By-Law No 1 of the Canadian Biomaterials Society

Important Notes

Ammendment Notes:

2001: The following pages contain the By-Law No 1 (Constitution) of the Canadian Biomaterials Society. The By-Law No 1 reflect the changes proposed as a result of a committee appointed by the CBS Board of Directors.

The mandate of the committee was to evaluate the original constitution and propose changes that will better reflect the current state of the Society and consisted of the following individuals: Charles Doillon, David Courtman, Hasan Uludag, Rosalind Labow, Stephane Levesque, Paul Santerre (chair).

The proposed changes were unanimously adopted at the Annual General Meeting of the Canadian Biomaterials Society, June 8, 2001, Halifax, Nova Scotia, Canada. The By-Law No 1 was edited to reflect the approved changes by the CBS President (2002-2004), Hasan Uludag, on May 22, 2003, at Edmonton, Alberta, Canada.

2013:

By-Law No 1 (Constitution) of the Canadian Biomaterials Society corporation was re-evaluated in light of the new government regulations for not-for-profit status. The committee consisted of the following individuals: Larry Unsworth(chair), Mark Filiaggi, Rosalind Labow, Isabelle Catelas.

The proposed changes were unanimously adopted at the Annual General Meeting of the Canadian Biomaterials Society, XXX, 2013, Halifax, Nova Scotia, Canada. The By-Law No 1 was edited to reflect the approved changes by the CBS President (2014), Larry D Unsworth, on XXX, 2014, at Halifax, Nova Scotia, Canada.

BY-LAW NO.1

OF

**CANADIAN BIOMATERIALS SOCIETY**

**CORPORATE SEAL**

1. The corporate seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

# CONDITIONS OF MEMBERSHIP

2. Membership in the corporation shall be limited to persons interested in furthering the objectives of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the corporation.

Proposed rewrite for point 2:

2. All voting members in the corporation shall be limited to persons interested in furthering the objectives of the corporation and whom pay an annual membership fee, as determined by the Board of Directors, unless otherwise directed by the Board of Directors.

3. All voting members shall pay an annual membership fee, or dues, unless otherwise directed by the Board of Directors.

**Note that point 3 is to be removed, and the** highlighted section under the role of the BOD, it is out of place here. ‘The set membership fees, or dues, will require majority approval of the Board of Directors’

4. Any member(s) may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

5. Any member(s) may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such members shall be granted an opportunity to be heard at such meeting.

Proposed rewrite for point 5:

5. Any member(s) may be required to resign by a vote of three-quarters (3/4) of the members present at an annual general meeting where quorum is met, provided that any such member(s) shall be granted an opportunity to be heard at the same said meeting. Where quorum for all annual general meetings shall be the President, two current officers, and twenty-five (25) other members present in person.

\*\*Please note that the document doesn’t discuss quorum conditions for annual general meetings at all. Quorum of an executive committee is discussed (pt 18) and a BOD-called, special general meeting quorum is established (pt 32). But not an annual general meeting quorum. It seems to me that we could use pt 32 for this: The president, treasurer and one (1) other officer, and ten (10) other members present in person at the annual general meeting will constitute a quorum. However, note we have 200 + members, having 10 may not be a really representative group. Do we want to increase this to 50 (recalling meetings at WCB may not have this number)?

**VOTING OF MEMBERS**

36. At all meetings of the membership of the corporation, where quorum is met, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. The President being unable to vote unless there is the need to break a tie.

Board of Directors

7. The property and business of the corporation shall be managed by a board of a minimum of three (3) and a maximum of six (6) directors of whom a majority shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract and whom are active members.

8. Directors shall be elected for a minimum term of 2 years by the members at an annual general meeting of the membership. No more than half of the board of director seats will be up for election on a given year.

