



**XOOPS**  
powered by you

Herko Coomans  
Swaefkenstraat 57  
7415EB Deventer  
NETHERLANDS

Dear Herko,

this is to inform you that the **XOOPS Council voted unanimously 5:0 to remove you from the XOOPS Foundation.**

Since Marc-André Lanciault (aka Marcan) resigned in December 2007, and David Ledbury (aka DavidL) in early 2008 (according to our information), you're the only remaining member of the Board of Directors. If our information is not correct, i.e. if any of them are still legally on the Board, the same is valid for them.

As Board Directors of XOOPS Foundation, you owe three basic fiduciary duties: the duties of obedience, loyalty and due care.

*The **duty of obedience** forbids acts outside the scope of corporate powers. The governing board of the organization must comply with state and federal law, and conform to the organization's charter, articles of incorporation and bylaws.*

*The **duty of loyalty** dictates that officers and directors must act in good faith and must not allow their personal interests to prevail over the interests of the organization.*

*The **duty of care** requires directors and officers to be diligent and prudent in managing the organization's affairs. The individuals charged with governing must handle the organizational duties with such care as an ordinarily prudent person would use under similar circumstances.*

As stated in the XOOPS Foundation Bylaws:

*The foundation has as its goal the promotion of the open source use and development of the XOOPS content management system within the limits of the General Public License, which has been established by the GNU's Not Unix Project or a compatible software license as defined by the Free Software Foundation.*

On 2006/4/22 you have asked the XOOPS Steering Committee (aka XOOPS Project Council) to allow you to stay on the XOOPS Foundation:

*And if **the Steering Committee and community allows me to, I'd like to remain as Chairperson of the Foundation for a longer period.** Both for practical reasons, and because I'd enjoy that. Since the Foundation and Steering Committee have clearly defined roles (the **STeering Committee** effectively managing the project, the Foundation managing the assets), I think that fits with the current situation. **But, only if you agree.***

Then on 2006/4/25 you state again:

*Mamba: in this post here I explain my reasons for offering to remain as chairman of the board **if the steering committee agrees to this.***

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In both cases, you clearly acknowledge that it is up to the Steering Committee to agree or disagree with you remaining on the XOOPS Foundation.

Already in December 2007, we've communicated to you and the other Directors of the XOOPS Foundation that we were interested in a amicable resolution of the situation. Unfortunately, due to your conduct since late 2007, and recent escalation by removing redirection of [www.xoops.com](http://www.xoops.com) to [www.xoops.org](http://www.xoops.org), the XOOPS Project Council sees no other option, but to remove you from the XOOPS Foundation.

It is very sad and unfortunate that the XOOPS Project Council had to come to this conclusion, but based on your actions since late 2007, there was no other choice. You have joined ICMS, a competing project, and thus violating your fiduciary duties as Director of XOOPS Foundation.

Our lawyer in Netherlands will contact you soon do discuss the transition process, so we can appoint new Members of the Board of the XOOPS Foundation and move forward.

Please note that as of today, August 26th, 2008, you're not allowed to make any decisions on behalf of the XOOPS Foundation, unless explicitly directed by the XOOPS Project Council and approved by our lawyer in Netherlands.

Herko, we certainly hope that we can still resolve it in an amicable way, without going to court. Please remember that regardless how you might feel personally about the XOOPS Project Council, as a member of the Board of Director of the XOOPS Foundation you're obligated by law to represent the interests of XOOPS Project, and it is in the best interest of XOOPS to resolve this situation quickly and amicably.

Please respond to us by end of this week on how you would like to proceed.

Best regards,

On behalf of XOOPS Project Council

Michael Beck (aka Mamba)

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