



**MINUTES OF THE BOARD MEETING HELD ON 21 SEPTEMBER 2020 AT 15:03 UTC  
VIA ONLINE CONFERENCING SYSTEM**

**Present:**

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Prof Habib Youssef (HY)	Member	Northern Africa
Mr Abdalla Omari (AO)	Member	Eastern Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

**In Attendance:**

Me Ashok Radhakisoan	Legal Counsel
Mrs Guylaine Laiyra	Snr. Executive Assistant*

**AGENDA**

1. Appointment of newly elected Members
2. Election of Chair and Vice-Chair
3. Bank Signatories
4. Reconstitution of Board committees
5. MCB KYC updates
6. Next Board meeting

**BUSINESS OF THE DAY**

The CEO chaired the first part of the Board meeting for the appointment of the Chair and Vice-Chair of the Board following recent AGMM elections. The CEO welcomed the members present and opened the meeting at 15:03 UTC.

A roll call was carried out to confirm quorum, and the meeting had quorum to proceed.

The Board Members adopted motion to waive the 14 days' notice to convene a meeting. Proposed VM and Seconded SI.

The Agenda was adopted as circulated. Proposed VM and Seconded SM.

## **1. Appointment of newly elected Members**

The Board resolved to appoint the three directors elected during the 2020 AGMM as directors of the company.

It was brought to the attention of the Board that in terms of the call for nominations for the 2020 board elections, by NOMCOM the duration of the tenure for seat 6-East Africa- was published as 2 years. The Board decided to maintain the " 2 years tenure" for it to be consistent with the "call for nomination" document and to give effect to the actual vote of 2020 AGMM as regards seat 6.

The Board further drew attention to the fact that it was necessary, for future elections, to take such steps to reinstate the 3-year mandate as per the bylaws.

The Board resolved to appoint the new elected Directors and to remove the outgoing Director from the Registrar of Companies of Mauritius as follows:

### **Resolution 202009.568**

WHEREAS the Board elections were held during the virtual AGMM on the 18 September 2020;  
WHEREAS Mr Serge K. Ilunga, Mr Subramanian Moonesamy and Mr Benjamin Eshun were elected to the Board of AFRINIC for a 3-year term;  
WHEREAS Mr Abdalla Omari was elected to the Board of AFRINIC for a 2-year term;  
WHEREAS Dr Christian D. Bope's term to the Board ended on the day of the AGMM;  
RESOLVED to remove Dr Christian D. Bope from the List of Directors and Members at the Registrar of Companies of Mauritius with immediate effect;  
RESOLVED to add Mr Benjamin Eshun and Mr Abdalla Omari to the list of Directors and Members at the Registrar of Companies of Mauritius with immediate effect.  
RESOLVED to update the list of Directors and Members at the Registrar of Companies of Mauritius, if necessary, to reflect new information for Mr Serge K. Ilunga and Mr Subramanian Moonesamy.

Proposed HY . Seconded VM. Resolution passed.

### **Resolution 202009.569**

WHEREAS Dr Christian D. Bope's term to the Board ended on the 18 September 2020;  
RESOLVED to thank Dr Christian D. Bope and to convey to him the Board's appreciation for his services to AFRINIC and its community during his tenure on the Board.

Proposed HY . Seconded SI. Resolution passed.

## 2. Election of Chair and Vice-Chair

### 2.1 Election of Chair

The CEO called for nominations for the position of Chairman.

SI nominated SM. Seconded BE.

SM accepted the nomination. There was no further nomination for the position of Chairman. No objection.

Mr Subramanian Moonesamy was elected as Chairman of the AFRINIC Board.

### 2.2 Election of Vice-Chair

The CEO called for nominations for the position of Vice-Chairman.

VM nominated HY. Seconded AO.

HY accepted the nomination. There was no further nomination for the position of Vice-Chairman. No objection.

Prof Habib Youssef was elected as Vice-Chairman of the AFRINIC Board.

The CEO handed over the meeting to the newly elected Chairman (SM) at 15:50 UTC. Both the Chairman and Vice-Chairman expressed their gratitude to the Board members for appointment to their respective roles.

## 3. Bank Signatories

### 3.1 Change of Bank Signatories at the Mauritius Commercial Bank Ltd

#### Resolution 202009.572

#### 1. BANK SIGNATORIES

It is **RESOLVED**:

**THAT** the present bank signatories be revoked.

**THAT** the following persons be appointed bank signatories of the Company with accounts held at the Mauritius Commercial Bank Ltd:

Name	Position	Category
Mr Subramanian Moonesamy	AFRINIC Board Chairperson	A
Prof Habib Youssef	AFRINIC Board Vice Chairperson	A

Mr Eddy Mabano KAYIHURA	Chief Executive Officer	<b>A</b>
Mr Nirmal MANIC	Chief Accountant	<b>A</b>
Mr Yavisht TOOLSEEYA	HR & Administration Manager	<b>B</b>

**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 [Fixed Deposit Accounts] which shall require THREE signatories namely: Mr Eddy Mabano KAYIHURA, Mr Nirmal Manic and Mr Subramanian Moonesamy **OR** Prof Habib Youssef

**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.

**THAT** the above persons are authorised to sign on any acts and deeds of the company.

## **2. INTERNET BANKING ACCESS**

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.

	<b>Role</b>	<b>Initials</b>
Mr Subramanian Moonesamy	Initiate/View/Authoriser	All Accounts held with MCB
Mr Eddy Mabano KAYIHURA	Initiate/View/Authoriser	All Accounts held with MCB
Prof Habib Youssef	Initiate/View/Authoriser	All Accounts held with MCB
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts held with MCB
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts held with MCB
Mr Ganessen GURUNADEN	Initiate/View	All Accounts held with MCB

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

Proposed EK. Seconded SO. No Objection. Resolution passed.

