

Thursday, 20th of June: Africa Internet Summit 2019

TRANSCRIPT AGMM 2019

SPEAKER:

Members, please.

Once again, good morning, members and community at large. We welcome you all in the beautiful city of Kampala for AFRINIC AGMM.

(inaudible) for the court order, which was selected with members, which we used to call this AGMM.

OK.

Can you note the time we started the meeting, please? The course covers most 10 members. Legal, can you confirm if we have a quorum?

SPEAKER:

We do, Sir.

SPEAKER:

Thank you.

Now, we are on agenda review.

Please state your name in the organisation you are representing.

SPEAKER:

Ben Madison. Point of order, chair. The bylaws allow for the calling of a poll to approve the session to certain resolutions today. I would like to ask that we call a poll on all items during the course of the meeting.

SPEAKER:

Thank you, Ben Madison.

SPEAKER:

I would first like to get clarity from the board if you have received...

SPEAKER:

Chairman, please. OK, you can proceed.

SPEAKER:

I would like to clarify if the board has received the latest agenda that was sent to the board shortly before the meeting.

SPEAKER:

The board received a letter today. (inaudible)

SPEAKER:

OK, thank you. In terms of the contents of that letter, I would like to bring a procedural

motion.

SPEAKER:

Yes, just to clarify, we received a letter, and the board has not yet had time to read it because we just received it. Before I give you the floor, can we please first address Ben Madison's question before we proceed, thank you.

OK, thank you. I have got clarification. I will give the floor to you. Please proceed.

SPEAKER:

The board is aware that the call for polls is an admissible program during the AGMM, but it is called each time there is a decision. Up to now, I have not heard any proposals which decision is going to be made. If the learned gentleman seems to suggest, in regards to the agenda, I don't even recall that there has been a motion to the assembly to consider and propose amendments or review the agenda. Once it is made, then the gentleman is perfectly in order to call for a poll. Thank you.

SPEAKER:

Thank you. Ben Madison, you have the floor.

SPEAKER:

I am aware of the wording of the bylaws and I am more than happy to come to the microphone and call for a poll any time one is valid. In the interest of time and simplicity, I would suggest that it is more expedient to note that I have called for a poll whenever that is valid and we just proceed on that basis without having to waste time.

SPEAKER:

I will give the floor to legal for further clarification on that matter.

SPEAKER:

When it is an easy point to consider, we will consider if it falls to a pole or not. For the sake of expediency, and for the sake of time saving, we are not going to sacrifice the words of the law or the rules. We will do that however long it takes. Thank you.

SPEAKER:

Thank you. Thank you, Ben.

Yes, please proceed.

SPEAKER:

Thank you very much, chair. I am from Nigeria. If what is being discussed legally now, article 12.11 of the bylaw, I watched to believe that is what is the contention. I am not a lawyer, but my layman understanding of that is that when we get to a point where we need to vote, the chair cannot say all in favour say yes. All not in favour, say no. There has to be a call for poll to see who supports this, you does not support this one by one.

My understanding is that we can only do that when we get to the bridge. If a member comes forward now and insists that every time we need to make a decision, that must be a poll, it is akin to give it a speeding ticket to a parked vehicle. I think that is an abuse to the law. Please can we proceed with a meeting, and where we need to take a poll, we will take a poll. If we are here until tomorrow, that is fine. That is my understanding, and I hope that legal will confirm that I am correct.

SPEAKER:
Thank you.

SPEAKER:
Yes, indeed, this is what I said earlier. Thank you for corroborating and confirming.

SPEAKER:
Thank you. Please, proceed.

SPEAKER:
In terms of the agenda discussion, I would like to put forward a procedural motion. It extends the contents of the letter that has already been sent to yourselves, so the details of that, but I will read up the whole motion if you wish.

SPEAKER:
One second, I will give the floor to legal.

SPEAKER:
I apologise for interrupting in your statement, but as you said earlier, there was a document sent to the board where concerns are being raised. We are in the midst of an AGMM. The board has acknowledged receiving the document, the board has already said he doesn't have time to consider it. We will call another board meeting, we will put the paper in, and whatever decision is going to be taken will be communicated to members.

(inaudible) once the board has a meeting and decides. Thank you.

SPEAKER:
So, from my point of view, representing the constituents that I am representing, the issues that we wish to raise in this procedural motion directly relate to multiple activities that are going to be undertaken during this meeting, and as noted in the document here that I can read to you, we want to review those issues before we get to the point of proceeding with problematic processes further down the meeting. This motion is directly related to the procedures that we are about to undertake for this meeting.

SPEAKER:
I don't know, sir. This is what you are telling me.

SPEAKER:
Your point has been noted. Let's give the floor to others. I will come back if there is a need for further clarification.

SPEAKER:
Mr chair, I always like to approach complex problems from a simple perspective. Item 12.14 on the bylaw, subsection 2 states clearly and I will read to members "A member may give written notice to the board of a matter which the member proposes to raise for discussion or resolution at the next annual general members meeting called in article 11.1 of the meeting at which the member is entitled to vote. Every member has the right to propose a matter to the board."

But the bylaw is clear about the process. Let's as follow the process. "Where the notice is received by the board, not less than 28 days – not one hour – 28 days before the last day on which the notice of the relevant AGM M meeting is required to be given by the board, the board shall at the expense of the company give notice of the member's

proposal and text of any proposed resolution to all members entitled to receive it." So far we have not received.

I understand the issue of impact but there are specific places in the meeting when we will take proposals. Right now our intention is to adopt the agenda. If there needs to be any other matter that should be taken on the agenda, we can amend the agenda to insert that matter at the relevant position on the agenda.

Now, item 5 also states, "Where the notice is received by the board less than seven days before the last day on which notice of the relevant AGMM is required to be given by the board, the board may, where practicable, and at the expense of members give notice of the member's proposal and the text of any proposed resolution to all members entitled to receive such."

Mr Chairman, I think what is right at this point is if indeed the board has received a text from a member which is worthy of consideration by other members, let it be sent 1st to the members. It needs no opinion of the board. We received this. Members, this is what we received. I do not think it is right...

I'm doing pretty well, Mr Chairman! I'm not giving an opinion. I am making a presentation. I'm doing pretty good at summarising. Council, will you confirm I am very much summarising? I cannot summarise the bylaw. It should be sent to members as the bylaw requires. That is what I am saying.

It is wrong to allow a member to read it on the floor or seek the floor because they are not being heard. We must hear them. The law requires we hear them, the law provides a means for them to be heard. That is what I am saying, Mr Chairman. Let's do what is right so we will not continue to fight when we should not fight. I do say and I submit that by what is in the bylaw, that should have come 28 days ago, not today, not one hour before the AGMM. The law requires that it be heard, not necessarily on the floor. Thank you.

SPEAKER:
Thank you.

SPEAKER:
Andrew here from liquid telecommunications Holdings. I would submit in rebuttal, with all respect, that in the event that a motion has been denied by the board and a subsequent motion is put before the board where the timeframe of that motion is dictated by the board's refusal to send another motion, then the board has created a situation whereby the subsequent motion is going to be late, and as such, the motion that is late must be distributed to the members because it is simply illogical to say that the board can deny a motion late and then not give members the chance of a battle against an invalid rejection of the first motion.

SPEAKER:
Thank you for your comments. Ben, please proceed.

SPEAKER:
The section that was to summarise, I don't take issue with any of your interpretation of it, but I think we are confusing the issue of resolutions that need to be voted upon, which affect the operation of the company going forward and the right of the meeting to regulate its own proceedings.

We, unfortunately, have not had the opportunity to hear what Graham's motion contains, but the sections of the bylaws that deal with notice of meeting and notice of resolutions to be considered don't speak to the rights of the members meeting to regulate its own proceedings and in so far as we are talking about the proceedings of this meeting, we need to deal with the issues of front because they have an impact on things that come later in the agenda so it is quite rightly consider this before we adopt an agenda in the knowledge we will end up (inaudible) in any event that we are aware of, so I suggest we hear Graham out and then consider if we want to take a decision now or later in the proceedings.

SPEAKER:

Please proceed.

SPEAKER:

Thank you. 12.14, section 7 states... Sorry, section 7... "The board shall not be required include a statement prepared by member which the directors consider to be defamatory or vexatious." This is in our bylaw. Yes, we receive the communication which you denied by not putting on the agenda. I read it. It is your right to do that. You must be very clear communicating your intention. Was that notice you received, was it defamatory, frivolous or vexatious? As the bylaws state, was that your reason for denying?

SPEAKER:

Which notice are you referring to? The letter sent by (inaudible). Which one?

SPEAKER:

Any correspondence from a member to the board which should be included in the annual general meeting. That's what the law says. That is what our bylaws say, so if the board received any communication from a member saying, "I want this to be considered by the AGMM," the board is obliged to share it with members and not shut it down. Thank you.

SPEAKER:

OK, member, set your name and organisation.

SPEAKER:

I think it is clear what the bylaws are saying here. There are one of two options – either the board makes a decision that the board will review and get back to the community. The board has that right and the board should not be bullied into doing anything else. The board has the right to make the decision right now and say – as the legal council said, it shall be reviewed and shared and the board consented to the public mailing list. The option to reader to the community is unacceptable. One or two options as per the bylaw is what we have to play with but not the option of Graham reading the content to us right now. That is not an option we should accept at this meeting.

SPEAKER:

Just because I think reading the earlier articles and the bylaws, 12.14. 10, notwithstanding the provisions of this article various proposals made by a member, the board shall have the discretion as to whether notice of such proposal should be given to members. Corporations may act by representative.

It means you decide... It is number nine. I beg your pardon.. Number nine, not 10. You have a choice.

SPEAKER:
OK.

SPEAKER:
Mr chair...

SPEAKER:
Wait. Please state your name and organisation.

SPEAKER:
Andrew, Liquid Telecom Holdings. Mr chair, I submit that bylaws do not expressly deal with procedural motions, which is what is being attempted, and I submit to you that clause 12.15 of the bylaws state, "Unless otherwise expressly provided in this Constitution or otherwise mandatory as per the provisions of the act, the annual general members meeting falls under article 11.1 of this constitution may regulate its own procedure, and as such I submit that since this is a procedural motion that is not expressly dealt with in these bylaws, it is this meeting's right to regulate its own proceedings and decide if that should be heard.

SPEAKER:
Thank you, Andy.

Please proceed.

SPEAKER:
I would like to react to the two submissions ahead of being so we can have clarity. If a provision of the bylaw says that the board shall do something and another provision says the board may exercise its discretion, the word 'may' in law is an option. It does not mean that is what must be done. I want to appeal – this is our organisation. There is really nothing that may be end that communication that we cannot deal with in accordance with what has been stated.

Let me state clearly this morning – I am here and I stand here to make sure that nothing happens to AFRINIC. We shall hear the voices of everybody. The minority has the right to say what they feel but the will of the majority will prevail today. I want to appeal that we exercise no fear on any issue. We are good enough as a community to protect ourselves and to do what is needed to protect our organisation.

I note that my colleagues are raising issues of procedure. Let me again repeat – the only procedure right now has to do with the adoption of the agenda. When we cross that bridge, we will deal with every order of procedure. If the issue is the legality of this meeting, even if we do not want to meet, we are already meeting, so let us decide we do not want to meet but the meeting must proceed to decide we do not want to meet, so let us adopt the agenda and move on.

May I also appeal to my colleagues – you want procedure, I want procedure. Let's work with the community to get procedure. Thank you.

SPEAKER:
I second what was said. I don't retract my earlier statement is about feeling strongly that this motion needs to be heard, but I do think that we need to labour the point under this exercise of repeating bylaws to one another. I suggest that we move on.

SPEAKER:
You have something to say?

SPEAKER:
In terms of the procedure of moving forward with adopting the agenda, can I propose an adjustment to the agenda, that we hear this procedural motion as an earlier item on the agenda before we deal with any electoral or decision-making procedures, so I note there have been some updates, but before we get to any electoral or decision-making procedures that we deal with this motion.

SPEAKER:
Thank you. Ben?

SPEAKER:
I second.

SPEAKER:
Thank you.

SPEAKER:
Since we are talking procedure and we are all focusing on procedure, any items introduced now become AOB, so any new items which are not on what we have on the board, that becomes AOB, and we have a space for AOB in our agenda.

So, I propose that we discussed that as an AOB at the right time of the AOB. Since we're talking procedure.

SPEAKER:
Thank you, last comment. Last comment.

SPEAKER:
Thank you. I want to appeal to my brother and my compatriot and our host, that the people who have agreed that we adopt the motion have appealed, and my word and choice of word is appeal, and I want to believe that they are honourable in the intentions. They have requested this we discussed early in the agenda before any issue of voting.

I think it is only fair that we look at that request because, as members, we can regulate our own proceedings, and it is always to see how best we accommodate ourselves so that we can all be on the same page to move forwards. So, I want to appeal that we allow this request to sail through on the agenda. We can do it and exceed to the request early before voting starts. We will cross that bridge when we come to it.

(Applause)

SPEAKER:
Thank you.

SPEAKER:
I would also like to submit to the meeting that, since the agenda has not yet been adopted or ratified, that does not place everything now proposed into any other business since the agenda at this point has not been ratified, it does not exist, and therefore, changes can be made.

SPEAKER:

Thank you, members. Thank you all for your comments.

Following the discussion, I will ask for a vote on this matter. The question is, do we need to amend an agenda, and in terms of the motion, (inaudible)

Those in support? I am asking for a poll now.

SPEAKER:

I am unclear on the question. Perhaps others are.

SPEAKER:

I want to check if members agree that we need to amend the agenda by including the motion opposed (inaudible)

SPEAKER:

Liquid Telecom Kenya moves for a formal poll including all proxies.

SPEAKER:

Yes, people talk about bylaws and procedures, they say they will worry about it when the time comes. Once it is in motion for a poll, and in this case, moved by the chairman, no other motion of dissent can be entertained. Once the motion has been put in, we proceed to that. The question is, there has been a motion to amend the agenda. We wish (inaudible), and the chairman has proposed away by a poll.

When somebody mentioned proxy, let's distinguish between proxies for voting a board election, for governance elections, for working on special resolutions, and those general proxies which allow members to work on a poll.

So, only those members for voting can vote on the poll. Members who have been expressly designated to vote on election for the directors, or election for the committee, or for voting and a special resolutions, so all those members with general proxy can vote on the poll.

SPEAKER:

Thank you, Mr chair, for the indulgence. I totally agree with the Council on this. The role of procedural is that the chair has proposed what we should do go to what members need to do is to follow what the chair has proposed. When the chair then delivers a ruling on the outcome, the members are free to appeal to what the chair has ruled and propose a different method of moving forward from the chairs ruling, so the chairs ruling now is that a poll will be taken. I think that should be taken, and if any member feels that it is not accurate, they may then propose a different way of doing it.

Thank you, chair. I think we should move forward.

SPEAKER:

Since the recognition of proxies has, at this point, I would like to draw to the attention of the meeting that the mechanism on the elections portion of the website does not draw the members attention in any respect to the fact that the proxy is issued using that mechanism, and they will not be valid for anything other than the specific election that they are logged into the system to assure proxy under.

As a result, anything under that the governance committee election and the Board of Directors election, we will find a dramatic representation of members who are being represented by proxy. I would like to know if there is anything we can do to remedy this because, failing that, I think this is a fatal defect in the polls today.

SPEAKER:

I would submit to this meeting that the companies act does not allow for any limitation on proxies. The companies act states, in section 6, this schedule proxies that the shareholder may exercise their right to vote either by being present or by proxy. A proxy for a shareholder may attend and be heard at a meeting of shareholders as if the proxy were the shareholder.

Further down, it goes on to state clause 6, other than paragraph b5, shall apply notwithstanding any contrary position adopted by the company. There is, therefore, no scope in the companies act to limit the application of proxies and the law is clear.

SPEAKER:

OK, before I give you the floor, we have some remote comments.

SPEAKER:

I hope I won't forget what I wanted to say. I thought I should go first so I am already here.

I sincerely sympathise with my friend for being very correct with what the company act says, but forgetting one thing. I don't know why you forgot, but those are the shareholders, none of them are holding the proxy, so in terms of the Mauritian act, we are in full compliance. Is anyone seated hostage with a proxy? No, they are (inaudible), and in terms of the company act, (inaudible)

SPEAKER:

Issues that we raised were rejected due to timeframes not being adhered to. We are not able to respond in time. The next is that you are contradicting yourself when you say (inaudible). I want to hear what Graham, chair of ISAP, has to say.

Dewole said issues for polls should only be brought up when issues are raised. I would like to give my triple proxies to (inaudible). Paul says he would like to use as proxy for the poll. That is it.

SPEAKER:

Thank you. Last comment. I will give the floor to legal, and after that will be (inaudible)

SPEAKER:

Yes, I just want to clarify, you mentioned the issue of a general proxy and I just wanted to understand what is the procedure for obtaining a general proxy because I was unable to identify a procedure through the online system to obtain a general proxy.

SPEAKER:

Thank you.

SPEAKER:

Let me first of all start by saying there is, in the bylaws, any election guidelines more precisely, a section where you are told to put in your proxy at least 24 hours before the meeting starts. So, everybody was aware that these proxies should be in at a particular

time. This would have given the secretariat or the board the time to validate, and then we could move on to a general assembly that was well organised and in terms of the law.

My remark regarding the proxies, that doesn't come from me. It comes from your text. It comes from the text of the proxy which is signed by your company. Your company gives money to X and Y, so when I read the paper, if you are the company, you have given that proxy holder to vote X. How can you vote Y?

