



THE NORTHERN TERRITORY OF AUSTRALIA

No. 62 of 1979

AN ACT

To provide for the ownership and control of
companies licensed to conduct casinos

[Assented to 15 June 1979]

BE it enacted by the Legislative Assembly of the Northern Territory of Australia, with the assent as provided by the *Northern Territory (Self-Government) Act 1978* of the Commonwealth, as follows:

PART I - PRELIMINARY

1. This Act may be cited as the Casino Licence and Control Act 1979.

Short title

2. This Act shall come into operation on a date to be fixed by the Administrator by notice in the Gazette.

Commencement

3.(1) Notwithstanding anything to the contrary in any Act, or in the memorandum or articles of association of any specified company, this Act shall apply to every specified company.

Application

(2) This Act extends to acts and omissions done or made outside the Territory.

(3) The obligation to comply with this Act extends to all persons, other than corporations, whether resident in the Territory or not and whether Australian citizens or not, and to all bodies corporate, whether incorporated or carrying on business in the Territory or not.

4. No action or claim of any kind shall lie or be brought or made against the Territory or any Territory authority or instrumentality or against any person whatsoever whether in his official or private capacity arising out of the modification or abrogation by this Act of any rights conferred by or arising by virtue of the agreements contained in Schedule 1 or on account of anything done or intended to be done or omitted to be done under this Act.

Actions and
claims

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Specified
companies

5.(1) For the purposes of this Act, each of the following companies is a specified company:

- (a) The Federal Hotels Limited, a company incorporated in the State of Victoria;
- (b) The Federal Hotels (N.T.) Proprietary Limited;
- (c) The Federal Hotels (Alice Springs) Proprietary Limited;
- (d) The Federal Hotels (Darwin) Proprietary Limited; and
- (e) such other companies as the Minister may nominate by notice published in the Gazette.

(2) A nomination made under sub-section (1)(e) -

- (a) shall be laid before the Legislative Assembly within 3 sitting days of the Legislative Assembly after the nomination is made; and
- (b) shall take effect on the date of publication of the notice in the Gazette unless the Legislative Assembly passes a resolution, of which notice has been given within 9 sitting days of the Legislative Assembly after a nomination under this section has been laid before it, that the nomination be disallowed, then the nomination shall be without effect, as if it had never been made.

Definitions

6.(1) In this Act, unless the contrary intention appears -

"Australia" includes all the Territories of the Commonwealth not forming part of the Commonwealth;

"authorized game" means a game declared by the Minister under section 48 to be an authorized game for the purposes of this Act;

"casino" means the part of a complex in respect of which a casino licence is in force;

"casino licence" means a licence granted under this Act authorizing the conduct of a casino;

"casino licensee" means the person for the time being holding a casino licence;

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"corporation" includes an association, partnership or other organization, whether incorporated or not;

"director" includes a director within the meaning of the Companies Act;

"foreign corporation" means, subject to sub-section (4), a corporation -

(a) in respect of which -

- (i) persons, other than corporations, not ordinarily resident in Australia;
- (ii) corporations incorporated, formed or otherwise organized elsewhere than in Australia; or
- (iii) 2 or more persons who are associated with one another and at least one of whom is a person referred to in sub-paragraph (i) or a corporation referred to in sub-paragraph (ii),

are entitled to exercise, or control the exercise of, the right to cast votes in respect of more than one-fifth of the total number of votes in respect of all shares issued by the corporation; or

- (b) in respect of which 2 or more persons, each of whom is a person referred to in paragraph (a)(i), or a corporation referred to in paragraph (a)(ii), are entitled to exercise, or control the exercise of, the right to cast votes in respect of not less than one-fifth of the total number of votes in respect of all shares issued by the corporation;

"foreign share" means -

- (a) a share in a specified company held in any manner for the use or benefit of -

- (i) a person, other than a corporation, who is not ordinarily resident in Australia; or

- (ii) a foreign corporation;

- (b) a share in a specified company held in any manner for the use or benefit of 2 or more persons, at least one of whom is -

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- (i) a person, other than a corporation, who is not ordinarily resident in Australia; or
- (ii) a foreign corporation;
- (c) a share in a specified company the exercise of the right to cast a vote in respect of which is subject to control by -
 - (i) a person, other than a corporation, who is not ordinarily resident in Australia; or
 - (ii) a foreign corporation; or
- (d) a share entered on any share register of a specified company which register is not kept in Australia;

"game" means a game of chance;

"issued capital", in relation to a specified company or a corporation other than such a company, means the aggregate of the nominal amounts of all shares issued by the specified company or the corporation, as the case may be;

"officer", in relation to a specified company, means -

- (a) a director or secretary of the company;
- (b) a receiver and manager of any part of the undertaking of the company appointed under a power contained in any instrument; and
- (c) a liquidator of the company appointed in a voluntary winding up,

but does not include -

- (d) a receiver who is not also a manager;
- (e) a receiver and manager appointed by the Court; or
- (f) a liquidator appointed by the Court or by the creditors;

"Registrar" means the Registrar of Companies within the meaning of the Companies Act;

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"substantial shareholder" means a person who has a relevant interest or interests in one or more shares in a specified company and the nominal amount or the aggregate of the nominal amounts of those shares is not less than one-tenth of the aggregate of the nominal amounts of all shares in that specified company.

(2) In this Act, unless the contrary intention appears -

- (a) a reference to a share in a specified company or in a corporation other than a specified company shall be read as a reference to a share in the capital of the company or of the corporation, as the case may be;
- (b) a reference to a share in a specified company or in a corporation other than a specified company shall be read as including a reference to stock into which the share has been converted;
- (c) a reference to a nominal amount in relation to a share in a specified company shall be read as a reference to the amount of the nominal value of that share as stated, as required by the Companies Act, in the share certificate issued or to be issued in relation to that share; and
- (d) a reference to a corporation shall not be taken to indicate that anywhere in this Act a reference to a person does not include a reference to a corporation.

(3) Except to the extent of any inconsistency, this Act shall not be construed as affecting the application of the Companies Act to a specified company.

(4) Except in any case where the Minister orders that this sub-section shall not apply, a foreign corporation which is -

- (a) a corporation incorporated in Australia and having its shares listed for quotation in the official list of a stock exchange in Australia and is the registered holder or the beneficial owner of not more than one-hundredth of the issued capital for the time being of a specified company; or
- (b) a corporation incorporated in Australia which is the registered holder or beneficial owner of

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not more than one-four-hundredth of the issued capital for the time being of a specified company,

shall not be, for the purposes of this Act, a foreign corporation.

(5) Subject to this section, for the purposes of this Act, a person has a relevant interest in a share in a specified company if that person or an associate of that person has power -

- (a) where the share is a voting share, to exercise or control the exercise of the right to cast a vote attached to that share;
- (b) to dispose of or control the disposal of that share; or
- (c) to receive, enjoy or participate in any dividends, distribution of profits or assets of the specified company declared or payable in respect of that share.

(6) It is immaterial for the purposes of this section whether the power of a person -

- (a) to exercise, or to control the exercise of, the right to cast a vote attached to a voting share in a specified company;
- (b) to dispose of, or exercise control over the disposal of, a share; or
- (c) to receive, enjoy or participate in any dividends or distribution of profits or assets of a specified company declared or payable in respect of a share,

is in any way qualified, is express or implied or formal or informal, is exercisable alone or jointly with another person or other persons, cannot be related to a particular share, or is, or is capable of being made, subject to restraint or restriction and any such power exercisable jointly with another person or other persons, and shall, for the purposes of this Act, be exercisable by either or any of those persons.

(7) Where a person -

- (a) has entered into an agreement with respect to a share;

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- (b) has a right relating to a share, whether the right is enforceable presently or in the future and whether on the fulfilment of a condition or not; or

- (c) has an option with respect to a share,

and, on fulfilment of the agreement, enforcement of the right or exercise of the option that person would have a relevant interest in the share he shall, for the purposes of this Act, be deemed to have a relevant interest in the share.

7.(1) For the purposes of this Act, a reference to control of the exercise of the right to cast a vote in respect of a share in a specified company, or to control of the exercise of the right to cast a vote in respect of a share in any other corporation, shall extend to control of that right that is direct or indirect including control that is exercisable -

Company
control

- (a) as a result of, or by means of, any trust, agreement, arrangement, understanding or practice, whether or not having legal or equitable force and whether or not based on a legal or equitable right; or
- (b) by reason of a person being in a position to control a corporation.

- (2) For the purposes of this Act -

- (a) a person, other than a corporation, shall be deemed, but not to the exclusion of any other person, to be in a position to control a corporation or to have a controlling interest in a corporation if he alone owns, or if he and a person with whom he is associated, together own shares or other interests representing more than one-fifth of the issued capital in that corporation or if he alone is, or if he and a person with whom he is associated, together are in a position to control more than one-fifth of the total of the rights to cast votes, whether in respect of all questions that may be submitted to a vote or as regards only one or more of such questions, in respect of shares in that corporation;
- (b) a corporation shall be deemed, but not to the exclusion of any other person, to be in a position to control another corporation or to have a controlling interest in a corporation if it alone owns, or if it and a person with whom

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it is associated together own, shares or other interests representing more than one-fifth of the issued capital in that other corporation or if it alone is, or if it and a person with whom it is associated, are together in a position to control more than one-fifth of the total of the rights to cast votes, whether in respect of all questions that may be submitted to a vote or as regards only one or more of such questions, in respect of shares in that other corporation;

- (c) a person who is or is to be deemed, but not to the exclusion of any other person, to be in a position to control a corporation which, or a person who, is or is to be deemed to be in a position to control another corporation shall be deemed for the purposes of this Act to be in a position to control that other corporation; and
- (d) a person who is or is to be deemed, but not to the exclusion of any other person, to be in a position to control a corporation shall be deemed to be in a position to control the exercise of any right of that corporation to cast a vote in respect of a share in another corporation.

(3) For the purposes of this Act, the exercise of the right to cast a vote in respect of a share is not subject to control by a person by reason only that the share is held in the name of that person.

Associates
of share-
holders

8.(1) For the purposes of this Act, a person who is a shareholder is associated with another person if -

- (a) one of those persons is a corporation and the other person is an officer of that corporation;
- (b) one person is a partner of the other person;
- (c) one of the persons is a corporation and the other person, whether a corporation or not, is in a position to control that corporation;
- (d) both persons are corporations and one person, whether a corporation or not, is in a position to exercise control over both of those persons;
- (e) both of the persons hold foreign shares in a specified company and a person who is in a position to control the exercise of the right to cast votes in respect of any of the foreign shares held by one of those persons is also in

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a position to control the exercise of the right to cast votes in respect of any of the foreign shares held by the other person;

(f) both of the persons hold foreign shares in a specified company and a person who is in a position to control the exercise of the right to cast votes in respect of any of the foreign shares held by one of those persons is a partner of a person who is in a position to control the exercise of the right to cast votes in respect of any of the foreign shares held by the other person; or

(g) both persons are members of a voting trust and the trust relates to shares in a specified company.

(2) For the purposes of this Act, where, by reason of sub-section (1) -

(a) one shareholder in a corporation is associated with another shareholder in that corporation; and

(b) another shareholder in that corporation is also associated with either of the shareholders referred to in paragraph (a),

each of those shareholders and that other shareholder are associated with one another.

9. For the purposes of this Act, where -

Joint holding
of shares

(a) a share in a specified company is held in the names of 2 or more persons; and

(b) one or more of those persons is -

(i) a person, other than a corporation, who is not ordinarily resident in Australia; or

(ii) a foreign corporation,

that share shall be deemed to be held by each of the joint holders of the share.

10. For the purposes of section 6(5), a person is an associate of another person if that person -

Associates of
persons

(a) is that other person's spouse, de facto spouse, parent, remoter lineal ancestor, son, daughter, brother, sister or remoter issue of that other person or adopted child;

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- (b) is a partner of that other person;
- (c) is a corporation of which that other person is an officer;
- (d) is, where that other person is a corporation, an officer of the corporation;
- (e) is an employee or employer of that other person;
- (f) is an officer of any corporation of which that other person is an officer;
- (g) is an employee of a natural person of whom that other person is an employee;
- (h) is a corporation that is related, within the meaning of section 6(5) of the Companies Act, to that other person;
- (j) is a person in accordance with whose directions, instructions or wishes that other person is accustomed or is under an obligation, whether formal or informal, to act in relation to the exercise of a power referred to in this Act;
- (k) is a person who is accustomed or is under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of that other person in relation to the exercise of a power referred to in this Act;
- (m) is a corporation that is, or the directors of which are, accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of that other person in relation to the exercise of that power;
- (n) is a corporation in accordance with the directions, instructions or wishes of which, or of the directors of which, that other person is accustomed or under an obligation, whether formal or informal, to act in relation to the exercise of that power;
- (o) is a trustee or beneficiary of a trust, whether discretionary or otherwise, of which that other person or an associate of that other person is a beneficiary or a trustee, respectively, whether contingent or otherwise;

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- (p) is a person who is, in the opinion of the Minister, so associated, related or connected with that other person that it is reasonable to assume that they will act in relation to the exercise of that power in one way or in accordance with agreements, arrangements or understandings between them;
- (q) is a person who is, in the opinion of the Minister, acting in concert with that other person in relation to the exercise of that power;
- (r) has an agreement, arrangement or understanding, whether formal or informal and whether express or implied, with that other person in relation to the exercise of that power; or
- (s) is associated, whether formally or informally, with that other person in relation to the exercise of that power.

11. For the purposes of the Casino Development Act, the agreements specified in Schedule 1 are ratified.

Ratification

12.(1) Subject to this section, the Minister may grant a casino licence to a person, in accordance with the agreements specified in Schedule 1, to use that part of the complex as may be specified in the licence for the playing of authorized games.

Grant and assignment of casino licences

(2) Subject to this Act, a casino licence shall not be granted or assigned to any person -

- (a) other than a specified company; or
- (b) the receiver or manager of the specified company appointed or nominated under the terms of the agreements specified in Schedule 1.

(3) A casino licence granted or assigned contrary to sub-section (2) shall be, or become in the case of assignment, of no effect whatever.

(4) A receiver or manager referred to in sub-section (2)(b) who is not a party to an agreement set out in Schedule 1 may enforce the agreement as if he were a party to that agreement and had given valuable consideration in respect of that agreement.

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PART II - CONTROL OF FOREIGN SHAREHOLDINGS IN SPECIFIED COMPANIES

Declarations
at meetings 13.(1) Except with the consent of the Minister, or his nominee attending a meeting in accordance with section 39(2), no business shall be transacted at any meeting of members of a specified company unless there is, or has been, handed to the secretary of the company, or to some person authorized in writing by him in that behalf, by persons personally present as members, or as the attorneys under power of members, or as the holders of proxies, or as representatives of corporate members, declarations in writing in the form specified in Schedule 2 from one or more of which it appears that not less than 40 per cent of the votes cast in respect of any resolution or decision may be cast by or on behalf of persons other than holders of foreign shares.

(2) A person present at a meeting of a specified company as an attorney under power, as the holder of a proxy, as the representative, or in any of those capacities, of more than one member shall, if making a declaration under this section, make a separate declaration in respect of each member whom he represents or for whom he acts, as the case may be.

(3) Any person who wilfully makes a declaration under sub-section (1) which contains false or misleading information shall be guilty of an offence.

(4) Any person who, on being requested by the secretary of a specified company or a person authorized by the secretary in that behalf, without lawful excuse fails to complete, sign, and hand to the secretary or that other person a declaration under sub-section (1) shall be guilty of an offence.

Increase in
percentage
voting on
resolutions 14.(1) If, on or before a day set down as the day on which a general meeting of a specified company is to be held, the secretary of the company or a person authorized by him in that behalf, does not receive in relation to that meeting declarations under section 13 from which it appears that not less than 40 per cent of the votes cast in respect of any resolution or decision may be cast by or on behalf of persons other than holders of foreign shares the figure "62" in section 15 shall be read as "70" for the purposes of that general meeting.

(2) Not later than 7 days after the day set down for a meeting or a proposed meeting to which sub-section (1) applies, the secretary of the specified company shall serve on the Minister a notice of the

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fact that it did not appear from the declarations received in relation to that meeting that not less than 40 per cent of the votes to be cast at that meeting may have been cast by or on behalf of persons other than holders of foreign shares.

(3) Where, in accordance with section 39(2), a nominee of the Minister is attending, or present for the purpose of attending, a meeting of a specified company, it shall be sufficient compliance with sub-section (2) if the notice referred to is served on the nominee of the Minister.

15.(1) No resolution or decision of any kind made by a meeting or by poll arising from a meeting of a specified company shall have any force or effect unless at least 62 per cent of the votes cast in favour of the resolution or decision were cast by or on behalf of shareholders other than the holders of foreign shares.

Percentage
voting on
resolutions

(2) Where the Minister has reason to believe that a resolution or decision of a specified company may be without force or effect by virtue of sub-section (1), he may, within one month of the meeting or of the poll at which the resolution or decision was resolved or made, by notice in writing addressed to the secretary of the specified company, request the secretary to inform the Minister in writing of the number of votes that were cast in relation to the resolution or decision and the percentage of those votes that was cast by or on behalf of shareholders other than the holders of foreign shares.

(3) If, within one month of the receipt of a notice under sub-section (2), the secretary to whom the notice was addressed, either personally or by a person acting on his behalf, fails or refuses to comply with the request contained in the notice, the resolution or decision shall be deemed to be without any force or effect and shall further be deemed never to have been of any force or effect.

16.(1) Subject to this section, where the Minister has reason to believe that at a meeting or at a poll arising from a meeting of a specified company, votes were cast or any business of or connected with the meeting was transacted otherwise than in accordance with section 13, the Minister may, within one month of that meeting or poll, by notice in writing addressed to the secretary of the specified company declare the meeting, the poll or any resolution passed at the meeting to be without any effect, and that meeting, poll, and resolution, or any of them, as the case requires, shall be without any force or effect and shall be deemed never to have been of any force or effect.

Notice of
infringement
of section 13

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(2) Except where and to any extent to which the Minister gives notice under sub-section (1), a meeting or a poll arising from a meeting of a specified company or a resolution passed at such a meeting at which any of the votes cast or business transacted are cast or transacted otherwise than in accordance with section 13, shall not be held to be invalid or open to objection by reason only of the fact that any of the votes were so cast or business so transacted.

(3) In this section, "business" shall include the completing, signing and handing over of a declaration under section 13.

Directors

17.(1) Without the prior written consent of the Minister, a specified company shall not at any time have more than 2 directors who are persons not ordinarily resident in Australia if the total number of directors at the same time is 6 or less and not more than 3 directors who are persons not ordinarily resident in Australia if the total number of directors at the same time is 7 or more.

(2) The majority of directors of a specified company shall be persons ordinarily resident in Australia.

Appointment of directors

18.(1) Every person whose name is proposed for election or appointment as a director of a specified company shall, prior to the meeting at which his election or appointment is to be considered, hand to the secretary of the company a declaration stating whether -

(a) he is a person ordinarily resident in Australia; and

(b) there exists any trust, agreement, arrangement, understanding or practice for, with, or involving any person not ordinarily resident in Australia in respect of the discharge of his duties as such proposed director.

(2) Any person who is a party to any trust, agreement, arrangement, understanding or practice of the kind referred to in sub-section (1)(b) shall be deemed to be, for the purposes of this Act, a person not ordinarily resident in Australia.

(3) Any person who makes a false statement in a declaration made under sub-section (1) shall be guilty of an offence.

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19. The office of a director of a specified company shall become vacant if the director, being a person ordinarily resident in Australia at the time of his appointment or election, ceases to be a person ordinarily resident in Australia or if he becomes party to any trust, agreement, arrangement, understanding or practice of the kind referred to in section 18(1)(b).

Vacating of
office of
director

20. A director of a specified company who is not ordinarily resident in Australia shall not be appointed chairman or deputy chairman of any meeting of the directors or of the company, unless the Minister otherwise approves.

Chairman,
Deputy Chair-
man of meet-
ings

21.(1) Notwithstanding sections 17 to 20 inclusive, failure to comply with section 17, 18 or 20, or the rendering vacant of an office of director under section 19, shall not render invalid or open to objection any proceeding or transaction of a specified company or any act of a director or the directors, including the director who failed to so comply or whose office was rendered vacant.

Transactions
not rendered
invalid

(2) A failure to comply with section 17, 18 or 20 or the rendering vacant of an office of director under section 19 which occurred with knowledge of the person proposed for election to or appointed as a director, or of the company, is an offence by that person or the company, as the case may be, or both by that person and by the company.

22. At no time shall the aggregate of the nominal amounts of all foreign shares in a specified company exceed 38 per cent of the issued capital of the company.

Aggregate of
nominal
accounts of
foreign shares

23.(1) Subject to sub-section (2), where an application is made to a specified company for the registration of a transfer of shares in the company, the company shall refuse to register the transfer unless the person to whom the shares are to be transferred lodges with the company a statutory declaration made by him or, where the person is a corporation, made by an officer of that corporation, stating -

Declarations
prior to
registration

(a) whether the shares will be held by the person to whom they are to be transferred for his own use or benefit;

(b) if the shares will be held for the use or benefit of another person -

(i) the name and ordinary place of residence of that other person; or

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- (ii) where that other person is a corporation - the name of the corporation and the place of its formation, organization or incorporation; and
 - (c) that the control of the exercise of the right to cast a vote in respect of the shares to be transferred will not be vested in any other person or, if that control will be vested in another person, the name of that other person.
- (2) Except where an application is for the registration on the share register of a specified company that is kept in Australia of a transfer of shares that are entered on a share register of the company that is kept outside Australia, sub-section (1) is not applicable in any case of an application for the registration of a transfer of shares that are entered only on a register of shares of the company that is kept outside Australia.
- (3) A specified company shall, not later than 31 January in each year, supply the Registrar with a return in the prescribed form containing the prescribed particulars in respect of -
- (a) persons holding shares in the company at any time during the year ended on 31 December immediately preceding the date of the return; and
 - (b) the matters as stated in the statutory declarations referred to in sub-section (1).

Registration
of foreign
shares

24. A specified company shall not register a transfer of shares if, on registration, the shares would be foreign shares and the aggregate of the nominal amounts of all other foreign shares in the company and of the nominal amounts of the shares to be transferred would exceed 38 per cent of the issued capital of the company.

Directors
may refuse
to register
transfer of
shares

25. Where it appears to the directors of a specified company that upon the registration of a transfer of shares in the company the shares would be foreign shares and the aggregate of the nominal amounts of all foreign shares in the company and of the nominal amounts of the shares to be transferred may exceed 38 per cent of the issued capital of the company, the directors may refuse to register a transfer of those shares.

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26.(1) A specified company shall keep 2 share registers at its registered office in the Territory containing - Share registers

- (a) in one register - particulars of the shares in its capital other than foreign shares; and
- (b) in the other register - particulars of the foreign shares in its capital.

(2) The registers referred to in this section shall be available to the public for inspection, without fee, during ordinary business hours, other than when the company's registers of members are closed pursuant to the Companies Act.

(3) The share certificates in relation to shares in a specified company shall bear a notation of the register of the company in which the shares are entered.

27.(1) Where a trust is or has been created by writing or orally, other than a trust created by a will, of a share in a specified company, the trust shall not be effective for any purpose after the expiration of the period of 90 days after the prescribed date unless, within that period, a statutory declaration, in duplicate, giving notice of the existence and nature of the trust and of the name of the beneficiary is given to the company. Notification of trusts

(2) A specified company receiving a statutory declaration as required by this section shall, within 7 days of the receipt of that declaration, lodge one duplicate with the Registrar and shall retain the other in a register of trusts which a specified company shall keep for that purpose.

(3) A register of trusts maintained as required by sub-section (2) shall be kept at the company's registered office in the Territory and shall be available to the public for inspection, without fee, during ordinary business hours, other than when the company's registers of members are closed pursuant to the Companies Act.

(4) For the purposes of sub-section (1), the prescribed date is -

- (a) the date of commencement of this Act; or
- (b) the date of creation of the trust,

whichever is the later.

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(5) This section applies to a trust created by a person before that person became or becomes the owner of the share in relation to which it is created, and in such a case the trust shall, for the purposes of this section, be deemed to be or to have been created at the time at which that person became or becomes the owner of the shares.

(6) Nothing in this section shall be taken to render valid as against a specified company a trust in respect of shares in the company that would not have been valid as against the company if this section had not been enacted.

(7) A company to which a notice is given for the purposes of this section shall acknowledge in writing the receipt of the notice.

(8) For the purposes of this section -

- (a) entering into an agreement to sell a share; or
- (b) the grant of an option to purchase a share,

shall be deemed to create a trust.

Minister may
prevent re-
gistration
of foreign
shares

28.(1) If the Minister has reason to believe that upon the registration of a transfer of shares in a specified company the shares would be foreign shares and the aggregate of the nominal amounts of all other foreign shares in the company and of the nominal amounts of the shares to be transferred may exceed 38 per cent of the issued capital of the company, the Minister may, by notice in the Gazette, order that the transfer of shares be not registered and that the shares the subject of the transfer be dealt with in accordance with the provisions of section 32.

(2) The wilful registration of a transfer of shares contrary to this section is an offence against this Act.

Application
for allot-
ment of
shares

29. An application for the allotment of shares in a specified company shall be deemed, for the purposes of this Act, to be an application for registration of a transfer of shares in the company and this Act applies to and in relation to such an application as if -

- (a) a reference to an application for the registration of a transfer of shares were a reference to an application for the allotment of shares; and
- (b) a reference to the registration of a transfer of shares were a reference to the allotment of shares.

