

Dear Techies,

As you may know, the Uganda Internet eXchange Point (UIXP) was conceived in 2001 as a private company with a not-for-profit association governance model whereby each connected network should have an influence on, and stake in, company governance.

While the not-for-profit IXP association governance model has since become one of the most common and successful across the African region, we have determined that it cannot be effectively implemented at the UIXP without significant changes to our Articles of Association and Memorandum. The current version of these documents, which define the objectives of our company, its structure, and the rules by which it is governed:

- 1) Are enormous in length, disorganized, and full of cryptic legal jargon. This makes them very difficult to understand which, in turn, makes them very difficult to implement.
- 2) Give excessive powers to Directors sufficient for them to expropriate control of the association from its members. This poses a long-term threat to the stability of the governance model and the overall success of the exchange.
- 3) Do not recognize association members other than those listed on the official versions filed at Companies House. Because of this, and in order for the association to maintain an up-to-date membership roster, these documents must be altered and re-filed every time a network joins or leaves the exchange. This is a prohibitively costly, time consuming, and labour intensive process.

As a result, the UIXP has never been able to realize its potential as a private not-for-profit association, and very few of the networks connected to our infrastructure are legally recognized members of the association.

In the interest of resolving these issues, and in order to give the association an opportunity to function as it was originally intended, we have drafted significantly reworked versions of these documents which we propose to enact in law. They are designed to:

- A. Be easier to understand: Our proposal eliminates numerous inappropriate and/or redundant clauses, closes loopholes, and uses plain language wherever possible. The combined length of the documents has been reduced from 30 pages to 12 (given equivalent formatting).
- B. Restore checks and balances: Our proposal aims to ensure that an appropriate and permanent balance of power exists between association Members and Directors. Issues regarding election procedures, candidate eligibility, conflicts of interest, and term limits have also been addressed.
- C. Give everyone a vote: Our proposal would legitimize the membership of every network currently connected to the exchange and allow them to vote in association meetings. In addition, it would allow new networks to join the exchange and gain full legal membership simply by signing a contract and adhering to association policy.

- D. Give the wider community a voice: Trusted individuals and organizations (e.g. an ISPA) can be elected as “Trustee” members and play a role in the governance process. The addition of this new membership class also helps to resolve the roster management issue outlined in point #3.

- E. Be practical: Other changes include an allowance for electronic participation and voting in company meetings.

Attached is a final draft of these new documents along with a copy of the originals for reference. I strongly encourage everyone to review them and submit feedback in order to help us ensure that they can serve as an effective and sustainable foundation for the company going forward. If there is anything you do not understand or need clarification on, please do not hesitate to ask.

Our goal is to achieve consensus and finalize the document by December 11th. If that is successful, we will then work toward implementation.

Special thanks to Douglas Onyango and our legal team, Kasirye Byaruhanga & Company, for their invaluable assistance during this process.

Regards,
Kyle Spencer