

AFRICA TOP LEVEL DOMAINS LIMITED

“AFTLD”

CONSTITUTION OF THE COMPANY

1. DEFINITIONS

1.1. Definitions in this Constitution

In this Constitution, unless the context otherwise requires, the following words and expressions have the meanings given to them in this clause:

Act	means the Companies Act 2001 of the Republic of Mauritius.
Alternate Director	Means a Director appointed pursuant to clause 16.7
Annual Meeting	Means a meeting of Members held pursuant to Section 115 of the Act.
Balance Sheet Date	Means the date adopted by the Company as the end of its financial year for the purpose of its annual financial statements.
Chairperson	Means the First Chairperson of the Executive Committee, elected by the members of the Executive Committee and subsequently appointed by the Members under clause 16.3 (a).
Company	Means African Top Level Domains Limited.
Executive Committee	Means the directors numbering not less than the required quorum acting together as the executive committee of the Company, and 'Member of the Executive Committee' shall be construed accordingly.
Full Member	Means any organization or individual admitted as such under clause 8.
Observer	Means any body or person admitted as such pursuant to clause 8.
Member(s)	Means Full and Associate Member(s) unless the context requires

otherwise.

Month	Means a calendar month.
Registrar	Means the Registrar of Companies appointed under section 10 of the Act.
Secretariat	Means a general manager and other employees appointed by the general manager or the Executive Committee for the management and administration of African Top Level Domains Limited
Special Meeting	means any meeting (other than an Annual Meeting) of the Members entitled to vote on an issue, called at any time by the Executive Committee, or by any other person who is authorised by this Constitution or by the Act to call Special Meetings of Members.
Special Resolution	means a resolution of Members approved by a majority of seventy five (75) per cent of the votes of those Members entitled to vote and voting on the question.
Unanimous Resolution	means a resolution which has the assent of every Member entitled to vote on the matter which is the subject of the resolution and either: <ul style="list-style-type: none">(a) given by voting at a meeting to which notice to propose the resolution has been duly given and of which the minutes of the meeting duly record that the resolution was carried unanimously or;(b) where the resolution is signed by every Member or his agent duly appointed in Writing signed by him, the resolution in this case may consist of one or more documents in similar form (including letters, facsimiles, electronic mail or similar means of communication) each signed by the Member concerned or his agent.
Unanimous Members' Agreement	means an agreement whereby all Members agree to or concur in any action which has been taken or is to be taken by the Company.
Writing	includes the recording of words in a permanent or legible form and the

display of words by any form of electronic or other means of communication in a manner that enables the word to be readily stored in a permanent form and, with or without the aid of any equipment, to be retrieved and read.

1.2. Rules of interpretation

- (a) Words importing the singular include the plural and vice versa.
- (b) A reference to a person includes any firm, company or group of persons, whether corporate or unincorporate.
- (c) Words importing one gender include the other genders.
- (d) Subject to this clause 1, expressions contained in this Constitution bear the same meaning as specified in the Act at the date on which this Constitution becomes binding on the Company.
- (e) A reference to a clause means a clause of this Constitution.
- (f) The clause headings are included for convenience only and do not affect the construction of this Constitution.

2. APPLICATION OF SECOND SCHEDULE TO THE ACT

The regulations contained in the Second Schedule to the Act shall apply to the Company, in so far as they are not in contradiction with this Constitution.

3. REGISTERED OFFICE

The registered office of the Company shall be in the place specified in the application made under section 23 (2) of the Act for the incorporation of the Company, or in such other place as the Executive Committee may, from time to time, determine.

4. ACCOUNTING PERIOD

The accounting period shall begin on 1 January and end on 31 December of each year.

5. TYPE OF COMPANY

The Company shall be a private company limited by guarantee, and accordingly the income and the capital of the Company shall be applied solely towards the promotion of the objects of the Company; and no part of the income or capital shall be paid or transferred, directly or indirectly, to the Members of the Company, whether by way of dividend or bonus or otherwise in the form of profit. This shall not prevent the payment of:

- 5.1 Reasonable and proper remuneration to any officer, employee, or Member of the Company in return for any services provided to the Company.
- 5.2 A reasonable rate of interest on money lent to the Company.
- 5.3 Reasonable rent for property let to the Company.
- 5.4 Expenses of members of the Executive Committee.
- 5.4 Premiums on the indemnity insurance referred to in clause 21.2
- 5.5 Amount to an interest-bearing investment account for the benefit of the Company.

6. DURATION

The duration of the Company is unlimited.

7. OBJECTS AND POWERS

The Company shall have, both within and outside the Republic of Mauritius, full capacity to carry and/or undertake any business or activities, including but not limited to pursuing the following objects:

- 7.1 To provide a forum to discuss matters of policy affecting Internet Country Code Top Level Domain registry managers (ccTLD Managers).
- 7.2 To act as a channel of communication from Members of the Company to the Internet Corporation for Assigned Names and Numbers (ICANN) and its Internet Assigned Names Authority (IANA) function and to any successor organization(s) and other Internet governing bodies or organizations and other bodies or organizations involved in the Internet.
- 7.3 To collect information and to do research on and document the practices of ccTLD Managers and to foster the creation of and compliance with codes of best practice among Members of the Company.
- 7.4 To manage (whether directly or by sub contract) a domain name dispute resolution service for Members, providing a mediation service and an online out of court administrative or arbitration proceeding for disputes alleged to arise from abusive registration of domain names (the AFTLD Dispute Resolution Service).
- 7.5 To promote and further the objects of the Company by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
- 7.6 To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Mauritius or elsewhere having objects or purposes wholly or partially similar to those of the company.
- 7.7 to advertise and make known the company and its objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.

For those purposes, the Company shall have full rights, powers and privileges.