If you give him the vote in terms of the proxy provision of 12.121, it says (inaudible) by going to a proxy, so you have given the right to vote.

SPEAKER:

The floor is yours.

SPEAKER:

I would like to respond.

SPEAKER:

We are not in a court of law. We have to respect the rules, and also, we are discussing... For the sake of the proceedings, the floor is closed. You can take a seat, please. Thank you, Ben.

SPEAKER:

I was saying that if the member, in his wisdom, had decided to entrust his proxy to do X, why do you expect us now to tell him you can do why also? In fact, proxies for X, proxies for Y, proxies for Z. This is what I meant about the general proxies – you can do anything, vote for directors, vote for special resolutions where the member himself has indicated... How can you say, "Do this for me"? If anybody raises any issue in law, I'm telling you this AGMM is not a court of law. If you have anything in law to put in, the place is to be before a court of law. Whatever is common sense, the honourable members can decide on that. If you're wanting to go on purely an issue of basic law, then I'm sorry. Neither I can help you nor can members of the board help you. It is only a court of law that can decide who is wrong and right.

We are limited to what knowledge we have. I'm sorry – I will not pursue a discussion in law with anybody except if I can get a counterargument in law. Thank you.

SPEAKER:

OK. I think the way forward will be I will give you one minute, you make your comment. I will give Graham one minute to make his comment and then we proceed to the poll.

SPEAKER:

I don't feel like I got a response to my actual question in that little speech. What I was asking for the opinion of counsel as to if there is a solution to the problem we found ourselves in. We have a bunch of proxies that as you say are issued for the purposes of specific decisions to be taken today. Those were issued by the system under control of the company and in terms of a system administered under the election guidelines that are within the control of the board.

I was asking, given that the result of that system is we have a bunch of proxies not valid for the purposes of taking decisions on other points today if there is a solution to that problem to make sure members are properly represented, which they will not be in the

status quo?

SPEAKER:

Please. Let's maintain order. Andrew... No, no, no!

SPEAKER:

All I want is one clarification. You have stated if there is a point of law that we contest, the members need to take this before a body that is competent to hear it being a court. Can you please state that comment made is recorded in the minutes and stands that you have effectively told the members on points of law, we should go to a court?

SPEAKER:

Graham, one minute.

SPEAKER:

Chair, if you allow them, you can allow me too. It is only logical.

It is simple. We have bye laws and procedures. When the procedures catch us, we now ask for a solution. The procedure will be changed. We propose a solution so we can have a solution next time. Guys, you know it, you're trying to be irrational. Let's have our meeting as planned and any issues – you miss the deadline we have, at 28 deadline you missed, a seven-day deadline you missed. I think my point is made.

SPEAKER:

Graham...

SPEAKER:

I am not a lawyer and I do not spend as much time as Andrew does studying bylaws. I take my guidance from what is sent by AFRINIC communicators instructing us as to how we should interact. The instruction was we should use an online tool to lodge those. We are told that due to a technicality in terms of the procedure dictated to by AFRINIC as an organisation has now restricted the rights of those who believe that issued proxies broadly on general issues and they should have gone outside of the procedure indicated to create a manually generated general proxy against the general instruction we understood as lay, non-legal persons.

SPEAKER:

I have closed the floor already. Thank you for your understanding. Now we will proceed to the poll. I would just ask two questions. The first – if you are in support of the motion to amend the agenda as circulated, raise your hand.

SPEAKER:

(inaudible) a poll outside the proxies (inaudible).

SPEAKER:

Andrew, can you come to the microphone to clarify?

SPEAKER:

The people in this room who represent multiple members (inaudible).

SPEAKER:

If someone represents 14 members, it has to be verified. If it is verified, it is fine. Thank you. I will give the floor to the staff to prepare the logistics. You have the floor.

ALAN BARRETT:

I've heard Alan's comment about your representing multiple members and we are catered for that. You should have a sticker with that number on it and that represents the number of votes you have when you raise your hand. The staff will count as numbers, is your vote does count multiple times if you represent multiple members.

SPEAKER:

OK.

SPEAKER:

Please...

SPEAKER:

I would like to ask a question very clearly. I have the impression that many are putting confusion and want to mislead others, so we have two ways of representing. If you want now to give your right so you can say, "I'm giving you the mandate so you can represent in all kinds of elections we are going to have during the AGM..."The other one is you go through a form stating that, "OK, I am giving you my power so you can represent me in a particular election," so we have to take into account the numbers of members you are representing, so what kind of document do you have to present?

We want the lawyers to give us more clarity on this issue.

SPEAKER:

The question was asked to me in French. I am going to reply also in French. As I have stated before, so we have a kind of classification among the different proxies, so we have some proxies created so they give you the right to elect the director. The second proxy – in the statement, you can also vote for a different committee. When you have this proxy, your right is limited for a particular issue, so we have some proxies.

They have the right. When it is a question of putting some amendment; otherwise the one who has the proxy can also use his right to each kind of election you are going to have.

SPEAKER:

We are discussing how people are voting.

SPEAKER:

I want us to have... We need some clarification – do we have also a check, what kind of proxy, special one? A particular proxy. You need to explain to us if they have a global right, so we need also to check.

SPEAKER:

If I understood correctly – I will ask the same thing in English – my understanding of the earlier answer was only those general-purpose proxies issued in terms of the wording contained in the actual bylaws would be valid for polls on the floor. The number that I have in my badge at least include some specific proxies only valid for board elections. I personally have no problem with a decision to recognise for all other purposes as well but if we are sticking to the bylaws to the letter, that is not what those proxies say.

SPEAKER:

Thank you, chair. I wanted to be sure my layman's understanding is what we are

discussing. A member who comes to the meeting representing six companies would have six votes. Those six votes can be used any time and matter is being discussed. A member would say, "Company one says this, company three says this." That is the type of vote we need when discussing issues. There are also members who say, "I cannot attend. You work in my organisation but I give you the right to vote on my behalf at the election of directors." That is a voting proxy.

You cannot bring that and begin discuss saying, "The member said..." He only said you could vote on his behalf for specific candidates. I want to understand these are the distinctions so people who carry the voter right for people don't come to the table to influence decisions.

SPEAKER:

I would have concurred with your understanding had there not been specific instructions given on the proxy paper for the carrier of the proxy to do X. On the proxy paper he is told to vote for directors, so the member is limited to doing only that because if the member has chosen to put it there, there is one good reason for that.

SPEAKER:

You are correct with that confirmation. Thank you.

SPEAKER:

If a member specifically suggested to carry over the proxy to do only one active voting today, that member cannot do all the act of voting today.

SPEAKER:

Thank you. 30 seconds.

SPEAKER:

I submit to you that where members should be seen and heard to remote participation, you have to have a mechanism to include the votes of members who are online participating. How you will verify those, I do not know. But the companies act is very clear on this, that remote participation is a valid participation in the meeting. All remote participants who are members have to participate. Please let us know how you will let but occur.

SPEAKER:

I think the floor was closed. Your question is on technicality. 30 seconds.

SPEAKER:

I am from Nigeria. I have a proxy and for a technical reason there was an issue with the website so I couldn't use the proxy that was included in the system which almost everyone else has.

In my case, we use a letter that was very specific, that I include the name of the member that is very specific. If there are others like that, how do you distinguish between them?

SPEAKER:

That is a question for the person who validated the proxy, not me. We are just checking some logistics. Honest.

OK, members, 5 minutes break just to open the logistics. Thank you.

SPEAKER:

Should we do lunch and come back? According to the agenda, it is time for lunch. It might help process.

Chair, maybe I will be able to sit with Andrew and make things better.

SPEAKER:

If they wish to leave for lunch, there has to be a motion to adjourn, and we then reconvene, and if there is a motion to adjourn, I will call poll.

SPEAKER:

Chair, we cannot have the motion because the meeting hasn't started yet, so...

(Applause)

SPEAKER:

I point out that the court order states that the quorum should be 10 members of any type...

SPEAKER:

Can we have the microphone shut down? Microphone shut down. I didn't hear you.

SPEAKER:

OK so, members, we would like to call upon eight of the members to come back during the break to the prep room so that we can identify which numbers apply to elections and which was do not, as requested by the chairman.

Please come back to the prep room. It will be quick and easy. We have a spreadsheet with all of your entitlements, so we will make it very quick. Thank you very much.

SPEAKER:

We will resume at 12:15. Thank you, members.

(Break)

SPEAKER:

Can we request, please, everybody who voted online, if you voted online, you still need to show how many votes you were entitled to. If you voted online, please go to the AGMM room to get the preference sticker. Thank you.

SPEAKER:

Members, we are back. Please take your seats. Members, we resume our meeting. OK. Thank you. As we discussed in the first part of this meeting, we will take a poll. I have two questions. The first question will be... Members, I am calling for a poll.

The way we will proceed – the staff identify the accounts for each member, which means if a member has 50 but, when he raises his hand, the staff will look at his badge and see that the member has 50 votes.

The first question is all those in favour of amending the agenda, please indicate with a show of hands. Staff...

SPEAKER:

To make things easier for the staff counting the votes, may I ask that in your hand you place your badge with your number clearly visible? Thank you.

SPEAKER:

Thank you. All those in favour of not ending the agenda, please indicate by a show of hands. Board members can vote. Please. Those against, please raise your hands. The question is – all those in favour of not amending the agenda, please raise your hand and your badge.

Board members can also vote. OK. Thank you, members. In favour, 43. Not in favour, eight. The motion carries. Motion to adopt the agenda with amendments... I am seeking to include the motion, so he can come and read his statement.

SPEAKER:

I have a clarification because you are asking us to vote on something. We are amending the agenda. That is clear. Where on the agenda will the motion be heard? If we are amending the agenda, where will it be heard? We asked for it at the beginning. What is the situation? It is not AOB.

SPEAKER:

Mr Chairman, motion to hear it after vote activity.

SPEAKER:

Noted.

SPEAKER:

I second that motion.

SPEAKER:

After activity updates, which is... Thank you, members. Now we are on the approval of last AGMM minutes. We received an amendment from one member. We have included the amendment. I will seek motion to adopt with an amendment, if there are no other amendments, apart from what was on the list.

SPEAKER:

(inaudible)

SPEAKER:

Seconded by?

SPEAKER:

That was Andrew wishing to second his own motion, which I don't think he can.

SPEAKER:

Now I will present the board activity update. Thank you. OK. On the board activity update, the first slide shows the board composition as it stands. As you can see on the panel, we don't have Mr Roberts from the East Africa region due to health issues, and also we do not have (inaudible) due to unforeseen family reasons at home. That is why he could not be here but he is coming back.

On board composition, we had several meetings and we passed 79 resolutions – quite a lot – just to show you the board was very busy last year on different issues we had to

face in order to satisfy our member base. Here we have the board attendance. You can see, as a board, we have done our best to attend all the meetings.

Also, just for information, the family (inaudible) was selected as part of the AGMM notice. Last year we had some challenges. The first we are all aware of – it was the old election. We all know what happened in Dakar last year. We could not fulfil the quorum requirement. The board considered the first option, and it was shared with members.

On the election guideline, as we do every year, we reviewed the election guideline to add amendments. One of the key amendments was the removal of (inaudible) above and also we have included due diligence for members. Before accepting the nomination, there has to be due diligence. We have proceeded with the appointment of a new director (inaudible) just to fill a casual vacancy.

Also we had an investigation into committee reports. The report was shared with members and we also have the bylaw, a task carried out by (inaudible). We have board standing committees, finance committees, chaired by SM.

OK, team members can remember, last year, we had a fee review committee, and the committee was composed as is displayed on screen. They submitted the board, the board now is discussing to see the way forward. I think the finance director might cover these aspects if there are any questions.

We also have non-com, section 9 of the bylaw, and last year, we had to do that because we had two seats. We had some members of the design, and in order to fulfil that seat, we would create that just to fulfil the bylaw requirement.

OK, the committee was composed by (inaudible) last year. The committee was (inaudible), and we do also have (inaudible), and also last year, we had finalised a frame of reference between the board and the Council of Elders.

We do also have the governance committee which is composed of (inaudible) as a legal adviser to assist on legal matters.

We do also have the (inaudible) committee. We have to have this because we had this committee which was composed of Adam, Luke, Paolo, and after the election in Senegal, we now have a so-called (inaudible) who were elected by the community last year.

The board had a retreat in Mauritius, and the board also attended training on-board best practices, just to make sure that we are covering all the corporate requirements.

Internal policy ratification, we ratified four policies. In terms of some of the achievements, as a board, we have removed the ND obligation. You will remember we had one resolution which was saying that every discussion within the board meeting was subject to the MBA. We have removed that resolution, but we still have the board members assigned. I think there was a discussion... I think Frank (inaudible), and we also perform the appointment of a director.

The approval process was shared with committee members, and also, we received some feedback which was improved on the way we receive. We had the appointment of the PWG committee as I said earlier on, and we had a good case with AGMM, and also, we amended the guidelines as I said earlier.

On this note, I would like to thank you all. Thank you.

(Applause)

SPEAKER:

For the sake of time management, can we take all the questions after the CEO update. Thank you.

Alan?

ALAN BARRETT:

My name is Alan Barrett, the CEO, and I made tell you some of the things we have been doing on the staff side during 2018.

Everything we do is designed to serve the members and the community, and we rely on membership to pay our fees, and this graph shows membership growth over the years. In 2018, 158 new members joined AFRINIC, and at the end of the year, our total mothership was 1666.

We distribute internet number of resources, IPv4 and IPv6 addresses to our members. We distributed about 6.1 million IPv4 addresses. That is about 0.4/8.

We also processed 24 transfer requests based on the transfer policy that was approved early in 2018, and out of those 24 transfer requests, two of them... Sorry, 12 of them were finalised and approved.

The graph shows the IP address distribution over the year 2018, so to the left, you see January, and to the right, you see December. The last few months, very much slower than the end of the year.

A total of, as I said, about 6.1 million IPv4 addresses.

(inaudible), 112 blocks in total, but some of them were smaller, or small multiples of /48. Out of these blocks, we distributed about 77/32, and this graph shows the IPv6 distribution over the years since 2006, so every dot on the graph represents a year.

We distributed 170 autonomous system numbers in 2018, and the total since we started is 1752. The graphic shows the number of ASNs over a year, so every bar is a year, and you can see a steady increase. It is not really increasing much but staying fairly steady.

AFRINIC holds to public policy meetings every year. One of them is the Africa internet Summit which AFRINIC does incarceration with many other organisations. AFNOG and all the other organisations.

The other one is a standalone AFRINIC Public Policy meeting which... It is a bit smaller and we only do it as an AFRINIC meeting.

So, the AFRINIC 28 meeting took place in April and May 2018 in Senegal. We had about 500 people in attendance. The AFRINIC 29 meeting was held in Tunisia in the last week of November 2018, and we had about 250 people in attendance.

During the year, 11 policy proposals were introduced or discussed, and five of those reached consensus. This table shows those five. The dilatation policy was approved, and

that authorises AFRINIC to clean up the WHOIS database that is unreachable.

So, the process is that if we take the reverse service that you have registered for your IP addresses and they are not working, we send you an email and send more later, and eventually, if you still haven't fixed it after some reasonable time, it is a few months, then we remove your DNS records from the WHOIS and we keep on sending email encouraging you to fix it.

The next one is the IPv4 transfers. It provides a mechanism for the addresses to be transferred from one AFRINIC member to another. Alternatively, from a legacy space holder to an AFRINIC member. Only within the AFRINIC region, does not allow transfers to or from other regions. Both the sender and the recipient must be in the AFRINIC region. They must not be engaged in any disputes, they must be members in good standing. The recipient has to use the space in accordance with all other recruitment policies.

The third policy proposal that was approved is an IPv6 policy. It is a small technical change to the way that they can be done, no major impact. I think the biggest one is that if you feel you have made a mistake in your initial IPv6 application, you can increase the size that you applied for as long as you can justify it.

No, sorry, that was IPv6 initial application update. The fourth policy on this list. If you've requested a /32 but you can justify more than that, then you can come back and get more and the process is fairly streamlined.

The last policy on the list that was approved in 2018 is the IPv6 PI update, and the biggest change there is that it requires IPv6 based which was allocated to end users providing independent space must be announced in the global routing table as a single aggregate within 12 months.

So, those are the five policies that were approved. An important part of our services capacity building, training and similar activities.

So, in 2018, the training team started to focus very much more on e-learning and direct assistance with IPv6 deployment, focusing much less on face-to-face training.

So, we have an IPv6 deployment support helpdesk where an AFRINIC engineer will work directly with somebody who needs help and will provide very concrete guidance in how to configure your system is to deploy IPv6.

We also run IPv6 deployathons where we put several people in a room and directly assist them to deploy IPv6 in their home networks. By home, I don't mean your house, but your business.

We are focusing on e-learning and developing e-learning course material, and we also have a certification platform called CERT e6. It is a series of written exams, and if you pass, you get a certificate from AFRINIC which is ratified by the world IPv6 Forum. We started this in 2018, and 32 candidates took part in the examinations.

We will be gradually increasing that as we can. We were also looking for partners who can help us run the exams, so if you have a classroom environment with an invigilator who can help run the exams, then we would be interested in discussing a partnership with you.

So far, we have signed a partnership agreement with this list of countries, Cameroon, Tunisia, Morocco, Egypt, Nigeria, Sudan, Kenya, Senegal and Mali. In those countries, we have signed agreements to help us with the exams, and students who passed will get this certificate.

