



## **Minutes of the CAcert Inc. Special General Meeting (SGM) of 25<sup>th</sup> of May 2007 21:00 UTC.**

### ***I. Preliminaries to the SGM***

#### **Call for SGM**

The SGM was called on 22<sup>nd</sup> of April 2007 by Guillaume Rogmagny. Seconded by Teus Hagen, Evaldo Gardenali, Robert Cruikshank and Gullaume Rogmagny, all CAcert Inc. members. The call was made by more than 5% of the members (46 members in total). The purpose was recorded at <http://wiki.cacert.org/wiki/Purpose> (not a permanent document).

The SGM was announced by Robert Cruikshank to be held the 5<sup>th</sup> of May 2007 with location: `ircs://irc.cacert.org:7000/CAcert-SGM` IRC channel at 21:00 UCT.

#### **Meeting arrangements**

Resignations of Committee left no quorum of Committee possible. Members asked Ian Grigg (independent auditor, and therefore not a member) to chair the SGM. Ian accepted the chair.

Robert Cruikshank asked members to update their membership info. A request for membership fee payment was sent to members' email list in April 2007. Robert Cruikshank asked Evaldo Gardenali to stand in as temporary secretary, to screen and update the membership register.

Philipp Gühring provided technical assistance to the SGM preparation and IRC meeting.

An Advisory team (Teus Hagen, Ian Grigg and Jens Paul) have been advising membership and Committee (action points, priorities, membership register, association rules, and meeting preparations).

#### **Committee**

##### **Committee resignations**

Committee resignations were received from: Mark Lipscombe 12 Dec 06, Duane Groth 26 Mar 07, Matthew Asham 11 Apr 07, Tina Kubota 22 May 2007, Calum Morell 22 May 2007. No response was seen from Ryan Verner (several formal requests by committee and members). Robert Cruikshank gave notice to accept re-election to committee and appointment as Public Officer in April 2007.

##### **Nominations for new Committee**

Teus Hagen nominated Robert Cruikshank, Evaldo Gardenali, and Greg Rose for election to Committee at the SGM, 26 April 2007. Seconded by Nicholas Bebout, Robert Cruikshank, Parag Mehta, Gary Lee Adams and Evaldo Gardenali.

#### **Proposed new members of the Association**

Nominations for CAcert Inc. Members were received for: Jens Paul, Greg Rose, Greg Stark, Alejandro Mery Pellegrini, Stephen James Saletta, Johan van Selst, Georg Markus Kainz. These new member were invited to attend the SGM, to receive voting rights after they have been accepted as CAcert Inc. member.

## II. Minutes of the meeting

The meeting started at 21.00 UTC sharp, 25<sup>th</sup> May 2007.

1. Ian Grigg opened the meeting as invited Chair, noted that taking the Chair was not covered by the rules, and asked for objections to be minuted. None were raised. The IRC channel was set to 'moderated' so that none without 'voice' could speak.
2. Chair asked Evaldo Gardinali, temporary secretary, to read members present at this meeting:
  - *Guillaume Romagny, Teus Hagen, Robert Cruikshank, Parag Mehta, Jack Jansen and Evaldo Gardinali.*

These members were given 'voice' and therefore voting rights. Chair recognised a quorum as more than 5 members were present. (Michael Grigutsch and Gary Adams were given 'voice' at a later stage, in time for voting.)

### 3. Preliminaries:

(a) Purpose of meeting was read in from <http://wiki.cacert.org/wiki/Purpose> :

- Elect a minimal decisive Committee (board) ad interim and Public Officer up to next AGM in November 2007;
- Have a formal AGM in November 2007 in order to align with NSW Office of Fair Trading requirements;
- Have membership updated with resignations and new members for forthcoming period;
- Have intermediate financial state of affairs so membership. We expect the association has no debts;
- Provide continuity in CAcert association services: (re)hosting, system maintenance of services, auditing process.

(b) Report of the Membership Register was requested: Evaldo reports that 14 members have already paid up for the 2007 fee, and a total of 46 members on the Membership Register.

