

# **Draft Minutes of AFRINIC Special General Members' Meeting**

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**Date: Wednesday 30 November 2016 at 09:12**  
**Venue: Plenary Room, Sofitel Imperial Resort & Spa, Flic-en-Flac, Mauritius**

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**Present:** Mr Alan Barrett Chief Executive Officer  
Mr Sunday Folayan Chairman  
Me Ashok Radhakissoon Legal Counsel  
AFRINIC Board of Directors  
AFRINIC Management Team  
AFRINIC Members  
AFRINIC Community members as Observers

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## **AGENDA**

1. Welcome and Agenda Review
2. Special Resolutions\* (SR) AFRINIC Proposed Bylaws Changes SR1 to SR20
3. Governance Committee Election
  - 3.1 *NomCom Report*
  - 3.2 *Presentation of Candidates (5 mins per candidate)*
  - 3.3 *Vote*
  - 3.4 *Counting*
4. Closing Remarks and end SGMM
5. Governance Committee and Special Resolutions' Election Result

## **BUSINESS OF THE DAY**

### **1. Welcome and Agenda Review**

The Chairman, Sunday Folayan, (SF) welcomed Members present in person and online, and opened the meeting at 09:12 Local Time Mauritius.

The Chairman asked for comments or corrections to the Agenda; there were no corrections from Members. The Chairman sought a motion from the floor to

adopt the Agenda. The Agenda was adopted as presented.

Proposed Abdalla Omari. Seconded Wafa Dahmani.

## 2. **Special Resolutions\* (SR) AFRINIC Proposed Bylaws Changes SR1 to SR20**

- 2.1** The Chief Executive Officer, Alan Barrett (AB) made a brief overview on the work carried out for more than one year in order to reach the proposed Bylaws Changes. He explained that an external independent law firm was hired by AFRINIC to look into the way AFRINIC is constituted under the Mauritian law, the existing Bylaws and the internal procedures of AFRINIC. The law firm submitted a report to the Board, and the Board made a public summary report that was published and circulated to the Community <https://afrinic.net/en/library/news/1743-accountability-review>. The Board then asked the CEO to work on the proposed Bylaws Changes. Several drafts and discussions were made with the community; some of the proposed changes were incorporated in the Bylaws Changes proposal while others were not. Implementation of the changes will be done through Special Resolutions.
- 2.2** The CEO made an overview of the voting process for the Special Resolutions. Vote will be done either online or through paper ballots after the presentation of the SRs. A Special Resolution will be considered as passed if a 75% super-majority vote is received.
- 2.3** The CEO made a presentation on the following Special Resolutions which propose changes to AFRINIC's Bylaws.

### **2.3.1 Special Resolution 1 (SR1)**

#### **Clarify that Associate Members may not vote.**

Add a new article 6.5 as follows:

- 6.5 Associate Member** - A legal entity, as listed and defined in Article 1 of the Bylaws, which
- (i) has manifested a substantial interest in the Internet Number Resources management and in the mission of AFRINIC;
  - (ii) is not a Resource Member of AFRINIC;
  - (iii) has been approved by the Board or the Members in terms of Article 6.1(ii);
  - (iv) has paid the relevant setup and membership fees.

Also modify article 7.2(i), changing from:

7.2(i) The Members shall be entitled: [...]

to:

7.2(i) The Registered Members and Resource Members

shall be entitled: [...]

### 2.3.2 Special Resolution 2 (SR2)

**Clarify that the terms “Bylaws” or “Constitution” may be used interchangeably.**

In article 1, add a new definition of “Bylaws” (to be inserted in alphabetical order), and modify the definition of “Constitution”, as follows:

**Bylaws:** this Constitution, as adopted and amended from time to time in accordance with the Act.

**Constitution:** This Constitution, also referred to as the Bylaws, as adopted and amended from time to time in accordance with the Act.

