

COMPANIES ACTS, 1963 TO 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

DUBLIN YOUTH ORCHESTRAS CEOLFHOIRNE NA NÓG ÁTHA CLIATH

- 1.. The name of the Company is DUBLIN YOUTH ORCHESTRAS CEOLFHOIRNE NA NÓG ÁTHA CLIATH.
2. The main objects of the Company are:-
 - 2.1 to advance education in the art and science of music;
 - 2.2 to promote the appreciation of music; and
 - 2.3 to promote orchestral and chamber music playing among young people in Ireland through the operation of orchestral and chamber music groups.
3. In pursuance of its main objects the Company may, without limitation:-
 - 3.1 raise funds for a charitable purpose;
 - 3.2 carry on any activity which may seem to the Company capable of being conveniently carried on in connection with its main objects;

- 3.3 make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other mercantile instruments;
 - 3.4 acquire by purchase, exchange, lease, fee farm grant or otherwise any lands, tenements or hereditaments;
 - 3.5 carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with its main objects;
 - 3.6 enter into an arrangements with a government or public authority that may seem conducive to the Company's main object;
 - 3.7 procure that the Company is registered or recognised in any foreign country, colony, dependency or place;
 - 3.8 pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company; and
 - 3.9 do all such other things as may be deemed incidental or conducive to the attainment of the Company's main objects.
4. The liability of the members is limited.
 5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.

WINDING UP

6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

7. The income and property of the Company shall be applied solely towards the promotion if its main objects as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:-
 - 7.1 reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - 7.2 interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company;

- 7.3 reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the Company;
- 7.4 reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company; or
- 7.5 fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.

ADDITIONS, ALTERATIONS OR AMENDMENTS

- 8. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

We, the persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

COMPANIES ACTS, 1963 TO 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

DUBLIN YOUTH ORCHESTRA CEOLFHOIRNE NA NÓG ÁTHA CLIATH

1. In these Articles:-

"Act" means the Companies Act 1963;

"Annual General Meeting" means an annual general meeting of the Company;

"Articles" means these Articles of Association;

"Auditors" means the auditors for the time being of the Company;

"Chairman" the person so appointed under Article 41 or Article 45 or, where appropriate, the person appointed to act as chairman of a meeting under Article 22 or Article 66;

"Company" means Dublin Youth Orchestras Ceolfhoirne na nÓg Átha Cliath;

"Council means the Council appointed under Articles 83 to 94;

"Director" means a director for the time being of the Company;

"DYO Year" means a period of twelve months beginning on 1st September;

“Extraordinary General Meeting” means an extraordinary general meeting of the Company;

“Member” means a member of the Company;

“Memorandum of Association” means the memorandum of association for the time being of the Company;

"Office" means the registered office for the time being of the Company;

“President” means the president of the Company appointed under Articles 97 to 104;

"Seal" means the common seal of the Company;

"Secretary" means the secretary for the time being of the Company;

“Specified Position” means one of the positions specified in Articles 42.1 to 42.8 inclusive;

“Subscription” means a subscription payable under Article 9.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 2,000 but the Directors may from time to time register an increase of members.
3. The persons who are members of the Company at the date on which these Articles are adopted and such persons subscribing to the objects of the Company as the Directors shall admit to membership shall be members of the Company.
4. A Member may by notice in writing to the Secretary of the Company resign his membership of the Company.
5. Membership of the Company shall cease on a Member's death.
6. The Directors may terminate a person's membership of the Company if:-
 - 6.1 subject to Article 7 he is in material breach of his obligations under the Articles;
 - 6.2 his conduct has been such that he is unfit to be a Member; or
 - 6.3 his conduct has been such that his continued membership of the Company would be injurious to it.
7. For the removal of doubt and without limitation a Member who fails to pay a Subscription when it falls due shall be conclusively presumed to be in material breach of his obligations under the Articles.
8. The Directors shall, before considering a resolution under which a person's membership of the Company may be terminated, afford him a reasonable opportunity to respond to any complaints which have been made regarding his conduct.

