

Minutes of AFRINIC Annual General Members' Meeting held on Friday 6 June 2013 at 14 10 hrs (local time) at the Intercontinental Hotel, Lusaka, Zambia

The full audio recordings and streaming of the AGMM is available at <http://www.afrinic.net/en/about-us/agmm>

Present: Mr Badru Ntege Chairman
Mr Adiel A Akplogan Chief Executive Officer
AFRINIC Board of Directors
AFRINIC Members'
Observers from the community
Me Ashok Radhakisssoon Legal Counsel

AGENDA

- 1.0 Welcome and Agenda Review
- 2.0 Board Activity Update
- 3.0 Activities Update
 - 3.1 Operations Report
 - 3.2 HR Report
 - 3.3 IT and Engineering Report
 - 3.4 Q&A
- 4.0 Financial Update
 - 4.1 2012 Audited Report
 - 4.2 2013 Budget Execution
 - 4.3 Q & A
- 5.0 Board Election
 - 5.1 Presentation of Candidates
 - 5.2 Vote
- 6.0 AOB & Q & A
- 7.0 Election result
- 8.0 Closure and end of AGMM

MATTERS ARISING

1.0 Welcome and Agenda Review

The AFRINIC Board Chairman Badru Ntege opened the AFRINIC Annual General Members Meeting at 14 10 hrs and welcomed attendees.

The Chief Executing Officer of AFRINIC Adiel Akplogan informed the attendees on the adoption of a new Bylaws which has introduced few changes in the organisation structure, clearly define the membership structure and the different category of members that AFRINIC manages. The new Bylaws also now clearly define the Annual General Members' Meeting instead of only a community meeting.

2.0 Board Activity Update

The Chairman Badru Ntege was invited to make the update on the Board Activity for the year 2013.

Before starting the Board Update, the Chairman appealed to the attendees that we are presently in a transition period with the adoption of the new Bylaw on the 1 January 2013 and some clarifications may be required on some key transition issues, namely there have been questions raised on whether to have the meeting today. He invited the members to confirm whether they are agreeable to proceed with the meeting as per the new Bylaws and if any members have any concerns to raise and come forward to the microphone.

There was no objection or comments from members, and the Chairman proceeded with the meeting.

The Chairman made a presentation <http://meeting.afrinic.net/afrinic-18/sites/default/files/Board-Update-LSKA062013.pdf> on the overall Board structure, performance and activity for the year 2013.

The attention of members was brought to outstanding payments of membership fees and the importance for members to respect the billing time in order for AFRINIC to support its services to the community and infrastructure. The reclaim of resources will be re-instituted to ease the debt collection.

The Chairman also informed the members that there will be translation of the legal documents for acquisition of resources from AFRINIC into Arabic and French to ease the process.

There was no question from members.

3.0 Activities Update

The AFRINIC Management made an update on the activities of the organisation with regards to Operations, HR and IT & Engineering. The AFRINIC reports are available at <http://meeting.afrinic.net/afrinic-18/node/349>

It was pointed out that AFRINIC is working on its operational performance, sustainability, and disaster recovery and business continuity. The aim is to focus on resiliency, efficiency and reliability in its day to day work.

The floor was invited to ask questions on the activities update made.

One member, Seun from Nigeria queried on the WHOIS database and whether there is the need to have experience before manipulating the WHOIS database; whether the team who developed the current AFRINIC website was done inhouse or outsource, he took the opportunity to thank the team for doing a very good site and encouraged them to use the open source platform. He also queried whether there is a reason to put the data platform in South Africa and if it is not a constraint if ever a specific change is made in the legislation and access to the database cannot be made.

The Head of IT & Eng, explained that a new web interface under development will soon enable the access and manipulation of the WHOIS database more easier.

The deployment of IPv6 labs in South Africa is due regards to the good bandwidth available there and more easier for our trainers to work with. But there is also a lab hosted in Mauritius (In Total AFRINIC runs 3 labs distributed in different locations).

Seun asked if AFRINIC can consider providing training on Joomla development based on our expertise. The CEO responded and say AFRINIC Webmaster is keen to run such training and this request will be further discuss with AFNOG team for feasibility during future AIS workshops.

