AFRICAN NETWORK INFORMATION CENTRE (AfriNIC) LTD

PROPOSED AMENDED CONSTITUTION

1 DEFINITION AND INTERPRETATION

1.1 In this Constitution, the words or terms in the first column shall have the meaning assigned to them in the second column, as follows:

Word/Term Meaning

Act: The Companies Act 2001 of Mauritius, as amended from time to time.

Annual General Members' Meeting: The annual meeting of the members of the Company required to be held under section 115 of the Companies Act 2001 and, unless the context otherwise requires, includes any reference in this Constitution to an "Annual Meeting", "General Meeting", or "AGMM".

Associate Member: Any person which has manifested a substantial interest in the number resources management as well as in the mission of AFRINIC and wishes to become a member but does not qualify for another category of membership, and has signed an associate membership agreement.

Auditor: the auditor for the time being of the Company, whose appointment has been approved by the Members at an Annual General Members' Meeting and formally made by the Board in accordance with such approval.

Authorised Representative: An individual duly authorised by a Resource Member to act on its behalf in the exercise of its membership rights, including attending, participating in, and voting at meetings of Members and in AFRINIC elections.

Board: "Board" or "Board of directors" or "Directors", in relation to this Company, means the directors of the company for the time being and where the number is not less than the required quorum acting together as a Board of directors.

Chief Executive Officer: The highest-ranking employee of the Company who shall manage the day-to-day affairs of the Company and who shall report to the Board.

Company: African Network Information Centre (AfriNIC) Ltd, a company incorporated in the Republic of Mauritius.

Constitution: The Constitution of the Company, as amended from time to time in accordance with the Act.

Director: A person elected or appointed, as the case may be, to the office of director at an annual Members' meeting, and the Chief Executive Officer in an ex-officio capacity as the context indicates.

Election Committee: A committee set up under Article 10 of this Constitution, comprising of such staff of AFRINIC, designated by the Chief Executive Officer.

Election Process or **Election Guidelines** means the rules, procedures, and mechanisms governing the conduct of elections under this Constitution, as may be adopted, amended, or applied from time to time; and the terms Election Process and Election Guidelines shall be used interchangeably and shall have the same meaning.

E-voting: An election system that allows a voter to record a secure and secret ballot electronically from any location.

Internet: The co-operative worldwide electronic network of computers and computer networks using TCP/IP protocol and includes further cooperative worldwide electronic networks that incorporate, replace and/or develop out of that network using any technology.

Internet Community: Any individual, body corporate or other legal entity, whether located within or outside the AFRINIC Service Region, having an interest in the management, administration or policy development of Internet Number Resources.

Member: A Registered Member, Resource Member or Associate Member recognised as such under Article 6 of this Constitution.

Nomination Committee: A committee comprising four (4) members appointed by the Board from among individuals who have demonstrated a substantial interest in number resources management and in the Company's mission generally; provided that no serving Director shall be eligible for appointment to, or serve on, the Nomination Committee.

Ordinary Resolution: A resolution that is approved by a simple majority of the votes of those members entitled to vote and voting on the matter which is the subject of the resolution.

Person: Any natural person, company, body corporate, registered organisation, unincorporated association, governmental organisation and intergovernmental organisations or non-governmental organisation.

Policy Development Process: A bottom-up, open and transparent process, approved by the Internet Community wherein all stakeholders may participate in the creation of policies which would ensure that the Internet Number Resources are distributed and managed in a responsible and fair manner.

Registration Service Agreement: A legally binding agreement between AFRINIC and such legal entities which use or shall use Internet Number Resources managed and administered by AFRINIC.

Special General Members' Meeting: A meeting of the Members of the Company, other than an Annual General Members' Meeting, convened in accordance with this Constitution and the Companies Act 2001 to consider and determine specific business. Unless the context otherwise requires, any reference in this Constitution to a "Special Meeting", "Special General Meeting", or "SGMM" shall be construed as a reference to a Special General Members' Meeting.

Special Resolution: A resolution approved by a majority of 75 per cent of the votes of those members entitled to vote and voting on the question.

1.2. Words not defined herein shall, in so far as the context permits, have the same meaning as in the Act.

1.3 In this Constitution, unless there is something in the subject or context inconsistent with such construction:

(a) words importing the singular number only shall include the plural number and vice versa;

(b) words importing the masculine gender only shall include the feminine gender;

(c) the word “may” shall be construed as permissive and the word “shall” shall be construed as imperative; and

(d) reference to an Article is to an Article of this Constitution.

1.4 **Governing Instrument and Interpretation**

(a) This Constitution is the supreme governing instrument of the Company and shall prevail over any policy, resolution, committee charter, procedure, guideline, decision or other internal instrument of the Company. It shall be interpreted as a whole, with each provision read in conjunction with the others so as to give effect to its purpose and ensure a coherent and harmonious interpretation.

(b) In interpreting this Constitution, due regard shall be given to any applicable governance framework, principles, rules or obligations relevant to the Regional Internet Registry ecosystem to which the Company is subject or is expected to adhere. In the event of any inconsistency between this Constitution and any other internal instrument of the Company, this Constitution shall prevail, and the inconsistent provision shall, to the extent of the inconsistency, be of no effect.

2 NAME

2.1 The name of the Company shall be “African Network Information Centre (AfriNIC) Ltd”, and the Company’s business will be conducted under the name “AFRINIC”.

2.2 An application to change the name of the Company shall be made by the Board by passing a special resolution to that effect and filing a copy thereof with the Registrar of Companies

3 TYPE AND OBJECTS OF COMPANY

3.1 AFRINIC shall be a not-for-profit private company limited by guarantee incorporated under the laws of the Republic of Mauritius.

3.1A The Company is the Regional Internet Registry recognised for Africa and the Indian Ocean region and established for the benefit of the Internet Community within its recognised service region.

3.1B The liability of every Registered Member is limited by guarantee. No Registered Member shall be liable, solely by reason of its membership, to contribute more than Mauritian Rupees Five Hundred (MUR 500) to the assets of AFRINIC.

3.2 Unless expressly provided otherwise in this Constitution, the income, property and assets of the Company shall be applied solely towards the promotion of the objects of the Company; and no portion thereof shall be paid or transferred, directly or indirectly, to the members, whether by way of dividend, distribution of surplus, capital distribution, bonus or otherwise.

3.3 Article 3.2 shall be without prejudice to the power of the Company to effect the payment of:

(a) Reasonable and proper remuneration to any officer, employee or Member of the Company in return for any services provided to the Company; and

(b) Expenses of Directors arising directly out of their tenure of office and approved by the Board.

3.4 The Company shall have, both within and outside the Republic of Mauritius, full capacity to carry and/or undertake any business or activity, including but not limited to the following objects:

(a) to provide the service of allocating and registering Internet resources for the purposes of enabling communications via open system network protocols and to assist in the development and growth of the Internet in the African region;

(b) to promote the representation of AFRINIC membership and the Internet Community of the African region by ensuring open and transparent communication and consensus-driven decision-making processes;

(c) to promote responsible management of Internet resources throughout the African region, as well as the responsible development and operation of Internet infrastructures;

(d) to provide educational opportunities to the public so as to increase understanding within African communities of Internet technical and policy issues;

(e) to propose and take such steps as are necessary to promote the development of public policies in the best interest of members and to seek legislative and regulatory consideration, whether by way of meetings or representations, of issues of general benefit to the members, where and when appropriate;

(f) to develop and promote technical and business practice standards related to Internet service provision to members;

(g) to disseminate among its members information on all matters affecting the Company and its members and to provide for and be a central channel of communication for the members of the Company and generally for the furtherance and promotion of their interests;

(h) to cultivate and obtain reciprocal relations with kindred institutions; and

(i) to do all other things incidental or conducive to the attainment of all or any of the objects of the Company.

3.5 The Company may enter into collaborative arrangements with organisations, individuals and entities having objects similar to or compatible with those of the Company.

3.6 AFRINIC shall at all times conduct its affairs in accordance with recognised principles of good corporate governance, including the principles set out in the National Code of Corporate Governance for Mauritius, as amended or replaced from time to time, to the extent applicable to the Company. Without limitation, AFRINIC shall promote:-

(a) ethical leadership;
(b) effective oversight;
(c) responsible decision-making;
(d) transparency;
(e) accountability;
(f) sound financial stewardship;
(g) corporate risk management;
(h) effective internal controls and compliance;
(i) stakeholder engagement;
(j) continuous improvement.

3.7 The Board shall periodically review AFRINIC's governance framework against internationally recognised governance standards and publish the results as part of the Annual Governance Report.

4 FUNDING

4.1 Funding for the running of the Company shall be realised from the following:

(a) membership fees from members;

(b) setup fees for bulk registration services;

(c) setup fees for individual address space assignments;

(d) maintenance fees for non-contiguous, non ISP address space;

(e) registration fees for individual address space transfers;

(f) setup fees for autonomous system number (“ASN”) assignments;

(g) grants and/or voluntary donations; and

(h) such other sources as may be deemed appropriate from time to time by the Board.

4.2 Review of fees:

(a) The fees mentioned in Article 4.1 above shall be subject to review from time to time by the Board.

(b) Before finalising any changes in fees, the Board shall consult the Members and allow at least 60 days for comments

(c) After the Board finalises any changes in fees, the new fees shall take effect only from the commencement of the next financial year, provided that Members, as appropriate, and the community have been given not less than sixty (60) days’ prior notice of the new fees.

5 REGISTERED OFFICE

5.1 The registered office shall be at 11th Floor, Standard Chartered Tower, Cybercity, Ebène, Mauritius.

5.2 The Board may at any time change the registered office of the Company upon the fulfilment of the formalities prescribed in the Act.

6 MEMBERSHIP

6.1 Membership of AFRINIC shall comprise the following categories:-
(a) Registered Members;
(b) Resource Members;
(c) Associate Members.

