



# *Minutes of the CAcert Inc. Annual General Meeting (AGM) of 17<sup>th</sup> of November 2007 22:00 UTC.*

## **I. Preliminaries to the AGM2007**

### **AGM Call**

The AGM was noticed on the Next Annual Meeting CAcert wiki pages in July 2007 and on 17<sup>th</sup> of October 2007 via an email from the secretary Evaldo Gardenali to the CAcert Inc. membership.

The location: irc://irc.cacert.org/AGM IRC channel at 22:00 UCT.

### **Committee**

#### **Committee resignations**

Committee was elected at SGM May 2007 for a temporary period up to the AGM 2007. All Committee members had to resign for this 2007 AGM.

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

Guillaume Rogmany nominated: Robert Cruikshank, Evaldo Gardenali, Greg Rose and Teus Hagen. They were seconded by Stephen Saletta. Stephen Saletta nominated Guillaume Romagny. This nomination was seconded by Gary Adams.

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

Nominations for CAcert Inc. Members were received for: John Cagnol, Matthias Subik, and Rasika Dayarathna. These new members were invited to attend the AGM, to receive voting rights after they have been accepted as CAcert Inc. member.

## **II. Minutes of the meeting**

Meeting is chaired by current president of CAcert Inc. [GregRose](#). The meeting was open to join and attended by around 20 persons.

### **1. Open meeting:**

1. only voting members were asked to vote: Identified voting members were: Gary Lee Adams, Guillaume Romagny, Jens Paul, Robert Cruikshank, Evaldo Gardenali, Greg Rose, Sebastian Kueppers and Teus Hagen. No one was holding proxy votes.

2. The nominated members John Cagnol, Matthias Subik, and Rasika Dayarathna were accepted as member.
  3. Secretary report on membership: CAcert Inc. currently have 50 members on the Association, 20 of which have paid up and are financial, 1 who is pending payment via snail mail, 17 members have responded to the call for membership record update.
1. The **minutes** of the preceeding AGM 3rd July 2005 and the SGM of 25th of May 2007 were ratified.
  1. Ratified **Yearly reports** of 2007:
    1. Committee (board) exec report AGM07BoardReport  
 Jens Paul commented on the board report: deadline for existing assurers will be expanded to probably 3 month after Assurer Testing Systems goes live, 31th december was a bit to short to allow everyone to pass the test. This was necessary as the final decisions on the test system could not be completed before this week.
    2. Treasurer financial report for 4 years 2003/04, 2004/05, 2005/06, 2006/07. Financial year is from July-June. Treasurer concluded that CAcert Inc. is solvent. All accounts have been found and secured. Treasurer replies that e.g. Support given by other organisations no financial information is provided so they do not appear in the CAcert Inc. financial reports.
  2. **Committee election** (five vacancies):
    1. Five for election nominated Committee members are all elected. Titles will be elected by the Committee after the AGM: Office Bearers: Greg Rose president, Teus Hagen vice president, Robert Cruikshank treasurer, Evaldo Gardenal secretary, and Guillaume Romagny member.
    2. Robert Cruikshank is confirmed as Public Officer.
    3. The board has the following mandates:
      - CAcert operational affairs including finances for CAcert services;
      - veto right on policy documents;
      - last appeal on dispute resolution.
      - Sub-committees: there is one Management Sub-Committee (M-SC) with the members: Teus Hagen (chair), Evaldo Gardenali, Jens Paul and non-voting external advisor Ian Grigg.
  1. **CAcert Document Policy** agreements, license and documents:
    1. Non Related Person Disclaimer and License (NRP) accepted as license <http://svn.cacert.org/CAcert/NRPDisclaimerAndLicence.html> .
    2. CAcert Community Agreement (CCA) for end users and organisations/corporates; accepted as concept for an agreement <http://svn.cacert.org/CAcert/RegisteredUserAgreement.html> Note has been made that this is a concept and subjected for changes.

