

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

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**Date: Thursday 20 June 2019 at 12:15 Local time**

**Venue: Plenary Room, Sheraton Kampala Hotel, Uganda**

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**Present:** Mr Alan Barrett Chief Executive Officer  
Dr Christian D Bope Chairman  
Mr Ashok Radhakisson Legal Counsel  
AFRINIC Board of Directors  
AFRINIC Management Team  
AFRINIC Members  
AFRINIC Community members as Observers

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### **AGENDA**

1. Welcome and Agenda Review
2. Approval of last AGMM minutes dated 10 May 2018 held in Kampala, Uganda
3. Board Activity Update
4. Activities Update
5. Financial Update
  - 5.1. 2018 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 2019
  - 5.3 Presentation of 2019 Budget
6. Amendments to AFRINIC Bylaws Special Resolution
  - 6.1 Vote

7. NomCom2019 Report

8. Election

8.1. Presentation of Candidates - Board

8.2. Presentation of Candidates - Governance Committee

8.3. Vote

9. Elections result

10. Closing Remarks and end AGMM

## **BUSINESS OF THE DAY**

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

The AFRINIC Board Chairman, Dr Christian D Bope, welcomed the Members and Observers present, and opened the AFRINIC Annual General Members Meeting at 12:15 Local Time.

The Chairman called for a count of Members, by show of hands, to confirm quorum to proceed with the AGMM.

The Legal Counsel confirmed quorum.

A review of the Agenda was carried out by the Chairman and he invited amendments from the members, if any.

Graham Beneke moved to read the letter sent to AFRINIC by Internet Service Providers South Africa (ISPA ZA) to the members. The Chair objected to the said motion. Graham Beneke proposed that the agenda be amended to allow a procedural motion from ISPA ZA to be discussed early in the proceedings of the AGMM. Seconded Ben Madisson.

After discussion, the Chairman requested a vote from members to adopt the motion to amend the Agenda. There were 43 in favour and 3 against. Motion passed. The procedural motion from ISPA ZA would be added to the Agenda, after Agenda Item no 4.0 Activity Update.

The Agenda was approved with amendments.

Proposed Sunday Folayan. Seconded Ben Madison.

### **2. Approval of last AGMM minutes dated 10 May 2018 held in Dakar, Senegal**

The Chairman requested a motion to adopt the minutes of the AGMM that took place in Dakar, Senegal.

#### **Resolution AGMM201906.01**

The minutes of the Annual General Members' Meeting held on 10 May 2018 in

Dakar, Senegal was approved with amendments.

Proposed Andrew Alston. Seconded [WorkOnline] Ben Madison. Resolution passed.

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

The Chairman, CB made a presentation on the Board's activity for the year under review. The presentation is available at [https://afrinic.net/ast/pdf/agmm/2019/d2-board\\_activities\\_update\\_2018.pdf](https://afrinic.net/ast/pdf/agmm/2019/d2-board_activities_update_2018.pdf)

### **4. Activities Update**

The Chief Executive Officer, Alan Barrett, made a presentation on the AFRINIC Activities Update. The presentation is available at [https://afrinic.net/ast/pdf/agmm/2019/d3-afrinic\\_ceo\\_activities\\_update\\_2018.pdf](https://afrinic.net/ast/pdf/agmm/2019/d3-afrinic_ceo_activities_update_2018.pdf)

### **4A. Procedural Motion from ISPA ZA**

Graham Beneke from Internet Service Providers South Africa (ISPA ZA) read the procedural motion with regards to Corporate Governance Concerns by AFRINIC Members in South Africa.

<https://afrinic.net/ast/pdf/agmm/2019/ispa-procedural-motion.pdf>

The purpose of the motion was to delay voting on or any resolutions as well as in the election until such time as the procedural irregularities identified are addressed by AFRINIC and its Board.

The Chair opened the floor to Members for discussions on the motion.

After the debate, the Legal Counsel was invited to advise on the matter at hand. It was noted that as per the Companies Act, the AGMM cannot be withheld unless there is an injunction from a Court to stop the proceedings. As such, the motion to stop the election and the AGMM could not be considered.

The Chair ruled to proceed with the AGMM and the remaining agenda.

### **5. Financial Update**

#### **6.1. 2018 Audited Report**

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

Vika Mpisane, on behalf 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/2019/d4-summary\\_2018\\_audited\\_report.pdf](https://afrinic.net/ast/pdf/agmm/2019/d4-summary_2018_audited_report.pdf)

### 6.1.2 Adoption of Financial Statement and Audit Report

The Chair called for the adoption of the audited Financial Statements and audit report for the financial year ending 31 December 2018.

There was no objection. Proposed WACREN [Alain Aina]. Seconded TogoAir [Arnaud Amelina].

### 6.2 Appointment of Auditor for 2019

The Audit Committee recommended to re-appoint PwC as the auditor for the financial year 2019.

[https://afrinic.net/ast/pdf/agmm/2019/d5-appointment\\_of\\_auditor\\_for\\_2019.pdf](https://afrinic.net/ast/pdf/agmm/2019/d5-appointment_of_auditor_for_2019.pdf)

The members were also informed that the Board is considering to limit the maximum duration of years or rotation by which an external auditor may be retained for good corporate governance practice and their advice was sought on the tenure. The members decided that the tenure should be 3 years. The external auditor can be re-appointed every year for a maximum of 3 years, after 3 years a new auditor is to be appointed.