8. Full Members

- 8.1 Admission as a Full Member shall be open to organisations to which the management of an ISO 3166 country code Top Level Domain has been delegated by ICANN/IANA or a successor-in-title organization, and that operates under the law of the country for which the Top-Level Domain is being managed. In either case, the delegation must be confirmable from the records kept by ICANN/IANA.
- 8.2 An organisation shall cease to be a member if it no longer meets the requirement of 8.1. Such an organisation may apply to be an associate member or observer.

9. Associate Members and Observers

- 9.1 Associate membership of the Company may be given to:
- (a) any corporate body which qualifies to be a Full Member in accordance with clause 8; and
 - (b) any other individual, corporate body or other organisation who or which manages an Internet Top Level Internet Domain Registry.
 - (c) any other individual, corporate body or other organisation who or which plays a role in the governance, regulation or management of the Internet or the Internet domain name system.
 - (d) any other individual, corporate body or other organisation who or which makes a formal application for membership and is so admitted by the AFTLD EXCOM and AGM by a majority vote
- 9.2 Associate Membership or Observership shall not continue indefinitely but shall continue for a term to be decided by the General Assembly. Upon expiry of the term the Associate Member or Observer may apply for re-admission for another term, provided that the Executive Committee may extend a term of Associate Membership or Observership subject to the approval of the General Assembly.

- 9.3 Observer status may be given to corporate bodies or individuals representing such bodies if, at its sole discretion, the General Assembly considers that the Company would benefit from such bodies or individuals having Observer status. No person or corporate body shall be appointed as an Observer who qualifies to be a Full Member.

10 Admission to Membership

- 10.1 Such persons as are admitted to Membership in accordance with this Constitution shall be the Members of the Company.
- 10.2 The Executive Committee shall admit Full Members on application and meeting criteria stipulated in 8.1, and where there is a contention, the application may be referred to the General Assembly. Approval of an admission by the General Assembly shall only be with the consent of a simple majority of the Members. Any decision relating to approval of an admission may be taken by electronic vote of the Members without the need for a meeting of the General Assembly.
- 10.3 If the General Assembly disapproves an admission, the application for admission shall fail. The Applicant shall be given a reason for the failure, and shall be free to re-apply for the same or different kind of Membership.
- 10.4 Application for Associate Membership or for Observership may be made by the Applicant seeking such status, provided that the Executive Committee may, at its own discretion but subject to the approval by the General Assembly, admit an individual, corporate body or other organisation to the status of Associate Member or of Observer if such admission is in the interests of the Company.
- 10.5 Application for membership as a Full Member, Associate Member or Observer shall be in such form as the Executive Committee shall from time to time specify and the Company shall maintain a register of all Members and Observers. The Company shall also record in the register persons who are appointed as representatives of Full Members, Associate Members or Observers. The register shall also contain the address, fax or telex number and electronic mail address supplied by the representative to which notices and other communications are to be sent.

11 Termination of Membership

- 11.1 Membership (whether as Full Member or Associate Member) shall terminate:

- (a) upon the Member ceasing to exist pursuant to the laws of its country of incorporation or, the member being an individual, upon death;
- (b) upon the resignation of a Member, the Member having given at least seven clear days notice to the Company;
- (c) upon any Full Member or Associate Member ceasing to qualify as such in accordance with clause 8 or 9.1 as the case may be;
- (d) upon notice of termination given by the Company. Such notice may be given if a Member fails to fulfill its obligations towards the Company, the term of membership expires, or if the General Assembly determines by simple majority that membership should be terminated;
- (e) by expulsion, which shall only be applied if a Member acts in violation of this Constitution or of any regulation or resolution of the Company or acts in a manner unreasonably prejudicial to the interests of the Company;
- (f) if an individual becomes bankrupt or makes any arrangement with his creditors generally or becomes of unsound mind or is convicted of an offence for which he is sentenced to a term of imprisonment;
- (g) if a company or other organisation goes into liquidation, has a receiver appointed in respect of any of its assets, or makes any arrangement with its creditors generally;
- (h) if any membership fees due to the Company remain outstanding for more than 6 months.

11.2 No Full Member or Associate Member shall be entitled to any refund of membership fees on ceasing to be a member.

11.3 Termination of membership by the Company or expulsion of a Member shall only be effected by the resolution of the General Assembly, with simple majority of the Members present voting in favour of expulsion or termination. The voting may also be done by virtual or online means where a General Assembly is unable to meet. If it is in the interests of the Company, the Executive Committee may suspend a Membership pending

the termination of such membership or cancellation of such suspension of membership by the General Assembly.

- 11.4 If membership is terminated in the course of a financial year the Member concerned shall nonetheless be required to pay the full annual membership fee due for that year.
- 11.5 At each Annual General Meeting the General Assembly will review the status of all Observers but may at any time discontinue the admission of an Observer.
- 11.6 Membership or Observership status shall not be transferable, provided that a corporate body or organisation that succeeds another in managing a country code Top Level Domain registry shall automatically be admitted into provisional Full Membership for a period of up to six (6) months from the date of assuming registry management, within which period such corporate body or organisation must apply for non-provisional Full Membership, provided that such re-delegation of the registry management must be confirmable from the records kept by ICANN/IANA. Failure to apply for Membership within the six (6) month period will automatically terminate such Full Membership.

12 Membership Fees

- 12.1 Full Members and Associate Members shall be required to pay an annual membership fee to be determined from time-to-time by the General Assembly. The Executive Committee may, subject to the approval by a simple majority of the General Assembly, waive in full or in part such membership fees.
- 12.2 Full Members and Associate Members may be divided into categories each of which will pay a different membership fee.
- 12.3 No membership fees shall be required of Observers.

