



TUESDAY



A27 *A1L4ZQLM* #318
06/11/2012
COMPANIES HOUSE

INTERNATIONAL AGRICULTURAL EXCHANGE ASSOCIATION

**Minutes of the International Board Meeting held on
Friday 1st June 2012, was held at the Monk Bar Hotel, York, UK**

The members listed below are those who have been previously elected by their country to sit as the International Board representative

Present:	Charlotta Hibbs	USA	USA Board
	Russell Whiteman	Australia	Australian Host Family
	Lars Peter Sorensen	Denmark	Danish Board
	David Leslie	New Zealand	Deputy New Zealand Board
	Tammy Smith	Canada	Canadian Board
	Heidrun Kjoren Bugten	Norway	Norway Alumni
	Andreas Sorby	Sweden	Swedish Board
	Graeme Ditty	UK	UK Board

In Attendance:	Bryan Lovegrove	IAEA Executive Director
	Clare Wass	IAEA Operations Manager

By Invitation AgriVenture Global Country Managers
 AgriVenture Global Corporate Board members
 Remi Martinier Experience International, France
 Antje Sternagel, IAEA Past International president

Plus in addition 6 IAEA members observing the Board meeting

IB/1/12 Chairman's Welcome

Lars Peter Sorensen welcomed the International delegates to the meeting and thanked the International Board members for their work. Lars Peter welcomed other delegates who were attending the Board meeting and mentioned that it is not normal practise for non-Board delegates to speak, however given the recent changes with IAEA it was decided to change the format of the IAEA International Board meeting. Everyone attending the meeting would have equal opportunity for speaking on any subject. Should anything be put to a vote, then it would only be the elected IAEA International Board members who were entitled to vote. This suggestion was warmly welcomed by everyone.

Lars Peter went on to thank everyone for their support and understanding in regard to the establishment of AgriVenture Global and explained that the reports and discussion through the meeting would explain the full extent of the work that had taken place since the IAEA International Board had met in Billings, Montana, USA

IB/2/12 Correspondence

A letter had been received from Andrea Chalmers past IAEA International President, from New Zealand who wished everyone a successful Celebration and looked forward to seeing everyone in the near future

IB/3/12 Introduction of International Board Members

Bryan Lovegrove read through the country representatives for the forthcoming year and wished them well in their role

Country	Country Representative	First Term Dates	Second Term Dates
Australia H F	Russell Whiteman	2012 - 2014	2014 - 2016
Denmark	Lars Peter Sorensen	2010 - 2012	2012 - 2014
Canada	Tammy Smith	2012 - 2014	2014 - 2016
New Zealand	David Leslie	2010 - 2012	2012 - 2014
Norway	Heidrun Bugten	2010 - 2012	2012 - 2014
Sweden	Andreas Sorby	2008 - 2010	2010 - 2012
UK Board	Graeme Ditty	2010 - 2012	2012 - 2014
USA Country Board	Charlotta Hibbs	2009 - 2011	2011- 2013

Particular welcome was made to Tammy Smith who had taken on the role of IAEA President for the Canadian Board Everyone was pleased that Tammy was able to attend the IAEA International Board meeting, at relatively short notice

IB/4/12 To move "that the minutes of the meeting of the International Board held in Billings, Montana, USA on Friday 1st June 2011, having been circulated, be taken as read and confirmed and signed by the Chairman

The minutes that had been circulated to all International Board members were agreed by the International Board following a proposal from Russell Whiteman and seconded by David Leslie

IB/5/12 Matters arising from the International Board Minutes

Bryan Lovegrove went through the minutes, highlighting any particular points that needed to be noted Some items would appear later on the International Board agenda and so would be discussed then

IB/6/12 Introduction to AgriVenture Global Key Personnel

Lars Peter Sorensen welcomed the following to the meeting

AgriVenture Global Programme Managers

Jessica Lopez – Programme manager for the USA
Allison Sarauer – Programme manager for Canada
Clare Wass – AgriVenture Global Operations Manager
Ian Norman – Programme manager for Denmark
Chelsea March – Programme manager for Australia
Pauline Norrish – Programme manager for New Zealand

Corporate Board

Chris Cocks – Legal Director
Jacob Krog – Finance Director
Lars Peter Sorensen – International President, Director
Bryan Lovegrove – CEO AgriVenture Global, Director
Mark Greenshields – Business Director, unable to attend

IB/7/12 Reports on the first year of AgriVenture Global

Lars Peter Sorensen, Bryan Lovegrove and Clare Wass gave an overview of the initial establishment of AgriVenture Global and the challenges of taking the administration from HHK. Credit was given to all of the new AgriVenture Global staff members and also for all of the continued support from IAEA members around the world.

