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# Minutes of AFRINIC Annual General Members' Meeting held on Friday 3 June 2022 at 10:00 UTC during the AFRINIC-35 meeting at Le Meridien Hotel, Pointe-aux- Piments, Mauritius

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**Present:**

**Registered Members / Directors:**

Mr Subramanien Moonesamy

Chairman

Mr Benjamin Eshun

Dr Abdalla Omari

Prof Habib Youssef

Prof Adewale Adedokun

Mr Oluwaseun Ojedeji

Mr Silvio Almada

**AFRINIC Chief Executive Officer:**

Mr Eddy Kayihura

**AFRINIC Resource Members Hybrid**

(On-Site and Virtual Attendance via Remote Platform)

**In Attendance:**

Mr Christian Angseesing representing Executive Services Limited Company Secretary

Mrs Fabiola Olivier representing Executive Services Limited

Secretary

Mr Didier Dabydin representing BDO & Co

External Auditors

Mrs Salimah Nubee representing BDO & Co

External Auditors

Me Ashok Radhakisson

Legal Counsel

## **1.0 Welcome and Agenda Review**

Mr Subramanien Moonesamy, in his capacity as Chairman of the Board of Directors, chaired the meeting and welcomed all.

### **1.1 Reminder of closing time for elections**

The Chairman reminded members that the online election platform would officially close at 11:00 UTC.

### **1.2 Technical Access Issues and Adjournment Motions**

Immediately following the opening, significant technical and administrative challenges regarding remote participant access were brought to the attention of the floor. Multiple members reported that they had not received their voting tokens, or that the credentials provided were not yet operational. Management noted that the technical team was working on a resolution with an expectation of resolving it urgently.

It was reported that the online portal for remote participants failed to display the technical support section.

Due to voting tokens being issued after the official start time, a member identified as one Member Mr Andrew Alston – Liquid Telecom raised a formal point of order, arguing that a delay was necessary to allow remote members a fair opportunity to receive credentials and join.

Mr Andrew Alston proposed a motion to adjourn the meeting for one hour to give members a chance to receive the tokens and to join the meeting. Seconded Ben Maddison Work Online Communication.

The Chairman opened a poll for the members to vote on the motion.

The poll results were 18 persons voted <No> and 25 persons voted <Yes>. The motion passed.

The Chairman moved to adjourn the meeting for one hour at 10:06 UTC and reconvened at 11:06 UTC.

Meeting reconvened at 11:06 UTC

A roll call for the quorum as per Article 12.10 (ii) of the Bylaws was carried out as follows:

**a) 4 Registered Members / Directors:**

Dr Abdalla Omari

Prof Habib Youssef

Prof Adewale Adedokun

Mr Silvio Almada

**b) 1 Non-Regional Director:**

Mr Oluwaseun Ojedeji

**c) 5 Resource Members:**

Dr Christian Bope	ISPA DRC
Mr Herve Clement	Orange Botswana
Prof Nii Quaynor	Ghana DotCom
Mr Zaheer Ramjaun	Emtel Mauritius
Mr Omo Omaiya	WACREN

The Legal Counsel officially confirmed that a valid quorum was present, and the Chairman declared the Meeting duly constituted to proceed with the agenda.

**2. To approve minutes of the last AGMM dated 04 June 2021**

The Chairman introduced a motion to adopt the minutes of the previous Annual General Meeting of Members (AGMM) held on 04 June 2021.

There was no objection and the Chairman declared that the minutes of proceedings of the last AGMM held on 04 June 2021 be hereby adopted as true record of the proceedings of the said meeting.

**3. Board Activity Update**

The Chairman made a presentation on the board's strategic activities for the year under review.

It was noted that the presentation is available at <https://afrinic.net/ast/pdf/agmm/2022/D2-Summary-Board-Activities-Update.pdf>

**4. To present AFRINIC Activities Update**

The Chief Executive Officer, Mr Eddy Kayihura, made a presentation on the AFRINIC Activities updates.

