

Alchemiser Ltd. T/A Graphic Studio Dublin

Annual General Meeting/Extraordinary General Meeting

Thursday 1 25th September 2008 | 2 pm

Minutes:

Present:

| | |
|--------------------|---------------------------------|
| Ian Bewick | Board Advisor |
| Gerard Cox | Company Director/Company Member |
| Cliona Doyle | Company Director/Company Member |
| Brian Lalor | Chairperson/ Company Member |
| Geraldine O'Reilly | Company Director/Company Member |
| John O'Sullivan | Company Director |
| Adrienne Symes | Company Director/Company Member |

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|------------------------|--------------------------------|
| Yoko Akino | Company Member |
| Jean Bardon | Company Member |
| Gráinne Cuffe | Company Member |
| Clare Henderson | Company Member |
| Desmond Kenny | Company Member |
| Jennifer Lane | Company Member |
| Sharon Lee | Company Member |
| Louise Leonard | Company Member |
| Pamela Leonard | Company Member |
| James McCreary | Company Member |
| Liam O Broinn | Member |
| Ruth O'Donnell | Company Member |
| Noelle O'Keefe | Member |
| Ana Pais | Member |
| Caroline Patten | Company Member |
| Tom Phelan | Company Member |
| Marc Reilly | Company Member |
| Robert Russell | Company Member/Studio Director |
| Michael Timmins | Member |
| Katherine Van Uytrecht | Company Member |

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| Osgar O'Neill | Company Secretary/Administrator |
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In Attendance:

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| Catherine O'Riordan | Gallery Manager |
| Jackie Ryan | Chief Executive Officer |

Absent:

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| Niamh Flanagan | Company Member |
| Martin Gale | Company Director |
| John Graham | Company Member |
| Nickie Hayden | Company Director/Company Member |
| Siobhan Hyde | Company Member |
| Peter Knuttel | Company Member |
| Stephen Lawlor | Company Member |
| Maev Lenaghan | Company Member |

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| Niall Naessens | Company Member |
| Colm MacAthlaoich | Company Member |
| Kelvin Mann | Company Member |
| Philip Murphy | Company Member |

Proxies:

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| Clare Henderson | proxy for Niamh Flanagan proxy for Marta Wakula Mac |
| James McCreary | proxy for John Graham proxy for Niall Naessens |
| Catherine O'Riordan | proxy for Stephen Lawlor |
| Robert Russell | proxy for Nickie Hayden |

AGM:

Chairperson Opens AGM welcoming all attendees and thanks them for coming.

1. The report of the Auditors to be taken as read.
 - 1.1. 'print costs' discussed
2. Chairperson to address the meeting and propose the following:

Ordinary Resolutions

That the report of the Directors and certified Statement of Accounts for the year ended 31 December 2007 be approved and adopted.

Replacement of auditors by Gaby Smyth and Co. to act in office subject to the conditions of Section 160 of the Companies Act 1963, and that the Directors be, and are hereby authorised, to fix the remuneration of the Auditors.

2.1. **Approved**

3. Chairperson to approve and sign minutes of the previous Annual General Meeting, which are taken as read, agreed and signed.
 - 3.1. Production and level detail of minutes discussed.
Agreed to record Decisions.
4. Retiring Chairperson's Statement – Brian Lalor.
Welcomed new CEO. Made tribute to all those enabling move to new premises, through hard work and good luck. In 2007 board decided to increase staff to develop management skills at the Company. Importance of ethos of Graphic Studio Dublin as an artist-driven organisation. The acquisition of more professional administrative staff will not change this, the central ethos of the company. Update on progress of book, 'Ink Stained Hands' (the title is from Paul Muldoon's poem on Mary Farl Powers), was well advanced. The research is now completed and the book half written. It will be published in the Autumn of 2010 by Lilliput Press to coincide with Graphic Studio Dublin's 50th anniversary. It is being designed by Anne Brady of Vermillion Design, a leading firm in the field of art book design. The Studio has contributed E15,000 over three years towards the research and a further E60,000 is now required to fund the publication. Importance of keeping an eye on wage costs