6.2 Membership is voluntary.

6.3 Membership shall not be denied or terminated except in accordance with this Constitution, the Companies Act and applicable IP number management policies.

6.4 No person shall hold more than one category of membership simultaneously. For the avoidance of doubt, nothing in this Constitution shall prevent a natural person who is the duly authorised representative of a Resource Member, or who is a Resource Member in his or her own right, from standing for election or serving as a Director in his or her personal capacity, provided that he or she otherwise satisfies the eligibility requirements for office.

6.5 **Registered Members**

(a) A natural person who is elected or appointed as in the case of the Chief Executive Officer (or casual vacancy pursuant to Article 13.9 of this Constitution) and assumes office as a Director of the Company shall, by virtue of that appointment, acquire the status of a Registered Member and shall be entered in the Register of Members maintained under the Companies Act.

(b) Every Registered Member shall:-
(i) possess legal capacity;
(ii) comply with this Constitution;
(iii) enjoy the statutory rights conferred by the Companies Act.

(c) The Register of Members maintained under the Companies Act shall constitute conclusive evidence of Registered Membership.

6.6 **Resource Members**

(a) A Resource Member is a person that -
(i) has executed a Registration Services Agreement with AFRINIC; and

(ii) has been allocated or assigned Internet Number Resources in accordance with the applicable policies.

(b) For the purposes of paragraph (a), "person" includes a local Internet registry and any entity, whether corporate or natural, that receives services from the Company, including Internet number resource assignments, for exclusive use on its own service infrastructure.

(c) Resource Membership shall continue for so long as -
   (i) the Registration Services Agreement remains in force; and
   (ii) the member satisfies this Constitution.

(d) For the avoidance of doubt, and without prejudice to the governance rights conferred upon Resource Members under Article 7 of this Constitution, the relationship between AFRINIC and every Resource Member is contractual in nature and is governed by the applicable Registration Services Agreement.

(e) Resource Membership shall not, of itself, confer upon any person any additional status, rights or privileges, except to the extent expressly provided in this Constitution, the Registration Services Agreement or required by applicable law.

6.7 Associate Members

(a) AFRINIC may admit Associate Members in accordance with this Constitution.

(b) Associate Membership exists to facilitate participation by organisations or persons who support the objects of AFRINIC but do not require the allocation or assignment of Internet Number Resources.

(c) Associate Members shall not possess voting rights unless expressly conferred by this Constitution.

(d) The Board shall prescribe reasonable, objective and transparent eligibility criteria for Associate Membership. Such eligibility criteria shall be published by the Company and remain readily accessible to all applicants and members.

6.8 **Members in Good Standing**

(a) A Resource Member is a Member in Good Standing where -
   (i) its Registration Services Agreement remains valid;
   (ii) all fees lawfully due have been paid;
   (iii) no suspension is in force;
   (iv) the member complies with this Constitution.

(b) A member shall cease to be in Good Standing immediately upon the occurrence of any circumstance prescribed by this Constitution.

(c) The loss of Good Standing shall affect only those rights expressly provided by this Constitution.

7 POWERS OF MEMBERS

7.1 Subject to Article 6 of this Constitution, each Member shall be entitled to receive notice of every meeting convened under Article 11 of this Constitution.

7.2 Subject to this Constitution, Members shall be entitled:

(a) to elect the Directors of the Company in accordance with this Constitution; and

(b) at each Annual General Members’ Meeting, to discuss and comment on the general policies of the Company on such issues and for such a time as shall be reasonably allowed by the chairperson of the Annual General Members’ Meeting.

7.2A Prior to an Annual General Members' Meeting, any Resource Member in Good Standing may submit a proposal for discussion or resolution, in accordance with the procedures, conditions and timeframes prescribed in Article 12.13 of this Constitution. A proposal shall be supported by not fewer than ten (10) Resource Members in Good Standing. Where the Board declines to include a proposal in the business of the Annual General Members' Meeting, such decision shall require the approval of at least two-thirds (2/3) of all Directors, shall be accompanied by written reasons, and shall be communicated to the Members.

7.3 For the avoidance of doubt, Article 7.2 shall be without prejudice to any contractual rights of Resource Members in any agreement with the Company.

7.4 Registered Members and Resource Members in Good Standing shall, in addition to the rights conferred under Article 7.2, have the rights, at Annual General Members’ Meetings or by way of written resolutions, to:

(a) consider and adopt by Ordinary Resolution the financial statements of the Company;

(b) receive any auditor’s report;

(c) consider the annual report;

(d) approve, in accordance with Section 130 of the Act, a major transaction;

(e) consider and approve by Special Resolution, if appropriate, proposals for the revocation, amendment or replacement of this Constitution;

(f) appoint by Ordinary Resolution at each Annual General Members' Meeting the auditor of the Company to hold office until the conclusion of the next Annual General Members' Meeting;

(g) request the Board, by way of a notice signed by not less than five (5) per cent of the Registered Members and Resource Members, to call a Special General Members' Meeting to vote on one or more resolutions; and

(h) resolve, by Special Resolution, to put the Company into liquidation.

7.5 For the purposes of this Constitution, only Registered Members and Resource Members, acting jointly within the context of an AGMM or SGMM, shall be entitled to consider and approve by special resolution proposals for the revocation, amendment or replacement of this Constitution.

8 TERMINATION OF MEMBERSHIP

8.1 The membership of a Registered Member shall terminate upon:

(a) the Registered Member ceasing to hold office as a Director, including where the Director is deemed to have vacated office by reason of being absent from two (2) consecutive meetings of the Board within any period of twelve (12) months without good cause;

(b) the Registered Member ceasing to hold office as a Director, including where the Director is deemed to have vacated office by reason of being absent from four (4) non-consecutive meetings of the Board within any period of twelve (12) months without good cause;

(c) the Board, acting reasonably and in good faith, determining by 2/3 affirmative vote of its members that the Registered Member has refused or failed to comply with the provisions of this Constitution or any applicable rule made by the Board.

8.2 The membership of a Resource Member shall terminate upon:

(a) the Resource Member, if not an individual, ceasing to exist pursuant to the laws of its country of incorporation or, being an individual, upon his death;

(b) the Board, acting reasonably and in good faith, determining that the Resource Member has ceased to satisfy criteria for admission to membership of the Company or ceased to comply with Number Resources Management Policies;

(c) the Board, acting reasonably and in good faith, determining that the Resource Member has refused or failed to comply with the provisions of this Constitution or any applicable rule made by the Board;

(d) membership fees or any other sum payable by the Resource Member to the Company remaining unpaid for a period of three (3) months after the due date of payment (subject to the Board deciding otherwise); or

(e) such other event or such other grounds as the Board, acting reasonably and in good faith, shall determine from time to time.

8.3 The membership of an Associate Member shall terminate upon:

(a) the Associate Member, if not an individual, ceasing to exist pursuant to the laws of its country of incorporation or, being an individual, upon his death;

(b) notice to this effect is given to the Board by the Member;

(c) the Board, acting reasonably and in good faith, determining that the Associate Member has ceased to satisfy criteria for admission to Associate membership of the Company;

(d) the Board, acting reasonably and in good faith, determining that the Associate Member has refused or failed to comply with the provisions of this Constitution or any applicable rule made by the Board;

(e) membership fees or any other sum payable by the Associate Member to the Company remaining unpaid for a period of three (3) months after the due date of payment (subject to the Board deciding otherwise); or

(f) such other event or such other grounds as the Board, acting reasonably and in good faith, shall determine from time to time.

8.4 Termination shall not relieve a member from any obligation to pay any fees payable to the Company on or before the date of termination and shall not entitle the Resource and Associate Member to any refund of any fees, whether in whole or in part.

8.5 The Resource Member shall, on termination of its membership, return the resources allocated to it by the Company in accordance with the terms of the Registration Services Agreement.

8.6 **Delegation of Membership Suspension and Termination Powers -**

(a) The Board may, except in relation to the termination of the membership of a Registered Member, delegate to the Chief Executive Officer or such other officer of the Company as it may designate the authority to exercise any power conferred upon the Board under this Constitution to suspend or terminate the membership of a Resource Member or an Associate Member.

(b) Any delegation under this Article shall be made in writing and shall be subject to such limitations, conditions, procedures, reporting requirements and oversight mechanisms as the Board may determine. The Board may amend or revoke any such delegation at any time.

(c) A delegation made pursuant to this Article shall not relieve the Board of its ultimate responsibility or accountability for the lawful, fair and proper exercise of the delegated authority.

(d) The Chief Executive Officer, or such other officer exercising delegated authority under this Article, shall report to the Board, at such intervals as the Board may determine, all decisions made pursuant to the delegated authority.

(e) The Company shall establish, maintain and publish a transparent process governing the suspension and termination of membership under this Constitution. Such process shall, at a minimum:

(i) set out the grounds upon which membership may be suspended or terminated;

(ii) specify the procedural steps to be followed before a decision is made, including any notice to be given and any opportunity for the Member to respond, where applicable;

(iii) identify the person or body authorised to make such decisions pursuant to this Constitution;

(iv) provide for a fair, impartial and timely appeal process by which an affected Member may seek review of a decision to suspend or terminate its membership; and

(v) be published by the Company and kept readily accessible to all Members.

(f) The Company shall maintain and publish, as soon as reasonably practicable following each decision, a register of all decisions suspending or terminating membership under this Constitution. Such publication shall include:

(i) the identity of the Member concerned;

(ii) the effective date of the suspension or termination;

(iii) the provision of this Constitution or other applicable instrument under which the decision was made; and

(iv) a concise statement of the grounds for the decision, provided that the publication shall not disclose information the disclosure of which would be contrary to any applicable law, court order, or the Company's obligations relating to confidentiality or the protection of personal data.

9 THE NOMINATION COMMITTEE

There shall be a Nomination Committee consisting of four (4) members as appointed by the Board from among persons of recognised integrity who collectively possess the qualifications and experience necessary to enable the committee to discharge its functions effectively. Prior to making such an appointment the Board shall make a public call for nominations from the African Internet Community.