The initial stage of work was to establish each of the country offices and set up all of the requirements needed to process the trainees that had been handed over from HHK. This included the details needed for all of the complex visa requirements. The next stage was to look at what promotion was needed to attract the potential Trainees as well as working with the existing Host Family network to help ensure that all the Trainees were placed.

With a great deal of understanding from everyone, we have managed to establish AgriVenture Global and will continue to develop the business where needed using the skills and expertise from the IAEA International Board, Staff members and Corporate Board.

Alongside the office establishment we have the new AgriVenture web site, which has proved to be a great success, with the vast majority of Trainee applications now coming in through on line. All of the AgriVenture Global offices use an online management system (OMS) to track and process each Trainee. This is proving to be very successful and earlier this week all conference delegates heard, first hand, from Rob Daley about the AgriVenture Web site, the OMS system and the developments that we are currently working on.

IB/8/12 Report from the Corporate Board meeting

The members of the Corporate Board had met earlier in the week and a report of the main points was given by Chris Cocks and Jacob Krog. The Corporate Board were focussed on the successful implementation of the AgriVenture Global business and hold a telephone conference call each month to talk over the progress so far and what action is needed next. At the meeting the focus was on the details of the Articles of Association and the Memorandum of understanding for AgriVenture Global. During the initial registration we had used standard versions of these documents that were supplied by company's house in the UK. However, there was a need to get these documents to reflect the true nature of the AgriVenture Global business. At the Corporate Board meeting the documents had been gone through, line by line.

Jacob Krog and Chris Cocks explained that at the outset of AgriVenture Global, the IAEA International Board had agreed to fund the business through the reserves of IAEA. Discussion took place as to whether or not there was an expectation that these funds would be repaid. Everyone had the expectation that once AgriVenture Global was established and running well any surplus funding would be transferred across to IAEA to enhance the work of IAEA, provide more promotional activity and help develop AgriVenture programmes. Following discussion it was recognised and agreed that IAEA held the majority shareholding in AgriVenture Global and that the intention would be that the original value of that Share Capital would be repaid to IAEA when there was sufficient funds available so as to not leave funding short within AgriVenture Global for the business to operate efficiently.

Chris Cocks explained what changes had been made and why it was important that the correct information was included in both the Articles of Association and the Memorandum of Understanding. Following further clarification to ensure everyone was fully aware of the amendments Charlotta Hibbs proposed that the two documents be approved by the IAEA International Board. The proposal was seconded by Andreas Sorby, this was unanimously agreed by the IAEA International Board.

Chris Cocks and Jacob Krog also explained to the IAEA International Board that the Corporate Board is looking into how potential additional funds might be raised, particularly in the short term to help inject capital into AgriVenture Global. The funds would be used to strengthen the financial base of the company and, when needed, help fund potential expansion. The initial suggestion is to offer the purchase of shares in AgriVenture Global. This area of the business would be fully investigated and the IAEA International Board would be kept fully informed of any progress in this area.

Clarification was asked about the Corporate Board and its authority. Chris Cocks explained that all Directors were initially nominated and then needed approval by the IAEA International Board. The IAEA International Board also had the authority to remove Directors if needed. The AgriVenture Global Corporate Board was established by the IAEA International Board to run the business of AgriVenture Global. This decision meant that the Corporate Board would act in good faith and make decisions that would help to ensure the long term success of the business. The Directors have a legal duty to run the company in a fit and proper way but would not be personally liable if court action was taken out against them. The shareholders of AgriVenture Global were IAEA, the membership organisation.

