

The African IXP Association

Objectives

- Promote development of the Internet in the African region;
- Promote an enabling environment for IXPs in the African region;
- Promote the interests of African IXPs;
- Help IXPs maximize the value they represent to their participants;
- Help IXPs address operational issues, deploy new services, improve security, and scale;
- Catalyze new ideas, projects, and research related to Internet traffic exchange; and
- Promote the establishment of new IXPs in markets that may need them.

Articles of Association

1. Definitions

- a. Simple Majority: More than half of the votes cast in a meeting or poll, excluding abstentions.
- b. Ordinary Resolution: A resolution passed by a majority of the members present and voting at a meeting of the company.
- c. Special Resolution: A resolution passed by at least three-quarters of the members present and voting at a meeting of the company.
- d. General Meeting: An Annual General Meeting or Extraordinary General Meeting

2. Membership

- a. Eligibility
 - i. A Member shall be an IXP operating within either the AfriNIC service region, the African Union, or the African region as defined by the United Nations.
 - ii. A Member shall meet any reasonable eligibility requirements as determined by the Board of Directors from time to time. Such requirements shall apply equally to all current and prospective Members.
 - iii. Eligibility and Membership shall be confirmed by the Management.
- b. Members shall be entitled to:
 - i. To receive notice of all General Meetings and to attend all such meetings.
 - ii. To nominate a representative to attend and vote during General Meetings.
 - iii. To elect the Directors of the company.

- iv. At General Meetings, to receive, discuss, and comment on audit reports, annual reports, company financial statements, and other major transactions.
 - v. At General Meetings, to discuss and comment on the general policies of the company for such a time as shall be reasonably allowed by the Chair of the General Meeting.
 - vi. Direct the Board, by way of a notice signed by not less than twenty percent of the Members, to call an Extraordinary General Meeting to vote on one or more resolutions.
 - vii. At General Meetings, to dissolve the board by Special Resolution.
 - viii. At General Meetings, to liquidate the company by Special Resolution.
- c. Membership shall terminate if:
- i. Notice to this effect is sent to the Management by the Member.
 - ii. The Board, acting reasonably and in good faith, determines that the Member has failed or refused to comply with the provisions of this constitution, company policy, or any relevant and applicable laws.
 - iii. A terminated Member may be reinstated at the discretion of the Board.
 - iv. The company shall not issue refunds for any fees or monies contributed to the company by a terminated Member.

3. Associate Membership

- a. Non-voting associate membership may be offered by the Board to applicants, either individuals or organisations, subject to confirmation of the Members by a Simple Majority vote in a general meeting.

4. Board of Directors

- a. Composition
 - i. The Board shall consist of willing natural persons with a demonstrated interest in the well-being of the company and the Internet ecosystem.
 - ii. The Board shall comprise no less than six and no more than nine Directors.
 - iii. Each Director shall be either:
 - 1. Elected by the Membership at a General Meeting according to procedures laid down by the Board (an "Elected Director").
 - 2. Appointed by the Board to fill a vacancy in the number of Directors (a "Co-opted Director").
 - iv. The Elected Directors and Co-opted Directors shall together be known as the "Directors".

b. Responsibilities

- i. Advance the mission, vision, values, and objectives of the company.
- ii. Facilitate the procurement and delivery of funding necessary for the implementation of company objectives.
- iii. Provide oversight, guidance, and direction to the Management.
- iv. Consider and approve company financial statements.
- v. Approve financial budgets for the activities of the company
- vi. Approve any unbudgeted transaction.
- vii. Create board committees for such reasons and with such terms of reference as necessary or desirable.
- viii. Provide feedback and recommendations on operations of the company where necessary.
- ix. Handle complaints and other issues that have been escalated to the Board of Directors.

