

INTERIM CONSTITUTION

- 1 The name of the association (hereinafter called ‘the Society’) is**

THE INTERNATIONAL SOCIETY FOR CONDENSED MATTER NUCLEAR SCIENCE

- 2 The Society is hereby constituted as an unincorporated association according to the laws of England with unlimited liability.**

- 3 The objects of the Society are:**

To promote the science of low energy nuclear reactions in condensed matter, also known as ‘Cold Fusion’.

In furtherance of the above object but not otherwise the Society shall have power:

- (a) To organize meetings.
- (b) To promote but not carry out research
- (c) To provide advice
- (d) To publish or distribute information
- (e) To co-operate with other bodies
- (f) To support, administer, reorganize as, or set up not for profit institutions
- (g) To raise funds
- (h) To accept any interest free loan
- (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, 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.

4 Finance

The Society shall not employ any person.

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 document 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 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 payment not exceeding 300 Euros in any calendar year for any services rendered to the Society
- (b) of reasonable out-of-pocket expenses incurred on behalf of the Society
- (c) of any fees that would normally be payable to the Society
- (d) of reasonable fees for services to carry out any legal obligation of the Society
- (e) of any payment authorized in general meeting

5 Interim Executive Committee

Until a new constitution is adopted, the Society shall be managed by the Interim Executive Committee, on behalf of its Members and for benefiting the wider community in accordance with this document.

- (a) Up to 15 persons and at least 3, being Members of the Society, shall constitute the Interim Executive Committee. The number of persons required to serve on the Interim Executive Committee shall be determined from time to time by the Interim Executive Committee.
- (b) The first members of the Interim Executive Committee shall be the first members of the Society who are willing to serve.
- (c) The Interim Executive Committee shall assume responsibility for the setting up and initial running of the Society and for the drafting of a new constitution.
- (d) The Executive Committee may reach decisions by means of physical meetings, electronic communication, or the written word.
- (e) The Interim Executive Committee shall informally elect from amongst themselves a President, and other officers, as they think fit.
- (f) The Interim Executive Committee may nominate sub-committees with specific tasks such as web-site design, logo design, meeting organization.
- (g) The Interim Executive Committee shall prepare, or cause to be prepared accounts showing the income and expenditure of the Society, its assets and liabilities and shall communicate this information to members by email on an annual basis.
- (h) The Interim Executive Committee shall prepare and maintain a register of members which may be inspected by any member.
- (i) Minutes shall be kept of all decisions made by the Interim Executive Committee.
- (j) Members of the Interim Executive Committee who have been re-elected shall be granted Membership as Fellows of the Society and shall become liable to pay the appropriate level of subscription when next due.

6 General Meetings

- (a) General Meetings of the Members shall be convened and chaired initially the President or, in his absence by any officer of the Interim Executive Committee.
- (b) It shall be the ordinary business of every General Meeting of the Society to consider the adoption of a new constitution, to receive any reports from the Interim Executive Committee, to consider resolutions by members and to elect any vacancies in the Executive Committee.
- (c) At the first general meeting of the Society the entire Interim Executive Committee shall resign and elections shall be held.
- (d) At subsequent general meetings any officer who has held office for more than 18 months shall resign.
- (e) Any resigning officer shall be eligible for re-election.
- (f) Except where otherwise provided in this Constitution, every issue at a General Meeting is determined by a simple majority of the votes cast.

