



FORAY NEWFOUNDLAND AND LABRADOR

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A not for profit organization conducting amateur mushroom forays in Newfoundland and Labrador, Canada.

BOARD of DIRECTORS

Andrus Voitk
President

Meherzad Romer
Treasurer

Maria Voitk
Secretary

Michael Burzynski

Sean Dolter

Jamie Graham

Anne Marceau

Faye Murrin

Mac Pitcher

Geoff Thurlow

Marian Wissink

Legal Counsel
Andrew May,
Brothers & Burden

Auditor
Rick Squire,
Squire & Hynes

Webmaster
Jim Parsons,
Thought Nest Consulting

Risk Management
Sue Sullivan,
Sullivan Risk Consulting

Keeper of the List
Dave Malloch
NB Museum

BY-LAW NO. 1

of

MUSHROOM FORAY NEWFOUNDLAND AND LABRADOR INC.

(the "Corporation")

1 REGISTERED OFFICE

1.01 The registered office of the Corporation shall be in the place within Newfoundland and Labrador specified in the articles of the Corporation and at such location as the Directors may from time to time determine.

2 DIRECTORS

2.01 Only Members of the Corporation are eligible to serve as Directors.

2.02 The Directors shall manage or supervise the management of the business and affairs of the Corporation.

2.03 Until otherwise determined by a general meeting, the number of Directors shall not be more than twenty or less than three.

2.04 The Directors shall be elected at the first meeting of the Members and at each succeeding annual meeting of Members.

2.05 Once elected, the Directors shall elect or appoint a Chair from among their number and divide other duties and offices among themselves.

2.06 No Director, Officer or Member of Corporation shall be disqualified by his office from contracting with the Corporation either as vendor, purchaser or otherwise, provided that the fact of his interest and its nature be disclosed at the meeting at which the contract or arrangement is determined. No Director, Officer or Member shall vote in respect of any such contract or arrangement.

2.07 The Directors shall provide the next Annual General Meeting of Members with a list of candidates for election as Directors. Additional candidates may be put forward from the floor at the Annual General Meeting.

2.08 At the next Annual General Meeting of Members in each year following appointment or election, the Directors shall retire from office but shall be eligible for re-election. The offices thus rendered vacant shall be filled up by the Corporation at such meeting and the Directors so elected shall hold office until the election of their successors at the next Annual General Meeting of Members.

2.09 The Corporation in a Meeting of the Members may by ordinary resolution remove any Director before the expiration of his term of office and appoint another in his stead. The person so appointed shall hold office during such

time only as the Director in whose place he was appointed would have held office had he not been removed, and shall himself be subject to removal under the provisions contained in this By-Law.

2.10 A meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously; a Director participating in such a meeting by such means is deemed to be present at that meeting.

2.11 Notice for a meeting of Directors will be considered given, if sent by e-mail to the e-mail address provided by the Director to the Secretary, if sent by mail to the address provided by the Director to the Secretary, or if given by telephone.

2.12 A period of 14 days shall be considered adequate notice for a Regular Meeting of Directors.

2.13 Quorum for a Meeting of Directors shall be not less than 50% of all directors.

3 MEMBERS

3.01 "Members" are all those individuals who have paid the current membership fee set by the Corporation.

3.02 Membership shall commence on the opening day of the principal annual foray immediately following the date of payment of the fee and shall run to the opening day of the following principal annual foray. At the discretion of the Registrar, membership may be made retroactive for individuals registering for the principal annual foray after its opening day, or in other circumstance, provided both the Registrar and Member involved agree.

3.03 An Annual Meeting of Members shall be held in every calendar year, and not more than fifteen (15) months after the holding of the preceding Annual Meeting. The Annual Meeting shall be scheduled to coincide with the principal annual foray undertaken by the Corporation.

3.04 Notice of the time and place of the Annual Meeting of Members shall be given by posting on the Corporation's website not less than fourteen (14) days before the meeting and listed in the Program of the principal annual foray, handed out to registrants at the time of registry.

3.05 Meetings of the Members other than the Annual Meeting shall be considered Special Meetings. Notice for a Special Meeting of Members shall be given by posting on the Corporation's website as well as sending to the e-mail address provided by the member to the Registrar, at least fourteen (14) days before the meeting. Such notice shall state the nature of the business in sufficient detail to permit the Member to form a reasoned judgment thereon

and shall include the text of any special resolution to be submitted to the meeting.

3.06 Quorum for a Meeting of Members shall consist of not less than twenty (20%) percent of the total number of members.

3.07 The Chairman shall be entitled to vote; in the case of an equality of votes, the Chairman shall not have a casting vote but the question shall be deemed to have been resolved in the negative.

3.08 The presiding officer of the Directors, and in his absence, any Director, shall take the chair at a General Meeting. If at such meeting no Director be present within fifteen (15) minutes after the time appointed for holding the meeting, or be willing to act as Chairman, then the members present shall choose one of their number to be Chairman.

4 BORROWING POWERS

4.01 The Directors may from time to time, at their discretion, borrow money for the purposes of the Corporation, and may secure the repayment of such monies in such manner as they think fit.

4.02 A decision to borrow money for the purposes of the Corporation or secure its repayment requires approval by vote at a Meeting of Directors of no less than two-thirds of all the Directors.

4.03 If the Directors, or any of them, or any other person shall become personally liable for the payment of any sum primarily due from the Corporation, the Directors may execute any mortgage, charge or security over any assets of the Corporation, to secure the person or persons becoming liable from any loss in respect of such liability.

5 BUSINESS OF THE CORPORATION

5.01 The Corporation shall be operated as a not for profit organization without shares. It shall be registered as a charitable organization.

5.02 No member shall be entitled to require or receive any information concerning the Corporation's business, beyond such information as to the accounts and business of the Corporation in Members' Meetings and no Member shall be entitled to the inspecting of any of the books, papers, correspondence or documents of the Corporation, except insofar as such information is expressly authorized by the Act or by the Members.

5.03 The Directors shall, at the Annual Meeting of Members, make available to the Members a Report of Activities and a Financial Report for the previous year, as well as a Report of Proposed Activities for the following year, with a budget estimate, if appropriate.

5.04 Every Director, Auditor, Solicitor, Member, employee or other officer or servant of the Corporation, shall be indemnified by the Corporation against all claims, damages and associated costs, for which any such officer or servant may become liable by reason of his position as such officer or servant of the Corporation.

6 INTERPRETATION

6.01 In this By-Law, wherever the context requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and masculine general shall include the feminine and neuter genders. Wherever reference is made to any determination or other action by the Directors, such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto. Wherever reference is made to "The Corporations Act" or the "Act", it shall mean The Corporations Act, R.S.N.L., 1990, Chapter C-36, and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor. Unless the context otherwise requires, all words used in this By-Law shall have the meanings given to such words in the Act.

7 EFFECTIVE DATE

7.01 This By-Law shall come into force and take effect, subject to confirmation by the Members in accordance with the Act, upon enactment by the directors of the Corporation.

ENACTED by the Board of Directors the _____ day of _____, 2008.

President and Executive Director