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at Graphic Studio Dublin, which now exceed Arts Council Grant. Second ACCESS II application was successful - allocated E340,000. The grant, related to capital expenditure, is tied in to a contribution from GSD. The Archive of GSD prints is the subject of negotiations with IMMA. Enrique Juncosa, Director of IMMA, expressed IMMA's interest in acquiring the GSD archive. Members are asked annually to contribute a print, in January, from the previous year, to ensure continuation of this successful historic archive. As this will be the work by which individual artists may be accessed in the future, it is important that members give an example of their best work. Thanked the staff and members for contributing to the studio, gallery and projects during the year.

5. New Chairperson Geraldine O'Reilly's Statement

5.1. Geraldine O'Reilly stated that she is honoured to accept the post of Chairperson, This is her first Chair role and she intends to take it on for one year. Jackie Ryan is now running the company and has taken over most of the Board's executive roles. Thanks to Brian Lalor for all the hard work and long hours he has put in to the company. Now is the time for the studio artists to get their work on the international scene, opening international links to other studios and museums etc. The Paris exhibition is an example and will be the pilot for online sales through the new website.

6. CEO Report on behalf of Staff of Graphic Studio Dublin

Jackie Ryan opens by thanking Brian Lalor all his hard work on the Board, She is new to the staff in 2008 and is happy to be presenting a report at this AGM, Introduces her career to date; Holles Street Hospital Arts Officer 1993, Education Officer in National Gallery of Ireland 1993-8 (during Art into Art), Team Theatre 1998-2003, during major funding cuts of 2002 which lead Team to rally together in a similar way to the Graphic Studio Dublin members' fundraising. Draiocht Arts Centre, 2003-2008.

6.1. Staff – all staff are revenue earners which is unusual in the arts, all are paid under the national average for their posts. 40% of current team took pay-cuts to be here – they are here because they are passionate about Graphic Studio Dublin.

6.2. 2008 will see enormous improvements in certain aspects of the Company, including, corporate governance, financial management, the website, the use of the balance of members' fundraising which enables the completion of the Studio alongside ACCESS II funding, and better design from the Gallery in invites, e-vites and other print materials. During next year there will be challenges financially, but with a good company structure and the support of members, the organisation will become a world class fine art print organisation.

6.3. Gallery Report – Catherine O'Riordan

Sales up almost €100,000 on 2007, due to new clients, increase in art fair activity in Ireland, and a number of large corporate packages. Graphic Design in-house with Paula Kennedy now so much better, and more efficient. Mailing list condensed, and e-vites developed. Thanks to all the members for their support during the year.

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- 6.4. Project updates, including Edinburgh Residency, Poland Project, Planning on Artist's Proof, Revelation, Paris Show & 'Ink Stained Hands'. Kenny Gallery catalogue discussed. Culture Ireland, Arts Council, Bank Zachodni funding for projects.
- 6.5. Studio Report – Robert Russell.
Two studio moves now over. ACCESS II to mark final push to get building finished. Visiting Artists' Programme was cancelled by the board for 2 years but will recommence in 2009, with planning in place currently. Two new p/t Studio Assistant posts have been created. Welcome to Niamh Flanagan & Kath Van Uytrecht.

7. Retiring Chairperson to address the meeting and propose the following:

Ordinary Resolutions

The election of Directors:

- 7.1. The retirement of Martin Gale
- 7.2. The election of Donald Teskey
- 7.3. The re-election of Geraldine O'Reilly
- 7.4. The retirement of Nickie Hayden
- 7.5. The appointment of Pamela Leonard
- 7.6. The retirement of Brian Lalor
- 7.7. The election of Ian Bewick

8. Any Other Business

Special Resolutions

9. Extraordinary General Meeting
 - 9.1. Ratification of new Memorandum and Articles of Association **AGREED**
 - 9.2. Ratification of change of name from Alchemiser Ltd. to Graphic Studio Dublin Ltd. **AGREED**