We have the fire Africa grants and awards program. FIRE stands for the fund for internet research and education. We have received funds from external donors, including the International and research centre. That is part of the Canadian government.

We have received grants totalling about \$100,000 and we spend the grants and offering small awards... Grants and awards to project in Africa.

Our technical services team is involved in the implementing policies. Internally they have set up an SLC monitoring tool to help our staff to know how well we are sticking to our service level commitments. We are supposed to respond to queries within two days and we have a tool that lets us know if we are achieving that. We do not always comply with the two-day response commitment. We know that is a problem. We are slowly improving.

We have added features to MyAFRINIC to help them and reset their password. We have created a system to help us screen candidates for workshops. Very often we get requests from participants for workshops that are more than we can handle. We may be able to run a workshop for 20 students and we may get 50, 100 or 1000 applications, so we have a system to help us screen them.

We have also implemented a fees calculator to help members understand their future fees in case the new fees proposal is approved.

Our research team has published two papers at the EAI Africomm. One of the papers won an award. Congratulations. They have run several workshops and have, in collaboration with partners of Internet Society South Africa and Vanilla, created a proof of concept portal called worldwide Internet data Explorer and we have received very good feedback. People find this useful.

We are looking to collaborate with ISPs on possibly sponsoring some enhancements in future.

We also sponsor some deployment of RIPE atlas probes. We deployed four last year. On the finance side, we got about 150 new members... Sorry, 158, and as membership grows, revenue growth as well, so our revenue grew by 8.4% in 2018 to a total of \$5.3 million.

Out of that about 181,000 was late payment penalties. Your invoice is sent in November and is due for payment at the end of January. If you pay in January or February, that is OK, but if you pay in March or later, we charge late payment penalties. That added up to \$181,000 in 2018.

We give discounts to research and education institutions. They get a 50% discount, and also critical infrastructure, which mostly means exchange points, they get some resources free of charge, so if we put a financial value of this discount, it was \$222,000.

The graph shows revenue growth over the years – a nice, steady increase there.

We receive sponsorship, mostly for events, and in 2018, sponsorship in monetary terms was less than usual at \$64,000 but we also receive a lot of in-kind sponsorship which does not show on the balance sheet. We have sponsors paying for things at these meetings. They might pay for all the lunches or the gala dinner or for buses back and forth between different hotels, and that doesn't show on the balance sheet.

Taking into account revenue and expenses, our revenue is up from 839,000 the year before. The graph shows our total reserves. These include cash and accumulation over the years.

We also have a particular subset of reserves called the strategic cash reserve consisting of dedicated bank accounts where we make fixed deposits which 1 to 2% interest. That is what we get from banks. The total is \$1.878 million there. In 2018, 800,000 was added, bringing the total to nearly 1.9 million at the end of the year. The strategic cash reserve is intended to cover operational costs for a two-year period and we are gradually building up to that and the money is locked down so it is difficult to spend. We need a board resolution to spend any of it and more signatures to spend that money then you would need to spend from our other bank accounts.

Thank you.

(Applause)

SPEAKER:

Thank you, Alan. The floor is open for questions.

SPEAKER:

A couple of questions the Christian or any other board member. I would like to understand the reasoning for a couple of actions taken by the board over the course of the year. The first is with respect to the resolution of the quorum issue we found ourselves in after Dakar. My reading was there were two solutions – approach the court to hold an AGMM, regardless of the usual requirements – and the second was to hold a special general members meeting to vary the bylaws to alter the quorum requirements and I would be interested to hear why the board chose to approach the court rather than have recourse to its members.

Would you like to address that first question?

The second question – in a similar vein, I would like to understand the reasoning of the board behind the decision to remove the option to vote on the above in the election ballots this year.

SPEAKER:

No question for the CEO? Thank you. Andrew.

SPEAKER:

I have one question for the board arising out of the minutes of the board meetings. The minutes make reference – very heavy redacted reference – to the DPO. I would like to hear about that letter and under what circumstances it was received. Thank you.

SPEAKER:

Thank you, Andrew.

SPEAKER:

OK. On the first question regarding the quorum, the board after receiving legal advice and considering the options on the table... I will come to explain why the board felt that was the best option. Thank you.

SPEAKER:

Thank you, Mr Chairman. I never thought I would have been asked to explain my legal reasoning in the particular matter. For those who are not aware I will refer them to section 1.1.8 of the companies act. Any director, shareholder can move the Supreme Court where they find themselves in the practicability of holding AGMMs. These are clear, express provisions and I didn't think that was a matter to be considered by the AGMM. This is something corporate, something legal. It is not something which could have been decided by the SGMM, so we thought and I gave the advice, which I think is the proper advice until I am proved wrong, that was the way we should have gone, we have gone and the member of the Supreme Court never found any objection, telling us we didn't have jurisdiction.

We had, we got the result and today we are organising the AGMM. I thought we should have been applauded for this, not criticised. Thank you.

SPEAKER:

On the question regarding DPO, I will give the floor to SM to respond to that.

S. MOONESAMY:

Thank you, chair. The company received a query from the data protection office. I think it was last year. I think the minutes (inaudible) resource members mentioned the minutes of 1 February 2019 and what is redacted – there were discussions about the board because we received another letter as a follow-up to that enquiry and we had a discussion about that, with the board, and it is a legal matter and why it is redacted. Thank you.

SPEAKER:

Ben, please.

SPEAKER:

For the purposes of the minutes, I would like to note I object strongly to the characterisation of my question as criticism or you reserve the right to give legal opinion to the board. I did neither of those things. I was asking for insight into the thinking of the board that is accountable to its members.

SPEAKER:

Thank you, Ben. Any other questions? I see none. Now we move to... Sorry, there is a question. Thank you.

Following the meeting in Dakar, the board has considered all options, at the same time, as always the board sought legal advice. The board decided not to remove it. Also, it should be (inaudible) the members, the adding of the above on the guidelines, it was a board decision, not a member decision, the removal.

The board was the entity (inaudible) to add it. There was no legal issue to remove it. That was the reason behind it. Thank you.

Any other comments?

SPEAKER:

I would like to clarify my question. I did not suggest for a moment the board was not within their rights to change that part of the procedure. I believe it was within its rights. I wanted to know why it thought it was right to do so.

SPEAKER:

Please.

SPEAKER:

We have the right to ask. This is the basis of transparency. If this had been given at the time, it would not have been raised here.

SPEAKER:

That is directed to me?

SPEAKER:

Yes.

SPEAKER:

I concur with the learned member's reflection he had the right to ask the question. I reserve the right to explain, which I do.

SPEAKER:

There is another question. The board gets to (inaudible). The board can, effectively, elect the next board.

SPEAKER:

Sorry, it is not very clear.

SPEAKER:

Thank you. I think the issue is very simple. The issue is that... OK. Let me rewind. The idea of having none of the votes on ballots is to give members the opportunity to say that people on the slate don't measure up to what they want as directors.

Now, the interpretation, when that election is done, it is not that (inaudible), but that two or more candidates, one, two, three or more candidates did not win. We did not find somebody suitable, and not that there was an individual who has won an election.

Now, flowing out of that, this is where the issue of transparency and accountability comes in. If board members who are charged with replacing themselves with new people, charged with giving that, that is their responsibility.

They have one obligation to ensure continuity by retaining experience. They have another obligation to ensure turnover by injecting new blood.

It then becomes a crisis when they find out that they are serving board members, not people who are (inaudible), so getting to that condition, one will have expected the board to say hey, there is a crisis brewing. We can't seem to find people who will be injected to ensure autonomous blood while we retain experience.

I want to say this before we move on. This is an experience. How do we ensure that, in

future, we don't get into that situation, but for now, a mistake has been made. That is correct what we can correct in the future and move on as we have always been doing. We have evolved. We have faced challenges and found a way around it. A member not being able to carry more than (inaudible), and we fixed it.

People having to send videos so if they cannot come in person (inaudible), and we fixed it. Let's fix this challenge as we have always done, and we will move on. But I would love the board to acknowledge where they did not act on time so that fairness is seen and accountability is upheld.

SPEAKER:
Thank you.

SPEAKER:
I have three questions... Two questions and... I wouldn't say a rebuttal. I will add to that that I completely agree that if the rules that exist are not working for us for whatever reason, then the rules as ratified by this community give us a process by which to amend those rules, and I would argue very strongly that if we wish to move forward, and there are many of us in this room who have no desire to do AFRINIC harm. Let me be very clear on that.

What we want is an AFRINIC that is accountable to its members, that follows the rules as ratified by the members. And if the rules do not work for the members, or from the board, the board are members, it is the owners of the member who feels that those rules are not working for him to come to the floor with a special resolution and say, "I wish to amend the rules." That is the only way that the rules can be changed. Anything else outside of that breaks the bottom-up governance model as is enshrined in the system.

This is where I think some of the conflict is coming.

Now, onto my question. There was minutes of a meeting that were discussed on the mailing list where the board chose to consider taking action against a fellow board member, and sanctioning the CEO for violations of NDA. The minutes are very clear. The board members, every single board member that is at this table, was a signatory to an NDA. That NDA documents very clearly states that documents that are matter of public record are not under the purview of the NDA.

As such, the board knew because they signed on it, that there was no violation of NDA, and as such, I would like to hear what is the board's rationale for pursuing an action that is minuted for the world to see that is in direct violation of a document to which every board member is a signatory.

SPEAKER:
Thank you. Last comment before we respond.

SPEAKER:
Mr Chairman, this is not a comment, this is just an information, and appeal as we move forward. I don't know if I am violating NDA by saying this, but let me say this so we can move forward.

It is not the first time that a board would try a member of the board for violation of NDA and not find that board member guilty. When I was chairman, I know and it is in the

minutes. I don't think I am violating NDA, but the current chair was found not guilty, discharged and acquitted. I think the board just had issues with (inaudible), and we should move on. Thank you.

SPEAKER:

Thank you. On the question regarding (inaudible), every day, we do and amend the guideline which means that all the challenges we faced in this election would be incorporated for the future to avoid the issues we are facing today. That is the process we always do. OK?

On this note, we... OK.

Now, we are on the agenda with the motion for (inaudible). Please, with your statement.

SPEAKER:

Thank you very much. I would like to, as a starting point, draw the attention of the room and the board to the fact that the contents of the letter I sent to the board has been distributed to the community or to the members, so that relieves us from the requirements to rehash all of the introductory issues that are in the letter and form a lot of this paperwork, so I will get to the resolution at the end.

I just want to raise a couple of things in terms of setting the scene for this. There are concerns I have heard in the hallways and the room today that there be some desire to destroy AFRINIC. We have certain outliers in the community who are very vocal about wanting AFRINIC to no longer exist, or to go back to when we had other things, and I would like to make it clear that that is not the viewpoint that I'm coming with.

I come representing South Africa. The organisation is an internet service providers Association. We have 180 members in South Africa, and around 150 of those members are resource holders, and the consensus amongst the resource holders that we represent is that if you want an organisation that is running and functional and transparent and fair, we do not want an organisation that is destroyed, so everything we are doing here is with that intent in mind.

I also want to point out that, while Andrew speaks on behalf of of many people, he speaks in his own capacity and he does not necessarily represent the mandate of South African ISPs but we do share current opinions with him on certain issues.

Another question that was raised was about how many of these issues were new. I believe the vast majority of these issues are issues that have been raised in one way or another in various fora, in private discussions, public discussions, and that there was nothing here that is substantially new and unknown. We have clarified it into a single set of clauses or statements, but I don't believe there was anything here that is potentially new.

And just to echo what was said, I believe there have been mistakes made all around here and we are looking to find a solution to this mistakes and move forward and take AFRINIC forward into the next years and years of its lifetime.

So, excluding all the introductory notes here that are essentially in the letter that is in the public domain already, the resolution is as follows. As such, the organisation moves a procedural motion voting on any resolutions as well as in the election (inaudible) to the

procedural irregularities addressed in a letter are adequately addressed by AFRINIC and its board. Thank you.

SPEAKER:

Thank you. Ben?

SPEAKER:

Thank you, chair. While I very much recognise and appreciate the courage of our colleagues from South Africa, and especially appreciate the President of the Internet Service Providers Association doing this, I think it carries a lot of weight, and it is worthy of consideration.

In this position, there is a chicken-and-egg scenario. We need to do some things to be able to do some things. But if we do some things, we may never be able to do some things again.

So, can we be very careful so that we can shoot ourselves in the foot while our foot is in our mouth. That will be a serious tragedy.

What I see in that resolution and the way it has been crafted is that there should be no election today. Because, when you say until the time that this has been addressed, my very small reading of that document is that it requires very comprehensive reading to address each issue, and that is going to be done and done properly, it is not a one-day affair. Probably not a one-week affair. Probably not a one month affair.

I would be very comfortable if it was crafted very simply to say, "I propose that we have an AGMM in the next three months." A motion that comes carefully designed and crafted to postpone the election ad infinitum is like shooting us in the leg, and then postponing the election beyond today, what will happen is that some board members... The board may not be quorate again, and we enter the cycle of entering this again, and (inaudible), and the terms of somebody numbers will have expired again, and we end up in a loop. That is why I say it is a chicken-and-egg proposal.

My proposition for a way forward, I believe everybody in this room is respectable and honourable. At some point, I thought I was the reason why AFRINIC was not moving forward. I thought I had integrity and honesty issues. I stepped down from the board. It hurts my heart to see that a huge sacrifice was made and we are not making progress.

We are at the threshold of doing this. We need a commitment from the board, not board members. To look at even the smallest member as having impact. Where I come from there is an adage that says a leper who has no fingers may not succeed in milking a cow but it can still (inaudible) every month that you milk away. Ladies and gentlemen, let us recognise people have rights, appreciate the fact we have diversity, increased respect for each other.

I am very good friends with people from South Africa. Look at the appeal, look at the commitment to make sure this organisation will be better (inaudible) by those whom we charge to run it. It is us, our organisation, we are all here. Let us do the elections, let us fix the issues. The first issue we need fixing is we must have the right not to elect the candidate.

Where we started it was yes/no. Yes, I vote for, no I do not vote for. You do not put anything. You have abstained. If it is a majority, you are elected. Why we cannot reject a

candidate, for me, is a puzzle. We should be able to reject those we do not want. If we take care of all those things, there is no need for blood shedding and war on the floor of our AGMM.

It is in the hands of those from South Africa to waive the olive branch and for us to be respected. We will open a new chapter and we will move on. I apologise if I have spoken for too long. Back to you.

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(Applause)

SPEAKER:
Ben.

SPEAKER:
I will not be able to express any of this as eloquently as that. I do not have recourse to those analogies. I agree with everything just said and my only reservation really about this motion is the vagueness regarding the action it caused the members to take going forward. I am firmly of the opinion a legitimate election cannot take place today for a variety of reasons, some of which were spoken about, some of which are outlined in the document distributed by Graham.

But I think the point that was raised was about not finding ourselves in a governance loop (inaudible) and I am not clear of what the specifics of the way forward should look like. I would be inclined to support a motion more specific than the current one regarding what that way forward looks like so we can leave here with some certainty.

Faced with a choice between certainty and uncertainty (inaudible) an illegitimate election, I personally would choose the uncertainty.

SPEAKER:
Thank you.

SPEAKER:
We have an interesting situation here. We have a process where we call out for candidates and nominations, self nominations or you nominate other people. We have a region that failed to nominate or member of a particular region failed to self nominate and this is not the first time we have had it. This is AFRINIC 30. We have had meetings

and we have the situation.

When the regions failed to bring alternatives, we take the alternative presented to us. That is the democratic process. If you are not opposed, you are not opposed. The unopposed concept came from that. We have a region that failed to present and failed to give us alternatives. They are now crying for. You cannot have that. You cannot come here and cry foul. You had a year to find credible candidates. If you do not have credible candidates representing the South African region, I can present candidates from East Africa to represent you.

Guys, it is a responsibility of the region to find a credible candidate. We have a candidate you do not think is credible, that is your opinion, we think he is there and we are ready for him to go. It is your responsibility to present a candidate to us.

SPEAKER:
Thank you.

SPEAKER:
Chair, I'm sorry I want to appeal to that. He who wants to make these should not use pepper as one of the ingredients. Please! I'm here trying to make peace. Put your pepper spray in your pockets!

Having said that, chair, let's deal with the real issues and not point fingers at people who did not act. For what it is worth, if South Africa did not put up many candidates, it might mean they like somebody from West Africa to represent them. I don't think we should deny them that right and I'm doing very well to speak for the silent majority from South Africa.

Having said that, Mr Chairman, I really want us to deal with the real issues. I remember it was in Djibouti when I was still chair that some lady called Fiona went to the microphone and said the problem of the board was simply governance. She proposed one simple mechanism for fixing that problem that day in Djibouti.

For those who remembered it was a setup something called a governance committee. Do they really exist? Are they really addressing and fixing our governance issues? I see we are electing between the governance committee every time. What really are they doing to help us with these governance issues? I would be curious to ask the governance committee to advise us on the conundrum, the governance conundrum, we have now so those whom we have appointed or elected to serve a purpose in the community are serving that purpose.

I also am aware we have another organ called the council of elders which is in our bylaws. They are supposed to serve a purpose for times like this. Have we totally relegated them that they cannot guide this baby to be able to do what it is supposed to do?

I also didn't remember in the course of this that the finance committee of the board has given us a report. How are our finances from the board perspective? What about the audit committee? What is the committee of the board doing? Where is our oversight?