c. Officers

i. Chair

1. The Chair of the Board shall preside over all meetings of the Board, ensure that the Board is properly informed on matters of importance to the Company, and serve as a liaison between the Board and management.
2. The Chair shall be responsible for setting agendas for Board meetings, ensuring that all members of the Board are informed of their duties and responsibilities, and providing guidance to the Board on matters of corporate governance.
3. A Chair shall be elected annually by the Board from within the Board at the first meeting after the Board of Director elections.
4. In the event that no Chair is elected by the Board, or the position is otherwise vacant, then the Board shall hold a meeting at which the first item of business shall be to elect one of their number to act as an interim Chair until a new Chair is elected.
5. The Board shall have the power to remove the Chair from his office as Chair at any time by a vote in favour of not less than 50% of the Elected Directors.
6. The Chair shall be able to resign from their position as Chair by giving notice of resignation either with immediate effect or at some future date specified in the notice.

ii. Vice Chair

1. The Vice Chair of the Board shall assist the Chair in carrying out his or her duties and responsibilities, and shall assume the role of Chair in the event of the Chair's absence or incapacity. The Vice Chair shall also serve as a liaison between the Board and management, and provide guidance to the Board on matters of corporate governance.
2. A Vice Chair shall be elected annually by the Board from within the Board at the first meeting after the Board of Director elections.
3. In the event that no Vice Chair is elected by the Board, or the position is otherwise vacant, then the Board shall hold a meeting at which the first item of business shall be to elect a new Vice Chair.
4. The Board shall have the power to remove the Vice Chair from his office as Vice Chair at any time by a vote in favour of not less than 50% of the Elected Directors.
5. The Vice Chair shall be able to resign from their position as Vice Chair by giving notice of resignation either with immediate effect or at some future date specified in the notice.

iii. Secretary

1. A company Secretary may be appointed by the Directors for such term, at such remuneration, and upon such conditions as they think fit; and any company Secretary so appointed may also be removed by the Board. The company Secretary may also be a Director.

d. Election of Directors to the Board

- i. The Board shall organise an election following the closing of each Annual General Meeting for those places vacated by retiring Directors. The election shall be conducted in accordance with the Electoral Reform Society's ERS97 system.
- ii. No person shall be qualified to be elected unless he or she is nominated by a Member qualified to vote and has given notice that he or she is willing to be appointed. Such nominations and notices shall be valid only if given to the company not fewer than twenty eight, nor more than forty nine, clear days before the day appointed for the election.
- iii. Voting shall take place during the fourteen days following the Annual General Meeting, or such other period that the Board may from time to time agree ("the Voting Period").
- iv. The Board may, at each Annual General Meeting, hold elections to replace Directors who have ceased to be Directors for any reason other than retirement by rotation. For the avoidance of doubt, any such appointment made shall be for the balance of the term of office outstanding in respect of the Director whose position is being replaced. The places shall be allocated in order of decreasing term of office.

e. Subject to any other provision of these Articles:

- i. The first Board of Directors shall be appointed for staggered terms of one, two, and three years. All members of the Board shall retire by rotation within the first three years, with each member retiring at the end of their respective term.
- ii. Elected Directors shall serve a term of three years.
- iii. At each Annual General Meeting, those Directors of the Board who have completed their term of office shall retire and, subject to the relevant provisions of this agreement, may stand for re-election.
- iv. The term of office of a Co-opted Director shall expire at the end of the Voting Period after the first Annual General Meeting following the date of his or her appointment.
- v. At the time of expiration of his or her term of office, a Director shall be eligible to be re-elected or re-appointed.
- vi. No person shall be eligible to serve as a Director for more than two consecutive terms of office. Any Director who has served for two consecutive terms of office shall be deemed to retire at the end of their second term of office.
- vii. A person who has retired after serving two consecutive terms in office shall be eligible for re-election following a period of at least nine months.
- viii. If, at any time, the total number of Directors is below the minimum prescribed by these articles, it shall be lawful for the Directors available to act as the Board for the purpose of filling up vacancies in their body or of summoning a General Meeting, but for no other purpose.
- ix. The Membership may, by Ordinary Resolution at a General Meeting, appoint another person in place of a Director removed from office. The term of office of a person so appointed shall expire in the manner that would have applied to the person he or she replaced.

f. Powers of the Board:

