

## Notice of Extraordinary General Meeting

### Queer Screen Ltd

ACN 059 963 110

**TIME: 18:30**

**DATE: 31 January 2013**

**PLACE: The Polo Lounge, The Oxford Hotel, 134 Oxford Street,  
Darlinghurst, NSW 2010**

This Notice of Meeting should be read in its entirety. If Members are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

#### Agenda

##### **1. Special Resolution 1 – amendment of constitution**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That clause 13.3 (b) of the constitution be amended to read “(b) it must provide to the government department responsible for the Register of Cultural Organisations reviewed financial statements and the statistical and other information required by the department within the timeframe requested by the department.” and that clause 17 of the constitution be amended to read “17. Accounts and Review of Financial Statements” and that clause 17.1 of the constitution be amended to read “17.1 [Records and financial statements] The Directors must ensure that accounting and other records are kept and financial statements and reports prepared, reviewed and distributed in accordance with the requirements of the Corporations Act.”

**Voting Explanation:** In order to be passed, at least 75% of the total votes cast by Members entitled to vote on this resolution (whether or not they are present at the meeting in person or by proxy) must vote in favour of the resolution.

##### **2. Special Resolution 2 – amendment of constitution**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That clause 12.4 of the constitution be amended to read “12.4 [Elections of Annual General Meetings] At each Annual General Meeting the Members must elect Directors from among the Members to hold office subject to this constitution until the next Annual General Meeting. A Member who was a Director prior to an Annual General Meeting is eligible for re-election.”

Voting Explanation: In order to be passed, at least 75% of the total votes cast by Members entitled to vote on this resolution (whether or not they are present at the meeting in person or by proxy) must vote in favour of the resolution.

### **3. Special Resolution 3 – amendment of constitution**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That clause 5.2.(c) of the constitution be amended to read “5.2.(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 day prior to the 12 month anniversary of the commencement date”

Voting Explanation: In order to be passed, at least 75% of the total votes cast by Members entitled to vote on this resolution (whether or not they are present at the meeting in person or by proxy) must vote in favour of the resolution.

### **Explanatory Statement**

#### **Background – Special Resolution 1**

As a not for profit company Queer Screen is reliant on volunteers and pro-bono assistance for conducting some business matters, including preparing financial statements for compliance with the Corporations Act 2001. The current constitution allows for Queer Screen’s financial statements to be audited only. Australian Securities Investment Corporation (ASIC) now allow for financial statements to be reviewed rather than audited.

In the past pro-bono auditing has been difficult to obtain and has caused noncompliance with the Corporations Act 2001 in relation to the time frames that documentation is to be provided to ASIC. It is easier to obtain pro-bono reviewing. In order to improve our compliance times it is imperative that financial statements are prepared in a timely manner. The auditing process is also generally twice as expensive as the review process, with a significant impact on the organisation’s budget.

#### **Proposed Changes:**

13.3 (b) it must provide to the government department responsible for the Register of Cultural Organisations ~~audited~~ *reviewed* financial statements and the statistical and other information required by the department within the timeframe requested by the department.

17. Accounts and ~~audit~~ *Review of Financial Statements*

17.1 [Records and financial statements] The Directors must ensure that accounting and other records are kept and financial statements and reports prepared, ~~audited~~ *reviewed* and distributed in accordance with the requirements of the Corporations Act.

### **Background – Special Resolution 2**

In order to reflect the current climate of encouraging volunteers to stay active within Queer Screen it is suggested that any time limitations placed on any individual on the Board be removed from the constitution. It is noted that there are alternate ways to remove Board Members through other clauses of the constitution.

### **Proposed Change:**

12.4 [Elections of Annual General Meetings] At each Annual General Meeting the Members must elect Directors from among the Members to hold office subject to this constitution until the next Annual General Meeting. A Member who was a Director prior to an Annual General Meeting is eligible for re-election, ~~but no one may serve as a Director for more than four consecutive terms (a term being the period from one Annual General Meeting to the next).~~

### **Background – Special Resolution 3**

The current membership expiration mechanism, initially thought to avoid membership being potentially valid over two Mardi Gras Film Festivals, introduces unnecessary complexity to the membership admin process without providing any significance difference to membership renewal rates.

### **Proposed Change:**

5.2 (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 day prior* to the 12 month anniversary of the commencement date.

### **The Board's Recommendation**

The Board recommends voting for special resolution 1 to allow a change to the constitution allowing for financial statements to be reviewed rather than audited reflecting the new ASIC requirements which may assist with better compliance with the Corporations Act 2001.

The Board recommends voting for special resolution 2 to allow any interested Board member that is elected to remain on the Board without a time frame restriction while current election status is maintained.

The Board recommends voting for special resolution 3 to allow for the membership to have a full year duration since approval.