### 2.3.3 Special Resolution 3 (SR3)

**Clarify that all Registered Members in terms of Bylaws Article 6.3, and only such Registered Members, must be registered in terms of the Companies Act as members of the company.**

In article 6.3, add a heading and additional paragraphs 6.3(i) and 6.3(ii) as follows:

**6.3 Registered Member** - An individual who shall be elected as Director in accordance with Article 13 below. The Chief Executive Officer shall automatically also be appointed as a Registered Member, provided that the said individual shall sign such forms as may be prescribed by the laws of Mauritius and to contribute Rs 500 (Five hundred Mauritian rupees only) in the event of the company being wound up according to Article 22.

- (i) For the avoidance of doubt, Registered Members shall be the only legal entities entitled to have their names entered on the list of members of AFRINIC filed or to be filed with the Registrar of Companies in compliance with the Act.
- (ii) A Director whose tenure of office comes to an end, shall de facto cease to be a Registered Member and shall complete all the required formalities in compliance with the Act and/or the Bylaws to this effect.

#### 2.3.4 Special Resolution 4 (SR4)

**State that Directors must act in the interests of AFRINIC as a whole, regardless of their regional affiliation.**

In Article 13.4(i) and in the first paragraph of article 13.5, say that Directors shall be “chosen from” sub-regions, not that they “represent” sub-regions.

Add a new article 13.6 as shown below, in between what used to be the two paragraphs of article 13.5. Re-number all subsequent articles and adjust all cross-references as appropriate.

The resulting text in articles 13.4(i) and articles 13.5 to 13.7 will be:

13.4(i) [changed text] Six Directors elected by the Annual General Members’ Meeting called under Article 11.1 of this Constitution to be chosen from each of the regions listed in Article 13.5 (Seats 1 to 6);

13.5 [changed first sentence] One Director shall be chosen from each of the following six sub-regions of Africa, as indicated below:

- (i) Northern Africa (seat 1);
- (ii) Western Africa (seat 2);
- (iii) Indian Ocean (seat 3);
- (iv) Central Africa (seat 4);
- (v) Southern Africa (seat 5); and
- (vi) Eastern Africa (seat 6).

13.6 [new article to be inserted] Notwithstanding the regional criterion of elections of Directors for seats 1 to 6 (both inclusive) as specified in Article 13.4(i) and 13.5, all Directors so elected shall exercise their powers in accordance with the Act and always act in good faith and solely in the best interests of the company.

13.7 [new number, with no change from previous text] Each Director elected under Articles 13.4(i) and 13.4(ii) of this Constitution shall hold office for a term of three years, which term of office shall expire on the date of the Annual General Members’ Meeting held on or around the third anniversary of the date of appointment of such Elected Director. Subject to Article [new number for what used to be 13.6], such Director shall be eligible for re-election on the expiry of his term of Office.

### **2.3.5 Special Resolution 5 (SR5)**

**Split the two paragraphs of Article 13.5 into two separate articles for clarity.**

If the above proposal 4 passes, then the relevant change will already have been made, and this proposal will be ignored. If the above proposal fails, then split the two paragraphs of Article 13.5 into two articles, keeping the text unchanged. Re-number all subsequent articles and adjust all cross-references as appropriate.

The result will be:

13.5 [no change from previous text] Each of the following six sub-regions of Africa shall be represented by one director as indicated below:

- (i) Northern Africa (seat 1);
- (ii) Western Africa (seat 2);
- (iii) Indian Ocean (seat 3);
- (iv) Central Africa (seat 4);
- (v) Southern Africa (seat 5); and
- (vi) Eastern Africa (seat 6).

13.6 [new number, with no change from previous text]

Each Director elected under Articles 13.4(i) and 13.4(ii) of this Constitution shall hold office for a term of three years, which term of office shall expire on the date of the Annual General Members' Meeting held on or around the third anniversary of the date of appointment of such Elected Director. Subject to Article [new number for what used to be 13.7], such Director shall be eligible for re-election on the expiry of his term of Office.