9.1 A person is not eligible for appointment to, or to continue serving as, a member of the Nomination Committee if that person –

(a) is, or becomes, a candidate in any election conducted under this Constitution;

(b) is domiciled in a region in respect of which an elective office is to be filled at that election; or

(c) has any direct or indirect interest that is likely to impair, or reasonably be perceived as impairing, the independence or impartiality of the Nomination Committee.

9.2 The Nomination Committee shall be administratively accountable to the Board for matters relating to its budget, resources and administrative support, but shall remain independent and impartial in the exercise of its constitutional functions and shall not be subject to the direction or control of the Board or the Chief Executive Officer in relation to any nomination or election matter.

9.3 **Functions of the Nomination Committee -**

(a) The Nomination Committee shall:

(i) use its best efforts towards ensuring that a satisfactory number of suitably qualified and eligible individuals from the African Internet Community stand as candidates in all elections conducted under this Constitution; and

(ii) have general responsibility for, and supervise, the conduct of the polls by the Election Committee in respect of all elections under this Constitution.

(b) In the discharge of its function under Article 9.3(i) above, the Nomination Committee shall:

(i) issue a public call for nominations for all elections conducted under this Constitution;

(ii) verify that every prospective candidate satisfies the eligibility requirements prescribed by this Constitution or, in the case of an election for an office not governed by this Constitution, the eligibility requirements prescribed by the applicable election rules;

(iii) verify that every prospective candidate has consented in writing to stand for election and has made all necessary declarations in respect thereof;

(iv) assess, where applicable, whether prospective candidates possess the qualifications, competencies, skills and experience desirable for the office concerned;

(v) where it considers it appropriate, interview prospective candidates prior to finalising the list of candidates;

(vi) finalise and publish the list of eligible candidates; and

(vii) perform such other functions as are necessary or incidental to the proper discharge of its mandate.

9.4 In assessing prospective candidates for election to the Board, the Nomination Committee shall verify that each prospective candidate -

(a) satisfies the eligibility requirements prescribed by this Constitution;

(b) is not subject to any statutory disqualification under the Companies Act; and

(c) possesses the qualifications, competencies, skills, experience and diversity necessary to promote an effective, competent and well-balanced Board.

9.5 For the purposes of Article 9.4(b), a person is disqualified from being nominated, elected or appointed to the office of Director if that person -

(a) is under the age of eighteen (18) years;

(b) is an undischarged bankrupt;

(c) would, but for the repeal of section 117 of the Companies Act 1984, be prohibited from being a director or promoter of, or from being concerned or taking part in the management of, a company within the meaning of that Act;

(d) is prohibited from being a director or promoter of, or from being concerned or taking part in the management of, a company pursuant to sections 337 or 338 of the Companies Act;

(e) is not a natural person; or

(f) has been adjudged by a court of competent jurisdiction to be of unsound mind.

9.6 In determining whether a prospective candidate possesses the qualifications, competencies and experience necessary for election to the Board, the Nomination Committee shall assess the prospective candidate solely by reference to the following criteria and shall not apply any additional qualification, competency, experience or assessment criterion not expressly provided for in this Constitution -

(a) previous board or organisational leadership experience;

(b) corporate governance, strategic leadership and business management experience;

(c) financial management or not-for-profit governance experience;

(d) experience in Internet governance, network operations or Internet services;

(e) international business development or stakeholder engagement experience; and

(f) has not been found guilty of a criminal offence in Mauritius or in a foreign jurisdiction involving fraud, corruption, money laundering, dishonesty or related offence.

9.7 Members of the Nomination Committee shall hold office for a term of two (2) years and shall be eligible for reappointment. A member may be removed and replaced by the Board before the expiry of his or her term only for cause.

9.8 **Revocation of the Nomination Committee**

(a) The Board may, by a resolution supported by not less than two-thirds (2/3) of all Directors then in office, revoke the appointment of the Nomination Committee where the Board is satisfied, on reasonable grounds, that the Nomination Committee has materially failed to comply with this Constitution or the applicable Election Process in a manner that has compromised, or is likely to compromise, the integrity, fairness or lawfulness of an AFRINIC election.

(b) Before passing a resolution under paragraph (a), the Board shall:

(i) notify the Nomination Committee in writing of the alleged non-compliance;

(ii) provide the Nomination Committee with a reasonable opportunity to respond; and

(iii) consider any representations made by the Nomination Committee.

(c) Where the Board revokes the appointment of the Nomination Committee under this Article:

(i) the Nomination Committee shall immediately cease to exercise its functions;

(ii) the Board shall appoint a new Nomination Committee in accordance with this Constitution as soon as reasonably practicable; and

(iii) the election concerned shall be cancelled and recommenced in its entirety in accordance with this Constitution and the applicable Election Process, unless a court of competent jurisdiction orders otherwise.

(d) A resolution passed under this Article shall set out the reasons for the Board's decision and shall be published by the Company promptly after its adoption, subject only to the redaction of information the disclosure of which would be contrary to law or the Company's obligations relating to confidentiality or the protection of personal data.

10 ELECTION COMMITTEE

There shall be an Election Committee consisting of four (4) senior members of the Company's staff designated by the Chief Executive Officer, who collectively possess the knowledge, skills and experience necessary to administer elections conducted under this Constitution. At least one (1) member of the Committee shall possess appropriate legal qualifications or demonstrable experience in legal or regulatory matters. The Chief Executive Officer may designate such additional members of the Company's staff to assist the Election Committee in the discharge of its functions, provided that such persons shall act solely in a supporting capacity and shall not participate in the Committee's deliberations or decision-making.

10.1 The Election Committee shall have the following functions:

(a) have general responsibility for, and shall handle all the preelection process for all elections held by AFRINIC, in accordance with this Constitution and any applicable Election Guidelines;

(b) perform such other functions relating to those elections as may be expressly assigned to it under this Constitution, any Election Guidelines or decision by the Board, provided that no such assignment shall derogate from the Committee's independence in the discharge of its functions; and

(c) liaise with the Chairperson of the Nomination Committee, set up under Article 9 of the Constitution, for the holding of polls on election day.

10.1A Notwithstanding their status as employees of the Company and their administrative reporting obligations, the members of the Election Committee, together with any member of the Company's staff designated to provide administrative or operational support to the Committee, shall, in the exercise of their powers and the discharge of their functions in relation to any election conducted under this Constitution, act independently, impartially and free from the direction or control of the Board, the Chief Executive Officer, or any other person or body, except as expressly provided in this Constitution.

10.2 For the removal of doubt, where during the holding of an AFRINIC election, any issue is raised, which is not expressly provided for in this Constitution, the members present shall first seek to resolve the matter collectively and by consensus. A vote on the matter shall only be taken where the members are unable to reach a consensus that satisfactorily resolves the issue. Any determination reached, whether by consensus or by vote, shall constitute a precedent for future AFRINIC elections and shall be incorporated into the Election Guidelines.

11 COMMUNITY MEETINGS

Community Meetings shall include the Public Policy Meetings and the Annual General Members’ Meeting provided for in terms of Section 115 of the Act or any Special Meeting of the members.

11.1 The Board shall call an Annual General Member Meeting in terms of Section 115 of the Act:

(a) not more than once in each year;

(b) not later than six (6) months after the balance sheet date of the Company; and

(c) not later than fifteen (15) months after the previous Annual General Member meeting.

11.2 The Board shall call a Public Policy Meeting at least once a year as per requirements defined in the Policy development Process. Public Policy Meeting may be attended by:

(a) members (Registered, Resources and Associate);

(b) anyone interested in Number Resources Management policy.

11.3 For the purpose of subsection 11.2 a Public Policy Meeting means a meeting open to the community wherein proposals for policies for a proper and responsible usage and Management of Internet number resources are discussed and agreed within the framework of the Policy Development Process (PDP) defined by the Regional Internet Community and ratified by the Board.

11.4 Notwithstanding the provisions of Article 11.3 above, the Board may adopt such policies regarding the management of internet number resources where it considers that the same is necessary and urgent, having regard to the proper and responsible usage of these resources.

11.5 Endorsement of policy adopted by the Board:

(a) Any policy adopted by the Board under the provisions of Article 11.4 shall be submitted to the Internet Community for endorsement at the next public policy meeting.

(b) In the event that such a policy submitted by the Board is not endorsed, the said policy shall not be enforced or implemented following its non-endorsement; however, any action taken in terms of the policy prior to such non-endorsement shall remain valid.

11.6 A Special General Member Meeting:

(a) may be called at any time by the Board;

(b) shall be called by the Board on the written request of members in accordance with Article 7.4(h) above.

11.7 A resolution in writing approved by not less than 75 per cent of members entitled to vote on such a resolution is as valid as if it had been passed at an Annual General Member Meeting.

12 PROCEEDINGS AT ANNUAL GENERAL MEMBERS' MEETINGS

12.1 Chairperson:

(a) Where the Directors have elected a chairperson of the Board, and the Chairperson of the Board is present at an Annual General Member Meeting called in terms of Article 11.1, he/she shall chair the Annual General Member Meeting.

(b) If, at any Annual General Members' Meeting called in terms of Article 11.1, the Chairperson of the Board is not present within 15 minutes of the time appointed for the commencement of the Annual General Members' Meeting, the Vice-Chairperson will chair the meeting.

(c) Where no Chairperson of the Board has been elected or if, at any Annual General Member Meeting called in terms of Article 11.1, the chairperson and the Vice-Chairperson of the Board are not present within 15 minutes of the time appointed for the commencement of the Annual General Member Meeting, the Directors present shall elect one Director from among themselves to be the Chairperson of the Annual General Members' Meeting.