13 General Assembly

13.1 The Full Members shall constitute the General Assembly.

13.2 All powers not vested by these Articles in any other body of the Company shall rest with the General Assembly.

13.3 The General Assembly may not transfer or delegate to any other body its power:

- (a) to adopt an annual budget and to approve its annual accounts;
- (b) to determine and to alter the annual membership fees;
- (c) to appoint, suspend or dismiss the Chairman, the Treasurer and the other members of the Executive Committee;
- (d) to admit Members and Associate Members, to terminate Full Membership and Associate Membership, and to expel Members and Associate Members;
- (e) to appoint Observers and to give notice of termination of Observer status;
- (f) to amend this Constitution;
- (g) to wind-up the Company;
- (h) to determine and amend the number of votes per member;
- (i) to determine and change the country in which the secretariat of the Company is located.

14 EXERCISE OF POWERS RESERVED TO MEMBERS

14.1 Powers reserved to Members

- (a) Powers reserved to Members of the Company by the Act or by this Constitution may be exercised:
 - (i) at a General Meeting; or

- (ii) by a resolution in lieu of a meeting pursuant to clauses 15.2 and 15.5(b).
- (b) Unless otherwise specified in the Act or this Constitution, a power reserved to Full Members may be exercised by an Ordinary Resolution.

14.2 Special Resolutions.

When Full Members exercise a power to approve any of the following, that power may only be exercised by a Special Resolution:

- (a) an alteration to or revocation of this Constitution or the adoption of a new Constitution;
- (b) the liquidation of the Company.

Any decision made by Special Resolution pursuant to this clause may be rescinded only by a Special Resolution, provided that a resolution to put the Company into liquidation cannot be rescinded.

14.3 Management review by Members

- (a) The Chairperson of any General Meeting shall give the Members a reasonable opportunity to discuss and comment on the management of the Company.
- (b) A General Meeting may pass a resolution which makes recommendations to the Executive Committee on matters affecting the management of the Company.
- (c) Notwithstanding section 129 of the Act or any other clause in this Constitution, a resolution relating to the management of the Company passed at a General Meeting (in accordance with clause 14.3 (b)) is not binding on the Executive Committee or the Company.

15 GENERAL MEETINGS

15.1 Annual Meetings

- (a) The Executive Committee shall call an Annual Meeting of Members to be held:
 - (i) not more than once in each year;
 - (ii) not later than six (6) months after the Balance Sheet Date of the Company; and
 - (iii) not later than fifteen (15) months after the previous Annual Meeting.

The Executive Committee will chose the time and place of the AGM.

- (b) The Company shall hold its first Annual Meeting within eighteen (18) months of its incorporation.
- (c) The business to be transacted at an Annual Meeting shall, unless already dealt with by the Company, include:
 - (i) the consideration and approval of the financial statements;
 - (ii) the receiving of any auditor's report;
 - (iii) the consideration of the annual report;
 - (iv) the filling of any Executive Committee vacancy including the appointment of directors whose annual appointment is required by the Act;
 - (v) the appointment of any auditor pursuant to Section 195 of the Act; and
 - (vi) the remuneration of any director and of the auditor.

15.2 Resolution in lieu of meeting

Anything that may be done by the Company in General Meeting under the Act or this Constitution may be done by a resolution in lieu of meeting in the manner provided for by section 117 of the Act.

- (a) Anything that may be done by the Company in a General Meeting under this Constitution shall be done by a resolution in writing by the Full Members.
- (b) A resolution in writing signed by not less than seventy five percent (75%) of the members who would be entitled to vote on that resolution if it were tabled in a General Meeting, or which may be required by the Act to be made in a General Meeting, shall be as valid as it had been passed at a General Meeting. Signature shall include an electronic signature.
- (c) A written resolution may consist of one or more documents in similar form (including letters, facsimiles, electronic mail, or other similar means of communication) each signed or assented to by or on behalf of one or more of the Full Members.
- (d) Within 14 days of a written resolution being passed under this section, the Company shall send a copy of the resolution to every Full Member who did not sign the resolution or on whose behalf the resolution was not signed.

15.3 Chairperson

- (e) Where the Directors have elected the first Chairperson of the Executive Committee or the Members have appointed a subsequent Chairperson, and the Chairperson of the Executive Committee is present at a General Meeting, the Chairperson shall chair the General Meeting.
- (f) Where no Chairperson of the Executive Committee has been elected or appointed or if, at any General Meeting, the Chairperson of the Executive Committee is not present within fifteen (15) minutes of the time appointed for the commencement of the General Meeting, the directors present shall elect one of their number to be Chairperson of the General Meeting.
- (g) Where no director is willing to act as Chairperson, or where no director is present within fifteen (15) minutes of the time appointed for holding the General Meeting, the Members present may choose one of their number to be Chairperson of the General Meeting.

15.4 Notice of General Meetings

- (a) Written notice of the time and place of a General Meeting shall be sent to every Member entitled to receive notice of the General Meeting and to every director, secretary and auditor of the Company not less than fourteen (14) days before the General Meeting in the case of a Special Meeting, and not less than twenty one (21) days in the case of an Annual Meeting.
- (b) The notice shall state:
 - (i) the nature of the business to be transacted at the General Meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it; and
 - (ii) the text of any Special Resolution to be submitted to the General Meeting.
- (c) Any irregularity in a notice of a General Meeting shall be waived where all the Members entitled to attend and vote at the General Meeting attend the General Meeting without protest as to the irregularity, or where all such Members agree to the waiver.
- (d) Any accidental omission to give notice of a General Meeting to, or the failure to receive notice of a General Meeting by, a Member shall not invalidate the proceedings at that General Meeting.
- (e) The Chairperson may, where directed by the General Meeting, exclude Associate Members and Observers from the General Meeting in respect of any or all business to be transacted at that meeting, notwithstanding notice of the General Meeting being served on Associate Members and Observers.
- (f) The Chairperson may, or where directed by the General Meeting, shall, adjourn the General 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 General Meeting from which the adjournment took place.

