



Minutes of the CAcert Inc. Special General Meeting (SGM) of 4th of April 2008 22:00 UTC.

I. Preliminaries to the SGM2008

SGM Call

The SGM was noticed on the CAcert Incorporated wiki pages in March 2008 and on 13th of March 2008 via an email from the secretary Evaldo Gardenali to the CAcert Inc. association membership.

The location: <irc://irc.cacert.org/#SGM> IRC channel at 22:00 UCT.

Purpose of the SGM

The SGM was call in order to comply the by-laws of the association to non-profit characteristic of the association and so to comply with the prerequisites for non-profit associations from the NSW Fair Trade Office.

At the AGM of November 2007 one by-law change (the article of voting per email) was for decision taking at that AGM entered too late, so this proposal was added to the agenda of this SGM meeting.

II. Minutes of the meeting

Meeting is chaired by the president of CAcert Inc. Teus Hagen. The meeting was open to join and attended by seven persons.

1. Open meeting:

Only voting members were asked to vote: The identified voting members were: Gary Lee Adams , Guillaume Romagny (Committee), Robert Cruikshank (Committee, treasurer), Greg Rose, Philipp Gühring, John Cagnol and Teus Hagen (Committee, president).

No one was holding proxy votes.

At least five associations members with their fees paid were present as acknowledged by the treasurer. Fee payments of John Cagnol could not be acknowledged. His vote had however no influence on the voting decisions taken.

2. **Resolutions:**

1. Proposed in November 2007, proposed by Teus Hagen, seconded by Jens Paul. Article to be added after 33(2):

Votes may be entered by signed email. Vote should have a clear indication of the resolution voted for and should state "favor", "abstain" or "neutral" as vote. Signed email should be received minimal 1 hour before the meeting by the Secretary and be acknowledged by the Secretary.

Accepted unanimously.

2. Proposed in March 2007, proposed by Committee:

- a) Article 43: *Non-profit application of assets and income*

The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

- b) Article 44: *Association assets with a dissolution*

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members

Both proposals accepted unanimously.

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

To be confirmed as a true and proper record of the Special General Meeting of Cacert, Inc., held 4th April 2008:

Teus Hagen, Chair.

Accepted on AGM 2008, 7th of November 2008.

Prepared by: Teus Hagen and Evaldo Gardenali, secretary.

Based on IRC archive <http://wiki.cacert.org/wiki/SGM20080404>