

De: "Hountomey Jean Robert" <jrhountomey@gmail.com>

À: community-discuss@afriNIC.net

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Objet: [Community-Discuss] How to add Board suspension and removal procedure by members in AfriNIC's Bylaws

March 22, 2018

Governance Committee
African Network Information centre
(AFRINIC)
11th Floor, Standard Chartered Tower
19, Cybercity Ebène
Republic of Mauritius

Attention: Wafa Dahmani, Chair of the Governance Committee
Attention: Alan Barret, Chief Executive Officer
Attention: Chairman of the Board

Dear Members of the AfriNIC Governance Committee;

Subject: How to add Board suspension and removal procedure by members in AfriNIC's Bylaws

Understanding your role to advise "the AFRINIC Board, AFRINIC Membership, and the community, on matters of governance" as described in section 1. Purpose of the AFRINIC Governance Committee Terms of Reference (1);

Considering that you conducted previously a bylaws review (2) as announced in a letter to the community (3);

Acknowledging the content of the Governance Committee Guidelines Sections B.E (4);

After reading AfriNIC bylaws Section 13: Appointment of Directors, Section 14: Removal of Directors (5) and the Companies Act 2001 of Mauritius as amended from time to time; and its Section 139 as cited in the Bylaws but also its section 138;

Taking into consideration that other RIRs; RIPE NCC (6) Article 9, and ARIN (7) Article IV have a process for removal / suspension from Office by the General Meeting for the former or the General Members by the latter;

Understanding a Board's fundamental, legal responsibility to provide oversight and accountability for an organization, and being grateful to AfriNIC's Board, I would like to ask the following questions:

1. Do we have a procedure at AfriNIC for members to remove a Director (Board) with or without cause since Directors are appointed by members?
2. If yes, what is the procedure, if no how can such a procedure be implemented?
3. How can the Power of Members as described in Section 7 of the Bylaws be extended to remove a Board Member?
4. What changes in the Bylaws such a procedure will require?
5. If introduced when can it be effective?

Hoping that you share our enthusiasm of providing AfriNIC with effective corporate governance framework, I look forward to a prompt reply.

Sincerely yours,

Jean-Robert Hountomey,

References.

- (1). <https://afrinic.net/en/about/governance-committee/1891-afrinic-governance-committee-terms-of-reference>
- (2). https://afrinic.net/images/20170216-Minutes_GovCom.pdf
- (3). <https://afrinic.net/images/20170523-GovCom-Letter.pdf>
- (4). <https://afrinic.net/en/about/governance-committee/governance-committee-documents/2245-governance-committee-guidelines>
- (5). https://afrinic.net/images/AFRINIC_Constitution_2016.pdf
- (6). <https://www.ripe.net/publications/docs/ripe-602>
- (7). https://www.arin.net/about_us/corp_docs/bylaws.html

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