

Queer Screen Limited

ACN 059 963 110

NOTICE OF ANNUAL GENERAL MEETING

AND EXPLANATORY MEMORANDUM

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Queer Screen Limited

ACN 059 963 110

Notice of annual general meeting

Notice is given that the 2008 annual general meeting of Queer Screen Limited (**the Company**) will be held at the **The Supper Club, Oxford Hotel 134 Oxford St, Surry Hills** on **Monday November 30 at 6.30pm**.

If a quorum is not present within 30 minutes of this time, the meeting will be adjourned to the same place and to the same time one week later, or to such other time and place as the directors determine.

Agenda items

1. Ordinary business

- **Apologies**
- **Ratification of minutes from previous AGM Wed 26 November, 2008**
- **President and Vice Presidents' Report**
- **Financial report** - To receive and consider the financial report of the Company and the reports of the directors and auditors for the year ended 30 June 2008.
- **Election of directors** - To conduct a ballot for the election of directors of the Company, if more nominations are received for directors than there are positions.
- **Motion to change Company auditor** - To consider, and if thought fit, accept the resignation of Lowy Wilcock & Co. as auditor of the company
- To immediately consider, and if thought fit, pass the Special Resolution Special Resolution 1
"That Moore Stephens Sydney West be appointed as auditor of the company"

2. Special business

Amendment of Constitution

To consider, and if thought fit, to pass the following resolution as a **special resolution**:
That the constitution of the Company is altered in the manner proposed in the document tabled at the meeting and signed by the chair for identification.

Explanatory memorandum

For further detail about proposed changes to the Constitution, Members are referred to the explanatory memorandum accompanying and forming part of this notice of meeting.

Proxies

A member entitled to attend and vote (i.e. a financial member) has a right to appoint a proxy to attend and vote instead of the member.

A proxy need not be a member.

A Proxy Form accompanies this Notice and to be effective must be received at the Company's registered office:

**Queer Screen Ltd
Suite 11, 94 Oxford St
Darlinghurst NSW 2010**

OR Postal address:

**Queer Screen Ltd
PO Box 1081
Darlinghurst NSW 1300**

OR by facsimile: 02 9331 2988

by no later than 4:00pm, two days before date of AGM

By Order of the Board

Dated: Tuesday 20 October 2009

Simon Venville

Company Secretary

Queer Screen Limited

ACN 059 963 110

Explanatory memorandum
Queer Screen Ltd, AGM 2008.

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the forthcoming annual general meeting.

Special business

The directors believe it is important to amend the rules of the Membership term in the constitution to allow flexibility for Members. The proposed change will rescind the current Membership term coinciding with the financial year and instate a new term allowing Members to join in any month for one year commencing the month the Member application is accepted by the Company and concluding the 1st day of the same month of the following calendar year.

MEMBERSHIPS

Proposed amendments appear in **Sections 5.2, 5.12, 7(b), 9.4 and 10.10** and the removal of **Section 5.13** in order to reflect the proposed Membership term running one year from 1st day of the month the application is accepted by the Company and expires on day before the 12 month anniversary of the following calendar year. The six proposed changes are outlined below.

First Change

Current article 5.2:

- 5.2 [**Applications for membership**] Applications for membership must:
- (c) be accompanied by payment of the membership fee for the then current membership year.

Proposed changes to reflect Memberships term running from the month the Member Application is accepted and expires on day before the 12 month anniversary of the following year:

- 5.2 [**Applications for membership**] Applications for membership must:
- (c) *be accompanied by payment of the membership fee for the proposed membership year commencing the month the application has been accepted by the Company and expires on the last day of the month immediately preceding the 12 month anniversary of the commencement date.*

Second Change

Current article 5.12:

5.12 [**Membership fees**] Members must pay the Company the membership fee for each membership year set by the Directors not less than one month prior to the commencement of the membership year. The Directors may set different membership fees for different categories of Members. Membership years commence on 1 July and end on 30 June in the following calendar year. Notice that membership fees are due must be given to all current Members not less than one month prior to the end of each membership year.

Proposed change to reflect Memberships term running from the month the Member Application is accepted and expires on day before the 12 month anniversary of the following year:

5.12 [**Membership fees**] Members must pay the Company the annual membership fee for each year as set by the Directors. *Notice that Membership fees are due and the current membership fee will be given to all current Members not less than one month prior to the expiry of their existing Membership. To remain a Member, a member must pay membership fees no later than 30 days after the expiry of the previous membership period.*

The Directors will set the Membership fees each financial year. The Directors may set different Membership fees for different categories of Members.