ANNUAL SUBSCRIPTION

9. The Directors may require that each Member pay a subscription to the Company in respect of a DYO Year.
10. The Company shall give notice to each Member of the amount of any such Subscription before 15th August in the DYO Year in respect of which it is payable, and such subscription shall be paid no later than 1st September in such year.
11. The Directors may require that a person who becomes a Member during a DYO year pays a reduced Subscription in respect of the remainder of that year, on the basis that such person shall be required to pay 1/365th of the full Subscription for every day which remains in such DYO Year when he becomes a Member.

GENERAL MEETINGS

12. All general meetings of the Company shall be held in the State.
13.
 - 13.1 Subject to Article 13.2 the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
 - 13.2 So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
14. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

16. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are under the Articles of the Company entitled to receive notices from the Company.
17. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors, the re-

appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twelve members present in person shall be a quorum.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
21. The Chairman shall preside as chairman at every general meeting of the Company, or if there is no Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
22. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
23. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the

original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - 24.1 by the Chairman, or
 - 24.2 by at least three members present in person or by proxy, or
 - 24.3 by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.
25. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
26. Except as provided in Article 28, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
28. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

29. Every member shall have one vote.
30. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
31. No Member shall be entitled to vote at any general meeting unless all money immediately payable by him to the Company has been paid.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
33. Votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
35. The instrument appointing a proxy shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

40. The first Directors shall remain in office until no later than the end of the first Annual General Meeting.
41. The Directors who are in office when these Articles are adopted shall, no later than 14 days after the date of adoption, co-opt additional Directors so that there are at least eight Directors. The board of Directors so constituted shall assign eight Directors to the Specified Positions. The Directors so co-opted shall remain in office until no later than the end of the first Annual General Meeting. Any such Director may be reappointed at such meeting.
42. Subject to Article 53 the Board shall consist of:-
 - 42.1 chairman;
 - 42.2 treasurer;
 - 42.3 assistant treasurer;
 - 42.4 symphony orchestra manager;
 - 42.5 concert orchestra manager;
 - 42.6 intermediate orchestra manager;
 - 42.7 junior orchestra manager;
 - 42.8 public relations officer; and
 - 42.9 up to four additional Directors.
43. A person may not be a Director unless he is a Member.
44. The general manager of the Company may attend meetings of the Directors.

APPOINTMENT

45. Subject to Articles 41 and 52 the Specified Positions shall be filled at the Annual General meeting.
46. Not more than 14 days before an Annual General Meeting a Member may nominate a person for appointment to one of the Specified Positions. Any such nomination shall be in writing.
47. At the Annual General Meeting the Members shall appoint a person to fill each of the Specified Positions. The term of office of a person who is so appointed shall expire at the end of the next Annual General Meeting. For the removal doubt a person whose term of office has so expired may, subject to Article 51, be reappointed, or may be appointed to another Specified Position.
48. If more than one person has been nominated to fill a Specified Position a vote will be held at the Annual General Meeting to determine which of the persons so nominated is to be appointed.
49. If only one person has been nominated to fill a Specified Position such person will be deemed to have been appointed at the Annual General Meeting.
50. A person shall not be appointed to fill a Specified Position unless:-
 - 50.1 (in the case of an appointment under Article 48 or 49 he has been nominated for such position under Article 42;
 - 50.2 (in any case) he has indicated in writing that he is will to accept such appointment.
51. A person may not hold a Specified Position for more than five successive terms.

52. 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 these Articles. For the removal of doubt the Directors may, under this Article 52, appoint a person to a Specified Position. Any Director so appointed shall hold office only until the next Annual General Meeting.
53. The Board may be deemed to be properly constituted, and may have full power to act, even if there is a vacancy in one or more of the Specified Positions.

BORROWING POWERS

54. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

55. The activities of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by the Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and these Articles, and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting: but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
56. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated

directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

57. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

58. The Directors shall cause minutes to be made in books provided for the purpose:-

58.1 of all appointments of officers made by the Directors;

58.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

58.3 of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

59. The office of Director shall be vacated if the Director:-

59.1 holds any office or place of profit under the Company; or

- 59.2 is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- 59.3 becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- 59.4 becomes of unsound mind; or
- 59.5 resigns his office by notice in writing to the Company, or
- 59.6 is convicted of an indictable offence unless the Directors otherwise determine; or
- 59.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Act.

