
THE ELECTION GUIDELINES FOR THE 2025 ELECTION OF AFRINIC'S BOARD OF DIRECTORS

1. Interpretation

1.1 Unless otherwise stated the following definitions are applicable in these Election Guidelines:

"AFRINIC" shall mean the African Network Information Centre (AfriNIC) Ltd;

"Authorised In-Person Representative" shall refer to a natural person who is chosen by a Member to vote on behalf of that Member in person on the In-Person Election Day.

"Board" shall mean the board of directors of AFRINIC.

"Bylaws" shall refer to the AFRINIC Constitution 2020. as amended from time to time;

"Call for Candidates" shall refer to a document to be circulated by the ElecCom on behalf of the NomCom seeking candidates in the Election for Seats 1-8 on the Board;

"Candidate" shall have the meaning set out at Article 5.1.3 of the Election Guidelines;

"CEO" shall refer to Chief Executive Officer;

"Civica Election Services" shall refer to the Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London, N8 0NW, United Kingdom, formerly known as Electoral Reform Services;

"Designated E-Voting Representative" shall refer to a natural person chosen by a Member to electronically vote on behalf of that Member on the In-Person Election Day;

"ElecCom" shall refer to the Election Committee of AFRINIC as provided for by Article 10 of the Bylaws.

"Election" shall refer to the 2025 AFRINIC election for the reconstitution of the Board by way of an election;

"Election Criteria" shall refer to the criteria published by the NomCom against which Nominees are judged in order to become Candidates in the Election;

“Election Guidelines” shall refer to this document drafted by the NomCom setting out the overall guidelines and mechanism for the Election;

“Election Timeline” shall refer to the timeline for the election process and its various stages, as designed and implemented by the NomCom;

“E-Voting Election Period” shall refer to the range of dates, month, year and time designated by the NomCom for Members to electronically vote in the Election;

“In-Person Election Day” shall refer to the date, month, year and time designated by the NomCom for Members to vote in person in the Election;

“List of Candidates” shall refer to the final list (or slate) of all Candidates approved by the NomCom as meeting the Election Criteria;

“Member(s)” shall refer to Resource Members in Good Standing;

“NomCom” shall refer to the Nomination Committee of AFRINIC as provided for by Article 9 of the Bylaws;

“NomCom Chair” shall refer to The Honourable Simon Nicholas Davenport KC, as the chair of NomCom;

“Nomination” shall have the meaning set out at Article 5.1.2 of the Election Guidelines;

“Nomination Representative” shall refer to a natural person who is appointed on behalf of the Member with the authority to nominate a Nominee to stand as a Candidate in the Election on behalf of the said Member;

“Nominee” shall have the meaning set out at Article 5.1.1 of the Election Guidelines;

“Proxy” shall refer to a natural person appointed to vote on behalf of a Member in accordance with Article 12.12 of the Bylaws;

“Proxy Form” shall refer to the written document used to appoint a Proxy pursuant to Article 12.12(vii) of the Bylaws; and

“Resource Members in Good Standing” shall be defined as meaning Resource Members of AFRINIC who have completed all the necessarily formalities pursuant to Article 6.4 of the Bylaws, whose membership remains current, and who have paid all membership fees and resource allocation or assignment fees due to AFRINIC in accordance with the Registration Service Agreement.

2. Introduction

- 2.1 The Election Guidelines have been drafted by the NomCom. They have been approved by the Receiver of AFRINIC who has been mandated by the Bankruptcy Division of the Supreme Court of Mauritius to reconstitute the Board.
- 2.2 The Election Guidelines have been produced for the specific and limited purpose of reconstituting the Board by way of an election and for the appointment of a CEO in the absence of any directors currently in office.
- 2.3 Directors appointed shall hold office for a term not exceeding three (3) years and their removal will be subject to the Bylaws.
- 2.4 The Board is composed of nine (9) directors. Eight (8) directors are elected by the Members from 8 seats, numbered from 1 to 8. The ninth (9th) is held by the CEO and acts as an ex officio director to the Board. The CEO is appointed by the majority of the directors holding seats 1 to 8.
- 2.5 The 9 seats are designated as Seat 1 (Northern Africa), Seat 2 (Western Africa), Seat 3 (Indian Ocean), Seat 4 (Central Africa), Seat 5 (Southern Africa) and Seat 6 (Eastern Africa); Seat 7 (region-independent), Seat 8 (region-independent); and Seat 9 (CEO).

3. The NomCom

- 3.1 The duties and responsibilities of the NomCom shall be as follows:
- 3.1.1 Report to the Receiver and adhere to the guidelines set by the Receiver from time to time;
 - 3.1.2 Design and implement a suitable timeline and process for the Election;
 - 3.1.3 Call for Candidates for Seats 1 to 8;
 - 3.1.4 Prescribe criteria and qualifications for eligibility to stand for Election;
 - 3.1.5 Interview Candidates, if appropriate, prior to finalising the List of Candidates;
 - 3.1.6 Review and finalise the List of Candidates for the Election; and
 - 3.1.7 Supervise the conduct of the polls by the ElecCom and Civica Election Services on the In-Person Election Day.
- 3.2 The NomCom should always operate in accordance with the present Election Guidelines.
- 3.3 The NomCom shall be appointed for the sole purpose of reconstituting of the Board. The mandate of the NomCom with regards to the Election shall automatically lapse one week after the proclamation of the results of the Election for Seats 1 to 8 unless further instruction is provided by the Receiver.

Eligibility for membership of NomCom

3.4 As set out in Article 9.1 of the Bylaws, neither a Candidate for the Election nor any person domiciled in a region whose seat on the Board is open for renewal may be a member of the NomCom.

3.5 Given that all the seats on the Board are opened for renewal, the NomCom can only be constituted by persons who are domiciled outside the African continent and the Indian Ocean region. Consequently, Mr Simon Davenport KC, a barrister from the English Bar, is appointed to chair the NomCom. The NomCom Chair shall be assisted by Mr Nicholas Leah, also a barrister from the English Bar. The NomCom Chair shall be assisted by two other persons to be selected by Mr Davenport KC provided that those persons meet the following criteria:

3.5.1 General NomCom criteria:

- Not a prospective Candidate for election onto the Board of AFRINIC.
- Not a former Candidate for election onto the Board of AFRINIC.
- Not a former director of AFRINIC.
- No formal associations with any member(s) of AFRINIC.
- No conflicts of interest (financial or otherwise) in respect of any members of AFRINIC.
- Habitually resident in a country outside of Africa.
- Of good standing (not in bankruptcy, no directors' disqualification, no criminal record, and no disciplinary findings).
- In a reputable job and a good employment record.
- General familiarity with internet terminology.
- General familiarity with the business environment in which AFRINIC operates (i.e., the IT and internet industry).
- Good proficiency in the English language.
- Accessible and immediately available to work part-time within the coming 3 months.
- Available to take part in online meetings during UK hours of c.8am to 4pm.

3.5.2 Other desired (but not essential) NomCom criteria:

- Experience with election processes and / or recruitment processes.
- Holds professional qualifications.
- Of African descent.

3.6 AFRINIC expects the NomCom members to:

3.6.1 be neutral;

3.6.2 to have no interest in the results of the Election; and

3.6.3 do their best to fulfil their responsibilities.

Communication with the Receiver

- 3.7 Given that AFRINIC does not currently have any directors in office, the NomCom shall communicate with the Receiver directly, adhere to guidelines set forth by the Receiver and carries out duties as assigned by the Receiver as he deems fit in the interests of the Election and in accordance with his court-appointed mandate.

NomCom decision-making process

- 3.8 NomCom decisions may be made by majority vote, with the NomCom Chair having the casting vote. The NomCom's decision shall be final and conclusive for the purposes of the Election.

Support to NomCom

- 3.9 The Receiver shall provide reasonable logistics support upon request from the NomCom pertaining to the roles and responsibilities of the NomCom.
- 3.10 The Receiver may also answer questions about factual issues relating to AFRINIC membership.
- 3.11 Under no circumstances shall the Receiver participate in NomCom's discussion on the merits of any Candidate.

NomCom remuneration

- 3.12 The NomCom members shall be remunerated at the rates as the Receiver deems fit for the interests of AFRINIC and in the circumstances.

