SHARES HELD BY EACH SHAREHOLDER ARE SET OUT IN SCHEDULE "B" ATTACHED

) SHOULD THE CORPORATION CEASE OPERATIONS OR SELL OR LIQUIDATE RESULTING IN A SURPLUS AFTER PAYMENT OF DEBTS AND EXPENSES, THEN ANY SURPLUS SHALL BE DISTRIBUTED AMONGST THE SHAREHOLDERS ON A PRO-RATA BASIS DETERMINED BY THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER IN PROPORTION TO THE TOTAL SHARES OF ALL SHAREHOLDERS.

) THE FISCAL YEAR OF THE CORPORATION SHALL BE FROM JANUARY 1, TO DECEMBER 31.

CONFLICT OF INTEREST:

ASSOCIATE: MEANS, IN RELATION TO A BOARD MEMBER OR OFFICER OF THE CORPORATION.

) A CORPORATION OF WHICH THAT BOARD MEMBER OR OFFICER BENEFICIALLY OWNS DIRECTLY OR INDIRECTLY, ANY CLASS OF VOTING EQUITY IN THE CORPORATION AT ANY TIME.

) A PARTNER, OR OTHER, OF THAT BOARD MEMBER OR OFFICER.

) A TRUST OR ESTATE IN WHICH THAT BOARD MEMBER OR OFFICER HAS A MATERIAL INTEREST OR SERVES AS A TRUSTEE OR IN A CAPACITY SIMILAR TO A TRUSTEE OR

) A SPOUSE, CHILD, SIBLING OR PARENT OF THAT BOARD MEMBER OR OFFICER

) ANY OTHER PERSON WHO HAS THE SAME RESIDENCE AS THAT BOARD MEMBER OR OFFICER.

CONTRACT SHALL INCLUDE AGREEMENTS, TRANSACTIONS, COMMITMENTS AND OBLIGATIONS.

A BOARD MEMBER OR OFFICER IS IN A CONFLICT OF INTEREST WITH RESPECT TO ANY MATTER INVOLVING THE CORPORATION WHERE THE BOARD MEMBER OR OFFICER OR THE CORPORATION HOLDS ANY OFFICE, OR HAS AN INTEREST IN, OR HAS AN ASSOCIATE WHO HOLDS ANY OFFICE OR HAS AN INTEREST IN, ANY FIRM, CORPORATION OR OTHER ENTITY, WHETHER DIRECTLY OR INDIRECTLY, WHICH RESULTS IN THE BOARD MEMBER OR OFFICER HAVING DUTIES OR INTERESTS WHICH MAY CONFLICT WITH HIS DUTIES OR INTERESTS TO THE CORPORATION AND, WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, INCLUDES THE CIRCUMSTANCE WHERE A BOARD MEMBER OR OFFICER

A) IS A PARTY TO OR HAS AN ASSOCIATE WHO IS A PARTY TO A CONTRACT OR PROPOSED CONTRACT WITH THE CORPORATION.

B) IS OR HAS AN ASSOCIATE WHO IS AN EMPLOYEE, DIRECTOR OR OFFICER OF, OR HAS AN INTEREST IN, ANY PERSON, FIRM, CORPORATION OR OTHER ENTITY THAT IS A PARTY TO CONTRACT OR PROPOSED CONTRACT WITH THE CORPORATION.

C) HAS OR HAS AN ASSOCIATE WHO HAS GIVEN A OPINION OR REASONABLY EXPECTED TO BE ASKED TO GIVE AN OPINION IN RELATION TO A CONTRACT OR PROPOSED CONTRACT TO A PERSON, FIRM, CORPORATION OR OTHER ENTITY THAT IS A PARTY TO SUCH CONTRACT.

D) IS OR HAS AN ASSOCIATE WHO IS AN EMPLOYEE, DIRECTOR OR AN OFFICER OF, OR HAS AN INTEREST IN, ANY PERSON, FIRM, CORPORATION OR OTHER ENTITY THAT IS IN COMPETITION WITH A PARTY TO A CONTRACT, TRANSACTION OR AGREEMENT OR PROPOSED CONTRACT, TRANSACTION OR COMMITMENT WITH THE CORPORATION.

