

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

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**Date: Friday 18 September 2020 at 10:35 AM UTC via Online Conferencing System**

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**Present:** Dr Christian D Bope            Chairperson  
Mr Eddy Kayihura                    Chief Executive Officer  
AFRINIC Board of Directors - See **Annex A**  
AFRINIC Resource Members - See **Annex B**  
AFRINIC Associate Members - See **Annex C**  
Auditor - BDO represented by Mrs Salimah Nubee  
Company Secretary - Executive Services Limited represented by Mrs Fabiola Olivier  
Mr Ashok Radhakisson    Legal Counsel

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### **AGENDA**

1. Welcome and Agenda Review
2. Approval of last AGMM minutes dated 20 June 2019 held in Kampala, Uganda
3. Board Activity Update
4. Activities Update
5. Financial Update
  - 5.1. 2019 Audited Report
    - 5.1.1. Presentation of audited Financial Statement
    - 5.1.2 Adoption of Financial Statement and Audit Report
  - 5.2 Appointment of Auditor for 2020
  - 5.3 Presentation of 2020 Budget

6. Nomination Committee 2020 Report

6. Election Committee 2020 Report

8. Election results

9. Amendments to AFRINIC Bylaws - Special Resolution SR  
SR1 to SR28

10. Closing Remarks and end AGMM

## **BUSINESS OF THE DAY**

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

The Chairperson, Dr Christian D Bope, welcomed all attendees and opened the AFRINIC Annual General Members Meeting at 10:35 AM UTC.

#### Quorum:

For the purposes of Article 12.10 of the Bylaws, a roll call was carried by the Legal Counsel and the quorum was determined as follows:

*Four (4) Directors elected to represent a region:*

Dr Christian D. Bope – Central Africa  
Mr Subramanian Moonesamy – Indian Ocean  
Dr Adewale Adedokun – Western Africa  
Prof Habib Youssef - Northern Africa

*One (1) Director elected on a non-regional:*

Mr Serge Ilunga - Non - Regional

*Five Resource Members:*

Mark Elkins - Posix Systems  
Arnaud Amelina – Resource Member  
Ben Maddisson – Resource Member  
Victor Vivien Assangbe - Resource Member  
Malcom Siegel - Resource Member

Agenda review:

The Chief Executive Officer (CEO) informed that he intends to make 2 motions with a view to amend the current agenda and he was invited to make his motions.

Motion #1: .

*"Having regard to AFRINIC's recent experience in the management of the whole voting process in respect of the PDP Co-Chairs and NRO NC elections held on 16<sup>th</sup> September 2020, I move that the voting for the vacancies in respect of the Board and Governance Committee elections as well as the Special Resolutions Nos. 1 to 28 that started since 5<sup>th</sup> September 2020 be closed at **11.30 hours UTC today, 18th Sept 2020**, so as to allow sufficient time for all elections results to be tallied and verified."*

The motion was seconded by Mark Elkins (Posix Systems) without any objection. Motion passed.

Motion #2:

*"Having regard to the number of Special Resolutions in connection with the existing item #6 of the AGMM 2020 Agenda, I move that the current Agenda, as styled, be amended as follows:*

- (i) To delete the existing sub-item #6.1 and thereafter to re-style the remaining of item #6 as **new item #9**;*
- (ii) The existing item #7 to be restyled as **new item #6**;*
- (iii) To delete the existing sub-items #8.1, 8.2 and 8.3 respectively, and thereafter to amend the remaining of item #8 so that it is purely and simply be read as **"Election results"**;*
- (iv) To add a **new item #7** to be read as **"Election Committee 2020 Report"**."*

The motion was seconded by Fiona Asonga (Tenet) without any objection. Motion passed.

Thereafter, the Agenda was amended and the proceedings continued accordingly.

## **2. Approval of last AGMM minutes dated 20 June 2019 held in Kampala, Uganda.**

The Chairman invited a motion to adopt the minutes of the AGMM that took place in Kampala, Uganda.

A motion was made by Eddy Kahiya and seconded by [TBC (Resource Member)]

At this stage, Mr Subramanian Moonesamy (Director) raised a 'point of order' to the effect that the CEO could not be the mover to the motion for approving the minutes of the AGMM

held on 20 June 2019 in Kampala, Uganda in as much as the latter was not present during the said meeting.

Upon the advice of the Legal Counsel, the Chairman sustained the aforesaid point of order and invited another member to make the necessary motion to approve the minutes in question. This time, the motion for approving the minutes of the last AGMM was made by Mr. Subramanian Moonesamy (Director) and seconded by [TBC] without any objection.

