

DRAFT MINUTES
2021 Special General Meeting
30 November 2021

1. WELCOME AND APOLOGIES

The Chairperson, Ms Palesa Legoze welcomed all members present.

An apology by Ms Anriette Esterhuysen was noted.

2. QUORUM AND CONSTITUTION OF THE MEETING

The quorum as set out in the Articles of Association (AA) had been met and the meeting was therefore duly constituted.

Annex A – Attendance register

3. ADOPTION OF THE AGENDA

The agenda was adopted with the following amendments:

- a. AfriNIC concerns.

4. CONSIDERATION OF RECEIVED PROXY FORMS

The following proxy forms were received:

1. Edward Pascoe, Barbel, Neil Dundas and Theo Kramer nominated Calvin Browne to vote on the items tabled on the agenda.

5. ADOPTION OF MINUTES OF THE PREVIOUS MINUTES

5.1 Minutes of the SGM held on 26 February 2021

The minutes were approved as a true reflection of the discussion.

5.2 Matters arising from the SGM held 26 February 2021

The Chairperson tabled matters arising from the previous meeting. The following was highlighted:

- a. Domain price increase consultative process: The CEO reported that the report would be shared with Members by the end of the meeting. **{action: CEO}**
- b. Director Allowance: The report was tabled and noted by Members. It was agreed that the report would be circulated to Members after the meeting. **{action: CEO}**

6. APPROVAL OF THE EXTERNAL AUDITORS (EA) APPOINTMENT

The CEO provided a summary report on the appointment of the EA, the following was highlighted:

In noting that the previous EA contract had expired, the ARC recommended the appointment of Makhadzi Inc. for a period of 3 years, renewable each year based on performance.

RESOLUTION NUMBER 01 OF 30 NOVEMBER 2021 SGM

The appointment of Makhadzi Inc as the External Auditors was approved by the SGM.

The following voting results were recorded:

1. 51% voted yes
2. 48% abstained

7. APPROVAL AND ADOPTION OF THE PROPOSED 2022/23 BUDGET

There was a request for more DNS training. The Board undertook to consider the request by the Membership.

RESOLUTION NUMBER 02 OF 30 NOVEMBER 2021 SGM

The Budget for 2022/23 was approved.

The following voting results were recorded:

1. 53% voted yes
2. 34% abstained

8. APPROVAL OF THE MEMORANDUM OF INCORPORATION

- a. Following the consultative Forums, the Membership was of the view more consultative meetings were needed considering that there were several concerns in the document that the Members raised.
- b. Members are also concerned that the inputs provided in the consultative meetings were not considered.
- c. There was a request to align the Mol considering that the Company is Membership based.
- d. The Board agreed to review the document and pleaded with the Members to participate in the discussion forum so that the matter may be visited early in the year 2022.

RESOLUTION NUMBER 03 OF 30 NOVEMBER 2021 SGM

The Mol was not approved.

In noting that the ZADNA had not been complying with the Companies Act in terms of moving from the Articles to ~~an~~ the Mol, the Secretariat cautioned that the non-compliance might have to be reported.

9. ANY OTHER BUSINESS

Mr Paul Hjul proposed the following resolution to be considered by the Membership.

Whereas: ZADNA has a custodian function concerning the safe internet and performs a secretariat role for the Internet Governance Forum (IGF) of South Africa, that such endeavour to avoid any appearance of discrimination or discriminatory internet?? The Membership of ZADNA notes that there is no representative at Afrinic from the Southern African region and that the bylaws require the process of electing a person to fill the vacancy be run. ~~be held~~.

Some Members raised concerns and rejected the proposal.

The meeting agreed that the matter may be under consideration and requested the Board to investigate and provide guidance to the Membership. **{action: Board}**

10. CLOSE

The Chairperson thanked the member's participation, the meeting was adjourned at 17H50.

Signed as a true record of what was discussed at the meeting.

Chairperson

Date