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30.(1) Where the Minister has reason to believe that a person is capable of giving information or producing documents relating to matters that are relevant to the exercise by the Minister of his powers under this Act, he may, by notice in writing served upon that person, require that person -

Production
of
documents

- (a) to furnish to him, in writing signed by that person or, in the case of a body corporate, by a competent officer of the body corporate, within the time and in the manner specified in the notice, the information; or
- (b) to produce to him, or to a person specified in the notice acting on his behalf, within the time and in the manner specified in the notice, the documents.

(2) Without limiting the generality of sub-section (1), the power of the Minister under that sub-section to require a person to furnish information to the Minister includes the power -

- (a) to require a specified company to furnish to the Minister the names and addresses of persons registered as the holders of shares in the company; and
- (b) to require a person who is registered as the holder of shares in a specified company to furnish to the Minister such information in the possession of the person as the Minister may specify in relation to the beneficial ownership of the shares or in relation to any trust, agreement, arrangement, understanding or practice affecting the shares or any right attaching to the shares.

(3) A person shall not -

- (a) refuse or fail to comply with a notice under this section to the extent that he is capable of complying with it; or
- (b) in purported compliance with such a notice, knowingly furnish information that is false or misleading.

(4) A person is not excused from furnishing information or producing a document when required to do so pursuant to this section on the ground that the information or document might tend to incriminate him, but his answer to any question asked in the notice of

Casino Licence and Control

the requirement, or his furnishing of any other information in pursuance of that notice, is not admissible in evidence against him in any criminal proceedings, other than proceedings under this Act.

(5) Where a person fails to supply all the information, specified by the Minister in a notice of requirement under this section, which is in his possession or knowingly furnishes false or misleading information, the person in whose name the shares, in respect of which the information was required, are registered shall not, on or after the date limited for the supply of the information required, be entitled to cast, in respect of those shares, a vote at a meeting of, or in a poll held by, the company until full and sufficient compliance has been made with the requirement.

Return as
to share-
holders

31. Within one month of the day on which the Administrator gives his assent to this Act, a specified company shall lodge with the Registrar a return of the names and addresses of all persons or, in the case of corporations, the name of the corporation and the place of its formation, organization or incorporation, as the case may be, who are the holders of shares in the company at the date of the return.

Disposal of
foreign
shares

32.(1) Where the Minister has reason to believe that the aggregate of the nominal amounts of foreign shares in a specified company exceeds 38 per cent of the issued capital of the company, he shall give such directions with respect to the disposal of foreign shares as he thinks fit for the purpose of reducing the aggregate of the nominal amounts of foreign shares in the specified company to an amount that is not greater than 38 per cent of the issued capital of the company.

(2) In directions given under this section, the Minister shall -

- (a) specify the number of foreign shares to be disposed of and the persons in whose names the shares are held who are to dispose of them;
- (b) specify that the foreign shares referred to in the directions shall be disposed of either -
 - (i) to a person, other than a corporation, who is ordinarily resident in Australia; or
 - (ii) to a corporation that is not a foreign corporation; and

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- (c) so far as is practicable, direct that the shares be disposed of in the reverse order to that in which they became foreign shares.

(3) A person required under this section to dispose of shares shall do so within the period after the direction is given, being -

- (a) where the shares to be disposed of number less than 10,000 - not less than 3 or more than 6 months;
- (b) where the shares to be disposed of number 10,000 or more but less than 40,000 - not less than 4 or more than 8 months;
- (c) where the shares to be disposed of number 40,000 or more but less than 80,000 - not less than 5 or more than 10 months; and
- (d) where the shares to be disposed of number 80,000 or more - not less than 6 or more than 12 months.

(4) A direction given under this section shall be served on each person who is, by the direction, required to dispose of foreign shares in a specified company and a copy of the direction shall be given to the specified company in which the shares are held.

33.(1) Where -

- (a) the Minister gives a direction under this Act that foreign shares be disposed of; and
- (b) the person specified in the direction does not, within the period prescribed in section 32 for that purpose or immediately thereafter, satisfy the Minister that all of those foreign shares have been disposed of in accordance with the directions or otherwise have ceased to be foreign shares,

Vesting of
foreign
shares in
Registrar

the Minister may, by instrument in writing, direct that any of those foreign shares that have not been so disposed of and have not otherwise ceased to be foreign shares shall vest in the Registrar.

(2) The Minister shall cause a copy of an instrument under sub-section (1) to be served on -

- (a) the specified company in which the foreign shares are held;

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(b) each person in whose name the shares referred to in the notice are held; and

(c) the Registrar.

(3) Upon the service on the specified company of a copy of an instrument made under sub-section (1) -

(a) the shares referred to in the notice vest absolutely in the Registrar; and

(b) the specified company shall register the Registrar as the holder of the shares as if they had been transferred to the Registrar by the person in whose name they were held immediately before service of the copy of the instrument on the specified company.

Disposal of
foreign
shares by
Registrar

34.(1) The Registrar shall, as soon as practicable after foreign shares have been vested in him under section 33, dispose of those shares by sale on a stock exchange.

(2) Where the Registrar has sold shares under this section, the proceeds of the sale less any costs necessarily incurred by him in making the sale shall be paid to the person in whose name the shares were held at the time they vested in the Registrar.

(3) The Registrar shall not be liable, arising from any sale of shares under this section, to a person in whose name the shares were held immediately before the shares became vested in the Registrar or to any person claiming through that person in respect of the sale either in respect of the price at which the shares were sold or otherwise unless it is established that the Registrar acted otherwise than with reasonable care and in good faith.

Voting on
foreign
shares
limited

35. Where the Minister, in pursuance of section 32, gives directions that foreign shares in a specified company be disposed of, the person who holds those foreign shares shall not, on or after the date on which those directions are served on that person or until those shares cease to be foreign shares, be entitled to cast, in respect of those shares, a vote on any question arising at a meeting of, or on a poll held by, the specified company.

Validity of
registration,
&c.

36.(1) The registration of a transfer of foreign shares in a specified company, or the allotment of shares in a specified company, is, notwithstanding anything contained in this Act and that an offence against this Act may have been committed by reason of that registration or allotment, valid for all purposes.

Casino Licence and Control

(2) Nothing in sub-section (1) of this section shall affect the operation of this Act.

37. A specified company, a person dealing with the shares of a specified company, the Minister and the Registrar shall not be affected by notice of any trust, whether express, implied or constructive, by reason of any statement, information or particulars contained in any document made or given under or for the purposes of this Act.

Effect of
notification
of trusts

38. For the purposes of this Act, a document may be given to, or served on, a shareholder in a specified company by sending the document to that shareholder by post to the address specified in the appropriate register of members of that company as the address of that shareholder.

Service of
documents

39.(1) A specified company shall serve on the Minister copies of all documents forwarded by the company to its shareholders in the same manner as though the Minister were a shareholder.

Service on
the Minister

(2) The Minister, or his nominee duly authorized in writing, is entitled to attend and to speak at any meeting of a specified company as though he were a shareholder in the company but nothing contained in this section shall confer on the Minister or his nominee a right to vote.

40. A person who knowingly -

Offences

(a) furnishes false or misleading information in;

(b) fails to furnish the information required by;
or

(c) makes any material omission from,

a document made or given under or for the purposes of this Act, is guilty of an offence.

41.(1) Subject to this section, the Minister may terminate, or suspend on such terms and conditions as he thinks fit, a casino licence if -

Suspension
or termin-
ation of
casino
licence

(a) he is reasonably satisfied that the specified company has wilfully failed to disclose a substantial shareholder or the nature of the relevant interest of a substantial shareholder in that specified company;

(b) he is reasonably satisfied that the specified company wilfully allows any person to become a

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substantial shareholder without the approval of the Minister;

(c) he is reasonably satisfied that the specified company wilfully allows any substantial shareholder to vary or alter the extent or nature of his relevant interest without the approval of the Minister;

(d) he is reasonably satisfied that a specified company has wilfully failed to notify the Minister in writing within a reasonable time that any person has become or ceased to be a substantial shareholder or that a substantial shareholder has varied or altered the extent or nature of his relevant interest;

(e) he is reasonably satisfied that a specified company has wilfully failed to supply to the Minister any information, which the specified company is capable of supplying and which has been requested from it in accordance with this Act he may require relating to the identity of a substantial shareholder, the relevant interest of any person in the shares of a specified company or to the persons having relevant interests in the shares of a specified company;

(f) he is reasonably satisfied that a specified company has wilfully allowed a person not approved by the Minister to be appointed as a director or officer of the specified company.

(2) The Minister shall not terminate a casino licence under this section until the expiration of 7 days from the date of service on the holder of the licence of a notice in writing specifying the reasons why the Minister is terminating the licence.

(3) If a specified company gives notice in writing to the Minister one month before a person becomes a substantial shareholder or a substantial shareholder varies or alters the extent or nature of his relevant interest in the shares of the specified company and requests the Minister to approve the matters specified in the notice, the Minister shall not terminate the casino licence unless he has notified the specified company in writing that he does not approve the matters specified in the notice and the specified company has allowed the matters specified in the notice to occur.

(4) The Minister may request a specified company to supply such information as he may require prior to

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his granting or refusing an approval under sub-section (3).

(5) An approval given under sub-section (3) may be subject to such terms and conditions as the Minister thinks fit.

42. The Minister may, by notice in writing, terminate or suspend a casino licence on the grounds and in the manner set out in the agreements specified in Schedule 1.

Termination,
suspension in
accordance with
agreements

PART III - CONTROL OF CASINOS

43.(1) Subject to this section, a casino licence may be assigned with the consent of the Minister.

Assignment
of casino
licence

(2) The Minister may, in his absolute discretion, consent or refuse to consent to the assignment of a casino licence.

(3) Where a proposed assignee and a casino licensee are corporations that are related to each other, the consent referred to in sub-section (2) shall not be withheld unreasonably.

(4) For the purpose of sub-section (3), corporations are related to each other if they would, by virtue of section 6(5) of the Companies Act, be deemed to be so related for the purposes of that Act.

44. A casino licence may be surrendered by the casino licensee and, subject to section 45, it ceases to have effect on being so surrendered.

Surrender of
casino licence

45.(1) Where a casino licence is terminated under section 41 or 42 or surrendered, the Minister may grant the licence to any person whom he considers has a sufficient interest in the complex and, on being so granted, the licence again becomes of full effect.

Re-grant of
casino licence

(2) For the purposes of sub-section (2), "complex" means a complex of buildings, or businesses operated in conjunction with those buildings, used for the purposes of, or in connection with, a casino licence.

46.(1) A casino licensee shall pay the fee to the Minister for the issue of a casino licence as is specified in the agreements ratified by this Act or as is otherwise fixed by the Minister on or before the seventh day of each subsequent month during the currency of the licence.

Fees

Casino Licence and Control

(2) A fee due under sub-section (1) and unpaid may be recovered by the Minister in a court of competent jurisdiction as a debt due to the Territory.

Taxes

47.(1) A casino licensee shall pay to the Minister as a tax on the gross profit derived in each month from gaming a sum equivalent to the percentage of the amount of that gross profit as is specified in the agreements ratified by this Act, and that sum shall be so paid on or before the seventh day of the next following month.

(2) For the purposes of sub-section (1), the gross profit derived in any month from gaming shall be calculated by deducting from the total amount received in that month from gaming the amount paid out during that month as winnings in respect of gaming.

(3) Any sum due under sub-section (1) as a tax may be recovered by the Minister in a court of competent jurisdiction as a debt due to the Territory.

(4) In this section, "gaming" means the playing in a casino of authorized games.

Authorized games

48.(1) Subject to this section, the Minister may, by order, declare any game to be an authorized game for the purposes of this Act.

(2) The Minister shall not declare a game to be an authorized game under this section unless he has approved the rules under which it is to be played.

(3) When a game becomes an authorized game under this section, the rules of the game approved under sub-section (2) become, for the purposes of this Act, the approved rules of the game, but the Minister may, at any time, give a casino licensee a direction to alter the approved rules of any game and, on the receipt by the casino licensee of the direction, the approved rules of that game shall be those altered in accordance with the direction.

(4) A reference in sub-section (3) to the alteration of any rules includes a reference to the omission of any of those rules and the addition to those rules of further rules.

(5) The Minister may, by notice in writing delivered to a casino licensee, require the licensee to publish copies of the approved rules for any authorized game, and the casino licensee shall, within such reasonable period as may be specified in the notice, comply with that requirement and give the Minister as many copies as may be specified in the notice.

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(6) A casino licensee shall ensure that any authorized game conducted in the casino is conducted in accordance with the approved rules for that game.

49.(1) Notwithstanding any other law in force in the Territory, it is lawful in a casino -

Playing of
authorized
games

(a) for the casino licensee, his employees and agents to organize or play any authorized game; or

(b) for any person, except a person in respect of whom a direction under section 52 is in force, to play any such game.