The minutes of the AGMM held on 20 June 2019 in Kampala, Uganda were therefore approved without amendment.

### **3. Board Activity Update**

The Chairperson made a presentation on the Board's activity for the year under review. The presentation is available at <https://afrinic.net/ast/pdf/agmm/2020/d2-board-activities-update-2019.pdf>

### **4. Activities Update**

The Chief Executive Officer Eddy Kayihura, made a presentation on the AFRINIC Activities Update. The presentation is available at <https://afrinic.net/ast/pdf/agmm/2020/d3-afrinic-ceo-activities-update-2019.pdf>

### **5. Financial Update**

#### **5.1. 2019 Audited Report**

##### **5.1.1. Presentation of audited Financial Statement**

The Chairperson of the Audit Committee, presented a report on the audited financial statements, an overview of the Audit Committee, and the financial positions of the company.

The report is available at <https://afrinic.net/ast/pdf/agmm/2020/d4-summary-audited-report-2019.pdf>

##### **5.1.2 Adoption of Financial Statement and Audit Report**

The Chairperson called for the adoption of the audited Financial Statements and audit report for the financial year ended 31 December 2019.

The motion was seconded by Noah Maina (Seacom) without any objection.

The motion to adopt the audited Financial Statement for the year ended 31 December 2019 was passed accordingly.

## **5.2 Appointment of Auditor**

The Chairperson informed that there is a recommendation from the Board of Directors to re-appoint BDO as the external auditor for the latter to hold office from the conclusion of the meeting until the conclusion of the next annual meeting.

Ben Madisson (Resource Member) made a motion to that effect which was seconded by Fiona Asonga (Tenet).

In the absence of any objection thereto, BDO was consequently appointed to hold office from the conclusion of the meeting until the conclusion of the next annual meeting.

## **5.3 Presentation of 2020 Budget**

The Chairperson of the Finance Committee presented the budget for the financial year ending 31 December 2020. The presentation is available at

<https://afrinic.net/ast/pdf/agmm/2020/d6-afrinic-budget-2020.pdf>

## **6. Nomination Committee 2020 Report**

The Chairperson of the Nomination Committee made a presentation on the processes that were followed for the nominations of the 2020 elections.

<https://afrinic.net/ast/pdf/agmm/2020/d8-nomcom2020-report.pdf>

## **7. Election Committee 2020 Report**

The Chairperson of the Election Committee made a presentation of the steps and procedures followed for the purposes of the current 2020 virtual election in respect of the open Board seats and Governance Committee seat.

## **8. Election results**

The electronic e-voting platform was closed at 11:30 UTC in the presence of the following observers:

Mark Elkins

Jean-Robert Hountonomey

Barrack Otieno

Lucky Masilela

Sanjaya Sanjaya

Thereafter, the Chairperson of the Nomination Committee announced the results as follows:

*For Board's seats:*

Seat 4 (Central Africa) - Serge Kabwika Ilunga, to serve a three-year term  
Seat 6 (Eastern Africa) - Abdalla Omari, to serve a two-year term.  
Seat 3 (Indian Ocean) - Subramanian Moonesamy, to serve a three-year term  
Seat 8 (Non-Regional) - Benjamin Eshun, to serve a three-year term.

For Governance Committee's seat:

Ali Hussein to serve a three-year term starting January 2021.

#### **9. Amendments to AFRINIC Bylaws - Special Resolution SR SR1 to SR28**

The Vice-Chairperson gave an overview of the steps that the Governance Committee undertook to review the Bylaws and the outcomes of 28 Special Resolutions to amend AFRINIC Bylaws. The proposed Special Resolutions are available at <https://afrinic.net/ast/pdf/agmm/2020/d7-special-resolutions-amendments-bylaws.pdf>

After discussions, the Chairperson of the Election Committee was invited to present the results of the votes on the 28 Special Resolutions. The results were announced as follows:

Passed: SRs, 1,2,3,5,7,8,11,13,14,16, 22, 24, 27 & 28

Not Passed: SRs 4,6,9,10, 12, 15, 17, 18, 19, 20, 21 23, 25 & 26.

#### **10. Closing Remarks and end AGMM**

In the absence of any other business, the Chairman thanked all participants and invited a to close the proceedings of the AGMM at 13:15 UTC.

The motion to close the meeting was made by [], and seconded by [].

The meeting therefore ended at [].

