



## MINUTES OF THE SPECIAL BOARD MEETING HELD ON 26 JULY 2021 AT 18:04 UTC VIA ONLINE CONFERENCING SYSTEM

### Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa

### In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoon	Legal Counsel

### AGENDA

1. Welcome
- 1.1 Disclosure of conflict of interest
- 2.0 Resignation of Director
- 3.0 Legal Notice

### BUSINESS OF THE DAY

#### 1. Welcome

The Chair welcomed the members present and opened the meeting at 18:04 UTC.

A roll call was carried out to confirm quorum. The members agreed to waive the 14 days' notice to call for a meeting.

#### 1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

## **2.0 Resignation of Director**

The Board took note of the resignation letter of Mr Mark Elkins dated 25 July 2021 and accepted his resignation. The Chair informed that Mr Mark Elkins stated in his letter that he feels that he can no longer be a Board member / Director of AFRINIC and asked the Board to accept his resignation with immediate effect.

### **Resolution 202107.624**

WHEREAS the Board has taken cognisance of the letter of resignation of Mr Mark Elkins as Board Member;

RESOLVED to accept the said resignation and thank Mr Mark Elkins for his contribution to AFRINIC.

Proposed HY. Seconded SI. Resolution passed unanimously

### **Resolution 202107.625**

WHEREAS Mr Mark Elkins has resigned from his position as Director;

WHEREAS the Board has accepted the resignation as per resolution 202107.624;

RESOLVED to notify the Registrar of Companies of the resignation of Mr Mark Elkins and to update the Registers of Members and Directors ;

Proposed SO. Seconded SI. Resolution passed unanimously.

**Action Item 202107.01:** The CEO to contact the Company Secretary to do needful with respect to the Registrar of Companies.

## **3.0 Legal Notice**

The Board took note of the Legal Notice that was received of even date from Cloud Innovation Ltd.

The Legal Counsel made a brief to the Board on the purport of the Legal Notice, including the alleged breaches that were claimed that AFRINIC made.

The Legal Counsel further explained that the legal notice prior to committal, is implying that an opportunity is being given to AFRINIC to mitigate the extremely serious and deliberate breaches. Cloud Innovation through it's Attorney has made a list of breaches that he said has been committed by AFRINIC as the company and its Directors acting together. The Legal notice further implies that if the company mitigates, this is the end of the matter otherwise the company will get the warning which is a fine or custody as may be exposed on AFRINIC once they go to Court.. This Legal Notice is being issued to AFRINIC and has not been served in Court yet. The list of alleged breaches that Cloud Innovation has brought, AFRINIC has to rebut and try to answer each one of them. A meeting was held with the Senior Legal Counsel and it is agreed that the content of the Legal Notice is of no ground, and if they are to go to Court then AFRINIC will reply to each breach which it is allegedly at fault namely being in bad faith, not respecting the notice served on AFRINIC, that AFRINIC has conspired to hurt Cloud Innovation and other breaches as reported in the Legal Notice. It is important to highlight as per Section 23 and 24 of the Legal notice, the Legal Team will reply to the said legal notice and will serve the response to the Attorney of Cloud Innovation.

The Board discussed thoroughly about the legal case and the implications on the organisation including on each director.

The Chair requested the Management and Legal Team to prepare a draft response to the notice and share it to the Board for review.

#### **4.0 Closure**

The Chair moved to close the meeting at 18:57 UTC. Proposed HY. Seconded AO.

---

**SIGNED**