



Mambo Foundation Meeting Minutes 22 November 2006

A meeting of the Board of Directors (“the **Board**”) of the Mambo Foundation, Inc (“the **Foundation**”), a non-profit organisation incorporated in Victoria, Australia, was held electronically on 22nd November, 2006.

Present:

Ric Shreves, President
Akarawuth Tamrareang, Vice-President
Alain Schmalz, Secretary
Marco Rossi, Director

Not in Attendance:

Paulino Michelazzo, Treasurer

Quorum was reached at 16:15GMT. The meeting commenced at 16:15GMT.

CONFIRMATION OF AGENDA:

Closed Agenda

1. Legal Issues

Public Agenda

1. Finances
2. Proposal to recognize several new "partners/affiliates", as per the recommendations of the MSC from the 11 Nov meeting.
3. Documents under Review

FINANCES

Ric Shreves reported that the Foundation has incurred legal fees and is probably officially broke. There was concern expressed by Board members at the lack of responses from the Treasurer. The Secretary reported that the bank account could not be opened without the authority of the Treasurer, but that he was not responding to emails. It was suggested that Alain Schmalz, as Secretary, should open the bank account regardless, and have himself as sole authority. Alain refused and recommended that the President be added as the second signatory.

Ric reported that there was approximately US\$1,000 in the Google ads account and that Packt Publishing was holding approximately US\$800 in trust for the Foundation. He believed these amounts would cover the legal fees. Ric agreed to act as signatory on the bank account when it was set up and confirmed that transfer of the Google ads account monies, which he

controlled, would be made as soon as the bank account was set up. He had asked Packt to hold the monies due to the Foundation until a bank account was in place.

The balance of the PayPal account was unknown and Paulino Michelazzo (the Treasurer) would be asked to provide a full statement of finances.

No resolution was put forward.

PROPOSAL TO RECOGNIZE SEVERAL NEW "PARTNERS/AFFILIATES", AS PER THE RECOMMENDATIONS OF THE MSC FROM THE 11 NOV MEETING.

Ric Shreves reported that the MSC had considered making arrangements with three partner sites.

- Mambo-extensions.com, owned by water&Stone
- Mambo-manual.org, the community wiki owned by Lynne Pope.
- OpenSourceCMS for a demo site deal.

He said that the MSC agreed to make these official "partner sites" to avoid any liability or resourcing problems.

Ric stated that he and Nalisa were creating a Mambo extensions directory at mambo-extensions.com and that they were prepared to offer the Foundation the following deal:

- They administer the site
- Split the Google AdWords revenue 50/50 with the Foundation
- The Foundation sends traffic to mambo-extensions.com
- The Foundation can take control of the site at any time after one year

Ric also reported that he needed to negotiate a deal with OpenSourceCMS for them to provide a Mambo demo site.

He informed the Board that the community wiki at mambo-manual.org had been offered to the Foundation. This included the transfer of all rights and the domain name. Ric also told the Board that Lynne Pope had agreed to continue administering the site.

There was a lot of discussion about the recommendations from the MSC however concern was expressed by some Board members that an overall policy on partnerships was necessary. Discussion moved to other potential partner sites, particularly local support sites.

As it appeared that no agreement would be reached today, there were no resolutions put.

DOCUMENTS UNDER REVIEW

Ric Shreves reported that he had rewritten the Foundation's corporate documents and would forward them to the Board for their information. He pointed out that the changes were significant and affected all Board business, including elections.

No resolution was put.

The meeting was adjourned at 17:50GMT.