



INTERNATIONAL ASSOCIATION OF UNIVERSITY PRESIDENTS

IAUP Board of Directors Meeting

June 20, 2011 / NYC

Agenda

1. **Confirmation of meeting of the current IAUP Charity Board**
[Michael & Sven present themselves as only voting members]
2. **Agreement to Accept the amended Articles of Association**
[Michael & Sven sign the form]
3. **Resignations from current IAUP Charity Board of Directors**
[Sven signs form]
4. **Confirmation of Notice, Roll and Appointment of Chair for the newly constituted Charity**
[Nine members are recognized, confirm receiving notice and Barham becomes chair in new role as IAUP Chancellor]

5. Articles of Association

Recognition: The previous Board of Directors have amended the Articles of Association and the new Board accepts them

Resolved: that the executed written resolution be forwarded by the Company Secretary for filing within the appropriate time limit and that each member of the Executive Committee (including Directors) be issued with a copy of the Articles of Association for information.

6. Admission of New Members

Resolved: Any person who had consented be formally admitted to the membership of the Company and asked to provide the details required to enable the Secretary of the Company to update the Company's Register of Members

7. Dr. Sven Caspersen Acknowledgement

Resolved: that Dr. Caspersen's letter be acknowledged and he be thanked for his efforts whilst in office, and his letter be forwarded to the Secretary of the Company to enable the necessary filings to be submitted.

8. Byelaws

Resolved: that the Byelaws be adopted and made available to every member of the General Assembly on request.

9. Transfer of Assets of the Association

Resolved: that it is within the best interests of the Company to accept this grant and that _____ be authorized to take any step necessary to affect acceptance.

10. Adjourn

INTERNATIONAL ASSOCIATION OF UNIVERSITY PRESIDENTS

(the 'Company')

Minutes of a meeting of the board of directors of the Company held at the Marriott Marquis Hotel, 1535 Broadway, New York, New York on 20 June 2011 at 3:30 pm

Present: Michael Adams
Heitor Gurgulino
Neal King (Secretary)

and in Carmen Lamagna
Barham Madain (Chairman)
~~José Rodríguez~~ (absent)

attendance: Alvaro Romo
Toyoshi Satow
Ichiro Tanioka

1. Notice, quorum and chairman

It was noted that due and proper notice had been given to all the directors and that a quorum was present. Barham Madain was appointed Chairman and Neal King was appointed Secretary for the purposes of the meeting.

2. Articles of Association

2.1 It was noted that the Articles of Association of the Company had been amended by written special resolution.

2.2 **It was resolved** that the executed written resolution be forwarded to the Company Secretary for filing within the appropriate time limit and that each member of the Executive Committee (including the Directors) be issued with a copy of the Articles of Association for information.

3. Admission of new Members

3.1 It was noted that each member of the existing General Assembly of the unincorporated association known as the International Association of University Presidents (the 'Association') had been invited to consent to membership in the Company. Any such person who had not confirmed his or her consent prior to the recent Triennial meeting of the Association's General Assembly had been invited to consent at or immediately after that

meeting. Any such person who had not consented prior to the General Assembly meeting and who did not attend that meeting would be contacted afterwards to afford them an additional opportunity to consent to membership.

- 3.2 **It was resolved** that any person who had consented be formally admitted to membership of the Company and asked to provide the details required to enable the Secretary of the Company to update the Company's Register of Members.

4. **Sven Caspersen**

4.1 It was noted that a letter of vacation of the office had been received from Sven Caspersen, who had served as a Director of the Company from its incorporation. Dr. Caspersen ceased office with effect from the adoption of the Company's amended Articles of Association but will remain a member of the General Assembly of the Company and a 'member' for the purposes of company law.

- 4.2 **It was resolved** that Dr. Caspersen's letter be acknowledged and he be thanked for his efforts whilst in office, and his letter be forwarded to the Secretary of the Company to enable the necessary filings to be submitted.

5. **Byelaws**

5.1 There was produced to the meeting a document containing a set of draft Byelaws made pursuant to Article 17.10 of the Articles of Association and drafted so as to substantially reflect the terms of the Charter of the Association.

- 5.2 After careful consideration **it was resolved** that the Byelaws be adopted and made available to every member of the General Assembly on request.

6. **Transfer of Assets of the Association**

6.1 It was noted that an unrestricted grant of the whole of the remaining cash assets of the Association was planned to be made to the Company and that the Association thereafter would be wound up and all future activities be undertaken exclusively through the Company.

- 6.2 **It was resolved** that it was within the best interests of the Company to accept this grant and that J. Michael Adams be authorised to take any step necessary to affect acceptance.

7. **Close**

There being no further business the Chairman declared the meeting closed.

Chairman

Secretary