

# Draft Minutes of AFRINIC Annual General Members' Meeting

**Date: Thursday 4 June 2015 at 11:00**

**Venue: Plenary Room, Regency Hotel, Tunis, Tunisia**

**Present:** Mr Alan Barrett Chief Executive Officer  
Mr Sunday Folayan Chairman  
Me Ashok Radhakisson Legal Counsel  
AFRINIC Board of Directors  
AFRINIC Management Team  
AFRINIC Members  
Observers

## AGENDA

- 1.0 Welcome and Agenda Review
- 2.0 Approval of last AGMM minutes dated 6 June 2014 held in Djibouti
- 3.0 Board Activity Update
- 4.0 Activities Update
  - 5.0 Financial Update
    - 5.1 2014 Audited Report
    - 5.2 Appointment of Auditor for 2015
    - 5.3 Presentation of 2015 Budget
    - 5.4 2015 Budget Execution
    - 5.5 Questions & Answers
- 6.0 Special Resolutions (SR1, SR2, SR3) Proposal by Members on Bylaws revision
  - SR1: Amendment of Clause 13.10 of the Bylaws
  - SR2: Amendment of Clause 12.11 of the Bylaws
  - SR3: Amendment of Clause 14.1 of the Bylaws
- 7.0 Board Election
  - 7.1 Presentation of Candidates
  - 7.2 Vote
- 8.0 Special Resolutions (SR4, SR5, SR6) Proposal by Members on Bylaws revision
  - SR4: Amendment of Clause 7 of the Bylaws

- SR5: Amendment of Clause 9 of the Bylaws
- SR6: Definition of Meeting participation
- 9.0 Special Resolutions (SR7, SR8,) Proposal by Members on Bylaws revision
  - SR7: Amendment of Clause 16 of the Bylaws
  - SR8: Amendment of Clause 16.1 of the Bylaws
- 10.0 Board Election result
- 11.0 Closing Remarks and end AGMM

## **BUSINESS OF THE DAY**

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

The AFRINIC Board Chairman, Sunday Folayan, welcomed the Members and Observers present, and opened the AFRINIC Annual General Members Meeting at 11:00 am.

The Chairman invited amendments from the members, if any.

The Agenda was approved with the following amendments;

- (i) Provision for AOB or an Open Mic at the end of the meeting. Proposed by Alan Barrett. Seconded by Fiona Asonga
- (ii) A review of the AGMM proceeding be carried out prior to the start of the meeting so that each member understand the rules and regulations.

### **1.1 Review of proceedings at AGMM**

The Legal Counsel, Ashok Radhakisson, explained the proceedings at Annual General Meetings. Once the meeting is called to order, it is the Chair who instructs how the meeting is going to be conducted. The first item on the agenda has been covered, amendments have been moved and approved, and as per the Bylaws "The ruling of the Chairperson of the AGM, on matters relating to order of business and procedures and conduct of the AGM shall be final and binding and no other motion maybe entertained except if there is something contrary in the Bylaws."

### **2.0 Approval of the last AGMM minutes dated 6 June 2014 held in Djibouti**

The Chairman proposed to adopt the minutes as circulated and read.

Fiona Asonga, Telecommunication Service Providers Association of Kenya, seconded the motion.

#### **Resolution AGMM201506.01**

The minutes of the AGMM held on 6 June 2014 in Djibouti was approved as presented by the AFRINIC Secretariat.

Proposed by Sunday Folayan and Seconded by Fiona Asonga.

### **3.0 Board Activity Update**

The Chairman, Sunday Folayan, made a presentation on the Board's activity for the year under review.

He outlined the Board Structure and Composition, and made a brief on the different Sub-Committees to the Board and their composition; namely

(i) Finance Committee

(ii) Audit Committee

(iii) Remuneration Committee

(iv) Nominations Committee

(v) CEO Recruitment Committee

The Chairman, SF, briefed Members on the different processes and timeline for the recruitment of the new CEO of AFRINIC Ltd.

### **4.0 Activities Update**

The Chief Executive Officer, Alan Barrett, made a presentation on the different Activities of the company for the year.

### **5.0 Financial Update**

#### **5.1 2014 Audited Report**

Paulos Nyirenda, Chairman of the Audit Committee, gave an overview of the Audit Committee and the work carried out in 2014, among others, was the recruitment of a new Auditor and review of the financial statements.

The Audit Committee considered that the Financial Statements were unsatisfactory, and proposed to give KPMG an additional time, 60 days, to process the current financial statements and give AFRINIC a more satisfactory report.

#### **5.2 Appointment of Auditor for 2015**

The Audit Committee recommended to appoint Deloitte as the next auditor for 2015 based on the unsatisfactory performance of the present Auditor KPMG.

#### **5.3 Presentation of 2015 Budget**

The Chair of the Finance Committee, Mark Elkins, presented the 2015 budget.