The Chairman called for objection to the appointment of PwC. There was no objection and PwC was re appointed as the auditor for the financial year 2019.

### 6.3 Presentation of 2019 Budget

The Chairman of the Finance Committee - Mr. Subramanian Moonesamy - presented the budget for the financial year 2019. The presentation is available at

[https://afrinic.net/ast/pdf/agmm/2019/d6-summary\\_presentation\\_budget\\_fy\\_2019.pdf](https://afrinic.net/ast/pdf/agmm/2019/d6-summary_presentation_budget_fy_2019.pdf)

## 7. Amendments to AFRINIC Bylaws Special Resolution

The Chair presented the following Special Resolution to amend the Bylaws:

**RESOLVED** to amend the AFRINIC's Bylaws as follows:

a. To amend Article 12.10 (ii) (a) of the constitutions and replacing by the following -

Four (4) Directors elected to represent a region or appointed by the Board in terms of Article 13.14.

b. To repeal Art 6.3 and replacing it by the following Article in order to expressly give the status of REgistered members to directors appointed by the board in terms of Article 13.14

New Art 6.3 - Registered Member  
An individual

*(i) elected to the Board*

*(ii) appointed Director by the Board under the provisions of Art 13.14 of the constitution*

*and the Chief Executive Officer*

*shall be appointed Registered Members*

*provided also that the said individual shall sign such forms as may be prescribed by the laws of Mauritius and binds himself/herself to contribute the sum of Rs500 (five hundred Mauritian rupees only) in the event of the Company being wound up according to Art 22 of this Constitution.*

*c. To repeal the definition of Registered Member in Article 1.1 of the Constitution and replacing it by the following definition -*

*Registered Member has the meaning set out in Article 6.3*

*d. To repeal the definition of Director in Article 1.1 of the Constitution and replacing it by the following definition*

*A person elected to the office of director or appointed by the Board in terms of Article 13.14 and the Chief Executive Officer in an ex-officio capacity.*

The Bylaw Changes are a recommendation of the Governance Committee after the last AGMM held in May 2018 in Dakar, Senegal and to minimize the risks of not being able to hold its meetings and affect AFRINIC business.

After discussion, the Chair opened to vote on the special resolution. The votes were 27 for and 51 against. The Special Resolution failed.

## **8. NomCom 2019 Report**

Serge Parfait Goma, the Chair of the Nomination Committee, made a presentation on the processes that were followed for the 2019 nominations.

[https://afrinic.net/ast/pdf/agmm/2019/d8-nomcom\\_report\\_2019.pdf](https://afrinic.net/ast/pdf/agmm/2019/d8-nomcom_report_2019.pdf).

## **9. Election**

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

The candidates who were present at the AGMM were invited to introduce themselves to the members

### 9.1 Presentation of Candidates – Board

The nominations that were validated by the Committee are the following:

- **Northern Africa - Seat 1**  
Habib Youssef  
Cherkaoui Leghris
- **Western Africa - Seat 2**  
Ly Ousmane  
Dr. Emmanuel Adewale Adedokun
- **Southern Africa - Seat 5**  
Vika William Mpisane
- **Non-Regional - Seat 7**  
Ojedeji Oluwaseun Samson  
Benjamin Adzenyamebeye Eshun

### 9.2. Presentation of Candidate – Governance Committee

The nomination that was validated by the Committee is Laurent Ntumba Kayemba.

### 9.3. Vote

Voting for this election took place in front of the floor through ballots and online voting. the electronic voting will close at the same time as voting on the floor through ballots; members were invited to cast their votes.

## 10. Elections result

The paper ballots and electronic votes were tallied and the following elected candidates were announced:

- **Northern Africa - Seat 1**  
Prof. Habib Youssef: 172 votes (56 on site + 116 online)  
Cherkaoui Leghris: 15 votes (1 on site + 14 online)  
Abstentions: 2 on site  
Result: Habib Youssef is elected to serve a three-year term from mid-2019 to mid-2022:
- **Western Africa - Seat 2**  
Dr. Ousmane Ly: 77 votes (17 on site + 60 online)  
Dr. Emmanuel Adewale Adedokun: 110 votes (40 on site + 70 online)  
Abstentions: 2 on site  
Result: Dr. Emmanuel Adewale Adedokun is elected to serve a three-year term from mid-2019 to mid-2022

- **Southern Africa - Seat 5**

Vika William Mpisane: 151 votes (21 on site + 130 online)

Abstentions: 38 on site

Result: Vika William Mpisane is elected to serve a two-year term from mid-2019 to mid-2021

- **Non-Regional - Seat 7**

Oluwaseun Samson Ojedeji 112 votes (45 on site + 67 online)

Benjamin Adzenyamebeye Eshun: 77 votes (14 on site + 63 online)

Abstentions: 0

Result: Ojedeji Oluwaseun Samson is elected to serve a three-year term from mid-2019 to mid-2022.

The result of the Governance Committee election is as follows:

Laurent Ntumba Kayemba: 62 votes (42 on site + 20 online)

Abstentions: 0

Result: Laurent Ntumba Kayemba is elected to serve a three-year term from 1 January 2020 to 31 December 2023.

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

The Chairman thanked the Members present and moved a motion to close the AGMM at 18:15 Local Time Kampala, Uganda.

Proposed Sunday Folayan. Seconded Arnaud Amelina.