4. The ElecCom

- 4.1 There shall be an ElecCom comprising of members as may be appointed by the Receiver from time to time.
- 4.2 Given that AFRINIC does not currently have any directors in office, the logistics of running the Election shall be managed by Civica Election Services with the assistance of the ElecCom. Civica Election Services is an independent election services provider based in the UK.
- 4.3 The Receiver shall appoint Mr Yogesh Chadee, the head of value-added services of AFRINIC, as the chair of the ElecCom.

4.4 The ElecCom shall carry out the duties relating to the Election and shall coordinate with both Civica Election Services and the NomCom Chair for the smooth running of the Election.

4.5 The members of the ElecCom shall be as follows:

- 4.5.1 Yogesh Chadee, Head of Value Added Services at AFRINIC;
- 4.5.2 Guylaine Laiyra, Senior Executive Assistant at AFRINIC;
- 4.5.3 Anjoolen Nair, Accountant at GD RICHES; and
- 4.5.4 Ben Halton, Deputy Manager of the Membership Sector at Civica Election Services.

4.6 The members of the ElecCom shall be required to enter into a nondisclosure agreement with AFRINIC prior to exercising their duties.

4.7 AFRINIC expects the members of the ElecCom to:

- 4.7.1 be neutral;
- 4.7.2 to have no interest in the results of the Election; and
- 4.7.3 do their best to fulfil their responsibilities.

Relationship between NomCom and ElecCom

4.8 The ElecCom shall be constituted as above and shall not include any members of NomCom.

5. Nomination and Selection of Candidates for Elections

5.1 Different parts of the Bylaws refer to “*nominations*”, “*nominees*” and “*candidates*”. These terms are not the same. For the purposes of the Election only:

- 5.1.1 Nominees are those people who put themselves forward as Candidates in response to a Call for Candidates pursuant to Article 9.3(ii)(a) of the Bylaws;
- 5.1.2 Nomination is the act of nominating a Nominee or being nominated as a Nominee; and,
- 5.1.3 Candidates are those people who are included in the List of candidates put together by NomCom pursuant to Article 9.3(ii)(d) of the Bylaws.

5.2 Not all Nominees become or remain Candidates:

- 5.2.1 Some Nominees may not meet the Election Criteria prescribed by the NomCom to be eligible to run as a Candidate in the Election.
- 5.2.2 Other Nominees may withdraw from the Election once included in the List of Candidates.

Eligibility to nominate

- 5.3 Pursuant to Article 12.14(i) of the Bylaws, “*Each Member may nominate one individual who shall be eligible to be elected as a Director.*” Accordingly, each Member may make no more than one Nomination for each open position.
- 5.4 The Nomination of a Member must be submitted by the Nomination Representative of the Member. Only Members can have a Nomination Representative for the purposes of the Election.
- 5.5 With the assistance of the ElecCom, the NomCom may take steps to verify the identity and authority of a Nomination Representative.
- 5.6 In addition to Nominations via a Nomination Representative, Self-Nominations and Nominations by those who are not Nomination Representatives are also allowed, but with the condition that the Nomination must be formally supported (i.e., seconded) by a Nomination Representative of two Members.
- 5.7 All Nominations must be submitted to the NomCom.

Criteria and qualifications for eligibility to stand as a candidate

- 5.8 Pursuant to Article 9.3(ii)(b), the NomCom shall “*prescribe criteria and qualifications for eligibility to stand as a candidate for elections held by AFRINIC*”.
- 5.9 Before publishing the “criteria and qualifications”, NomCom shall submit a draft to the Receiver for comments. Responsibility to set the criteria and qualifications for eligibility to stand as Candidate lies with the NomCom, but NomCom should consider the Receiver’s comments (if any).

Submission of Nomination

- 5.10 All Nominations must be submitted via the nomination form provided.
- 5.11 Any Nomination submitted to the NomCom by a Nomination Representative must include the following details, failing which the Nomination will be rejected:
 - 5.11.1 the Nominee’s consent to the publication of their name, photo, brief biography, nationality, and the region they propose to represent or if they wish to represent one of the region-independent seats; and
 - 5.11.2 the Nomination shall be signed with a statement of truth by a Nomination Representative of the Member.
- 5.12 Any Self-Nominations submitted to the NomCom must include the following details, failing which the Nomination will be rejected:

- 5.12.1 the Nominee's consent to the publication of their name, photo, brief biography, nationality, and the region they propose to represent or if they wish to represent one of the region-independent seats; and
 - 5.12.2 the Nomination shall be signed with a statement of truth by the Nominee.
- 5.13 Any Nominations submitted to the NomCom by those who are not Nomination Representatives must include the following details, failing which the Nomination shall be rejected:
- 5.13.1 the Nominee's consent to the publication of their name, photo, brief biography, nationality, and the region they propose to represent or if they wish to represent one of the region-independent seats; and
 - 5.13.2 the Nomination shall be signed with a statement of truth by the person other than the Nomination Representative.
- 5.14 Nomination Representatives shall be contacted separately to confirm that they have authority to nominate or support (as the case may be) the respective Nominees.

Nominee declarations

- 5.15 In all cases (the cases of Nominations by Nomination Representatives, Self-Nominations and Nominations not by Nomination Representatives), the Nominee must sign a series of declarations in the separate declaration form provided before the end of the Nomination Period.

Call for Candidates

- 5.16 The NomCom shall issue a Call for Candidates for the Election. The Call for Candidates shall include information about the open positions, the "criteria and qualifications" for Candidates as set by the NomCom, and the Nomination process and timeline.

Processing of Received Nominations

- 5.17 With the assistance of the ElecCom, the NomCom shall verify the Nominations received and after verification forward the valid Nominations to the ElecCom. The NomCom verification process shall include verifying that:
- 5.17.1 the Nominations were received within the time limit;
 - 5.17.2 the Nominations were duly filed and signed by a Nomination Representative;
 - 5.17.3 the nominee is not disqualified by virtue of Article 13.10, or any other article, of the Bylaws; and
 - 5.17.4 no seat has multiple Nominees from the same Member.

5.18 The NomCom shall request each Nominee verify that they consent to stand and that they consent to have their information published.

5.19 The NomCom may contact each Member and its Nomination Representative to verify that they actually nominated the person nominated. The NomCom should check each Nominee against the Election Criteria.

5.20 For regional seats, such as seats 1 to 6, as defined in the Bylaws, the ElecCom shall, on the instruction of the NomCom, check the relationship between country or economy, and sub-region, as provided in the Nomination. The web page at <https://afrinic.net/service-region> will be used as a reference for the relationship between countries or economies, and the sub-regions as defined in Article 13.5 of the Bylaws. In the event of any apparent discrepancy, the ElecCom shall escalate the issue to the NomCom's attention, and it shall be the NomCom's sole discretion to determine the appropriate course of action.

5.21 The ElecCom shall use all reasonable endeavours to provide information requested by the NomCom for the purpose of verifying nominations.

Number and diversity of Candidates

5.22 The NomCom shall "*use its best effort towards ensuring that a satisfactory number of individuals from the African internet community stand as a candidate*" pursuant to Article 9.3(i)(a) of the Bylaws.

Interviews and background checks

5.23 The NomCom may interview Candidates pursuant to Article 9.3(ii)(c) of the Bylaws. On request from the NomCom Chair, the ElecCom shall facilitate interviews via telephone or Internet teleconference.

5.24 The NomCom, with the assistance of the ElecCom, shall seek to verify claims made by nominees in their nominations.

5.25 The NomCom may conduct additional background checks at its discretion.

Finalising the List of Candidates

5.26 The NomCom has the responsibility to "*finalise the list of Candidates for any election*" pursuant to Article 9.3(ii)(d) of the Bylaws.

6. Announcement of Candidates

6.1 The NomCom shall announce the final List of Candidates with the assistance of the ElecCom.

7. Withdrawal

- 7.1 A Nominee may withdraw their Nomination at any point during the Nomination Period.
- 7.2 A Candidate may withdraw their Nomination by notifying the Chair at least 7 days before the start of the E-Voting Election Period.
- 7.3 In any case, the Nominee and/or the Candidate shall be informed to verify and confirm the withdrawal before it can be formally accepted.
- 7.4 If the withdrawal of a Candidate is received too late for it practically to be removed from the ballot, then the Candidate will nevertheless appear on the ballot, but any votes for the Candidate will be ignored when determining the winner of the Election.
- 7.5 A notice to the effect that a Candidate has withdrawn will be promulgated by the NomCom, with the assistance of ElecCom, as soon as practicable after the withdrawal is confirmed.