- (g) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- (h) Notwithstanding clauses (a), (b) and (c), it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

15.5 Methods of holding General Meetings

- (a) A General Meeting shall be held either:
 - (i) by a number of Members who constitute a quorum, being assembled together at the place, date, and time appointed for the General Meeting;
or
 - (ii) by means of online, audio, or audio and visual, communication by which all Members participating and constituting a quorum, can simultaneously hear each other throughout the General Meeting.
- (b) Anything that may be done by the Company in General Meeting under the Act or this Constitution may be done by a resolution in lieu of meeting in the manner provided for by section 117 of the Act.

15.6 Quorum

- (a) A General Meeting shall have a quorum when 30% (thirty percent) of Full Members are present in person or via remote participation.
- (b) Where a quorum is not present, no business shall, subject to clause 15.6 (c), be transacted at a General Meeting.
- (c) There shall be a quorum for holding a General Meeting where the Members present or represented or who have cast postal votes, are between them, able to exercise a majority of the votes to be cast on the business to be transacted by the General Meeting.

- (d) Where a quorum is not present within thirty (30) minutes after the time appointed for the General Meeting:
 - (i) in the case of a General Meeting called by the Court under section 118(1)(b) of the Act, the General Meeting shall be dissolved;
 - (ii) in the case of any other General Meeting, the General 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 directors may appoint; and
 - (iii) where, at the adjourned General Meeting, a quorum is not present within thirty (30) minutes after the time appointed for the General Meeting, the Members or their proxies present shall be a quorum.

15.7 Voting

- (a) Only Full Members shall have voting rights in General Meetings or in making resolutions in writing in terms of 15.2 and 15.5(b). Each member shall have one (1) vote.
- (b) Where a General Meeting is held under clause 15.5 (a)(i), unless a poll is demanded, voting at the General Meeting shall be by whichever of the following methods is decided by the Chairperson of the General Meeting:
 - (i) voting by voice; or
 - (ii) voting by show of hands.
- (c) A declaration by the Chairperson of the General Meeting that a resolution is carried by the requisite majority shall be conclusive evidence of that fact unless a poll is demanded in accordance with clause (c).
- (d) At a General Meeting , a poll may be demanded by :
 - (i) not less than five (5) Members having the right to vote at the General Meeting;

- (ii) the Chairperson of the General Meeting.
- (e)
 - (i) A poll shall be demanded either before or after the vote is taken on a resolution
 - (ii) The demand for a poll may be withdrawn.
 - (iii) Where a poll is duly demanded, it shall, subject to this clause (d), be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
 - (iv) A poll demanded on the election of a Chairperson or on a question of adjournment, shall be taken immediately. On any other question, if a poll is demanded, it shall be taken at such time and place as the General Meeting directs. And any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
- (f) The Chairperson of a General Meeting shall be entitled to a casting vote.
- (f)
 - (i) For the purposes of clause 15.7 , the instrument appointing a proxy to vote at a General Meeting shall confer authority to demand or join in demanding a poll and a demand by a person as proxy for a Member shall have the same effect as a demand by the Member.
 - (ii) Every Member present in person or by proxy and voting by voice or by show of hands and every Member voting by postal vote (where this is permitted) shall have one vote.
 - (iii) The Chairperson may demand a poll on a resolution either before or after a vote thereon by voice or by show of hands.
- (g) Any power which the Act or this Constitution requires to be exercised by an Ordinary Resolution or a Special Resolution may be exercised by way of a Unanimous Resolution.

15.8 Proxies

- (a) A Member shall exercise the right to vote either by being present in person or by proxy.
- (b) A proxy for a Member may attend and be heard at a General Meeting as if the proxy were the Member.
- (c) A proxy shall be appointed by notice in Writing signed by the Member and the notice shall state whether the appointment is for a particular General Meeting or a specified term.
- (d) No proxy shall be effective in relation to a General Meeting unless a copy of the notice of appointment is produced not less than twenty-four (24) hours before the start of the General Meeting.
- (e) Any power of attorney or other authority under which the proxy is signed or a notarially certified copy shall also be produced.
- (f) A proxy form shall be sent with each notice calling a General Meeting of the Company.
- (g) The instrument appointing a proxy shall be in Writing under the hand of the appointer or of his agent duly authorised in Writing or in the case of a corporation under the hand of an officer or of an agent duly authorised.
- (h) The instrument appointing a proxy shall be in the following form –

“AFTLD LTD”

I/we of being a full member of the above named company hereby appointor failing him/her, ofas my/our proxy to vote for me/us at the general meeting of the company to be held on and at any adjournment thereof.

Signed this day of

15.9 Postal votes

- (a) A Member may, when the Executive Committee shall have resolved that the notice convening the General Meeting shall expressly provide for voting by way of postal votes, exercise the right to vote at a General Meeting by casting a postal vote in accordance with this clause.
- (b) The notice of a General Meeting at which Members are entitled to cast a postal vote shall state the name of the person authorised by the Executive Committee to receive and count postal votes at that General Meeting.
- (c) Where no person has been authorised to receive and count postal votes at a General Meeting, or where no person is named as being so authorised in the notice of the General Meeting, every director shall be deemed to be so authorised.
- (d) A Member may, subject to clause 15.9 (a), cast a postal vote on all or any of the matters to be voted on at the General Meeting by sending a notice to a person authorised to receive and count postal votes at that General Meeting. The notice shall reach that person not less than forty-eight (48) hours before the start of the General Meeting.
- (e) A person authorised to receive and count postal votes at a General Meeting shall:
 - (i) collect together all postal votes received by him or by the Company;
 - (ii) in relation to each resolution to be voted on at the General Meeting, count the number of Members voting in favour of the resolution, the number of votes cast by each Member in favour of the resolution, the number of Members voting against the resolution, and the number of votes cast by each Member against the resolution;
 - (iii) sign a certificate that he has carried out the duties set out in clauses 15.9(e)(i) and (ii) which sets out the results of the counting required by clause 15.9(e)(ii); and