I think those are all important issues we need to deal with before we then go into electing new board members, otherwise a cycle... I don't want to use the term bad governance, of governance that does not appeal to everyone and is acceptable to

everyone, will perpetuate, so can we – again I plead with my colleagues from South Africa who I am struggling to speak for on their behalf – to address the real governance issues, let us commit to fixing things, let us demand things be fixed. Let us reflect the ballot reflects yes and no and not a tick box.

If you have two yeses, it is an invalid ballot, and invalid voted for the same position. I just cannot remember when we introduced none of the above as a candidate. Let's fix things we can fix but those ones I have a problem to fix right away, let's commit to fix them. We're not having elections today (inaudible) and the people on whose behalf I am speaking on a very happy and this includes the born young generation of users.

SPEAKER:

I support a lot of what has been said. My take on this – and I stayed openly I am not speaking for the South African members here. I speak for the members I directly represent. I have no wish to see the death of AFRINIC. I have heard the rumours in the corridor. I don't. I believe this organisation is very, very necessary within Africa.

That being said, I cannot countenance a situation where I participate in a process that I believe is fundamentally flawed and stands in violation of that which the membership base ratified. I agree it creates a difficult solution... A difficult problem should the election not go ahead today but a point to my colleague and I say to him, "There is a solution to the problem. It has been put forward." On the members list, there is the option to call a members meeting before midnight tonight, and it has been in the hands of the board since the day this issue was raised at the beginning of June, and while I realise there is a difficult situation here, the fact is myself, as a member and the members I represent look at it in this manner.

If we allow an election to go ahead that fundamentally is not valid as per the rules that this community established, this community had the option of changing bylaws in Mauritius in 2015. This community chose to ratify those rules, and if we allow a situation where we participate in an election that is in violation of the very rules we ratify, I would argue we set a precedent, precedent across the continent, that the rules can be modified every time the situation gets difficult.

That is the death of corporate governance, and what I believe is that for the strength of AFRINIC, for the strength of the Star alliance, for the strength of the continent and corporate governance approach, we must ensure it is corporate governance that rules the day, and the bottom-up approach, as was enshrined in ICP2 as enshrined in the representations given, when the representation stated members would have the right to elect, it would be the members that brought the board forward, that is what is enshrined in the foundation of the (inaudible) and we (inaudible) that we change, and what I am saying is we have the option to call a special general members meeting provided it is called by midnight tonight.

The board is quorate to call a meeting before midnight. We can give the members – every person I'm looking at in this room – the right then to fix the issues. We cannot do it here because of other clauses in the bylaws but we cannot step outside of the role of the rule of law because it is difficult. That is not the way corporate governance works.

SPEAKER:

Thank you, Andrew. Professor?

SPEAKER:

We have been at AFRINIC since 1995, and we have been working away gradually. In the process, we have seen challenges. Some of which, we have been able to solve every well, and some of which, we are still facing challenges.

What is not good for me is that you may be adopting the solution by fatigue. You try to be doing this by fatigue. We have been here since the morning and going on and on and on. I, for one, am getting tired. I want to leave and go for lunch. It should be easy for us to solve but it seems to be very difficult for us to solve, so I am having challenges that, if the goodwill is there to solve these things, then presumably we have to each accept that we are part of the problem and will be part of the solution.

We will not be able to solve or make peace at any cost. It has to be mutual sacrifice in my opinion. So, we should be willing to... Even though it is not perfect, let's move the ball forward a little so we can say yes, we discussed it, I wanted this but I couldn't get it, I didn't want this but I also did this. That way I can see that we have made some progress.

If you try to make peace at any price, you know what happens? It causes a problem, and by the time you get to it, it is much larger. Some of the challenges we are having is because we do not chip at the problem. We postpone the problem.

We need to address this.

A number of things were mentioned that I can give some comment on. None of the above... If you read carefully the language in the guideline, you would actually see that in none of the above (inaudible). If you except the premise that none of the above is not a human being, (inaudible), but the guideline was very specific.

It said that the candidate with the highest wins. You see? We could take one object one, but when presented with multiple, and one of them got the highest, that person wins.

If you don't like somebody, you say you don't like that person, but if there are multiple, choose one and go. These are the kind of compromises I am seeing we need to be thinking about.

I do also recognise that it is actually very important that we all participate more. I sense that, sometimes, we see don't participate, don't participate, and then we see participate. That means you are using (inaudible). We should just commit to participate and do our very best.

Truly, with the number of members in the South Africa region, we should have presented five or more. At least you have a choice. At the same time, it is conceivable that your interests are elsewhere, and so you do not put this on high priority.

We are willing to understand that, but within our own scheme of things, we do have a mechanism that if you don't get candidates, (inaudible), so let's move on. We can continue this discussion for as long as we want, and everything you say, I can come and see the opposite. We can drag it, but what is the point. I don't think we should drag this too much. We have heard you. We have read the statements, and yes, there were some challenges.

If we commit to address this challenge is, it makes sense to proceed. I think everybody is getting tired. We have heard it. We can see that we are willing to apply ourselves to

(inaudible), and I presume the same has been true for several of us, so if we take that commitment that we are going to make the effort, it is fine for me.

Thank you.

SPEAKER:

Thank you, Professor.

(Applause)

SPEAKER:

Fiona?

SPEAKER:

Now, what I want us to say is that we need to find a way to move forward. Every organisation starts from somewhere. In AFRINIC, we have grown in leaps overtime. We have a serious governance problem because I am looking at the terms of reference of the governance committee which were very well done, but we have not moved forward.

It could be because when you have volunteers coming in to help, like the board members, the governments, committee members, sometimes things will drop, and it is really dependent on your extra time. All of you on the board have other things to do which we recognise.

All of us here, as you said today, we are an organisation that is still growing, others are very large, and others are well established. Everyone who has seen an organisation grow from scratch will agree with me that you don't have all your internal processes and procedures up to speed and at the highest standard from the offset.

You built on them, leap by leap, as you grow, which is what we have been working on.

We bought in the governance committee, but I think we failed to really pay attention on the role is and where we need them to engage. That is why we are where we are today, in my opinion, because we are looking at the issues being tabled, and I am listening to the elders, the people who have set it up, and the truth is, we have a disconnect, but for the disconnect, we had a solution.

We need to agree to look at this properly because we have to assist with the election processes, giving advice to the board during the different election processes that we undertake. If they had worked together, even as the board, they would have gotten a different report, and maybe have (inaudible)

That has helped us. That said and done, I leave it to the community to determine on the issue of an election, however, I would like to urge us to think through, knowing this is a growing organisation, and nobody is born already grown up and ready for everything. In life, we go through processes. The organisation is going through a growth process.

Sometimes, the growth process is steep. The last two or three years, it has been steep growth, and we are grateful to the volunteers on the board because you agree to take those (inaudible), and have been a lot of learning curves and spikes.

If we can be able to gel together and agree that these issues we are asking to solve are going to need time, we cannot fill in the gaps of all the internal policy processes and

gaps now. We need time. We need to have a solution that is agreeable to move forward.

I suggest we find a way of being able to overcome, because a governance problem cannot be solved in a few hours.

SPEAKER:

Thank you, Fiona. Ben.

SPEAKER:

I have a lot of sympathy with everything people have said so far. To go to the professor's point, in order to move forward at this point, we need to leave here with a degree of certainty that gives us a roadmap for the way forward, as with these issues will be addressed, but also, with certainty that the way in which this puts us squarely in the confines (inaudible), and any other approach risks not only the basis for the bottom-up approach in the organisation, but also, the legitimacy of the system that we had today which is built on that model.

My suggestion, and I would be interested to hear the opinions of both abroad and the legal counsel on this, I think it is preferable that, rather than kicking the elections into touch, that we have a firm plan in terms of how we make sure that both the board can operate and that elections can take place in due course.

I would be inclined to support a motion along the lines that a special general meeting for members be called for that purpose, for the purpose of holding elections within some reasonable period of time. It could be just 60 days or so, that it starts afresh as of today, but on the basis, the other business that we are here to conclude today can proceed so that the governance and financial functioning of the organisation can continue.

One specific question I have not way forward is what is the impact in terms of the board's ability to stay quorate in function, and other any solutions to that? That, for me, solves the immediate pressing issue, the most important one, of a situation where we have a board that is flawed in a whole bunch of ways. We have been talking about specific things, but there are lots of ways that this is flawed.

It allows us to continue the operations of the company and have a clear way forward as to how we fix those electoral issues in the near future.

SPEAKER:

Thank you. Mark?

SPEAKER:

Thank you, chair. I am speaking on behalf of the community, and also represent officially the employer that I work for, SeaCom, as well as (inaudible)

The membership, many of whom are not present, have already cast their votes using the mechanisms present today and presented to them by AFRINIC to elect the people they would like to see on board.

Are we saying that, because they either are not here and there are many of them, or because they are not able to come to the microphone or send messages through any other mechanism here, that their voices aren't real? What they have chosen to choose or how they have voted doesn't really matter?

What happens to those votes, to those people who have already cast their votes? If we do away with the selection as is being proposed, what does this do for the trust capital? That is my question.

SPEAKER:

We need to go in about 10 minutes. The the floor is closed.

SPEAKER:

I have been listening to the discussions. I'm trying to find commonality. Two specific points that I notice. The comment about none of the above and where the origin of that came from, we realise that in Dakar the result because there was none of the above with multiple candidates it created the situation but we have a situation right now where we have the situation of unopposed candidates standing on the slate and not having an option to cast a vote in opposition or in abstention or whatever.

So, for me, I am seeing commonality. I'm not seeing anybody who disagrees with that point at this stage and there are other things along the way that we are finding commonality on. And I hope we can move these things forward. The other thing I find commonality on is SGMM was mentioned, but not in the context of this motion. I wanted to understand what the mechanism was that you were expressing because SGMM seems to be a consistent theme in a lot of discussions. Thank you.

SPEAKER:

Thank you.

SPEAKER:

I have no problem with an SGMM. I think it would fix quite a lot of problems. What I have a problem with is what (inaudible) some votes have been cast online. It may be less than 100, it may be 200+ which means they want an election. We in this room with all the proxies counted already, the first thing we did, we are looking at less than 100. Can 100 people invalidate an election +200 people have done, and (inaudible) my point is that this election takes place.

This does not prevent an SGMM following. So we do the notice of SGMM from here. We know when SGMM is taking place and we fix every problem that needs to be fixed so I am for SGMM. What I am for is there should be no election today.

SPEAKER:

Thank you. Abu, please.

SPEAKER:

Thank you, chair. My words are not as soft. We have strained this thing too much. We have a prescribed process. We come here, we meet at the meetings. If there any things that need to be changed, we have a process. I'm ready to go on record to say our cousins from the south have a destructive agenda.

That destructive agenda we have noticed in the last three or four AGMMs. I am prepared to go on record for that agenda. If we are ready to move forward as a community, we must face the facts. If you do not want to be in the AFRINIC community because it is not as perfect as it is, we have policies that allow you to get your numbers from other regions. It is a fact.

If you do not think the rest of the silent members – Alan showed us 1700 members. 55

members were against. Come on. We can either work together and build this thing together or tear it apart. A member from the same region yesterday publicly said he would rather the whole AFRINIC crashes.

Facts are facts. We either want this community, we want AFRINIC that many people have voted for, contributed and sacrificed for to continue growing or distrust it. We have methods that allow us to review every single document.

If it isn't, we can change it, and we have processes to change it. We can ask to review the bylaws and everything else. We are here because we have what we prescribe. We are here because and AGMM was called, time was there to call and AGMM. We failed, we presented it 30 minutes before the AGMM.

There are processes to manage that situation. I'm about to finish. We have spent a lot of time, so let's spend more time and fixes properly. Everyone wants to fix it and everyone believes they can fix it in their way but we cannot fix it by saying all the rules we have gone by... At AFRINIC 30, we have found challenges, gone back through the process and amended those challenges. We have never said, "Everything ends unless I get my way."

We have process, we have precedence. We have received Graham's letter. It says things did not happen. We know that members in South Africa sent out mailings to members in (inaudible) to say to them, "Do not participate in the process." There are emails to that effect. Let's not deceive ourselves. Let's not have the community believe that. We know that (unknown term) have had a destructive agenda.

SPEAKER:

If I hopefully understood one of the earliest beaches, there was a request for commitments for us to avoid a vote that would stop other voting and elections today. I believe the best way forward is that we have a pause, the side of the room, members talking and getting to know from the board what they suggest in terms of the governance components to remedy some of the issues that have been raised.

(Applause)

SPEAKER:

Thank you, chair. I would like to comment on the online voting. It is vulnerable voting because it discriminates (inaudible) the ability for members to not choose specific members, so members are forced to vote for certain members. This is not allowed... Not allow for online voting to skip them, while for ballots, members voting here, they can do that.

The system, from the beginning, is vulnerable.

SPEAKER:

I have closed. Sorry. OK, members, we have discussed a lot and as a board we acknowledge all the points discussed and on-the-fly we cannot commit how we will address it. We need to see it and discuss. On the meeting proceedings, it is a legal matter. I will defer to the legal committee. Thank you.

SPEAKER:

I have two observation to make. First of all, elections have been going on, so we have a motion to stop the election which has already started. Either we should have acted before the election started and not wait 30 minutes before the AGMM to start to move a

motion to stop the elections. If indeed there was an imperative need to block those elections for whatever reason (inaudible) listed down, but those members should have moved an injunction and prevented the election from being held.

That was the only course open to them. They have deposited an application 30 minutes before we started. This is the law. This is what we are finding. (inaudible) decoy move to prevent elections being held, but this is a responsible committee. There are things to be fixed, but please don't do things that are illegal.

You cannot prevent an AGMM from being held unless you go to the court, get an injunction. This is company law. It is there. Find it, and if you don't get it, I am here to give free advice.

SPEAKER:

We will proceed with the agenda.

A break for 45 minutes. Thank you, members.

The meeting is adjourned for 45 minutes. Thank you, members.

(Break)

SPEAKER:

The president, the total current assets, those in front of them will have a higher figure but the total current assets is \$6.2 million. If you want the entire figure, 6.25263.

An increase of 2017. By \$1.5 million to the end of 2018.

In percentage terms, we didn't mention this in the presentation you're watching but of course if you compare this total current at the end of December last year to 2017, you realise this increase of \$1.5 million is 32% increase.

1.7 of the... On page 23, you have the notes on six and seven, they explain further what the financial position is. What those figures that you see there are - the cash equivalent on that page, you realise that they amount to a little more than 4 million dollars.

This figure of the current asset is made up of this figure is that you see there.

The total amounting to little more than \$300,000. Importantly, there were no receivables from other RARs for the end review.

Of this figure again, 1.165, little more than \$1 million, was advanced the receipts, which is money is available to spend as invoices begin on 1 January this year.

I will not go through everything you see there. Just to point out that 1.87 is what is in the fixed deposit account as at the end of the year.

This is a substantial increase from 2017, when that figure was a little more than 1 million. This increase is 77% of what it was in 2017 December.

In terms of reserves, the decision was made at the board level a couple of years ago

that we should try and build some reserves. At the end of the year, there was \$1.8 million in the reserves.

That is a substantial increase from 1 million the year before.

On income and expenditure breakdown, you will see that the figures in the statement itself, especially if you go to page 25, where they are explained, I think the total fee income for the year of 5.3% makes up around about 98% of the entire total fee income was what you see there, a total fee income but not the overall title including other fees that came in.

The overall title is 5.3 million and 5.378 million.

The title fee income recurring is 4.6 million, 88% of the 5.3 that you see above the \$5.3 million.

Then the number carrying at 617,000. What that figure is a 4.6 and 70,000 make up the 5.3 above.

For the year, distribution expenses amounted to a little more than \$1 million. But in 2017 there was a reduction of 2.8%.

Finance costs, the losses for the year 2018 amounted to \$61,000, which was substantially better than the year before, when they were hundred \$92,000 and in percentage terms you could say roughly there was a 35% decrease in finance costs and those typically were losses from the currency changes.

AFRINIC is exposed.

(inaudible) \$1.3 million, a substantial increase from the year before, 2017. When it was at 839. I think the calculations will show that from 2017, the surplus increased by \$463,000. That is pretty much a 55% increase on 2017. The year before.

Those are details on expenses. Of course, just an explanation of the breakdown of our expenses between admin expenses and distribution expenses.

Admin expenses are typically office costs, HR costs, office expenditure. In terms of movements in expenses, you will see that the travel costs decreased to \$450,000. Compare that to the before, I don't have the figure to me, that was a 14% decrease on 2017.

It amounted to 14 \$7000, decreased from 1% from 2017. The staff cost increased from \$2.3 million. By 11.2% from 2017. Of course, these are typically the...

The CPI linked type of changes. The living costs type of increases, they are consequential. Unless you downsize the typically staff costs proceeding growing gradually.

Office expenses increased by 7% from the year before. Depreciation of assets at \$86,000. Decreased by 41% but of course depreciation...

The longer the time an asset exists, the less the value of the asset. That is why you see the depreciation there.

Apologies.

That slide is on travel expenses. Just we felt that we should highlight this part because in the past you will notice that there was a time when the travel expenses were substantially higher than they are now.

We decided to show a projection, a trend from 2012 to show that from the time it was close to 700,000, it is now around 450,000. You will see that in the last few years it has been gradually going down.

Okay.

Apologies. There is a slide there but we left it out. We deleted it. It was another graphic presentation of how the finance trends in the last five years have been going, just to show there is substantially more revenue coming in and the expenditure at the same time is going much less.

