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## THE ELECTION GUIDELINES FOR THE 2025 ELECTION OF AFRINIC'S BOARD OF DIRECTORS

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The present Election Guidelines replace and supersede the previous election guidelines published in July 2025. The present Election Guidelines introduce further precision and clarity, and do not affect the voter registration process in any manner whatsoever.

### 1. Interpretation

1.1 Unless otherwise stated the following definitions are applicable in these Election Guidelines:

"**AFRINIC**" shall mean the African Network Information Centre (AfriNIC) Ltd (In Receivership)

"**Board**" shall mean the board of directors of AFRINIC.

"**Bylaws**" shall refer to the AFRINIC Constitution 2025, as amended.

"**Call for Candidates**" shall refer to the call made by the NomCom for the purpose of the 2025 election of AFRINIC Board of Directors, inclusive of board seat Nos 1 to 8;

"**Candidate**" shall have the meaning set out at Article 5.1.3 of the Election Guidelines;

"**Designated Voter**" shall refer to a natural person chosen by a Member to electronically vote on behalf of that Member

"**ElecCom**" shall refer to the Election Committee of AFRINIC as provided for by Article 10 of the Bylaws.

"**Election**" shall refer to the 2025 AFRINIC election for the reconstitution of the Board by way of an election;

"**Election Criteria**" shall refer to the criteria published by the NomCom against which Nominees are judged in order to become Candidates in the Election;

"**Election Guidelines**" shall refer to this document setting out the overall guidelines and mechanism for the Election. The Supreme Court of Mauritius confers exclusive election authority upon the Receiver, including the power to establish the NomCom and ElecCom. The present Election Guidelines are prepared by the Receiver as an inherent function of this mandate.

**“Election Timeline”** shall refer to the timeline for the election process and its various stages;

**“Election Trustees”** means the Receiver, the ElecCom Chair, and the NomCom Chair, acting jointly for the purposes of this election.

**“Eligible Resource Members in Good Standing”** shall be defined as meaning pursuant to the Court Order dated 25 November 2024 in the case bearing reference SC/COM/MOT/000859/2024 Resource Members of AFRINIC who have completed all the necessarily formalities pursuant to Article 6.4 of the Bylaws before 19 September 2023, whose membership remains current, and who have paid all membership fees and resource allocation or assignment fees due to AFRINIC in accordance with the Registration Service Agreement.

**“E-Voting Election Period”** shall refer to the range of dates, month, year and time for Members to electronically vote in the Election;

**“List of Candidates”** shall refer to the final list (or slate) of all Candidates approved by the NomCom as meeting the Election Criteria;

**“Member(s)”** shall refer to Eligible Resource Members in Good Standing;

**“NomCom”** shall refer to the Nomination Committee of AFRINIC

**“NomCom Chair”** shall refer to Mrs Hadia Elminiawi , as the chair elect of NomCom;

**“Nomination Representative”** shall refer to a natural person who is appointed on behalf of the Member with the authority to nominate a Nominee to stand as a Candidate in the Election on behalf of the said Member;

**“Receiver”** shall refer to Mr xxx

**“Voting Platform”** shall refer to AFRINIC’s procured third party voting platform service provider, in this case VOATZ voting system of 50 Milk St., 16th Floor, Boston MA 02109 USA,

In case of any conflict for interpretation of any of the Clause(s) and Article(s) referred to in this Election Guidelines, the Bylaws and the Election Criteria, then the Clause(s) and Article(s) of this Election Guidelines shall have precedence provided they remain consistent with the spirit of the Bylaws.

## **2. Introduction**

- 2.1 The Election Guidelines have been drafted pursuant to Article 13.2 of the Bylaws
- 2.2 The Election Guidelines, in line with the Receiver's court mandate, have been produced for the specific and limited purpose of reconstituting the Board by way of Election and for the appointment of a CEO in the absence of any directors currently in office.
- 2.3 Directors appointed shall hold office for a term not exceeding three (3) years. Renewal or removal shall be subject to the relevant provisions of the Bylaws, including those ensuring the orderly rotation of Board seats, which will be addressed by the forthcoming elected Board within 1 month of being constituted.
- 2.4 The Board is composed of nine (9) directors. Eight (8) directors are elected by the Members from 8 seats, numbered from 1 to 8. The ninth (9<sup>th</sup>) is held by the CEO and acts as an ex officio director to the Board. The CEO is appointed by the majority of the directors holding seats 1 to 8.
- 2.5 The 9 seats are designated as Seat 1 (Northern Africa), Seat 2 (Western Africa), Seat 3 (Indian Ocean), Seat 4 (Central Africa), Seat 5 (Southern Africa) and Seat 6 (Eastern Africa); Seat 7 (region-independent), Seat 8 (region-independent); and Seat 9 (CEO).

