

**DRAFT MINUTES OF THE BOARD MEETING HELD ON 26 AUGUST 2015 AT 15:24 UTC  
VIA THE WEBEX ONLINE CONFERENCE SYSTEM**

**Present:**

Mr Alan Barrett [AB]	Member	Chief Executive Officer
Mr Sunday Folayan [SF]	Chairman	Western Africa
Mr Abibu Ntagihiye [AN]	Member	Eastern Africa
Mr Haitham El Nakhal HE]	Member	Northern Africa
Mr Lucky Masilela [LM]	Member	Southern Africa
Mr Christian Bope [CB]	Member	Central Africa
Mr Andrew Alston [AA]	Member	Non Geographical
Ms Aminata A Garba [AG]	Member	Non Geographical

**Apologies:**

Mr Krishna Seeburn [KS]	Member	Indian Ocean
-------------------------	--------	--------------

**AGENDA:**

- 1.0 Welcome Address and Agenda Review
- 2.0 Approval of last Minutes
  - 2.1 ... dated 29 June 2015 – [D1]
  - 2.2 ... dated 22 July 2015 – [D2]
- 3.0 Online resolution to be ratified - Constitution of Committees  
This resolution was passed via email on 12 August 2015
- 4.0 Committees' Report
  - 4.1 Finance Committee
  - 4.2 Audit Committee
  - 4.3 Remuneration Committee
- 5.0 Community's Input to the Governance Committee proposal
- 6.0 AFRINIC23, Pointe Noire, Congo – [D3]
  - 6.1 Board Retreat – 26 & 27 November 2015 TBC

- 6.2 Board f2f Meeting – 29 November 2015
- 6.3 Special AGMM – 3 December 2015 TBC – [D4]
- 6.4 Coming AGMM Report
- 7.0 Update on the filing of the Bylaws / Resolutions – [D5]
- 8.0 AOB
- 9.0 Adjournment

## **BUSINESS OF THE DAY**

### **1.0 Welcome Address and Agenda Review**

The Chairman was not present at the beginning of the meeting and faced technical difficulties throughout the meeting. Haitham El Nakhal, Vice-Chairman opened the meeting at 15:24 UTC .

### **2.0 Approval of last Minutes**

#### **2.1 ... dated 29 June 2015 – [D1]**

Andrew Alston pointed out that the WEBEX Transcript includes some WEBEX chats during the Board Meeting was under the Executive Session and should not be recorded as per the Legal Counsel.

The Board agreed that WEBEX Transcript is not meant for online publication but for internal records keeping. The chats under Executive Session discussion to be deleted and the WEBEX Transcript should be in a separate document than part of the Minutes.

#### **Resolution 201508.247**

The Board resolved to approve the Minutes dated 29 June 2015.

Motion unanimously approved.

#### **2.2 ... dated 22 July 2015 – [D2]**

#### **Resolution 201508.248**

The Board resolved to approve the Minutes dated 29 June 2015 with amendments.

Motion unanimously approved.

### **3.0 Online resolution to be ratified – Constitution of Committees**

#### **Resolution 201508.249**

Whereas the Board proposed at its meeting of 22 July 2015, to reconstitute its sub-committees, resolved to reconstitute the committees as:

Finance committee: Haitham El-Nakhal, Kris Seeburn, Alan Barrett (CEO);  
Remunerations Committee: Aminata Amadou Garba, Sunday Folayan, Alan Barrett (CEO);  
Audit Committee: Lucky Masilela, Abibu Ntahigiye, Andrew Alston, Christian Bope.

Moved by Christian Bope Seconded : Lucky Masilela

This resolution was passed via email on 12 August 2015

#### **4.0 Committees' Report**

##### **4.1 Finance Committee**

##### **4.2 Audit Committee**

##### **4.3 Remuneration Committee**

There was no report except for the Audit Committee whereby the Chair of the Audit Committee briefed on the status of the work carried out so far.

#### **5.0 Community's Input to the Governance Committee proposal**

The CEO, Alan Barrett informed the Board that very few comments were received from the community till the last day on Friday; and he will respond shortly to comments received on Saturday and Sunday last.