4.0 Financial Update

The AFRINIC's Director of Finance and Accounting, Patrisse Deesse, presented the AFRINIC **2012 Audited Accounts and 2013 Budget Execution**. The presentation is available at <http://meeting.afrinic.net/afrinic-18/sites/default/files/Patrick-YE%202012-af18V3.pdf> and <http://meeting.afrinic.net/afrinic-18/sites/default/files/Patrick-Financial Status af18.pdf>

The Finance Director informed the members that the Board has not ratified the 2012 Audited Report because it was only received this Friday. It was brought to the attention of the members that the 2012 audited account show a deficit of more than 200,000 \$ which is a direct result of write off of cumulated members as bad debts for the past 3 years and the increase in travel cost in the year under review due to more expensive travel cost for 2012 AFRINIC meetings. However, he also outlined the different measures to be taken and objectives set forward to recover the deficit for the next 3 years. For instance, late payment penalty and resources recovery will be strictly implemented. A mid-term review will be carried out to assess the financial status and devise strategy to move forward.

The Finance Director explained that AFRINIC has currently utilised 39 % of its 2013 budget, if everything remain as it is, the deficit may be recovered during the current year.

Questions were invited from the floor.

One member queried on why there is a high bad debts while payments are received in advance.

The Chairman replied that the resources are being reclaimed but not paid by members, those are accountable as bad debts.

Sunday Folayan asked whether the resources are reclaimed are they taken from the WHOIS as not assigned to a particular entity or write off from the BGP Table.

The Chief Executive Officer stated that they are written off from the WHOIS database and AFRINIC people announcing the space that the space has been reclaimed and not valid anymore. A week before reclaiming the resources, a comment is added to the WHOIS object that these resources are going to be reclaimed soon. In most cases, the organisation using the resources do not react because either they are already closed down or merged with other organisation. The claimed resources are put in quarantine for a year before reused.

One member, Seun from Nigeria, asked whether the report is the audit report or the internal, and if it can be presented before the meeting and where he can get accessed to it. He stated that he is concern about the budget deficit and there seem that the AFRINIC budget is planned on exact figures and that the plan should be 75% on lower figures and thus minimised the deficit.

The Finance Director confirmed that the report is the external audit report as per the statutory requirements and that the External Auditors are Ernst & Young. He also explained the Budget Process and how it is derived from all the activities.

The Audit Report has to go to the Board first before making it public, and it was unfortunately received only on Friday, with some delays and otherwise it will have been published online.

One member stated that there is a need for more new members to make things work right so to balance the revenue. And what measures are to be taken to remedy the situation.

The Finance Director stated that membership are the major part of revenues, there are existing members and new members. New members represent cash before resources are released and represent our main source of income, better ways and strategy is being working on to attract new members.

One member from Congo, asked what are the mechanisms put in place to recover the non-payment for bad debts.

The Finance Director referred to the policies to recover unpaid debt which states that if debts are not paid within 90 days there is closure, but before there is a lot of communication/ reminders between the outstanding members.

We are also looking into the possibility of outsourcing the recollection to a debt collection company.

There was a comment from the floor from a non-Member after which the Chairman reminded the attendees that only members have the right to ask questions during the AGMM as non-members are attending just as observers.

Sunday Folayan intervened that it is not the right spirit as a bottom-up organisation to determine who should and should not ask questions.

The Chairman referred to the Bylaws which state and distinguish the members and non-members.

5.0 Board Election

The Chairman of the Election Committee, Douglas O'nyango, explained the election and voting procedures that is used to elect the members of the Board, and the present requirements of the Bylaw for the election. The voting procedures are available at <http://www.afrinic.net/en/community/elections>.

The AFRINIC Board election during this AGMM was for the seats 1, 2 (i.e the Northern and Southern Region) currently filled respectively by **Maimouna Ndeye Diop Diagne** (with **Alioune Badara Traore** as Alternate) and **Neezar Sami** (with **Khaled Koubaa** as Alternate). Also according to the new adopted Bylaws, a new seat 7 for a non-regional Director is also being opened for election for the first time.

