



**Extraordinary General Meeting of
Queer Screen Limited (“the Company”)
ACN 059 963 110 on Saturday 5 November at 12:00pm
At Albion Place Hotel, 531 George St, Sydney NSW, 2000
to consider amendments to the Constitution of the Company as detailed below.**

Special Resolutions for Consideration	
1	<p>That the definition of “Annual General Meeting” in Section 1 of the Queer Screen Limited Constitution is amended to:</p> <p>“Annual General Meeting” means a General Meeting of the Members held at least annually to elect directors and receive the financial statements of the company.</p>
2	<p>That the following definition is inserted into Section 1 of the Queer Screen Limited Constitution as follows:</p> <p>“Australian Charities & Not-for-profit Commission” is the government body as created and legislated for in the Australian Charities and Not-for-profit Commission Act (Cth) 2012.</p>
3	<p>That the following definition is inserted into Section 1 of the Queer Screen Limited Constitution as follows:</p> <p>“Corporations Act” means the Corporations Act 2001 (Cth).</p>
4	<p>That the definition of “Secretary” is amended in Section 1 of the Queer Screen Constitution to:</p> <p>“Secretary” means the Member for the time being appointed as Secretary under article 12.10.</p>
5	<p>That the following is inserted at 1.2 (f) of the Queer Screen Limited Constitution:</p> <p><i>A reference to the Australian Charities & Not-for-profit Commission Act or to a provision of the Australian Charities & Not-for-profit Commission Act means the Australian Charities & Not-for-profit Commission Act 2012 (Commonwealth) or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the State or the Commonwealth of Australia, and includes regulations and other instruments under it.</i></p>
6	<p>That the current 9.1 of the Queer Screen Limited Constitution is amended to read as follows at 9.1 and 9.2:</p> <p>9.1 [Governance] <i>The Directors must ensure Queer Screen Limited meets the Governance Standards and the reporting requirements of the Australian Charities & Not-for-profit Commission as defined from time to time.</i></p> <p>9.2 [Annual General Meetings] <i>The Directors must convene an Annual General Meeting at least on an annual basis being no later than 5 months from the end of each financial year and must give no less than 21 days notice of the meeting to Members.</i></p>
7	<p>That the current 12.1 of the Queer Screen Limited Constitution is amended to read as follows at 12.1:</p> <p>12.1 [Number of Directors] <i>The number of Directors is limited to 10.</i></p>

<p>8</p>	<p>That the current 12.9 of the Queer Screen Limited Constitution is amended to read as follows at 12.9 and 12.10:</p> <p><i>12.9 [Officebearers] The Directors must elect one Director to each of the following offices:</i></p> <ul style="list-style-type: none"><i>a) President;</i><i>b) Vice President;</i><i>c) Treasurer</i> <p><i>The President and Vice President must have different genders.</i></p> <p><i>12.10 [Officebearers] The Directors must appoint a Member, who may or may not be a Director, to act as Secretary and who will act as Company Secretary as defined in the Corporations Act. The Secretary must be a Member of the Company.</i></p>
<p>9</p>	<p>That the current 17.1 of the Queer Screen Limited Constitution is amended to read as follows at 17.1:</p> <p><i>17.1 [Records and financial statements] The Directors must ensure that accounting and other records are kept and financial statements and reports are prepared, reviewed and reported in accordance with the requirements of the Australian Charities & Not-for-profit Commission.</i></p>

Board Rationales for Proposed Amendments to the Queer Screen Limited Constitution

Resolution	Current Constitution	Amendment
Section 1: Interpretations		
1	<p>“Annual General Meeting” has the same meaning as “AGM” in the Corporations Act.</p>	<p>It is proposed that the definition of “Annual General Meeting” is amended to “Annual General Meeting” means a General Meeting of the Members held at least annually to elect directors and receive the financial statements of the company.</p> <p>Queer Screen Limited is no longer obligated to hold an Annual General Meeting pursuant to the Corporations Act. Queer Screen Limited is however committed to an Annual Meeting of the Members to ensure Members are kept updated, have a chance to participate in Director elections, receive the financial statements of the company and ask questions of the Board.</p>
2	Nil	<p>It is proposed that the following definition is inserted as follows “Australian Charities & Not-for-profit Commission” is the government body as created and legislated for in the <i>Australian Charities and Not-for-profit Commission Act (Cth) 2012</i>.</p> <p>This definition is required as the amendments to the Constitution reference the Australian Charities & Not-for-profit Commission.</p>
3	Nil	<p>It is proposed that the following definition is inserted as follows “Corporations Act” means the <i>Corporations Act 2001 (Cth)</i>.</p> <p>This definition is required as the Constitution references the Corporations Act.</p>
4	<p>“Secretary” means the <u>Director</u> for the time being appointed as Secretary under article 12.9</p>	<p>It is proposed that the definition of “Secretary” is amended to “Secretary” means the <u>Member</u> for the time being appointed as Secretary under article 12.10.</p> <p>The Board is cognizant that the role of Director and the role of Secretary are two distinct roles and carry different obligations. In order to ensure an appropriately qualified and skilled individual is appointed as Secretary and to maximize Director involvement in Board meetings it is proposed that the Secretary may be appointed as long as they are a</p>

