

**INFORMATION NOTE ON PARTICIPATION AND VOTING
AT THE ANNUAL GENERAL MEMBERS' MEETING (AGMM)
20 JUNE 2019**

1.0 Introduction

An Annual General Members' Meeting (AGMM) is scheduled for Thursday 20 June 2019, beginning at 11:00 local time in Uganda.

In terms of Articles 12.10 of its Constitution, AFRINIC did not satisfy the provisions regarding adequate quorum to hold an AGMM. Members will recall that the results of the election held in the last AGMM on 10 May 2018 in Dakar, Senegal has led to this unprecedented situation, and one of the Directors of AFRINIC applied to the Supreme Court of Mauritius under Section 118 of the Companies Act 2001 for an Order to be able to call the present forthcoming AGMM2019.

On 7 February 2019, the Supreme Court of Mauritius has submitted its ruling, whereby:

- waived the requirements of Art 12.10 of the AFRINIC Constitution, and
- declared that a minimum of 10 members (irrespective of their status as regional or non-regional directors, registered or resource members) duly constitutes a quorum for the purposes of the AGMM to be held on or about June 2019.

Further information on the Court Ruling is available at <https://afrinic.net/2019-04-26-agmm-quorum>.

During this meeting, Resource Members and Registered Members are eligible to vote for the following elections that will be held:

AFRINIC Board of Directors:

Five Board seats are up for election as follows;

- (i) Seat 1 (Northern Africa), to serve a three-year term from mid-2019 to mid-2022. This seat is currently held by Habib Youssef, who was appointed by the Board in July 2018 to fill a casual vacancy.

(ii) Seat 2 (Western Africa), to serve a three-year term from mid-2019 to mid-2022. This seat is currently occupied by Mr Ousmane Ly who was appointed by the Board in February 2019 to fill a casual vacancy.

(iii) Seat 5 (Southern Africa), to serve a two-year term from mid-2019 to mid-2021. This seat is currently held by Vika Mpisane, who was appointed by the Board in July 2018 to fill a casual vacancy. The two-year term instead of a three-year term is needed to re-establish the sequence given in Article 13.6 of the Bylaws.

(iv) Seat 6 (Eastern Africa), to serve a two-year term from mid-2019 to mid-2021. This seat is currently occupied by Robert N Ford who was appointed by the Board in February 2019 to fill a casual vacancy. The two-year term instead of a three-year term is needed to re-establish the sequence given in Article 14.7(i)(b) read in conjunction with Article 13.6 of the Bylaws.

(v) Seat 7 (non-regional), to serve a three-year term from mid-2019 to mid-2022. This seat is currently held by Seun Ojedeji, who was elected in 2016.

The terms begin and end after the AGMM in which the elections are held.

Governance Committee:

One Governance Committee position is up for election, to serve a three-year term from January 2020 to December 2023. Terms begin on 1 January 2020 and end on 31 December 2023. The seat is currently held by Isatou Jah.

2.0 Eligibility

Only Resource Members in good-standing (i.e. members that have no unsettled financial debt with AFRINIC prior to Election Day), will be allowed to participate in the election and voting. Registered contacts of member organisations (or their designated proxies) will be required to register themselves prior to the AGMM in order to vote on-site.

Registered Members (the same people as the Board of Directors) are also eligible to vote.

3.0 How to vote

Members can cast their votes either electronically or via paper ballots (in person or by proxy) as described below.

- i. Electronic voting
- ii. In person (registered contact)
- iii. In person (proxy)

We encourage members to vote electronically as it is faster and easier for the Election Committee to count the results.

4.0 Online Voting (e-voting)

If you are the registered Administrative Contact of your organisation, you have been assigned by default the voting right which grants you the privilege to cast your vote electronically. You could also assign that right (through MyAFRINIC) to another registered contact of your organisation to vote on your behalf.

- 4.1 To vote electronically, please follow the following steps:
 - a. Log on to MyAFRINIC at <https://my.afrinic.net/login>;
 - b. Navigate to 'Election' and 'Access Election Centre';
 - c. Select the election in which you wish to participate;
 - d. Choose the option 'Vote Online'.

- 4.2 To assign the online voting right to another registered contact of your organisation:
 - a. Log on to MyAFRINIC at <https://my.afrinic.net/login> ;
 - b. Navigate to 'My Account' and 'User Administration';
 - c. Check the 'Voter Role' to a corresponding listed contact.

Note-1: The same procedures will apply for voting on any Special Resolutions, if any, where AFRINIC members are eligible to vote.

- 4.3 Members can vote online as described above. The online voting will be opened on **Thursday 6 June 2019** and will be closed on **Thursday 20 June 2019 on the day of the AGMM**, at the same time as the close of voting via paper ballot on the election day.

5.0 Proxies

Although we strongly encourage electronic voting, you may still opt to appoint a proxy to represent you and vote on your behalf if you do not plan to attend the meeting. A proxy can be any individual. A proxy appointment form **MUST** be signed and returned **24** hours prior to the election to ecom@afrinic.net

Proxies should preferably be appointed via MyAFRINIC as follows;

- a. Log on to MyAFRINIC at <https://my.afrinic.net/login>;
- b. Navigate to 'Election' and 'Access Election Centre';
- c. Select the election in which you wish to participate;
- d. Choose the option 'Appoint Proxy';
- e. Fill the proxy form;
- f. Print the form, sign it and physically hand it over to the person being appointed as your proxy.

Note-2: According to Articles 12.12.(viii) and 12.12.(ix) of the AFRINIC Bylaws, a person cannot hold more than 5 proxies during an election. To enforce this clause, you will be requested for the passport number (or ID) of the person that you would like to assign as a proxy while completing the proxy appointment form. As per Articles 12.12 (ix) of the AFRINIC Bylaws, no candidate to the election of Director shall act as a proxy for any member during such an election.

However, the above is not applicable for voting on resolutions.

Note-3: Once you have appointed a proxy and generated the proxy appointment form via MyAFRINIC, you can no longer cast a vote through the online Voting system.

Note-4: If it is not possible for you to appoint a proxy via MyAFRINIC, the proxy instrument can be printed on the official letterhead of the Member organization. The elections committee will take necessary steps at their discretion to verify the authenticity of a proxy authorization instrument not generated through MyAFRINIC.

The paper document embodying the proxy instrument must be duly signed by:

- i. Either a registered administrative contact of the Member. (For the avoidance of doubt, AFRINIC's database shall be used for counter verification), or:
- ii. A director of the company, on whose letterhead the paper proxy document has been printed, and whose name is listed on the said letterhead.

6.0 Paper Ballots

We strongly encourage electronic voting - however, paper ballots will also be made available to **Members who have not and do not intend to vote electronically.**

Members who require a paper ballot, and people carrying a proxy instrument on behalf of a Member, may obtain a paper ballot from **Tuesday 18 June 2019**. There will be signs at the meeting venue pointing to the room where proxy forms are validated and paper ballots are issued.

It is important to have an identity document on your person, in case any form of identity verification is required either during voting registration, or handing out of the ballots.

7.0 Remote Participation

Members that cannot attend the AGMM physically can participate remotely via <https://www.internetsummit.africa/remoteparticipation>. One week before the meeting, actual information will be posted on the page providing:

- Link to the Zoom session (same link for all days)
- Link to the audio streaming
- Chat functionality

8.0 Onsite Assistance

An AFRINIC Member Services Booth will be made available for Members attending the AGMM in Kampala, Uganda. You are kindly requested to proceed through it and meet our team for any further information that you may require.

The Secretariat
AFRINIC
Mauritius
04 June 2019