WHERE A BOARD MEMBER OR OFFICER OF THE CORPORATION IS IN A CONFLICT OF INTEREST, THE BOARD MEMBER OR OFFICER SHALL DISCLOSE TO THE CORPORATION THE NATURE AND EXTENT OF HIS INTEREST OR OF HIS ASSOCIATE'S INTEREST IN THE MANNER HEREINAFTER SET FORTH, AND THE MINUTES OF THE MEETING OF THE CORPORATION SHALL REFLECT SUCH DISCLOSURE.

AT WHICH THE DISCLOSURE IS MADE SHALL DISCLOSE THE NATURE AND EXTENT OF CONFLICT OF INTEREST.

6. SUBJECT TO SUBSECTIONS 7 AND 10 OF SECTION 7, IN THE CASE OF A BOARD MEMBER, DISCLOSURE MUST BE MADE:

A) AT THE MEETING AT WHICH THE MATTER CREATING THE CONFLICT OF INTEREST IS FIRST CONSIDERED;

B) IF THE BOARD MEMBER OR ASSOCIATE IS NOT IN A CONFLICT OF INTEREST AT THE TIME DESCRIBED IN SUBSECTION (A), AT THE FIRST MEETING THAT IS HELD AFTER THE BOARD MEMBER OR ASSOCIATE DEVELOPS SUCH A CONFLICT OF INTEREST;

C) IF A PERSON WHO IS INTERESTED IN A CONTRACT OR WHOSE ASSOCIATE IS INTERESTED IN A CONTRACT LATER BECOMES A BOARD MEMBER, AT THE FIRST MEETING HELD AFTER THE PERSON BECOMES A BOARD MEMBER.

7. SUBJECT TO SUBSECTIONS 7 AND 10 OF SECTION 7, IN THE CASE OF AN OFFICER OF THE CORPORATION DISCLOSURE MUST BE MADE:

A) IMMEDIATELY AFTER THE OFFICER BECOMES AWARE THAT A MATTER CREATING A CONFLICT OF INTEREST IS TO BE CONSIDERED OR HAS BEEN CONSIDERED AT A MEETING OF THE BOARD.

B) IF THE OFFICER OR ASSOCIATE IS NOT IN A CONFLICT OF INTEREST WHEN THE MATTER IS CONSIDERED AT A MEETING OF THE BOARD, IMMEDIATELY AFTER THE OFFICER OR THE ASSOCIATE DEVELOPS SUCH A CONFLICT OF INTEREST; OR

C) IF A PERSON WHO IS INTERESTED IN A CONTRACT OR WHOSE ASSOCIATE IS INTERESTED IN A CONTRACT LATER BECOMES AN OFFICER, FORTHWITH AFTER THE PERSON BECOMES AN OFFICER.

8. IF A CONFLICT OF INTEREST RESULTS FROM, A MATTER OR PROPOSED MATTER WHICH DOES NOT REQUIRE APPROVAL BY THE BOARD, A BOARD MEMBER OR OFFICER OF THE CORPORATION IN A CONFLICT OF INTEREST SHALL DISCLOSE THE NATURE AND EXTENT OF HIS INTEREST OR THE NATURE OF HIS ASSOCIATE'S INTEREST IN THE MATTER OR PROPOSED MATTER IN THE MANNER DESCRIBED IN SECTION 4 IMMEDIATELY AFTER THE BOARD MEMBER OR OFFICER BECOMES AWARE OF THE MATTER OR PROPOSED MATTER WHICH IS CREATING A CONFLICT OF INTEREST.