#### **5.4 2015 Budget Execution**

The Director of Finance and Accounting, Patrisse Deesse made a presentation of the execution of the 2015 Budget.

#### **5.5 Questions & Answers**

Members and the Board debated on the Financial Update and the Audit as presented above.

Mike Silber proposed the following resolutions. Seconded by Fiona Asonga.

##### **Resolution AGMM201506.02**

That the community accepts the delay and the time for presentation and approval of the 2014 Annual Financial Statements or Audited Financial Statements be extended until the November 2015 face-to-face meeting.

##### **Resolution AGMM201506.03**

That KPMG be approved for reappointment for the year 2015

##### **Resolution AGMM201506.04**

That the resolution of the 2014 AGMM regarding a Governance Committee be re-affirmed and the Chairman be asked to report on the implementation of such a Committee.

The Chairman invited discussions and then called for votes. All three resolutions were approved.

#### **6.0 Special Resolutions (SR1, SR2, SR3) Proposal by Members on Bylaws revision**

**SR1: Amendment of Clause 13.10 of the Bylaws**

**SR2: Amendment of Clause 12.11 of the Bylaws**

**SR3: Amendment of Clause 14.1 of the Bylaws**

The Chairman pointed out that the above resolutions are being presented by Andrew Alston, as a member of AFRINIC, not as a member of the Board of AFRINIC.

The Chair explained that that the process will be for Andrew Alston to present the resolutions, and if voting is required, voting will be opened for paper ballots and simultaneously for e-voting.

The Legal Counsel advised that according to the company practice, a special resolution cannot be amended because if it is amended, it becomes a new resolution, and it would need another 14 days notice period.

The Chairman further clarified that for the avoidance of doubts that a special resolution requires 75% votes to pass.

Andrew Alston was invited to present the resolutions SR1, SR2 & SR3. He elaborated on the purposes and objectives of the resolutions. However, he withdrawn Resolution SR1.

The Chair called for voting on both resolutions SR2 and SR3 to be conducted by paper ballot and online electronic ballot. The two votes were conducted simultaneously using separate ballot papers.

The Chairman announced the results as follows;

SR2:

50 paper ballots were casted for the resolution while 6 votes were casted online for the resolution, making a total of 56 votes cast for the resolution. Against the resolution 22 paper ballots were casted against and one online ballot was casted against the resolution making a total of 23 votes against. One vote was invalid. Total valid votes cast 79 valid votes. 56 votes comes to 70.88% votes. The resolution failed.

SR3:

35 paper ballots were casted for, 7 online ballots for, making a total of 42 for. 38 paper ballots voted against while two online ballots voted against making a total of 40 ballots against. Result is 51.2% for, 48.78% against. The resolution failed.

## **7.0 Elections**

Just before elections, Boubakar Barry requested the Board to release the minutes of the Board meeting held in November 2014 in Mauritius; and not to proceed with the election of Directors prior to the release of the minutes.

The Chairman informed the community that the Board took two resolutions today in its board meeting. The first resolution is that, henceforth all minutes of future Board meetings will be published, and the second resolution that passed is that the Board will release all the minutes of the meetings that held in the past year, from June 2014. He explained that the resolutions for 2015 have been posted on the website but regarding the meeting that was held in Mauritius, the notes cannot be released now because it contains sensitive and confidential information. The Board is still in the process of figuring out which parts need to be redacted to remove the sensitive information and proposed to release it for tomorrow morning.

Mike Silber proposed to adjourn the meeting for the Board to finish the outstanding report and to reconvene the AGMM tomorrow morning at 08:30 Local time Tunis.

The Legal Counsel pointed out that postponing the elections until tomorrow, will not be a precedent so that next time somebody will not say, "Postpone because we postponed

last year." It is an exceptional situation that will not be a precedence that will form a part of our election guidelines.

Omo Oaiya seconded the motion.

The Chair adjourned the meeting at 18:30 Local Time Tunis and to reconvene the next day, Friday 5 June 2015 at 08:30.

## **The meeting reconvened on Friday 5 June 2015 at 08:30 Tunisia**

The Chairman, Sunday Folayan reconvened the meeting at 08:30 Local Time Tunisia.

The Board resolutions from the November 2014 meeting in Mauritius were presented to Members.

There was objection from Badru Ntege, who said that the information that had been shared was not a true reflection of what had happened, and that a particular motion had been excluded. He asked the Board to share the excluded motion moved by Christian Bope, in order to give a full picture of the events.

The CEO addressed the community that, he was not present at the November meeting which is in question but he have received permission from the Chairman to share which might otherwise be restricted under the NDA. At the meeting in November, there was a very long discussion within the Board which could be considered to be personal attacks between people who were in that meeting. During that November meeting, a decision was made to keep details of that discussion out of the minutes. The Board spent some time over the past days going through the notes from the meeting and ensuring that the summary which was shared this morning did not include the section which the Board had agreed to keep out of the minutes.