8. Voting

- 8.1 The Election will take place in a hybrid format. This means that participating voters will have the option to vote either in person at a designated AFRINIC polling location in Mauritius or online/remotely through a secure digital platform provided by Civica Election Services.
- 8.2 In order to avoid any complications with voting in the election, any outstanding fees due should be paid to AFRINIC's satisfaction as soon as possible and, in any event, before the In-Person Election Day.
- 8.3 For the avoidance of doubt, voting shall be permitted via the following methods:
- 8.3.1 Electronically by a Designated E-Voting Representative;
 - 8.3.2 In person by an Authorised In-Person Representative; or
 - 8.3.3 In person by a Proxy.

Eligibility to vote

- 8.4 Only a Member in good standing shall be eligible to vote for the Election.
- 8.5 A Member must be in "good standing" to vote, meaning, by reference to the Bylaws and the AFRINIC Registration Service Agreement:
- 8.5.1 it has completed all the necessary formalities under Article 6.4 of AFRINIC's Bylaws,
 - 8.5.2 its membership remains current; and
 - 8.5.3 it has paid all up-to-date membership fees and resource allocation or assignment fees due.

8.6 A Member who is not a natural person, may only vote via one of the following three methods of voting:

- 8.6.1 a Designated E-Voting Representation;
- 8.6.2 an Authorised In-Person Representative; or
- 8.6.3 a Proxy.

8.7 There are two types of persons who can designate a Designated E-Voting Representative, authorise an Authorised In-Person Representative or appoint a Proxy:

- 8.7.1 a director of the Member. or
- 8.7.2 someone who holds authority on behalf of the Member (e.g., someone with power of attorney or an attorney appointed in a manner akin to the process under section 182 of the Mauritius Companies Act 2001).

Voting by e-voting

8.8 If a Member chooses to vote via e-voting, it must designate a Designated E-Voting Representative who will be authorised to vote on its behalf.

8.9 To designate a Designated E-Voting Representative, a Member must submit the following information via email to elections2025@afrinic.net by a time and date to be communicated to Members:

- 8.9.1 the full name and contact details of the Designated E-Voting Representative in a duly signed letter from either a director or a person who holds authority on behalf of the Member;
- 8.9.2 a notarial certificate to accompany the signed letter;
- 8.9.3 an email address for the Designated E-Voting Representative to receive the secured e-voting link (the email address must be from the same domain as a Member); and
- 8.9.4 a scanned copy of up-to-date identification (e.g., a passport, a drivers' licence or other official ID) of the Designated E-Voting Representative.

8.10 All four of the above requirements must be met in order for a Designated E-Voting Representative to be validly added to the Voters' Register.

8.11 The electronic voting platform shall be operated by Civica Election Services and shall be accessible only to Members who have opted for e-voting by designating a Designated E-Voting Representative.

Voting in person by Proxy

8.12 A Member that is not able to send an Authorised In-Person Representative to attend the Election can give its voting rights to a Proxy (pursuant to Articles 12.11 and 12.12 of the Bylaws) by filling out the Proxy Form pursuant to Article 12.12(vii) of the Bylaws.

8.13 A Proxy shall cast the vote on behalf of the respective Member in person and shall not cause any other person to do so.

8.14 To appoint a Proxy, a Member must submit the following information via email to elections2025@afrrinic.net by a time and date to be communicated to Members:

8.14.1 the full name and contact details of the appointed Proxy in a duly signed letter from either a director or a person who holds authority on behalf of the Member;

8.14.2 a notarial certificate to accompany the signed letter;

8.14.3 a completed Proxy Form which is available on the MyAFRRINIC portal;

8.14.4 a scanned copy of up-to-date identification (e.g., a passport, a drivers' licence or other official ID) of the appointed Proxy.

8.15 Once the Proxy is submitted to the ElecCom, the Member loses the ability to cast an electronic vote but retains the right to vote via an Authorised In-Person Representative (in circumstances where the Proxy cannot, for whatever reason, vote on the In-Person Election Day). After verification, the ElecCom shall send a confirmation of the eligibility of the voter to be represented by a proxy.