Proposed rewrite for point 8:

8. Directors shall be elected for a minimum term of two (2) years by the active membership. Nominations will be received from the general membership no later than thirty (30) days, and nominees verified no later than fifteen (15) days, prior to the next planned annual general meeting. An information package containing a statement of no more than 250 words (without spacing) and picture will be circulated to the general membership for consideration no less than seven (7) days prior to the annual general meeting. The Chair of the annual general meeting will announce the nominees, and allow further nominations to occur. Within seven (7) calendar days after the annual general meeting, voting will be allowed (via on-line secured access, or by paper ballot) for seven (7) calendar days, at which point no more votes will be received. To be elected to the position, the candidate must receive the greatest number of votes as compared to nominees for the same position.

9. No more than half of the board of director seats will be up for election in a given year.

9. The office of director shall be automatically vacated:

a. if a director shall resign his/her office by delivering a written resignation to

the president of the corporation;

b. if he/she is found by a court to be of unsound mind;

c. if he/she becomes bankrupt or suspends payment or compounds with his/her

creditors;

d. if, at a special general meeting of members, a resolution is passed by a

majority of the members present at the meeting where quorum is met that he/she be removed

from office;

e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, where quorum is met, may, by appointment, fill the vacancy with a member of the corporation. The individual appointed to the vacant board seat will only do so until the next annual general meeting, at which time the position will be open for election by all the corporation members.

10. Meetings of the Board of Directors may be held at any time and place to be determined by the directors, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

If all the directors of the Corporation consent thereto, generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

Proposed rewrite of last part of section 10:

Minutes of each Board of Directors meeting shall be prepared within 30 days of the meeting, by the secretary (or other officer appointed by the president) and sent to the attendees for approval (by email correspondence, where email correspondence is considered equivalent to being signed by the attendee) by those in attendance to that meeting. Board of director members must return their corrections and/or approval of the minutes within 10 days of receipt.

11. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

12. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

13. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

14. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

# INDEMNITIES TO DIRECTORS AND OTHERS

15. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her/him, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by her/him in or about the execution of the duties of her/his office or in respect of any such liability;

b. all other costs, charges and expenses which he sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

**EXECUTIVE COMMITTEE**

16. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine their duties.

17. There shall be an executive committee composed of the president, past-president, secretary and treasurer, and four (4) other members at large. With the exception of the president, each of the members of the executive shall be appointed by the Board of Directors upon consultation with the president-elect. Nominations from any member for the executive positions can be presented to the Board of Directors at the time of the annual election of the president, at any general meeting or at any other time when submitted in written form to the Board of Directors. The executive committee shall exercise such powers as are authorized by the Board of Directors. Any executive committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. The appointed executive shall be in place within 60 days of the president's election at an annual general meeting. The executive appointment will be for a period of one (1) year, but appointments can be renewed by the Board of Directors for sequential terms.

18. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. At least 3 of the following 4 officers, and two (2) of the members at large of such four members of the acting executive committee shall constitute a quorum. At least 3 of the senior officers (the president, past-president, secretary or treasurer) will be present at the meeting and the remaining representation shall be made up from any of the other acting executive officers. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

# POWERS OF DIRECTORS

Proposed insertion for Powers of Directors:

XX. The Board of Directors will set membership fees, or dues, through a majority vote during a meeting of the Board of Directors that meets quorum.

19. The Board of Directors for the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

20. The Board of Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.

21. The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

**OFFICERS**

Proposed rewrite for point 22:

22. The officers of the corporation shall be a president, past-president, secretary, treasurer and six (6) other officers, as the Board of Directors may by by-law determine. No two offices may be held by one individual. The offices of the president, past-president and treasurer must be held by an active member of the Society. All other officers need to be a member of the Board of Directors or of the Society

23. The president shall be elected at an annual general meeting of the members for a one year terms as president-elect, president, and past-president. Officers other than the president of the corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual general meeting of the members in which the directors are elected.

