

RIR ACCOUNTABILITY ASSESSMENT
AFRINIC - MAY 2016
SUGGESTIONS FOR IMPROVEMENT

As a result of AFRINIC's accountability assessment, the following potential areas for improvement were identified:

1. Lack of clarity on whether or not Associate Members may vote: The Bylaws section 7.2(i) gives Members (presumably including Associate Members) the power to elect Directors; 7.4 states that Associate Members are observers at meetings (which may be interpreted to remove other rights); 7.5 lists a few rights of Associate Members (which may be interpreted to remove other rights); 7.6 gives certain rights to Registered Members and Resource Members (clearly excluding Associate Members) and these rights include the right to vote on certain special and ordinary resolutions; 13.7(i) states that Directors are elected by Resource Members and Registered Members. It is clear that the rights in 7.6 are not granted to Associate Members, but there is a **conflict between 7.2(i) and 13.7(i) on whether or not Associate Members may vote** in elections for Directors. This conflict must be resolved one way or another.

We need to decide whether or not Associate Members should vote, and modify the Bylaws to give effect to that decision.

2. Interchangeable use of the terms "Bylaw" or "Bylaws" and "Constitution": The Mauritian Companies Act refers to a "Constitution" of a company, but AFRINIC sometimes refers to the document as the Bylaws and sometimes as the Constitution. Suggest adding a clause 1.3 to **clarify that this document may be referred to by the term "Bylaws" or "Constitution", and is intended to serve the function of the Constitution in terms of the Companies Act of Mauritius.**
3. Clarification that all Registered Members in terms of Bylaws 6.3, and only such Registered Members, must be registered in terms of the Companies Act as members of the company.
4. Term limits: Consider adding a term limit for elected Board members.

We need to decide whether or not to add a limit, and what the limit should be.

5. Independence of Directors: Consider adding a limit to the number of Directors who may work for the same organisation.

We need to decide whether or not to add a limit, and what the limit should be.

6. Regional representation: Consider modifying 13.5 to state that Directors must **act in the interests of AFRINIC as a whole**, regardless of their regional

affiliation.

7. Conflict of interest: Consider adding a requirement for Directors to disclose any conflict of interest, and to **recuse themselves from voting on any matter where they have a conflict of interest.**
8. Separation of powers: Consider adding a requirement that **no more than one key position** (Board Chair, Vice Chair, Chief Executive Officer, Chief Financial Officer) may be occupied by the same person.
9. Replacement of Directors: The bylaws sections 13.1, 13.8, 13.10, and 13.14 give different methods of replacing Directors for different reasons. **Consider harmonising this.**
10. Board approval of nominations: The Board can approve or disapprove nominations for Board elections in terms of the Bylaws section 12.14(i). **Consider requiring a supermajority** of two thirds of the Board to disapprove any nomination.
11. Modification to the Bylaws or Constitution: The Bylaws say how the AFRINIC Members may change the Bylaws, but the Companies Act say that the Registered Members can change it. Consider requiring that the **Bylaws/Constitution may be changed only after a Special Resolution by all AFRINIC Members in terms of Bylaws 7.6(vi)**, so that the Registered Members (the same nine people as the Directors) cannot act without broader approval.
12. Policies introduced by the Board: In terms of the Bylaws section 11.4, the Board may adopt policy changes that did not go through the normal PDP. **Consider giving the community the right to reject such policy changes introduced by the Board.**