If you look at our previous financial statements, you can see that. I would have loved to have showed you that but unfortunately the slide is not there.

I think with that I will have to pause here. As I said, I don't know if we take questions now or when but other members of the committee are here to help me.

(applause)

SPEAKER:

Is there any questions? Or need of clarification on the financial?

QUESTION FROM FLOOR:

Andrew from liquid telecommunications and all the organisations I represent. I came to this meeting to make one comment. Considering... I am not leaving this meeting. You can throw me out if you want.

I am leaving this meeting because of the direct attack on the bottom-up approach. You are creating fiduciary liability, I now recuse myself from this meeting because of the direct assault on the bottom-up approach that has occurred in this room.

SPEAKER:

Any questions on the financial. Financial, yes. Please go ahead.

SPEAKER:

(Speaks French)

SPEAKER:

How do you tally that in terms of applying growth vis-a-vis the related expenses? Is that in line or not? Beside that...

SPEAKER:

What is that?

SPEAKER:

11% increase in staff costs. Aligning with the topline increase with revenue coming in. Just that really. Beside that, whichever the clarification on that, I think it is very positive. We are seeing growth. Congratulations to the organisation. Thanks.

SPEAKER:

Thank you. Finance can provide more detail but I will make a general remark. If you look at the first slide I had earlier. This particular slide. If you go down to the second last sentence... Sorry. \$4,000,000. That being operational cost as well as salaries and so forth.

For the year only in review, you compare it to the revenue that came...

SPEAKER:

If you look at the revenue, if you compare the 4,000,000, you can see our expenses are less than, taking this revenue, this is the five point three. The cost is 75% so there is extra (inaudible) thank you.

SPEAKER:

Basically I want to commend the board for the healthy financial statement. I also would like to find out if you are doing something in terms of depositing funds. At the same time, I was of the opinion that considering that we recently had an outage in South Africa in terms of the infrastructure, if it would be possible for the board to consider balloting for this year, an alternative backup solution in another centre so we do not find ourselves in a similar situation. Thank you.

SPEAKER:

Some of the highlights of information are likely to come from the Finance Report. In terms of surplus as you will remember, they are trying to build the reserves for business continuity point of view, call it risk management. Typically, any organisation has to keep in reserve anything within two years.

If the where, for some god forbid decrees in the revenue coming in, there would be funds in reserve. Some surplus funds, I would imagine that based on the assessment that finance (inaudible) they will come to a proposal for the reserves.

Balloting, it is a matter we are already looking at so I think common sense would suggest there definitely should be investment in redundancy measures for the organisation. Especially in view of the increasing revenue.

SPEAKER:

Now we will move to the adoption of the financial statement. Motion proposed by the adoption of the financial statement.

SPEAKER:

(inaudible)

SPEAKER:

Proposal's conduct by...

SPEAKER:

(unknown term)

SPEAKER:

Thank you. Motion adopted. The next action as the appointment of the auditor. You have the floor.

VIKA WILLIAM MPISANE:

Thank you chairperson. Each year, AGMs (inaudible) external auditors, I'm sure you will remember that PwC have been auditors or are still the auditors for AFRINIC over the last few years. One benefit is as you continue with the audit, there is a special organisation they start to get a better understanding of what AFRINIC does. If the finance director was to test, for reparations getting better and better and an understanding of business.

We have come to a point when a review at our recommendation the audit committee is to reappoint PwC for 2019 financial year. When we come again next year, the audit statement that will be presented will be the one that PwC will have done.

That is our proposal, chairperson, to this meeting, is that we reappoint PwC for one more year. If you allow me, there is also a matter that we would like to bring to the attention... To bring to the attention of this meeting about external auditor rotation.

It is good corporate governance practice you don't have the same auditor for long but we are saying it will take some principal decisions as the board but in the process of that, we would like the members as well to give us feedback of what they think the rotation and what it should be depending whether it's three years or five years. What members would like to see so when we fix that term, we have considered the members' wishes.

The recommendation and request for reappointment.

SPEAKER:

Thank you. Members, can you go back to the slide? The proposal for three, five or seven years. Now you're sitting members. That's how we choose. The appointment of the auditor we will discuss later but we are saying as a member organisation, we have to make a decision on the tenure. If it's only three years or seven years.

SPEAKER:

I think in the environment we have with all the changes that are needed, three years is reasonable for us to be able to review that every three years.

SPEAKER:

Thank you. Any other suggestion?

For our members, three years is fine, thank you. Now we move to the appointment of the auditors.

VIKA WILLIAM MPISANE:

Thank you, chair. I think the motion you are putting to the AGM to request for one more year where they are appointed.

SPEAKER:

Thank you. Members, we are putting forward the motion to reappoint PwC as an auditor for financial year 2019. Motion proposed by... Any member want to propose this motion?

SPEAKER:

Chair, a bit of clarity, you asked us in terms of duration so are we accepting a duration and then appoint for that duration?

SPEAKER:

Every year, the board, we have to do an appointment of the auditor. The tenure of the auditor...

SPEAKER:

After three years, you can appoint every year but after three years, you review whether you keep the same people or not? This is a clarification that I think needs to be done.

VIKA WILLIAM MPISANE:

Sorry, I should have taken... Thank you for pointing out to us. I understand. I mixed things up a bit. The first one is that we are recommending and proposing that we reappoint PricewaterhouseCoopers for one more year. That's what we are proposing. It is what has been recommended to the board.

If we all agree, it will be part of the audit. Next year, we expect a new auditor who will be appointed on a three-year basis. It will be up to every annual renewal approval every year.

SPEAKER:

Thank you. We are proposing, we are requesting that the members can approve this for one year for PWC.

SPEAKER:

I can move the motion to reappoint PWC.

SPEAKER:

Any second?

SPEAKER:

Five years.

SPEAKER:

Let's finish this one.

SPEAKER:

We will come back to that.

SPEAKER:

I second the motion.

SPEAKER:

Which member does this represent? Which member is represented?

SPEAKER:

It should be (unknown term)

SPEAKER:

He is representing (inaudible)

SPEAKER:

We need to decide between three years and five years.

SPEAKER:

Sorry. Point of information. Every day, the AGM must reappoint. Whether we do one year, three years, five years, seven, every year there is a point of reappointment. I don't see the need for the option of three-year or five-year. We still have to come here and reappoint after the report. I am thinking the suggestion might be redundant based on that.

SPEAKER:

Maybe what we are talking about is the maximum term limit of how long we can keep reappointing.

SPEAKER:

I think probably that was not clear. Alan put it very well. The point of signing the contract with the auditors, you must specify the duration. Then you make that subject one to performance and two to approval by the AGM.

SPEAKER:

Sorry, as long as you don't... Three years can be the maximum, then again as long as we don't say that after three years review you won't reappoint them, is that what we are saying? After three years, we go to a different entity? After five years?

SPEAKER:

Thank you. I think the point is there is the rotation.

SPEAKER:

Rotates after every three years.

SPEAKER:

After every three years, unless there is something that the members feel... But a target recommendation is three years, subject to annual renewal. At the end of the third year, we rotate.

SPEAKER: So there is the option of three and five-year. I propose we put it to a vote.

SPEAKER:

We hear three chairperson.

SPEAKER:

Warwick, representing network platform. He wants three years.

SPEAKER:

That is from Warwick.

SPEAKER:

From those who are agreed that it is three years, raise your hands. Members.

(Laughter)

And five years? Maybe five years... Nine? Okay, three years, thank you.

Thank you, audit committee.

Now, we are on the presentation of 2019 budget. I give the floor to the chair of finance.

SPEAKER:

Good afternoon, members. I will present the financial for the 2019 budget.

Everybody knows me.

I am the chair of the finance committee. We are Youssuf Habib on my left, there is Dr Bope, the second member and there is someone who cannot make it this meeting.

I forgot to see you. A member of the finance committee.

With the budget, we started the process in August 2018. We approved the budget on 31 December 2018.

We moved to an activity-based budget, that means that we try to figure out how much money we need to do an activity and we budget our resources based on that.

The second component for our budget was we wanted to keep costs under control while at the same time ensuring that operations are working.

There was a question about (inaudible), you will see that in our capital expenditure, we already budgeted an assumption for our infrastructure.

For the current year, 2019, our budgeting shows (inaudible) new members. In terms of revenue, are projected forecasted revenue for this year is \$5,700,007.

In expenses, our expenses are 5,000,517 and \$600.

Our capital expenditure went up. It is 300 and... \$236,500. Basically, we are having more revenue than expenses, which is a good thing.

I did a breakdown of our expenses so members get a sense of where we are spending money and where your money is going. You will see that human resources, the costs of human resources is 55.8% of our expenses.

We also have fees, our expenses for meeting expenses went down this year.

We brought down meeting expenses by 24%.

We kept our total expenses down to the same level as 2018. I know that members are a bit interested in our expenses, we kept it to what it was instead of an increase.

You can find the budget online. It is online. On the website.

As well as all of our financial documents. If you have any questions, feel free to come to the microphone and ask. Thank you.

(Applause)

SPEAKER:

Thank you.

SPEAKER:

I saw the slide, something called member training. You mean community training or you have some specific training for members?

SPEAKER:

Thank you. I am not very good at PowerPoint.

It is members training and capacity building. The amount is 113,000 and hundred dollars for this year. It went up from last year. This is members and the committee, the training to them as well.

SPEAKER:

Yes.

SPEAKER:

Thank you. I want to talk to the HR expense component. I know there is a big chunk of expatriated expenses on that one. Usually, they are acceptable... Standard is usually 40.

I would like to believe the extra 15% is due to the expatriated expenses that the organisation has to have due to the nature but I would be interested to in future suggest... It will be interesting to have a component of the expatriated expense cost. When somebody looks at it from this point of view, you are heavy. You should be at 40 on the HR side.

It is just maybe a different presentation of that number so you see what makes it stretch that way.

SPEAKER:

Thank you.

SPEAKER:

Any questions from the floor?

SPEAKER:

I would like to have some clarification. What are you putting in the subject?

SPEAKER:

Your laptop is broken in the office. You want to fix it. The operational expense and...

You have your computer, which has broken, you have to buy some spare parts.

I see no investment in infrastructure.

You are going to see an amount in our capital expenditure but I think for infrastructure it should be around 160,000. We are buying new servers but it is not seen in your budget.

It is not seen in your budget because it is operational expenditure costs. It is expenses about capital. When you are buying a car, it is... But if you want now to repair, it is now capital expenses.

SPEAKER:

Now we move... Amendment of AFRINIC bylaws, especially resolution.

Thank you. Now we are on item 6, which is amendment of AFRINIC bylaws, special resolution. The board has worked with the government committee, after what has happened in Dakar. They have made some recommendations to the board to amend the bylaws.

I will give the floor... Before I give the floor to the (unknown term), we... As a member, we agree on the process to amend the bylaws which means that the (inaudible) received some feedback, they are still busy compiling all the input received from the community at large.

Government committee, we have so many committee.

Due to the importance of this amendment, the board, after discussing with the committee, the government committee, the board came to the conclusion that these amendments are very important and need to be put as a special resolution.

I will give the floor to the legal, just to brief us on the details.

SPEAKER:

Thank you.

For those who have read the proposal for amendment to the bylaws, you will see we have put in an explanation memorandum which is the background, the basis on which we consider it is appropriate and convenient at this stage to move an amendment and put it before the AGM for approval.

The chairman has already referred to the complexities which presented out of the Dakar meeting where, at the end of the day, we found ourselves in a position, the company, where it can call an annual general members meeting.

We had the force to move the court, the Supreme Court, to have a special order to waive the quorum requirement for this particular meeting so we could be in a position today to hold the meeting.

We thought that one of the reasons why such a complexity arose was because of the wording of section 12.10, Roman two, which provides for a quorum of 10 members, four directors representing a region, one director elected on a non-regional criteria and five resource members.

We found ourselves in a position where we did not have for directors to represent the regions so we couldn't make up the 10 according to article 12.10, Roman two. The board discussed the matter and was of the opinion that we need to amend this provision and we referred to 13.14. In the bylaws, if we don't have directors, we will have them elected for a particular region, the board cannot amend article 13.14. We can appoint a maximum of four.

The directors are elected. Those four, they are not elected, they are appointees of the board. So we thought that in order that we may not find ourselves faced with the same complexity that to open article 12.102 by adding what you would read in special article as proposed.

We are going to add 12.10. Four directors elected to represent their region. That is what exists in the bylaw now and we are adding all appointed by the board in terms of article

13.14 so the appointees in cases of emergency, they can be constituted as part of the court.

We keep number 10 but we open up to elected directors as well. The point of this is to use that in cases of emergency where we face similar situation that we had in Dakar but we hope we will never have it again.

When we do that amendment, we should have said there were one or two consequential amendments so we have got to amend the definition of registered member which up to now was elected members only. Since we're putting the appointees up as part of the forum, the definition of the registered members must include the appointees as well so it is clear in the text that both categories elected members and in the case that we have appointed members, both of them can be categorised as registered members because we need to register those members on the books of the registered companies in Mauritius.

The members will be registered members. The nine members of the board.

Then we come to amendment C which is really putting a new definition of registered member. Just a registered member has the meaning set out in article 6 point to, the one I have just put in the amendment and then we have D where we have another definition for director where we say the person elected to the office of director, the new amendment appointed by the board in terms of article 13.14 and the chief executive officer in their capacity.

The first amendment with the substantive amendment and then two of those or three of those impact as consequential amendments. These are the amendments that we are putting for the consideration of the annual general members meeting for approval or otherwise today. Thank you.

SPEAKER:

Thank you. Any questions or need of clarification?

SPEAKER:

Is there reason for distinguishing between elected and appointed directors?

SPEAKER:

The reason we believe we need to keep the distinction is in the mode of getting them on the board. One for the AGM, the other is an appointee of the board. They are two different categories and we thought we need to make a distinction between both of them.

SPEAKER:

Yes. While I accept that, your registered members are described as any director upon assumption of office. Who is a member with the act. In my judgement, it is not crucial. It's not a significant one. I just wanted to make sure that we don't squeeze... We don't want to distinguish them so much that it becomes a problem that we had before.

SPEAKER:

I understand your remark well. We say less to me more and in this case, I for one believe that the better we express everything, people read the letter, they understand it. They don't come and say to the board this is not written there. We rate it, we find there and we applied. Thank you.

SPEAKER:

Thank you, chair. I wanted to follow up on the issue. While I see the need to resolve this problem by using either elected or appointed, I just need assurance and clarification that we will not have a situation in the future where we can find a way to substitute election with appointment. That would be capture.

SPEAKER:

The bylaws have a guarantee. It is only in the case where elected members, we don't have enough number of elected members to do our job as a board. It's only then we don't have. We need at least five members to constitute an (unknown term). In Dakar, we had it but we had the risk of somebody falling ill, someone not being available and the board being blocked.

While understanding the pertinence of your distinction, but not by having an appointed board but elected, if we are willing to fall into a situation where appointee members will go beyond (inaudible)

SPEAKER:

Thank you for that. Mine is a comment.

I thank the governance committee and the legal counsel for giving the board chair to go through this via a resolution. But now, this issue will go to a vote. There is a certain requirement for a resolution that has been tabled like this to move forward.

At the end of the vote, we will see what happens with this. My concern or maybe some advice, I would have liked to have seen a scenario where the board and the governance committee would have looked into deeper issues to find out why did we get ourselves to the point where we are appointing directors rather than electing which is what is expected.

If we have left that issue, we have not handled it. We are not looking for a way to further entrench an anomaly. I don't think that's right. Just a comment.

(applause)

SPEAKER:

Thank you. One last comment. The pointy directors are not the creation of the board. They exist under our prevailing bylaws and have always existed and they come direct from the (inaudible) as well.

The categories can coexist but in terms of the credibility of the board, we need to differentiate between those who are elected and appointed. Thank you.

SPEAKER:

Any other comments? OK, I see no further comments. Now to the election committee chair to proceed for the election. Voting on the special resolution. Thank you.

SPEAKER:

Thank you, chair. This applies to strictly members. Those that received the ballots, one of them has that special resolution. It's a green ballot. We have the ballot boxes in front - can you please walk up to the front and cast a ballot. Only the ballot for the special resolution. Only for the resolution.

Only the ballot for the resolution. There is a ballot box here and another one over there. Please do not put in another type of ballot other than the one for the resolution. Thank you. Voting has started. Casting your ballots has started.

For those following remotely, it is available online and you can login to My AFRINIC and also vote right there. As soon as the last person to cast their resolution ballot does that, the online vote will also be closed.

SPEAKER:
Question please. Ernest, I have a question please.

SPEAKER:
Yes please.

SPEAKER:
I want to confirm, when was the online voting for the special resolution opened?

SPEAKER:
today. As in as the meeting started.

SPEAKER:
Was an announcement made?

SPEAKER:
I have to find out whether that was made.

SPEAKER:
You cannot close the same time this closes. Somehow you need to be able to reach the members to let them now is available online.

SPEAKER:
Let me check with the team.

SPEAKER:
Because the weekend is coming, and our business hours are from 8-3. As people are out of offices, if you keep online voting open, please keep it open until Sunday.

(laughter)

SPEAKER:
Friday and Saturday are the weekend so members don't check emails. To be fair because you open the voting online now and people are leaving the office according to time zone Egypt. Thank you.

SPEAKER:
Noted. Have we all cast the ballots? Hang on a second.
Thank you all. We have closed the casting of the special resolution ballots.