VOTING ON CONTRACTS

- 60. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

REMOVAL OF DIRECTORS

- 61. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 62. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 61 Without prejudice to the

powers of the Directors under Article 52, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

PROCEEDINGS OF DIRECTORS

63. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
64. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.
65. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
66. The Chairman, if he is present, shall act as chairman at meetings of the Directors. If he is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
67. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

68. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
69. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
70. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
71. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

72. Subject to Section 3 of the Companies (Amendment) Act, 1982 the Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
73. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

74. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

75. The Directors shall cause proper books of accounts to be kept relating to:-
- 75.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 75.1 all sales and purchases of goods by the Company; and
 - 75.3 the assets and liabilities of the Company.
76. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
77. The books shall be kept at the Office or, subject to section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
78. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

79. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

80. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

NOTICES

81. A notice may be given by the Company to any member personally, by sending it by post to him to his registered address or, with his consent, by sending it to him by electronic mail to an address communicated by him to the Company for this purpose. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

82. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

82.1 every member;

82.2 every person being a personal representative or the Official Assignee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

82.3 the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

COUNCIL

83. The Company shall have a council which shall:-
- 83.1 have no more than 30 members;
 - 83.2 meet at least three times in each DYO Year;
 - 83.3 advise the Directors.
84. The first meeting of the Council shall be held on a date and a place which is prescribed by the Council. Thereafter Council meetings shall be held on such dates and at such places as the Council may prescribe.
85. Each Director who holds a Specified Position shall ex officio be a member of the Council:-
86. No later than 28 days after the date on which these Articles are adopted the Directors shall appoint up to 22 Council Members in addition to those who are members ex officio.
87. The Council Members who serve under Article 86 shall serve until the end of the first Annual General Meeting.
88. Not more than 14 days before an Annual General Meeting a Member may nominate up to 22 persons for appointment as Council Members. Any such nomination shall be in writing.
89. At the Annual General Meeting the Members shall appoint up to 22 Council Members.

90. A person may not be appointed as a Council Member at the Annual General Meeting who has been appointed at such meeting to a Specified Position.
91. If more than 22 persons (not being persons to whom Article 90 applies) have been nominated under Article 88 a vote will be held at the Annual General Meeting to determine which of the persons so nominated is to be appointed.
92. If no more than 22 persons (not being persons to whom Article 90 applies) have been nominated under Article 88 such persons will be deemed at the Annual General Meeting to have been appointed.
93. At an Annual General Meeting a person shall not be appointed or deemed to be appointed as an Elected Council Member unless:-
 - 93.1 he has been nominated under Article 88; and
 - 93.2 he has indicated in writing that he is willing to accept such appointment.
94. A person who is not a Member may not be a Council Member.
95. The term of office of an Elected Council Member shall expire at the end of the Annual General meeting following his appointment. For the removal of doubt a person whose term of office has expired may be reappointed.
96. The Directors shall report to each Council Meeting as to:-
 - 96.1 the Company's activities since the last Council Meeting;
 - 96.2 the current and projected financial position of the Company; and
 - 96.3 the Company's future plans.

PRESIDENT

97. A person shall be appointed as president of the Company.
98. The first President, whose term of office shall expire at the end of the first Annual General Meeting, shall be appointed by the Board not more than 14 days after the date of the adoption of these Articles.
99. Subject to Article 98 the President shall be appointed at an Annual General Meeting.
100. The rôle of the President shall be to represent the Company.
101. Subject to Article 98 a President shall be appointed for a term which shall expire at the end of the fifth Annual General Meeting after his appointment.
102. Not more than 14 days before an Annual General Meeting at which a President is to be appointed a Member may nominate a person for appointment. Any such nomination shall be in writing.
103. If more than one person has been nominated under Article 102 a vote will be held at the Annual General Meeting to determine which of the persons so nominated is to be appointed.
104. If only one person has been nominated under Article 102 such person will be deemed to have been appointed as President.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS