

Queensland



**CASINO AGREEMENTS
LEGISLATION AMENDMENT
BILL 2002**

Queensland



**CASINO AGREEMENTS LEGISLATION
AMENDMENT BILL 2002**

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2002

A BILL

FOR

**An Act to amend the *Brisbane Casino Agreement Act 1992* and the
*Jupiters Casino Agreement Act 1983***

The Parliament of Queensland enacts— 1

PART 1—PRELIMINARY 2

Clause 1 Short title 3

This Act may be cited as the *Casino Agreements Legislation Amendment Act 2002*. 4
5

**PART 2—AMENDMENT OF BRISBANE CASINO
AGREEMENT ACT 1992** 6
7

Clause 2 Act amended in pt 2 8

This part amends the *Brisbane Casino Agreement Act 1992*. 9

Clause 3 Amendment of s 5 (Variation of casino agreement) 10

Section 5(1), ‘the proposed’— 11

omit, insert— 12

‘a proposed’. 13

Clause 4 Amendment of schedule (Proposed further agreement) 14

(1) Schedule, from ‘**PROPOSED FURTHER**’ to ‘section 5(1)’— 15

omit, insert— 16

‘PROPOSED FURTHER AGREEMENTS	1
section 5(1)	2
PART 1—PROPOSED FURTHER AGREEMENT FOR BRISBANE CASINO AGREEMENT AMENDMENT ACT 2001’.	3 4 5
(2) Schedule, at the end—	6
<i>insert—</i>	7
‘PART 2—PROPOSED FURTHER AGREEMENT FOR CASINO AGREEMENTS LEGISLATION AMENDMENT ACT 2002	8 9 10
THIS DEED is made on	2002. 11
BETWEEN THE STATE OF QUEENSLAND (“the State”)	12
AND JUPITERS LIMITED ACN 010 741 045 of 9th Floor, Nicon Tower, 17 Victoria Avenue, Broadbeach (“Jupiters”)	13 14 15
RECITALS	16
A The parties are the parties to an agreement made on 6 May 1993 relating to the development and operation of a casino-hotel complex at Brisbane in the State of Queensland which was authorised by the Act and was varied pursuant to the Act by agreements made on 6 May 1993, 15 June 1993, 21 October 1994, 6 April 1995, 3 February 1997 and 17 January 2002.	17 18 19 20 21 22
B The parties have agreed to amend the Brisbane Casino Agreement in the manner set out in this document.	23 24
IT IS AGREED	25

1	INTERPRETATION	1
1.1	Definitions	2
	In this document:	3
	“ Act ” means the Brisbane Casino Agreement Act 1992.	4
	“ Brisbane Casino Agreement ” means the agreement referred to in Recital A.	5 6
1.2	Construction	7
	Unless expressed to the contrary:	8
	(a) words importing:	9
	(i) the singular includes the plural and vice versa; and	10
	(ii) any gender includes the other genders;	11
	(b) if a word or phrase is defined cognate words and phrases have corresponding definitions;	12 13
	(c) a reference to:	14
	(i) a person includes a firm, unincorporated association, corporation and a government or statutory body or authority;	15 16 17
	(ii) a person includes its legal personal representatives, successors and assigns;	18 19
	(iii) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;	20 21 22
	(iv) a right includes a benefit, remedy, discretion, authority or power;	23 24
	(v) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;	25 26 27
	(vi) provisions or terms of this document or another document, agreement, understanding or arrangement include a reference to both express and implied provisions and terms; and	28 29 30 31

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(vii) this or any other document includes the document as varied	1
or replaced and notwithstanding any change in the identity	2
of the parties; and	3
(d) a reference to this document includes all schedules and	4
annexures referred to in it.	5
1.3 Headings	6
Headings do not affect the interpretation of this document.	7
2 AMENDMENT OF BRISBANE CASINO AGREEMENT	8
The parties agree that the Brisbane Casino Agreement is amended in the	9
manner set out in Schedule 1.	10
3 MISCELLANEOUS	11
3.1 Governing law and jurisdiction	12
(a) This document is governed by and is to be construed in accordance	13
with the laws in force in Queensland.	14
(b) Each party irrevocably and unconditionally submits to the	15
non-exclusive jurisdiction of the courts of Queensland and any courts	16
which have jurisdiction to hear appeals from any of those courts and waives	17
any right to object to any proceedings being brought in those courts.	18
EXECUTED as a deed.	19
SIGNED BY	20
the Treasurer of the State of Queensland)	21
for and on behalf of the State of)	22
Queensland in the presence of:)	23
.....	24
Witness	25

.....		1
Name of Witness (print)		2
THE COMMON SEAL of JUPITERS)		3
LIMITED is affixed in the presence of:)		4
)		5
.....	6
Company Secretary/Director	Director	7
.....	8
Name of Company Secretary/Director	Name of Director (print)	9
(print)		10