David will close it. Let's call one or two colleagues from the other areas to help with the tally. Thank you.

Those following remotely, the online voting is closing now as the paper voting has

closed. Thank you.

SPEAKER:
Oh, dear.

SPEAKER:
Yes, please.

SPEAKER:
Thank you. I would just like this recorded. A member that was here cast his votes for the special resolution as well as the elections in good faith and he asked me to deliver them, I am not voting, I am just the mule depositing it in the box.

He did this in front of the election committee representative, Ernest, he was told it was okay and now I would like it on record that...

SPEAKER:
Nobody said it was okay. He said?

SPEAKER:
Give me the courtesy of finishing my sentence.

SPEAKER:
I did not say it was okay.

SPEAKER:
In the room, with the people, the member cast his vote, not me, he gave them to me to deliver them, he called up the election rep sensitive who now claims he did not say it was okay but that is not a question for contention. What I want to be recorded for the member, I don't want you to think I let you down, is here are your votes. I'm not allowed to cast them. I expected that would be the same for the electoral votes which don't make a difference.

It is now recorded. Thank you.

SPEAKER:
Thank you. For the record, I think I told you you had to hang onto custom until...

SPEAKER:
Okay, can you clarify?

SPEAKER:
From what I make out of the situation, one gentleman left the meeting, he was present in person. While going away, he gave his marked ballot to Mr Nishal without holding a proxy for him.

If you're not the proxy of Mr Andrew, you can't vote for him. That is the basic rule of proxy. That is all we did.

SPEAKER:
Legal adviser, not sure what to contest what you say. I am just delivering the agents... He did not give me his proxy, he voted, I am just putting it in the box. Just for the record.

SPEAKER:
Thank you.

SPEAKER:
Let's quickly tally the resolution. Very quickly. A few minutes. Thank you.

SPEAKER:
Craig is ready for counting.

SPEAKER:
Chair, just to clarify we are not setting ourselves up for denial of service attack, what I am understanding, I want to be very clear, is that this meeting was scheduled to start at 11 and end at maybe three or four. I have a flight at 5 o'clock.

If this meeting drags until 7 PM, and I have to go, my voice will not be heard on the ballot. Is that what this has been interpreted to mean? Because I can see a denial of service attack loading.

(Laughter)

SPEAKER:
To respond, we have precedent. We had a board meeting a few years back where people had to travel. At the beginning of the meeting, they asked for a change of the agenda so they cast their vote.

That was done. We changed it. This was not requested. It can't happen.

SPEAKER:
I am just trying to make sure we know what is on the table. I recognise the fact we started this meeting debating whether to hold the election or not. I see the scenarios are completely different.

I just want us to know that if we want to do things, let us do it quickly because delays can become dangerous. We don't need to keep fixing every thing because it is in our hands.

Thank you.

SPEAKER:
Professor.

SPEAKER:
Mr Chairman, sometimes, when we are doing things, we forget that the same things can come back to haunt us. As much as you can have denial of service attack, it is also true that if you delay the thing yourself, you may deny your chance to express yourself. Life is very funny.

(Applause)

Really, life is like that. If you had come and done things like this, we would have finished on time and everyone wanted to who had a flight would have been on the flight. What we're asking for is commitment and discipline so we can just move things forward no

matter how small. Make finite progress.

The long drawnout speeches and debates and I don't like this, I like this, so on, it has an effect also. I think I will stop here. Thank you.

SPEAKER:
Thank you.

SPEAKER:
Graham, please. Please.

SPEAKER:
I wanted to bring to the attention a concern that is apparently being raised online and hasn't been brought forward.

It appears that those who generated proxies for the other votes are now unable to access the voting for the special resolution.

I am just regurgitating what I am hearing from the feedback.

SPEAKER:
We have the results. Yes is 27, no is 51.

Yes 27, no 51. Thank you.

SPEAKER:
Okay. Resolution failed, thank you.

Please.

SPEAKER:
Thank you. Back to what I said earlier. The resolution has not fixed the problem. The issue is still there. How do you think we should fix it?

SPEAKER:
I think this is not the time when we can discuss how we will fix the problem, the government committee is in the room. They will discuss with the board as well.

At an appropriate time, we will communicate some steps. Thank you.

Just waiting for the CEO to get some clarification to address the question.

SPEAKER:
Thank you. I have consulted with my technical team and they say that the electronic vote for the special resolution should be entirely independent of all the other e-votes.

For people on site, you are blocked from the votes online because you have the paper ballots. If you are offsite, whether or not you generated a proxy, you should have access to the voter to vote online. If you're on site, you do not have that access because you have a paper ballot.

SPEAKER:
Thank you. Now we move to item 7, which is noncom reports. I give the floor to the

chair.

SERGE PARFAIT GOMA:

Good evening, everybody.

In the same spirit of the exercise we did yesterday, I am representing the electoral committee.

There were some slides presented yesterday. Here we have the presentation of the committee, noncom, where we had four members, one who has been admitted by the board and me, myself, and Mme Ali from Cameroon.

The situation we tried to analyse, the idea behind is to show the difference state activities we had to organise. From there, I want just to make a small focus on the four elements.

The last three elements.

The case of elections for the board and the non-committee, it was a bit different from the other election we had yesterday for the reason of not attracting too much attention on the supporters. We had also to ask the board so we can have some kind of extension so we can have more participation.

We had to make a campaign so we can also have more continuity so they can be included in the board. We also organised another activity so this exercise in our case had a logic to try to analyse if any candidate was confirmed with the profile so the support so there are four people, two volunteers, it was not possible to organise the activities.

Seven, eight years so staff told us that it was not responsibility to organise. Investing a lot of time so not the responsibility to organise the activity with the means they have.

To summarise, the activities done so we had some kind of continuity in relationship with the different regions because that's why you're going to see from the region of North Africa so we had two candidates. Mr Habib Youssef and Mr Leghris.

From the region of West Africa, East Africa, we had Dr Emanuel. There was one who was the only candidate in the independent region. We also had two candidates Mr Benjamin and Mr Robert Ford.

There are people who will come in front of us to present. They will come in front of us to give a short speech for those who want to be the chairman and those who could not come physically so we have received two videos. We are going to project the two videos if you accept we are going to cover them region by region.

SPEAKER:

We wish to call Mr Habib Youssef if he is among us.

HABIB YOUSSEF:

I am Habib Youssef. I have been designated to fill in for an empty position. I have been serving as board director since July 2018.

As far as my education is concerned, I earned an engineering degree 1982 in computer science. Then I got a scholarship to pursue my PhD in the States where I ended in 1990.

Since the time I had a lot of experience which is varied so most of it was in the academic arena.

I have been teaching, advising, doing research, publishing et cetera but also I had a long and wide managerial experience. I served as the Dean of two colleges of computer science and telecommunications. I also had the opportunity of participating and chairing a national committee and serving on boards of companies as well.

Since 2013, I have been serving as the director-general of CCK. This is the entity that manages national research and education network and provides (inaudible) for the community and Tunisia. It is for 140 local network spreader and country and we are serving everybody. All facilities that belong to the Ministry of higher education.

During the course of my duty... As far as my skills are concerned, I consider myself having very good soft skills. I get on very well with people. I am keen... I am a workaholic. It started getting interested in AFRINIC since about 10 years ago.

My objectives, I prepared a number of things but after what I have seen yesterday and today, let me summarise it. I will do all my best, I really do all my best so what we have seen in this AGM or that of Dakar will never happen again. I will do all my best...

(applause)

HABIB YOUSSEF:

Be assured that I will do all my best at what we have seen today will never happen again.

SPEAKER:

Thank you very much. Can you hold on?

SPEAKER:

Thank you very much. We are going to project the video of two minutes.

(Video plays)

SPEAKER:

Good morning everybody. I am a professor of the University of Casablanca. First of all I want to (inaudible) this profession is very demanding on the academic world especially now we have a period of exams. That's why I could not participate at this meeting.

As you know, I am a candidate to the board for the region of North Africa. I would like also to have your support and have always had the desire to participate in the activity of AFRINIC about good governance and also to support the work, expansion of the Internet.

It is important for a continent as you know. Today, the Internet is expanding. We need to have a good management of resources because the Internet is not only a means of communication, it is about life.

It is going to be very important so we will need to put all the strategy to manage the attendance of a trend of true social project so we are going to invest more in our African

continent.

I am asking you to support me so we can expand this experience and I'm sure that it is going to succeed. Thank you very much.

(applause)

SPEAKER:

Thank you very much. To save time, I'm going to propose to introduce the candidate as if we have a question, there will be (inaudible) it will help us to save time so we can move quickly on the electoral process.

SPEAKER:

We are moving to the speech of the West Africa candidate. We are putting Mr (inaudible) then Mr Emmanuel who will also be ready.

SPEAKER:

Two minutes of speech. Good morning. I am Dr (unknown term) I am maybe the smallest of these... doctor, it is funny to see a doctor who is now presenting himself in this area of communication but I am a doctor but also an expert.

I have worked in the area of health. You will find all the information in my CD. I am also a member of (unknown term) I am also a founder of the user of Internet. I am working in the humanitarian field so we are putting our skills to help the community so I am not coming here as a member of AFRINIC, I am coming to present my candidacy as the consumer.

I want all the sick people to be able to use and take advantage of this technology to be healed. This dream I think will become a reality. When we have a smart phone that is secured up to the village, if we don't have (inaudible) medicine. We cannot do that without a good Internet and AFRINIC is now the house. That way I was a member, nominated in the board.

Today I want to be your candidate to be elected to finish the work so to be sure that no African child can die because of sickness as long as you have this tool in our hands. Thank you.

(applause)

DR EMMANUEL ADEWALE ADEDOKUNV:

Good afternoon. My name is Adewale.

I work as a lecturer in the Department of computer engineering.

I have been a member of the noncom, I actually chaired it for two years.

Last year, in Dakar, I stood before this community to seek your mandate to be elected as a board member for the West African seat.

Unfortunately, I lost.

It is odd that I lost.

You know, I think I learned some very good lessons.

Probably, I took some of the issues with the community not as seriously as I see them today. I have learnt the lesson over the period of time.

I have learnt to also familiarise myself a little bit more with the lesson of some of the issues in the community.

Why it is very easy to point specific individuals as being responsible, it is also lazy, dishonest and it does not take us anywhere we need to go.

This community is very important for us so today, I am also running for the board.

I am running with four plans that if I'm elected on the board, I have these four plans ready.

One - AFRINIC should be run efficiently more. Partly based on strategy plan. For the past four or five years, I have been coming to these ATMs, I have never seen the strategic plan, the CEO or any board member telling the community how far we have, the strategy plan.

Two - I also hope that I will be able to influence colleagues on the board on board governance.

Three - I hope we will be able to change the way the organisation is run in such a way that the community will be involved with the running of the organisation.

Finally, I hope that I will also be able to help the board with my experience, such that the board will not necessarily be running the organisation of AFRINIC where we allow the staff and CEO to be involved in the running of the organisation. Thank you very much.

(Applause)

SPEAKER:

I want to call the concern of the candidate, please summarise. There is a minute in front of you. You have to respect that. The next candidate is southern Africa. Calling Mr Vika William.

VIKA WILLIAM:

Good afternoon. My name is Vika.

I am standing for election for the southern African seat. I have a few minutes to express appreciation to those who saw it fit to nominate me and also to 2nd me. I do not think I need to mention who they are.

I decided to take up the nomination because I believe I have some contribution to make to the growth of AFRINIC, the growth of the African Internet community and digital economy through this.

It will not be my first time to participate in an ICT entity. Those who know from my current association at work, I have been involved a lot on the naming side, I have served

on the board and the executive committee of Africa top-level domains. I sit also for about eight years in the consulate and attended a number of working groups on multi-stakeholder Internet policies development. This is not a new thing.

There are a couple of areas that I think... I have been on the board since July last year, I have been exposed to see what some of the challenges that we face, that I would like to contribute to. More on the government side, stakeholder relations, strategy development.

I would like to contribute to the work of the board on formalising the Corporate governance framework and share the conclusions on the improvement of the bylaws which leave a lot of grey areas that lead to conflict.

In essence, I do have a lot more to say but the rest of this is covered in my profile. Thank you.

(Applause)

SPEAKER:
Thank you.

For eastern Africa, the candidate is Mr Robert and we have a video. Please.

ROBERT FORD:
hello, my fellow Africans and Internet enthusiasts. My name is Robert Ford. I am reaching out to you for getting me on the board of AFRINIC. I've been in the industry for 20 years.

I've been involved in different capacities and have been serving on the board since 2019.

At this AGM, I am looking out to you to give me your vote. I promise to be a good board member, I will give my contribution, I will try the best I can to foster and enhance the Internet for all in Africa. I have been on the board of different organisations including having been serving on the Internet for world economic Forum and the Northern corridor framework.

I have also been the chief coordinator for the Northern corridor technology alliance. An initiative that covers tech companies within the East African region.

I believe that I'm the best candidate to do this job and I believe that I can bring a lot of contribution to this organisation.

I look forward to your vote. Thank you very much.

(Applause)

SPEAKER:
Thank you.

For the independent region...

We are going to allow that the candidate Benjamin can start, then we are going to show

the video of Mr Eshun. We are requesting him, if he is in the hall, to come in front.

SPEAKER:

Apologies for leaving early due to... Hello, my dear colleagues and members. Regards from Nigeria. My apologies for leaving Kampala early due to unforeseen circumstances back home.

(inaudible) surface board of interaction, I am doing a video recorded now and thanks to the Internet, which we all continue to appreciate which makes it happen.

I work for (unknown term) and I am running for independent seat on the board. I would like to thank the members for their support. As a current member of the board and (inaudible) which I want to be elected too. I like to thank you for the support already accorded me to what my reelection bid, to your nomination, comments, votes, the new vetting system and outage.

AFRINIC is going through a developmental stage and I believe we always come stronger and better after any challenges we might face.

For us to continue to achieve that, we all need to contribute our part in good faith. As a current member of the board, I have been contributing my part towards the development and I commit to continue to do so.

As a member of the community for the last eight years, I have started to understand the community and the business we do much better.

I believe my skills and experience will continue to serve us as a resource to the board, the development of our system.

Colleagues, I seek your support through your votes to have me elected to the board. I continue to act in the interest of members of the community for the benefits and the deployment of our industry. Please vote for me to be returned back to the board. I need your votes. Thank you for your votes. Goodbye.

(Applause)

SPEAKER:

Now we are calling Mr Benjamin.

BENJAMIN ESHUN:

Thank you very much. First of all, I would like to say that that was not my picture.

Please, I am the one.

You can call me Ben. I am from Ghana. I have been part of this community for about 20 years.

Right from the days of INET and before the early days of the AFNOG.

Over the years, I have witnessed the growth in diversity of the community.

It was this very diversity that makes the community stronger, enables us to withstand the complex issues that will be faced routinely in the coming near future.

I am already a CEO of a membership-based organisation in Ghana and I understand what needs to be done to have better governments, more accountability and more transparency in the membership-based organisation.

I have what it takes to contribute and represent the diverse community and the experiences that will provide me with the performance I need to navigate the landmines and delicate situations as we are reaching consensus.

I am personally... I started my career with the Association of universities and that is when we started advocating for the research education to have discounts on the membership fees.

I am very competent and (inaudible) continue shaping and fighting several of the policies. This is what made me confident in the work of the organisation and with a firm understanding of the consistent approach ensuring that the needs of the community is sacrosanct.

In order to... I am seeking the regional seat of the board and I can ensure that I can bring about my experience is of the past knowledge I know and I'm willing to serve the community because at the end of the day we are all part of a greater community and I believe in the long life for AFRINIC and Africa. Thank you for your attention.

SPEAKER:
Thank you.

Independent region, it was the last we heard in our pool of election... We are asking your indulgence so you can make...

It is the same process... We are going to save time. The election could be done simultaneously. Can I have your acceptance for that?

There was a poster for governance. It was about replacing Mr (unknown term) so I ask your pardon and as a candidate, Mr (unknown term) who is not in the hall and he has sent a video. If the staff can show us his video.

SPEAKER:
Good morning everybody. I am an engineer in electronics. Today, I am now bringing my candidacy in the region of AFRINIC governance and Internet. I am interested in different discussion taking place in AFRINIC and this question is my high interest and that is the motivation for this poster. I have experience especially as a leader of one of the big universities in Congo.

I am also a leader of Internet and we created up project of development and it is also a point of exchange of experience so you have also the same in (inaudible) so I am referring myself to you so you can give me this opportunity and also I can bring my small contribution. Thank you.

(applause)

SPEAKER:
Thank you very much. We are going to invite the chair of the electoral commission to explain the electoral process.

SPEAKER:

We shall cast the ballots for the governance committee and the board at the same time. There will be ballot boxes, two of them. One right next to me and the other at the extreme end.

The one right next to me will be...

SPEAKER:

(Speaks French)

Excuse me. (Speaks French)

SPEAKER:

The question must be directed to the candidate. I will speak English...

If we don't have questions then we are going to go straight to the election.

(laughter)

SPEAKER:

My apologies.

SPEAKER:

I present my excuse for giving the microphone to the electoral president so we have also the question and answers to be directed to the candidate. That is why we open the microphone to give the honourable members to have an opportunity to receive questions.

QUESTION FROM FLOOR:

How do you respond to the position you find yourself in and the current accusations and how does this affect your current candidacy? Should you withdraw? How would you respond if people did not want to vote for you? Should this be allowed?

SPEAKER:

Please, we're going to collect all the questions. Please come in front.