- i. The management of the company shall be vested in the Board who, in addition to the powers and authorities conferred upon them, may exercise all such powers as may be exercised by the company which are not expressly required to be exercised by the Membership in a General Meeting.
- ii. The Board may engage the company in non-core activities only where such activities are approved by Special Resolution. The Board must cease engaging the company in such activities where a Simple Majority of Members vote that the activity should be ceased at a General Meeting.
- iii. To make and amend such regulations and by-laws as the Board thinks appropriate provided that they do not contravene these Articles or amount to such an addition to or modification of these Articles as could only legally be made by a Special Resolution passed in accordance with relevant local legislation.
- iv. The Board may, from time to time, delegate matters to committees comprised of Directors and/or others provided that such delegation shall in no way release the Directors from their statutory duties to the company.
- v. The Board may appoint any company, firm, person, or body of persons to be the attorney or attorneys of the company for such purposes and with such powers

and for such period as the Board deems fit.

- vi. The Board shall not borrow money; mortgage any undertaking, property, or uncalled capital; or issue debentures and other securities for any debt, liability, or obligation of the company without the previous sanction of the Membership by Special Resolution in a General Meeting.
- vii. A Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of their interest.
- viii. A Director shall not vote on any contract or arrangement in which he or she is personally interested either directly or indirectly through his or her affiliation with an involved organisation.
- ix. A Director may hold any office or place of profit under the company, other than the office of auditor or attorney, for such period and on such terms as the Board may determine.
- x. Directors shall hold any company shares in trust and relinquish them to their successors. Directors shall not benefit or profit from shareholding in any way.

g. Proceedings of the Board:

- i. The Board may meet for the transaction of business and may adjourn or otherwise regulate their meetings as they think fit.
- ii. The quorum necessary for the transaction of business shall be at least five Directors.
- iii. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities and powers vested in the Board by these regulations.
- iv. If at any meeting the Chair or a Vice Chair is not present or willing to preside within ten minutes after the time appointed for holding the meeting, the Directors shall choose one of themselves to be Chair of the meeting.
- v. Questions arising at any meeting shall be decided by a Simple Majority of votes.
- vi. The Chair of the meeting shall not vote except as a tie-breaker in the case of an equality of votes.
- vii. A Director, or the Management acting on behalf of a Director, may summon a meeting of the Board by serving notice upon the Directors. Notice shall be a minimum of forty eight hours but may be less provided that all Directors agree.
- viii. The Board may delegate any of their powers to committees consisting of such Directors as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Board and all acts and proceedings of such committees shall be reported back to the Board as soon as possible.

- ix. All acts undertaken in good faith by the Board, by any committee of the Board, or by any person acting as a Director, notwithstanding any disqualification or it subsequently being discovered that there was some defect in their appointment, shall be valid as if they had been duly appointed or had duly continued in office.
 - x. Directors may participate in a meeting of the Board by any means of communication which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, at the company's registered office.
 - xi. The Board shall keep minutes of the proceedings of all Board meetings and of committees of the Board. The minutes shall include the time of the meeting, names of the Board and/or committee members present, the appointments of officers, and all other business transacted. Any such minutes, if purporting to be signed by the Chair of such meeting, or by the Chair of the new succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
 - xii. A resolution signed by all Directors or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
- h. The office of a Director shall be vacated:
- i. If he or she becomes bankrupt or insolvent.
 - ii. If he or she becomes unsound of mind.
 - iii. If he or she is convicted of an offence which could bring the company into disrepute.
 - iv. If he or she gives notice of resignation either with immediate effect or at some future date specified in the notice.
 - v. The Membership may, by Ordinary Resolution at a General Meeting, remove any Director before the expiration of his or her period of office, in which case his or her term shall cease as soon as the resolution is passed.

5. Management

- a. The Board may, from time to time, appoint an Managing Director for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may also revoke such appointment.
- b. The Board may confer upon the Managing Director any of its powers upon such terms and conditions, and with such restrictions as it may think fit, and may from time to time revoke, withdraw, or alter such powers.

