

Call for CAcert Inc. Special General Meeting in May 2007 the association for free X.509 certificate provision

This call for SGM is signed by the following members of CAcert Inc.:

- Evaldo Gardenali <evaldo@gardenali.biz>
- Guillaume Romagny <gr@grhq.net>
- Robert Cruikshank <robert@cruikshanks.net>
- Teus Hagen <teus@theunis.org>

CAcert Inc. members are invited to support this SGM Call by sending a signed email to the board and members email list.

Content:

- ◆ Suggestions to provide information to the member
 - ◆ *Date/time/method of SGM*
 - ◆ *Purposes* of the Meeting
 - ◆ *Requisitions*
 - ◆ Draft for *SGM Agenda*
- ◆ Proposal for pre meeting arrangements and at meeting Procedures
- ◆ Thank You for your cooperation

How to be informed as an association member?

- CAcert has a *wiki* for information about CAcert services and certificates: <http://wiki.cacert.org>, for CAcert Inc. and membership there is a special wiki tree to be found at <http://wiki.cacert.org/wiki/CAcertIncorporated>. This information is a wiki and so is not the formal CAcert association membership information. No one is responsible for the contents of these wiki pages, but you may find there information which is meant as information exchange between association members as well it provides info about the upcoming SGM and next AGM events. Nominations for board function for elections will be notified on the wiki as well.

Email lists:

- There is a *member announcements* email list: <cacert-members@druantia.cacert.org> . If you are an association member you should have been added to this email list. This list is moderated. Meeting notifications and notification of resolutions and nominations for board elections will be sent on to this list.
- A list for sending (signed) emails to the *CAcert Committee* (board): <cacert-board@lists.cacert.org>.
- A list for *discussions between the members*: <http://lists.cacert.org/mailman/listinfo/cacert-members-discuss> . You have to sign up for this list. This list is meant for discussions between association members.

On 04/11/2007 a small group of CAcert users formed a team and called themselves *Advisory team*. They advised for an SGM in May and a AGM in November 2007. This Advisory consists of Ian Grigg, Jens Paul, and Teus Hagen. There has been from this group quite some discussions with members, want-to-be members, former board members, former association members and CAcert users about the CAcert organisation as a whole lately. This SGM call and the way it is structured is influenced by this Advisory.

Members are invited to add, comment and underwrite/deny the resolution as proposed here before the actual SGM. See also the proposal for procedures below.

Members are invited to nominate, or to step forward for nomination for board functions. We have found three persons who are prepared to be on the board from this SGM up to the next AGM. We will nominate these persons separately from this SGM Call. The list for board elections can be found on the wiki CAcert Inc. pages as well.

Proposal for date/time/method of the SGM

The proposal is to organize the SGM as efficiently as possible, to keep it as short as possible (for some people, it is in the middle of the night) and to try to avoid delays by e.g. following the strict Rulings and avoid possible delays in actions/decision taking for the call, as much as possible.

We propose to have the SGM taking place at **25th of May 2007, 21:00** London summer time (GMT+1) and use the CAcert SSL IRC as meeting method. Details to join the meeting can also be found at the wiki pages. The formal procedure is that the CAcert board secretary announces within a pre defined period the date and agenda, with an escape if that fails for a date thereafter. We propose to follow the Rules to spirit of timing as outlined and not to the letter. This to avoid unneeded possible time delays.

Purposes of the meeting

We have seen resignations of the board -- from the Public Officer and President (Duane Groth) and vice-president (Mark Lipscombe). Both are trying to help to proceed with the association. The treasurer Robert Cruikshank is helping and has expressed to be re-electable for board position. The other four persons did not respond to email requests in the last two months. Conclusion: only one board member is operational now and no board decisions can be taken from January 2007 up to the next SGM.

The purposes of the meeting:

- elect a minimal decisive Committee (board) ad interim and Public Officer up to next AGM in November;
- 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.

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:
 - a) financial operations (bank accounts, payment arrangements), bookkeeping and report,
 - b) decision taking for member nominations,
 - c) sub-committee instalments, e.g. Technical sub-committee, Advisory,
 - d) preparation of AGM and all actions needed for this meeting,
 - e) safeguarding decisions for continuity of existing association services,
 - f) co-opting (no voting rights) of members to the board as prospects for board elections on next AGM.
 - g) Necessary arrangements with NSW Office of Fair Trade;
5. Elect Robert Cruikshank as Public Officer (Robert is NSW residential).

Draft Agenda

This is a draft for an agenda and facilitates the work of the secretary (and board) for the SGM in May.

1. Count of voting (inclusive proxies) members (we need at least 5% of members present at SGM);

2. Purpose of the meeting and list of reports for this meeting, list of Resolutions;
3. Statement of the situation of the association (Trade Office requirements);
4. Accept/deny of Resolutions;
5. File records:
 - a) mandate bank accounts,
 - b) mandate Public Officer,
 - c) hand over of details for bank accounts, payment arrangements, Membership Register(s),
 - d) preparation for AGM in November 2007,
 - e) mandate Committee up to next AGM;
6. Thank you for old board;
7. Any other business;
8. Close and thank you for all who contributed.

Proposal for procedures

In order to have an efficient decision taking process in place for the members, we propose:

- Have discussions at the members discussion email list;
- If you have resolutions to be added send signed email to the board email list and to the members email list. Make sure to have them listed at the wiki as well (we will provide necessary help);
- If you want to nominate board members send signed email to the board and members email list. Make sure the nominated board members are listed at the CAcert Inc. wiki pages;

Speeding things up:

- It would be good to have votes done before the meeting if possible (note that in this way the votes are not open to the membership):

One signed email per subject and per electable/nominated person to <resolutions@cacert.org> as follows: have in the subject line the resolution or person to elect and in the body: Favor/Against/Abstain.

Any email different as outlined here cannot be processed and you have to redo the vote at the meeting itself.

At the meeting this email will be validated (you need to be present in some way at the SGM). The signed emails need to be received before 20th of May 2007. Signing: use PGP or better CAcert certificate;
- If you cannot be present at the SGM meeting, make use of the proxy procedure (appendix 2 of the Rules). Have the proxy form sent with signed email to the board email list. And make sure the proxy knows what you want.
- We are looking for a fully (probably a non association member) for chairing the meeting. This will be notified later for agreements.

Thanks

We had many discussions, many contributions and reviews from members, former members, former board members, new members and CAcert users. Many persons contributed, challenged our thoughts and reasoning. Discussion with persons all over the world and from many cultures takes an enormous amount of time and energy. This preparation work gives us believe that we can do this SGM in a very cooperative and effective way. Thanks.

We would like to thank also those who contribute in a often hidden way CAcert. Especially Duane Groth, Mark and Robert, and the current technical support as being done e.g. by Philipp Guhring and others! And we thank the Advisory who is as ever trying to make it difficult for us:-)

Thanks for your concern and do not forget to vote on the resolutions and election support (and/or pay your membership fee!).

Signed by Robert, Guillaume, Evaldo, Teus, members of CAcert Inc.