## **3. The Nom Com**

- 3.1 The Members of the Nom Com are as follows:

1. Mrs Hadia El Miniawi – Northern Africa, Chairperson
2. Mr Houegnon Geoffroy Bonou – Western Africa
3. Mr Albert Kamga – Central Africa
4. Prof Madara Ogot –Southern Africa
5. Mr Godfrey Sserwamukoko– Eastern Africa
6. Mr Yagianath Rosunee – Indian Ocean

- 3.2 The duties and responsibilities of the NomCom shall be as follows:

- 3.2.1 Report to the Receiver and operate under the preset Election Guidelines;
- 3.2.2 Call for Candidates for Seats 1 to 8;
- 3.2.3 Prescribe criteria and qualifications for eligibility to stand for

- Election;
- 3.2.4 Interview Candidates, if appropriate, prior to finalizing the List of Candidates;
  - 3.2.5 Review and finalise the List of Candidates for the Election; and
  - 3.2.6 Supervise the conduct of the polls by the ElecCom using the VOATZ voting platform.

3.3 The NomCom should always operate in accordance with the present Election Guidelines.

3.4 The NomCom shall be appointed for the sole purpose of reconstituting of the Board. The mandate of the NomCom with regards to the Election shall automatically lapse one week after the proclamation of the results of the Election for Seats 1 to 8 unless further instruction is provided by the Receiver or any other Authority in the Republic of Mauritius

#### Eligibility for membership of NomCom

3.5 Notwithstanding Article 9.1 of the Bylaws, and having regard to the spirit of Article 9 namely, that members of the NomCom should be drawn from the African Internet Community, the Receiver has, exceptionally and for the purposes of this election, decided to accept nominations from across all regions of Africa, with the strict proviso that a member of the Nom Com shall not take part in any manner whatsoever in reviewing and finalizing the list of candidates for the region in which he is domiciled. Therefore, the NomCom member shall desist to take part in reviewing and finalizing the list of candidates for that region and the decision shall be taken by the remaining members of the NomCom.

#### 3.6 Criteria

##### 3.6.1 General NomCom criteria:

- Not a prospective Candidate for election onto the Board of AFRINIC.
- Not a former Candidate for election onto the Board of AFRINIC.
- Not a former director of AFRINIC.
- No formal associations with any member(s) of AFRINIC.
- No conflicts of interest (financial or otherwise) in respect of any members of AFRINIC.
- Habitually resident in a country within of Africa and the Indian Ocean Islands.
- Of good standing (not in bankruptcy, no directors' disqualification, no criminal record, and no

- disciplinary findings).
- In a reputable job and a good employment record.
- General familiarity with internet terminology.
- General familiarity with the business environment in which AfriNIC operates (i.e., the IT and internet industry).
- Good proficiency in the English language.
- Available to take part in online meetings during UTC hours of 8am to 4pm.
- A member of the NomCom shall not take part in any manner whatsoever in reviewing and finalizing the list of candidates for the region in which he is domiciled. Therefore, the NomCom member shall desist to take part in reviewing and finalizing the list of candidates for that region and the decision shall be taken by the remaining members of the NomCom.

### 3.6.2 Other desired (but not essential) NomCom criteria:

- Experience with election processes and / or recruitment processes.
- Holds professional qualifications.
- Of African and Indian Ocean Islander descent.

### 3.7 AFRINIC expects the NomCom members to:

- 3.7.1 be neutral;
- 3.7.2 to have no interest in the results of the Election; and
- 3.7.3 do their best to fulfil their responsibilities.

### Communication with the Receiver

- 3.8 As AFRINIC currently has no directors in office, the Receiver shall, for all intents and purposes, be deemed to exercise all the powers of the Board, as conferred by the Bylaws, for the purposes of this election. Accordingly, both the NomCom and ElecCom shall operate under such written guidance of the Receiver

### NomCom decision-making process

- 3.9 NomCom decisions may be made by majority vote, with the NomCom Chair having the casting vote.