The Corporate Board also has the responsibility for the employment of the AgriVenture Global CEO.

During the Corporate Board meeting other areas that were covered included a review of the current staffing, the AgriVenture web site development, strategic development and the management of finances in the AgriVenture Global offices.

IB/9/12 Strategic Development

It was recognised that whilst much of the initial work has been for the establishment of AgriVenture Global, it was also important that everyone looked at the potential options for the future and how we could continue to best match AgriVenture Trainees with the current and future placements. Placements should reflect the wide range of knowledge, skills and experience that Trainees have.

Further options within viticulture, equine and harvest placements would also be investigated.

IB/10/12 Country Reports

At this point in the meeting each Country in turn was given the opportunity to give a verbal report on the work that had been taking place within the membership association and also with AgriVenture programmes. The reports were extremely positive and uplifting, particularly given the new format where the IAEA International Board member together with the member of staff were able to report to the IAEA Board.

IB/11/12 Finance

The Executive Director gave a detailed review of the income and expenditure for IAEA during 2011. The full copy of accounts was available for International Board members and if anyone had any detailed questions these could be answered at any time, not just during the IAEA official meetings.

The IAEA accounts reflected the fact that the majority of the reserves had been transferred across to fund the establishment of AgriVenture Global. This was recognised by the IAEA International Board.

Bryan Lovegrove also explained that the AgriVenture Global Country offices had established bank accounts and were now running their own finance packages. Finance information is reviewed each month by the Corporate Board. Within the UK office Clare Wass had compiled the financial accounts for the UK and the other European Countries and whilst it was not a reflection on the world wide accounts, these accounts were shown to the IAEA International Board. It was explained that the intention was to have a complete financial statement as soon as possible that would show the detail of the world wide AgriVenture Global finances for the period 1st July 2011 through to 31st December 2011.

The Corporate Board have agreed that a single finance package will be investigated so that each AgriVenture Global office would be using the same software. This is currently being undertaken.

IB/12/12 Membership

Several IAEA Alumni Associations had seen a fall in the number of Past Trainees who were coming through to join the Alumni Association. It was recognised that there may well be a number of reasons for this. The IAEA International Board discussed several reasons for the decline in numbers and several suggestions were put forward for discussion.

A proposal was made that a 5 year IAEA membership fee be included with the programme price that is paid for by each Trainee. This would then enable each Country to stay in touch with all returning Trainees and help to get them involved in the Country Alumni Association. The 5 year fee would include both the International and Country fees. The proposal was put forward by Andreas Sorby and seconded by David Leslie and agreed by the IAEA International Board.

Over the longer term we will need to look at potential additional benefits of a past Trainee becoming a longer term member of an Alumni Association.

It was hoped that once AgriVenture Global had become established and numbers have started to increase, we might see an increased number of past Trainees becoming a member of the Country Alumni.

IB/13/12 International Conference

There was agreement that the format and style of the 2012 Conference had worked very fully and would be a foundation that we would build on in future years.

The International Conference in 2013 would be held in New Zealand. Following detailed discussion the International Board agreed that the Conference should be held in early March. Whilst this did not suit everyone, it was felt that this was the best compromise.

Lars Peter Sorensen put forward the suggestion that the International Conference in 2015 should be held in Denmark as this would mark the 50th Anniversary of IAEA. This was agreed.

Should any country wish to host the IAEA international Conference in 2014, could they inform Bryan Lovegrove so that the initial plans and location can be made.

IB/14/12 Any Other Business

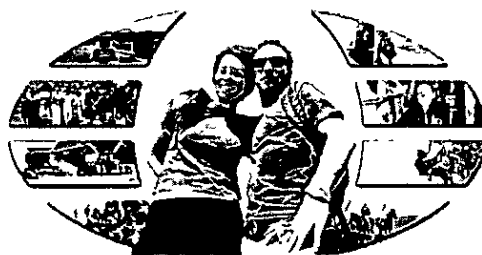
It was noted that there was no longer a requirement to have 50 members of a Country Association as part of the IAEA constitution. However the IAEA International Board have the guideline of 50 paid up members per Association as the fees received goes towards the costs of attendance at IAEA International Board meetings.