- (iv) ensure that the certificate required by clause 15.9(e)(iii) is presented to the Chairperson of the General Meeting.
- (f) Where a vote is taken at a General Meeting on a resolution on which postal votes have been cast, the Chairperson of the General Meeting shall:
 - (i) on a vote by show of hands, count each Member who has submitted a postal vote for or against the resolution;
 - (ii) on a poll, count the votes cast by each Member who has submitted a postal vote for or against the resolution.
- (g) The Chairperson of a General Meeting shall call for a poll on a resolution on which he holds sufficient postal votes that he believes that, where a poll is taken, the result may differ from that obtained on a show of hands.
- (h) The Chairperson of a General Meeting shall ensure that a certificate of postal votes held by him is annexed to the minutes of the General Meeting.

15.10 Minutes

- (a) The Executive Committee shall ensure that minutes are kept of all proceedings at General Meetings.
- (b) Minutes which have been certified correct and signed by the Chairperson of the General Meeting shall be prima facie evidence of the proceedings.

15.11 Members' proposals

- (a) A Member may give written notice to the Executive Committee of a matter the Member proposes to raise for discussion or resolution at the next General Meeting at which the Member is entitled to vote.
- (b) Where the proposal notice is received by the Executive Committee not less than twenty eight (28) days before the last day on which notice of the relevant General Meeting is required to be given by the Executive Committee, the Executive Committee shall, at the expense of the Company, give notice of the Member proposal and the text of any proposed resolution to all Members entitled to receive notice of the General Meeting.
- (c) Where the proposal notice is received by the Executive Committee not less than seven (7) days and not more than twenty eight (28) days before the last day on which notice of the relevant General Meeting is required to be given by the Executive Committee, the Executive Committee shall, at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the General Meeting.
- (d) Where the proposal notice is received by the Executive Committee less than seven (7) days before the last day on which notice of the relevant General Meeting is required to be given by the Executive Committee, the Executive Committee may, where practicable, and at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the General Meeting.
- (e) Where the proposal notice is received by the Executive Committee after the notice of a General Meeting has already been sent to the Members, the Executive Committee shall, at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the General Meeting, provided that such proposal notice shall not be accepted if it is received by the Executive Committee less than seven (7) days before the General Meeting.
 - (i) The General Meeting shall decide on the day of the meeting whether such proposal may be best dealt with at the meeting or may be dealt with

at a later stage. If the interests of the Members attending by proxy and voting by postal votes will be compromised by allowing the meeting to vote on such proposal, the proposal shall be considered by another General Meeting or by resolution in writing in terms of 15.2.

- (f) Where the Directors intend that Members may vote on the proposal by proxy or by postal vote, they shall give the proposing Member the right to include in or with the notice given by the Executive Committee a statement of not more than one thousand (1000) words prepared by the proposing Member in support of the proposal, together with the name and address of the proposing Member.
- (g) The Executive Committee shall not be required to include in or with the notice given by the Executive Committee a statement prepared by a Member which the Directors consider to be defamatory, frivolous, or vexatious.
- (h) Where the costs of giving notice of the Member's proposal and the text of any proposed resolution are required to be met by the proposing Member, the proposing Member shall, on giving notice to the Executive Committee, deposit with the Company or tender to the Company a sum sufficient to meet those costs.

15.12 Corporations may act by representative

A body corporate which is a Member may appoint a representative to attend a General Meeting on its behalf in the same manner as that in which it could appoint a proxy.

15.13 Other proceedings

Unless otherwise expressly provided in this Constitution, a General Meeting may regulate its own procedure.

16. APPOINTMENT AND REMOVAL OF DIRECTORS

16.1 Number of Directors.

The Executive Committee shall consist of not less than three (3) and not more than seven (7) directors who shall all be representatives of Full Members.

16.2 First Directors.

The first directors, until the first Annual General Meeting of the Company, shall be the persons named as the directors in the application for incorporation of the Company. .At the first Annual General Meeting, all the directors must retire from office unless the Members do not appoint or re-appoint at least one director at that meeting in which case they will all remain in office. The first directors shall retire from office at the end of the meeting.

16.3 Appointment of Directors by the Members

- (a) From the date of the first Annual General Meeting of the company, the directors shall be the persons appointed from time to time as directors by the General Assembly for a term commencing at the end of the meeting and expiring at the end of the second Annual General Meeting after that meeting and who have not resigned or been removed or disqualified from office under this Constitution.

The General Assembly shall in like fashion appoint one of the members of the Executive Committee to be Chairperson and another to be Treasurer. Any appointment of the Chairperson or Treasurer shall be for the period until the expiry of the Chairperson's or Treasurer's (as the case may be) term of office as members of the Executive Committee.

- (b) At every AGM subsequent to the first AGM, one-third of the directors then in office must retire. If the number of directors is not divisible by three, then the number nearest to one-third must retire.
- (c) The directors to retire by rotation are those who have been longest in office since their last appointment or re-appointment; but as between directors who were last appointed or re-appointed on the same day, the Executive Committee must draw lots to determine who is to retire, unless the directors in question agree the order of retirement among themselves.
- (e) A member of the Executive Committee shall only be eligible for reappointment immediately following the expiry of his or her first term of office and thereafter he shall not be eligible for appointment until the expiry of a further two years after the expiry of his or her second term of office. If he or she is not re-appointed, he or she will vacate office at the end of AGM at which he or she retires.

- (f) A Director shall hold office until his retirement, resignation, disqualification or removal in accordance with this Constitution.