SCHEDULE 1 11

AMENDMENTS TO BRISBANE CASINO AGREEMENT 12

1 Replacement of index	13
Index—	14
<i>omit, insert—</i>	15
‘INDEX	16
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4. Legislative Acts. 17	21
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9. Agreement to have force of law.....	17		3
10. Illegal acts.....	17		4
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 Casino-Hotel Complex and the Site.	18		10
14. Use of Brisbane Casino-Hotel Complex Lawful.	18		11
15. Development of the Brisbane Casino-Hotel Complex and			12
 the Site.....	19		13
16. Brisbane Casino-Hotel Complex to Comply.	20		14
17. Acknowledgment and Warranties.	21		15
18. Internal Review Procedure – Development Applications.....	21		16
19. Appeal.....	22		17
20. Time for Approval.	22		18
21. Schematic Design Drawings.	23		19
22. Casino to Comply.....	23		20
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24. Special Lease.....	24		22
25. Acknowledgments and Warranties in respect of Queens			23
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26. Application of Development Legislation and Heritage			25
 Legislation to Queens Park.....	24		26
27. Permitted Park Works in Queens Park.	25		27
28. Minor Park Works in Queens Park.	25		28
29. Major Park Works in Queens Park.	26		29
30. Internal Review Procedure – Park Works Application.	27		30
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32. Heritage Management Principles.	28	3
33. Heritage Management Plan.	28	4
34. Minor Variation Work.	29	5
35. Major Variation Work.	31	6
36. Permitted Variation Work.	32	7
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2 Amendment of cl 1	1
(1) Clause 1—	2
<i>insert—</i>	3
‘ “Buy Back” means the time of completion of the selective buy back by	4
the Company of Approval Shares held by the Founders, as agreed	5
between the Founders and the Company in the Buy Back Agreements	6
dated on or about February 2002, effected by the cancellation of the	7
shares bought back.	8
“Grandfathered Holding” means the lesser of:	9
(a) the voting power of a Grandfathered Shareholder held on the date	10
the Buy Back is announced by the Company to Australian Stock	11
Exchange Limited less any shares bought back under the Buy	12
Back; and	13
(b) the voting power held by the Grandfathered Shareholder at any	14
time after the Buy Back.	15
“Grandfathered Shareholder” means a person:	16
(a) whose voting power in the Company immediately after the Buy	17
Back is in excess of 10% and immediately prior to the Buy Back	18
was a party to the Foundation Agreement; or	19
(b) who, immediately prior to the Buy Back held the Minister’s	20
approval under clause 53(1) for their voting power in the	21
Company to exceed 5% and whose voting power in the Company	22
exceeds 10% solely as a result of the Buy Back,	23
provided that a person shall cease to be a Grandfathered Shareholder	24
when their voting power in the Company ceases to exceed 10%.’.	25
(2) Clause 1, definition “Foundation Agreement”, after ‘means the	26
agreement’—	27
<i>insert—</i>	28
‘between the Company and the Founders’.	29
(3) Clause 1, definition “Foundation Agreement”, from ‘between the	30
Company’ to ‘from time to time’—	31
<i>omit.</i>	32
(4) Clause 1, definition “Founders”, ‘ “Founders” ’—	33
<i>omit, insert—</i>	34

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‘ “Founder” ’.	1
(5) Clause 1, definition “Founder” , as inserted, from ‘the founders identified’ to ‘Foundation Agreement.’—	2
<i>omit, insert—</i>	3
<i>omit, insert—</i>	4
‘a member who immediately prior to the Buy Back was registered as the holder of Approval Shares.’.	5
(6) Clause 1, definition “Prescribed Development Legislation” , ‘ <i>Fire and Rescue Authority Act 1990</i> ’—	6
<i>omit, insert—</i>	7
<i>omit, insert—</i>	8
‘ <i>Fire and Rescue Service Act 1990</i> ’.	9
3 Amendment of cl 38	10
Clause 38(a)(ii), ‘ <i>Fire and Rescue Authority Act 1990</i> .’—	11
<i>omit, insert—</i>	12
<i>omit, insert—</i>	13
‘ <i>Fire and Rescue Service Act 1990</i> .’.	14
4 Amendment of cl 50	15
Clause 50(b), ‘clause 69’—	16
<i>omit, insert—</i>	17
‘clause 67’.	18
5 Amendment of cl 52	19
(1) Clause 52, ‘the following—’—	20
<i>omit.</i>	21
(2) Clause 52(a), ‘(a)’—	22
<i>omit.</i>	23
(3) Clause 52, from ‘; and’ to ‘Foundation Agreement’—	24
<i>omit.</i>	25