(c) Report of finances was requested from Robert Cruikshank, treasurer:

<b>CAcert Record of Financial Transactions</b>			
<i>This is only an estimate of incoming and outgoing collated from old documentation and memories.</i>			
Date	Purpose	Expense AUD	Income AUD
	Bank account balance as reported by Duane Groth		\$3,230.58
04/07/2004	Support board members at Usenix Boston		
	Flights	-\$5,000.00	
	Hotel	-\$6,039.20	
	Printing	-\$150.00	
	Usenix registration	-\$2,400.00	
04/07/2004	Donation from NLNet for Boston Usenix		\$13,589.20
01/09/2004	Domain registration	-\$44.55	
15/09/2004	Transfer of copyright for CAcert source code to CAcert Inc	-\$1.00	
12/09/2004	Secondary server for WIKI, CVS, Mailing list server etc	-\$1,800.00	
09/11/2004	Support Teus at LISA in Atlanta	-\$179.47	
16/11/2004	Purchase fire proof safe	-\$313.00	
	Membership fees		\$474.86
	Income from Google Adds		\$6,000.00

<i>Year end 2004</i>			<i>\$7,367.41</i>
07/02/2005	Support DG, ML, WH at Usenix LAX		
	Airfares 2 x \$2100 pp SYD to LAX and 1 x \$388 BOS to LAX	-\$4,588.00	
	Accommodation in Anaheim	-\$800.00	
30/04/2005	New PO Box for CAcert	-\$50.00	
19/05/2005	Support event Porto Alegre Evaldo Gardenali	-\$565.56	
15/08/2005	ca-cert.org/net/com renewal for 5 yrs 3 x 5 x \$8.99	-\$164.19	
01/09/2005	Ohio Linux Festival		
	Table fee	-\$54.79	
	Printing costs for 1500 flyers	-\$182.64	
	Mugs	-\$614.88	
30/11/2005	ApacheCon		
	Flights	-\$730.55	
	Hotel	-\$471.20	
	Membership fees		\$474.86
	Income from Google Ads		\$6,600.00
<i>Year end 2005</i>			<i>\$6,220.47</i>
24/01/2006	SCALE Conference		
	Flights	-\$261.78	
	Room	-\$137.53	
	Printing	-\$73.05	
01/03/2006	Renewal PO Box		
	12 Month subscription	-\$60.00	
	Mail forwarding service	-\$60.00	
13/04/2006	FISL Brazil Conference		
	Flights	-\$238.79	
	Hotel	-\$144.53	
	Travel (Bus)	-\$144.53	
27/04/2006	New Server	-\$1,930.00	
29/06/2006	Cluecon		
	Travel	-\$188.52	
	Membership fees		\$474.86
	Income from Google Ads		\$6,600.00
<i>Year end 2006</i>			<i>\$10,056.59</i>
12/01/2007	Advertising income from emion interaktive medien GmdH		\$1,557.38
18/01/2007	Advertising income from emion interaktive medien GmdH		\$573.77
17/04/2007	Renewal PO Box (Covered by Rob Cruikshank)	-\$70.00	
11/04/2007	Hosting costs (Covered by Philipp Gühring)	-\$330.00	
<i>Current estimated balance</i>			<i>\$11,787.75</i>

1. I believe CAcert to be cash positive, but we require a mandate to get access to the bank accounts.
2. I believe that there are no current or near term debts that are outstanding or large.

4. Chair read all five Resolutions from <http://wiki.cacert.org/wiki/Resolutions>:

1. Accept intermediate financial status report by the treasurer;
2. Accept pending nominations for new members as received before 20th of May 2007;
3. Accept resignation of the board of CAcert Inc.;
4. Elect a minimum of 3 persons to the Committee (board) ad interim up to next AGM with the following mandates:
  - o a) financial operations (bank accounts, payment arrangements), bookkeeping and report,
  - o b) decision taking for member nominations,
  - o c) sub-committee instalments, e.g. Technical sub-committee, Advisory,
  - o d) preparation of AGM and all actions needed for this meeting,
  - o e) safeguarding decisions for continuity of existing association services,
  - o f) co-opting (no voting rights) of members to the board as prospects for board elections on next AGM.
  - o g) Necessary arrangements with NSW Office of Fair Trade;
5. Elect Robert Cruikshank as Public Officer (Robert is NSW residential).

Chair asked for motions. Parag Mehta proposed that all five Resolutions be put to a single vote.

Discussion ensued. The list of proposed new members was read in by Evaldo as temporary secretary:

- Georg Markus Kainz, Jens Paul, Alejandro Mery Pellegrini, Greg Rose, Greg Stark, Stephen James Saletta and Johannes C. Van Selst.

(Gary Adams and Michael Grigutsch, members in good standing, were given 'voice'.)

Proposal to vote on all 5 Resolutions seconded by Teus Hagen, 6 other members.

Chair added 'voice' to Greg Rose, proposed new member and nominated to committee, and asked if he had any objection to being nominated and elected to committee. Greg introduced himself and confirmed.

Chair called for a vote on the motion. 8 'ayes' including proposer, seconder, no abstentions, no 'nays'. Motion carried.