(d) The ruling of the Chairperson of the Annual General Members' Meeting called under Article 11.1 on matters relating to the order of business and the procedure and conduct of the Annual General Members' Meeting shall, subject to this Constitution, be final and binding and no motion of dissent from the ruling of the Chairperson may be entertained.

12.2 **Notice of Annual General Members' Meetings**

(a) Written notice of the time, date and place of an Annual General Members' Meeting called under Article 11.1, shall be sent to every Member and to every Director, the secretary and the auditor of the Company not less than 21 days, or such other period as required by law, before the Annual General Members' Meeting. The notice may be delivered by post, fax, electronic mail or such other method as the Board shall reasonably determine from time to time;

(b) The notice to be sent pursuant to Article 11 shall state:

(i) the names of the Directors who will retire on the date of that Annual General Members’ Meeting and the region represented by each such Director;

(ii) the names of the persons who have been proposed to be elected as Directors and the region which is proposed to be represented by each such Person;

(iii) any policy issues which the Board considers should be discussed at the Annual General Members’ Meeting;

(iv) the nature of the business to be transacted at the Annual General Members’ Meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;

(v) the text of any proposal duly submitted by a Member pursuant to Article 12.13 and determined by the Board to be admissible in accordance with this Constitution; and

(vi) the text of any Special Resolution to be submitted to the Annual General Member Meeting.

12.3 Any irregularity in a notice of an Annual General Member Meeting shall be waived where all the members entitled to attend and vote at the Annual General Members’ Meeting attend the said Meeting without protest as to the irregularity, or where all members agree to the waiver.

12.4 Any accidental omission to give notice of an Annual General Members’ Meeting called under Article 11.1 to, or the failure to receive notice of an Annual General Members’ Meeting called under Article 11.1 by a Member or any other Person entitled to receive notice shall not invalidate the proceedings at that Meeting.

12.5 The chairperson may, or where directed by the Annual General Members’ Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Annual General Member Meeting called under Article 11.1 other than the business left unfinished at the Annual General Members’ Meeting from which the adjournment took place.

12.6 When an Annual General Members' Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at the adjourned Annual General Member Meeting to Associate members.

12.7 Methods of holding Annual General Members' Meetings (called under Article 11.1 of the present Constitution):

(a) An Annual General Members' Meeting called under Article 11.1 may be held either:

(i) by the members, including a number of members who constitute a quorum, being assembled together at the place, date, and time appointed for the Meeting; or

(ii) by means of audio, or audio and visual, communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the Meeting.

12.8 Votes to be exercised with respect to the election of Directors may be exercised In person, by proxy, by e-voting or by such other method of communication as may be decided from time to time by the Board.

12.9 **Quorum**

(a) Where a quorum is not present, no business shall be transacted at an Annual General Members' Meeting called under Article 11.1 of this Constitution.

(b) The quorum for an Annual or Special General Members meeting shall be composed of minimum of ten (10) members in person comprising:

(i) Four (4) Directors to represent a region;

(ii) One (1) Director on a non-regional criterion; and

(iii) Five (5) Authorised Representatives of Resource Members entitled to vote.

(c) Where a quorum is not present within 30 minutes after the time appointed for the Annual General Members' Meeting:

(i) in the case of an Annual General Member Meeting called under section 118(1)(b) of the Act, the Meeting shall be disbanded;

(ii) in the case of an Annual Member Meeting called under Article 11.1 of this Constitution, the Meeting shall be adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the Directors may determine; and

(iii) at the adjourned Annual General Members' Meeting, the quorum shall be ten (10) members present, subject to Article 12.10(ii) in person or by proxy.

12.10 **Voting**

(a) Where a Members' Meeting is held under Article 11 of this Constitution, and unless a poll is demanded or this Constitution otherwise provides, voting at the meeting shall be conducted using such voting method or combination of voting methods as may be specified by the Company in the notice convening the meeting, including but not limited to:

(i) voting by voice;

(ii) voting by show of hands;

(iii) voting by paper ballot;

(iv) voting by electronic means, including electronic voting (e-voting); or

(v) any other voting method approved by the Board that enables Members to cast their votes in a fair, secure and verifiable manner.

(b) A declaration by the chairperson of the Meeting that a resolution is carried by the requisite majority shall be conclusive evidence of that fact unless a poll is demanded.

(c) At a Members' Meeting called under Article 11 of this Constitution, a poll may be demanded by any Registered Member or any Resource Member or the chairperson of the Meeting.

(d) A poll may be demanded either before or after the vote is taken on a resolution.

(e) Where a poll is taken, each member shall have one vote on a resolution on which that Member is entitled to vote.

(f) The chairperson of a Members' Meeting called under Article 11 of this Constitution shall not be entitled to a casting vote.

(g) An instrument appointing a proxy, in the case of a Registered Member, or an Authorised Representative, in the case of a Resource Member, to vote at a Members' Meeting shall confer authority to demand, or join in demanding, a poll, and a demand made by such proxy or Authorised Representative shall have the same effect as if it had been made by the Registered Member or Resource Member, as the case may be.

(h) The demand for a poll may be withdrawn.

(i) Where a poll is duly demanded, it shall be taken in such manner as the chairperson may direct, and the result of the poll shall constitute the resolution of the Members' Meeting at which the poll was demanded.

(j) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and manner as the Members may direct. Pending the taking of the poll, the meeting may proceed with the transaction of any business other than the matter on which the poll has been demanded..

(k) A Registered Member or a Resource Member may exercise his right to vote at a General Meeting by casting a postal vote in accordance with the Fifth Schedule to the Act.

12.11 **Proxies, Authorised Representatives and Power of Attorneys**

(a) A Registered Member, being a natural person, may appoint another Registered Member as his or her proxy to attend, speak and vote on his or her behalf at any meeting called under Article 11 of this Constitution.

(b) For the purposes of Article 12.11(a) of this Constitution, no Registered Member shall act as proxy for more than one (1) Registered Member at a meeting called under Article 11 of this Constitution.

(c) A Resource Member, being a legal entity or other organisation, shall exercise its rights at a meeting called under Article 11 of this Constitution through a duly authorised representative appointed by the Resource Member.

(d) The Company may specify a deadline for the receipt of an instrument appointing a proxy by a Registered Member, provided that such deadline shall not be more than twenty-four (24) hours before the commencement of the meeting called under Article 11 of this

Constitution. An instrument appointing a proxy received after the specified deadline shall not be valid or effective for the purposes of that meeting.

(e) An instrument appointing an Authorised Representative of a Resource Member shall be submitted in accordance with the procedures and timeframe prescribed by the Company and shall not be subject to the twenty-four (24) hour limitation set out in this Article.

(f) An Authorised Representative appointed by a Resource Member shall, subject to the terms of the instrument of appointment, be entitled to exercise on behalf of the Resource Member the same rights as the Resource Member could exercise if it were a natural person, including the rights to attend, speak and vote at any meeting called under Article 11 of this Constitution.

(g) No appointment of a proxy or an Authorised Representative shall be valid or effective unless and until the Company has completed all verification procedures applicable to the appointment.

(h) No person who is a candidate in any election conducted under this Constitution shall act as a proxy for any Registered Member for the purposes of voting in that election.

(i) An instrument appointing a proxy or, in the case of a Resource Member, an Authorised Representative shall specify whether the appointment is made for a particular meeting or for a specified period and shall be executed in such manner as may be prescribed by the Company.

(j) The Company may require such evidence as it considers necessary to verify the authenticity and validity of any instrument appointing a proxy or an Authorised Representative, including the authority of the person executing it.

(k) The Company may decline to recognise or act upon any appointment of a proxy or, in the case of a Resource Member, an Authorised Representative unless and until it is satisfied as to the authenticity, validity and due execution of the instrument of appointment and the authority of the person executing it. Where the Company declines to recognise or act upon such appointment, it shall promptly notify the Member in writing of its decision and provide the reasons for such refusal.

(l) Notwithstanding the above, any person seeking to attend, speak or exercise any rights at a meeting of the Company pursuant to a Power of Attorney, whether executed within or outside the jurisdiction of the Republic of Mauritius, shall submit the original Power of Attorney or a duly authenticated copy thereof to the Company not less than fourteen (14) days before the date of the relevant Annual General Members Meeting or Special General Members Meeting. The Company shall be entitled to undertake such enquiries and verification as it considers necessary to establish the authenticity, validity, due execution and continuing effectiveness of the Power of Attorney, including the authority of the person granting it.

(m) The Company shall not be obliged to recognise or act upon any Power of Attorney unless it is satisfied, following completion of its verification procedures, that the Power of Attorney is authentic, valid and effective. Without limiting the foregoing, where a Power of Attorney is submitted less than fourteen (14) days before the relevant meeting, or where the Company is unable to complete its verification procedures before the commencement of the meeting, the Company may decline to recognise or act upon the Power of Attorney for the purposes of that meeting. Where the Company declines to recognise a Power of Attorney, it shall promptly notify the Member in writing of its decision and the reasons therefor.

12.12 **Minutes of Members' Meetings**

(a) The Board shall ensure that accurate minutes are kept of the proceedings of every Annual General Members' Meeting and Special General Members' Meeting.

(b) The minutes of an Annual General Members' Meeting or a Special General Members' Meeting shall be submitted for approval by the Members at the next General Members' Meeting, whether an Annual General Members' Meeting or a Special General Members' Meeting, whichever occurs first. Once approved, the minutes shall constitute prima facie evidence of the proceedings recorded therein.

(c) The Company shall maintain the minutes of all Annual General Members' Meetings and Special General Members' Meetings in a secure and accessible electronic or other format as the Board may determine, subject to applicable law. Where necessary to comply with applicable law, confidentiality obligations or the protection of legally privileged, personal or commercially sensitive information, the Company may make available a redacted version of such minutes.

(d) Following their approval by the Members, the Board shall cause the minutes of the relevant Members' Meeting to be published expeditiously on the Company's website, or otherwise made available to the Members, subject to paragraph (c) above.