### **2.3.6. Special Resolution 6 (SR6)**

**Introduce term limits for Directors.**

Add a new article on term limits as follows, in between the existing Articles 13.5 and 13.6. If all the above amendments are accepted, then the new article will be number 13.8.

[13.8 or other number for new article] No Director elected or appointed to any of the seats referred to in Articles 13.4(i) or 13.4(ii) shall serve more than two consecutive terms of office. After a person completes two consecutive terms of office as such a Director, there shall be a three-year period during which such person is not eligible to be elected or appointed to any such seat.

Add a reference to the term limits in the sentence on re-election. The relevant sentence used to be in the second paragraph of Article 13.5, but may now be in Article 13.6 or 13.7 depending on

which of the above amendments are accepted.

Change from:

Subject to Article [13.6], such Director shall be eligible for re-election on the expiry of his term of office.

Change to:

Subject to Article [13.8 or other new number for the new article on term limits] and Article [13.9 or other new number for what used to be 13.6], such Director shall be eligible for re-election on the expiry of his term of office.

If this proposal and all previous proposals pass, then the result will be:

[13.7 or other new number for what used to be the second paragraph of 13.5] Each Director elected under Articles 13.4(i) and 13.4(ii) of this Constitution shall hold office for a term of three years, which term of office shall expire on the date of the Annual General Members' Meeting held on or about the third anniversary of the date of appointment of such elected Director. Subject to Article [13.8 or other new number for the new article on term limits] and Article [13.9 or other new number for what used to be 13.6], such Director shall be eligible for re-election on the expiry of his term of office.

[13.8 or other number for new article on term limits] No Director elected or appointed to any of the seats referred to in Articles 13.4(i) or 13.4(ii) shall serve more than two consecutive terms of office. After a person completes two consecutive terms of office as such a Director, there shall be a three-year period during which such person is not eligible to be elected or appointed to any such seat.

### **2.3.7. Special Resolution 7 (SR7)**

**Limit the number of Directors who may work for the same organisation or reside in the same region.**

Insert a new article as follows, immediately after the paragraph or article dealing with terms and re-election, and immediately before what used to be article 13.6. If all the above amendments are accepted, then the new article will be number 13.8, and what used to be 13.6 will become 13.9. Re-number all subsequent articles and adjust all cross-references as appropriate.

[13.8 or other new number for new article] The tenure of office of a Director elected under Articles 13.4(i) and 13.4(ii) shall be subject to the following limitations:

- (i) Not more than two elected Directors shall be employed by the same company, organisation, or group of related companies or organisations (as defined in Section 2 of the Companies Act) during any period of tenure of office.
- (ii) Not more than two elected Directors shall reside in the same sub-region as listed in article 13.5 of these Bylaws during any period of tenure of office.
- (iii) In the event of the need to decide which Director should remain or be elected, and which Director should resign or not be elected, in order to ensure compliance with sub-articles (i) or (ii) above, then:
  - (a) A Director who changes his/her employment or sub-region of residence during his/her term shall have lower priority than another Director;
  - (b) Sitting Directors shall have priority over candidates who have been elected Director but not yet taken their seat;
  - (c) Where the conflict is between candidates in two or more elections conducted simultaneously, the regional seats 1 to 6 shall have priority over the non-regional seats 7 and 8.

#### **2.3.8. Special Resolution 8 (SR8)**

**Add a requirement for Directors to disclose any conflict of interest, and to recuse themselves from voting on any matter where they have a conflict of interest.**

Add a new article 15.5 after the existing article 15.4:

[15.5 or other new number for new article] Conflict of interest:

- (i) A Director of the company shall, where he/she has a potential or actual conflict of interest in any matter brought before the Board, disclose such potential or actual conflict to the Board.
- (ii) The said Director shall recuse himself/herself from voting on any such matter before the Board where such a conflict exists or may exist.
- (iii) The remaining members of the Board may decide that said Director should be excluded from discussion of such matter where a conflict exists or may exist.

