



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 23 AUGUST 2021 AT 09:11
UTC VIA ONLINE CONFERENCING SYSTEM**

Present:

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
Mr Eddy Kayihura (EK)	Member	Chief Executive Officer

In Attendance:

Me Amba Chinien	C & A Laws
Me Anwar Moollan	Moollan Chambers
Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Snr. Executive Assistant*

AGENDA

1. Welcome
- 1.1 Disclosure of Conflict of Interest
2. Update on Legal Cases
3. AFRINIC Debts and documents
4. NRO Stability Fund
5. Appeal Committee & PDP

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:11 UTC.

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

The CEO informed that the new Legal Team, Me Anwar Moollan representing Moollan Chambers QC and Me Amba Chinien representing A & C Law, have been invited to attend the Special Board meeting for the purpose of Agenda no 2 – Update on Legal Cases.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

2. Update on Legal Cases

The CEO informed that the former Senior Legal Counsel Me Sanjay Bhuckhory informed his intention to leave pursuant to the recruitment of the new Legal Team, whereby one member is also a Senior Legal Counsel.

Me Anwar Moollan and Me Amba Chinien joined the meeting at 09:15 UTC.

The CEO introduced Me Anwar Moollan and Me Amba Chinien to the Board.

The new Legal Team made a brief on their work experiences and qualifications, with specialisation in litigation cases in Mauritius and abroad.

[REDACTED]

The CEO left the meeting at 09:25 UTC for a meeting with the Minister of ICT.

The Chair opened the floor for questions.

[REDACTED]

The CEO joined the meeting at 10:19 UTC.

The lawyers left the meeting at 10:22 UTC.

The Chair thanked the Legal Team for having joined the special board meeting and answered all the questions from the Board Members.

The Board took note of the board paper with regards to legal representations and the status of the Legal cases as of today. The approval of the Board is being sought as follows:

- A) The services of the same Legal Team be retained in all cases involving AFRINIC and Cloud Innovation Ltd, made up as follows:

Solicitor: Dentons Firm of Solicitors – led by Me. Manon Mardemootoo S.A.

Counsels: Me. Anwar Moollan SC as leading Counsel and assisted by C&A Law Chambers together with Me. Ashok Radhakissoo as AFRINIC's external legal adviser.

- B) For the purposes of ongoing cases, as well as potential litigations involving AFRINIC, the Chief Executive Officer be formally authorised to represent and take such actions on behalf of AFRINIC in the following terms:

*This is to certify that Eddy Mabano Kayihura, Chief Executive Officer at African Network Information Centre (AfriNIC) Ltd, also known as AFRINIC, (the "**Company**") is hereby duly authorised by the Board of Directors to take all actions that he may deem necessary for the defence and protection of the rights and interests of the Company as well as:*

- 1. To instruct Counsel and Attorney-at-Law in order that they may enter all main actions, apply for all injunctions, whether interim, interlocutory, or perpetual, whether such*

actions be based on tort or in contract, to apply for all remedies and reliefs connected with same, to claim all damages, make all seizures, attachments or execution of any sort (and whether provisional or otherwise), to allow same to be cancelled or annulled, to claim, state, contest, compound, finally settle and adjust all claims, to compromise disputes and refer same to arbitration, to sign and execute all necessary bonds, submissions, and references, and to enforce any award;