		Member and appropriately experienced without being a Director.
1.2 Rules of Interpretation		
5	Nil	<p>It is proposed that the following is inserted at 1.2 (f) A reference to the <i>Australian Charities & Not-for-profit Commission Act</i> or to a provision of the <i>Australian Charities & Not-for-profit Commission Act</i> means the <i>Australian Charities & Not-for-profit Commission Act 2012 (Commonwealth)</i> or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the State or the Commonwealth of Australia, and includes regulations and other instruments under it.</p> <p>This is proposed as the Constitution references the <i>Australian Charities & Not-for-profit Commission Act</i>.</p>
Section 9 General Meetings		
6	<p>9.1 [Annual General Meetings] The Directors must convene Annual General Meetings periodically in accordance with the requirements of the Corporations Act.</p>	<p>It is proposed that the current 9.1 is amended to read as follows at 9.1 and 9.2.</p> <p>9.1 [Governance] The Directors must ensure Queer Screen Limited meets the Governance Standards and the reporting requirements of the Australian Charities & Not-for-profit Commission as defined from time to time.</p> <p>9.2 [Annual General Meetings] The Directors must convene an Annual General Meeting at least on an annual basis being no later than 5 months from the end of each financial year and must give no less than 21 days notice of the meeting to Members.</p> <p>These changes are proposed as Queer Screen Limited (as a charity registered with the Australian Charities & Not-for-profit Commission) is no longer required to hold Annual General Meetings pursuant to the Corporations Act. These changes reflect that change at law but also commit Queer Screen to holding an AGM on a regular basis with 21 days notice of the meeting required.</p>

Section 12 Directors and Officebearers		
7	<p>12.1 [Number of Directors] The number of Directors is limited to 14.</p>	<p>It is proposed that 12.1 is amended to read as follows at 12.1</p> <p>12.1 [Number of Directors] The number of Directors is limited to 10.</p> <p>The Board has considered the Australian Institute of Company Directors publication <i>'Good Governance Principles & Guidance for Not-for-profit organisations'</i> and is of the opinion that 10 Board Directors is an optimal size that allows considered decision making without being too unwieldy.</p>
8	<p>12.9 [Officebearers] The Directors must elect one Director to each of the following offices:</p> <p style="padding-left: 40px;">(a) President;</p> <p style="padding-left: 40px;">(b) Vice President;</p> <p style="padding-left: 40px;">(c) Secretary (who will be a secretary for the purposes of the Corporations Act);</p> <p style="padding-left: 40px;">(d) Treasurer.</p> <p style="padding-left: 40px;">The President and Vice President must have different genders.</p>	<p>12.9 [Officebearers] The Directors must elect one Director to each of the following offices:</p> <p style="padding-left: 40px;">(a) President;</p> <p style="padding-left: 40px;">(b) Vice President;</p> <p style="padding-left: 40px;">(c) Treasurer.</p> <p>The President and Vice President must have different genders.</p> <p>12.10 [Officebearers] The Directors must appoint a Member, who may or may not be a Director, to act as Secretary and who will act as Company Secretary as defined in the Corporations Act. The Secretary must be a Member of the Company.</p> <p>The Board is cognizant that the role of Director and the role of Secretary are two distinct roles and carry different obligations. In order to ensure an appropriately qualified and skilled individual is appointed as Secretary and to maximize Director involvement in Board meetings it is proposed that the Secretary may be appointed as long as they are a Member and appropriately experienced without being a Director.</p>
Section 17 Accounts and Review of Financial Statements		
9	<p>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.</p>	<p>17.1 [Records and financial statements] The Directors must ensure that accounting and other records are kept and financial statements and reports are prepared, reviewed and reported in accordance with the requirements of the Australian</p>

		<p>Charities & Not-for-profit Commission.</p> <p>This change is proposed as Queer Screen Limited (as a charity registered with the Australian Charities & Not-for-profit Commission) is required to comply with the ACNC Governance Guidelines in relation to record keeping and reporting.</p>
--	--	---