12.13 **Member proposals**

(a) 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 Member Meeting called under Article 11.1 of this Constitution at which the Member is entitled to vote.

(b) Where the notice is received by the Board not less than 28 days before the last day on which notice of the relevant Annual General Members' 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 the text of any proposed resolution to all members entitled to receive notice of the Meeting.

(c) Where the notice is received by the Board not less than seven (7) days and not more than 28 days before the last day on which notice of the relevant Annual General Member Meeting is required to be given by the Board, the Board shall, at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all members entitled to receive notice of the said Meeting.

(d) Where the notice is received by the Board less than 7 days before the last day on which notice of the relevant Annual General Members' Meeting is required to be given by the Board, the Board may, where practicable, and at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all members entitled to receive notice of the said Meeting.

(e) Where the Directors intend that members may vote on the proposal, they shall give the proposing Member the right to include in or with the notice given by the Board a statement of not more than 1,000 words prepared by the proposing Member in support of the proposal, together with the name and address of the proposing Member.

(f) The Board shall not be required to include in or with the notice given by the Board a statement prepared by a Member which the Directors consider to be defamatory, frivolous, or vexatious.

(g) Where the costs of giving notice of the Member's proposal and the text of any proposed resolution are required to be met by the proposing

Member, the proposing Member shall, on giving notice to the Board, deposit with the Company or tender to the Company a sum sufficient to meet those costs.

12.14 **Other proceedings**

(a) Unless otherwise expressly provided in this Constitution or otherwise mandatory as per the provisions of the Act, a meeting called under Article 11 of this Constitution may regulate its own procedure.

13 APPOINTMENT OF DIRECTORS

13.1 Subject to the provisions of Article 11 of the present Constitution, the Board shall call a meeting of members to appoint the Directors of the Company where vacancies occur as a result of:

(a) the expiry of the term of office of any Director;

(b) The removal or resignation of any Director in terms of Article 14 of this Constitution;

(c) The disqualification of any Director in terms of Article 9.5 of this Constitution;

(d) the untimely death of any Director;

(e) the filing of a casual vacancy in terms of Article 13.9.

13.2 The election of the Directors of the Company shall be carried out in line with the Election Process approved by the Board.

13.3 The Board shall comprise of nine (9) Directors appointed as follows:

(a) Six (6) Directors elected through an election by AFRINIC in accordance with this Constitution and the Election Guidelines to represent each of the sub-regions listed in Article 13.4 (Seats 1 to 6). The election shall be open prior to the Annual General Members Meeting and shall close during that meeting, at which the results shall be declared and noted by the Members.

(b) Two (2) Directors elected through an election by AFRINIC in accordance with this Constitution and the Election Guidelines, based on their competencies and not their regional representation (Seats 7 and 8). The election shall open prior to the Annual General Members Meeting and shall close during that meeting, at which the results shall be declared and noted by the Members.

(c) The Chief Executive Officer (Seat 9).

13.4 Each of the following six sub-regions of Africa shall be represented by one Director as indicated below:

(a) Northern Africa (seat 1);
(b) Western Africa (seat 2);
(c) Indian Ocean (seat 3);
(d) Central Africa (seat 4);
(e) Southern Africa (seat 5); and
(f) Eastern Africa (seat 6).

13.4A Each Director elected under Articles 13.4(i) and 13.4(ii) shall hold office for a term of three (3) years, which shall expire on the date of the Annual General Members' Meeting held on or around the third anniversary of the date of appointment of that elected Director.

13.4B No person shall be eligible to serve as an elected Director for more than two (2) consecutive terms. A person who has completed two (2) consecutive terms shall only become eligible to stand for election again after a cooling-off period of three (3) consecutive years has elapsed from the end of the second consecutive term.

13.5 **One-time transitional arrangement for 2028 Board Elections**

(a) Notwithstanding any other provision of this Constitution, and as an exceptional and transitional measure to restore the principle of sequential Board elections, the elections scheduled for the 2028 shall be conducted and the terms of office allocated as follows:

(i) the three (3) candidates receiving the highest number of valid votes shall each be elected for a term of three (3) years;

(ii) the next three (3) candidates receiving the highest number of valid votes shall each be elected for a term of two (2) years; and

(iii) the following two (2) candidates receiving the highest number of valid votes shall each be elected for a term of one (1) year.

(b) Upon the expiry of the transitional terms referred to above, Directors shall thereafter be elected for terms of three (3) years, and Board elections shall be conducted in such manner as to preserve the principle of staggered terms, so that, as nearly as practicable, one-third of the elected Directors retire from office each year and are eligible for election or re-election in accordance with this Constitution.

(c) Where two or more candidates receive an equal number of valid votes and such equality affects the allocation of the transitional terms of office under paragraph (a), the Election Guidelines shall provide a fair, transparent and objective tie-breaking mechanism to determine the order of ranking of those candidates for the purposes of allocating the applicable terms of office. No term of office shall be allocated until the tie has been resolved in accordance with the Election Guidelines.

13.6 Where, in respect of any Board seat, the Nomination Committee determines that no eligible candidate is available for election, the Director occupying that seat immediately before the expiry of his or her term shall be deemed to have been reappointed on an interim basis and shall continue to hold office until the conclusion of the next Board election conducted under this Constitution, at which election the Director elected to that seat shall serve only the balance of the original term allocated to the seat, and not a new three-year term, so as to preserve the principle of staggered Board elections established by this Constitution.

13.7 Notwithstanding any other provision of this Constitution, the Company shall at all times have at least one Director who shall be ordinarily resident in Mauritius in line with the provisions of the Act.

13.8 The provisions of Section 137(1) of the Act shall not apply to the Company.

13.9 Notwithstanding any other provision of this Constitution, where a casual vacancy arises pursuant to Article 14.1(b), (c) or (d):

(a) if the unexpired portion of the term of office applicable to the vacant seat exceeds one (1) year, the Board shall, within a reasonable period of time, cause an election to be held for that seat in accordance with this Constitution and the Election Guidelines as soon as reasonably practicable. The person elected shall serve only for the balance of the original term allocated to that seat;

(b) if the unexpired portion of the term of office applicable to the vacant seat is one (1) year or less, the Board may appoint a person who is qualified to hold office as a Director to fill the casual vacancy. Any Director so appointed shall hold office only for the remainder of the term applicable to that seat.

13.10 **Business Continuity Mechanism**

(a) Notwithstanding any other provision of this Constitution, where, for any reason whatsoever, the number of Directors in office falls below the quorum required for meetings of the Board, the remaining Director or Directors shall, as an exceptional measure and solely for the purpose of restoring the Board to a quorate composition, be deemed to constitute a quorum.

(b) The powers of the remaining Director or Directors shall be strictly limited to taking such actions as are necessary to organise and conduct the election of Directors to fill the vacant seats, and to matters that are incidental or consequential thereto. Upon the election and appointment of sufficient Directors to restore the quorum prescribed by this Constitution, this provision shall cease to have effect.

14 REMOVAL OF DIRECTORS

14.1 A Director shall hold office until:

(a) his term of office expires, without prejudice to Article 13;

(b) he/she signs a written notice of resignation and delivers it to the address for service on the Company, which notice shall be effective when it is received at that address or at such later time as may be specified in the notice;

(c) he/she is removed for justifiable cause by the affirmative vote of two-thirds of all other Directors;

(d) he/she otherwise ceases to be a Director pursuant to Section 139 of the Act; or

(e) the Director being the Chief Executive Officer, on the Board terminating his employment as Chief Executive Officer.

15 POWERS OF DIRECTORS

15.1 The business and affairs of the Company shall be managed under the direction and supervision of the Board.

15.2 Subject to such modifications, adaptations, exceptions or limitations which may be contained in the Act and this Constitution, the Board shall have all the powers necessary:

(a) for directing, and

(b) supervising the management of the business and affairs of the Company.

15.3 Without prejudice to the generality of Articles 15.1 and 15.2 above, the Directors shall be entitled to:

(a) determine the guidelines for the allocation of address space to members in line with the member driven Policy Development Process;

(b) consider broad Internet policy issues in order to ensure that the policies and strategies of the Company fully respond to the changing Internet environment;

(c) determine a financial budget for the activities of the Company for a given period;

(d) establish a ceiling for expenditures for a given period and from time to time to vary such ceiling as they deem fit;

(e) fill any casual vacancy in the office of the auditor of the Company;

(f) provide any general directives to the Chief Executive Officer regarding Executive staffing of the Company;

(g) determine through a dedicated committee, the conditions of employment of the employees of the Company who are employed at an Executive level;

(h) reduce or waive fees payable by any person to the Company, or to amend in any manner whatsoever the conditions relating to the payment thereof;

(i) to appoint or remove the secretary of the Company and to determine the remuneration payable to such secretary; and

(j) to appoint such committees for such reasons and with such terms of reference as they shall consider necessary or desirable.

15.4 Subject to Section 15.1 of, and the Seventh Schedule of the Act, the Directors may delegate their powers to such persons as they shall consider necessary and/or desirable for a given period of time.

15.5 No person may hold more than one of the following positions within the company:

(a) Chairperson of the Board.

(b) Vice Chairperson of the Board.

(c) Chief Executive Officer.

(d) Chief Financial Officer, or any equivalent office.

16 COMMITTEES AND ADVISORY ENGAGEMENT

16.1 Notwithstanding Article 15.3(j) of this Constitution, the Board may establish such standing or ad hoc committees as it considers necessary, desirable, or based on the request of the Members, for the effective governance and administration of the Company.

16.2 Any committee established under this Article shall perform such advisory, consultative, technical or other functions as may be assigned to it by the Board, provided that -

(a) no such committee shall exercise any power or function reserved by this Constitution or by law to the Members, the Board or any constitutional body; and

(b) the mandate of any one such committee shall not duplicate, conflict with, derogate from or otherwise encroach upon the responsibilities of any other standing committee, advisory committee or other constitutional body of the Company existing for the time being.