### Support to NomCom

- 3.10 The Receiver shall provide reasonable logistics support upon request from the NomCom pertaining to the roles and responsibilities of the NomCom.

3.11 The Receiver may also answer questions about factual issues relating to AFRINIC membership.

3.12 Under no circumstances shall the Receiver participate in NomCom's discussion on the merits of any Candidate.

#### **Nom Com remuneration and travel support**

3.13 The NomCom members shall not be remunerated. With the approval of the Receiver, where he deems fit for the interests of AFRINIC and in the circumstances, AFRINIC will provide travel and logistic support to the NomCom Chair to attend any AFRINIC meeting which may be necessary.

### **4. The ElecCom**

4.1 There shall be an ElecCom comprising of members as may be appointed by the Receiver from time to time.

4.2 Pursuant to Article 10.1 of the Bylaws, the ElecCom shall have the general responsibility for, and shall handle all the pre-election process for the present election

4.3 The ElecCom shall carry out the duties relating to the Election and shall coordinate with both the Receiver and the NomCom Chair for the smooth running of the Election.

4.4 Pursuant to Article 10 of the ByLaws, the Receiver has appointed the following personnel as the members of the Election Committee (Elec Com):

- 1.Mr. Musa Stephen Honlue – Chairperson
- 2.Mrs. Madhvi Gokool – Member
- 3.Mr. Kishna Dhondee – Member
- 4.Mr. Mukom Tamon – Member

4.5 The members of the ElecCom shall be required to enter into a nondisclosure agreement with AFRINIC prior to exercising their duties.

4.6 AFRINIC expects the members of the ElecCom to:

- 4.6.1 be neutral;
- 4.6.2 to have no interest in the results of the Election; and
- 4.6.3 do their best to fulfil their responsibilities.

#### **Relationship between NomCom and ElecCom**

4.7 The ElecCom shall be constituted as above and shall not include any members of NomCom.

## **5. Nomination and Selection of Candidates for Elections**

5.1 Different parts of the Bylaws refer to “*nominations*”, “nominees” and “*candidates*”. These terms are not the same. For the purposes of the Election only:

- 5.1.1 Nominees are those people who put themselves forward as Candidates in response to a Call for Candidates pursuant to Article 9.3(ii)(a) of the Bylaws;
- 5.1.2 Nomination is the act of nominating a Nominee or being nominated as a Nominee; and,
- 5.1.3 Candidates are those people who are included in the List of candidates put together by NomCom pursuant to Article 9.3(ii)(d) of the Bylaws.

5.2 Not all Nominees become or remain Candidates:

- 5.2.1 Some Nominees may not meet the Election Criteria prescribed by the NomCom to be eligible to run as a Candidate in the Election.
- 5.2.2 Other Nominees may withdraw from the Election once included in the List of Candidates.

### Eligibility to nominate

5.3 Pursuant to Article 12.14(i) of the Bylaws and the spirit thereof, “*Each Member may nominate one individual who shall be eligible to be elected as a Director.*” Accordingly, each Member may make no more than one Nomination for each open position.

5.4 The Nomination of a Member must be submitted by the Nomination Representative of the Member. Only Members can have a Nomination Representative for the purposes of the Election.

5.5 NomCom may take steps to verify the identity and authority of a Nomination Representative.

5.6 In addition to Nominations via a Nomination Representative, Nominations by those who are not Nomination Representatives are also allowed, but with the condition that the Nomination must be formally supported (i.e., seconded) by a Nomination Representative of two Members.

5.7 All Nominations must be submitted to the NomCom.

### Criteria and qualifications for eligibility to stand as a candidate

- 5.8 Pursuant to the Bylaws, including, *inter alia*, Article 9.3(ii)(b), Article 13.10 and Article 13.12 therein, the NomCom shall “*prescribe criteria and qualifications for eligibility to stand as a candidate for elections held by AFRINIC*”.

### Submission of Nomination

- 5.9 All Nominations must be submitted via the nomination form provided.
- 5.10 Any Nomination submitted to the NomCom by a Nomination Representative must include the following details, failing which the Nomination will be rejected:
- 5.10.1 the Nominee’s consent to the publication of their name, photo, brief biography, nationality, and the region they propose to represent or if they wish to represent one of the region-independent seats; and
  - 5.10.2 the Nomination shall be signed with a statement of truth by a Nomination Representative of the Member.
  - 5.10.3 the Nomination shall be signed with a statement of truth by the Nominee.
- 5.11 Nomination Representatives shall be contacted separately to confirm that they have authority to nominate or support (as the case may be) the respective Nominees.

