



Queer Screen Limited
(ACN 059 963 110)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting for Queer Screen Limited (ACN 059 963 110) (the **Company**) for 2024 will be held on 11 November 2024 at 6:30pm (Australian Eastern Standard Time) online using the Vero platform (the **Meeting**).

The Meeting will be held as an online Annual General Meeting, with participation online.

Members will be able to participate in the Meeting online by:

- joining the Meeting in real time using the Vero platform (instructions will be sent to all Members prior to the AGM);
- asking questions of the Board during the Meeting, via the Vero platform; and/or
- voting on the resolutions to be considered at the Meeting either by lodging the enclosed Proxy Form (or a proxy form on the Vero platform) before the Meeting or by direct voting during the Meeting,

or by a combination of these steps.

Important: The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum.

Agenda

Item 1: 2022 AGM Minutes

To consider and, if thought fit, approve the Minutes of the 2022 Queer Screen Limited AGM (the last Queer Screen Limited AGM held, on the 23 November 2022).

Item 2: Proposed Amendments to the Constitution

Resolution: Amendments to the Company Constitution (the *Constitution*) in relation to Public Fund and for inclusive language

To consider and, if thought fit, to pass the following resolution as a special resolution:

That the Constitution of the Company submitted to the Meeting and signed by the Chair for the purpose of identification is approved and adopted as the Constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company with effect from the close of this meeting.

Item 3: Financial Statements and Reports

To consider the annual financial report, directors' report and the auditors' report for the Company for the financial year ended 2024.

Item 4: Election of Directors

Resolution: Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

- (a) *That the following Directors, having been nominated for election in accordance with Article 12.5 of the Company's constitution and, being eligible, are elected as a director of the Company.*



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Please refer to the Explanatory Memorandum for more information on each of the above items of business.

Relevant Documents

Accompanying this Notice of Annual General Meeting are:

1. Proxy Form;
2. 2022 AGM minutes;
3. 2024 Annual Report;
4. The proposed amended Queer Screen Limited Constitution (as signed by the Chair) (the **New Constitution**); and
5. The Allens Explanatory Memorandum explaining the proposed amendments as set out in the New Constitution.

By order of the Board of Directors

Lara Sabbadin
Company Secretary

Dated



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Notes

Eligibility to vote

In accordance with Article 10.9 of the Constitution, a Member may attend and vote in person or by proxy or attorney. In accordance with Article 10.10 of the Constitution, any Member of the Company who is a current financial Member of the Company and whose name is entered on the Company's register of Members on the date of the Meeting will be entitled to vote at the Meeting.

Voting by proxy

A shareholder who is entitled to attend and cast a vote at the Meeting can vote in person at the Meeting or appoint a proxy or, where a shareholder is entitled to two or more votes, two proxies. In accordance with Article 10.9 of the Constitution, a proxy need not be a Member, but a Member or other person may only act as the proxy for one other Member. Where two proxies are appointed, a shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a shareholder, and may be either an individual or a corporation.

To be valid, the appointment of a proxy (made using a properly completed and signed Proxy Form) must be received by the Company Secretary by no later than 48 hours prior to the Meeting. Proxy Forms can be submitted by:

- email to secretary@queerscreen.org.au; or
- lodging online on the Vero platform (details of which will be provided to Members via email).

The Proxy Form is attached to this Notice. Instructions on how to complete the Proxy Form are contained on the Proxy Form.

Undirected proxies

If a Member appoints the Chair as their proxy and does not in the Proxy Form direct the Chair how to vote on an item or items of business, the Chair of the Meeting intends to vote any such undirected proxy votes in favour of those items of business.

Voting by attorney

A Member entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Member's behalf. In accordance with Article 10.9 of the Constitution, an attorney need not be a Member, but a Member or other person may only act as the attorney for one other Member.

The power of attorney appointing the attorney must be signed and specify the name of each of the Member, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the signed or authenticated power of attorney or a certified copy of it must also be returned in the same manner, and by the same time, as specified for Proxy Forms.



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Resolutions

All items of business involving a vote by Members other than the resolution at Item 2 of business require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Members entitled to vote on the resolution.

The resolution at Item 2 of business requires a special resolution, which means that, to be passed, the item needs the approval of at least 75% of the votes cast by Members entitled to vote on the resolution.