(2) A casino shall not be deemed to be a nuisance, public or private, by reason only that it is used as a gaming house.

(3) The Police Administration Act does not apply to implements or articles used or intended to be used in the playing of any authorized game in a casino.

(4) The Lottery and Gaming Act does not apply to or in relation to a casino or an act performed in a casino.

(5) A person shall not, except against a casino licensee, bring legal proceedings to recover -

(a) money won at gaming in the casino;

(b) money on a cheque or other instrument given in payment of money so won; or

(c) a loan of money with which to play a game in the casino,

that could not be brought if this Act had not been enacted.

50.(1) The Minister may give directions to a casino licensee with respect to all or any of the following matters, namely:

Directions

(a) the manner of keeping the accounts of the casino licensee's casino operations;

(b) the supervision and control of the casino licensee's casino operations by persons appointed by the Minister for that purpose;

Casino Licence and Control

- (c) the production from time to time to the Minister of information relating to the casino licensee's casino operations.

(2) The Minister may give a direction to a casino licensee to adopt, vary, cease or refrain from any practice in respect of the conduct of the casino licensee's casino operations or the playing of any game in the casino.

Liquor
licences

51. While a casino licence is in force, no person other than the casino licensee or an employee of the casino licensee shall hold a licence under the Liquor Act, in respect of the complex or any part of the complex that contains the casino.

Right of
entry

52.(1) No person has a right against the owner or occupier of a casino, or a casino licensee, to enter or remain in the casino, except by the licence of that occupier, owner or licensee.

(2) A direction in writing prohibiting any person from entering or remaining in a casino may be given to that person by the casino licensee or some person acting under his supervision or by the Commissioner of Police.

(3) A direction given under sub-section (2) by the Commissioner of Police is of no effect until notice has been given in writing of the direction to a casino licensee.

(4) A direction given under sub-section (2) shall remain in force until its revocation is so notified.

(5) Where a direction has been given to any person under this section, a casino licensee may exclude or remove that person from the casino or have him so excluded or removed.

(6) A person shall not enter or remain in a casino contrary to a direction in writing given to him under sub-section (2) by the casino licensee or some person acting on his authority or by a member of the Police Force.

Penalty: \$500 or imprisonment for 3 months.

(7) A person, being a casino licensee or any employee or agent of the casino licensee acting in connection with the casino, shall not knowingly allow any person to enter or remain in the casino contrary to a direction given under sub-section (2).

Penalty: \$500 or imprisonment for 3 months.

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(8) This section does not prevent any person from exercising any power conferred on him by this or any other Act to enter, or to do any other act in relation to, a casino.

53.(1) A casino licensee shall ensure that no person under the age of 18 years is permitted to play any game in the casino.

Persons under the age of 18 years gaming

Penalty: \$500 or imprisonment for 3 months.

(2) It is a defence in any proceedings for an offence under sub-section (1) to establish that the defendant had reasonable grounds for believing that the person alleged to be under the age of 18 years and playing at the game alleged was over that age.

(3) A person under the age of 18 years shall not play any game in a casino.

Penalty: For a first offence, \$200; for a second or subsequent offence, \$500 or imprisonment for 3 months.

54.(1) A member of the Police Force may, if authorized by an inspector of police, enter at any time any part of a casino.

Member of Police Force may enter casino

(2) Sub-section (1) does not prejudice the exercise by a police officer of any other power to enter a casino or any part of it.

55.(1) A specified company which contravenes, or fails to comply with, a provision of this Act or any direction or notice under this Act is guilty of an offence.

Offences

(2) It shall be a defence to a charge against a specified company of an offence against this Act if the company proves that the contravention or failure of compliance was not intentional.

56. Where a specified company is convicted of an offence against this Act, each person who, at the time of the commission of the offence, was a director of the specified company shall be guilty of the offence and punishable as if the offence had been committed by a person other than a body corporate unless he proves that the offence was committed without his knowledge or that he took reasonable steps to prevent the commission of the offence.

Liability of directors

Casino Licence and Control

- Penalties 57. The penalty for an offence against this Act for which a penalty is not provided by a provision of this Act, other than this section, is -
- (a) in the case of a person other than a body corporate - a fine of \$2,000 or imprisonment for 12 months; or
 - (b) in the case of a body corporate - a fine of \$2,000.
- Prosecution of offenders 58.(1) An offence against this Act may be prosecuted at any time.
- (2) The conviction or acquittal of a person on a complaint of an offence against this Act shall not prevent a further prosecution and conviction in respect of a continuation of that offence after the date on which he was convicted or acquitted.
- Consent of Minister for proceedings 59. Proceedings for an offence against this Act shall not be instituted without the consent of the Minister.
- Exemption 60.(1) Subject to sub-section (2), any law in force in the Territory relating to town planning shall not apply to the areas specified in the agreements ratified in Schedule 1 except to that part of the Don Premises, as defined in Agreement 1 in Schedule 1, which is not used for the purposes of a casino licence granted under this Act, unless that law specifically applies to the areas specified in the agreements in Schedule 1.
- (2) The laws referred to in sub-section (1) shall not apply to the areas specified in the agreements ratified in Schedule 1 only during the period in which those areas are leased or owned by a specified company.
- Closure of road 61. Notwithstanding any other law in force in the Territory, any road specified in the area in Agreement 1 in Schedule 1 is closed from the date of commencement of this Act.
- Restraint of trade 62. The agreements ratified by this Act shall not be held void or unenforceable to any extent by reason relating to the general law in relation to restraint of trade and for the purposes of the Trade Practices Act 1974 of the Commonwealth the making of those agreements are approved and a specified company and any other person may give effect to them.
- Regulations 63. The Administrator may make regulations, not inconsistent with this Act, prescribing all matters that

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this Act requires or permits to be prescribed or that are necessary or convenient to be prescribed for carrying out or giving effect to this Act.

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THE SCHEDULES.

SCHEDULE 1

AGREEMENT 1

AN AGREEMENT made the 28th. day of February One thousand nine hundred and seventy-nine BETWEEN

MARSHALL BRUCE PERRON being and as the Treasurer for the time being of the Northern Territory of Australia ("the Minister" which expression includes his successors in office) of the first part

THE FEDERAL HOTELS LIMITED a company incorporated in the State of Victoria ("Federal") of the second part

THE FEDERAL HOTELS (DARWIN) PTY. LTD. a company incorporated in the Northern Territory of Australia and carrying on business in the Northern Territory of Australia ("the Darwin Licensee") of the third part AND

THE FEDERAL HOTELS (N.T.) PTY. LTD. a company incorporated in the Northern Territory of Australia and carrying on business in the Northern Territory of Australia ("the holding company") of the fourth part.

W H E R E A S :-

- A. The Darwin Licensee is to acquire a Darwin Town Area Lease of certain lands situated in Darwin ("the Lease") and is to perform certain land-scaping and all necessary reclamation work at its own expense and to the satisfaction of the Minister. The lands are the lands more particularly described in Part A of Schedule 1 ("the Darwin Premises").
- B. A Schedule of Facilities initialled by the parties for identification (which with such modifications and additions as the Minister may in his absolute discretion agree to from time to time is in this Agreement called "the Schedule of Facilities") has been prepared for the construction of improvements upon the Darwin Premises by the establishment of new buildings to produce a substantial tourist hotel development and other amenities to international first class standards to the satisfaction of the Minister and incorporating a Casino, hotel accommodation and other facilities, all as

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described in the Schedule of Facilities (which improvements are in this Agreement called "the Darwin Facilities").

- C. The Darwin Licensee wishes to conduct a Casino upon part of the Darwin Premises and has sought permission to conduct certain games upon the Darwin Premises which might otherwise be unlawful by virtue of the provisions of the Lottery and Gaming Act or other statutory provisions or rules of law.
- D. The Minister has agreed, subject to ratification by an Act of Parliament and upon the terms of this Agreement, to grant a Casino licence to the Darwin Licensee for the Darwin Premises ("the Darwin Licence") to permit the conducting of a Casino and the playing on the Darwin Premises of such games as may be approved by the Minister at any time and from time to time pursuant to the Casino Licence and Control Act (in this Agreement together with the Casino Development Act called "the Acts").
- E. Until the granting of the Darwin Licence, the Minister has also agreed, subject as above, to grant a temporary casino licence pursuant to the Acts ("the Don Licence") to the Darwin Licensee to expire immediately before commencement of the Darwin Licence and to commence upon completion of certain improvements ("the Don Facilities") described in plans initialled by the parties for identification (which plans with such modifications and additions as the Minister may in his absolute discretion agree to from time to time are in this Agreement called "the Don Plans") and consisting of a Casino and associated facilities together with any necessary up-grading of existing facilities to the satisfaction of the Minister, all as contained in the Don Plans. The Don Licence is to permit the conducting of a Casino and the playing on the premises known as the Don Hotel, Darwin ("the Don Premises") of such games as may be approved by the Minister at any time and from time to time pursuant to the Acts.

NOW THIS AGREEMENT WITNESSETH as follows:-

1. This Agreement shall come into effect when it has been ratified by Parliament by the Casino Licence and Control Act and shall be wholly conditional upon ratification by Parliament by 30th June 1979, either in its present form or with such variations and amendments as the parties may agree to in writing and upon the

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granting and acceptance of the lease by that date AND in default of ratification (and if necessary assent to variations or amendments) and of the granting and acceptance of the Lease by 30th June 1979 this Agreement shall be wholly void and of no effect whatsoever.

2. In this Agreement unless the context otherwise requires:-

"Parliament" means the Parliament of the Northern Territory of Australia.

"games" means games which would but for the Acts and this Agreement and its ratification by Parliament be contrary to any statutory or other rule of law relating to games of chance and wagering transactions.

"Northern Division" means Darwin and the other land in the Northern Territory which is north of the parallel of latitude which is eighteen (18) degrees south of the Equator and any part of that land.

"conditions" or "directions" means conditions or directions made or given by the Minister under subclause 9(1), and includes any amended or substituted conditions or directions.

"the Manager" and "the Managers" means the natural person (or persons) or company (or companies) for the time being appointed in accordance with subclause 9(2) with the prior approval of the Minister to manage the Casino conducted at the Darwin Premises and the Don Premises or either of them, as the case may be.

"Don Completion Date" means the date by which the Don Facilities are to be constructed and fully completed in accordance with the Don Plans, namely 30th June 1979, or as may be extended by the Minister in his absolute discretion.

"Darwin Completion Date" means the date by which the Darwin Facilities are to be constructed and fully completed in accordance with the Darwin Plans, namely thirty seven (37) months after the date of this Agreement or as may be extended by the Minister in his absolute discretion.

"the Companies Act" means the Companies Act of the Northern Territory of Australia and where the context permits the corresponding companies legislation in each other State or Territory of

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Australia and also includes the corresponding legislation of the Australian Parliament (if any).

"due compliance with this Agreement" means due compliance by Federal, the Darwin Licensee, the holding company and the Manager or the Managers with this Agreement, with the Lease, with the Don Licence and with the Darwin Licence, with the Darwin Development Agreement, with the Acts and with all conditions and directions under this Agreement but in determining whether or not there has been due compliance with this Agreement:-

- (a) any breach of this Agreement, the Lease, the Don Licence, the Darwin Licence, the Darwin Development Agreement, the Acts or the conditions or directions, which breach has been waived by the Minister, shall not be taken into account and
- (b) any breach of a condition or direction which is not wilful and which is not in respect of a material condition or direction shall not be taken into account.

"person" includes corporation.

- 3.
 - (1) The Darwin Licensee shall ensure that the Don Facilities are constructed and completed by the Don Completion Date in accordance with the Don Plans.
 - (2) Subject to the construction and completion of the Don Facilities in accordance with the Don Plans and to the adequate furnishing and fitting out of the Don Premises, the Minister shall grant to the Darwin Licensee as a temporary Casino licence the Don Licence for the Don Premises commencing from the later of the Don Completion Date and three (3) months from the date of commencement of building construction (excluding any work related to landscaping or reclamation) of the Darwin Facilities and terminating (subject as above) upon the commencement of the Darwin Licence.
- 4.
 - (1) Within one (1) month after the date of this Agreement the Darwin Licensee shall submit to the Minister for his approval in his absolute discretion sketch plans for the landscaping and all necessary reclamation work and for the construction of the Darwin Facilities, which sketch plans

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shall be in accordance with the Schedule of Facilities and which, in the form approved by the Minister as above, together with such modifications and additions as the Minister may in his absolute discretion agree to from time to time, are in this Agreement called "the Darwin Sketch Plans".