### **3.2 Change of Bank Signatories at the State Bank of Mauritius Ltd**

#### **Resolution 202009.573**

#### **1. BANK SIGNATORIES**

It is **RESOLVED**:

**THAT** the present bank signatories be revoked.

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

<b>Name</b>	<b>Position</b>	<b>Category</b>
Mr Subramanian Moonesamy	AFRINIC Board Chairperson	<b>A</b>
Prof Habib Youssef	AFRINIC Board Vice Chairperson	<b>A</b>
Mr Eddy Mabano KAYIHURA	Chief Executive Officer	<b>A</b>
Mr Nirmal MANIC	Chief Accountant	<b>A</b>
Mr Yavisht TOOLSEEYA	HR & Administration Manager	<b>B</b>

**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: Mr Eddy Mabano KAYIHURA, Mr Nirmal Manic and Mr Subramanian Moonesamy **OR** Prof Habib Youssef

**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.

#### **2. INTERNET BANKING ACCESS**

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.

<b>Name</b>	<b>Role</b>	<b>Initials</b>
Mr Subramanian Moonesamy	Initiate/View/Authoriser	All Accounts
Mr Eddy Mabano KAYIHURA	Initiate/View/Authoriser	All Accounts
Prof Habib Youssef	Initiate/View/Authoriser	All Accounts
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts Except Cash Reserves Accounts
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts and Cash Reserves Accounts
Mr Ganessen GURUNADEN	Initiate/View	All Accounts except Salaries Account [REDACTED] and Cash Reserves Accounts

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

Proposed EK. Seconded SO. No Objection. Resolution passed.

### **3.3 Opening of a new EURO Foreign Currency Denominated Account at the Mauritius Commercial Bank Limited**

#### **Resolution 202009.574**

#### **It is RESOLVED:**

THAT a New EURO Foreign Currency Denominated Account be opened in the name of the Company at MAURITIUS COMMERCIAL BANK LIMITED, PORT LOUIS, Mauritius.

THAT the following persons be appointed bank signatories of the new Euro Account.

<b>Name</b>	<b>Position</b>	<b>Category</b>
Mr Subramanian MOONESAMY	AFRINIC Board Chairperson	<b>A</b>
Prof Habib YOUSSEF	AFRINIC Board Vice Chairperson	<b>A</b>
Mr Eddy Mabano KAYIHURA	Chief Executive Officer	<b>A</b>
Mr Nirmal MANIC	Chief Accountant	<b>A</b>
Mr Yavisht TOOLSEEYA	HR & Administration Manager	<b>B</b>

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

THAT the above mentioned signatory persons be authorised to act in accordance with the Company authorisation policy described above except for any outgoing transaction in excess of US\$ 100,000/- or equivalent in any other currency, must be approved by the Board. The Board approval requirement transactions in exceeding \$100 000 limit is restricted to amounts leaving AFRINIC bank accounts and NOT applicable for inter account transfers, between AFRINIC bank accounts.

## **2. INTERNET BANKING ACCESS**

It is RESOLVED:

THAT the following be the complete List of access rights to our Internet Banking facilities as per roles indicated:

<b>Name</b>	<b>Role</b>	<b>Initials</b>
Mr Subramanin MOONESAMY	Initiate/View/Authoriser	All Accounts held with MCB
Mr Eddy Mabano KAYIHURA	Initiate/View/Authoriser	All Accounts held with MCB
Prof HABIB YOUSSEF	Initiate/View/Authoriser	All Accounts held with MCB
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts held with MCB
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts held with MCB

Mr Ganessen GURUNADEN	Initiate/View	All Accounts held with MCB
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THAT the Company Secretary be instructed to inform the Company's bankers of the above relevant policies and resolutions.

Proposed EK. Seconded SO. No Objection. Resolution passed.

#### **4. Reconstitution of Board committees**

The Board reconstituted the Standing Board Committees as follows:

##### **Resolution 202009.571**

WHEREAS there is a need to reconstitute the Board Standing Committees;  
RESOLVED that the Committees are reconstituted as follows:

Audit Committee: Serge Ilunga, Adewale Adedokun, Benjamin Eshun, Oluwaseun Ojedeji

Finance Committee: Abdalla Omari, Vika Mpisane, CEO

Remuneration Committee: Prof Habib Youssef, Vika Mpisane, Oluwaseun Ojedeji, Adewale Adedokun, Serge Ilunga

Technical Committee: Oluwaseun Ojedeji, Benjamin Eshun, CEO

Proposed HY. Seconded AO. Resolution passed unanimously.

**Action Item 202009.01:** The Board Committees to review the ToRs and submit to the Board within 2 weeks.

#### **5. MCB KYC updates**

The CEO briefed on the compliance requirements with regards to the banks, including documents that should be completed and sent to the Secretariat via courier.

The available KYC documents were deposited to MCB today and further update will be provided upon completion. The new Directors have to complete the forms.

**Action Item 202009.02:** The new elected Directors AO and BE to submit the KYC documents to the Secretariat within 2 weeks.



## **6. Next Board meeting**

The Board agreed to hold its next meeting on Wednesday 21 October 2020 at 09:00 UTC.

## **7. Closure**

The Chair moved to close the meeting at 16:38 UTC. Proposed HY. Seconded VM.

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**SIGNED**