2. *To appear for the Company before any Tribunal, Court or other body in Mauritius or elsewhere, either as applicant, plaintiff, respondent, defendant, third party or intervenient and to sign and grant any necessary proxy or proxies to any Counsel and Attorney-at-Law of the said Courts and prosecute and defend any suit or suits or other proceedings brought by or against the Company and to proceed to judgment thereon or to suffer judgment, by way of non-suit or default to be entered against the Company and any judgments, order or decree of any of the said Courts, to appeal to any Court of Appeal and/or to the Judicial Committee of the Privy Council and to give necessary securities and sign all necessary bonds upon such appeal, to initiate or defend or give up or withdraw any appeal or proceedings judicial or extra-judicial*
3. *To swear all affidavits and make all declarations judicial or otherwise, sign all petitions and applications, serve and accept service of any process as may be necessary or desirable at his discretion in connection with or incidental to the matter or matters referred to above and to perform all or any of the obligations imposed on the Company by virtue of the same;*
4. *To claim, state, contest, compound, finally settle and adjust all debts, claims, accounts, reckonings, and demands whatsoever between us and any person or persons whatsoever; and*
5. *To substitute and appoint one or more attorney or attorneys with the same or more limited powers, to remove such substitute or substitutes, and to appoint others in his or their places.*

For avoidance of doubts, this power of attorney and/or delegation of authority shall apply to all cases directly or indirectly concerning or relating to the Company, whether on-going or to be lodged.

After discussion, the Board resolved as follows;

Resolution 202108.630

WHEREAS the board has taken note of the Board Paper reference legal cases and legal representations dated 20 August 2021 and;

RESOLVED as per the recommendations made therein.

Proposed OO. Seconded HY. Resolution passed.

YES Vote = SM HY OO AA BE AO EK

NO Vote and Abstention = none

Sl lost connection at 11:17 UTC and resumed at 11: 42 UTC.

3. AFRINIC Debts and documents

The Board took note of the board paper with regards to the different sources of funding being proposed to AFRINIC during this period and the need to recognise the debts.

The funding is part of the present fund-raising exercise, as previously approved by the Board of Directors pursuant to Clause 4 of the Bylaws.

After discussion, the Board decided to allow Management to accept funds as follows;

- (i) donations and fundraising activity being conducted by some of its members from outside its jurisdiction
- (ii) resource members proposing to pay in advance their membership fees, requests received to pay up to 3 years in advance
- (iii) other stakeholders proposing to provide loan to AFRINIC at no interest rate

The Board further authorised the CEO to sign a recognition of debts with third parties in favour of those donors.

Resolution 202108.631

WHEREAS the Board has taken cognizance of the financial crisis being faced by the Company as well as the various sources of funding being offered;

RESOLVED to authorize the CEO to enter into recognition of debts with third parties to a maximum amount of USD 600,000 to enable the company to be kept afloat pending the disposal of the damages cases entered by Cloud Innovation Ltd against AFRINIC.

Proposed HY. Seconded BE.

YES Vote = EK HY BE SM AO SI OO AA

NO Vote and Abstention = none

4. NRO Stability Fund

The CEO briefed the Board on the NRO Stability Fund.

5. Appeal Committee & PDP

The Board took note of the feedback received from the Policy Development Working Group with regards to the review of the Appeal Committee Terms of Reference Version 3. As such, the Board reviewed and approved the amended Terms of Reference Version 4 pursuant to the feedback exercise.

Resolution 202108.631

WHEREAS the Board of Directors has taken note of the feedback from the Policy Development Working Group with regards to the Appeal Committee Terms of Reference Version 3;

RESOLVED that

1. The Appeal Committee Terms of Reference Version 3 dated 08 July 2021, be revoked with immediate effect.
2. For the purposes of Section 3.5(1) of AFRINIC's Consolidated Policy Manual, that a new Terms of Reference of the Appeal Committee Version 4 dated 23 August 2021 be approved.

Proposed OO. Seconded HY. Resolution passed.
YES EK HY SM AO BE OO AA
NO Vote and Abstention = none

Action Item 202108.01: The Management to launch a call for expression of interest within the community to select one former PDWG and one active participant of the PDWG as per the Section A - Composition of the Appeal Committee Terms of Reference Version 4. The duration of the call to be 7 days. The Board to constitute the Appeal Committee and pass the resolution via circulation.

6. Closure

The Chair moved to close the meeting at 12:33 UTC. Proposed HY. Seconded EK.

SIGNED