#### **2.3.9. Special Resolution 9 (SR9)**

**Add a requirement that no more than one key position may be occupied by the same person.**

Add a new article 15.6 after the new article 15.5 proposed above (or a new article 15.5, in the event that the above proposal does not pass):

[15.6 or other new number for new article] No person may hold

more than one of the following positions within the company:

- (i) Chairperson of the Board;
- (ii) Vice Chairperson of the Board;
- (iii) Chief Executive Officer;
- (iv) Chief Financial Officer.

### **2.3.10. Special Resolution 10 (SR10)**

**Harmonise the methods of replacing Directors for different reasons.**

Replace article 13.1 with the following text:

13.1 Subject to the provisions of Article 11 of the present Constitution, the Board shall call a meeting of members to appoint the Directors of the company where vacancies occur as a result of:

- (i) The expiry of the term of office of any Director;
- (ii) The removal or resignation of any Director in terms of Article 14 of this Constitution;
- (iii) The disqualification of any Director in terms of Article 13.10 of this Constitution;
- (iv) The untimely death of any Director;
- (v) The filling of a casual vacancy in terms of Article 13.14.

In what used to be article 13.8 (which might now be numbered 13.9 or 13.10, depending on which of the above proposals passes), delete sub-paragraphs (ii) and (iii), and remove the now-unnecessary label "(i)". Also make the automatic re-appointment for a shorter period, only until the next scheduled election for any seat (about one year), not until the next scheduled election for this seat (about three years). The result will be as follows:

[13.10 or other new number for what used to be 13.8]

In the event that there is no eligible candidate for a particular seat, the Director already in office in the particular seat shall be deemed to be re-appointed for the period ending with the date of the next scheduled election for any seat.

### **2.3.11. Special Resolution 11 (SR11)**

**Remove the ability for the Board to disapprove nominations for Board elections.**

Replace the second paragraph of article 12.14(i) with the following text, removing the requirement for nominations to "be approved by the Board", and making minor changes for clarity:

Such nominations shall be subject to the Election Guidelines document, and shall, *inter alia*, contain the full name and address of the nominated person, a short description of the person



including the person's professional background, age, nationality and residential address, and either the region which the person is proposed to represent, or an indication that the nomination is for a non-regional seat.

#### **2.3.12. Special Resolution 12 (SR12)**

**Prevent modification to the Bylaws or Constitution by the Registered Members acting without support of the Resource Members.**

Add a new Article 7.7 as follows:

7.7 For the purposes of these Bylaws, it is hereby stated that only Registered Members and Resource Members, acting jointly within the context of an AGMM or SGMM in terms of Article 7.6(vi), shall be entitled to consider and approve by special resolution proposals for the revocation, amendment or replacement of these Bylaws.

#### **2.3.13. Special Resolution 13 (SR13)**

**Clarify the process of endorsement for policies introduced by the Board in terms of the Bylaws section 11.4.**

Replace article 11.5 with the following text:

- 11.5 Endorsement of policy adopted by the Board:
- (i) Any policy adopted by the Board under the provisions of Article 11.4 shall be submitted to the community for endorsement at the next public policy meeting.
  - (ii) In the event that such a policy submitted by the Board is not endorsed, the said policy shall not be enforced or implemented following its non-endorsement; however, any actions taken in terms of the policy prior to such non-endorsement shall remain valid.

#### **2.3.14. Special Resolution 14 (SR14)**

**Require consultation before the Board changes the fees.**

Replace article 4.2 with the following text:

- 4.2 Review of fees:
- (i) The fees mentioned in Article 4.1 above shall be subject to review from time to time by the Board.
  - (ii) Before finalising any changes in fees, the Board shall consult the Members and the community, and allow at least 60 days for comments.

