

## **ADDENDUM TO AGMM2019 AGENDA ITEM 6**

### **SPECIAL RESOLUTION PROPOSED BY DR CHRISTIAN D. BOPE, REGISTERED MEMBER**

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#### **AFRINIC Proposed Bylaws Changes**

#### **EXPLANATORY MEMORANDUM**

*The Board has*

- 1. taken cognizance of the election results of the AGMM held in May 2018 in Dakar*
- 2. recurrently, as a result, faced the risks of not being able to hold its meetings*
- 3. been confronted with a situation where its powers to call an AGMM in June 2019, under the provisions of Art 11.1 of AFRINIC's bylaws, was under the threat of being rendered obsolete*
- 4. consequently tasked the Governance Committee to draft, in the circumstances, amendments to AFRINIC's bylaws in order to alleviate the above risk and threat.*

*Hereunder are found the proposed draft amendments suggested by the Governance Committee and submitted to the AGMM for approval as special resolutions.*

#### **SPECIAL RESOLUTION 1**

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

- a. To amend Article 12.10 (ii)(a) of the constitution and replacing it 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 Rs 500 (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.*