Draft Minutes of AFRINIC Annual General Members' Meeting

Date: Thursday 10 May 2018 at 14:20 Local time

Venue: Plenary Room, Radisson Blu Hotel, Dakar, Senegal

Present: Mr Alan Barrett   Chief Executive Officer

Mr Abibu R. Ntahigiye   Chairman

Mr Ashok Radhakissoon   Legal Counsel

AFRINIC Board of Directors

AFRINIC Management Team

AFRINIC Members

AFRINIC Community members as Observers

AGENDA

1. Welcome and Agenda Review

2. Approval of last AGMM minutes dated 1 June 2017 held in Nairobi, Kenya

3. Board Activity Update

4. Activities Update

5. Financial Update

    5.1. 2017 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 2018

    5.3 Presentation of 2018 Budget

    5.4 Update on Proposed New Fee Structure

6. NomCom 2018 Report

7. Board Election

       7.1. Presentation of Candidates
       7.2. Vote

8. Governance Committee Election

       8.1. Presentation of Candidates

       8.2. Vote

9. Elections result

10. Closing Remarks and end AGMM

BUSINESS OF THE DAY

1.   **Welcome and Agenda Review**

The AFRINIC Board Chairman, Abibu R. Ntahigiye, welcomed the Members and Observers present, and opened the AFRINIC Annual General Members Meeting at 14:20 Local Time.

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

The Chairman announced that Mr Haitham El-Nakhal has resigned from the Board of Directors and a communication was sent to the Members.

A review of the Agenda was carried out by the Chairman and he invited amendments from the members, if any. There were no amendments.

The Chairman requested a motion to adopt the Agenda as circulated.

Proposed Abdalla Omari. Seconded Boubakar Barry. Motion passed.

2.   **Approval of last AGMM minutes dated 01 June 2017 held in Nairobi, Kenya**

The Chairman requested a motion to adopt the minutes as a true representative of the AGMM that took place in Nairobi, Kenya, as circulated and published. There was no correction from members.

Resolution AGMM201805.01

The minutes of the Annual General Members' Meeting held on 1 June 2017 in

Nairobi, Kenya were approved as presented by the AFRINIC Secretariat.

Proposed Badru Ntege. Seconded Abdalla Omari. Resolution passed.

3. Board Activity Update

The Chairman, SF made a presentation on the Board's activity for the year under review. The presentation is available at
https://afrinic.net/ast/pdf/agmm/2018/board_activity_update2018.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/2018/201805-ceo-activity-update-agmm.pdf

5. Financial Update

5.1. 2017 Audited Report

5.1.1. Presentation of audited Financial Statement

Christian Bope, Chairman of the Audit Committee, made 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/2018/audited-report-ais18-201805.pdf

5.1.2 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 2017.

There was no objection. Proposed Wafa Dahmani. Seconded Badru Ntege.

5.2 Appointment of Auditor for 2018

The Audit Committee recommended to re-appoint PwC as the auditor for the financial year 2018.

The Chairman called for objection to the appointment of PwC. One member, Andrew Alston objected and asked for a poll vote on the motion to reappoint PwC as the auditor for the financial year 2017.

A vote was carried out among Members present in the room and remotely. The results are as follows:
Total of 14 NO votes and 41 YES votes. Total of 8 ABSTENTIONS vote.
Motion passed.

5.3 Presentation of 2018 Budget

S. Moonesamy, presented the 2018 budget on behalf of the Finance Committee. The presentation is available at

https://afrinic.net/ast/pdf/agmm/2018/ais18_budget_201805.pdf

5.4 Update on Proposed New Fee Structure

The Chair of the Fee Review Committee, S. Moonesamy made an update on the the fee review structure and recommendations made by the Committee. The presentation is available at
https://afrinic.net/ast/pdf/agmm/2018/ais18_fees_review-201805.pdf

A consultation period on the fee structure will start soon and members will be able to provide inputs for consideration.

6. NomComs 2018 Report

Douglas Onyango, on behalf of the Nomination Committees, made a presentation the processes that were followed by the two Nomination Committees, namely NomCom2018 and the ahdoc NomCom2018.

https://afrinic.net/ast/pdf/agmm/2018/nomcom2018_201805.pdf

The Board Seats that are opened for Election are as follows;

Seat 2 – Western Africa currently VACANT

Seat 5 – Southern Africa currently filled by Lucky Masilela; and

Seat 6 – Eastern Africa currently filled by Abibu Rashid Ntahigiye

There is also One Governance Committee position up for election, to serve a three-year term from January 2019 to December 2021; currently filled by Wafa Dahmani.

7. Board Election

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

SEAT 2 – Western Africa

1. Dr Adewale Adedokun

2. Dr Ousmane Moussa Tessa

SEAT 5 – Southern Africa

1. Lucky Masilela

SEAT 6 – Eastern Africa

1. Abibu Rashid Ntahigiye

7.1. Presentation of Candidates

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. The candidates each presented themselves and answered questions.

7.2. 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.

8. Governance Committee Election

8.1. Presentation of Candidates

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

1. Daniel Inusa Yakmut

2. Dr. Alioune Badara Traore

The candidates who were present at the AGMM were invited to introduce themselves to the members. The candidates each presented themselves and answered questions.

8.2. 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.

9. Elections result

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

- **Eastern Africa - Seat 6**

Abibu Rashid Ntahige - 80

None of the above - 97

Result: The seat is vacant

- **Western Africa - Seat 2**

Dr Adelawe Abedekon - 43

Dr Ousmane Moussa Tessa - 56

None of the above – 78

Result: The seat is vacant

- **Southern Africa - Seat 5**

Lucky Masilela - 79

None of the above - 97

Result: The seat is vacant

The result of the Governance Committee election is as follows:

Dr Alioune Badara Traore (50 votes)

Result: Dr Alioune Badara Traore was elected for a three-year term

10.   Closing Remarks and end AGMM

The Chairman thanked the Members present and moved a motion to close the

AGMM at 18:15 Local Time Dakar, Senegal.

Proposed Mark Elkins. Seconded Badru Ntege.