- (iii) After the Board finalises any changes in fees, the new fees shall take effect after a notification period, to Members and the community, of not less than 60 days.

### **2.3.15. Special Resolution 15 (SR15)**

**Harmonise 13.4(i) and 13.4(ii): One of these mentions “upon the recommendation of the NomCom” and one does not.**

Add “upon the recommendation of the NomCom, acting in compliance with the election guidelines” to both 13.4(i) and (ii), as follows:

13.4 The Board shall comprise of nine (9) Directors appointed as follows:

- (i) Six Directors elected by the Annual General Members’ Meeting called under Article 11.1 of this Constitution, upon the recommendation of the NomCom, acting in compliance with the election guidelines, [to represent, or to be chosen from, depending on whether or not proposal 4 above passes] each of the sub-regions listed in Article 13.5 (Seats 1 to 6);
- (ii) Two Directors elected by the Annual General Members’ Meeting called under Article 11.1 of this Constitution, upon the recommendation of the NomCom, acting in compliance with the election guidelines, based upon their competencies and not their regional representation (Seats 7 and 8); and
- (iii) The Chief Executive Officer (Seat 9).

### **2.3.16. Special Resolution 16 (SR16)**

**Give the Members the power to recall a Director.**

Insert a new sub-article 14.1(iv) after the existing 14.1(iii), and re-number the subsequent sub-articles as appropriate; Add a new article 14.2 as follows.

14.1 A Director shall hold office until:

- (i) [no change from previous text]
- (ii) [no change from previous text]
- (iii) [no change from previous text]
- (iv) [new sub-article] he/she is removed in terms of Article 14.2;
- (v) [previous part (iv) re-numbered to (v)]
- (vi) [previous part (v) re-numbered to (vi)]

14.2 [new article] A Director other than the Chief Executive Officer may be removed by a special resolution of Registered Members and Resource Members passed at

an Annual General Member Meeting, provided:

- (i) At least 10% of all Registered Members and Resource Members petition for the special resolution to be included in the agenda of the meeting;
- (ii) The Director who is the subject of the special resolution is given the opportunity to be heard at the meeting;
- (iii) The special resolution is passed with a supermajority of no less than 75% of all votes cast.

### **2.3.17. Special Resolution 17 (SR17)**

**Resolve a difficulty in approving the financial statements, so that the Board may sign the financial statements and the auditors may sign the audit report before the AGMM.**

In Article 7.6(i), change from “consider and approve” to “consider and adopt”. The result will be as follows:

7.6 The Registered Members and Resource Members shall, at Annual General Members’ Meetings or by way of written resolutions, in addition to the rights conferred by Articles 7.1 and 7.2, have the right to:

- (i) consider and adopt by Ordinary Resolution the financial statements of the company;
- (ii) [no change from previous text]

### **2.3.18. Special Resolution 18 (SR18)**

**Remove the limit of five proxies per person.**

Delete Article 12.12(viii). Re-number subsequent sub-articles as appropriate.

Text to be deleted:

12.12(viii) No member entitled to vote during an election held by the Company shall carry more than five (5) proxies during the said election;

### **2.3.19. Special Resolution 19 (SR19)**

**Remove the restriction that a candidate cannot carry any proxies.**

Delete Article 12.12(ix).

Text to be deleted:

12.12(ix) No Candidate to the election of Director of the Company shall act as proxy for any member during such an election.

### **2.3.20. Special Resolution 20 (SR20)**

#### **Clarify when the limit of five proxies per person applies.**

If proposal 18 above is passed (removal of limit of five proxies per person), then this proposal will be ignored. If proposal 18 above fails, then modify Article 12.12(viii) as follows, to conform to the interpretation that proxies issued by or on behalf of Registered Members are not limited, and proxies issued by or on behalf of Resource Members are limited, even if the person carrying the proxy is not a member.