6 Amendment of cl 53	1
(1) Clause 53(i)—	2
<i>omit.</i>	3
(2) Clauses 53(j), (k), (l), (m), (n)—	4
<i>renumber</i> as clauses 52(i), (j), (k), (l), (m) respectively.	5
(3) Clause 53(i)(ii), as renumbered, ‘clause 53(k),’—	6
<i>omit, insert—</i>	7
‘clause 53(j),’.	8
(4) Clause 53(l), as renumbered, ‘total’—	9
<i>omit.</i>	10
(5) Clause 53(l), as renumbered, after ‘voting power’—	11
<i>insert—</i>	12
‘in the Company’.	13
(6) Clause 53(l), as renumbered, ‘a Founder’—	14
<i>omit, insert—</i>	15
‘the Grandfathered Shareholders’.	16
(7) Clause 53(m), as renumbered, ‘total’—	17
<i>omit.</i>	18
(8) Clause 53(m), as renumbered, after ‘voting power’—	19
<i>insert—</i>	20
‘in the Company’.	21
(9) Clause 53(m), as renumbered, ‘Founder’—	22
<i>omit, insert—</i>	23
‘person (other than the Grandfathered Shareholders)’.	24
(10) Clause 53(m), as renumbered, ‘25%’—	25
<i>omit, insert—</i>	26
‘10%’.	27
(11) Clause 53(m), as renumbered, ‘without the prior approval in writing of the Minister;’—	28
	29

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<i>omit, insert—</i>	1
‘except in the circumstances where:	2
(i) their voting power in the Company is at least 90%; and	3
(ii) within 3 calendar months of acquiring the voting power referred to in subparagraph (i);	4
(A) their relevant interest in the Company’s voting shares is 100%; and	5
(B) they have a relevant interest in all the Company’s securities convertible into voting shares; and	6
(iii) they have the Governor-in-Council’s approval, prior to acquiring the interest referred to in subparagraph (i), to:	7
(A) have the voting power referred to in subparagraphs (i) and (ii); and	8
(B) acquire the relevant interest referred to in subparagraph (ii); and’.	9
(12) Clause 53—	10
<i>insert—</i>	11
‘(n) ensure that the voting power in the Company of a Grandfathered Shareholder does not exceed their Grandfathered Holding;’.	12
(13) Clause 53(o)—	13
<i>omit.</i>	14
(14) Clauses 53(p), (q), (r), (s), (t), (u)—	15
<i>renumber</i> as clauses 53(o), (p), (q), (r), (s), (t) respectively.	16
7 Omission of cl 54	17
Clause 54—	18
<i>omit.</i>	19
8 Omission of cl 55	20
Clause 55—	21
<i>omit.</i>	22

9	Amendment of cl 56	1
	(1) Clause 56—	2
	<i>renumber</i> as clause 54.	3
	(2) Clause 54, as renumbered, ‘clause 53 (m), (n), (o) or (p)’—	4
	<i>omit, insert</i> —	5
	‘clause 53 (l), (m), (n) or (o)’.	6
10	Amendment of cl 57	7
	(1) Clause 57—	8
	<i>renumber</i> as clause 55.	9
	(2) Clause 55, as renumbered, heading, ‘ Foreign Person. ’—	10
	<i>omit, insert</i> —	11
	‘ Interpretation of this Part IV. ’.	12
	(3) Clause 55, as renumbered, after ‘of this Part IV’—	13
	<i>insert</i> —	14
	‘a reference to’.	15
	(4) Clause 55, as renumbered, from ‘(a) “Foreign Person” means:’ to	16
	‘(f) A reference to—’—	17
	<i>omit.</i>	18
	(5) Clauses 55(i), (ii), (iii), as renumbered—	19
	<i>renumber</i> as clauses 55(a), (b), (c) respectively.	20
	(6) Clause 55(c), as renumbered, ‘, other than for the purposes of	21
	clause 57(c) and clause 57(d),’—	22
	<i>omit.</i>	23
11	Amendment of cl 58	24
	Clause 58—	25
	<i>renumber</i> as clause 56.	26

12 Amendment of cl 59	1
Clause 59—	2
<i>renumber</i> as clause 57.	3
13 Amendment of cl 60	4
(1) Clause 60—	5
<i>renumber</i> as clause 58.	6
(2) Clause 58(b), as renumbered, ‘clause 60(a) and’—	7
<i>omit, insert</i> —	8
‘clause 58(a) and’.	9
(3) Clause 58(b), as renumbered, ‘clause 60(a) or’—	10
<i>omit, insert</i> —	11
‘clause 58(a) or’.	12
(4) Clause 58(c)(i), as renumbered, ‘clause 60(a); and’—	13
<i>omit, insert</i> —	14
‘clause 58(a); and’.	15
(5) Clause 58(c)(ii), as renumbered, ‘clause 60(d).’—	16
<i>omit, insert</i> —	17
‘clause 58(d).’	18
(6) Clause 58(d)(i), as renumbered, ‘clause 60(b) but’—	19
<i>omit, insert</i> —	20
‘clause 58(b) but’.	21
(7) Clause 58(d)(i), as renumbered, ‘clause 60(b);’—	22
<i>omit, insert</i> —	23
‘clause 58(b);’.	24
(8) Clause 58(d)(iv), as renumbered, ‘clause 60(d)(iii).’—	25
<i>omit, insert</i> —	26
‘clause 58(d)(iii).’.	27

