

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 -2009 annual general meeting of the Queer Screen Limited (Company) will be held **Level 1 Function Room, Surry Hills Library 405 Crown St Surry Hills** on **Thursday August 26 at 6.30pm. Please arrive at 6.00pm for a 6.30pm start.**

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 Monday 30 November, 2009**
- **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 2009.
- **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.

Explanatory memorandum

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, Tuesday 24 August 2010

By Order of the Board

Dated: Tuesday 28 July 2010

Simon Venville

Company Secretary

Queer Screen Limited

ACN 059 963 110

Explanatory memorandum

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

Ordinary business

1. Annual financial report

The Corporations Act requires :

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the

Company for the year ended **30 June 2009**, to be laid before the annual general meeting. Neither the Corporations Act nor the constitution requires a vote of members on the reports or statements. However, members will be given ample opportunity to raise questions or comments on the reports and statements at the meeting.

2. Election of directors

Directors hold office until the end of the next annual general meeting after they were elected. Accordingly it is necessary to appoint new directors with effect from the conclusion of the annual general meeting. Such directors will hold office until the next annual general meeting.

The appointment of directors must be conducted in the following manner:

- Any two members may nominate any other member to serve as a director.
- All the current directors are eligible for re-election.
- The nomination must be in writing and signed by the nominee and the nominee's proposer and seconder and must be lodged with the Company Secretary at least seven days before the annual general meeting.
- A list of the candidates' names in alphabetical order, together with the proposers' and seconders' names, will be posted **on the Queer Screen office door** at the registered office of the Company for at least the six days before the annual general meeting.
- If more nominations are received than there are positions (14), a secret ballot will be conducted at the annual general meeting.
- Prior to the annual general meeting, the Company Secretary will prepare balloting lists containing the names of the candidates in the order determined by lots drawn by the Company Secretary. The candidates will be invited to attend while the lots are drawn.
- A returning officer will be appointed by the directors to conduct the election and count of votes cast. Each candidate may appoint a scrutineer to observe the counting of votes.
- The "first past the post" voting system must be used for the election. Each vote has equal value and each member present at the annual general meeting in person or by proxy or attorney may vote for any number of candidates not exceeding the total number of positions being filled.
- When during the counting of votes it is necessary to decide between two or more candidates receiving the same number of votes, the result of the election is determined by lots drawn by the returning officer in the presence of the relevant candidates or scrutineers appointed by them.
- If the total number of candidates nominated is less than the total number of positions, all duly nominated candidates must be declared elected and the remaining positions may be filled by the directors.

**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 **26th day of August 2010 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 election of any current Board members.

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

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** before 4pm Tuesday 24 August 2010. Unless this is done the proxy will not be treated as valid.