Change from:

12.12(viii) No member entitled to vote during an election held by the Company shall carry more than five (5) proxies during the said election;

Change to:

12.12(viii) During an election held by the Company, no person shall carry proxies on behalf of more than five (5) Resource Members;

- 2.4** The Chairman invited comments and discussion from the floor on the above Special Resolutions.

The Chairman made an appeal to the Members, that the Board humbly recommends that the Members considered passing resolutions that have direct impact on the ability of the company to be efficient and productive. Such resolutions that the Board recommends should be passed are SR1, SR3, SR8, SR12 and SR13. He reminded Members that special resolutions need a super majority of 75% vote to pass.

### **2.5 Discussion of Special Resolutions**

#### **SR1**

*Mark Elkins was against SR1. He pointed out that as an Associate Member, SR1 will make his membership completely pointless.*

#### **SR2, SR3, SR4, SR5**

*No comments.*

## **SR6**

*Mark Elkins was against SR6. He explained that the initial Bylaws have a 2 terms limit and it was removed about 3 years ago because it was decided that the community will be able to determine and to see if the director to sit more than 2 years, it was also to make the Board retained institutional memory. for 2 years it was to have new blood coming into the Board., SR6 is introducing a break which is completely new and not in the previous Bylaws. It is making it slightly harsher and more difficult to retain institutional memory, and he recalled that ARIN and RIPE NCC do not have this clause in their Bylaws in order to retain institutional memory and here with SR6 we are going to lose it.*

*Fiona Asonga supported SR6 and argued if we want to enable the company continue to progress it is good to have such clause in written because part of the conflict we have in the community is that we assume that we understand each other and it is actually not the case. SR6 will enable us to be clear in what we do in the Board 2 term is 6 years, it is fair to step down after 3 years and come back. There is no loss in institutional memory, it is rotational and information has been shared, the Board can still come to the community for assistance and you (Mark Elkins) as a former board member in the community can assist the Board.*

*Mark Elkins clarified that he meant an institutional memory going back 9 – 12 years than 6 years. He said that he will hate that the current Board Members to be there forever and forever and will not allow that to happen.*

## **SR7**

*Jonathan Richard from TENET asked if the clause includes those Directors who have directorship in other companies.*

*The Chairman explained that what was considered are two Directors who work and are remunerated in the same organization.*

*Mark Elkins pointed out that if they are Executive Directors they are from the same company. if Non-Executive Directors they do not have the same company.*

*Legal Counsel added that the test point is on the remuneration, If the Director is an employee it passes the test, if not it fails the test.*

*Fiona Asonga asked how do we avoid getting Directors from the same region.*

*CEO highlighted that the second part of the SR, i.e not more than 2 elected directors should reside in the same sub region in any tenure of office, it means that if there are 3 from the sub regions it cannot happened, one should resign or not elected.*

*Mark Elkins asked Andrew Alston from which area he is.*

*The Chair specified that the task of the Nominations Committee is to verify and do background check on such occurrence and advise the members to look at the question holistically and not to pinpoint at people specific.*

*CEO said that the actual text is where you reside.*

*Mark Elkins stated that he wanted to highlight the attention to the fact that some people live in different areas. In his case, he is a British citizens and resides in South Africa, and citizenship should rather be taken into consideration than residence.*

### **SR8, SR9**

*No comments*

### **SR10**

*Jonathan Richard from TENET asked if there is a conflict between SR10 and SR6.*

*The CEO replied that if SR6 passes and the director is at the end of their terms and there is no other candidate the director will be reappointed to the next term, there may be a conflict but automatic reappointment if there is no suitable candidate is only for one year term only.*

*Legal Counsel specified that unless the text is voted and enforced, we cannot interpret or comment on it. SR6 passes and we found that there is a conflict with SR10, then in the application we will make the required adjustments.*

*Mark Elkins recalled that from history in 7 years there has been such situation only once for East Africa election, there were 2 seats open for election to fill and 2 candidates only to fill these seats. However, he recommends to the Legal Counsel to see that SR6 shall be less than SR10 for stability.*