16.4 Appointment of Directors by resolution

- (a) In addition to the appointment of directors under clause 16.3, a director may be appointed by an Ordinary Resolution.
- (b) A resolution to appoint two or more directors may be voted on one resolution without each appointment being voted individually.

16.5 Directors may fill up Casual Vacancy

- (a) Notwithstanding Clauses 16.2, 16.3 and 16.4, the directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with this Constitution. The director appointed to fill up the vacancy shall hold office only until the next following annual General Meeting and shall then be eligible for re-election.
- (b) The continuing directors shall act notwithstanding any vacancy on the Executive Committee. If their number is reduced below the number fixed by, or pursuant to, this Constitution as the minimum number of directors, the continuing directors will act only for the purpose of summoning a General Meeting of the Company.

16.6 Disqualification and removal of Directors.

A person will be disqualified from holding the office of director if he:

- (a) is removed by Special Resolution passed at a General Meeting called or that purpose; or
- (b) resigns in Writing and is not reappointed in accordance with this Constitution; or

- (c) becomes disqualified from being a director pursuant to failure to satisfy any of the requirements of section 133 of the Act; or
- (d) is (or, would, but for the repeal of section 117 of the companies act 1984, be) prohibited from being a director or promoter of or being concerned with or taking part in the management of a Company due to any offence under section 337 or 338 of the Act; or
- (e) dies; or
- (f) if, and so long as, the Company is a subsidiary of a public company, attains or is over the age of seventy (70) years (but subject always to section 138 of the Act); or
- (g) is under eighteen (18) years of age; or
- (h) is an undischarged bankrupt.

16.7 Alternate Directors

- (a) Every director may, by notice given in writing to the Executive Committee, appoint any person (including any other director) to act as an alternate director in the director's place, either generally, or in respect of a specified meeting or meetings at which the director is not present.
- (b) The appointing director may, at his discretion, by notice in writing to the Executive Committee, remove his Alternate Director.
- (c) An Alternate Director may, while acting in the place of the appointing Director, represent, exercise and discharge all the powers, rights, duties and privileges (but not including the right of acting as Chairperson) of the appointing director.
- (d) The Alternate Director shall be subject, in all respects, to the same terms and provisions as those regarding the appointment of his appointing director, except as regards remuneration and the power to appoint an Alternate Director under this Constitution.

- (e) A director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the director he is representing.
- (f) An Alternate Director's tenure shall lapse upon his appointing director ceasing to be a director.
- (g) The notice of appointment of an Alternate Director shall include an address for service of notice of meetings of the Executive Committee. Failure to give an address will not invalidate the appointment, but notice of meetings of the Executive Committee need not be given to the Alternate Director until an address is provided to the Company.
- (h) An Alternate Director shall not be the agent of his appointer, and shall exercise his duties as a director independently of his appointer.

17. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

17.1 Powers of the Executive Committee

- (a) Subject to any restrictions in the Act or this Constitution, the business and affairs of the Company shall be managed by or under the direction or supervision of the Executive Committee. Every member of the Executive Committee has one vote at the Executive Committee meeting.
- (b) The Executive Committee shall have all the powers necessary for managing, and for directing and supervising the management of, the business and affairs of the Company except to the extent that this Constitution or the Act expressly requires those powers to be exercised by the Members or any other person.
- (c) The Executive Committee shall moreover have all the powers of the Company as expressed in section 27 of the Act and clause 7 of this Constitution, including, but not limited to, the power to:
 - Purchase or sell property;
 - Borrow money;

- Mortgage, pledge or create charges on its assets;
- Invest some of the Company's funds in interest-bearing banking or investment accounts;
- Issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

17.2 Delegation by Executive Committee

- (a) The Executive Committee may delegate to a committee of directors, a director, an employee of the Company, or any other person, any one or more of its powers, other than the powers provided for under any of the sections which are listed in the Seventh Schedule to the Act.
- (b) The Executive Committee shall be responsible for the exercise of a power by any delegate (where that power is delegated under this clause 17.2) as if the power had been exercised by the Executive Committee, unless the Executive Committee:
 - (i) believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on the directors by the Act and this Constitution; and
 - (ii) has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

17.3 Directors to act in good faith and in best interests of Company

- (a) Subject to this clause 17.3, the directors of the Company shall -
 - (i) exercise their powers in accordance with the Act and with the limits and subject to the conditions and restrictions established by this Constitution;

- (ii) obtain the authorisation of a General Meeting before doing any act or entering into any transaction for which the authorisation or consent of such Meeting is required by the Act or this Constitution;
- (iii) exercise their powers honestly, in good faith, in the best interests of the Company and for the respective purposes for which such powers are explicitly or impliedly conferred;
- (iv) exercise the degree of care, diligence and skill required by the Act;
- (v) not agree to the Company incurring any obligation unless the directors believe at that time, on reasonable grounds, that the Company shall be able to perform the obligation when it is required to do so;
- (vi) account to the Company for any monetary gain, or the value of any other gain or advantage, obtained by them in connection with the exercise of their powers, or by reason of their position as directors of the Company, except remuneration, pensions provisions and compensation for loss of office in respect of their directorships of any company which are dealt with in accordance with the Act;
- (vii) not make use of, or disclose, any confidential information received by them on behalf of the Company as directors otherwise than as permitted and in accordance with the Act;
- (viii) not compete with the Company or become a director or officer of a competing company, unless it is approved by the Company;
- (ix) where directors are interested in a transaction to which the Company is a party, disclose such interest;
- (x) not use any assets of the Company for any illegal purpose or purpose in breach of sub clauses (a), and not do, or knowingly allow to be done, anything by which the Company's assets may be damaged or lost, otherwise than in the ordinary course of carrying on its business;

- (xi) transfer forthwith to the Company all cash or assets acquired on its behalf, whether before or after its incorporation, or as the result of employing its cash or assets, and until such transfer is effected to hold such cash or assets on behalf of the Company and to use it only for the purposes of the Company;
 - (xii) attend meetings of the directors with reasonable regularity, unless prevented from so doing by illness or other reasonable excuse; and
 - (xiii) keep proper accounting records in accordance with the Act and make such records available for inspection in accordance with of the Act.
- (b) Nothing in this clause 17.3 shall limit the power of a director to make provision for the benefit of employees of the Company (as the terms “employees” and “Company” are defined in section 144 of the Act) in connection with the Company ceasing to carry on the whole or part of its business.