The list of candidates were as follows:

NORTHERN REGION:

Hago Dafalla (Sudan)
Haitham Z. El Nakhal (Egypt)
Guellouz Ridha (Tunisia)
Khaled Koubaa (Tunisia)
Mamine Mohamed L (Mauritania)

WESTERN REGION:

Dr Alioune B. Traore (Mali)
Sunday Folayan (Nigeria)

NON-REGIONAL/GEOGRAPHICAL:

Aminata A. Garba (Niger)
Andrew Alston (South Africa)
Yaovi Atohoun (Benin)

The candidates who were present at the AGMM introduced themselves to the members whereas those not present onsite, made a remote video presentation. Voting for this election took place in front of the floor and the proceeding is referred under to under Agenda Item no 7.0.

The Election Committee Member plus the scrutinees went for vote counting while the AGMM continued with the Questions and Answers as per Agenda Item No 6.0.

6.0 AOB & Q & A

The Chairman opened the floor to the community for any comments and issues that were not covered during the present Agenda.

One member, Seun from Nigeria, suggested that when the online voting did officially closed, the time and the numbers of votes announced.

The CEO explained that the details of the online votes can be viewed online as soon as the full election is completed. He mentioned that the result can not be published before the paper vote take place.

One member, Mr Sanou, queried that there was no proper communication with regards to the process for voting, and that members are required to register to vote prior to coming to the meeting. He also asked on whether the candidates for election should be member before or not

The Chairman replied that it was a discretion of the Board to allow non-member to be a candidate but it will bring back to the community to review this decision. There is a distinction between members with resources and the community, as for the Board it is the community – anybody who are on the African region, they have the right to run for the vote.

Sunday Folayan provided a feedback to the community as a candidate for this year and last year, he said the the NomCom was excellent and communication made accordingly. Institutional memory is very important and everything done this year should be compiled and written down in an operational manual for future reference.

One member from Zambia queried on the proportion of online vote makes up in term of the total votes.

The Chairman that this information will be made available at the end of the election.

One member, Viv Padayatchy, commented that he has participated to many AFRINIC meetings and there are always confusion and exceptions, he stated that there is presently a Bylaws which state how the election process should be done. He made an appeal that we should at least now go according to what we, the community, have approved as Bylaw.

One member stated that AFRINIC should be careful on the communications that are being shared by emails and too many cross-posting, on the different mailing lists members are subscribed to.

The Chief Executive Officer apologised to the community if they feel that they have been spammed. It is the first time that we are having an AGMM, and we have use the databases that may have make problem of cross reporting, two mailing list for communication to members i.e member-contact and member-discuss. Moreover, there is also MyAFRINIC. AFRINIC will try to sort the emails problems and request the assistance of members.

The Chairman informed the attendees that the Bylaws stated that the present meeting should be a closed meeting, but the Board has decided to make it an opened meeting. The Chairman invited the members to discuss now and to bring to the attention whether they will like the AGMM to be a closed members only meeting or opened meeting, and make a final decision. The Chairman invited the Legal Counsel, Ashok Radhakisson, to clarify on the clause of the Bylaw.

The Legal Counsel referred to the Section 12.2 of the Bylaw, whereby notice of annual general members meeting – written notice of time and date and place of an AGMM shall be sent to every member – So the Bylaw says that only members should attend to the AGMM - the Bylaw has been discussed in the community and reflect the position of the community on this particular and it is this community only who can change the Bylaw. As we stand today, the AGMM is as per the law is a closed meeting, but it has been trespassed by the Board as an opened meeting. In order to change, it can be put to the community and then redraft.

The Legal Counsel referred to Art 10.2 of the Bylaw, for the removal of doubt during an AFRINIC election, any issue raised not expressed in the constitution, the members shall collectively resolved it by consensus and such resolution in the future AFRINIC meeting be applied as a precedence.

Mark Elkins, a member of the Board, shared his experience in attending other RIRs meetings and for instance the RIPE NCC where they have an AGMM. He stated that at RPE NCC meeting only members are allowed in the meeting and respective identity is checked accordingly. He brought to the attention of the floor that this is the very first AGMM in the AFRINIC region and whatever is being done here will give precedence. Mark Elkins also explained the 3 types of members i.e. the Registered members, the Resources members and Associate member. For members without resources who feel that they want to help AFRINIC and assist to the AGMM, they can do so through individual membership as Associate Member.