- (2) Within six (6) months after the Minister has given to the Darwin Licensee notice in writing that he has approved the Darwin Sketch Plans, the Darwin Licensee shall submit to the Minister for his approval in his absolute discretion final, complete and detailed plans for the landscaping and all necessary reclamation work and for the construction of the Darwin Facilities which plans shall be in accordance with the Darwin Sketch Plans and which, in the form approved by the Minister as above, together with such modifications and additions as the Minister may in his absolute discretion agree to from time to time, are in this Agreement called "the Darwin Plans".
- (3) Within six (6) weeks after the Minister has given to the Darwin Licensee notice in writing that he has approved the Darwin Plans, the Darwin Licensee, the holding company and Federal shall execute with a person or firm ("the Darwin Builder") approved by the Minister an agreement ("the Darwin Development Agreement") which shall provide for the development by the Darwin Licensee of the Darwin Premises by such means, in such manner and upon such terms as the Minister may in his absolute discretion approve and, without limiting the generality of the foregoing, the Darwin Development Agreement shall provide:-
 - (a) that Federal and the holding company (jointly and severally) shall guarantee to the Darwin Builder the due performance by the Darwin Licensee of all covenants, agreements and obligations on its part to be observed or performed pursuant to the Darwin Development Agreement;
 - (b) for the construction of the Darwin Facilities on the Darwin Premises by no later than the Darwin Completion Date and generally include satisfactory terms or arrangements for the purpose of ensuring due completion as above in accordance with the Darwin Plans.

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- (4) The Darwin Licensee, Federal and the holding company, as a joint and several obligation, covenant that:-
- (a) the Darwin Facilities shall be constructed and completed by the Darwin Completion Date in accordance with the Darwin Plans; and
 - (b) the landscaping and all necessary reclamation work in relation to the Darwin Premises shall be satisfactorily completed in accordance with the Darwin Plans.
- (5) The Darwin Licensee shall within two (2) months of this Agreement coming into effect submit to the Minister for his prior approval in his absolute discretion detailed plans for the landscaping of the premises adjoining the Darwin Premises described in the map and description set out in Part B of Schedule 1, and shall ensure that that landscaping work is duly carried out before the Darwin Completion Date and shall also ensure that the landscaping of those adjoining premises is properly maintained while any Casino licence granted under this Agreement remains in force.
- (6) If at any time or from time to time, by reason of an Event of Force Majeure, the Darwin Licensee is unable to comply with any of its obligations in Clause 3 or this Clause by the relevant dates or times therein specified or provided, then that date or time shall be extended by such period of time as that Event of Force Majeure continues to prevent the Darwin Licensee from complying with that obligation.

For the purposes of this Clause "Event of Force Majeure" means any event or occurrence beyond the control of the Darwin Licensee and, without limiting the generality of the foregoing, includes the failure by the Darwin Builder to comply with its obligations under the Darwin Development Agreement, the bankruptcy or liquidation of the Darwin Builder and any event or occurrence by reason of which the Darwin Builder is entitled to request or is permitted to have further time to comply with its obligations under the Darwin Development Agreement.

5. Subject to the due completion of the works provided for by the Darwin Development Agreement and to the adequate furnishing and fitting out of the Darwin Premises, the Minister shall pursuant to the Acts grant to the Darwin Licensee a Casino licence being the Darwin Licence authorising the conduct and playing on

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such part of the Darwin Premises as may be specified in the Darwin Licence of such games as may be authorised by the Minister.

6.

- (1) The Don Licence shall be renewable by the Darwin Licensee only on the first day of July in each year.
- (2) The Darwin Licence shall be renewable by the Darwin Licensee only on the first day of July in each year.
- (3) The renewal of the Don Licence or the Darwin Licence shall operate as an extension of the relevant Casino licence.

7. In relation to the Don Licence and the Darwin Licence and any renewals of them, on the first day of each month in every year from the grant of the relevant Licence and while the relevant Licence remains in force, the Darwin Licensee shall pay to the Minister a monthly licence fee on a non-refundable basis should the relevant Licence terminate during a month. The licence fee shall be Two thousand five hundred dollars (\$2,500) per month until the end of the third year after the grant of the Darwin Licence and shall be subject to review on that date and on the first day of July in each year after that date and may be varied by the Minister in his absolute discretion. The licence fee following review shall be payable by the Darwin Licensee as determined by that review or, if not altered, then as last payable in the preceding year and shall continue non-refundable unless otherwise agreed.

8.

- (1) Subject to subclause (2), the Minister, in his absolute discretion, may cancel or refuse to grant or renew the Don Licence or the Darwin Licence and may terminate this Agreement if:-
 - (a) there is material default in due compliance with this Agreement;
 - (b) an order is made for the winding up or dissolution without winding up or an effective resolution is passed for the winding up of any of the relevant Companies unless the winding up or dissolution is for the purposes of reconstruction or amalgamation and the scheme for reconstruction or amalgamation with or without modification has first been approved by the Minister in his absolute discretion;

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- (c) the name of any of the relevant Companies is struck off the Register of Companies pursuant to Section 308 of the Companies Act or any corresponding legislative provision applying to that relevant Company;
- (d) a receiver is appointed of the assets or undertaking or any part thereof of any of the relevant companies or the holder of any encumbrance takes possession of such assets or undertaking or any part thereof (except a receiver and manager or receivers and managers appointed by a Mortgagee under a mortgage in accordance with Clause 13);
- (e) any distress or execution is levied or enforced upon or against any of the assets or property of any of the relevant Companies in respect of an amount greater than One hundred thousand dollars (\$100,000) and is not stayed or discharged within twenty-one (21) days;
- (f) any of the relevant Companies enters into any arrangement or composition with its creditors generally;
- (g) a special resolution as defined by Section 198 of the Companies Act or any corresponding legislative provision applying to that relevant Company is duly passed placing any of the relevant Companies under official management and appointing an official manager pursuant to the Companies Act;
- (h) any of the relevant Companies is convicted of any indictable offence or offence under any law relating to gaming and wagering which in the opinion of the Minister in his absolute discretion may jeopardise the good standing of any of the Casino operations;
- (i) any of the respective directors of any of the relevant Companies or a Manager (being a natural person) of the Casino at the Darwin Premises or the Don Premises is convicted of any indictable offence or offence under any law relating to gaming and wagering which in the opinion of the Minister in his absolute discretion renders him unfit to be engaged in or to manage the business of a Casino or which may jeopardise the good standing of any of the Casino operations and is not immediately removed from his office or

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position upon such fact or event being drawn to the attention of the Darwin Licensee by the Minister;

- (j) a Manager (being a natural person) commits an act of bankruptcy or is declared bankrupt or his estate is dealt with for the benefit of creditors or he becomes of unsound mind or (in the opinion of the Minister in his absolute discretion) physically or mentally unfit to manage a Casino and is not immediately removed from his office or position upon such fact or event being drawn to the attention of the Darwin Licensee by the Minister; or
- (k) there is default in due compliance with this Agreement (other than default covered by any other paragraph of this subclause) and such default is not remedied within fourteen (14) days of notice in writing by the Minister to the person concerned requiring remedy of the default.

In this subclause 9(1) "the relevant companies" means Federal, the Darwin Licensee, the holding company and any manager which is a company.

- (2) Notwithstanding subclause (1), if the Minister becomes entitled to cancel or refuse to grant or renew the Darwin Licence or to terminate this Agreement and if the Darwin Licensee has mortgaged the Darwin Premises and/or its rights and benefits under the Darwin Development Agreement to a Mortgagee in accordance with subclause 13(2) and if that mortgage has not been discharged, the Minister may cancel or refuse to grant or renew the Darwin Licence or terminate this Agreement ONLY IF
 - (a) the Minister has given notice in writing to the Mortgagee stating that he has become entitled to cancel or refuse to grant or renew the Darwin Licence or terminate this Agreement and stating the reason or reasons he has become so entitled;
 - (b) a period of thirty (30) days has elapsed following the giving of that notice;
 - (c) the Mortgagee has not within that period of thirty (30) days by notice in writing to the Minister agreed and undertaken to rectify the defaults or matters by reason of which the Minister has become so entitled;

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- (d) if the Mortgagee has agreed and undertaken to rectify the defaults or matters by reason of which the Minister has become entitled to cancel or refuse to grant or renew the Darwin Licence or terminate this Agreement, the Mortgagee has not within a further period of sixty (60) days after that period of thirty (30) days rectified the defaults or other matters by reason of which the Minister has become so entitled; and
- (e) the Mortgagee has not (if the Minister so directs by notice in writing to the Mortgagee) appointed a receiver and manager or receivers and managers of the Darwin Premises (but this paragraph (e) shall not apply if the Mortgagee has on a previous occasion appointed a receiver and manager or receivers and managers whose appointment has not been terminated).

This subclause 8(2) shall not apply if on more than one previous occasion after the Darwin Licensee has mortgaged the Darwin Premises and/or its rights and benefits under the Darwin Development Agreement the Minister has become entitled to cancel or refuse to grant or renew the Darwin Licence or terminate this Agreement.

9.

- (1) Before the Minister grants a Casino licence pursuant to this Agreement in relation to the Don Premises or the Darwin Premises the Darwin Licensee shall submit to the Minister and obtain his approval of detailed proposals for and shall at all times while the relevant Casino licence remains in force comply with his conditions and directions as to:-
 - (a) written rules for the playing of such games as it is proposed to play in the Casino and the playing of which is authorized by the Minister;
 - (b) the manner in which accounts of the Darwin Licensee's Casino operations shall be kept;
 - (c) the manner and the extent of supervision and control of the Casino operations of the Darwin Licensee by persons appointed by the Minister from time to time for that purpose;
 - (d) written rules for the conduct and attire of both employees and patrons of the hotel and

Casino Licence and Control

the Casino suitable for a first-class international hotel; and

(e) production from time to time of such information in relation to the conduct of the Darwin Licensee's Casino operations as the Minister may think fit.

(2) The Darwin Licensee shall appoint a manager of the Casino at the Don Premises and a manager of the Casino at the Darwin Premises (who may be the same person). The Manager or Managers (as the case may be) shall first be approved by the Minister in his absolute discretion, and the Minister's approval may be subject to conditions, and the approval and conditions may be varied or revoked or replaced at any time.

10. If at any time the Darwin Licensee desires to extend its Casino operations to any games not previously authorised by the Minister it shall submit an application to the Minister to that effect together with proposed rules for the operation of such games. No such games shall be permitted unless and until rules for them have been approved by the Minister.

11. On or before the seventh day of each month in relation to each of the Casinos at the Don Premises and the Darwin Premises, the Darwin Licensee shall pay to the Treasurer by way of tax on gross profit of the Casino in respect of the previous month such sum as shall be calculated in the manner and at the rates set out in Part A and Part B respectively of Schedule 2, subject to Clause 12.

12.

(1) If the Don Licence is still in force at the expiration of two (2) years after the date of its grant the Minister shall then (or may at any time upon written application by the Darwin Licensee) review the manner of calculating tax and the rate of tax and if he is of the opinion in his absolute discretion that any variation should be made in the rate he may unilaterally vary the rate by either increasing or decreasing the rate and the rate as so varied shall upon notice of the variation given to the Darwin Licensee be substituted for the rate now set out in Part A of Schedule 2 or for the rate applicable by virtue of the last previous application of this subclause (as the case may be). After that, review by the Minister shall be annual and in the Minister's absolute discretion as above.

Casino Licence and Control

- (2) At the expiration of three (3) years after the date of grant of the Darwin Licence and afterwards on each second anniversary of that date the Minister shall (or may at any time upon written application by the Darwin Licensee) review the manner of calculating tax and the rate of tax and if he is of the opinion in his absolute discretion that any variation should be made in the rate he may unilaterally vary the rate by either increasing or decreasing the rate and the rate as so varied shall upon notice of the variation given to the Darwin Licensee be substituted for the rate now set out in Part B of Schedule 2 or for the rate applicable by virtue of the last previous application of this subclause (as the case may be).

13.

- (1) The Darwin Licensee shall not assign or otherwise dispose of the benefit of, or its obligations under, this Agreement, the Darwin Development Agreement, the Lease or any title to the Darwin Premises or the Don Premises (including without limiting the generality of the foregoing any freehold or leasehold title) or any Casino licence granted hereunder without the prior written consent of the Minister and subject to any reasonable conditions imposed by the Minister. If, with consent, any assignment does so take place, the assignee (without limiting any other conditions that may be imposed) shall (unless the Minister otherwise agrees) be bound by all the terms of this Agreement, the Darwin Development Agreement, the Lease and the Darwin Licence and the Don Licence, as the case may be, in each case as if it had been named herein or therein in place of the relevant assignor throughout and the assignor prior to the assignment shall procure the execution by the assignee of a covenant to ensure due compliance with this Agreement.
- (2) The Darwin Licensee shall not mortgage (which term includes charge or otherwise encumber) the benefit of or its obligations under this Agreement, the Darwin Development Agreement, the Lease or any title to the Darwin Premises (including without limiting the generality of the foregoing any freehold or leasehold title) or any Casino licence granted hereunder PROVIDED THAT the Darwin Licensee may with the prior written consent of the Minister and subject to any reasonable conditions imposed by the Minister mortgage the Darwin Premises and/or its rights and benefits under the Darwin Development

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Agreement to a person approved by the Minister in his absolute discretion ("the Mortgagee") on terms approved by the Minister in his absolute discretion and (in the case of the Lease) subject at all times to the provisions of the Darwin Town Area Leases Ordinance of the Northern Territory of Australia PROVIDED FURTHER THAT the Minister shall not refuse to consent to a mortgage to, nor refuse to approve a person which is, a trading bank authorised under Part II of the Banking Act of Australia to carry on banking business in Australia (including the Commonwealth Trading Bank).