16.3 Before establishing a committee under this Article, the Board shall approve and publish -

(a) the purpose and functions of the committee;

(b) the criteria and process for the appointment of its members;

(c) the qualifications, competencies or experience required for appointment, where applicable;

(d) the term of office of committee members;

(e) the committee's terms of reference; and

(f) such other governance arrangements as the Board considers appropriate for the proper discharge of the committee's functions.

16.4 The appointment process for every committee established under this Article shall be conducted in a fair, transparent and objective manner, having due regard to the nature of the committee, the skills and experience required, and, where appropriate, the principles of diversity, independence and the avoidance of conflicts of interest.

16.5 The Board may amend the composition, functions or terms of reference of any committee established under this Article or dissolve any such committee where it considers it appropriate to do so, including where requested by the committee or the Members.

16.6 Every committee established under this Article shall remain accountable to the Board and shall report in accordance with its terms of reference.

16.7 In furtherance of the Company's bottom-up, open and multistakeholder governance model, the Board may, where it considers it to be in the best interests of the Company, establish, recognise or engage with consultative or advisory groups, or consult with, engage or seek non-binding advice, information or technical input from governmental authorities, regulatory bodies, intergovernmental organisations, industry bodies, the Internet technical community, technical experts, civil society, the private sector, or any other person or body possessing relevant expertise or interest. Any advice, recommendation or input obtained pursuant to this Article shall be advisory only and shall not bind the Board, the Members or the Company.

17 CHIEF EXECUTIVE OFFICER

17.1 The Directors shall, by majority vote, appoint the Chief Executive Officer on such terms and conditions as they shall determine.

17.2 The Chief Executive Officer may, subject to applicable labour laws, be removed by an affirmative vote of two-thirds (2/3) of all other Directors.

17.3 No person shall be eligible for appointment as Chief Executive Officer if the Board determines, acting reasonably and in good faith, that the person has an actual conflict of interest, or any other circumstance, that is reasonably likely to materially impair the independent and effective discharge of the duties of the office.

17.4 The Chief Executive Officer shall:

(a) manage the day to day business of the Company;

(b) subject to any remuneration policy and budget approved by the Board, have power to determine the remuneration and other conditions of employment of all employees of the Company (except for employees at executive level);

(c) have such other powers as may be delegated to him by the Board in writing from time to time; and

(d) shall report directly to the Board.

17.5 **Acting Chief Executive Officer**

(a) Where the office of Chief Executive Officer becomes vacant, or the Chief Executive Officer is temporarily unable to perform the functions of the office, the Board shall, within a reasonable period, appoint an Acting Chief Executive Officer on such terms and conditions as the Board may determine.

(b) The appointment of an Acting Chief Executive Officer shall remain in force until the earlier of -
(i) the Chief Executive Officer resumes the duties of the office; or

(ii) a substantive Chief Executive Officer is appointed and assumes office.

18 REMUNERATION OF DIRECTORS

18.1 Except for the Chief Executive Officer, a Director shall not be an employee of the Company.

18.2 Subject to the approval of the Members at an Annual General Members' Meeting, Directors may receive such remuneration or compensation as the Members may determine from time to time.

18.3 In addition to any remuneration or compensation approved under Article 18.2, a Director shall be entitled to reimbursement of all reasonable out-of-pocket expenses reasonably incurred in the discharge of the Director's duties or otherwise in connection with the business of the Company.

18.4 Reimbursable expenses may include reasonable travelling, accommodation, meals, and other incidental expenses.

18.5 The Board may prescribe policies, categories, limits, and procedures governing the reimbursement of expenses under this Article, provided that such policies shall not limit a Director's entitlement to reimbursement of reasonable expenses properly incurred in accordance with this Article.

19 PROCEEDINGS OF DIRECTORS

19.1 **Chairperson and Deputy Chairperson** – The Directors shall elect from among themselves a Chairperson and a Deputy Chairperson.

(a) The chairperson or, failing him, the deputy chairperson, shall preside at all meetings of the Directors, but if at any meeting the chairperson and deputy chairperson are not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their members to be chairperson of the meeting.

19.2 **Notice of Board Meeting** – A Director or, if requested by a Director to do so, an employee or the secretary of the Company, may convene a meeting of the Board by giving at least fourteen (14) days notice provided that shorter notice may be given where at least three fourths of the Directors consent to such shorter notice or if the chairperson of the Board considers that the business of the meeting is urgent.

(a) A notice of a meeting of the Board shall be sent to the Chief Executive Officer, every Director and the notice shall include the date, time, and place of the meeting and the matters to be discussed. The notice may be delivered by post, fax, electronic mail or such other method as the Board shall reasonably determine from time to time.

(b) An irregularity in the notice of a meeting is waived where all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all Directors entitled to receive notice of the meeting agree to the waiver.

19.3 **Methods of holding Board Meetings** – A meeting of the Board may be held:

(a) by a number of the Directors who constitute a quorum as provided for in Article 19.6, being assembled together at the place, date, and time appointed for the meeting;

(b) by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or

(c) such other methods of communication whereby all Directors participating and constituting a quorum can simultaneously communicate with each other throughout the meeting.

19.4 Regular meetings of the Board will be held on dates to be determined by the Board. To the extent practicable, meetings should be held in different locations around the continent of Africa on a regular basis.

19.5 Every Director shall be entitled to attend each Board meeting.

19.6 **Quorum –** Subject to Article 13.10 of this Constitution, a quorum for a meeting of the Board shall be the majority of Directors, which shall be not less than five (5) Directors.

(a) No business may be transacted at a meeting of Directors if a quorum is not present, provided that, if a quorum is not constituted, the Directors present may adjourn the meeting. If a meeting is adjourned for more than 24 hours, notice shall be given to those Directors not present at the meeting at the time of adjournment. At the adjourned meeting, the Directors present, not being less than three in number, shall constitute a valid quorum.

19.7 **Voting -** Every Director shall have one vote. The chairperson shall not have a casting vote.

19.8 A resolution of the Board is passed if a majority of the votes cast on it, by eligible Board Members, is in favour of the resolution.

19.9 A Director present at a meeting of the Board is presumed to have agreed to and to have voted in favour of a resolution of the Board unless he/she expressly dissents from or votes against the resolution at the meeting.

19.10 **Minutes of Board Meetings**

(a) The Board shall ensure that accurate minutes are kept of the proceedings of every meeting of the Board.

(b) The minutes of each meeting of the Board shall be submitted for approval at the next succeeding meeting of the Board and shall be approved by a simple majority of the Directors present and voting. Once approved, the minutes shall constitute prima facie evidence of the proceedings recorded therein.

(c) Following their approval, the Board shall cause the minutes, or where appropriate a redacted version thereof, to be published on the Company's website as soon as reasonably practicable, subject to applicable law, confidentiality obligations, legal professional privilege, and the protection of personal or commercially sensitive information.

(d) The Company shall maintain the minutes of all Board meetings in a secure and accessible electronic or other format as the Board may determine, subject to applicable law.

19.11 **Resolutions in writing -** A resolution in writing, signed or assented to by two-thirds of all Directors then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

(a) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Directors.

(b) A copy of any such resolution must be entered in the minute book of Board proceedings.

19.12 **Other proceedings -** Except as provided herein, the Board may regulate its own procedures.

19.13 **Conflict of Interest**

(a) The Board shall establish, maintain and periodically review a Conflict of Interest Policy applicable throughout the Company, which shall promote integrity, transparency and accountability in the conduct of the Company's affairs.

(b) The Conflict of Interest Policy shall provide for the identification, disclosure, assessment, management and, where appropriate, mitigation of actual, potential and perceived conflicts of interest affecting Directors, officers, employees, committee members and any other persons acting on behalf of the Company.

(c) The Board shall take all reasonable steps to ensure compliance with the Conflict of Interest Policy and shall periodically review its effectiveness to ensure that it remains appropriate to the Company's governance, operational and regulatory requirements.

20 SECRETARY

20.1 The secretary shall be appointed by the Directors.

20.2 No person shall be appointed as secretary unless that person has consented to be the secretary and has the qualifications specified under section 165 of the Act.

21 INDEMNITY AND INSURANCE

21.1 The Directors and employees of the Company shall be indemnified by the Company to such extent as is authorised by the Act.

21.2 The Board may cause the Company to provide insurance to a Director or employee of the Company to such extent as is authorised by the Act.

22 WINDING-UP

22.1 If the Company shall be wound up while a person is a Registered Member or within one year after that person ceases to be a Registered Member, every Registered Member of the Company will contribute such amount as may be required, not exceeding Rs. 500 (five hundred Mauritian rupees) to the assets of the Company for payment of the Company's debts and liabilities accrued before the Registered Member ceases to be a Registered Member, and of the costs and expenses of winding-up.

22.2 If on the winding up or dissolution of the Company, there remains any surplus assets after satisfaction of the Company's debts and liabilities, the surplus shall not be paid to the members but shall instead be given or transferred to some other institution or institutions having objects similar to the objects of the Company. The institution to which the surplus shall be transferred shall be determined by the members or, in default of such determination, by the liquidator after considering the advice of the Board.

23 COMMON SEAL, AUTHENTICATION OF DOCUMENTS

23.1 The Company may have a seal, known as the common seal, which shall contain the name of the Company and which shall not be affixed to any instrument without the authority of the Board and/or the Chief Executive Officer.

23.2 All instruments, deeds, acts and documents executed on behalf of the Company may be in such form and contain such powers, provisos, conditions, covenants, clauses and agreements as the Board and/or the Chief Executive Officer may think fit and shall be signed either by the Chief Executive Officer or by two Directors or by such other person or persons as the Board may from time to time appoint.