- (g) The conduct of elections and method of counting the votes shall be determined by the Chairman of the general meeting.
- (h) A valid general meeting shall be convened by sending notice 90 days in advance by electronic mail stating the proposed business and a meeting shall be validly convened if a quorum of at least 20 members is present or 30% of the membership, whichever is the lower.
- (i) If any general meeting shall fail to reach a quorum within a period of 1 hour it shall be declared adjourned, and may be reconvened by the chairman of the meeting within 24 hours without any requirements as to quorum or notice.
- (j) Any document signed by at least 20 members may be delivered to the President of the Society requiring the convening of an Extraordinary General Meeting within 6 months.
- (k) Any general meeting which is not convened within the time limits specified in this document may be convened by any 2 members at their own expense.
- (l) Members who are unable to be present in person at general meeting may appoint a proxy in writing to vote on his / her behalf.
- (m) No modification of the Society's constitution shall place any greater liability on any Member than that to which he has already consented to, and every member who does not resign, shall be deemed to have accepted any validly modified constitution within 30 days of having been informed of it.
- (n) If a vote of no confidence in any officer of the Society is passed at general meeting that officer shall immediately be deemed to have resigned as an officer.
- (o) If a vote of no confidence in any member of the Society is passed at general meeting that member shall immediately be deemed to have resigned as a member.
- (p) Before any proposed vote of no confidence may take place, the member or officer concerned shall be given the opportunity to address the meeting either in person or by proxy or in writing.
- (q) A general meeting of the Society shall be convened at least every 3 years.
- (r) Any written resolution duly signed by the majority of the members shall be valid as if it had been passed in general meeting duly convened and held.

7 Membership

- (a) The categories of membership, the subscription rates, shall be determined by the Interim Executive Committee. The subscription fee, until otherwise determined shall be fixed at 30 Euros per calendar year.
- (b) All members shall have one vote each in general meeting.
- (c) Membership shall be open to persons and incorporated bodies or institutions.
- (d) In applying for Membership a candidate must pay the subscription fee and make a signed undertaking, to be bound and to abide by this Constitution, to promote the interests of the Society and not to do anything to bring the Society into disrepute.
- (e) The Interim Executive Committee may impose from time to time additional requirements or procedures for admitting new members.
- (f) No candidate shall become a member until he has paid the appropriate subscription.
- (g) If any candidate fails to satisfy the requirements of the Executive Committee then any subscription fee paid shall be returned.
- (h) Subscription fees shall cover the calendar year but members joining in the second half of each year need only pay half the appropriate annual fee.

- (i) A member will cease to be a member if he resigns or dies, or if the Interim Executive Committee, after considering any written explanations, shall determine that his activities are not compatible with the objects of the Society, or if he is in arrears of any debt to the Society or if he fails to maintain a valid email address for 3 months after being informed in writing of the fact.
- (j) No refund of any subscription fee is due to a Member on his ceasing to be a Member.
- (k) Any written communication from the Society to a Member shall be deemed to have arrived within 48 hours if sent by electronic mail notwithstanding any message sent in good faith fails to arrive through no fault of the Society.

8 Winding Up

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 similar entity 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 document. Each such recipient shall be nominated by the officers of the Society and approved by the members of the Society at or before such winding up or dissolution. If the officers are unable to identify an appropriate recipient then they may pay or transfer the surplus of the Society to any charity or charities.

9. Notes not forming part of the constitution.

- (a) This is an interim constitution. The society should be reorganized as soon as is practical as a limited liability corporation such as a Company limited by guarantee. In many jurisdictions an informal Association such as this has no or unclear legal standing and therefore cannot enter into legal contracts – for example it cannot pay a deposit on a conference hall; it cannot take out liability insurance in case a demo explodes injuring someone!
- (b) Unlimited liability is emphasized!
- (c) Objects are of fundamental importance to any institution. Members need to agree on what needs to be done. These objects have been adapted from other charitable organizations and so could probably carry over to any new organization. In view of the unlimited liability the Society does not have the power to carry out research, nor to accept interest bearing loans,

- (d) nor to employ anybody. Of course this could change if and when the Society reorganizes.
- (e) The Interim Executive Committee is a temporary body to hold meetings to authorize the eventual reorganization. Obviously it cannot be elected because there can be no one to organize the first election in a newly formed Society but
- (f) the entire committee must resign at the first general meeting which will probably be held in Asti, Italy in March 2004.