24. The officers of the corporation shall hold office for terms as dictated by these by-laws, the date of appointment or election or until their successors are elected or appointed in their stead. With the exception of the president all officer appointments can be automatically renewed annually by the Board of Directors. Officers shall be subject to removal by resolution of the Board of Directors at any time. Any officer of the Society can resign at any time by submitting a formal letter of resignation to the members of the Board of Directors and the president.

**DUTIES OF OFFICERS**

25. The president shall be the chief executive officer of the corporation. He/She shall preside at all meetings of the corporation and of the Board of Directors. He/She shall have the general and active management of the affairs of the corporation. He/She shall see that all orders and resolutions of the Board of Directors are carried into effect.

26. The past president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

27. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the corporation as may be directed by the Board of Directors and/or the president, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors. The treasurer may be empowered by the Board of Directors upon resolution of the Board of Directors, to carry on the affairs of the corporation generally upon resolution of the Board of Directors, to carry on the affairs of the corporation generally under the supervision of the officers thereof.

28. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She/he shall give cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. She/he shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The secretary will be responsible for updating records of active members, ensuring that the annual call for membership occurs and that annual membership receipts are collected, recorded and transferred to the treasurer

29. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

**EXECUTION OF DOCUMENTS**

30. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation with any further authorization or formality. At least one of the two signatures will be that of the president or treasurer. The second signature can be from any other officer. Any single transaction exercised by an officer (s) of the executive or any agent(s) on behalf of the Society, which exceeds the amount of $7000 Cdn, will require prior approval from the Board of Directors. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. Solely the Board of Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Proposed rewrite of point 30

30. a. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. At least one of the two signatures will be that of the president or treasurer. The second signature can be from any other officer.

b. Exceptions to 30.a include the signing of cheques for maintenance of the corporation’s day to day activities including, but not limited to, distribution of monies related to awards and bursaries or any expense that the Board of Directors approves may be fulfilled using the signature of one of either the President, Past President or active Treasurer.

c. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. Solely the Board of Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

d. The corporation shall, from time to time, as approved by the Board of Directors through a majority vote in a meeting that meets quorum, support local conference organizers for the annual society conference through providing seed money and other support. In no way is this to be construed as taking responsibility for the actions of the local conference organizers or liability should the result of the conference activity result in a financial loss.

# MEETINGS

31. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the membership may determine by vote and on such day as the said members shall appoint. The members may resolve that a particular meeting of members be held outside Canada. The site of the annual general meeting shall be made available to the members no less than eighteen (18) months prior to the meeting year. The dates of the annual general meeting shall be made available to the membership no less than nine (9) months prior to the annual general meeting.

32. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members. The Board of Directors or the president or past-president shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights. The president, treasurer and one (1) other officer, and ten (10) other members present in person at a meeting will constitute a quorum.

33. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.

34. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

**MINUTES OF BOARD OF DIRECTORS**

35. The minutes of the Board of Directors shall not be available to the general membership of the corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

**FINANCIAL YEAR**

37. Unless otherwise ordered by the Board of Directors the fiscal year-end of the corporation shall be December 31st.

## AMENDMENT OF BY-LAWS

38. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the membership at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Proposed rewrite of 38.

38. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the membership at a meeting duly called for the purpose of considering the said by-law, where all changes to the by-laws to be voted upon are distributed to the membership no less than fourteen (14) days prior to the commencement of the meeting to which they are voted upon. All of this being contingent upon the fact that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

**AUDITORS**

39. The members shall at each annual general meeting appoint anarms-length professional accountant to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the accountant shall be fixed by the Board of Directors, and in consultation with the society’s treasurer.

## BOOKS AND RECORDS

40. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

**RULES AND REGULATIONS**

42. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the corporation when they shall be confirmed, and failing such confirmation as such annual general meeting of members shall at and from time to time cease to have any force and effect.