9. NO BOARD MEMBER REFERRED TO IN SECTION 7 SUBSECTIONS 1. AND 2. SHALL VOTE ON A RESOLUTION WITH RESPECT TO ANY MATTER WHICH RESULTS IN HIM BEING IN A CONFLICT OF INTEREST EXCEPT WITH RESPECT TO A MATTER WHICH IS:

(A) ONE RELATING PRIMARILY TO HIS REMUNERATION AS A BOARD MEMBER OF THE CORPORATION; OR

(B) ONE RELATING TO A CONTRACT FOR INDEMNITY OR INSURANCE IN RESPECT TO THE LIABILITY OF BOARD MEMBERS WHILE ACTING IN THEIR CAPACITY AS BOARD MEMBERS.

10. WHERE A CONTRACT RESULTING IN A CONFLICT OF INTEREST IS ENTERED INTO WITH THE CORPORATION AND THE BOARD MEMBER OR OFFICER WHO IS IN A CONFLICT OF INTEREST HONESTLY AND IN GOOD FAITH DISCLOSED HIS INTEREST IN THE CONTRACT IN ACCORDANCE WITH THESE BYLAWS, THE CONTRACT WAS APPROVED BY THE BOARD AND THE CONTRACT WAS REASONABLE AND FAIR TO THE CORPORATION AT THE TIME THE CONTRACT WAS APPROVED, THEN:

(A) THE BOARD MEMBER OR OFFICER IS NOT ACCOUNTABLE TO THE BOARD FOR ANY PROFIT OR GAIN REALIZED FROM THE CONTRACT; AND

(B) THE CONTRACT IS NEITHER VOID NOR VOIDABLE BY REASON ONLY OF THE CONFLICT OF INTEREST.

11. FOR THE PURPOSES OF THIS SECTION A BOARD MEMBER OR OFFICER MAY BE DEEMED TO HAVE GIVEN A GENERAL NOTICE TO THE BOARD DECLARING THAT HE OR ANY OF HIS ASSOCIATES IS AN EMPLOYEE, OFFICER OR DIRECTOR OF, OR HAS A MATERIAL INTEREST IN, A FIRM, COMPANY OR OTHER ENTITY, OR IS TO BE REGARDED AS BEING IN A CONFLICT OF INTEREST WITH RESPECT TO ANY CONTRACT MADE BETWEEN THAT

E CORPORATION, AND SUCH A GENERAL NOTICE IS A SUFFICIENT DISCLOSURE  
ONFLICT OF INTEREST IN RELATION TO ANY MATTER.

1. WHERE A BOARD MEMBER OR OFFICER OF THE CORPORATION FAILS TO  
SE A CONFLICT OF INTEREST IN ACCORDANCE WITH THIS ARTICLE, A COURT OF  
ENT JURISDICTION MAY, ON THE APPLICATION OF THE CORPORATION, SET  
A DECISION OF THE BOARD ON ANY TERMS THE COURT CONSIDER APPROPRIATE.

CONFIDENTIALITY:

D INFORMATION CONCERNING ANY RESIDENT OF THE CORPORATION SHALL BE  
ED BY A BOARD MEMBER, OR ANY OFFICER OF THE CORPORATION, EXCEPT IN  
ANCE WITH THE LAW.

AUTHORITY OF BYLAWS:

- A) THE BOARD MAY ENACT, AMEND, REPEAL OR REPLACE BYLAWS, OTHER THAN  
RPORATE BYLAW, AND
- B) MAKE RULES, NOT INCONSISTENT WITH THE CORPORATE BYLAW OR THE ACT,  
ING THE MANAGEMENT OF THE CORPORATION AND FOR THE CARRYING OUT THE  
IONS OF THIS BYLAW.

EFFECTIVE DATE:

HIS BYLAW BECOMES EFFECTIVE WHEN ALL MEMBER MUNICIPALITIES HAVE  
AND SEALED THIS BYLAW.

EXHIBIT -B- TO BYLAW NO. 8 of 1995

~~RURAL MUNICIPALITY~~/TOWN/~~VILLAGE~~ OF CORONACH

SHARE STRUCTURE OF COMFORT JUBILEE RENTALS CORP.