14 Amendment of cl 61	1
(1) Clause 61—	2
<i>renumber</i> as clause 59.	3
(2) Clause 59, as renumbered, ‘clause 68’—	4
<i>omit, insert</i> —	5
‘clause 66’.	6
15 Amendment of cl 62	7
Clause 62—	8
<i>renumber</i> as clause 60.	9
16 Amendment of cl 63	10
Clause 63—	11
<i>renumber</i> as clause 61.	12
17 Amendment of cl 64	13
(1) Clause 64—	14
<i>renumber</i> as clause 62.	15
(2) Clause 62(b), as renumbered, ‘clause 64(a)(i)’—	16
<i>omit, insert</i> —	17
‘clause 62(a)(i)’.	18
18 Amendment of cl 65	19
Clause 65—	20
<i>renumber</i> as clause 63.	21
19 Amendment of cl 66	22
(1) Clause 66—	23
<i>renumber</i> as clause 64.	24

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(2) Clause 64(a), as renumbered, ‘ <i>Example for clause 66(a)(i)(B)</i> —’—	1
<i>omit, insert—</i>	2
‘ <i>Example for clause 64(a)(i)(B)</i> —’.	3
(3) Clause 64(a), as renumbered, ‘ <i>Example for clause 66(a)(ii)(B)</i> —’—	4
<i>omit, insert—</i>	5
‘ <i>Example for clause 64(a)(ii)(B)</i> —’.	6
(4) Clause 64(c), as renumbered, ‘clause 66(b),’—	7
<i>omit, insert—</i>	8
‘clause 64(b),’.	9
(5) Clause 64(d), as renumbered, ‘clause 66(c),’—	10
<i>omit, insert—</i>	11
‘clause 64(c),’.	12
(6) Clause 64(d), as renumbered, ‘clause 66(c),’—	13
<i>omit, insert—</i>	14
‘clause 64(c),’.	15
(7) Clause 64(e), as renumbered, ‘clause 66(b),’—	16
<i>omit, insert—</i>	17
‘clause 64(b),’.	18
 20 Amendment of cl 67	 19
Clause 67—	20
<i>renumber</i> as clause 65.	21
 21 Amendment of cl 68	 22
Clause 68—	23
<i>renumber</i> as clause 66.	24
 22 Amendment of cl 69	 25
(1) Clause 69—	26

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<i>renumber</i> as clause 67.	1
(2) Clause 67, as renumbered, ‘clause 71,’—	2
<i>omit, insert</i> —	3
‘clause 69,’.	4
23 Amendment of cl 70	5
(1) Clause 70—	6
<i>renumber</i> as clause 68.	7
(2) Clause 68(b), as renumbered, ‘clause 70(a),’—	8
<i>omit, insert</i> —	9
‘clause 68(a),’.	10
(3) Clause 68(e), as renumbered, ‘clause 70(d)(i)’—	11
<i>omit, insert</i> —	12
‘clause 68(d)(i)’.	13
24 Amendment of cl 71	14
(1) Clause 71—	15
<i>renumber</i> as clause 69.	16
(2) Clause 69(a)(ii), as renumbered, ‘clause 71(a)(i)(A) or’—	17
<i>omit, insert</i> —	18
‘clause 69(a)(i)(A) or’.	19
(3) Clause 69(a)(ii), as renumbered, ‘clause 71(a)(i)(B) becoming’—	20
<i>omit, insert</i> —	21
‘clause 69(a)(i)(B) becoming’.	22
(4) Clause 69(a)(iii)(A), as renumbered, ‘clause 71(a)(i)’—	23
<i>omit, insert</i> —	24
‘clause 69(a)(i)’.	25
(5) Clause 69(a)(iv), as renumbered, ‘clause 71(a)(iii)’—	26
<i>omit, insert</i> —	27

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‘clause 69(a)(iii)’.	1
(6) Clause 69(v), as renumbered, ‘clause 71(a)(ii)’—	2
<i>omit, insert—</i>	3
‘clause 69(a)(ii)’.	4
(7) Clause 69(a)(vi), as renumbered, ‘clause 71(a)(v)’—	5
<i>omit, insert—</i>	6
‘clause 69(a)(v)’.	7
(8) Clause 69(a)(vi), as renumbered, ‘clause 64’—	8
<i>omit, insert—</i>	9
‘clause 62’.	10
(9) Clause 69(a)(vii), as renumbered, ‘clause 71(a)(v)’—	11
<i>omit, insert—</i>	12
‘clause 69(a)(v)’.	13
(10) Clause 69(a)(viii), as renumbered, ‘clause 71(a)(vi)’—	14
<i>omit, insert—</i>	15
‘clause 69(a)(vi)’.	16
(11) Clause 69(a)(ix), as renumbered, ‘clause 71(a)(i)’—	17
<i>omit, insert—</i>	18
‘clause 69(a)(i)’.	19
(12) Clause 69(a)(xi), as renumbered, ‘clause 71(a)(iii)’—	20
<i>omit, insert—</i>	21
‘clause 69(a)(iii)’.	22
(13) Clause 69(b), as renumbered, ‘clause 69’—	23
<i>omit, insert—</i>	24
‘clause 67’.	25
(14) Clause 69(b), as renumbered, ‘clause 71(a)’—	26
<i>omit, insert—</i>	27
‘clause 69(a)’.	28