The Danish Board had asked about the provision to attract 'B' members into the Danish Alumni events. The 'B' members might be participants from other exchange programmes. It was noted that there is already made provision for this within the IAEA Constitution.

It was recognised that the current Interview form that is used, is in need of updating. It was suggested that 2 or 3 people work on this following the International Conference. Richard Moore, Jessica Lopez and Andreas Sorby agreed to assist Clare Wass with this role.

Signed

Date



**Minutes of the Annual General Meeting Held on Friday 1st June 2012,
at the Monk Bar Hotel York, England**

Present Lars Peter Sorensen International President
Approximately 25 members of the Association plus guests

In Attendance Bryan Lovegrove, IAEA Executive Director
Clare Wass, IAEA Operations Manager

Apologies There were none

AG/1/12 Chairman Welcome

Lars Peter Sorensen welcomed all IAEA members to the International AGM and explained that this was the opportunity for any member of the organisation to attend and put any questions or comments forward in regard to IAEA or AgriVenture programmes

AG/2/12 Notice Of Meeting

The Executive Director informed the meeting of the notice convening the meeting which had been printed in the December 2011 issue of the World Agri News

AG/3/12 Minutes of the 2011 Annual General Meeting

The Meeting approved the minutes as circulated of the 2011 Annual General Meeting, held in Billings, Montana, USA The minutes were proposed by Lars Peter Sorensen and seconded by Andreas Sorby

AG/4/12 Matters Arising from the Minutes

There were none

AG/5/12 Presentation and Approval of The Annual Report of the Board of Directors

The President presented the Annual Report to the Board of Directors The report was seconded by Julie Bettink and approved by the meeting

AG/6/12 Financial Report from Executive Director

The Executive Director presented the IAEA membership statement of accounts for the financial year to 31st December 2011, giving full detail of all aspects of the accounts The report was adopted on a motion by Lars Peter Sorensen and seconded by Russell Whiteman

AG/7/12 Proposals and Resolutions

- a) The amended Articles of Association and Memorandum of Understanding had been fully explained by Chris Cocks and these were put to the meeting for approval. David Leslie proposed the adoption of both documents and this was seconded by Tammy Smith and agreed by the membership.
- b) Trainee Allowances 2012-2013. Following discussion with the Board it was agreed that each Board member would investigate the Trainee Allowance rates for their respective Countries and would report the detail to the IAEA International Office by 1st August 2012.

AG/8/12 International President and Vice President

Russell Whiteman proposed that Lars Peter Sorensen from Denmark be elected as the IAEA International President, this was seconded by David Leslie and agreed by the membership. Graeme Ditty proposed that Andreas Sorby from Sweden be elected as Vice President, this was seconded by Tammy Smith and agreed by the membership.

AG/9/12 Confirmation of New Board Members

The following members have been nominated to serve on the Board for the ensuing two years and the appointments were confirmed unanimously.

Country	Country Representative	First Term Dates	Second Term Dates
Australia H F	Russell Whiteman	2012 - 2014	2014 - 2016
Denmark	Lars Peter Sorensen	2010 - 2012	2012 - 2014
Canada	Tammy Smith	2012 - 2014	2014 - 2016
New Zealand	David Leslie	2010 - 2012	2012 - 2014
Norway	Heidrun Bugten	2010 - 2012	2012 - 2014
Sweden	Andreas Sorby	2008 - 2010	2010 - 2012
UK Board	Graeme Ditty	2010 - 2012	2012 - 2014
USA Country Board	Charlotta Hibbs	2009 - 2011	2011 - 2013

The President welcomed the new members to the International Board and thanked the retiring Board Members for their services to the organisation.

AG/10/12 Election Of Auditors

It was agreed that Messres Duncan Toplis be appointed as Auditors for 2012 on a motion by Andreas Sorby and seconded by Heidrun Bugten. All agreed by the Meeting.

AG/11/12 Any Other Business

There was none.

AG/12/12 Installation of New President

Lars Peter Sorensen was installed as the new President for the IAEA International Board.