**LOCAL CHAPTERS**

Formation

42. Upon formal request by a group of no less than ten (10) active members, the Board of Directors will have the power to approve the establishment of a local chapter of the corporation. Such Chapters will be governed by the by-laws of the corporation and its own by-laws; where if any confusion exists the corporation by-laws are to be followed. Any by-laws approved by a local chapter must also obtain approval from the Board of Directors of the corporation before they become active within the local chapter.

43. Any formal request for local chapter status shall contain the following information: names of the interim president and vice-president; intended activities of the chapter for its first year; list of membership who are active members of the corporation; description of the chapter’s common liaison activities with the CBS; draft of the Chapter's constitution by-law; projected budget for the first year of operation. This information will be sent to the president of the corporation, who will present it to the Board of Directors.

44. Other regulations covering the operation of Chapters may be found in the by-laws of the local Chapters. Copies of these by-laws will be kept on file at all times by the office of the president for the Canadian Biomaterials Society.

Financial Support

45. Continuing local chapter(s) shall present at the annual general meeting to review their activities that year. Local chapters shall submit a work plan and budget for new funding on, or before, Aug 31 of each year to the President to receive new/renewed financial support from the corporation to assist in carrying out activities as outlined in the work plan and budget. The funds may consist of a lump sum start-up payment, negotiated upon start-up, and an annual disbursement coming from membership dues that equal half of the membership fees paid by local chapter members to the corporation, not to exceed five hundred dollars per annum ($500Cdn) .The President will present these matters to the Board of Directors for evaluation at the first meeting of the Board, with payments from the corporation to local chapters to be finalized prior to Oct 31 of that year.

46. The renewal of financial support in a new calendar year will proceed in the following manner. A written report of progress including a proof of worthwhile activity and financial report shall be sent to the Board of Directors , no later than March 30th of the renewal year. Failure to do this shall result in the loss of full or partial funding to the Local Chapter for that year. The Board of Directors shall make a decision to provide financial support for the following year depending on the assessment of the report. A decision shall be granted no later than the date of the annual general meeting. This procedure shall be conducted by comparing the activities of each of the Local Chapters.

47. If a Local Chapter fails to submit financial and progress reports for two sequential years it will then be designated as a Probationary Chapter. Failure to submit such a report a third year will result in the closure of the Local Chapter and audit of the officers and Local Chapter activities.

Termination

48. Closing a Chapter: If a Chapter wishes to cease its activity, it must submit in writing, at least 60 days prior to termination, a letter of such intent, accompanied with a financial report and reasons outlining the need for termination of the Chapter. Moreover, should the Board of Directors decide in a meeting where quarum has been met by a vote of no less than 75% approval the Chapter can be closed. All un-spent funds from the Chapter shall be returned to the corporation. If the financial report is not deemed to be adequate, the corporation will initiate an audit of the officers and the Local Chapter. A decision regarding the acknowledgement of closure of the Local Chapter shall be sent to the President of the Chapter from the President of the CBS within 60 days of receipt of such a request via an open letter to the membership of the corporation.

**Appointment of Fellow, Biomaterials Science and Engineering (FBSE)**

**xx. The International Union of Societies for Biomaterials Science and Engineering (IUSBSE) sets the general guidelines to be considered for appointment of fellows. A summary can be found on the IUSBSE website: <http://www.worldbiomaterials.org/fellows.htm>. As set out by the IUSBSE guidelines, all member societies may establish their own process for nominations, but these nominations must be conducted and evaluated by the current Fellows of each society in a confidential manner. These guidelines and criteria for the nomination of Fellows must be followed regarding the selection of nominees for Fellows to be considered from the Canadian Biomaterials Society.**

**xx. Current Canadian Fellows will strike a Fellowship Nomination Committee (FNC) at least twenty four (24) months prior to the World Congress of Biomaterials meeting. The FNC will be formed in a manner as decided upon by the Fellows, but will number no less than 10% of the current living number of Canadian Fellows.**