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25 Amendment of cl 72	1
Clause 72—	2
<i>renumber</i> as clause 70.	3
26 Amendment of cl 73	4
Clause 73—	5
<i>renumber</i> as clause 71.	6
27 Amendment of cl 74	7
Clause 74—	8
<i>renumber</i> as clause 72.	9
28 Amendment of cl 75	10
Clause 75—	11
<i>renumber</i> as clause 73.	12
29 Amendment of cl 76	13
Clause 76—	14
<i>renumber</i> as clause 74.	15
30 Amendment of cl 77	16
Clause 77—	17
<i>renumber</i> as clause 75.	18
31 Amendment of cl 78	19
Clause 78—	20
<i>renumber</i> as clause 76.’.	21

**PART 3—AMENDMENT OF JUPITERS CASINO
AGREEMENT ACT 1983**

	1
	2
Clause 5 Act amended in pt 3	3
This part amends the <i>Jupiters Casino Agreement Act 1983</i> .	4
Clause 6 Amendment of s 4 (Variation of Agreement)	5
Section 4(1), ‘the proposed’—	6
<i>omit, insert—</i>	7
‘a proposed’.	8
Clause 7 Amendment of sch 2 (Proposed further agreement)	9
(1) Schedule 2, from ‘ PROPOSED FURTHER ’ to ‘section 4(1)’—	10
<i>omit, insert—</i>	11
‘PROPOSED FURTHER AGREEMENTS	12
section 4(1)	13
PART 1—PROPOSED FURTHER AGREEMENT FOR JUPITERS CASINO AGREEMENT AMENDMENT ACT 2000’.	14 15 16
(2) Schedule 2, at the end—	17
<i>insert—</i>	18
‘PART 2—PROPOSED FURTHER AGREEMENT FOR CASINO AGREEMENTS LEGISLATION AMENDMENT ACT 2002	19 20 21

THIS DEED is made on 2002. 22

BETWEEN THE STATE OF QUEENSLAND (“the State”) 23

Casino Agreements Legislation Amendment Bill 2002

AND	JUPITERS LIMITED ACN 010 741 045 of 9th Floor, Niecon Tower, 17 Victoria Avenue, Broadbeach (“ Jupiters ”)	1 2 3
AND	JUPITERS CUSTODIAN PTY LTD ACN 067 888 680 of 9th Floor, Niecon Tower, 17 Victoria Avenue, Broadbeach	4 5 6
RECITALS		7
A	The parties are the parties to an agreement made on 21 April 1983 relating to the development and operation of a casino-hotel complex at Brisbane in the State of Queensland which was authorised by the Act and was varied pursuant to the Act by agreements made on 20 July 1983, 20 May 1988, 23 November 1991, 3 February 1992, 3 July 1995, 3 February 1997, 4 February 1997 and 21 December 2000.	8 9 10 11 12 13 14
B	The parties have agreed to amend the Jupiters Casino Agreement in the manner set out in this document.	15 16
IT IS AGREED		17
1 INTERPRETATION		18
1.1 Definitions		19
	In this document:	20
	“ Act ” means the Jupiters Casino Agreement Act 1983.	21
	“ Jupiters Casino Agreement ” means the agreement referred to in Recital A.	22 23
1.2 Construction		24
	Unless expressed to the contrary:	25
	(a) words importing:	26
	(i) the singular includes the plural and vice versa; and	27
	(ii) any gender includes the other genders;	28

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(b) if a word or phrase is defined cognate words and phrases have corresponding definitions;	1 2
(c) a reference to:	3
(i) a person includes a firm, unincorporated association, corporation and a government or statutory body or authority;	4 5 6
(ii) a person includes its legal personal representatives, successors and assigns;	7 8
(iii) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;	9 10 11
(iv) a right includes a benefit, remedy, discretion, authority or power;	12 13
(v) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;	14 15 16
(vi) provisions or terms of this document or another document, agreement, understanding or arrangement include a reference to both express and implied provisions and terms; and	17 18 19 20
(vii) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties; and	21 22 23
(d) a reference to this document includes all schedules and annexures referred to in it.	24 25
 1.3 Headings	 26
Headings do not affect the interpretation of this document.	27
 2 AMENDMENT OF JUPITERS CASINO AGREEMENT	 28
The parties agree that the Jupiters Casino Agreement is amended in the manner set out in Schedule 1.	29 30

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3 MISCELLANEOUS	1
3.1 Governing law and jurisdiction	2
(a) This document is governed by and is to be construed in accordance with the laws in force in Queensland.	3 4
(b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Queensland and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.	5 6 7 8 9
EXECUTED as a deed.	10
SIGNED BY)	11
the Treasurer of the State of Queensland)	12
for and on behalf of the State of)	13
Queensland in the presence of:)	14
.....	15
Witness	16
.....	17
Name of Witness (print)	18
THE COMMON SEAL of JUPITERS)	19
LIMITED is affixed in the presence of:)	20
))	21
.....	22
Company Secretary/Director	23
.....	24
Name of Company Secretary/Director (print)	25
.....	26
Name of Director (print)	26