- (3) Upon application being made to the Minister under the Acts the Minister shall grant a Casino licence for the Darwin Premises to an applicant who is a Mortgagee or a receiver and manager appointed by a Mortgagee or an assignee upon the exercise of a Mortgagee's power of sale of the Darwin Premises and/or of the Darwin Development Agreement PROVIDED such Mortgagee, receiver and manager or assignee is approved by the Minister in his absolute discretion and subject to any reasonable conditions imposed by the Minister, and on the grant of that Casino licence for the Darwin Premises to the applicant the Minister shall cancel the Darwin Licence.
- (4) If any Mortgagee wishes to enforce its security in respect of the Darwin Premises by appointing a receiver and manager or receivers and managers that Mortgagee may by notice in writing to the Minister request the Minister to nominate at least four persons who are qualified under the Companies Act to act as receivers and whose practice includes acting as receivers and managers and each of whom would be acceptable to the Minister as a receiver and manager of the Darwin Premises. The Minister may within fourteen (14) days of receiving notice from the Mortgagee making that request, nominate at least four such persons by notice in writing to the Mortgagee.
- (5) Upon application being made to the Minister under the Acts the Minister shall, notwithstanding sub-clause (3), grant a Casino licence for the Darwin Premises to an applicant or applicants who is or are:-
 - (a) if the Minister has nominated at least four (4) persons under sub-clause (4), any one or more of those person who has or have been appointed a receiver and manager or

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receivers and managers of the Darwin Premises by the Mortgagee; or

- (b) if the Mortgagee has made a request to the Minister under subclause (4) but the Minister has not nominated at least four persons under that subclause within fourteen (14) days of receiving notice making that request, any person or persons who has or have been appointed a receiver and manager or receivers and managers of the Darwin Premises by the Mortgagee, and on the grant of that Casino licence for the Darwin Premises to the applicant or applicants the Minister shall cancel the Darwin Licence.
- (6) A Casino licence granted under subclause (5) shall be subject to the terms of this Agreement mutatis mutandis and to any reasonable conditions imposed by the Minister and what is a reasonable condition shall be determined by reference to the terms of this Agreement and of the applicant or applicant's or applicants' appointment as receiver and manager or receivers and managers, and in addition shall be conditional on the applicant or applicants undertaking to ensure that at all times while the Casino licence remains in force a natural person approved by the Minister holds office and acts as manager of the Casino operations at the Darwin Premises. The applicant or applicants may, when applying for a Casino licence in accordance with subclause (5) and from time to time if the approval of a previously approved manager is withdrawn by the Minister or if a previously approved manager retires, resigns, is dismissed or ceases to hold office or to act for any reason, by written notice to the Minister request his approval of a natural person as a proposed manager under this subclause and the Minister shall within fourteen (14) days of receiving such a request advise the applicant or applicants whether or not he approves the person in the notice. If the Minister does not advise whether or not he approves such a person within the period of fourteen days the applicant or applicants need not obtain his approval but shall nonetheless appoint a manager. Any approval to be given by the Minister under this subclause shall not be unreasonably withheld.
- 14. The Darwin Licensee shall at all times observe the laws of the Northern Territory of Australia (subject always to the Acts and to due compliance with this Agreement) and in particular shall comply with the

Casino Licence and Control

Licensing Act or any amendment of it or statute passed in substitution for it which may (subject as above) be applicable to its Casino operation or the relevant premises.

15.

- (1) So long as the Don Licence remains in force the Minister shall not cause or suffer or permit any person firm association authority or entity other than the Darwin Licensee to be granted a Casino licence applicable to the Northern Division or otherwise legally to organise or run games in the Northern Division.
- (2) So long as the Darwin Licence (which in this sub-clause includes a Casino licence granted to a Mortgagee or to a receiver and manager or to an assignee under Clause 13) remains in force the Minister shall not for a period of fifteen (15) years after the original grant of the Darwin Licence cause or suffer or permit any person firm association authority or entity other than the Darwin Licensee (or the holder for the time being of the Darwin Licence) to be granted a Casino licence applicable to the Northern Division or otherwise legally to organise or run games in the Northern Division.

16.

- (1) The Darwin Licensee shall be and remain a wholly owned subsidiary of the holding company and wholly beneficially owned by the holding company.
- (2) Except to the extent permitted by subclause (3), the holding company shall be and remain a wholly owned subsidiary of Federal and wholly beneficially owned by Federal.
- (3) The Minister, at any time within six (6) years after the date of this Agreement, may on one occasion give written notice to the holding company and to Federal requiring the issue by the holding company of new ordinary shares or the sale by Federal of existing ordinary shares in the capital of the holding company to be offered for subscription or purchase (as the case may be) by natural persons resident and domiciled in the Northern Territory or by companies owned and controlled in the Northern Territory, on terms to be agreed between the Minister and Federal, but so that not less than twenty five per centum (25%) of the issued ordinary shares in the capital of the holding company at that time are offered to natural persons resident and domiciled in the

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Northern Territory or to companies owned and controlled in the Northern Territory.

17.

- (1) The proper law of the contract contained in this Agreement shall be the law of the Northern Territory and the formal and essential validity and the construction, interpretation and effect of this Agreement shall in all respects be determined by the law of the Northern Territory.
- (2) In any case in which the Minister may under this Agreement make or give conditions or directions to persons, the Minister may in his absolute discretion amend or revoke and replace those conditions or directions.
- (3) In any case in which a party is obliged to perform or do an act or thing by or within a time specified in this Agreement the Minister may at any time and from time to time in his absolute discretion extend the time specified for performing or doing that act or thing.
- (4) Federal covenants that the Darwin Licensee shall duly perform all the obligations of the Darwin Licensee under this Agreement, it being the intention of the parties that the obligations of the Darwin Licensee under this Agreement shall also be those of Federal as principal obligations of Federal.
- (5) Any notice, consent, approval, request, condition or direction ("notice") under this Agreement shall be in writing and may be served, given or made by personal service, prepaid airmail or telex to the relevant address set out below. A notice shall be deemed received, if sent by personal service when delivered, if sent by prepaid airmail three (3) days after posting and if sent by telex when transmitted (but a notice sent by telex shall be promptly confirmed by a notice sent by personal service or by prepaid airmail). A notice sent by personal service or prepaid airmail (including a notice confirming a telex) shall be signed by the party sending that notice or by a person authorised to do so on behalf of that party. A party may by notice to the other parties change its address or addresses for notice.

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The Minister

personal service: The Treasurer,
Chan Building,
Block 8, Mitchell Street,
Darwin, N.T.

prepaid airmail: The Treasurer,
P.O. Box 3146,
Darwin, N.T. 5790.

telex: AA85338

Federal, the holding company and the Darwin Licensee

personal service: C/- Messrs. Ward Keller,
Mallam Chambers,
26 Mitchell Street,
Darwin, N.T.

prepaid airmail: C/- Messrs. Ward Keller,
P.O. Box 330,
Darwin, N.T. 5794.

telex: AA85059

SCHEDULE 1

PART A

Lot 5244 Town of Darwin
area: 6.11 hectares.

SCHEDULE 1

PART B

All that piece of land in the Town of Darwin Hundred of Bagot County of Palmerston Northern Territory of Australia containing an area of 6.94 hectares more or less: Commencing at the southeastern corner of lot 4805 Town of Darwin; thence by lines bearing 206 degrees 34 minutes 10 seconds 108.955 metres; 224 degrees 45 minutes 30 seconds 187.505 metres; 269 degrees 45 minutes 30 seconds 163.73 metres; 229 degrees 30 minutes 20 seconds 24.345 metres; 319 degrees 32 minutes 20 seconds 19.635 metres; 275

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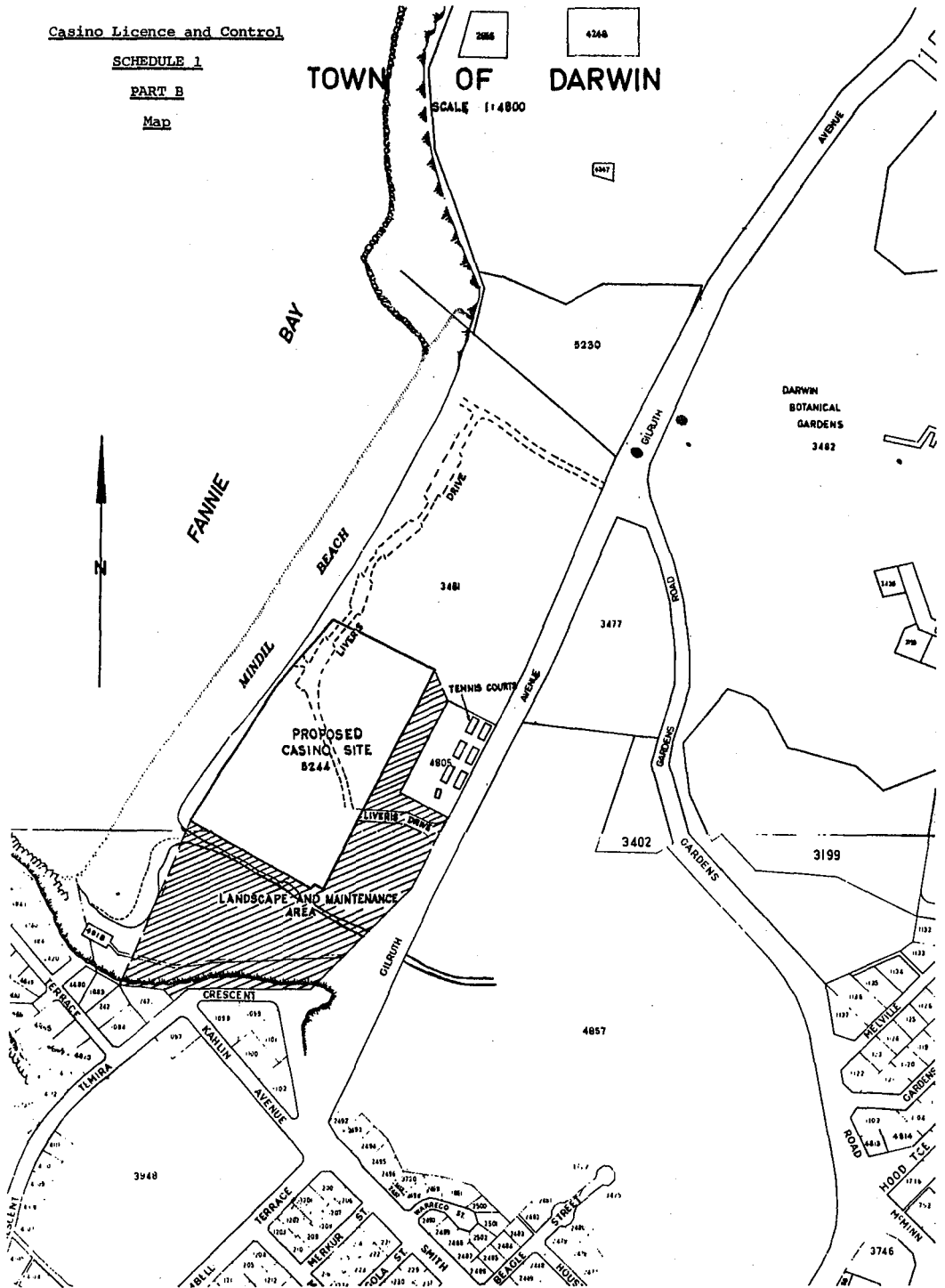
degrees 37 minutes 40 seconds 59.365 metres; 21
degrees 5 minutes 10 seconds 238.19 metres; 119
degrees 0 minutes 10 seconds 183.85 metres; 29
degrees 53 minutes 40 seconds 7.45 metres; 119
degrees 3 minutes 18.18 metres; 26 degrees 34 minutes
10 seconds 329.7 metres; 155 degrees 44 minutes 20
seconds 45.145 metres; 206 degrees 34 minutes 10
seconds 140.21 metres; 116 degrees 34 minutes 10
seconds 73.15 metres to the point of commencement.

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SCHEDULE 1

PART B

Map



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SCHEDULE 2

PART A

DON PREMISES

Rate of Tax Applicable to
Gross Profit for each Month

During the first year after grant of the Don Licence	Fifteen per centum (15%)
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During the second and (unless varied under Clause 12(1)) subsequent years after grant of the Don Licence	Twenty per centum (20%)
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PART B

DARWIN PREMISES

Rate of Tax Applicable to
Gross Profit for each Month

During the first three years and (unless varied under Clause 12(2)) subsequent years after grant of the Darwin Licence	Twenty per centum (20%)
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For purposes of this Agreement the expression "Gross Profit" shall mean the total amount wagered less only amounts paid in winnings and "Month" shall mean calendar month.