### **SR11, SR12, SR13, SR14, SR15**

*No comments*

### **SR16**

*Fiona Asonga outlined that as a community member who has been involved in the IANA transition and accountability review assessment, as RIRs we are expected to align to what is happening in this space. She wants to commend the Board for enabling this power to the community to help us to align to what is happening in other circles.*

*Mr Tijani Ben Jemaa explained that the difference between ICANN and AFRINIC is that ICANN does not have members, AFRINIC is different*

*they have members and as such the accountability process should be different.*

**SR17, SR18, SR19**

*No Comments*

**SR20**

*Mr Tijani Ben Jemaa said that the issues of proxies should be removed and electronic voting should be kept for everyone to vote. The problem of proxies have always been a problem.*

*The Chairman replied that the law recognizes proxies, technologies has a solution with evoting but the law recognizes proxies and as such we are required to do both.*

**End of Discussions on SRs**

- 2.6** The Chairman invited that the Election Committee to proceed with the vote.

Vote via paper ballots was done by Members @ 10:45 MUT and counting on the floor during tea break. The Chairman explained that the results will be announced at 16:00 MUT by the Nomination Committee / Election Committee because it was stated on the website that the voting will stop at 12:00 UTC which is 16:00 MUT. The proposal was put to vote by show of hands and Members approved.

The representatives of the other RIRs onsite assisted in the counting of the ballots.

**3.0 Governance Committee Election**

**3.1 *NomCom Report***

The Chairman of the NomCom, Mark Elkins made a presentation on the process and timeline for the Governance Committee Election. He also outlined the methodologies that were used by the Nomination Committee.

**3.2 *Presentation of Candidates***

The Chairman of the Nomination Committee, Mark Elkins, explained the election and voting procedures that is to be used to elect the members of the Members of the Governance Committee.

The candidates and their respective regions were as follows;

<b>NAME</b>	<b>COUNTRY</b>	<b>SUB-REGION</b>
John Walubengo	Kenya	East
Abdulla Omari	Kenya	East
Caroline Muthoni Mwangi	Kenya	East
Wafa Dahmani	Tunisia	North
Isatou Jah	The Gambia	West
Andrew Ayitey Okoe Bullet	Ghana	West
Zeimm Bibi Auladin-Suhootoorah	Mauritius	Indian Ocean

The candidates who were present at the SGMM introduced themselves to the members. John Walubengo and Isatou Jah made their presentations via video.

### **3.3 Vote**

Voting for this election took place in front of the floor through paper ballots and also via online voting.

### **3.4 Counting**

The representatives of the other RIRs onsite assisted in the counting of the ballots.

The Election Committee Member plus the scrutineers went for vote counting while the trustees were requested to do the unlocking of the evoting system at 16:00 MUT as announced by the Chairman in the morning.

## **4.0 Closing Remarks and end SGMM**

The Chairman moved to adjourn the meeting at 14:05 Local Time. The election results will be announced at 16:00 MUT.

Proposed by Mark Elkins. Fiona Asonga Seconded

*The meeting resumed at 16:00 MUT*

## **5.0 Governance Committee & Special Resolutions' Election Result**

### **5.1 Governance Committee**

The paper ballots and electronic votes were tallied and the following candidates were elected to sit on the Governance Committee were announced as follows:

To serve a three-year term (Jan 2017 to Dec 2019): Isatou Jah (The Gambia, Western Africa)



To serve a two-year term (Jan 2017 to Dec 2018): Wafa Dahmani (Tunisia, Northern Africa)

To serve one-year term (Jan 2017 to Dec 2017): Abdalla Omari (Kenya, Eastern Africa)

The vote counts were:

Candidates	Country / Region	Vote
John Walubengo	Kenya , Eastern Africa	41
Abdalla Omari	Kenya, Eastern Africa	43
Caroline Muthoni	Kenya, Eastern Africa	9
Wafa Dahmani	Tunisia, Northern Africa	53
Isatou Jah	The Gambia, Western Africa	57
Zeimm Bibi Auladin-Suhootoorah	Mauritius, Indian Ocean	39
None of the above		3

## 5.2 Special Resolutions

The results were announced as follows.