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THE COMMON SEAL of JUPITERS)		1
CUSTODIAN PTY LTD is affixed)		2
in the presence of:)		3
.....	4
Company Secretary/Director	Director	5
.....	6
Name of Company Secretary/Director	Name of Director (print)	7
(print)		8

SCHEDULE 1 9

AMENDMENTS TO JUPITERS CASINO AGREEMENT 10

1	Replacement of index	11
	Index—	12
	<i>omit, insert—</i>	13
	‘Index	14
	PART I—PRELIMINARY	3 15
	PART II—DEVELOPMENT AND USE OF THE JUPITERS CASINO-HOTEL COMPLEX AND RELATED MATTERS.	16 11 17
	PART III—CORPORATE ORGANISATION AND RELATED MATTERS.	18 19
	PART IV—CASINO LICENCE AND RELATED MATTERS	24 20
	PART V—CASINO OPERATIONS AND REVIEW THEREOF.	26 21
	PART VI—TERMINATION	26 22
	PART VII—GENERAL.	29 23
	SCHEDULE 1	32 24
	SCHEDULE 2	33’ 25

2 Amendment of cl 1	1
(1) Clause 1—	2
<i>insert—</i>	3
‘ “Buy Back” means the time of completion of the selective buy back by Jupiters of Approval Shares held by the Founders, as agreed between the Founders and Jupiters in the Buy Back Agreements dated on or about February 2002, effected by the cancellation of the shares bought back.	4 5 6 7 8
“Grandfathered Holding” means the lesser of:	9
(a) the voting power of a Grandfathered Shareholder held on the date the Buy Back is announced by Jupiters to Australian Stock Exchange Limited less any shares bought back under the Buy Back; and	10 11 12 13
(b) the voting power held by the Grandfathered Shareholder at any time after the Buy Back.	14 15
“Grandfathered Shareholder” means a person:	16
(a) whose voting power in Jupiters immediately after the Buy Back is in excess of 10% and immediately prior to the Buy Back was a party to the Foundation Agreement; or	17 18 19
(b) who, immediately prior to the Buy Back held the Minister’s approval under clause 27(1) for their voting power in Jupiters to exceed 5% and whose voting power in Jupiters exceeds 10% solely as a result of the Buy Back,	20 21 22 23
provided that a person shall cease to be a Grandfathered Shareholder when their voting power in Jupiters ceases to exceed 10%.’.	24 25
(2) Clause 1, definition “Approved Holder”, ‘Corporations Law if the scheme,’—	26 27
<i>omit, insert—</i>	28
‘Corporations Act if the scheme.’.	29
(3) Clause 1, definition “Approved Holder”, ‘Corporations Law acting as principal,’—	30 31
<i>omit, insert—</i>	32
‘Corporations Act acting as principal.’.	33

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(4) Clause 1, definition “Corporations Law”, ‘ “Corporations Law” ’—	1 2
<i>omit, insert—</i>	3
‘ “Corporations Act” ’.	4
(5) Clause 1, definition “Corporations Act”, as inserted, from ‘Corporations Law of Queensland’ to ‘in substitution therefor.’—	5 6
<i>omit, insert—</i>	7
‘Corporations Act 2001 of the Commonwealth of Australia and the regulations made under that Act, and includes—	8 9
(a) the Act and regulations as amended from time to time; and	10
(b) if any law of the Commonwealth is substituted for the Act or regulations – the substituted law.’.	11 12
(6) Clause 1, definition “Foundation Agreement”, after ‘means the agreement’—	13 14
<i>insert—</i>	15
‘between Jupiters and the Founders’.	16
(7) Clause 1, definition “Foundation Agreement”, from ‘dated 4 November 1991’ to ‘from time to time’—	17 18
<i>omit, insert—</i>	19
‘dated 4 November 1991’.	20
(8) Clause 1, definition “Founders”, ‘ “Founders” ’—	21
<i>omit, insert—</i>	22
‘ “Founder” ’.	23
(9) Clause 1, definition “Founder”, as inserted, from ‘the founders identified’ to ‘Foundation Agreement.’—	24 25
<i>omit, insert—</i>	26
‘a member who immediately prior to the Buy Back was registered as the holder of Approval Shares.’.	27 28
(10) Clause 1, definition “Prescribed Development Legislation”, ‘Fire and Rescue Authority Act 1990’—	29 30
<i>omit, insert—</i>	31
‘Fire and Rescue Service Act 1990’.	32