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IN WITNESS WHEREOF the parties have executed this Agreement.

SIGNED by THE HONOURABLE MARSHALL)
BRUCE PERRON for and on behalf of and)
as the Treasurer of THE NORTHERN) Marshall Bruce Perron
TERRITORY OF AUSTRALIA in the presence)
of:)
Graham Richard Nicholson
Crown Solicitor

THE COMMON SEAL of THE FEDERAL)
HOTELS LIMITED was hereunto affixed)
by authority of the directors in the) Gregory Patrick Farrell
presence of:) (signed G.P. Farrell)
) Director
Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

THE COMMON SEAL of THE FEDERAL)
HOTELS (DARWIN) PTY. LTD.)
was hereunto affixed by authority of) Gregory Patrick Farrell
the directors in the presence of:) (signed G.P. Farrell)
) Director
Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

THE COMMON SEAL of THE FEDERAL)
HOTELS (N.T.) PTY. LTD. was)
hereunto affixed by authority of the) Gregory Patrick Farrell
directors in the presence of:) (signed G.P. Farrell)
) Director
Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

Casino Licence and Control

AGREEMENT 2

AN AGREEMENT made the 28th. day of February One thousand nine hundred and seventy-nine BETWEEN

MARSHALL BRUCE PERRON being and as the Treasurer for the time being of the Northern Territory of Australia ("the Minister" which expression includes his successors in office) of the first part

THE FEDERAL HOTELS LIMITED a company incorporated in the State of Victoria ("Federal") of the second part

THE FEDERAL HOTELS (ALICE SPRINGS) PTY. LTD. a company incorporated in the Northern Territory of Australia and carrying on business in the Northern Territory of Australia ("the Alice Springs Licensee") of the third part AND

THE FEDERAL HOTELS (N.T.) PTY. LTD. a company incorporated in the Northern Territory of Australia and carrying on business in the Northern Territory of Australia ("the holding company") of the fourth part.

W H E R E A S:-

- A. The Alice Springs Licensee is to acquire a Lease of Town Lands of certain lands situated in Alice Springs ("the Lease") more particularly described in Schedule 1 ("the Alice Springs Premises").
- B. A Schedule of Facilities initialled by the parties for identification (which with such modifications and additions as the Minister may in his absolute discretion agree to from time to time is in this Agreement called "the Schedule of Facilities") has been prepared for the construction of improvements upon the Alice Springs Premises by the establishment of new buildings to produce a substantial tourist hotel development and other amenities to international first class standards to the satisfaction of the Minister and incorporating a Casino, hotel accommodation and other facilities, all as described in the Schedule of Facilities (which improvements are in this Agreement called "the Alice Springs Facilities").
- C. The Alice Springs Licensee wishes to conduct a Casino upon part of the Alice Springs Premises and has sought permission to conduct certain games upon the Alice Springs Premises which

Casino Licence and Control

might otherwise be unlawful by virtue of the provisions of the Lottery and Gaming Act or other statutory provisions or rules of law.

- D. The Minister has agreed, subject to ratification by an Act of Parliament and upon the terms of this Agreement, to grant a Casino licence to the Alice Springs Licensee for the Alice Springs Premises ("the Alice Springs Licence") to permit the conducting of a Casino and the playing on the Alice Springs Premises of such games as may be approved by the Minister at any time and from time to time pursuant to the Casino Licence and Control Act (in this Agreement together with the Casino Development Act called "the Acts").

NOW THIS AGREEMENT WITNESSETH as follows:-

1. This Agreement shall come into effect when it has been ratified by Parliament by the Casino Licence and Control Act and shall be wholly conditional upon ratification by Parliament by 30th June 1979 either in its present form or with such variations and amendments as the parties may agree to in writing and upon the granting and acceptance of the Lease by that date AND in default of ratification (and if necessary assent to variations or amendments) and of the granting and acceptance of the Lease by 30th June 1979 this Agreement shall be wholly void and of no effect whatsoever.

2. In this Agreement unless the context otherwise requires:-

"Parliament" means the Parliament of the Northern Territory of Australia.

"games" means games which would but for the Acts and this Agreement and its ratification by Parliament be contrary to any statutory or other rule of law relating to games of chance and wagering transactions.

"Southern Division" means Alice Springs and the other land in the Northern Territory which is south of the parallel of latitude which is eighteen (18) degrees south of the Equator and any part of that land.

"conditions" or "directions" means conditions or directions made or given by the Minister under subclause 7(1), and includes any amended or substituted conditions or directions.

Casino Licence and Control

"the manager" means the natural person or company for the time being appointed in accordance with subclause 7(2) with the prior approval of the Minister to manage the Casino conducted at the Alice Springs Premises.

"Alice Springs Completion Date" means the date by which the Alice Springs Facilities are to be constructed and fully completed in accordance with the Alice Springs Plans, namely twenty-five (25) months after the date of this Agreement or as may be extended by the Minister in his absolute discretion.

"the Companies Act" means the Companies Act of the Northern Territory of Australia and where the context permits the corresponding companies legislation in each other State or Territory of Australia and also includes the corresponding legislation of the Australian Parliament (if any).

"due compliance with this Agreement" means due compliance by each of Federal, the Alice Springs Licensee, the holding company and the Manager with this Agreement, with the Lease, with the Alice Springs Licence, with the Alice Springs Development Agreement, with the Acts and with all conditions and directions under this Agreement but in determining whether or not there has been due compliance with this Agreement:-

- (a) any breach of this Agreement, the Lease, the Alice Springs Licence, the Alice Springs Development Agreement, the Acts or the conditions or directions, which breach has been waived by the Minister, shall not be taken into account and
- (b) any breach of a condition or direction which is not wilful and which is not in respect of a material condition or direction shall not be taken into account.

"the Darwin Agreement" means the agreement of even date with this Agreement executed by and between the Minister, Federal, The Federal Hotels (Darwin) Pty. Ltd. and the holding company and which is to be ratified by the Casino Licence and Control Act.

"person" includes corporation.

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- 3.
- (1) Within one (1) month after the date of this Agreement the Alice Springs Licensee shall submit to the Minister for his approval in his absolute discretion sketch plans for the construction of the Alice Springs Facilities, which sketch plans shall be in accordance with the Schedule of Facilities and which, in the form approved by the Minister as above, together with such modifications and additions as the Minister may in his absolute discretion agree to from time to time, are in this Agreement called "the Alice Springs Sketch Plans".
 - (2) Within five (5) months after the Minister has given to the Alice Springs Licensee notice in writing that he has approved the Alice Springs Sketch Plans, the Alice Springs Licensee shall submit to the Minister for his approval in his absolute discretion final, complete and detailed plans for the construction of the Alice Springs Facilities which plans shall be in accordance with the Alice Springs Sketch Plans and which, in the form approved by the Minister as above, together with such modifications and additions as the Minister may in his absolute discretion agree to from time to time, are in this Agreement called "the Alice Springs Plans".
 - (3) Within six (6) weeks after the Minister has given to the Alice Springs Licensee notice in writing that he has approved the Alice Springs Plans, the Alice Springs Licensee, the holding company and Federal shall execute with a person or firm ("the Alice Springs Builder") approved by the Minister an agreement ("the Alice Springs Development Agreement") which shall provide for the development by the Alice Springs Licensee of the Alice Springs Premises by such means, in such manner and upon such terms as the Minister may in his absolute discretion approve and, without limiting the generality of the foregoing, the Alice Springs Development Agreement shall provide:-
 - (a) that Federal and the holding company (jointly and severally) shall guarantee to the Alice Springs Builder the due performance by the Alice Springs Licensee of all covenants, agreements and obligations on its part to be observed or performed pursuant to the Alice Springs Development Agreement;

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- (b) for the construction of the Alice Springs Facilities on the Alice Springs Premises by no later than the Alice Springs Completion Date and generally include satisfactory terms or arrangements for the purpose of ensuring due completion as above in accordance with the Alice Springs Plans.
- (4) The Alice Springs Licensee, Federal and the holding company, as a joint and several obligation, covenant that the Alice Springs Facilities shall be constructed and completed by the Alice Springs Completion Date in accordance with the Alice Springs Plans.
- (5) If at any time or from time to time, by reason of an Event of Force Majeure, the Alice Springs Licensee is unable to comply with any of its obligations in this Clause 3 by the relevant dates or times specified or provided in this Clause, then that date or time shall be extended by such period of time as that Event of Force Majeure continues to prevent the Alice Springs Licensee from complying with its obligations under this Clause.

For the purposes of this Clause "Event of Force Majeure" means any event or occurrence beyond the control of the Alice Springs Licensee and, without limiting the generality of the foregoing, includes the failure by the Alice Springs Builder to comply with its obligations under the Alice Springs Development Agreement, the bankruptcy or liquidation of the Alice Springs Builder and any event or occurrence by reason of which the Alice Springs Builder is entitled to request or is permitted to have further time to comply with its obligations under the Alice Springs Development Agreement.

4. Subject to due completion of the works provided for by the Alice Springs Development Agreement and to the adequate furnishing and fitting out of the Alice Springs Premises, the Minister shall pursuant to the Acts grant to the Alice Springs Licensee a Casino licence being the Alice Springs Licence authorising the conduct and playing on such part of the Alice Springs Premises as may be specified in the Alice Springs Licence of such games as may be authorised by the Minister.

5. The Alice Springs Licence shall be renewable by the Alice Springs Licensee only on the first day of July in each year. The renewal of the Alice Springs

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Licence shall operate as an extension of that Casino licence.

6. Subject to subclause (2), the Minister, in his absolute discretion, may cancel or refuse to grant or renew the Alice Springs Licence and may terminate this Agreement if:-

- (a) there is material default in due compliance with this Agreement;
- (b) an order is made for the winding up or dissolution without winding up or an effective resolution is passed for the winding up of any of the relevant Companies unless the winding up or dissolution is for the purposes of reconstruction or amalgamation and the scheme for reconstruction or amalgamation with or without modification has first been approved by the Minister in his absolute discretion;
- (c) the name of any of the relevant companies is struck off the Register of Companies pursuant to Section 308 of the Companies Act or any corresponding legislative provision applying to that relevant Company;
- (d) a receiver is appointed of the assets or undertaking or any part thereof of any of the relevant Companies or the holder of any encumbrance takes possession of such assets or undertaking or any part thereof (except a receiver and manager or receivers and managers appointed by a Mortgagee under a mortgage in accordance with Clause 11);
- (e) any distress or execution is levied or enforced upon or against any of the assets or property of any of the relevant Companies in respect of an amount greater than one hundred thousand dollars (\$100,000) and is not stayed or discharged within twenty-one (21) days;
- (f) any of the relevant Companies enters into any arrangement or composition with its creditors generally;
- (g) a special resolution as defined by Section 198 of the Companies Act or any corresponding legislative provision applying to that relevant Company is duly passed placing any of the relevant Companies under official

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management and appointing an official manager pursuant to the Companies Act;

- (h) any of the relevant Companies is convicted of any indictable offence or offence under any law relating to gaming and wagering which in the opinion of the Minister in his absolute discretion may jeopardize the good standing of any of the Casino operations;
- (i) any of the respective directors of any of the relevant Companies or a Manager (being a natural person) of the Casino at the Alice Springs Premises is convicted of any indictable offence or offence under any law relating to gaming and wagering which in the opinion of the Minister in his absolute discretion renders him unfit to be engaged in or to manage the business of a Casino or which may jeopardise the good standing of any of the Casino operations and is not immediately removed from his office or position upon such fact or event being drawn to the attention of the Alice Springs Licensee by the Minister;
- (j) a Manager (being a natural person) commits an act of bankruptcy or is declared bankrupt or his estate is dealt with for the benefit of creditors or he becomes of unsound mind or (in the opinion of the Minister in his absolute discretion) physically or mentally unfit to manage a Casino and is not immediately removed from his office or position upon such fact or event being drawn to the attention of the Alice Springs Licensee by the Minister; or
- (k) there is default in due compliance with this Agreement (other than default covered by any other paragraph of this subclause) and such default is not remedied within fourteen (14) days of notice in writing by the Minister to the person concerned requiring remedy of the default.

In this subclause 6(1) "the relevant Companies" means Federal, the Darwin Licensee, the holding company and any Manager which is a company.