SR 1: Clarify that Associate Members may not vote.

55 YES, 23 NO, 0 Abstain, 1 invalid

FAILED with 71% YES votes

SR 2: Clarify that the terms “Bylaws” or “Constitution” may be used interchangeably.

57 YES, 18 NO, 4 Abstain

PASSED with 76% YES votes

SR 3: Clarify that all Registered Members in terms of Bylaws Article 6.3, and only such Registered Members, must be registered in terms of the Companies Act as members of the company.

54 YES, 22 NO, 3 Abstain

FAILED with 71% YES votes

SR 4: State that Directors must act in the interests of AFRINIC as a whole, regardless of their regional affiliation.

37 YES, 41 NO, 1 Abstain

FAILED with 47% YES votes

SR 5: Split the two paragraphs of Article 13.5 into two separate articles for clarity.

55 YES, 21 NO, 3 Abstain  
FAILED with 72% YES votes

SR 6: Introduce term limits for Directors.

35 YES, 41 NO, 1 Abstain, 2 invalid  
FAILED with 46% YES votes

SR 7: Limit the number of Directors who may work for the same organisation or reside in the same region.

37 YES, 40 NO, 2 Abstain  
FAILED with 48% YES votes

SR 8: Add a requirement for Directors to disclose any conflict of interest, and to recuse themselves from voting on any matter where they have a conflict of interest.

62 YES, 16 NO, 1 Abstain  
PASSED with 79% YES votes

SR 9: Add a requirement that no more than one key position may be occupied by the same person.

62 YES, 16 NO, 1 Abstain  
PASSED with 79% YES votes

SR 10: Harmonise the methods of replacing Directors for different reasons. 60 YES, 17 NO, 2 Abstain

PASSED with 78% YES votes

SR 11: Remove the ability for the Board to disapprove nominations for Board elections.

30 YES, 46 NO, 3 Abstain  
FAILED with 39% YES votes

SR 12: Prevent modification to the Bylaws or Constitution by the Registered Members acting without support of the Resource Members.

60 YES, 19 NO, 0 Abstain  
PASSED with 76% YES votes

SR 13: Clarify the process of endorsement for policies introduced by the Board in terms of the Bylaws section 11.4.

58 YES, 19 NO, 1 Abstain, 1 invalid  
PASSED with 75% YES votes

SR 14: Require consultation before the Board changes the fees.

59 YES, 18 NO, 2 Abstain  
PASSED with 77% YES votes

SR 15: Harmonise 13.4(i) and 13.4(ii): One of these mentions "upon the recommendation of the NomCom" and one does not.

59 YES, 17 NO, 3 Abstain  
PASSED with 78% YES votes

SR 16: Give the Members the power to recall a Director.  
58 YES, 21 NO, 0 Abstain  
FAILED with 73% YES votes

SR 17: Resolve a difficulty in approving the financial statements, so that the Board may sign the financial statements and the auditors may sign the audit report before the AGMM.  
60 YES, 18 NO, 1 Abstain  
PASSED with 77% YES votes

SR 18: Remove the limit of five proxies per person.  
45 YES, 31 NO, 3 Abstain  
FAILED with 59% YES votes

SR 19: Remove the restriction that a candidate cannot carry any proxies.  
44 YES, 29 NO, 6 Abstain  
FAILED with 60% YES votes

SR 20: Clarify when the limit of five proxies per person applies.  
33 YES, 44 NO, 2 Abstain  
FAILED with 43% YES votes

*The meeting closed at 16:45 MUT.*