RURAL MUNICIPALITIES

|                           |        |
|---------------------------|--------|
| HART BUTTE NO. 11         | 5,275  |
| POPLAR VALLEY NO. 12      | 5,157  |
| WILLOW BUNCH NO. 42       | 10,361 |
| OLD POST NO. 43           | 10,785 |
| WAVERLEY NO. 44           | 6,010  |
| MANKOTA NO. 45            | 7,060  |
| EXCEL NO. 71              | 11,232 |
| LAKE OF THE RIVERS NO. 72 | 8,204  |
| STONEHENGE NO. 73         | 11,669 |
| WOOD RIVER NO. 74         | 8,913  |
| PINTO CREEK NO. 75        | 7,141  |
| LAKE JOHNSTON NO. 102     | 5,409  |
| SUTTON NO. 103            | 9,801  |

TOWNS:

|              |        |
|--------------|--------|
| ASSINIBOIA   | 20,989 |
| LAFLECHE     | 4,150  |
| MOSSBANK     | 3,335  |
| ROCKGLEN     | 3,142  |
| WILLOW BUNCH | 3,397  |
| CORONACH     | 1,540  |

VILLAGES:

|               |       |
|---------------|-------|
| FIFE LAKE     | 672   |
| GLENTWORTH    | 793   |
| LIMERICK      | 1,175 |
| MAZENOD       | 716   |
| ST. VICTOR    | 405   |
| VICEROY       | 905   |
| WOOD MOUNTAIN | 688   |
| WOODROW       | 797   |

TOTAL 149,721

ALLOCATION OF MEMBERS TO BE AS FOLLOWS:

|                         |           |
|-------------------------|-----------|
| 0 TO 10,000 SHARES      | 1 MEMBER  |
| 10,001 TO 15,000 SHARES | 2 MEMBERS |
| ABOVE 15,000 SHARES     | 3 MEMBERS |



~~XXXXX MUNICIPALITY/TOWN/VILLAGE~~ OF CORONACH

SCHEDULE TO THE ARTICLES OF INCORPORATION  
OF COMFORT JUBILEE RENTALS CORP.

MEMBERSHIP IN THE CORPORATION IS RESTRICTED TO THOSE PERSONS DESIGNATED  
FROM TIME TO TIME BY THE RESPECTIVE MUNICIPAL COUNCILS, IN ACCORDANCE WITH  
THE FOLLOWING:

| <u>NAME OF MUNICIPALITY</u>  | <u>NUMBER OF MEMBERS ALLOCATED</u> |
|------------------------------|------------------------------------|
| ART BUTTE NO. 11             | 1                                  |
| CLAR VALLEY NO. 12           | 1                                  |
| LOW BUNCH NO. 42             | 2                                  |
| POST NO. 43                  | 2                                  |
| VERLEY NO. 44                | 1                                  |
| YUKOTA NO. 45                | 1                                  |
| DEL NO. 71                   | 2                                  |
| EDGE OF THE RIVERS NO. 72    | 1                                  |
| ONEHENGE NO. 73              | 2                                  |
| OLD RIVER NO. 74             | 1                                  |
| WINDY CREEK NO. 75           | 1                                  |
| LAKE JOHNSTON NO. 102        | 1                                  |
| LAKE JOHNSTON NO. 103        | 1                                  |
| MUNICIPALITY OF ASSINIBOIA   | 3                                  |
| MUNICIPALITY OF LAFLECHE     | 1                                  |
| MUNICIPALITY OF MOSSBANK     | 1                                  |
| MUNICIPALITY OF ROCKGLEN     | 1                                  |
| MUNICIPALITY OF WILLOW BUNCH | 1                                  |
| MUNICIPALITY OF CORONACH     | 1                                  |
| VILLAGE OF FIFE LAKE         | 1                                  |
| VILLAGE OF GLENTWORTH        | 1                                  |
| VILLAGE OF LIMERICK          | 1                                  |
| VILLAGE OF MAZENOD           | 1                                  |
| VILLAGE OF ST. VICTOR        | 1                                  |
| VILLAGE OF WOOD MOUNTAIN     | 1                                  |
| VILLAGE OF WOODROW           | 1                                  |
| VILLAGE OF VICEROY           | 1                                  |
| TOTAL                        | 33                                 |