SPEAKER:

We take the questions and then you answer. You can have a seat.

SPEAKER:

Do we still have more questions? We have only one question asked of Mr Vika so we will give him the opportunity to answer.

VIKA WILLIAM MPISANE:

I think it was the last one, can you repeated so I can check correctly?

SPEAKER:

How do you respond to the current situation you find yourself in regarding (unknown term) and the current accusation and also how does this affect your current candidacy? Should you withdraw it and also how do you respond people do not wish to vote for you? Should this be allowed?

VIKA WILLIAM MPISANE:

Thank you.

To the question that how do I respond, I think with all due respect, we have to do what we know which is to give space and time to the process.

You have seen a number of articles. You will have noticed that until probably the last one that came out last week, I have not responded. I am a level person by training. I do know and appreciate the importance of commenting about what you call English law using Latin (unknown term) matters that are pending.

I am 45 years old. I have seen a lot of nonsense. I know when nonsense comes I do not have to raise myself to the level of nonsense.

I have kept quiet so I do not compromise my case. I do not think dumb I may be handsome, as I am, but I am not dumb. I would not put myself on this podium if I was guilty and especially for South African members of a particular class and attitude, it is important they understand South Africa is a democratic state. We have respect for the rule of law, we allow the law to finish its course.

Why then some people back home behave like ignorant people and run to the media to try and try me in the media. I cannot answer. It is their choice. You will know that you must give space to the legal matter for it to finish.

I stood because I believe that I have a lot to add to the organisation and the community but importantly, I stood because I know the truth. I am not dumb, I wouldn't come here knowing that I am guilty. I also am aware especially for people from South Africa who have elevated or reduced themselves to be media agents. What I am saying is likely going to come out in the media, I frankly do not hear.

I know my case and I wouldn't stand here and I am allowing the legal process to run its course. That will be my response on how I respond. If you are South African, you will probably know... Sorry.

If you are South African, you will probably know of a disease that is affecting our country with those problems. When insinuations are made and assumptions are made, the people of a certain class or group are corrupt, they don't need to say anything that they are corrupt. If anything arises out of the media, then assume you are corrupt. I am not corrupt. That's why I'm here.

Let the law take its course, let it finish and please give process to the entire thing. Those who are rushing we are waiting for the outcome and understand the full legal process. Whether it comes in my favour, then I can appeal. If it comes against me, I can appeal. I allow the legal process to run its course.

45 years old. I was not born yesterday. Not dumb. Those who choose to run to the media to make me guilty of a particular class in group, good luck with that one. I will not be tried by media. It will be tried by the court of law and I believe that I have every inch of truth to prevail.

(applause)

SPEAKER:

Thank you very much.

Now we have closed question action session. Now Mr Ernest, Mr Chairman, we are inviting you for the electoral process.

SPEAKER:

The ballot box in front of me as for the vote election. This one here, the one to the extreme left governance committee.

Voting starts now. Actually, not the voting but the casting of the votes.

I need the green ballot the other side.

Pink ballot next to me, green ballot the other side.

Pink ballots next to me and green ballots the other side.

The online voting for the Board of Governors committee elections will close as soon as this exercise ends.

SPEAKER:

Can I make my statement? Look, I don't want...

SPEAKER:

Okay, voting is now closed.

May I ask also the staff to close the online voting now. Please close the online voting.

Before we go onto the tallying, I think that Nishal has 15 seconds to quickly say something again.

SPEAKER:

To the member that has been to get your votes, I just want you to know, here are your votes, I have not been able to cast them. This is purely for transparency. That is all.

SPEAKER:

Thank you.

Craig and... We are ready to do this again.

SPEAKER:

Can we have a seat please. May we have our seat please.

Let us have a seat please.

We are going to give you the final results.

We shall do it by region.

We shall give you where we have two candidates and we shall give you the one who scored more.

Northern Africa, we had two candidates. Mr Leghris had 15 and 107 votes. Invalid nothing. Zero. Mr Habib Youssef...

The director of Northern Africa. Member of board director more.

West Africa.

Two candidates. Dr Emmanuel Adewale.

And Dr Ousmane. Mr Emanuel has 110 votes. Ousmane has 77.

It goes to Dr Emmanuel, who is the director of West Africa.

(Applause)

South Africa region. We have one candidate. Vika William.

We had the number of invalid votes, zero.

The votes for him 151.

We have concluded that Vika is our director in southern Africa.

(Applause)

Wow, great.

East Africa, there was only one candidate. Robert Nkusi. Invalid votes, zero.

The votes cast 150.

Robert is the director of East Africa region.

(Applause)

Independent region. Northern, we had two candidates. Benjamin and Samson.

Number of invalid votes, zero.

Mr Benjamin, he has got 77. Samson has got 112 votes.

In conclusion, Mr Samson is the director of Northern region.

(Applause)

Election of committee of governance, we had only one candidate, who was (unknown term).

Number of invalid votes, two.

Invalid votes, 40.

On my paper was a simple mistake.

The votes cast for him, 62.

The candidate for the committee of governance.

Thank you so much, members.

The chairman of the committee of election has one point.

SPEAKER:

The invalid votes for the board were two but not tied to a region, just to invalid votes in general. They were crossed out.

SPEAKER:

A quick question. I am confused about some of the numbers.

The total number of votes cast in the southern and eastern seats were substantially lower than in the rest of the seats and so, if there were zero invalid or abstained balance in respect of those, then where does the difference sit?

SPEAKER:

We did not count the abstained votes. We do not count those, only the invalid where for example somebody did a double take something of that. We did not count the abstained.

Sorry.

There were two invalid votes. Those invalid votes, one had a cross through the whole vote. The other all candidates were checked. Everything. Those were the two invalid. We did not count... They are right here. That is one. That is the other.

We do not have a particular recording for the abstaining for particular regions.

SPEAKER:

So you would consider a ballot where there is a great big cross just over the sections for the relevant seats to be an abstention or an invalid?

SPEAKER:

Abstention.

SPEAKER:

Okay. Is it possible to get a formal count for the abstentions? You want a formal count of the abstentions?

SPEAKER:

I would.

I'm happy if we calculated simply by the number of total votes from the ones that should have been present, don't need us to... I would like it to be recorded.

SPEAKER:

We will consult with our legal adviser on that. Perhaps have another vote. Thank you.

Ben Maddison would like to have the number of abstentions by region. That is not information we tallied.

Yes. We can. We can.

Should we? Give us about 10 minutes or so and we will get the abstention.

SPEAKER:

There is no hurry, thank you.

SPEAKER:

Thank you to the election chair and the nomination committee chair and congratulations to the newly elected director.

Now, we are on agenda 10. Closing remarks and end of AGMM.

First of all, I would like to thank you all for making time and also thank you for the open discussion we had.

On this note, I will seek motion to close the AGM.

Motion moved by...

SPEAKER:

Sunday. I moved the motion. We close this very interesting general members meeting.

SPEAKER:

Thank you. Seconded by...

SPEAKER:

(inaudible)

SPEAKER:

The AGM is closed, thank you, members.

(Applause)

On the agenda, we have... On the meeting agenda, we have after the AGM, what you call board community engagement.

I think during the AGM we discussed some of the aspects in which the board can improve the way we operate, how we can improve the transparency and all other aspects.

We discussed within the board and we came to the conclusion that in order to have an open and fair discussion the decision will be led by an independent entity.

I will call on the floor, (unknown term) from (unknown term), just two leaders on the discussion and the board will take note on all the comments and the board will see how we are going to improve the way we operate.

This is outside engagement. The AGM is closed. Thank you.

SPEAKER:

Even though the AGM is closed, I want to find out if there is anything like a OB or open mic on the agenda for this meeting.

We referred during the course of this meeting to a point of time we defer some discussions, I raise this because I have been attending AGMs for a couple of years. What I see is a pattern where somebody brings an issue up, we figure out some way to proceed through the day and then we leave. I raised one issue which was the resolution on appointed directors and elected directors. That resolution did not fly. You have said the governance committee will confer and get to us.

We know how rich or otherwise our interactions are online. We are here to get it in the room now. Maybe we want to start with things like that.

Earlier in the day, a member attempted to stop... Or a group of members attempted to stop the selections from going on and I recall one of the reasons we were able to move forward was because it was agreed there were several issues and we said we wanted to hold an SG MM to take care of these issues. At which point do we take care of when it happens... I have not read the document sent to the members.

How do we wish to resolve them? At the end of the day so we will not be held hostage that we have a broken procedure and going against the bylaws for the Mauritian companies act.

I hope my questions are clear.

SPEAKER:

At this point in time, right now, we're going to do some sort of (inaudible) where we put all the issues on the table and the board will take note and address those issues.

SPEAKER:

The board will be there. It will be held by an independent body as you said but we will have to wait to hear back from the board.

SPEAKER:

The point is if you raise a question now on the floor, we will be unable to provide a response. We can note it down and find a way to communicate.

SPEAKER:

Is the governance committee present? I ask if the governance committee is present because the resolution you tabled was based on the guidance of the governance committee as well as the legal counsel. I don't know where the open mic is.

My first question is is that still on the agenda.

SPEAKER:

He has answered several times.

SPEAKER:

OK (unknown term) and (unknown term) please.

SPEAKER:

Chair, AFRINIC, I have a question for the chair. Chair AFRINIC, Mr chair, I am curious. Is it so difficult for us to talk to ourselves now we need (unknown term) to play (inaudible) I just want to know if that is the situation.

SPEAKER:

I will leave that to the members to provide (inaudible)

SPEAKER:

While I realise the importance of us talking...

SPEAKER:

I want to say that ISOC is not a member of the community.

SPEAKER:

I don't feel comfortable that a chair of the board who the board elected to lead the community would abdicate that responsibility for another organisation. Who is also a member of the community.

We should ensure that there is a reason why we cannot speak to ourselves before we abdicate. I am speaking for the future. I want it to be noted.

SPEAKER:

The AGMM is closed. As the board, the board had an open discussion with COE and other parties and if you follow the mailing list, everyone has some clear position on what we are discussing.

As the board, we recognise that we have a role to play but we prefer this discussion is managed by ISOC because the board is also part of the problem. We have seen this today. It is good that we let it be led by ISOC. It is a matter of choice. To make the decision were open and get more feedback from members of the committee are large.

SPEAKER:

It's a feedback eliciting process meant, not to have any bias of the board. Is this the situation?

SPEAKER:

Yes.

SPEAKER:

Thank you very much, Mr chair. I want to make sure we are doing the right thing so that in future, someone will not come and say we have made a precedent and we do not want to proceed along that line. Thank you very much. I am in full support of the process that is about to take place.

SPEAKER:

Think very much. I would like to appreciate the board for interesting us with its important role. We will try to lead the discussion as best we can.

We are here as part of the community. Maybe you have seen us speaking to many people in the community and we want to play a role to making AFRINIC better.

Today, we are not going to do much but just lead the discussion and make sure every voice is heard. Without further ado, I don't think there are any other instructions on how

the discussions will go but I guess it is, I think we follow the order of the mic.

SPEAKER:

Just to follow on what has been said, part of what we are hoping to do is have a platform where the community can speak, the board can listen and hopefully they will be able to take something, some takeaways out of here that will be something they can respond to the community there will be a sense of dialogue that starts.

When you take the mic, think about what you want to say. Take a minute to think about what you want to say and also think, as you say it, if you are to address that to someone who is your colleague, someone you want to work with beyond today, how would you put it across.

Also make it succinct. The mic is open and we can start.

SPEAKER:

Thank you very much. I think that one of the issues discussed to a large extent the meeting earlier was the letter we presented. Regardless of what happened in the meeting, there is still practical issues in that letter that we should be addressing as a community.

I'm wondering firstly where should we start with that and what sort of timeline should we be setting for the organisation to get these issues resolved.

SPEAKER:

Thank you. This is addressed to the board so can someone respond to that?

SPEAKER:

To the board but the community. What is the expectation of the community?

ZIKA MPESANE:

We need an answer for that. Sorry, for the record from Zika. Of the past couple of years, there has always been the issue of transparency in terms of issues of transparency and this issue has been going on for a while. I thought it would be good for us to consider discussing this and also hearing some views from the board and the community on how we can deal with this whole issue of transparency.

Of course the other issue is... You heard early on talked about the bottom-up approach. Are we following the bottom-up approach or not? Is the organisation now probably following the top down up approach? These are issues the community needs to discuss. Thank you.

SPEAKER:

Thank you. We have three questions on the table.

Who would like to talk about... To respond or react to the question about the letter? The board as well as the community.

I'm sure we have all read the email, the letter today. I think it is important that we know the outcome of that.

SPEAKER:

If I can comment on the letter, I read through the letter and of course there are some contentious issues the organisation is raising. More so the issues of constant. I also want to note that some of the things they raised, I think if you look at specifically the issue of the candidates, a single candidate for a specific region, I think in my opinion, considering we have a process that allows us as a community to nominate ourselves or a candidate and this process has been laid and part of the organisation is the noncom trying to carry out the mandate of ensuring candidates can come forward and present themselves as candidates.

I think we could probably going forward consider looking into such an issue.

Dig deep to know why is that the case. Do we want nominations committee or do we need to improve the nominations committee process in such a way that in the event we have a scenario whereby we have a single candidate, rather than us proposing ideas that would probably disadvantage the candidate who is available, maybe nominations committee can devise other means or the process can enable for us to have more candidates in the future so we don't find ourselves in a situation whereby we find a specific constituent within the community that does not really like the candidate causing the situation we faced today?

In the same letter, there were issues to do with the law. Our bylaws not being followed. I can't go to the specifics but the idea that the whole thing was so random. I think it was too radical.

If ISPA had considered bringing this earlier run before the community to look at this issue, of course there has been discussions going on around the same issues that they presented in the letter.

However I don't know if the community was not able to basically look at these issues in time.

We find ourselves in a situation where we have to radically do things which is also risky for the organisation. In terms of what I'm to say, there is a disconnect in terms of how we engage with each other and maybe we need to find a way to engage in a manner which allows us not to...

Allows the committee not to radically do things that would put the organisation in a trying moment.

SPEAKER:

Before you sit, let me ask - can I quickly interrupted for a few seconds? To give the gentleman that requested for the abstentions...

Here they are, quickly. Northern, two abstentions. Western, two abstentions. 5, southern, 38 abstentions. 6, Easton, 37. 7 non-region zero abstentions.

SPEAKER:

You have highlighted an important aspect of communication - a disconnect. What ideas do you have to breach the disconnect? How do you think that can be improved?

SPEAKER:

I think of course such a forum would be one of the ways in which we could discuss as members of the committee to resolve it but I think engagement between the community

and the organisation.

That would be one of the best ways to resolve the issue of the disconnect.

I don't know if the community and the board, if there is this... I think engaging the community and the board and all the organisation, having more engagement.

If ISPA has issues that they need to resolve, of course we have talked about having a forum where people come together. That would be one option for the members but for the entire community, I think either we have a forum whereby we discuss these issues beyond just the AIS, but essentially of course I think some sort of engagement between the community and the organisation or the board would be the best way to do this.

SPEAKER:

Just a couple of comments from me, from ISPA.

Your concerns about them having issues with AFRINIC, I don't believe they were here to represent a substantial number of resource members who had concerns collectively and asked ISPA to address them in a collective way. In the current context of structures, there is no way to recognise the representation that they hold but that is the intent of what we were trying to bring forward.

They were coming as a collective grouping. It happens to be a single entity. That distinction can be a bit confusing.

In terms of the timeline, it was certainly not by choice that the timeline was what it was.

There were occurrences that happened on the mailing list in the weeks leading up to this election that we raised in the letter and unfortunately there was a time period from when those things occurred to the point of legal counsel, legal advice and all of those things. Unfortunately, the lawyers only completed the process late yesterday evening.

We desperately try to get this stuff to the community earlier to have sufficient time for constructive engagement. It was just logistically and practically very difficult and we battled to get it faster than we did.

SPEAKER:

Thank you.

Maybe we can separate the problem in two. First, we can discuss and maybe the board can say something about how they can resolve or answer to this demand, which is legitimate demand of many members of the organisation.

At the same time, we can't discuss on how in general we can address concerns and can avoid that... The concerns can go to this level and come to the AGM.

Is there a better way to engage and resolve the issues rather than having to resort to this type of... I guess it is last measure that we took if your issues were taken... Were addressed before, you come to that.

How can we improve the engagement within AFRINIC? I know there are many ways to do it.

Why this has failed?

And why we had to reach to that point? Yes.

SPEAKER:

thank you. I think on the side of the board, as the board, we also need to understand when we talk about transparency because there is no clear understanding of what transparency means because if we as a board share minutes, communicate on the mailing list, but it is based on the discussion, it seems like it is not enough for the members of the community.

On the board side, we would like to know what member expectations when we are talking about transparency, it will help a lot.

SPEAKER:

Thank you for adding this additional point. I think there are many that are open, I would appreciate that the board as well as the community tries to answer to some of the questions that have been raised as well.

SPEAKER:

Sorry if I put it... I put it that ISPA has issues. There are constants within the membership at ISPA and from my point of view there is a disconnect in terms of engagement.

We have a governance committee. It is in place.

I'm not sure if it is effective or we can measure its effectiveness. Of course, we put such measures in place to also use as mechanisms through which we can engage.

I think the governance committee was initially suggested by the community as the bridge between the board and the community.

Basically, I think we also need to think of what role, if it is effective or not, and would ISPA have reached out of the governance committee with some concerns to channel it to the concerns through the governance committee?