It was noted that the presentation is available at <https://afrinic.net/ast/pdf/agmm/2022/D3-Summary-AFRINIC-Activities-Update.pdf>.

**5. Financial Update**

**5.1 To receive the report of the Auditor**

The Chairman of the Audit Committee presented the Auditors' report and the audited financial statements to the members.

It was noted that the presentation is available at <https://afrinic.net/ast/pdf/agmm/2022/D4-Summary-Audited-Report.pdf>

## **5.2 To consider AFRINIC's Audited Financial Statements for the year ended 31 December 2021**

The Chairman called for a motion to adopt the financial statements for the financial year ended 31 December 2021 and opened the floor for comments.

RESOLVED to adopt by Ordinary Resolution the Audited Financial Statements for the year ended 21 December 2021.

Proposed Dr Christian Bope \_ ISPA DRC. Seconded Herve Clement \_ Orange Botswana

The members thoroughly discussed about the audited financial statements figures and argued that the previous responses from the Directors were wholly unsatisfactory and raised concerns with regards to the financial statements. The members noted that under Note 23 of the financial statements, the text anticipated that "no material liabilities arise" from outstanding judgements.

Mr Andrew Alston proposed for a poll to be conducted to vote on the approval of the audited financial statements 2021. The motion was seconded by Paul Wollner of Africa on Cloud.

*It was noted that there was a technical issue being experienced by the meeting platform due to the extended duration of the AGMM and the need to refresh the system to proceed online. Some members expressed concerns regarding their inability to reconnect, as they had to regenerate their tokens. As a result, a decrease in the number of participants online was noted.*

The poll result was 39 vote <Yes> and 41 vote <No>. The Chairman confirmed that the resolution failed and the audited financial statements 2021 is not approved.

## **5.3 To authorise the Board to appoint the Auditor, BDO & Co, for the financial year ending 31 December 2022**

The Chairman proposed the motion to re-appoint BDO as the external auditor for the financial year ending 31 December 2022.

Mr Mzee Boma of TISPA proposed and the motion was seconded by Dr Christian Bope of ISPA DRC.

Mr Andrew Alston requested for a poll to be conducted to vote on the motion to re-appoint the external auditor. Paul Wollner Africa on Cloud seconded this motion.

The result of the poll is 39 <Yes> and 42 <No>. The motion failed and BDO was not re-appointed as the external auditor.

#### **5.4 To present the AFRINIC's 2022 Financial Budget**

The Chairman of the Finance Committee, Prof. Adewale Adedokun made a presentation on the projected financial budget for 2022.

It was noted that the presentation is available at <https://afrinic.net/ast/pdf/agmm/2022/D6-Summary-Presentation-of-2022-Budget.pdf>

#### **6. To present the Nomination Committee 2022 Report**

The Chairperson of the Nomination Committee 2022, Mr Noah Maina presented the committee's report to the members.

It was noted that the presentation is available at <https://afrinic.net/ast/pdf/agmm/2022/D7-NomCom-Reports-AFRINIC-Board%20.pdf>

#### **7. To present the Election Committee 2022 Report**

The Chair of the Election Committee 2022, Mr Kishna Dhondee made a report on the election procedures.

#### **8. To announce Election results**

##### **8.1 Board Seats No. 1, 2 & 7**

It was noted that due to a prior Court Order, no election was held for Board Seats No. 1, 2, and 7.

##### **8.2 Governance Committee Election**

There was only one candidate for the Governance Committee election, Mrs Maud Adjeley Ashong Eliot and she was declared to serve a three-year term starting 01 January 2023 to 31 December 2025. She received a total of 23 votes.

#### **9. Closing Remarks and end AGMM**

The Chairman offered final closing remarks, thanked the members, and officially declared the AGMM closed at 15:47 UTC.

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**Chairman**

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**Secretary**  
EXECUTIVE SERVICES LIMITED

Date:.....