After discussions from the floor, the Chairman requested a 10 minutes recess, to conduct a Board meeting on the floor at 10:15 Local time Tunisia.

The Chairman resumed the AGMM at 10:25 Local time Tunisia. The results of the immediately concluded Board meeting were that Paulos Nyirenda and Badru Ntege stepped down as Board Members.

Paulos Nyirenda made a statement in which he mentioned the Board NDA and apologized if he had hurt anyone.

Badru Ntege made a statement in which he said that the Board was there to serve the community, and he had done so to the best of his ability. He alleged that Andrew Alston had been guilty of many unspecified misdemeanors. He said that Andrew had tabled a motion of no confidence at the Board meeting in November 2014, and that motion

deadlocked. He said that he had proposed that he (Badru Ntege) and Sunday Folayan swap roles as Chair and Vice Chair of the Board. He said that the Board should not hide such things. He concluded by saying that there was much more that should be shared.

The Chair, Sunday Folayan, said that the Board had decided that members who violated the NDA should step down, and they had done so. The Board has also discussed the fact that there is some integrity issues hanging around the neck of Mr. Andrew Alston and the Board will convene a meeting within the next two weeks to deal with that. He invited Andrew to make a short statement.

Before Andrew Alston made a statement, Mike Silber said that some allegations had been made against Liquid Telecom, Andrew and Mike's employer. He stated that Liquid Telecom has not bought or paid for or in any way manipulated the voting process within AFRINIC.

Andrew Alston stated that he had organized for people to attend the meeting in Djibouti in 2014, and he had arranged for people to carry proxies, however he had not instructed people how to vote, and he had not paid anybody to be there. Those carrying proxies exercised their votes as they saw fit.

There was a lengthy discussion on proxies and openness.

***The business of the AGMM continued.***

**8.0 Board Election**

**8.1 Presentation of Candidates**

**8.2 Vote**

Barry Boubakar made a presentation on the process of the NomCom2015 and the different candidates for the two positions in the Board. Position number five for Southern Africa and number six for East Africa.

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

For position five, Mark Elkins for South Africa; Paulos Nyirenda from Malawi; Michael Silber from South Africa; Lucky Masilela from South Africa; and Michelle McCann from South Africa.

For position number six, the nominations that were validated were Abibu Ntahigiye from Tanzania and Badru Ntege from Uganda.

Prior to the start of the election, the breach of the NomCom mailing list was considered. The CEO explained that the NomCom mailing list is intended to be confidential, however the mailing list was accidentally set up in such a way that subscribers could add themselves, and could then download a copy of the archives. The CEO stated that he had received a report from the staff that two people using three different email

addresses indeed used this loophole to add themselves to the mailing list and thereby gained access to the archives.

There will be no legal pursuits but the loopholes have been identified, remedial actions taken and the NomCom mailing list is now secured. The CEO apologized to the NomCom for the breach.

## **8.1 Presentation of Candidates**

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

The candidates who were present at the AGMM introduced themselves to the members.

Voting for this election took place in front of the floor through ballots and online voting. A member of the Election Committee called out each member who registered for voting to receive the ballots and cast their votes.

The representatives of the other RIRs onsite assisted in the counting of the ballots.

The Election Committee Member plus the scrutineers went for vote counting while the trustees went to do the unlocking / e-voting counting in the presence of Observers from other RIRs for transparency.

## **8.2 Vote / Election Result**

The paper ballots and electronic votes were tallied and the following candidates were elected to sit on the AFRINIC Board were announced as follows:

South Africa (Seat 5):

Lucky Masilela

East Africa (Seat 6):

Abibu Ntagihiye

The Chairman, Sunday Folayan, congratulated the newly elected Directors and re-opened the AGMM with discussion on the pending items.

## **9.0 Special Resolutions (SR4, SR5, SR6) Proposal by Members on Bylaws revision**

**SR4: Amendment of Clause 7 of the Bylaws**

**SR5: Amendment of Clause 9 of the Bylaws**

**SR6: Definition of Meeting participation**



**10.0 Special Resolutions (SR7, SR8,) Proposal by Members on Bylaws revision**  
**SR7: Amendment of Clause 16 of the Bylaws**  
**SR8: Amendment of Clause 16.1 of the Bylaws**

Andrew Alston informed the community that he has decided to withdraw all resolutions that are still pending on the grounds that he feels that it is not appropriate that he put these before the floor right now, but he may raise them at a future meeting.

**11.0 Closure**

The Chairman moved a motion to close the Annual General Members' Meeting, and to close until the Special General Meeting in November. Mark Elkins seconded the motion.

The Chairman Sunday Folyan thanked the Members present and closed the AGMM at 19:30 Local Time Tunisia.