3	Amendment of cl 25	1
	(1) Clause 25(c)—	2
	<i>omit.</i>	3
	(2) Clauses 25(d), (e), (f)—	4
	<i>renumber</i> as clauses 25(c), (d), (e) respectively.	5
4	Amendment of cl 26	6
	Clause 26(d), ‘ <i>Corporations Law</i> ’—	7
	<i>omit, insert—</i>	8
	‘ <i>Corporations Act</i> ’.	9
5	Amendment of cl 27	10
	(1) Clause 27(b), ‘ <i>Corporations Law</i> ,’—	11
	<i>omit, insert—</i>	12
	‘ <i>Corporations Act</i> ,’.	13
	(2) Clause 27(d), ‘ <i>Corporations Law</i> ,’—	14
	<i>omit, insert—</i>	15
	‘ <i>Corporations Act</i> ,’.	16
	(3) Clause 27(i)—	17
	<i>omit.</i>	18
	(4) Clauses 27(j), (k), (l), (m), (n)—	19
	<i>renumber</i> as clauses 27(i), (j), (k), (l), (m) respectively.	20
	(5) Clause 27(i)(ii), as renumbered, ‘clause 27(k),’—	21
	<i>omit, insert—</i>	22
	‘clause 27(j),’.	23
	(6) Clause 27(k), as renumbered, ‘ <i>Corporations Law</i> ’—	24
	<i>omit, insert—</i>	25
	‘ <i>Corporations Act</i> ’.	26
	(7) Clause 27(l), as renumbered, ‘total’—	27

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<i>omit.</i>	1
(8) Clause 27(l), as renumbered, after ‘voting power’—	2
<i>insert—</i>	3
‘in Jupiters’.	4
(9) Clause 27(l), as renumbered, ‘a Founder’—	5
<i>omit, insert—</i>	6
‘the Grandfathered Shareholders’.	7
(10) Clause 27(m), as renumbered, ‘total’—	8
<i>omit.</i>	9
(11) Clause 27(m), as renumbered, after ‘voting power’—	10
<i>insert—</i>	11
‘in Jupiters’.	12
(12) Clause 27(m), as renumbered, ‘Founder’—	13
<i>omit, insert—</i>	14
‘person (other than the Grandfathered Shareholders)’.	15
(13) Clause 27(m), as renumbered, ‘25%’—	16
<i>omit, insert—</i>	17
‘10%’.	18
(14) Clause 27(m), as renumbered, ‘without the prior approval in writing of the Minister;’—	19 20
<i>omit, insert—</i>	21
‘except in the circumstances where:	22
(i) their voting power in Jupiters is at least 90%; and	23
(ii) within 3 calendar months of acquiring the voting power referred to in subparagraph (i);	24 25
(A) their relevant interest in Jupiters’ voting shares is 100%; and	26 27
(B) they have a relevant interest in all Jupiters’ securities convertible into voting shares; and	28 29
(iii) they have the Governor-in-Council’s approval, prior to acquiring the interest referred to in subparagraph (i), to:	30 31

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(A) have the voting power referred to in subparagraphs (i) and (ii); and	1 2
(B) acquire the relevant interest referred to in subparagraph (ii); and’.	3 4
(15) Clause 27—	5
<i>insert—</i>	6
‘(n) ensure that the voting power in Jupiters of a Grandfathered Shareholder does not exceed their Grandfathered Holding;’.	7 8
(16) Clause 27(o)—	9
<i>omit.</i>	10
(17) Clauses 27(p), (q), (r), (s), (t), (u), (v)—	11
<i>renumber</i> as clauses 27(o), (p), (q), (r), (s), (t), (u) respectively.	12
6 Omission of cl 28	13
Clause 28—	14
<i>omit.</i>	15
7 Omission of cl 29	16
Clause 29—	17
<i>omit.</i>	18
8 Amendment of cl 30	19
(1) Clause 30—	20
<i>renumber</i> as clause 28.	21
(2) Clause 28, as renumbered, ‘clause 27 (m), (n), (o) or (p)’—	22
<i>omit, insert—</i>	23
‘clause 27 (l), (m), (n) or (o)’.	24

9	Amendment of cl 31	1
	(1) Clause 31—	2
	<i>renumber</i> as clause 29.	3
	(2) Clause 29, as renumbered, heading, ‘ Foreign Person. ’—	4
	<i>omit, insert</i> —	5
	‘ Interpretation of this Part III. ’	6
	(3) Clause 29, as renumbered, after ‘of this Part III’—	7
	<i>insert</i> —	8
	‘a reference to’.	9
	(4) Clause 29, as renumbered, from ‘(a) “Foreign Person” means:’ to ‘(f)	10
A	reference to—’—	11
	<i>omit.</i>	12
	(5) Clauses 29(i), (ii), (iii), as renumbered—	13
	<i>renumber</i> as clauses 29(a), (b), (c) respectively.	14
	(6) Clause 29(a), as renumbered, ‘ <i>Corporations Law</i> ’—	15
	<i>omit, insert</i> —	16
	‘ <i>Corporations Act</i> ’.	17
	(7) Clause 29(b), as renumbered, ‘ <i>Corporations Law;</i> ’—	18
	<i>omit, insert</i> —	19
	‘ <i>Corporations Act;</i> ’.	20
	(8) Clause 29(c), as renumbered, ‘, other than for the purposes of	21
	clause 31(c) and clause 31(d),’—	22
	<i>omit.</i>	23
	(9) Clause 29(c), as renumbered, ‘ <i>Corporations Law</i> excluding’—	24
	<i>omit, insert</i> —	25
	‘ <i>Corporations Act</i> excluding’.	26
	(10) Clause 29(c), as renumbered, ‘ <i>Corporations Law.</i> ’—	27
	<i>omit, insert</i> —	28
	‘ <i>Corporations Act.</i> ’.	29