Sunday Folayan reminded that the Bylaw was made to comply with the Mauritian Law and to do reasonable things. He believed that there is nothing to hide on AFRINIC business to the community and there is no need to copy what other regions are doing. Sunday Folayan stated that the meeting should be kept opened.

Paulos Nyirenda agreed to Sunday Folayan, and believed that closing the meeting makes a precedence that we want to hide something. With reference to the Bylaws, he queried whether by invitation means that other persons cannot come to the meeting. He is of the view that the meeting should stayed open.

Dr Nii Quaynor referred to Section 13.4 which states 9 Directors and asked on what basis do the alternate directors vote. The Bylaw says that there is 9 Directors but there is actually more than 9 Directors, the notion of alternate is not in the Bylaws but in the preface, now as registered members on what basis the regions that are not being replaced, the alternate directors are voting.

The Bylaws and the transition mechanism should be reviewed. There is nowhere in the documents that say that only members are candidates.

Alan Barret said that the Legal Counsel did not say that non-members cannot be admitted to the meeting and it is reasonable to the Board to make a decision for non-members can attend, even if they cannot talk or vote. He also expressed his concern that when the Bylaws was published, he did not noticed that the right to vote for individual members was removed, and this change was not highlighted to the attention of the community.

Maimouna Diop said that the Board has to work on it to have an equity about the representation of the regions, some regions will now have alternates whereby others will not. She agreed to Dr Nii Quaynor on the issue. She also stated that we want a Bylaws for our community and we have to apply it. She said she participated in many international meetings like UN and GAC and, what she observed is that the role of an Observer, an Observer has the right to talk and has the right to ask question and comment, but the Observer does not have the right to vote. She proposed that

there should be a description of the role of an Observer in the Bylaw. She also stated that with the objectives that we have in mind for the Africa Internet Summit, we need to open the meeting to the community.

The Chairman recalled that there are two issues that he is hearing from the community, one is whether to keep the meeting open or close, and the other issue is the execution of Section 13.4.

Dr Nii Quaynor asked if the AGMM is for members only, then why is it not applicable to the PDP meeting. If this is the case then we will lose the knowledge sharing and the opportunity to help and grow the organisation. It is not the right approach, we should be normal and follow the traditional approach.

The Chairman proceeded with a vote on whether the meeting should be closed and opened, through show of hands. The attendees voted for the meeting to be opened to members and non-members.

The CEO reminded the Chairman that as per the Bylaws the show of hands and vote should be for members only. The Chairman said that the community should remember that the company is governed by the people in this room and it is the people who should do that.

Douglas O'nyango said that the Bylaws does not say that the meeting is closed so there is no need to vote to make it opened.

Andrew Alston said that the policies process has worked efficiently in the RIRs because of the participation of outsiders and he agreed to Douglas O'nyango that the Bylaws does not mention that the meeting should be closed but refer to only sending invitation.

The Chairman informed the attendees, that based on the discussion, the AGMM will be opened and if someone want to change, he should go to the process and change the process.

The Chairman also invited the attendees on whether to proceed with the transition period as per the Art 13.4 of the Bylaw or maintain the alternate directors. The Chairman proceeded with a vote.

Sunday Folayan advised that alternate members whose term has not expired should be allowed to serve their term.

The attendees voted for the transition period to be maintained as per the Art 13.4 of the new Bylaws and the existing Board Resolution [201211.160] mentioned in the preamble.

7.0 Election result

Voting for this election took place in front of the floor. A member of the Election Committee called out each member who registered for voting to receive the ballots and cast their votes.

The representatives of the different RIRs onsite assist in the counting of the ballots.

The paper ballots (47) and electronic votes (29) were tallied and the following candidates were elected to sit on the AFRINIC Board were announced as follows:

NORTHERN REGION:
Haitham Z. El Nakhal (Egypt)

WESTERN REGION:
Sunday Folayan (Nigeria)

NON-REGIONAL/GEOGRAPHICAL:
Aminata A. Garba (Niger)

8.0 Closure and end of AGMM

The meeting ended at 19 12 hrs (Local Time)