

The International Society For Condensed Matter Nuclear Science

A private Company limited by Guarantee registered in England No 5143068

Registered Charity No. 1116475.

www.iscmns.org

I certify that the

Special Resolution

**"THAT the Memorandum of Association, be modified by
adopting a New Memorandum of Association and that
Article 35 in the Articles of Association be deleted"**

was passed unanimously at an Extraordinary General Meeting of the Society held on
Monday 25th September 2006 at 20:30, Ristorante Reale, Piazza Alfieri 5, 14100
Asti, Italy



Bill Collis

Hon. Secretary and a Director

21 November 2006



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COMPANIES HOUSE

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**Memorandum of Association
of
The International Society For Condensed Matter
Nuclear Science**
adopted by Special resolution 25 September 2006

The Companies Act 1985 to 1989

a private company limited by guarantee and not having a share capital

Memorandum of Association

1. The name of the company (hereinafter called 'the Society') is
The International Society For Condensed Matter Nuclear Science
2. The registered office of the Society is to be situated in England.
3. The objects for which the Society is established are:

To promote the science of low energy nuclear reactions in condensed matter, also known as 'Cold Fusion' for the benefit of the public.
4. In furtherance of the above object but not otherwise the Society shall have power:
 - a) To organize meetings.
 - b) To take over the assets and liabilities of the unincorporated association also known as The International Society for Condensed Matter Nuclear Science.
 - c) To promote or carry out research.
 - d) To provide advice and consultancy services.
 - e) To publish or distribute information.
 - f) To co-operate with other bodies.
 - g) To support, administer, reorganize as, or set up not for profit institutions.
 - h) To raise funds.
 - i) To sell, acquire or hire property of any kind.
 - j) To award prizes and medals and to make grants or loans; and to support and subscribe to any charitable or public object.
 - k) To pay all and any expenses incurred in connection with the promotion, formation, reorganization and incorporation of the Society.
 - l) To procure the Society to be registered or recognized in any part of the world.
 - m) To apply for, promote and obtain any legislation, regulation, certificate, charitable status, order or licence from any government or authority (supreme, municipal, local or otherwise) for enabling the Society to carry any of its objects into effect, or for effecting any reorganization or modification to the Society's constitution, or for any other purpose which may seem calculated to directly or indirectly to promote the interests of the Society, and to oppose any proceedings or applications purpose which may seem calculated to directly or indirectly to prejudice the Society's interests.
 - n) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) and to comply with and obtain any charters, decrees, rights, privileges and concessions.
 - o) To facilitate access by members of the Society to intellectual property, patents, know-how, data, trade secrets relating the Society's objects.
 - p) To promote and maintain ethical standards.

- q) To do all or any of the things or matters permitted by this document in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, branches, subsidiaries, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- r) To do all such things as are incidental or necessary to the attainment of the above objects or any of them.

5. The income, capital and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no part thereof shall be paid or transferred, directly or indirectly, whether by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no director or member of the Society shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing herein shall prevent any payment by the Society:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of its Executive Committee for any services rendered to the Society;
- (b) of reasonable fees for consultancy services offered to third parties through the Society
- (c) of interest on money lent by any director or member of the Society at a reasonable and proper rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a bank selected by the directors of the Society or three per cent, whichever is the greater;
- (d) of reasonable and proper rent for premises let to the Society by any director or member of the Society;
- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a director may be a member holding not more than 1/100th part of the issued capital of the company;
- (f) of reasonable out-of-pocket expenses to any director, member, officer, employee or servant of the Society;
- (g) of any premium in respect of indemnity insurance to cover the liability of the directors of the Society which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors of the Society knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Society.
- (h) of reasonable fees and honoraria for lectures and presentations
- (i) made in good faith
- (j) of reasonable fees for organizing meetings, the editing or preparation of the Society's own journals or publications or otherwise relating thereto.
- (k) Without prejudice to the foregoing provisions of this Clause, the Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or any Committee or general meetings of the Society or otherwise in connection with the discharge of their duties of office, subject to the consent of the Executive Committee.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute such amount as may be required not exceeding one Euro to the assets of the Society in the event of the Society being wound up whilst he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Society accrued before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If upon the winding up or dissolution of the Society there remains, after the payment or satisfaction of all debts and liabilities of the Society, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to one or more than one society, charitable association, institution, federation or other partnership (whether of limited liability or otherwise) or body of persons or organizations, whether corporate or unincorporated, in each case having objects similar to the objects of the Society, and which, in its constitution or governing instruments, restricts the distribution of its income, capital, property, profits and surpluses among its members to an extent at least as restrictive as is imposed on the Society by virtue of this Memorandum of Association. Each such society, association, institution, federation, partnership or body shall be nominated by the directors of the Society and approved by the members of the Society at or before such winding up or dissolution. If the directors are unable to identify any such society, association, institution, federation, partnership or body then they may pay or transfer the surplus of the Society to any charity or charities.

We are the subscribers to the original Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

Names and Addresses of Subscribers to Original Memorandum

Signatures

William John Maurice Fitzgerald COLLIS
Strada Sottopiazza 18
14056 Boglietto(AT)
ITALY

Xing Zhong Li
HaiDian District
LanQiYing, Building 7, Apt. 302
Beijing 100084
CHINA

John Dash
313 N. Holman St.
Portland, OR 97217
U.S.A.

Peter Gluck
Tasnad Street 29/3
Cluj-Napoca
Romania

Akito Takahashi
Shinashiya-kami 19-10-606
Suita,
Osaka, 565-0804
Japan

Date 21 March 2004

Witness to the above Signatures:
Francesco CELANI
Vicolo S. Antonio 31,
Albano Laziale ,
00041, Italy

We the undersigned certify that this is a true copy of the Memorandum of Association adopted by Special Resolution at the Extraordinary General Meeting of the Society held on 25 September 2006.



Akito Takahashi
ISCMNS Honorary President



Xingzhong Li
Chairman of the Executive Committee

25 September 2006