8.16 A Member whose vote is cast by their Authorised In-Person Representative shall not also have their vote cast by Proxy, and a Member whose vote is cast by Proxy shall not also have their vote cast by their Authorised In-Person Representative.

8.17 Pursuant to Article 12.12(viii) of the Bylaws shall carry more than 5 proxies during the Election.

8.18 Pursuant to Article 12.12(ix) of the Bylaws, no Candidate in the Election shall act as a Proxy for any Member.

Voting by an Authorised In-Person Representative

8.19 If a Member does not provide either the Designated E-Voting Representative or the Proxy details as requested by the specified deadline, a Member may still vote in person at AFRINIC's polling station using a paper ballot, which will be provided on-site.

8.20 A Resource Member may vote in person on the In-Person Election Day via an Authorised In-Person Representative.

8.21 To be eligible to vote in person via an Authorised In-Person Representative, the following must be shown on the In-Person Election Day:

8.21.1 a duly signed letter from either a director or a person who holds authority on behalf of the Member to grant the Authorised In-Person Representative authorisation to vote;

8.21.2 a notarial certificate to accompany the signed letter; and

8.21.3 a physical copy of up-to-date identification (e.g., a passport, a drivers' licence or other official ID).

8.22 If the Authorised In-Person Representative of a Member cannot provide the above three documents on the In-Person Election Day, they will not be eligible to vote in person at AFRINIC's polling station using a paper ballot.

8.23 Multiple Members may select the same Authorised In-Person Representative; however, such an Authorised In-Person Representative must bring the above three documents in relation to each member on the In-Person Election Day.

Paper ballots on the In-Person Election Day

8.24 The voting conducted on the In-Person Election Day is carried out via paper ballots containing the List of Candidates.

8.25 The paper ballots shall be supplied by Civica Election Services and shall remain under the supervision of the NomCom during the Election.

8.26 Voters should only vote for one Candidate per seat. Each mark on a ballot paper represents one vote. A ballot with more than one mark per seat will be considered null and void and not be counted.

8.27 The Election shall be considered a secret ballot election. Inclusion of any mark by which the voter could be identified shall invalidate the vote and that vote shall be considered as null and void and not be counted.

8.28 Elections shall be closed at a time to be determined by the NomCom.

Other considerations over the E-Voting Election Period and on the In-Person Election Day

8.29 NomCom shall have general responsibility for, and shall supervise the conduct of, the polls by the ElecCom and Civica Election Services over the E-Voting Election Period and on the In-Person Election Day.

8.30 The E-Voting Election Period shall close before the opening of the polls on the In-Person Election Day.

8.31 The NomCom will ensure such steps are taken as may be required to ensure no Member votes during both the E-Voting Election Period and on the In-Person Election Day.

8.32 The ElecCom and Civica Election Services shall report the result of the Election to the NomCom Chair.

8.33 The NomCom shall take such steps as it deems fit to confirm the result reported by the ElecCom and Civica Election Services.

8.34 The NomCom Chair shall announce the result of the Election upon confirmation.

Counting of votes and determination of winners

8.35 Members of the ElecCom shall be responsible for counting the paper ballots under the superintendence of NomCom.

8.36 E-voting shall be conducted and counted by Civica Election Services over the E-Voting Election Period.

8.37 For each seat, the Candidate who receives the most votes shall be the winner and deemed elected as a director subject to the completion of the necessary formalities.

8.38 In the event of a tie for an open seat, voting for that seat shall be repeated until there is a clear winner.

9 Announcement of results

9.1 The NomCom Chair of the NomCom shall announce the Election's results, including the number of total votes for each Candidate.

10 Election Timeline

10.1 The timeline below shall be used as part of the Election:

DATE	EVENT
28 April 2025	Open Designated E-Voting Representative and Proxy voting registration period
12 May 2025	Open Nomination Period
26 May 2025	Close Nomination Period at 23:59 Mauritius time
27 May 2025 to 6 June 2025	Interviews with Nominees

2 June 2025	Close Designated E-Voting Representative registration period at 23:59 Mauritius time
9 June 2025	Publish List of Candidates at 12:00 Mauritius time
9 June 2025	Close Proxy voting registration period at 23:59 Mauritius time
16 June 2025 to 23 June 2025	The E-Voting Election Period
23 June 2025	The In-Person Election Day