23.3 Subject to such applicable financial threshold as may be prescribed by the Board from time to time, all bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Company, and all cheques or orders for payment shall be signed as follows:

(a) where the amount does not exceed the applicable financial threshold, by the Chief Executive Officer or by such other person or persons as the Board may from time to time appoint; and

(b) where the amount exceeds the applicable financial threshold, by either:

(i) the joint signatures of the Chief Executive Officer and the Chief Financial Officer; or

(ii) the joint signatures of any two Directors.

23.4 Articles 23.2 and 23.3 shall be subject to such authorisation policy as may be determined or varied by the Board from time to time.

23.5 All monies belonging to the Company shall be paid to such bankers as the Board of Directors shall from time to time appoint and all receipts for money paid to the Company shall be signed by the Chief Executive Officer or a Director or by such officer as the Board may from time to time appoint.

23.6 Cheques or other negotiable instruments paid to the Company's bankers for collection and requiring the endorsement of the Company shall be endorsed on its behalf by the Chief Executive Officer plus one Director who shall be so nominated and mandated by the Board, or by two Directors equally mandated by the Board in case of unavailability of the Chief Executive Officer.

23.7 Notwithstanding Articles 23.1 to 23.6, both inclusive, the Chief Executive Officer may where it is urgent and necessary,

(a) with the concurrence of the Chairperson (elected in compliance with Section 158 of the Act); and

(b) another appropriate Director take such decisions, as are warranted in these circumstances, and in the best interest of the AFRINIC, to avoid any undue delay which may negatively impact on the Company's affairs.

23.8 Any decision taken under Article 23.7 shall be communicated to the Board within 12 hours following such decision by e-mail.

23.9 The Constitution shall be signed by both the Chairperson and the Chief Executive Officer of the Company.

24 GOVERNING LAW AND DISPUTE RESOLUTION

24.1 [***Note***: *External legal opinion and advice have been sought in relation to inserting governing law and dispute resolution provisions. The proposed insertion and rationale will be updated following receipt and consideration of that advice.*]

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EXPLANATORY NOTES TO THE PROPOSED AMENDMENTS TO THE AFRINIC CONSTITUTION [Article-by-Article]

Article 1 – Definition and Interpretation

Rationale

This Article has been comprehensively reviewed to improve the clarity, consistency and interpretation of the Constitution. Over time, amendments to the Constitution have resulted in certain definitions becoming outdated, duplicated or no longer reflecting AFRINIC's evolving governance arrangements. The revised provisions update the terminology used throughout the Constitution, introduce new definitions required to support the revised governance framework, remove redundant definitions and relocate certain concepts to the substantive provisions where they more appropriately belong.

Particular attention has also been given to strengthening the interpretative framework governing the Constitution. The revised provisions expressly recognise the Constitution as the Company's supreme internal governing instrument and establish clearer principles for its interpretation. They also reinforce consistency of terminology and promote greater legal certainty by reducing ambiguity and ensuring that related provisions are read together as a coherent constitutional framework.

Collectively, these revisions improve the readability and practical application of the Constitution without altering its underlying purpose. They provide a stronger foundation for the interpretation and administration of the Constitution by Members, Directors, committees, officers and other stakeholders.

Article 2 – Name

Rationale

The amendments to this Article are limited in scope and do not alter the Company's corporate identity. The provisions governing the Company's name have been retained in their existing form, with only minor drafting refinements and consequential amendments where necessary to maintain consistency with the revised Constitution.

Article 3 – Type and Objects of Company

Rationale

This Article has been expanded to provide a clearer constitutional statement of AFRINIC's legal status, institutional mandate and governance principles. While many of the revised provisions reflect long-standing practice, the review recognises that certain fundamental characteristics of the organisation ought to be expressly reflected in the Constitution rather than inferred from practice or external documents.

As such, the revised framework expressly recognises AFRINIC as the Regional Internet Registry serving Africa and the Indian Ocean region, clarifies its legal status as a private company limited by guarantee incorporated under the laws of Mauritius, and reinforces its not-for-profit character. The provisions governing the application of the Company's income, assets and property have been strengthened to ensure that they remain dedicated to the fulfilment of AFRINIC's constitutional objects.

The review also recognises the importance of collaboration with organisations pursuing compatible objectives and embeds recognised principles of good corporate governance within the Constitution itself. In addition, provision is made for the periodic review of AFRINIC's governance arrangements against internationally recognised governance standards as part of the Company's commitment to continuous institutional improvement.

Taken together, these amendments provide a stronger constitutional foundation for AFRINIC's operations, reinforce sound governance practices and more accurately reflect the Company's role within the global Internet governance ecosystem.

Article 4 – Funding

Rationale
The review of this Article seeks to strengthen the transparency, predictability and accountability of AFRINIC's funding arrangements while preserving the Board's responsibility for ensuring the financial sustainability of the Company.

The revised provisions establish a clearer constitutional framework governing changes to membership fees by requiring consultation with Members and the wider community before material changes are finalised. They also introduce clearer notice requirements before revised fees take effect, thereby providing Members with greater certainty and sufficient time to prepare for any changes.

These revisions are intended to promote openness in financial decision-making, encourage meaningful stakeholder participation and reinforce confidence in the processes governing the Company's funding arrangements. At the same time, they preserve the flexibility necessary for the Board to respond responsibly to the Company's evolving operational and financial requirements.

Article 5 – Registered Office

Rationale
No change is proposed.

Article 6 – Membership

Rationale
This Article has undergone one of the most significant revisions in the Constitution. The objective has been to establish a clearer, more comprehensive and internally consistent constitutional framework governing membership of the Company.

The revised provisions clearly distinguish between the various categories of membership, define the legal basis upon which each category exists and clarify the rights, responsibilities and conditions applicable to each. The review also introduces the concept of Members in Good Standing, providing greater certainty regarding the circumstances in which membership rights may be exercised and the conditions under which those rights may be suspended or restricted.

In addition, the revised framework confirms the voluntary nature of membership, reinforces the principle that membership may only be denied or terminated in accordance with the Constitution, applicable law and the relevant contractual arrangements, and recognises the distinct legal relationship between AFRINIC and its Resource Members arising from the Registration Services Agreement.

Collectively, these revisions modernise the constitutional framework governing membership, improve legal certainty, promote consistency in administration and strengthen the transparency and fairness of membership governance throughout the organisation.

Article 7 – Powers of Members

Rationale
The review of this Article seeks to clarify and strengthen the constitutional role of Members within AFRINIC's governance framework. The revised provisions consolidate the powers reserved to Members, clarify the circumstances in which those powers may be exercised and reinforce the principle that significant corporate decisions should remain subject to appropriate Member oversight.

Particular attention has been given to improving the relationship between the statutory rights of Registered Members under the Companies Act and the broader participation rights afforded to Resource Members under the Constitution. The amendments also promote greater certainty by clearly identifying the matters requiring Member approval and by improving the consistency of the procedures governing the exercise of those powers.

Overall, the revisions reinforce AFRINIC's multistakeholder governance model while ensuring that the respective roles of Members and the Board remain appropriately balanced.

Article 8 – Termination of Membership

Rationale
The review of this Article aims to provide a clearer, fairer and more transparent constitutional framework governing the circumstances in which membership may come to an end. The revised provisions distinguish more clearly between the different grounds upon which membership may cease and ensure that any termination of membership occurs in accordance with the Constitution, applicable law and, where relevant, the contractual arrangements governing the relationship between AFRINIC and its Members.

The revisions also seek to improve procedural fairness by clarifying the legal consequences of termination and by ensuring that the loss of membership rights occurs only in accordance with clearly defined processes. In doing so, the revised framework promotes consistency, legal certainty and confidence in the administration of membership while safeguarding the integrity of AFRINIC's governance arrangements.

Note: *Independent external legal opinion is presently awaited on the question of the Board's authority to terminate membership. The rationale will be updated following receipt and consideration of that advice.*

Article 9 – Nomination Committee

Rationale

This Article has been comprehensively revised to strengthen the independence, credibility and effectiveness of the Nomination Committee as one of AFRINIC's principal constitutional governance organs. The review recognises that the nomination process plays a critical role in ensuring free and fair elections, maintaining confidence in AFRINIC elections and that the constitutional framework should therefore promote both actual and perceived independence.

The revised provisions establish a clearer framework governing the appointment, composition, eligibility, tenure and functions of the Committee. Particular emphasis has been placed on safeguarding the Committee from conflicts of interest by strengthening eligibility requirements and reinforcing its independence from the Board and prospective candidates. The amendments also clarify the Committee's responsibilities in assessing nominations and ensuring that the election process is conducted in accordance with the Constitution and the applicable Election Guidelines.

Collectively, these revisions are intended to promote transparency, impartiality and public confidence in the nomination process while ensuring that the Committee continues to discharge its responsibilities consistently and fairly.

Article 10 – Election Committee

Rationale

The review of this Article seeks to strengthen the constitutional framework governing the administration of elections by providing greater clarity regarding the Election Committee's role, responsibilities and relationship with the broader electoral process.

The revised provisions recognise that the conduct of elections has become increasingly sophisticated, particularly with the use of electronic voting and enhanced verification procedures. The constitutional framework has therefore been updated to better accommodate evolving electoral practices while preserving the fundamental principles of fairness, transparency, accountability and equal treatment of all candidates and voters.

The amendments also clarify the Committee's administrative responsibilities, reinforce procedural safeguards designed to preserve the integrity of elections, and better distinguish operational functions from the oversight responsibilities exercised by other constitutional bodies. The overall objective is to strengthen confidence in AFRINIC's electoral processes and to ensure that elections continue to be administered efficiently, independently and consistently.

Article 11 – Community Meetings

Rationale
No substantive changes are proposed, other than editorial and consequential amendments.

Article 12 – Proceedings at General Members' Meetings

Rationale
This Article has undergone a comprehensive review to modernise the constitutional framework governing the conduct of Annual General Members' Meetings and Special General Members' Meetings. The objective has been to improve procedural clarity, strengthen governance safeguards and ensure that meetings of Members can be conducted efficiently while preserving the rights of Members to participate fully in the affairs of the Company.