### Nominee declarations

- 5.12 In all cases (the cases of Nominations by Nomination Representatives and Nominations not by Nomination Representatives), the Nominee must sign a series of declarations in the separate declaration form provided before the end of the Nomination Period.

### Call for Candidates

- 5.13 The NomCom shall issue a Call for Candidates for the Election. The Call for Candidates shall include information about the open positions, the “criteria and qualifications” for Candidates as set by the NomCom, and the Nomination process and timeline.

### Processing of Received Nominations



5.14 With the assistance of the ElecCom, the NomCom shall verify the Nominations received and after verification forward the valid Nominations to the ElecCom. The NomCom verification process shall include verifying that:

- 5.14.1 the Nominations were received within the time limit;
- 5.14.2 the Nominations were duly filed and signed by a Nomination Representative;
- 5.14.3 the nominee is not disqualified by virtue of Article 13.10, or any other article, of the Bylaws; and
- 5.14.4 no seat has multiple Nominees from the same Member.

5.15 With the assistance of the AfriNIC secretariat, the NomCom shall verify that the nominee is not disqualified by virtue of Article 13.10, or any other article, of the Bylaws; The NomCom should check each Nominee against the Election Criteria.

5.16 The NomCom shall be responsible for ensuring that all submitted applications comply with the criteria from an administrative perspective. (example: completeness of applications, required documents, etc)

5.17 For regional seats, such as seats 1 to 6, as defined in the Bylaws, the ElecCom shall, check the relationship between country or economy, and sub-region, as provided in the Nomination. The web page at <https://afrinic.net/service-region> will be used as a reference for the relationship between countries or economies, and the sub-regions as defined in Article 13.5 of the Bylaws. In the event of any apparent discrepancy, the ElecCom shall escalate the issue to the NomCom's attention, and it shall be the NomCom's sole discretion to determine the appropriate course of action.

5.18 For the purpose of assisting the NomCom, the Receiver, may designate one of more members staff to provide assistance to the NomCom to perform their duties.

5.19 The ElecCom shall use all reasonable endeavours to provide information requested by the NomCom for the purpose of verifying nominations. For the purpose of assisting the NomCom, the ElecCom with the approval of the Receiver, may designate one of more members staff to provide such assistance to the NomCom

#### Number and diversity of Candidates

5.20 The NomCom shall “*use its best efforts towards encouraging a satisfactory number of individuals from the African internet community to stand as candidates*” pursuant to Article 9.3(i)(a) of the Bylaws.

### Interviews and background checks

- 5.21 The NomCom may interview Candidates pursuant to Article 9.3(ii)(c) of the Bylaws. On request from the NomCom Chair, the ElecCom shall facilitate interviews via Internet teleconference. All interviews shall be recorded.
- 5.22 The NomCom shall seek to verify claims made by nominees in their nominations.
- 5.23 The NomCom may conduct additional background checks at its discretion.

### Finalising the List of Candidates

- 5.24 The NomCom has the responsibility to “*finalise the list of Candidates for any election*” pursuant to Article 9.3(ii)(d) of the Bylaws.

## **6. Announcement of Candidates**

- 6.1 The NomCom shall announce the final List of Candidates with the assistance of the ElecCom.

## **7. Withdrawal**

- 7.1 A Nominee may withdraw their Nomination at any point during the Nomination Period.
- 7.2 A Candidate may withdraw their Nomination by notifying the Chair at least 7 days before the start of the E-Voting Election Period. A notice to the effect that a Candidate has withdrawn will be promulgated by the NomCom, with the assistance of ElecCom. No withdrawn candidate’s name will appear on the election ballot. Any candidate who formally withdraws their nomination before the start of the voting period shall be removed from the ballot.
- 7.3 In any case, the Nominee and/or the Candidate shall be informed to verify and confirm the withdrawal before it can be formally accepted.

## **8. Voting**

- 8.1 This election shall be conducted entirely online via the Voatz voting platform, incorporating facial recognition technology with designated voters casting their ballots directly. For this election, Proxy voting and Power of Attorney votes are not permitted.

