

**MINUTES OF THE SPECIAL BOARD FACE-TO-FACE MEETING HELD ON
FRIDAY 11 MAY 2018 AT 17:27 LOCAL TIME
IN THE BOARDROOM, RADISSON BLU DAKAR HOTEL, SENEGAL**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda:

1. Removal of directors and registered members
2. Bank signatories
3. Contingency plan for loss of quorum

BUSINESS OF THE DAY

The Chair CB welcomed the members present and opened the meeting at 17:27 local time.

A roll call was conducted to confirm quorum.

The Board agreed to waive the 14 days' notice of to hold a meeting and to proceed with the business of the day. The agenda was adopted.

1. Removal of directors and registered members

Resolution 201805.419

WHEREAS Mr Haitham EI-Nakhal has resigned from the Board on the 9 May 2018;
WHEREAS an AGMM was held in Dakar, Senegal on the 10 May 2018;
WHEREAS Mr Lucky Masilela and Mr Abibu Ntagihiye's terms on the Board ended on the day of the AGMM and they were not re-elected;
RESOLVED to remove Mr Lucky Masilela, Mr Abibu Ntagihiye and Mr Haitham EI-Nakhal from the List of Directors and Members at the Registrar of Companies of Mauritius with immediate effect.

Proposed SM. Seconded SO. No Objection. Resolution passed unanimously.

Action Item 201805.10: The Chair to thank Mr Lucky Masilela, Mr Abibu Ntagihiye and Mr Haitham El-Nakhal for their services to AFRINIC and its community.

2. Bank signatories

The Board resolved the following resolutions with regards to the change in bank signatories.

Resolution 201805.420

It is **RESOLVED:**

THAT the present bank signatories be revoked.

THAT the following persons be appointed bank signatories of the Company:

[REDACTED]

THAT the mode of signatures of the Company, for all bank transactions be **EITHER** two “**A**” Signatories **OR** One “**A**” Signatory and One “**B**” Signatory; with the exception of the Cash Reserves Accounts which shall require **THREE** signatories namely: [REDACTED]

THAT the above mentioned signatory persons be authorised to act in accordance with the Company authorisation policy except for any transaction in excess of US\$ 100,000/- or equivalent in any other currency, must be approved by the Board.

Proposed SI. Seconded SM. No Objection. Resolution passed unanimously.

Resolution 201805.421

It is **RESOLVED:**

THAT the present Internet banking access be revoked.

THAT following the following be granted access rights to our Internet Banking facilities as per roles as indicated.

[REDACTED]

THAT the Company Secretary be instructed to inform the Company’s bankers of the above relevant policies and resolutions.

Proposed SI. Seconded SM. No Objection. Resolution passed unanimously.

Action Item 201805.11: All the Directors to sign the counterpart resolution for the change of Bank Signatories and the CEO to ensure that the instructions are delivered to the bank.

Action Item 201805.12: All the Directors to submit their KYC documents to the Secretariat.

3. Contingency plan for loss of quorum

The Legal Counsel confirmed that the Board is quorate to hold a board meeting with the presence of 5 Directors.

The Board discussed on the issues that may arise if there is a loss of quorum and the recourse available.

Action Item 201805.13: The CEO and legal Counsel to check the timeframe to apply to the court in terms of Companies Act Section 136.

3.1 Contingency on whether we can hold an AGMM

The Legal Counsel advised the Articles 12.10 of the Bylaws stipulated that the quorum consist of Directors that are elected and not appointed. The current status is that the Board cannot hold an AGMM, the options are either to change the Bylaws or to have recourse to the Court.

Action Item 201805.14: The CEO and the Legal Counsel to consider the different scenarios and options to hold an AGMM quorum.

3. Resolution by circulation

The Board noted that the following resolution was passed by email.

Resolution 201805.422

WHEREAS the Board as per resolution 201803.391 tasked the Governance Committee to organise an independent investigation on the "Allegations made against AFRINIC staff and some members of the Board of Directors";

WHEREAS it is not clear whether the report is conformant with Section 10(v) of the letter from the Investigation Committee;

WHEREAS the Board considers the report to contain information that should not be published, on data protection grounds;

RESOLVED to task the Governance Committee to provide to the board a version of the Investigation Committee report that is conformant with data protection, confidentiality, privacy and other applicable laws.

Proposed: CB. Seconded: SM. (Approved by email dated 10 May 2018). Resolution passed unanimously.

3. Closure

The CEO moved to close the meeting at 19:44 Local Time.

Proposed SO Seconded SI.