The revised provisions clarify the procedures governing the convening of meetings, notice requirements, quorum, participation, voting, proxies, authorised representatives, use of power of attorneys, and the conduct of business before Members.

The review also reflects the practical experience gained from recent meetings and elections by introducing clearer procedural rules designed to minimise uncertainty, reduce the potential for disputes and accommodate the use of modern communication technologies where appropriate. At the same time, appropriate safeguards have been incorporated to protect the integrity of decision-making and ensure that voting rights are exercised only by duly authorised persons.

In addition, the Article introduces a separate framework governing the exercise of membership rights pursuant to a Power of Attorney. Recognising that powers of attorney, particularly those executed in foreign jurisdictions, may require additional scrutiny to establish their authenticity, validity, due execution and continuing effectiveness, the amendments require the original instrument or a duly authenticated copy to be lodged with the Company at least fourteen (14) days before the relevant General Meeting. This advance submission period will enable the Company to undertake any necessary verification procedures before the meeting and avoids uncertainty or disruption during the proceedings.

Collectively, these amendments establish a more coherent and comprehensive constitutional framework for Members' meetings, balancing procedural efficiency with fairness, transparency and accountability.

Article 13 – Appointment of Directors

Rationale
The amendments to this Article represent one of the most significant components of the constitutional review. They seek to strengthen the legitimacy, transparency and stability of AFRINIC's governance arrangements by modernising the constitutional framework governing the election and appointment of Directors.

The revised provisions provide greater clarity regarding eligibility, nominations, elections, appointment procedures, casual vacancies, terms of office and transitional arrangements necessary to maintain an orderly system of staggered Board rotation. The review also introduces clearer governance safeguards intended to reinforce the integrity of Board elections and to reduce uncertainty in the administration of the electoral process.

In developing these revisions, particular regard has been given to the importance of ensuring continuity in Board leadership while preserving democratic accountability and promoting regular opportunities for renewal. The amendments are therefore designed to support an effective, representative and resilient Board capable of providing strategic leadership while maintaining the confidence of Members and the wider Internet Community.

Article 14 – Removal of Directors

Rationale

The review of this Article seeks to provide a clearer and more balanced constitutional framework governing the circumstances in which a Director may cease to hold office before the expiry of his or her term.

The revised provisions clarify the grounds for removal, the procedures to be followed and the respective roles of Members, the Board and other relevant constitutional bodies where removal proceedings arise. Particular emphasis has been placed on ensuring procedural fairness, natural justice and legal certainty while preserving appropriate mechanisms for holding Directors accountable where circumstances justify their removal.

The overall objective is to ensure that the constitutional framework protects both the stability of the Board and the integrity of the Company's governance arrangements by providing a fair, transparent and legally robust process for dealing with questions concerning a Director's continued tenure.

Article 15 – Powers of Directors

Rationale

This Article has been substantially revised to provide a clearer constitutional statement of the powers, responsibilities and fiduciary role of the Board. While the Board continues to be responsible for the strategic direction and overall management of the Company, the revised provisions provide greater clarity regarding the scope of its authority and the principles governing the exercise of its powers.

The review recognises that effective governance requires an appropriate balance between Board authority, Member oversight and management responsibility. Accordingly, the revised framework clarifies matters reserved to the Board, reinforces its responsibility for acting in the best interests of the Company and recognises its role in establishing appropriate governance structures, delegating authority where necessary and exercising effective oversight of the Company's affairs.

The amendments also provide greater flexibility by enabling the Board to establish standing or ad hoc committees and to obtain specialist advice where appropriate in support of informed decision-making. These revisions are intended to ensure that AFRINIC's governance framework remains sufficiently adaptable to respond to evolving organisational and operational requirements while maintaining clear accountability for Board decisions.

Article 16 – Committees And Advisory Engagement

Rationale
This Article replaces the previous constitutional framework establishing a Council of Elders with a more flexible governance model empowering the Board to establish standing and ad hoc committees as circumstances require.

The review recognises that contemporary governance increasingly requires access to specialised expertise across a broad range of legal, financial, technical, strategic and operational matters. Rather than constitutionally prescribing a single advisory body, the revised framework enables the Board to establish committees with terms of reference appropriate to the matters under consideration, while retaining overall responsibility for the exercise of its powers.

The revised provisions also recognise AFRINIC's multistakeholder operating environment by enabling the Board, where appropriate, to seek non-binding advice from governments, technical experts, community representatives and other stakeholders whose knowledge or experience may assist the Board in discharging its responsibilities. This approach preserves the Board's independence in decision-making while providing greater flexibility to engage with a broader range of expertise as governance needs evolve.

Collectively, these revisions modernise AFRINIC's governance framework by replacing a rigid constitutional structure with one that is better suited to contemporary corporate governance and capable of adapting to the Company's future requirements.

Article 17 – Chief Executive Officer

Rationale
This Article has been comprehensively reviewed to clarify the constitutional role, authority and accountability of the Chief Executive Officer within AFRINIC's governance framework. While the Chief Executive Officer remains responsible for the day-to-day management and administration of the Company's affairs, the revised provisions more clearly distinguish the functions of management from those of the Board and reinforce the principle that strategic oversight rests with the Board.

The proposed amendments also clarify the allocation of responsibilities between the Board and the Chief Executive Officer in relation to employment matters. They recognise that the management of employees, including the determination of remuneration, benefits and other terms and conditions of employment, forms part of the Chief Executive Officer's executive functions. At the same time, the amendments preserve the Board's strategic oversight by making the exercise of those powers subject to Board-approved remuneration and human resources policies and the approved annual budget, while reserving to the Board responsibility for determining the remuneration of the Chief Executive Officer, executive-level employees and such other positions as it may determine. This approach is consistent with section 131 of the Companies Act 2001, which permits the Board to delegate appropriate management powers, while remaining responsible for their exercise. It also reflects recognised corporate governance practice, whereby the Board establishes the Company's remuneration philosophy, approves human resources policies and the annual remuneration budget, and determines the remuneration of senior executives, whereas the Chief Executive Officer is responsible for determining the remuneration, salary adjustments, incentives and other employment benefits of employees within the parameters established by the Board.

The review also introduces a clearer constitutional framework governing circumstances in which the office of Chief Executive Officer becomes vacant or the incumbent is temporarily unable to perform the functions of the office. In particular, the revised provisions expressly empower the Board to appoint an Interim Chief Executive Officer where necessary to ensure continuity of executive leadership and the uninterrupted management of the Company's affairs pending the appointment or return of a substantive Chief Executive Officer.

The inclusion of this mechanism reflects recognised principles of good corporate governance and business continuity. It ensures that the Company is able to continue operating effectively during periods of transition or unexpected vacancy, while preserving the Board's responsibility for executive oversight and accountability.

Collectively, these revisions strengthen organisational resilience, improve legal certainty regarding executive leadership arrangements, and reinforce the separation between governance and management within AFRINIC's constitutional framework.

Article 18 – Remuneration of Directors

Rationale
The amendments to this Article seek to establish a clearer and more transparent framework governing the remuneration and reimbursement of Directors. The revised provisions reaffirm the principle that decisions concerning Directors' remuneration should be exercised openly, responsibly and consistently with AFRINIC's status as a not-for-profit organisation.

The review also distinguishes more clearly between remuneration for services, where constitutionally permissible, and the reimbursement of reasonable expenses properly incurred in the discharge of Directors' duties. In doing so, the revised framework promotes transparency, accountability and prudent stewardship of the Company's financial resources while ensuring that Directors are not unfairly disadvantaged in performing their constitutional responsibilities.

These revisions strengthen confidence in the governance of Directors' remuneration without altering the underlying principles upon which the existing framework is based.

Article 19 – Proceedings of Directors

Rationale
This Article has undergone a comprehensive review to modernise the constitutional framework governing the conduct of Board meetings and decision-making. The objective

has been to improve procedural clarity, strengthen governance safeguards and ensure that the Board is able to conduct its business effectively while maintaining appropriate standards of accountability and transparency.

The revised provisions clarify matters relating to the convening of meetings, quorum, voting procedures, written resolutions, participation by electronic means, and the recording of Board decisions. Particular attention has been given to promoting consistency in Board procedures while preserving sufficient flexibility to enable the Board to respond efficiently to urgent or unforeseen circumstances.

The review also establishes a comprehensive constitutional framework governing conflicts of interest throughout the Company. Presently, conflict of interest provisions is largely confined to Directors only. The revised framework recognises that conflicts of interest may arise at all levels of the organisation and that effective governance requires a consistent and organisation-wide approach to their identification, disclosure and management.

The new provisions regarding conflict of interest therefore establish general principles applicable to Directors, officers, employees, committee members and other persons performing functions on behalf of the Company, while recognising that the detailed procedures for implementing those principles may be prescribed through appropriate policies and governance instruments. The objective of these amendments is to promote integrity, impartiality and accountability in the Company's decision-making processes by ensuring that actual, potential and perceived conflicts of interest are identified, disclosed and managed in a transparent and consistent manner.

By embedding these principles reinforce collective responsibility for Board decisions, encouraging informed decision-making and strengthening the procedural integrity of Board deliberations. Collectively, these revisions provide a more comprehensive governance framework for the conduct of the Company's affairs while enhancing the effectiveness and accountability of the Board.

Article 20 – Secretary

Rationale
No change is proposed.

Article 21 – Indemnity and Insurance

Rationale
No change is proposed.

Article 22 – Winding-up

Rationale
No change is proposed.

Article 23 – Common Seal and Authentication of Documents

Rationale
No substantive changes are proposed, other than amendments made for clarity and consequential purposes.

Article 24 – Governing Law and Dispute Resolution

Note: *External legal opinion and advice have been sought in relation to the proposed governing law and dispute resolution provisions. The rationale will be updated following receipt and consideration of that advice.*