- 8.2 Each eligible Resource Member is allocated one vote per open seat.
- 8.3 To cast a vote, the Designated Voter will access a secure, web-based platform, in this case the Voatz voting platform. Appropriate authentication (which includes ID and facial recognition) will be required before a vote can be cast.
- 8.4 Voters will have the opportunity to review their selections before final submission. Once submitted, votes cannot be altered. A receipt will be provided to confirm that the vote has been casted.
- 8.5 Vote counting is automated by the system, and the results are then made available to the Election Trustees for verification.
- 8.6 In order to avoid any complications with voting in the election, any outstanding fees due should be paid to AFRINIC's satisfaction as soon as possible and, in any event, before the end of the voter registration period.

#### Eligibility to vote

- 8.7 Only an Eligible Member in good standing shall be eligible to vote for the Election.
- 8.8 In addition to the terms of the Court Order dated 25 November 2024 in the case bearing reference SC/COM/MOT/000859/2024, a Member must be in "good standing" to vote, meaning, by reference to the Bylaws and the AFRINIC Registration Service Agreement:
  - 8.8.1 it has completed all the necessary formalities under Article 6.4 of AFRINIC's Bylaws,
  - 8.8.2 its membership remains current; and
  - 8.8.3 it has paid all up-to-date membership fees and resource allocation or assignment fees due.
  - 8.8.4 Exceptionally, and having regard to the judgment dated 12 September 2023, as confirmed on appeal on 15 October 2024, only eligible resource members shall be entitled to participate in this election

#### Voting by e-voting

- 8.9 Voter Registration (Designating a Representative):
  - 8.9.1 Each eligible member must designate one Designated Voter (DV) to cast its vote.
  - 8.9.2 All members must designate a voter, even if they had done so for the past annulled election.
  - 8.9.3 The Designated Voter must be submitted directly by an executive of the

company using a format that will be provided by the Elec Com

8.9.4 To designate a Designated Voter, a Member must submit the following information via an online registration page - <https://registration.afrinic.net/> by a time and date as communicated to Members with the following:

- the full name and contact details of the Designated Voter in a duly signed letter from either a director or a person who holds authority on behalf of the Member;
- an email address for the Designated Voter to receive the secured e-voting link (the email address must be from the same domain as a Member); and
- a scanned copy of up-to-date identification (e.g., a passport, a drivers' licence or other official ID) of the Designated E-Voting Representative.

8.10 The electronic voting platform shall be operated by VOATZ and shall be accessible to all Members who have opted for e-voting by designating a Designated E-Voting Representative

### Counting of votes and determination of winners

8.11 E-voting shall be conducted and counted by VOATZ over the E-Voting Election Period.

8.12 For each seat, the Candidate who receives the most votes shall be the winner and deemed elected as a director subject to the completion of the necessary formalities.

8.13 In the event of a tie for an open seat, the Election Trustees shall conduct a draw to determine the winner

## **9 Announcement of results**

9.1 The Chair of the NomCom shall announce the Election's results, including the number of total votes for each Candidate.

## **10 Code of Conduct & Data Protection**

- The AFRINIC Code of Conduct applies to all candidates. Misusing member data for spam or offering inducements for votes is strictly prohibited and should be reported to the NomCom Chair. Candidates are reminded that engaging in electoral malpractice may lead the NomCom to reassess their suitability to stand in this election.
- Data Protection: AFRINIC will comply with the Data Protection Act 2017.

## 11 Election Timeline

11.1 The timeline below shall be used as part of the Election:

DATE	EVENT
28 July 25	Open Voters Designation Period
15 August 25	Open Candidates Nomination Period
26 August 25	Close Voters Designation Period at 23:59 Mauritius time
29 August 25	Close Candidates Nomination Period at 23:59 Mauritius time
29 August 25	Publication of provisional Voters Register at 15.00 Mauritius time
05 September 2025	Publication of final Voters Register at 15.00 Mauritius time
05 September 2025	Publication of list of candidates at 15.00 Mauritius time
05 September 2025	Close Designated E-Voting Representative registration period at 23:59 Mauritius time
08 -12 September 2025	The E-Voting Election Period
12 September 2025 at 16.00 Mauritius time	Closure of Election and Counting
12 September 2025 at 18.00 Mauritius time	Verification and Validation of results (detect any tie)
12 September 2025 at 18.00 Mauritius time	Declaration of results in case of no tie and all results validated by ElecCom, and NomCom

G Dabee

Receiver AfriNIC (In Receivership)

Date: 12 August 2025