Third Change

Proposed removal of section 5.13 as the article is no longer relevant to new Membership amendments in Queer Screen constitution:

5.13 [**Membership fees when joining at end of membership year**] Despite article 5.12, the Directors may determine that new Members admitted to membership after a particular date not more than four months prior to the end of the membership year do not need to pay the membership fee or only pay a reduced membership fee, as determined by the Directors, for the membership year commencing immediately after they are admitted to membership.

Fourth Change

Current article 7(b):

A person ceases to be a Member if the person:

- (a) resigns the person's membership by giving notice to the Secretary; or
- (b) fails for a period exceeding one month to pay any membership fee due and payable under this constitution; or
- (c) is expelled from membership of the Company in accordance with this constitution; or
- (d) dies.

Proposed changes to reflect Memberships term running from the month the Member Application is accepted and expires on day before the 12 month anniversary of the following year:

A person ceases to be a Member if the person:

- (a) resigns the person's membership by giving notice to the Secretary; or
- (b) fails for a period from expiry of their membership *exceeding 30 days after the expiry of the members previous membership period* to pay any *renewal* of membership fee due and payable under this constitution; or
- (c) is expelled from membership of the Company in accordance with this constitution; or
- (d) dies.

Fifth Change

Current article 9.4

9.4 [Notices of General Meetings] Notices of General Meetings must be given in accordance with article 18 and the requirements of the Corporations Act. Notices of General Meetings must also be published in a an edition appearing at least 14 days prior to the General Meeting of a publication which circulates generally in the gay and lesbian communities of Sydney, the Sydney Morning Herald or both.

Amendment proposed to amend incorrect article reference:

9.4 [Notices of General Meetings] Notices of General Meetings must be given in accordance with article **19** and the requirements of the Corporations Act. Notices of General Meetings must also be published in a an edition appearing at least 14 days prior to the General Meeting of a publication which circulates generally in the gay and lesbian communities of Sydney, the Sydney Morning Herald or both.

Sixth Change

Current article 10.10

10.10 [**Only financial Members may vote**] A Member who has not paid any membership fee due under this constitution may not vote at any General Meeting.

Proposed changes to reflect who is a member at the time of a meeting:

10.10 [**Only financial Members may vote**] A Member *must have a current financial membership as at the date of the meeting to be permitted to vote* at any General Meeting.

If you have any queries in relation to the constitution amendments please contact the **General Manager, Jain Moralee** on **02 9332 4938**.

The amendments to the Constitution will be tabled at the AGM. However if you wish to obtain a copy of the proposed amendments beforehand please contact the Queer Screen Ltd office and a copy will be sent on request. These changes will also be posted on the Company's website www.queerscreen.com.au.

**Queer Screen Limited
ACN 059 963 110**

Proxy form

I [**full name in block letters** _____]

of [**full address** _____]

being a member of Queer Screen Limited (the **Company**) and entitled to attend and vote, appoint

[**full name in block letters** _____]

of [**full address** _____]

(or, in his/her absence, or if no person is named, the chair of the meeting) as my proxy to vote for me on my behalf at the annual general meeting of the Company to be held on the **30th day of November 2009 and at any adjournment of the meeting and to demand a poll.**

Dated

Signature of member _____

If you wish to instruct your proxy how to vote, please complete tick or otherwise mark the appropriate box. Unless instructed to the contrary, proxies in favour of the chair will be used in support of the resolution in item 2 below.

- 1 Ballot for directors
Insert names of nominees for directors (if any) for whom you wish your proxy to vote in ay ballot:

2. Accept the resignation of the company auditor For Against
3. Pass Special Resolution, appointment of company auditor For Against
4. Amendment of constitution, Membership Term For Against

Notes

- 1 Any instrument appointing a proxy in which the name of the appointee is not filled is regarded as given in favour of the chair of the meeting.
- 2 A proxy need not be a member of the company.
- 3 A person may only act as proxy for one member.
- 4 Proxy forms must be signed by a member or the member's attorney or, if the member is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered member, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.
- 5 The proxy form and authority (if any) under which it is signed must be deposited at Suite 11, 94 Oxford St Darlinghurst NSW 2010 or sent by facsimile to **02 9331 2988** not less than 48 hours before the time for holding the meeting. Unless this is done the proxy will not be treated as valid.