10 Amendment of cl 32	1
Clause 32—	2
<i>renumber</i> as clause 30.	3
11 Amendment of cl 33	4
(1) Clause 33—	5
<i>renumber</i> as clause 31.	6
(2) clause 31(b)(i), as renumbered, ‘clause 33(a);’—	7
<i>omit, insert</i> —	8
‘clause 31(a);’.	9
(3) Clause 31(b)(ii), as renumbered, ‘clause 33(c).’—	10
<i>omit, insert</i> —	11
‘clause 31(c).’	12
(4) Clause 31(c)(i), as renumbered, ‘clause 33(a) but’—	13
<i>omit, insert</i> —	14
‘clause 31(a) but’.	15
(5) Clause 31(c)(i), as renumbered, ‘clause 33(a);’—	16
<i>omit, insert</i> —	17
‘clause 31(a);’.	18
(6) Clause 31(c)(iv), as renumbered, ‘clause 33(c)(iii),’—	19
<i>omit, insert</i> —	20
‘clause 31(c)(iii).’.	21
12 Amendment of cl 34	22
(1) Clause 34—	23
<i>renumber</i> as clause 32.	24
(2) Clause 32, as renumbered, ‘clause 37’—	25
<i>omit, insert</i> —	26
‘clause 35’.	27

13 Amendment of cl 35	1
Clause 35—	2
<i>renumber</i> as clause 33.	3
14 Amendment of cl 36	4
Clause 36—	5
<i>renumber</i> as clause 34.	6
15 Amendment of cl 37	7
Clause 37—	8
<i>renumber</i> as clause 35.	9
16 Amendment of cl 38	10
(1) Clause 38—	11
<i>renumber</i> as clause 36.	12
(2) Clause 36, as renumbered, ‘clause 39,’—	13
<i>omit, insert</i> —	14
‘clause 37,’.	15
17 Amendment of cl 39	16
(1) Clause 39—	17
<i>renumber</i> as clause 37.	18
(2) Clause 37(a)(ii), as renumbered, ‘clause 39(a)(i)(A) or’—	19
<i>omit, insert</i> —	20
‘clause 37(a)(i)(A) or’.	21
(3) Clause 37(a)(ii), as renumbered, ‘clause 39(a)(i)(B) becoming’—	22
<i>omit, insert</i> —	23
‘clause 37(a)(i)(B) becoming’.	24

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(4) Clause 37(a)(iii), as renumbered, ‘clause 39(a)(i)’—	1
<i>omit, insert—</i>	2
‘clause 37(a)(i)’.	3
(5) Clause 37(a)(iv), as renumbered, ‘clause 39(a)(iii)’—	4
<i>omit, insert—</i>	5
‘clause 37(a)(iii)’.	6
(6) Clause 37(a)(v), as renumbered, ‘clause 39(a)(ii)’—	7
<i>omit, insert—</i>	8
‘clause 37(a)(ii)’.	9
(7) Clause 37(a)(vi), as renumbered, ‘clause 39(a)(v)’—	10
<i>omit, insert—</i>	11
‘clause 37(a)(v)’.	12
(8) Clause 37(a)(vii), as renumbered, ‘clause 39(a)(v)’—	13
<i>omit, insert—</i>	14
‘clause 37(a)(v)’.	15
(9) Clause 37(a)(viii), as renumbered, ‘clause 39(a)(vi)’—	16
<i>omit, insert—</i>	17
‘clause 37(a)(vi)’.	18
(10) Clause 37(a)(ix), as renumbered, ‘clause 39(a)(i)’—	19
<i>omit, insert—</i>	20
‘clause 37(a)(i)’.	21
(11) Clause 37(b), as renumbered, ‘clause 38’—	22
<i>omit, insert—</i>	23
‘clause 36’.	24
(12) Clause 37(b), as renumbered, ‘clause 39(a)’—	25
<i>omit, insert—</i>	26
‘clause 37(a)’.	27

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18 Amendment of cl 40	1
Clause 40—	2
<i>renumber</i> as clause 38.	3
19 Amendment of cl 41	4
Clause 41—	5
<i>renumber</i> as clause 39.	6
20 Amendment of cl 42	7
Clause 42—	8
<i>renumber</i> as clause 40.	9
21 Amendment of cl 43	10
Clause 43—	11
<i>renumber</i> as clause 41.	12
22 Amendment of cl 44	13
Clause 44—	14
<i>renumber</i> as clause 42.	15
23 Amendment of cl 45	16
Clause 45—	17
<i>renumber</i> as clause 43.	18

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24 Amendment of cl 46	1
Clause 46—	2
<i>renumber as clause 44.</i> '	3