17.4 Major Transactions.

The Executive Committee shall not procure or permit the Company to enter into a Major Transaction unless the transaction is:

- (a) approved by an Ordinary Resolution if the value of the transaction is more, or is likely to be more, than fifty per cent (50%) but less than seventy five per cent (75%) of the assets of the Company;
- (b) approved by a Special Resolution if the value of the transaction is, or is likely to be, seventy five per cent (75%) or more of the value of the assets of the Company; or
- (c) made contingent on approval by Ordinary or Special Resolution, as the case may be.

18. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

18.1 Notice of meeting

- (a) A Director or, if requested by a Director to do so, the Company Secretary, may convene a meeting of the Executive Committee by giving notice in accordance with this clause 18.1.
- (b) A notice of a meeting of the Executive Committee shall be sent to every director, and the notice shall include the date, time, and place of the meeting and the matters to be discussed.
- (b) An irregularity in the notice of a meeting shall be waived where all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all directors entitled to receive notice of the meeting agree to the waiver.

18.2 Method of holding meetings.

A meeting of the Executive Committee shall be held either:

- (a) by a number of the directors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- (b) by means of online, audio, or audio and visual, communication by which all directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

18.3 Quorum

- (a) A quorum for a meeting of the Executive Committee shall be 50% of the directors.
- (b) No business shall be transacted at a meeting of directors if a quorum is not present.
- (c) A director having an interest as specified in clause 19, is to be counted in a quorum notwithstanding his interest.

- (d) If within fifteen (15) minutes past the time appointed for any meeting of Executive Committee, the quorum is not present, such meeting shall stand adjourned to the next day at the same time and place provided such day is a working day and otherwise to the next following working day; if at such adjourned meeting a quorum is not present, the directors present not being less than two (2) shall form a quorum and may transact the business standing to the order of the day.

18.3 Chairperson of Executive Committee Meetings

The Chairperson of the Executive Committee will preside at every Executive Committee meeting. Where at a meeting of the Executive Committee the Chairman is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the directors present shall choose one of their number to be Chairman of the meeting.

18.4 Voting

- (a) Every director shall have one vote.
- (b) The Chairperson shall have a casting vote.
- (c) A resolution of the Executive Committee shall be passed if it is agreed to by a majority of the directors present.

18.5 Minutes

The Executive Committee shall ensure that minutes are kept of all proceedings at meetings of the Executive Committee.

18.6 Resolution in Writing

- (a) A resolution in Writing, signed or assented to, by all the directors then entitled to receive notice of an Executive Committee meeting, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held.
- (b) Any such resolution may consist of several documents in like form each signed or assented to by one or more directors.

- (c) A copy of any such resolution shall be entered in the minute book of Executive Committee proceedings.

19. REMUNERATION AND OTHER INTERESTS OF DIRECTORS

19.1 Authority to remunerate Directors

- (a) The Members by Ordinary Resolution, or the Executive Committee if it is satisfied that to do so is fair to the Company, shall approve:
 - (i) the payment of remuneration (or the provision of other benefits) by the Company to a director for his services as a Director, or the payment of compensation for loss of office; and
 - (ii) the making of loans and the giving of guarantees by the Company to a director in accordance with section 159 (6) of the Act.
- (b) The Board shall ensure that, forthwith after authorising any payment under clause 19.1(a), particulars of such payment are entered in the Interests Register, where there is one.
- (c) Notwithstanding the provisions of this clause, the Members of the Company may, by Unanimous Resolution or by Unanimous Members' Agreement, approve any payment, provision, benefit,
- (d) assistance or other distribution referred to in section 159 of the Act provided that there are reasonable grounds to believe that, after the distribution, the Company is likely to satisfy the Solvency Test.

19.2 Other offices with Company held by Director

- (a) Any director may act by himself, or his firm in a professional capacity for the Company; and the director or the director's firm will be entitled to remuneration for professional services as if the director were not a Director. Nothing in this clause shall authorise a Director or a director's firm to act as auditor for the Company.

- (b) A director may hold any other office in the Company (other than the office of auditor), for such period and on such terms (as to remuneration and otherwise) as the Executive Committee shall determine.
- (c) Other than as provided in clause 16.6, a director shall not be disqualified by virtue of his office from entering into any transaction with the Company. Any such transaction will be valid and enforceable to the same extent as if he was not a director and not in a fiduciary relationship with the Company. No such director shall be liable to account to the Company for any profit realised by the transaction by reason of the director holding that office or of the fiduciary relationship thereby established.

19.3 Notice of interest to be given

- (a) A director shall, forthwith after becoming aware of the fact that he is interested in a transaction or proposed transaction with the Company, cause to be entered in the Interests Register, where it has one, and, where the Company has more than one director, disclose to the Executive Committee of the Company:
 - (i) where the monetary value of the director's interest is able to be quantified, the nature and monetary value of that interest; or
 - (ii) where the monetary value of the director's interest cannot be quantified, the nature and extent of that interest.
- (b) A director shall not be required to comply with Clause 19.3(a) where:
 - (i) the transaction or proposed transaction is between the director and the Company; and
 - (ii) the transaction or proposed transaction is or is to be entered into the ordinary course of the Company's business and on usual terms and conditions.
- (c) For the purposes of clause 19.3(a), a general notice entered in the Interests Register, where there is one, or disclosed to the Executive Committee that a director is a shareholder, director, officer or trustee of another company or other

person and is to be regarded as interested in any transaction which may, after the date of the entry or

- (d) disclosure, be entered into with that Company or person, is a sufficient disclosure of interest in relation to that transaction.
- (e) A failure by a director to comply with Clause 19.3(a) shall not affect the validity of a transaction entered into by the Company or the director.