3. CAcert Policy of Policy Documents; accepted as Document Policy <http://svn.cacert.org/CAcert/PolicyOnPolicy.html> .
4. CAcert Dispute Resolution Policy for arbitrations; accepted as Document Policy [http://svn.cacert.org/CAcert/dispute\\_resolution.html](http://svn.cacert.org/CAcert/dispute_resolution.html) .

Chair noted that policy documents are subjected to changes by CAcert community and policy discussions and votes via policy email discussion list of CAcert. Works are in progress for CCA and NRP.

1. **Resolutions:**

The next four resolution were entered by Evaldo Gardenali and seconded by Teus Hagen.

1. Open Governance: to routinely publish all minutes and decisions of general meetings, except where a special motion overrides. Accepted.
2. Open Governance: to routinely publish all minutes and decisions of committee (board) meetings, expect where a special motion overrides. Accepted.
3. Open Governance: to routinely review all confidential minutes and decisions by independent party such as a CAcert Arbitrator, where made by special motion (agenda point 6.2). Accepted.
4. Membership ruling: to amend the CAcert, Inc. membership rules 2.12(1)c: has accumulated three years of unpaid membership fees . Accepted. This ruling will be officially lodged.

Secretary noted a resolution entered by Teus Hagen and seconded by Jens Paul lately for a change on the membership Rules in order to allow General Meeting voting via email. This resolution was voted upon and accepted however this resolution was entered after the closure date for proposals and so put forward for acceptance at the next General Meeting.

2. **Close meeting:** no new business was put forward. Chair closes the meeting.

Confirmed as a true and proper record of the Annual General Meeting of CAcert, Inc., held 17<sup>th</sup> November 2007:

Greg Rose, Chair.

As accepted on 7<sup>th</sup> November 2008: Teus Hagen chair AGM 2008.

Prepared by: Teus Hagen and Evaldo Gardenali, secretary.

Based on IRC archive <http://www.cacert.org/meetings/AGMlog20071117.txt>  
canonical hash (no trailing whitespace, \r\n line endings) SHA1:XXXXXX



*CAcert Inc.*

*Report from the Board of Directors  
for 2007 AGM*

Some of you know that CAcert Inc was in a bit of a mess last year. Well, we believe we have a healthy organization again, although there is more work to do yet. Here is a chronology of recent happenings.

1. Board resignations caused the board to sink below quorum on or around March of 2007.  
Resignations included Mark Lipscome (December 2006) and Duane Groth (March 2007; also Public Officer). Very late emails for resignation seen in May 2007 for Tina Kubota, Matthew Asham and Ryan Werner. Operational board consisted only of Robert Cruikshank. Board had no decision power from March 2007. Board did not meet from November 2006 up to SGM in May 2007.
2. Group of members (led by an informal Advisory Team) petitioned for a Special General Meeting on 25th of May 2007, and searched for candidates to fill board vacancies and Public Officer vacancy. As well took actions to update membership of CAcert Inc., fee payments and started the discussions on policies and documenting them. A wiki page for information to CAcert Inc. members and to be nominated members was created in April 2007.
3. SGM 20070525 elected an interim board with a mandate to take control of bank accounts and other assets, and hold an AGM. Board members elected were Robert Cruikshank, Evaldo Gardenali, and Greg Rose.
4. First board meeting held on 20070531. Board motions from that meeting and email decisions thereafter are published on the wiki at <http://wiki.cacert.org/wiki/Board> .
5. Accounts were taken control of, see Treasurer's report.
6. A second executive meeting was held by the Board, known as so called "TOP" meeting at Pirmasens in Germany over the week 17th-21 September. The Board and Advisory Team attended whole week, system administrator joined last two days and Officers attended last day. Funding for the meeting was provided by NLnet. TOP meeting minutes at <http://wiki.cacert.org/wiki/TopMinutes-20070917>
7. Decision made to call an AGM 17th November, and the Call was published 20071017. Nomination request for new board has been started early October 2007. End of October 4 board members for the election were nominated. The 3 board members elected at SGM have accepted

for the upcoming board election.