The Governance Committee proposal will be updated accordingly based on the inputs received. The Chairman proposed that after receiving the updated version, the Board will decide whether to discuss through emails or to hold another meeting next week. The CEO was requested to share the revised documents based on the community proposals on Friday 4 September 2015.

**Action Item [201508-01]:** The CEO, Alan Barrett to update the Governance Committee Document and to share the revised documents based on the community proposals on Friday 4 September 2015.

#### **6.0 AFRINIC23, Pointe Noire, Congo – [D3]**

The Board discussed on the location of the AFRINIC23, i.e. Pointe Noire Congo, related security concern in the country and the cost of the meeting.

Lucky Masilela and Aminata Garba agreed that communication should be done in a proper manner, if members have issues then it should be communicated to the office. The concerns should be put forward formally so that a decision could be taken accordingly; it should be noted that the concerns could be rumours.

Visa upon arrival to be dealt with the organization committee.

The Board agreed that the meeting should be held accordingly and if we have to change the venue; we should discuss the concerns accordingly.

The CEO, Alan Barrett, also informed that the dates of the meeting were changed because of the RIPE NCC and AFRINIC23 meetings too close, they are back to back and wanted to give Members time to attend the meetings and travel accordingly.

#### **6.1 Board Retreat – 26 & 27 November 2015 TBC**

The Chairman Sunday Folayan apprised the Board that the Board Retreat is very very important and all Board Members should see how to accommodate it in their schedule.

After discussion, it was agreed to hold the Board Retreat before the AF23 meeting on Saturday 28 November and Sunday 29 November 2015.

#### **6.2 Board f2f Meeting – 29 November 2015**

The Board face to face Board meeting to be held on Monday 30 November 2015.

#### **6.3 Special AGMM – 3 December 2015 TBC – [D4]**

The Financial Statements have to be approved in the November meeting and as such, it will be a Special Members Meeting as proposed in Tunis. The Board reviewed the Timeline leading to the SGM.

#### **7.0 Update on the filing of the Bylaws / Resolutions – [D5]**

[The Board entered into Executive Session at 16:45 UTC.](#)

[Exit Executive Session at 17:00 UTC](#)

The following resolutions were proposed by Alan Barrett and Seconded by Sunday Folayan.

#### **7.1 Resolution to register the Bylaws:**

##### **Resolution 201508.250**

WHEREAS the Bylaws are intended to be and are to all intents and purposes the Constitution of the Company in terms of PART VI (sections 39 to 45) of the Companies Act 2001 of Mauritius;

WHEREAS the Company has, as presently advised, not registered a Constitution with the Registrar of Companies of Mauritius;

The Board RESOLVES:

(a) to adopt the current Bylaws as the Constitution of the Company;

(b) to authorise the CEO and the Legal Adviser to undertake the necessary actions to register the Constitution with the Registrar of Companies of Mauritius, pursuant to Sections 44(1) and 44(5) of the Companies Act

## **7.2 Resolution to update the register of Registered Members:**

### **Resolution 201508.251**

WHEREAS AFRINIC Ltd. is a Company limited by guarantee in terms of the Companies Act 2001 of Mauritius;

WHEREAS articles 6.3 and 13.11(ii) of the Bylaws or Constitution provide that all elected Directors and the CEO shall be Registered Members, after having signed such forms as may be prescribed by the laws of Mauritius whereby they guarantee the payment of sum of MUR 500 in the event of the Company being wound up;

WHEREAS article 8.1 of the Bylaws or Constitution states that persons who cease to be Directors shall cease to be Registered Members;

WHEREAS the register of Registered Members held at the Registrar of Companies is out of date;

The Board RESOLVES:

(a) that all Directors shall sign a form of consent to become a Registered Member;

(b) to authorise the CEO and the Legal Adviser to do whatever is necessary to update the register of Registered Members held at the Registrar of Companies, such that all Directors shall be registered as Registered Members and all persons who have ceased to be Directors shall cease to be Registered Members.

### **Action Item [2015908-02]:**

The Executive Assistant to send the Consent Form to each Members, to be completed and signed accordingly in order to proceed with the registration with the Registrar of Companies.

## **8.0 Adjournment**

The Chairman adjourned the meeting at 17:15 UTC.