20. SECRETARIAT

20.1 The Directors may appoint a General Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke that appointment. The General Manager will be a director of the Company.

20.2 Where a General Manager ceases to be a General Manager for any reason whatsoever, his appointment as Director shall automatically lapse.

20.3 The directors may entrust to and confer upon the General Manager any of the powers exercisable by them with such restrictions as they think fit, and either generally or, to the exclusion of their own powers, subject to section 131 of the Act, and the directors may revoke, alter, or vary, all or any of these powers.

20.5 The Executive Committee is authorised to entrust its day-to-day business to the Company Secretariat which shall be managed by the General Manager.

21. INDEMNITY AND INSURANCE

21.1 Indemnity of Directors and employees

- (a) The Executive Committee shall cause the Company to indemnify a director or employee of the Company for costs incurred by him in any proceedings:

- (i) that relates to liability for any act or omission in his capacity as a director or employee; and
 - (ii) in which judgment is given in his favour or in which he is acquitted or which is discontinued.
- (b) The Executive Committee shall cause the Company to indemnify a director or an employee of the Company in respect of:
 - (i) liability to any person other than the Company for any act or omission in his capacity as a director or employee; or
 - (ii) costs incurred by the director or employee in defending or settling any claim or proceedings relating to any liability under clause 21.1(a) above; not being criminal liability or liability for the breach of section 131 of the Act.

21.2 Insurance of Directors and employees

- (a) The Executive Committee shall cause the Company to effect insurance for directors and employees of the Company or a related company in respect of:
 - (i) liability not being criminal liability for any act or omission in his capacity as a director or employee; or
 - (ii) costs incurred by such directors or employees in defending or settling any claim or proceedings relating to any such liability; or
 - (iii) costs incurred by a director or employee in defending any criminal proceedings that have been brought against the director or employee in relation to any act or omission in that person's capacity as director or employee, in which he is acquitted or in relation to which a nolle prosequi is entered.

- (b) The directors who vote in favour of a decision to effect insurance under clause 21.2(a) shall sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Company.
- (c) The Executive Committee shall ensure that particulars of any indemnity given to, or insurance effected for, any director or employee of the Company or related Company are forthwith entered in the Interests Register, where there is one.

21.3 Definitions.

For the purpose of this clause 21, "director" includes a former director and "employee" includes a former employee.

22. SECRETARY

The Executive Committee shall, subject to section 163 (3) of the Act, appoint the General Manager as the Company Secretary in accordance with sections 163 and 164 of the Act, for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by it. The Executive Committee may, during any period that the position of General Manager is vacant, appoint one of its members or the Company's lawyer to be the Secretary.

23. WINDING UP

23.1 If the Company is wound up while a person or organisation is a member or within one year after that person ceases to be a member, every member of the Company will contribute such amount as may be required (not exceeding Rs50) to the assets of the Company, for payment of the Company's debts and liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the members among themselves.

23.2 If on the winding up or dissolution of the Company there remains any surplus property after satisfaction of the Company's debts and liabilities, the surplus shall not be paid to the members of the Company, but shall be either:

- (a) given or transferred to some other institution or institutions having objects similar to the objects of the Company; or
- (b) if no such institution can be found, paid to one or more charitable trusts, institutions, associations or companies formed or existing in order to conduct research for the public benefit into electronic networking and/or related disciplines and subject areas. If no such repayment is possible, any surplus shall be applied to charitable objects. In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution.

24. COMMON SEAL, AUTHENTICATION OF DEEDS AND DOCUMENTS

- 24.1 The Company may have a seal, known as the common seal, which shall contain the name of the Company and which shall not be affixed to any instrument without the authority of the Executive Committee.
- 24.2 The common seal may be affixed to any instrument, including a deed, and if not so affixed, the validity of the execution of the instrument will be determined in accordance with section 181 of the Act.
- 24.3 All instruments, deeds, acts and documents executed on behalf of the Company may be in such form and contain such powers, provisos, conditions, covenants, clauses and agreements as the Executive Committee shall think fit, and shall be signed either by two directors or by one director and one of the secretaries or by such other person or persons as the Executive Committee may from time to time appoint.
- 24.4 All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Company and all cheques or orders for payment shall be signed either by two directors or by one director and one of the secretaries or by such other person or persons as the Executive Committee may from time to time appoint.
- 24.5 Cheques or other negotiable instruments paid to the Company's bankers for collection and requiring the endorsement of the Company, shall be endorsed on

its behalf by one of the directors or by one of the secretaries or by such other officer as the Executive Committee may from time to time appoint.

- 24.6 All moneys belonging to the Company shall be paid to such bankers as the directors shall from time to time appoint and all receipts for money paid to the Company shall be signed by one of the directors or by one of the secretary or by such other officer as the Executive Committee may from time to time appoint and such receipt shall be an effectual discharge for the money therein stated to be received.

25. ACCOUNTS

The Executive Committee shall cause proper accounting and other records to be kept as required by the Act, and shall make available such accounting and other records for inspection in accordance with sections 225 to 228 of the Act.

26. AUDIT

Auditors shall be appointed and removed and their duties and remuneration regulated in accordance with Sections 165 to 209 of the Act.

27. SERVICE OF DOCUMENTS

The service of documents on or by the Company shall be regulated in accordance with sections 323 to 328 of the Act.