Because that was the reason we created this governance committee in the first place.

SPEAKER:

I agree entirely that the governance committee is a good platform where these things should be addressed.

My concern is that I have not perceived a significant amount of guidance coming from the governance committee in these issues.

I do not understand the terms of engagement that are supposed to be there. I do not see the report or reform in major processes that seems to have been coming from there but maybe I am not seeing it. Do we have something, can they give us some report on their performance output, the actions that might have been taken based on their work? I'm not sure.

SPEAKER:

That is what I was saying. Is it effective? If not, what can we do? Maybe the board can tell us.

SPEAKER:

That is an important question that we will come back to. Ben wants to speak.

SPEAKER:

I found today very frustrating.

I am standing here trying to picture what kind of engagement can result in a change in this problem.

Fundamentally, what I have been observing for several weeks and it is most pronounced in this room today has been an attitude of utter contempt and unwillingness from the board to attempt to take steps to address the legitimate concerns of its members.

I have personally had at least two direct specific questions go without a meaningful response at the microphone today, having had what I thought was a fairly heated but constructive discussion on the subject of the issue surrounding the motion put forward by ISPA earlier. I thought there was meaningful progress being made before the chair and legal counsel stepped in and ruled the motion out of order.

Unless there is a fundamental shift in attitude, all the engagement and forums and committees in the world will result in the same cycle over and over again.

On a related point, to provide a partial answer to questions question about what transparency means, this is what I think is the other side of the same coin. For me, the standard of transparency I would expect to see from this organisation is that every document and every record of decisions and issues that are taken either in the operational side of the company or the government side of the company are made available to its members unless there is a specific and compelling reason they should be confidential. If they need to be made confidential, the community should be provided with reasons for that. We should know what confidential information exists and the reason for its confidentiality.

SPEAKER:

Is there anything in the bylaws regarding transparency what should be public and what should be confidential?

SPEAKER:

I am done talking about bylaws for today.

(laughter)

SPEAKER:

If I can respond quickly, I think I put transparency could potentially put us in a position of excessively analysing every single minutiae. I think that is driving some of the unhappiness. Publishing everything openly opens up a can of worms. It is potentially not necessary. That said, when the membership comes forward and question something, if it's not going to be publicly released, the engagement with the board should be sufficiently open that the membership can feel comfortable that the boarders executed their responsibilities in a way that, whether we see the information or not, we are comfortable that they have made the right decision.

SPEAKER: Ben.

SPEAKER:

Really don't look that much alike. I can only think of one member of the community who is likely to read all the stuff I've described.

I personally feel comforted by the knowledge it is available for me without having to ask if I had cause to go looking for it. The principle of it is the more important part which is that, rather than seeking reasons why we should be providing information to the community and members, we should be required to think of reasons why we should not.

We should have a specific reason why something should be confidential, otherwise it should be available by default.

SPEAKER:

I just wanted to comment on what Ben said. I agree with what Ben is saying. I will pick out one specific incident. Recently on the community, there has been discussion about a specific conversation or deliberation that was going on between the board members on a specific issue.

The members of the community, different members raised some constants based on what had been published in those minutes. If we don't see this, it doesn't help because it's good for us to see what is happening. After all, we elect the directors to serve the community.

This level of transparency is really important for us. At the end of the day, considering that specific incident, you realise that, as a community, we are able to see and read what actually happens in these board meetings including essentially the resolutions that the board will eventually come up with but one thing I picked from that specific issue is the lack of cohesion within the board itself.

This lack of cohesion on the board, that needs to be resolved. The board needs to think about how they can best resolve the issue of lack of cohesion. If there are groups... I don't know.

What I saw in the minutes was lack of cohesion. At the end of the day, the resolution is clear. There is some sort of lack of communication between board members themselves. Of course, if you look at the resolution, the board decided that going forward, they need to find some sort of cohesion and in terms of communication between themselves and management, there is need for a streamline communication.

The minutes are good. We would not want them not to be published. Then we as a community have a clear view of what actually happens and then we can call it the board where we need to do so.

SPEAKER:

Thank you. I don't think it is a major problem. I think it is up to the community to agree what is the level of transparency that is needed. It is quite normal that there are some people who believe there should be more transparency or less transparency but I think at some point, the community should agree that this is the level of transparency we

need.

Unless there is that kind of agreement, then people will consider that is not transparent enough thought is too transparent. I don't know.

If I say something about it, I would say that, if it is an issue, it should be put on paper and dealt with once and for all.

SPEAKER:

Thank you very much. I want to understand what the problem is and the solution we are trained to present. You would wonder why don't all planes have cameras so you can see as your landing. Why do you have to rely on the expertise of the pilot to fly you and when you are in the cabin, you're looking forward.

For a car, you can see driver be careful but for a plane, one error is totally fatal. The truth is that we called for transparency. We did. There was a time that resolutions were not published. Then we started publishing resolutions. Minutes were not published.

I'm sorry.

Minutes were not published. We started publishing minutes. Now we are at the state where we are going into the granularity of looking at the steps. The board is taking a decision. What matters is the decision, not the processes that lead to it. What will then happen is that you see specific people beginning to play to the gallery.

I can say this because I have been there. I have been very much there. When you take decisions, a board should take decision as a monolithic entity. Not as a group of people whose individual position should be minuted. So the community can see I did not support an issue that seized to take power away from the board. So when I am due for election, the community can know the type of person they need to vote for.

When you minute individual positions of members of the boards, the board should have diversity because diversity is good for any organisation. There should be different views because we must not all life facing the same direction. The way you put the collective views together, you see a way forward.

What is important, what are the issues, what are the considerations, what is the decision we arrived at, it doesn't matter if someone supported it or is against it, we have decided. We have elected people. It doesn't matter whether you voted or not, they are no board members. They are responsible for everybody, not only those who voted for them.

Until we see ourselves as a community and that fold, the divisional keep growing wider and wider. Thank you.

SPEAKER:

We have also some concerns. We are really at pains to (inaudible) it is all so painful to see (inaudible) personal agenda which are hidden. Unfortunately, people are dividing people for their own interest.

We have found there is a group of people who their goal is to send AFRINIC in a dish so when it is really the interest of everybody, AFRINIC is bringing resources of the communities and all of us, it is our responsibility.

Unfortunately we see the chairman had also to put some forced to take leadership if you

leave leadership power down and the people will take it and also do whatever they want and that is what we have seen.

Unfortunately we can see members of the community are doing everything to destroy the structure of this community so we are praying that everybody should know leave the personal interest and put forward the interest of the community.

Those who have a hidden agenda, they should put it aside and think about the future of this community, the future of AFRINIC. I am inviting the board to take its responsibility to read deeply so they should not be manipulated by people who understand this text.

It is continental institution so we see some people who are joking. Thank you.

SPEAKER:

Thank you. I am also inviting other participants (inaudible) it is an opportunity for you. Please take this opportunity.

SPEAKER:

I don't know where we are in this discussion but there is another contentious issue in this community. Basically I thought as members who are here, there is a school of thought that people hide things from the public in terms of transparency. The board is doing that through a very important thing called the NDA.

The NDA document so I am wondering if this is something we would want to also discuss. Do we still need the board to sign these NDAs? It is something contentious and it's been cropping up within the community in the past couple of years. I just thought I should raise that issue.

SPEAKER:

Ben has remembered what he wanted to say.

SPEAKER:

I haven't remembered but I've got a response to what Noah said. There is inevitably going to be some confidential information that comes into the possession of the board and it needs to consider it and the need to be obliged to keep that confidential. The more important question which is kind of the same thing about the transparency question, the scope of the NDA.

SPEAKER:

Thank you.

SPEAKER:

I just have two things to mention. I'm looking at what we got ourselves into today over adding items to the agenda. At the same time, 28 days timeframe to raise issues for discussion.

There was a loophole in the system in that those two points, the laws are basically to ensure that we don't have this particular issue in the future. If we are supposed to amend the agenda, the particular items (inaudible)

One of the key things that brought us here was the election and the motion to not have an election is... I'm thinking that that should not be possible in the future.

Number two, I am looking at the associations in (unknown term) individual ISPs to AFRINIC and we have an issue that was raised by the Association. I would like maybe in the next few days, we get clarification or maybe possible get legal guidance on how... You have individual members but today there was a letter, not from specific members. This is the Association. It needs to be defined. In Uganda, we have ISPO.

This is an association. If you present 40 or 50 ISPs, when you speak you are representing all 40? Is it uniform because there is no way of doing that.

Five maybe neutral or maybe not. I think it would be good over the next few days we get clarification and we put it to the (inaudible)

SPEAKER:

Thank you very much.

SPEAKER:

Thanks. You raised an interesting point and I'm curious to get the feel from other members on the issue of the bylaws. We have talked about bylaws. There have been news about whether the bylaws work and if so what process do you think should be taken in updating the bylaws so they are able to support the organisation to go to the next level. What do members think, in what kind of process do you want to see two lead into some improvement in the bylaws or changes to the bylaws?

SPEAKER:

To add to that, I have tried to keep away from these discussions so I am learning issues. What I realise is that many of the issues are normal issues like in any organisation. What should we publish? What should we not? How should we change the bylaws or how we interpret the bylaws.

These are normal discussions in an organisation I think they take more time to resolve here in AFRINIC and may be some of the institutions within the organisation don't work. For example the governance community, hard to deal with those issues. How can we improve that. What can we do so that some of the issues are dealt with once and for all and we move onto the next one?

DR EMMANUEL ADEWALE ADEDOKUNV:

I might not have a recommended process for dealing with bylaw issues but something that I've observed each time we have to talk about bylaw constitution issues and consistency is that we have a big problem in that we here are resource members and according to how things are set up in the RAR system (inaudible) the rest of the community decides what happens within the RAR.

I've seen on a couple of occasions the legal counsel would say that the gentleman who are the directors are the only ones recognised by Mauritian law. Which is what AFRINIC operates under.

Once in a while, we are able to accommodate shareholders. Technically we are the shareholders under a normal company structure but when you look at it and interpret it the way Mauritian law says it is, it is those directors who are the only ones that Mauritian law recognises so we will keep struggling to balance the two.

As an example, this morning in voting, there was stuff about... I can't remember which of the cases it was but somebody pointed out that none of the shareholders... Something I remember was pointing to was not valid in his own case since he is not a member is recognised by the Mauritian law. I'm sure you go through the archives, you would realise which specific one it is.

Until we find a way to align our bylaws, with the laws of the country we are operating in in such a way that the board membership would not pick and choose the instances under which they want to align with the bylaws they have written or diminishing companies act which no one can touch, we will keep coming back to issues like this.

The only other thing I wanted to talk about which is not directly related to the bylaws caution that is sort of related to the bylaws.

This morning someone took a stance after being asked a couple of questions, he took the stance that if members felt that they were not satisfied, they should go to the courts.

That's not the spirit in which a bottom-up organisation is run and I will not expect the person who gives council to the board at all the meetings is thinking along those lines and has that mindset.

We need to remember that even though we are operating under the laws of Mauritius even if it's only the directors were recognised under the law, we should keep that spirit of bottom-up system and maybe that's one of our major issues, who knows?

(applause)

SPEAKER:

I am speaking as a board member but not for the board. I think we are talking about bylaws changing bylaws and (inaudible) is not the board driving it, it's the committee driving it and from what I understand is a board member, the existing process which was set up by the board and the community, everyone was OK with that, as that process and issue now? The way it is being run?

I would ask for feedback about this.

SPEAKER:

Would you like me to respond?

SPEAKER:

You are already on the mic so you can make your comment.

SPEAKER:

From my point of view, I haven't kept up with what is going on. I don't know... I can't quantify if there has been an improvement or if it has got worse. It's difficult to judge unless you are an expert or someone who is obsessing over reading bylaws.

The community has a lot of nonlegal people in it. We are typically a technical community. And don't necessarily have commercial or... We are a typical technical community.

The bylaws are a difficult thing to consume and I don't know.

One thing I have noticed and it goes back to what you were saying earlier, the reference to dealing with the timelines in an effective way and not bringing things in the last minute and those kinds of things.

What I noticed about coming into the process of this meeting is that even though there were issues that were maybe not violations of the bylaws, there was a lot of deviation from guidelines. A lot of unknowns and unexpected things that came out.

The frameworks we should be working in should be predictable. If the frameworks are predictable, be it a bylaw or guideline, the framework should be predictable.

If people have concerns to raise, they can raise it in a predictable way through a channel so if someone has a motion to bring forward, they know six months before the meeting that they should start thinking about it because they know if they bring it at the time when the motion should be presented, they will be accepted and put onto the agenda or whatever.

That's an example. When there is so much uncertainty both in the interpretation of bylaws and the companies act and all those things. In the execution, in the execution of procedure is that we have agreed in the community, procedures that have been agreed operationally at the board level, governance level, all of these things seem to be completely fluid. I think that is driving a lot of the instability we see right now because there is no... It's a black box. A magical timer is set somewhere between one day and 18 months.

You have no idea when things will be resolved. The PDP process in a sense is a similar creature where some people view it is very important but the PDP process is very unpredictable and how quickly it resolves to a consensus and policy change, we accept that will be problematic but stuff that is supposed to have solid timelines and frameworks should be more consistent than we are seeing at the moment. The gala buses are already here and there are many questions that have not been answered or commented on but we will try and give some kind of report to the board but we have to do, you can stay, those already with the mic, you can stay.

If you have a burning issue, you can say one more.

SPEAKER:

The bylaw review process. Just a suggestion, I think the way the request for comments on the bylaws was done was quite inadequate.

It looks like it was done because it had to be ticked off a list of items to do.

If you have got something that is that complex and varied, it would have been nice to start that request for comments with a teaser and breakdown the different sections we have in the bylaws and say this section talks about this particular issue because everybody here, almost everybody here volunteers to do this.

When someone does a little bit of an entry, you can say I remember that in this area and you take a look at the text and put your comment.

One suggestion may be, people can pick different parts and put in their comments. I

would be glad myself if I saw something like that.

SPEAKER:

I just remembered something which I thought is (inaudible) which I thought we should also probably put on the record for consideration. Of course, in this community we have (inaudible) engagement some of which is using the mailing lists which are available to us and in recent years we have a lot of (inaudible) amongst us ourselves and these have, basically these personal attacks have created a very hostile environment which has basically enabled, denied us the opportunity to engage further and I think this is something we need to look at as a community because we need some level of maturity of course, the mailing lists have some code of conduct which half of the time is not enforced and probably if that was enforced, there is a possibility that there will be some kind of sanity within the community in terms of how we engage with each other.

I thought I should bring that up for the record.

SPEAKER:

Thank you. I realise that many people here in the room don't engage and maybe that is that reason. Maybe that is the reason are afraid to be liberal, attacked et cetera.

It is something to consider. I don't want to talk on behalf of those who were not talking but that is something to think about.

SPEAKER:

Pushed forward, it is a good thing that ISOC is trying to make (inaudible) right now but I also think, the bylaws support something like this and if the (inaudible) law resolutions like this and the reason why I am pushing this forward is if that is not the case specifically, I am scared that there will be threats that go to court. If there is a court action against Afrinic, (inaudible) and the side for a court process is then enacted on the warring parties so I strongly would want to suggest that perhaps may be in your reports that you may be sen something by the community that we have solutions and another government currently has it its own pots to play but perhaps it has been tested... That is what I want to suggest and maybe something, are we disenfranchising (inaudible) members from voting for (unknown term) processes because it is by show of hands in the hall and whatever policies that are going to go on within this community also, I feel that (inaudible) members who are not physically present in the hall cannot also express their own electoral rights.

It is also a way of disenfranchising them so perhaps it might be put into (inaudible) for future electoral guidelines that might come. Thank you.

SPEAKER:

Thank you very much. ISOC is not here mediating. We are just leading a discussion. I hope that we have led it in a way that gives opportunity for everyone to speak. We didn't have a lot of time and I am not sure that we have addressed all the issues but I would like to thank you all.

It is a good start and I would like to thank you all for trying your best to raise your points and I think we have seen that we can discuss and we can engage if we want to say something. One last one.

SPEAKER:

The only time we actually, besides the mailing this, the only time the community and the

members actually ever have a face-to-face interaction with the board is only during the (inaudible) SDMM. I was thinking, would it be necessary for the board to physically engage with their members probably through their associations, in this case like ISPA, beyond just here. Reach out to these communities and if need be, even going to South Africa or East Africa or whatever. Actually have a real face-to-face engagement beyond just mailing lists. It is just something I'm thinking about.

SPEAKER:

At the board level, we have put in place what we call board member engagement. This means that in each region aboard member of the region will try to reach out with members to discuss things in order to build physical discussion between the board and the member. We have put that approaching and very soon to be implemented.

SPEAKER:

Thank you. I know have other things to do. We have seen that we can engage and we should continue to do that. (inaudible) do you have an few more words?

SPEAKER:

I would just like to thank everyone who has contributed. It is a very important step to start making and hopefully find ways of having these opportunities whenever they present themselves where the board can have their talk with the members and I hope it fully to some important progress towards more fruitful discussions in the future. With that, I would like to thank you and also for your trust that we also have a small role to play in the community and for handover back to the chair, not the chair sorry, to MC, however the MC is let us know what is next.

SPEAKER:

Lets go to the (inaudible) and see you tomorrow morning.

SPEAKER:

Thank you, goodbye.

SPEAKER:

Before you go, there is a driver's licence here. Make an effort if you know who the person is so we can give you your driver's licence.