6. General Meetings

- a. The Annual General Meeting shall be held:
 - i. Once a year and not later than 15 months after the last preceding meeting.
 - ii. Within 6 months from the date of approval of the company's balance sheet.
 - iii. The first Annual General Meeting shall be held within 18 months of incorporation.

b. Meeting Notices

- i. Written notice of the time, date, and place of a General Meeting shall be sent to every Member, Director, Secretary, and auditor not less than 21 days before the General Meeting.
- ii. The notice may be delivered by electronic mail or such other method as the Board shall reasonably determine from time to time, and shall state:
 1. The nature of the business to be transacted in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
 2. The names of any persons who have been nominated and are eligible to be elected as Directors;
 3. The names of any Directors who will retire; and
 4. The text of any Special Resolution to be voted on.
- iii. Any irregularity in a notice of a General Meeting shall be waived where all Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or where all Members agree to a waiver.
- iv. Any accidental omission to give notice of a General Meeting to, or the failure to receive notice of a General Meeting by a Member or any other person entitled to receive notice shall not invalidate the proceedings at that meeting.
- v. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of the original meeting.
- vi. The Chair of the Board shall chair the General Meeting. If he or she is not present within fifteen minutes after the time appointed for holding the meeting, or are unwilling or unable to chair the meeting, the Directors present shall elect one of their number to be Chair of the meeting.
- vii. The Chair may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

c. Quorum

- i. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum;
- ii. The quorum for a General Meeting shall be composed of one third of all Members.
- iii. Where a quorum is not present within thirty (30) minutes after the time appointed for the General Meeting, the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Chair may determine.

d. Voting Procedure

- i. Every Member in good standing shall be eligible to cast one vote at a General Meeting.
- ii. Where a General Meeting is held, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the Chair of the meeting: voting by voice; voting by show of hands; voting by paper ballot; voting by electronic system.
- iii. A declaration by the Chair of the meeting that a resolution is carried by the requisite majority shall be conclusive evidence of that fact unless a poll is demanded.
- iv. At a General Meeting, a poll may be demanded by any Member, Director, or Chair of the meeting for any resolution.
- v. In the case of an equality of votes, the Chair of the meeting shall be entitled to cast a tie-breaking vote.

e. Minutes

- i. The Board shall ensure that minutes are kept for all proceedings at all General Meetings. Such minutes shall include but not be limited to the names of the Members and Directors present at each meeting; all appointments of officers made by the Board; and of all resolutions and proceedings.
- ii. Minutes that have been approved by an Ordinary Resolution in a General Meeting shall be evidence of the proceedings of previous meetings.
- iii. Minutes shall be kept in such accessible formats as the Board may determine.
- iv. Minutes shall be made available to the Members within two weeks of the meeting date.

7. Domicilium & Notices

- a. A domicilia citandi et executandi shall be determined by the Management and may be changed as needed from time to time.
- b. Unless otherwise specified, the domicilia citandi et executandi shall be the company's registered office.
- c. Management shall make a reasonable effort to communicate the domicilia citandi et executandi to the Membership and the public.
- d. Directors and Members shall be responsible for notifying the company of their respective domicilia citandi et executandi for the purposes of these articles.
- e. All notices required by these articles shall be in writing and shall be deemed to have been given or received upon: (i) personal delivery, (ii) the seventh business day after mailing, or (iii) the first business day after sending by electronic means.

8. Amendment

- a. These Articles of Association shall only be amended by a Special Resolution passed at a General Meeting.

9. Winding Up

- a. If, on the winding up or dissolution of the company, there remains any surplus assets after satisfaction of the company's debts and liabilities, the surplus shall not be paid to the Members but shall instead be given or transferred to some other institution or institutions having objects similar to the objects of the company. The institution to which the surplus shall be transferred shall be determined by the Members or, in default of such determination, by the liquidator after considering the advice of the Board.

Execution

IN WITNESS WHEREOF, the undersigned shareholder has executed this Articles of Association and hereby agrees to be bound by its terms and conditions:

Shareholder Signature

Printed Name

Date of Signing

The above shareholder signed this document in the presence of the following authorized notary:

Notary Signature

Printed Name

Date of Signing

Notary Location

Stamp