**Attendance List of Resources  
and Registered Members**

**Abdalla Omari**

**Abdirahman Abdi**

**Adenle Adeoti**

**Adeola Alain Patrick Aina**

**Adewole Ajao**

**Adoum Azeddine**

**Ahmed Benhalim**

**Aka Manouan Honore**

**Alessandro Amirante**

**Alex Sanon**

**Alfred Kumah**

**Ali Hadji Mmadi**

**Alpha Abdoulaye**

**Aminu Ibrahim**

**Angus Hay**

**Arnaud A. A. Amelina**

**Ashok radhakissoon**

**Azeeddine Mahmoudi**

**Azmi Lahmar**

**Baboucarr M. Saho**

**Badru Ntege**

**Bashir Mudeheri**

**Batemyetto Javan**

**Batio Thera**

**BDO - Salimah Nubee**

**Ben Maddison**

**Berard Ndove**

**Bill Sangiwa**

**Boubakar Barry**

**Brian Muita**

**Brynn Burnett**

**C C L Sibanda**

**Charles Kiilur**

**Chris van der Merwe**

**Christia Wollner**

**Claudio Gonçalves**

**Colin Bastiene**

**Constanza Martinez**

**Damiao Tomas**

**David Anderson**

**David Venter**

**Desmond Onoriose**

**Dozie Obilor**



**Dr Adewale Adedokun**

**Dr Christian D. Bope**

**Eddy Kayihura**

**Eddy Lareine**

**Edith Udeagu**

**Emmanuel Kweku Eshun**

**Emmanuel RUK**

**Emmanuel Rukengwa**

**Eric Attou**

**Eric Sengonzi**

**Erick Kiboi**

**Eustache Safari**

**Executive Services Ltd- Fabiola**

**Ezekiel Bando**

**Ezekiel Okoe**

**Faith Nasiru**

**Felix Ndayirukiye**

**Fiona Asonga**

**Francis Kangethe**

**Franck Bertaud**

**Francois Steyn**

**Frank Habicht**

**Frank Kagoma**

**Gaspar Asumu**

**Geoffrey Karegeya**

**Georges Abi Khalil**

**Graeme Eddey**

**Guepsi Guy**

**Guylaine Laiyra**

**Heng Lu**

**Hervé Clement**

**Isatou Jah**

**Jacqui Misland**

**James Julius**

**Janvier Ngnoulaye**

**Jean-Robert Hountomey**

**John Ngwoke**

**Kanyimbu Mutombo Augustin**

**Karabo Sedumedi**

**Katrina Frankish**

**Keessun Fokeerah**

**Kelvin Bwalya**

**Khoudia Gueye**

**Kishna Dhondee**

**Kouame Philippe**

**Len Lotz**

**Lukman Folarin**

**Malcolm Siegel**

**Marianne du Plessis**

**Mark Elkins**

**Mark Ntow**

**Mehdi Kettani**

**Miguel Angel Ntugu Obono**

**Mohamed Traore**

**Mohammed Ahmed**

**Moustapha Kane**

**Nick Raper**

**Nii Narku Quaynor**

**Nkonze Masuha**

**Noah Maina Mukhangu**

**Nodumo Dhlamini**

**Noubaissem Radjitan**

**Nshimiye Zahabu**

**Olaotan Edegbami**

**Oluwaseun S. Ojedeji**

**Otieno Barrack**

**Owoseni Victor**

**P Y Njie**

**Paolo Saviano**

**Patrice Menda**

**Paul Dayang**

**Peter Peele**

**Pierre Claver Bakoroba Traore**

**Prof Habib Youssef**

**Ravelomanantsoa Harinaina**

**Raz Biramah**

**Riaan Venter**

**Rodrigue Saoungoumi**

**Romulo Fernandes**

**Roshan Halkhoree**

**Sabrina Lenz**

**Saifeldeen Obeidi**

**Saloum Jimbara**

**Samson Yerima**

**Samuel Paul Mugabi**

**Samuel Tawiah Djorbua**

**Sanjaya**

**Saul Stein**

**Serge K. Ilunga**

**Silvio Cabral Almada**

**Sirshem Moodley**

**Subramanian Moonesamy**

**Susan Otieno**

**Tagang Jaze Emmanuel**

**Tedros Ghirmay**

**Tespok Tespok**

**Tobia Castaldi**

**Trevor de Beer**

**Tseliso Mokela**

**Vika W. Mpisane**

**Vivien Assangbe Wotto**

**Wajdi Garali**

**William Martey Akita**

**Yapoga Jean-Marie Nicaise**

**Yaye Kimba**

**Youssef Diarra**

**Yves Gatete**

**Zakaria Yartaoui**

**DRAFT**

**ANNEX B**

**Attendance List -  
Associate Members**

**Adiel A. Akplogan  
Mark Elkins**

**DRAFT**