**xx. The FNC will compile a list of up to three (3) potential nominees and provide this list (with a short justification, or any other supporting material as deemed necessary by the Fellows) to the rest of the Fellows (using a secured and confidential medium) at least eighteen (18) months prior to the World Congress meeting. From the date of receipt of these materials, at the discretion of the Fellows, a meeting may be set up to discuss the candidates. Regardless, Fellows will vote (using a secure method) and conclude the nomination of individuals at least thirteen (13) months prior to the World Congress meeting. The nomination committee may participate in this voting. There is no requirement that a candidate be nominated, likewise, there is no requirement that only one candidate can be nominated. The number of candidates nominated is at the sole discretion of the FNC.**

**xx. The final nominees will be provided to the Board of Directors, Secretary and Treasurer. This information will be held in strict confidence until the World Congress, where it will be announced. After this time, the Canadian Society may post the results using any media deemed appropriate by the Board of Directors.**

**xx. The FNC or the Canadian representatives to the International Union of Societies for Biomaterials Science and Engineering (IUSBSE) will also be responsible for submitting Fellow nominations to the IUSBSE for their consideration according to meeting their deadline for the World Congress presentation.**

**xx. Fellow designations are for life.**

**xx. Fellows may be stripped of this designation according to the guidelines set out by the IUSBSE. Should a Fellow (living or deceased) be found to not uphold the guidelines set forth by the IUSBSE, current Canadian Fellows (in good standing) are charged to set up a committee numbering no less than 10% of current living Fellows with the express purpose of investigating any claims against one of their own Fellows. This process should be held in the strictest of confidence. After evaluating the circumstances and discussing with the Fellow in question, only if these Fellows agree (with a vote totaling greater than 90% of the total votes cast) should the results of this investigation be made available to the entire group of current Fellows. The Fellows may then vote to determine if it should be recommended that the investigated Fellow be stripped of the FSBSE designation. A vote of greater than 85% (votes cast) in favour of stripping a Fellow must be obtained before supplying a recommendation to the IUSBSE for this purpose.**

**xx. Prior to providing a recommendation to strip a Fellow of this status to the IUSBSE, the Fellows will inform the Board of Directors regarding their decision.**

**xx. The Fellows are responsible for initiating, evaluating and recommending the removal of the Fellow. They are also responsible for communicating this decision to the IUSBSE committee.**

**Appointment of the Corporation’s Representatives to International Union of Societies for Biomaterials Science and Engineering (IUSBSE)**

**xx. The corporation shall have two (2) representatives sit upon the IUSBSE committees for the purpose of organizing World Congress Meetings.**

**xx. The President and Past-President will generate a list of potential individuals that will be considered by the Board of Directors for this position. These individuals will be selected based upon their involvement in the corporation, and their active membership; preference will be given to those who have held positions of leadership within the corporation as President or Director. The list of candidates will be asked by the President or Past-President if they accept the nomination, and then voted upon by the Board of Directors, with the President voting only if a tie needs to be broken. The meeting where the voting takes place must meet the general quorum guidelines for the Board of Directors. The two candidates with the greatest number of votes will be appointed.**

**xx. These representatives will be announced at the annual general meeting prior to the World Congress that they will be expected to start their tenure. Their tenure will last from this meeting for four years until the next World Congress.**

**xx. It is expected that these representatives will endeavor to attend all necessary meetings, and accurately represent the interests of the corporation at the international level. Should there be any concerns about this, appointees may step down or be removed upon a vote totaling greater than 90% of the votes cast for a Board of Directors meeting that meets quorum.**

**xx. The corporation values a presence at the IUSBSE, therefore, representatives will be reimbursed no more than $2000 per trip. A brief report and original receipts must be supplied to the Treasurer no later than three (3) months after the trip in order to receive the reimbursement of expenses. It is expected that the IUSBSE will meet once per year leading up to the World Congress. Funding for more trips must be approved by the Board of Directors. Partial funding for the World Congress itself will be provided, totaling no more than $500, so as to offset activities that the representatives must conduct at the meeting.**