(Voting received earlier by signed email was overridden by members being present.)

5. Chair summarised: "the members have voted to install a new board, with mandates to take control of bank accounts and payment arrangements, bookkeeping and other reports, prepare for an AGM late 2007, safeguard the continuity of services, and communicate with OFT. New members have been accepted."
6. Thanks expressed to old committee, especially to Duane Groth.

At this point, Chair recognised a point of order: the names of the new committee were not read into the minutes earlier. Discussion.

Evaldo Gardenali proposed motion

- "to elect Evaldo Gardenali, Robert Cruikshank, Greg Rose for board members, and their offices being discussed and published in a week after this meeting."

Seconded by Gary Adams, 3 other members. As no discussion, Chair called for a vote.  
Voted, 8 Ayes, 1 Abstention (MG), no Nays. Motion Carried.

Congratulations to new committee, and they be minuted as: Evaldo Gardenali, Robert Cruikshank, Greg Rose.

7. Other business:

(a) Discussion on whether list of members need also be read in. Not accepted, already recorded above.

(b) Discussion on whether mandates 4(c), 4(d), 4(g) need to be decided. Not accepted, mandate is clear, referred to new Committee.

(c) Public Officer, Robert Cruikshank, was thanked.

(d) Report (these minutes) requested from Evaldo Gardenali, as temporary secretary.

(e) The Advisory team offered report to the new Committee. Greg Rose as new committee member welcomed it 'offline' after the SGM.

8. Close of meeting: Attendees at the SGM are thanked for their presence. Ian Grigg is thanked for chairing this meeting.

Confirmed as a true and proper record of the Special General Meeting of CAcert, Inc., held 25<sup>th</sup> May 2007:

Prepared by: Teus Hagen, Advisory <teus at theunis.org>.

Reviewed: Ian Grigg, meeting Chair; and Evaldo Geraldi, meeting secretary.

Based on IRC archive <http://www.cacert.org/meetings/20070525.txt> canonical hash (no trailing whitespace, \r\n line endings) SHA1:4b8703af14c77ae6cdc826b0434c5eb366040d7c

### III. Summary of Resolutions

Type/ Date/ Nr	#members/ #attendees/ #voting	Resolution Description	#favor/ #object/ #obstain Result
SGM/2007-05-25/01	46/16/8	To accept Intermediate financial report by the treasurer; R. Cruikshank reported review finances up to 25 May 2007; current estimated balance \$11,787.75 . Proposed Parag Mehta, Seconded Teus Hagen.	8/0/0 Accept
SGM/2007-05-25/02	46/16/8	Accept pending nominations for new members as received before 20th of May 2007; being 7 new association members: G. M. Kainz, J. Paul, A. M. Pellegrini, G. Rose, G. Stark, S. J. Saletta and J. C. Van Selst. Proposed Parag Mehta, Seconded Teus Hagen.	8/0/0 Accept
SGM/2007-05-25/03	46/16/8	Accept resignation of board of CAcert Inc.; being D. Groth, M. Lipscombe, T. Kubota, R. Cruikshank, R. Verner by absence, M. Asham and C. Morrel. Proposed Parag Mehta, Seconded Teus Hagen.	8/0/0 Accept
SGM/2007-05-25/04	46/16/8	6. Elect a minimum of 3 persons to the Committee (board) ad interim up to next AGM with the following mandates: <ul style="list-style-type: none"> <li>o a) financial operations (bank accounts, payment arrangements), bookkeeping and report,</li> <li>o b) decision taking for member nominations,</li> <li>o c) sub-committee instalments, e.g. Technical sub-committee, Advisory,</li> <li>o d) preparation of AGM and all actions needed for this meeting,</li> <li>o e) safeguarding decisions for continuity of existing association services,</li> <li>o f) co-opting (no voting rights) of members to the board as prospects for board elections on next AGM.</li> <li>o g) Necessary arrangements with NSW Office of Fair Trade;</li> </ul> Proposed Parag Mehta, Seconded Teus Hagen.	8/0/0 Accept
SGM/2007-05-25/05	46/16/8	Elect Robert Cruikshank as Public Officer; (Robert is NSW residential). Proposed Parag Mehta, Seconded Teus Hagen.	8/0/0 Accept
SGM/2007-05-25/06	53/14/13	to elect Evaldo Gardenali, Robert Cruikshank, Greg Rose for board members, and their offices being discussed and published in a week after this meeting. 7. Proposed Evaldo Gardenali, Seconded Gary Adams.	8/0/1 Accept

End.