8. At the executive meeting, the following major decisions were made:

- expand future board to five (of maximum seven allowed by the articles) members
- accepted CAcert's intention to enter into the EU DPA (Data Protection Act)
- acknowledges Duane Groth's vision in creating, managing and chairing the first 5 years of CAcert.
- declared the Board was up to speed, in control and Auditor/Advisory withdrew from any residual control.
- created a Sub-Committee called Management Committee to do CEO duties.
- approved a proposal for audit project of one year with funding proposal to NI-net. The funding has subsequently been approved subject to final negotiation.
- worked on self-sustainability plan
- started a general call for new systems administrators
- CAcert signed an MoU for hosting CAcert services with Oophaga in Holland.

9. Policies needed for Audit were worked through in depth, adjusted and approved to at least DRAFT status:

- Policy on Policy
- Organisation Assurance Policy and sub-policy for Germany
- Dispute Resolution Policy

10. Agreements for usage of CAcert services:

- CAcert Community Agreement (originally the Registered User Agreement) for CAcert certificate service between CAcert and end users or organisations
- Non Related Persons Disclaimer and Licence (english spelling used here) for CAcert signed certificate usage.

11. Education department built an Assurer testing system and a set of training documents. (Hopefully) Assurer testing has started and Assurers without testing will be turned off 20071231.

12. In December 2006 CAcert services moved completely from Australia to a temporary location in Austria in order to meet a problem with availability of space at an ISP in Australia. Sysadmin started to move all services to servers owned by Oophaga in Holland. The rehosting is to be finalized by end of year 2007. Most of the servers and services are in Bit data center as of today. A minority of CAcert servers still operate in Austria as per end of October 2007. A press release of the rehosting of CAcert services to Holland went out at 22nd of October 2007.

## Financial Report for AGM 2007

<b>Balance Sheet 2003/2004</b>		
17th October 2007		
<b>Assets</b>		
Current Assets:		
Opening Balance	\$0	
Total Incoming	\$4,894	
Total Outgoing	(\$3,572)	
Cash	\$1,322	
Total Current Assets		\$1,322
Total Assets		\$1,322
<b>Liabilities and Capital</b>		
Total Liabilities		0
Total Capital		\$1,322
Total Liabilities and Capital		\$1,322

<b>Balance Sheet 2004/2005</b>		
17th October 2007		
<b>Assets</b>		
Current Assets:		
Opening Balance	\$1,322	
Total Incoming	\$12,762	
Total Outgoing	(\$9,391)	
Cash	\$4,693	
Total Current Assets		\$4,693
Net Income for Year		3,372
Total Assets		\$4,693
<b>Liabilities and Capital</b>		
Total Liabilities		0
Total Capital		\$4,693
Total Liabilities and Capital		\$4,693

**Balance Sheet 2005/2006**  
17th October 2007

Assets			
Current Assets:			
Opening Balance		\$4,697	
Total Incoming		\$5,621	
Total Outgoing		(\$4,789)	
Cash		\$5,528	
Total Current Assets			\$5,528
Net Income for Year			831
Fixed Assets:			
Equipment	1,913		
Less: Accumulated Depreciation	0	1,913	
Total Fixed Assets			1,913
Total Assets			\$7,442
Liabilities and Capital			
Total Liabilities			0
Total Capital			7,442
Total Liabilities and Capital			\$7,442

**Balance Sheet 2006/2007**  
17th October 2007

Assets			
Current Assets:			
Opening Balance		\$5,480	
Total Incoming		\$15,517	
Total Outgoing		(\$4,981)	
Cash		\$16,015	
Accounts Receivable	\$2,256		
Less: Reserve for Bad Debts	0	2,256	
Total Current Assets			\$18,271
Net Income for Year			12,791
Fixed Assets:			
Equipment	1,913		
Less: Accumulated Depreciation	631		
Software	378		
Less: Accumulated Depreciation	0	1,660	
Total Fixed Assets			1,660
Total Other Assets			0
Total Assets			\$19,931
Liabilities and Capital			
Current Liabilities:			
Accounts Payable		\$330	
		0	
Total Current Liabilities			\$330
Total Liabilities			330
Capital:			
Net Profit		19,601	
Total Capital			19,601
Total Liabilities and Capital			\$19,931