- (2) Notwithstanding subclause (1), if the Minister becomes entitled to cancel or refuse to grant or renew the Alice Springs Licence or to terminate this Agreement and if the Alice Springs Licensee

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has mortgaged the Alice Springs Premises and/or its rights and benefits under the Alice Springs Development Agreement to a Mortgagee in accordance with subclause 11(2) and if that mortgage has not been discharged, the Minister may cancel or refuse to grant or renew the Alice Springs Licence or terminate this Agreement ONLY IF

- (a) the Minister has given notice in writing to the Mortgagee stating that he has become entitled to cancel or refuse to grant or renew the Alice Springs Licence or terminate this Agreement and stating the reason or reasons he has become so entitled;
- (b) a period of thirty (30) days has elapsed following the giving of that notice;
- (c) the Mortgagee has not within that period of thirty (30) days by notice in writing to the Minister agreed and undertaken to rectify the defaults or matters by reason of which the Minister has become so entitled;
- (d) if the Mortgagee has agreed and undertaken to rectify the defaults or matters by reason of which the Minister has become entitled to cancel or refuse to grant or renew the Alice Springs Licence or terminate this Agreement, the Mortgagee has not within a further period of sixty (60) days after that period of thirty (30) days rectified the defaults or other matters by reason of which the Minister has become so entitled; and
- (e) the Mortgagee has not (if the Minister so directs by notice in writing to the Mortgagee) appointed a receiver and manager or receivers and managers of the Alice Springs Premises (but this paragraph (e) shall not apply if the Mortgagee has on a previous occasion appointed a receiver and manager or receivers and managers whose appointment has not been terminated).

This subclause 6(2) shall not apply if on more than one previous occasion after the Alice Springs Licensee has mortgaged the Alice Springs Premises and/or its rights and benefits under the Alice Springs Development Agreement the Minister has become entitled to cancel or refuse to grant or renew the Alice Springs Licence or terminate this Agreement.

Casino Licence and Control

- 7.
- (1) Before the Minister grants a Casino licence pursuant to this Agreement in relation to the Alice Springs Premises the Alice Springs Licensee shall submit to the Minister and obtain his approval of detailed proposals for and shall at all times while the relevant Casino licence remains in force comply with his conditions and directions as to:
 - (a) written rules for the playing of such games as it is proposed to play in the Casino and the playing of which is authorised by the Minister;
 - (b) the manner in which accounts of the Alice Springs Licensee's Casino operations shall be kept;
 - (c) the manner and the extent of supervision and control of the Casino operations of the Alice Springs Licensee by persons appointed by the Minister from time to time for that purpose;
 - (d) written rules for the conduct and attire of both employees and patrons of the hotel and the Casino suitable for a first-class international hotel; and
 - (e) production from time to time of such information in relation to the conduct of the Alice Springs Licensee's Casino operations as the Minister may think fit.
 - (2) The Alice Springs Licensee shall appoint a manager of the Casino at the Alice Springs Premises. The Manager shall first be approved by the Minister in his absolute discretion, and the Minister's approval may be subject to conditions, and the approval and conditions may be varied or revoked or replaced at any time.
8. If at any time the Alice Springs Licensee desires to extend its Casino operations to any games not previously authorised by the Minister it shall submit an application to the Minister to that effect together with proposed rules for the operation of such games. No such games shall be permitted unless and until rules for them have been approved by the Minister.
9. On or before the seventh day of each month in relation to the Casino at the Alice Springs Premises, the Alice Springs Licensee shall pay to the Treasurer

Casino Licence and Control

by way of tax on gross profit of the Casino in respect of the previous month such sum as shall be calculated in the manner and at the rates set out in Schedule 2, subject to Clause 10.

10. At the expiration of three (3) years after the date of grant of the Alice Springs Licence and afterwards on each second anniversary of that date the Minister shall (or may at any time upon written application by the Alice Springs Licensee) review the manner of calculating tax and the rate of tax and if he is of the opinion in his absolute discretion that any variation should be made in the rate he may unilaterally vary the rate by either increasing or decreasing the rate and the rate as so varied shall upon notice of the variation given to the Alice Springs Licensee be substituted for the rate now set out in Schedule 2 or for the rate applicable by virtue of the last previous application of this Clause (as the case may be).

11.

- (1) The Alice Springs Licensee shall not assign or otherwise dispose of the benefit of, or its obligations under, this Agreement, the Alice Springs Development Agreement, the Lease or any title to the Alice Springs Premises (including without limiting the generality of the foregoing any freehold or leasehold title) or any Casino licence granted hereunder without the prior written consent of the Minister and subject to any reasonable conditions imposed by the Minister. If, with consent, any assignment does so take place, the assignee (without limiting any other conditions that may be imposed) shall (unless the Minister otherwise agrees) be bound by all the terms of this Agreement, the Alice Springs Development Agreement, the Lease and the Alice Springs Licence, as the case may be, in each case as if it had been named herein or therein in place of the relevant assignor throughout and the assignor prior to the assignment shall procure the execution by the assignee of a covenant to ensure due compliance with this Agreement.
- (2) The Alice Springs Licensee shall not mortgage (which term includes charge or otherwise encumber) the benefit of or its obligations under this Agreement, the Alice Springs Development Agreement, the Lease or any title to the Alice Springs Premises (including without limiting the generality of the foregoing any freehold or leasehold title) or any Casino licence granted hereunder PROVIDED that the Alice Springs

Casino Licence and Control

Licensee may with the prior written consent of the Minister and subject to any reasonable conditions imposed by the Minister mortgage the Alice Springs Premises and/or its rights and benefits under the Alice Springs Development Agreement to a person approved by the Minister in his absolute discretion ("the Mortgagee") on terms approved by the Minister in his absolute discretion and (in the case of the Lease) subject at all times to the provisions of the Crown Lands Ordinance of the Northern Territory of Australia PROVIDED FURTHER that the Minister shall not refuse to consent to a mortgage to, nor refuse to approve a person which is, a trading bank authorized under Part II of the Banking Act of Australia to carry on banking business in Australia (including the Commonwealth Trading Bank).

- (3) Upon application being made to the Minister under the Acts the Minister shall grant a Casino licence for the Alice Springs Premises to an applicant who is a Mortgagee or a receiver and manager appointed by a Mortgagee or an assignee upon the exercise of the Mortgagee's power of sale of the Alice Springs Premises and/or of the Alice Springs Development Agreement PROVIDED such Mortgagee, receiver and manager or assignee is approved by the Minister in his absolute discretion and subject to any reasonable conditions imposed by the Minister and on the grant of that Casino licence for the Alice Springs Premises to the applicant the Minister shall cancel the Alice Springs Licence.
- (4) If any Mortgagee wishes to enforce its security in respect of the Alice Springs Premises by appointing a receiver and manager or receivers and managers that Mortgagee may by notice in writing to the Minister request the Minister to nominate at least four persons who are qualified under the Companies Act to act as receivers and whose practice includes acting as receivers and managers and each of whom would be acceptable to the Minister as a receiver and manager of the Alice Springs Premises. The Minister may within fourteen (14) days of receiving notice from the Mortgagee making that request, nominate at least four such persons by notice in writing to the Mortgagee.
- (5) Upon application being made to the Minister under the Acts the Minister shall, notwithstanding subclause (3), grant a Casino licence for the

Casino Licence and Control

Alice Springs Premises to an applicant or applicants who is or are:-

- (a) if the Minister has nominated at least four (4) persons under subclause (4), any one or more of those persons who has or have been appointed a receiver and manager or receivers and managers of the Alice Springs Premises by the Mortgagee; or
- (b) if the Mortgagee has made a request to the Minister under subclause (4) but the Minister has not nominated at least four persons under that sub clause within fourteen (14) days of receiving notice making that request, any person or persons who has or have been appointed a receiver and manager or receivers and managers of the Alice Springs Premises by the Mortgagee,

and on the grant of that Casino licence for the Alice Springs Premises to the applicant or applicants the Minister shall cancel the Alice Springs Licence.

- (6) A Casino licence granted under subclause (5) shall be subject to the terms of this Agreement mutatis mutandis and to any reasonable conditions imposed by the Minister and what is a reasonable condition shall be determined by reference to the terms of this Agreement and of the applicant's or applicants' appointment as receiver and manager or receivers and managers, and in addition shall be conditional on the applicant or applicants undertaking to ensure that at all times while the Casino licence remains in force a natural person approved by the Minister holds office and acts as Manager of the Casino operations at the Alice Springs Premises. The applicant or applicants may, when applying for a Casino licence in accordance with subclause (5) and from time to time if the approval of a previously approved manager is withdrawn by the Minister or if a previously approved manager retires, resigns, is dismissed or ceases to hold office or to act for any reason, by written notice to the Minister request his approval of a natural person as a proposed manager under this subclause and the Minister shall within fourteen (14) days of receiving such a request advise the applicant or applicants whether or not he approves the person in the notice. If the Minister does not advise whether or not he approves such a person within

Casino Licence and Control

the period of fourteen days the applicant or applicants need not obtain his approval but shall nonetheless appoint a manager. Any approval to be given by the Minister under this subclause shall not be unreasonably withheld.

12. The Alice Springs Licensee shall at all times observe the laws of the Northern Territory of Australia (subject always to the Acts and to due compliance with this Agreement) and in particular shall comply with the Licensing Act or any amendment of it or statute passed in substitution for it which may (subject as above) be applicable to its Casino operations or the Alice Springs Premises.

13. So long as the Alice Springs Licence (which in this Clause includes a Casino licence granted to a Mortgagee or to a receiver and manager or to an assignee under Clause 11) remains in force, the Minister shall not for a period of fifteen (15) years after the original grant of the Alice Springs Licence cause or suffer or permit any person firm association authority or entity other than the Alice Springs Licensee (or the holder for the time being of the Alice Springs Licence) to be granted a Casino licence applicable to the Southern Division or otherwise legally to organise or run games in the Southern Division.

14.

- (1) The Alice Springs Licensee shall be and remain a wholly owned subsidiary of the holding company and wholly beneficially owned by the holding company.
- (2) Except to the extent permitted or required by subclause 16(3) of the Darwin Agreement the holding company shall be and remain a wholly owned subsidiary of Federal and wholly beneficially owned by Federal.

15.

- (1) The proper law of the contract contained in this Agreement shall be the law of the Northern Territory and the formal and essential validity and the construction, interpretation and effect of this Agreement shall in all respects be determined by the law of the Northern Territory.
- (2) In any case in which the Minister may under this Agreement make or give conditions or directions to persons, the Minister may in his absolute discretion amend or revoke and replace those conditions or directions.

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- (3) In any case in which a party is obliged to perform or do an act or thing by or within a time specified in this Agreement the Minister may at any time and from time to time in his absolute discretion extend the time specified for performing or doing that act or thing.
- (4) Federal covenants that the Alice Springs Licensee shall duly perform all the obligations of the Alice Springs Licensee under this Agreement, it being the intention of the parties that the obligations of the Alice Springs Licensee under this Agreement shall also be those of Federal as principal obligations of Federal.
- (5) Any notice, consent, approval, request, condition or direction ("notice") under this Agreement shall be in writing and may be served, given or made by personal service, prepaid airmail or telex to the relevant address set out below. A notice shall be deemed received, if sent by personal service when delivered, if sent by prepaid airmail three (3) days after posting and if sent by telex when transmitted (but a notice sent by telex shall be promptly confirmed by a notice sent by personal service or by prepaid airmail). A notice sent by personal service or prepaid airmail (including a notice confirming a telex) shall be signed by the party sending that notice or by a person authorised to do so on behalf of that party. A party may by notice to the other parties change its address or addresses for notice.

The Minister

personal service:	The Treasurer, Chan Building, Block 8, Mitchell Street, Darwin, N.T.
prepaid airmail:	The Treasurer, P.O. Box 3146, Darwin, N.T. 5790.
telex:	AA85338

Federal, the holding company and the Alice Springs Licensee

personal service:	C/- Messrs. Ward Keller, Mallam Chambers, 26 Mitchell Street, Darwin, N.T.
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prepaid airmail:

C/- Messrs. Ward Keller,
P.O. Box 330,
Darwin, N.T. 5794.

telex:

AA85059

Casino Licence and Control

SCHEDULE 1

Lot 923 and Lot 924 Town of Alice Springs
total area: 8.05 hectares

Lot 2436 Town of Alice Springs
area: 9280 square metres

SCHEDULE 2

ALICE SPRINGS

Rate of Tax Applicable to
Gross Profit for each Month

Fifteen per centum (15%) unless varied under Clause 10 PROVIDED that in the first twelve (12) months after the Alice Springs Licence has been granted the tax payable shall be Eight thousand three hundred and thirty-three dollars (\$8,333) per month and thereafter the minimum tax payable shall be Eight thousand three hundred and thirty-three dollars (\$8,333) per month.

..
For purposes of this Agreement the expression "Gross Profit" shall mean the total amount wagered less only amounts paid in winnings and "Month" shall mean calendar month.

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IN WITNESS WHEREOF the parties have executed this Agreement.

SIGNED by THE HONOURABLE MARSHALL)
BRUCE PERRON for and on behalf of and)
as the Treasurer of THE NORTHERN) **Marshall Bruce Perron**
TERRITORY OF AUSTRALIA in the)
presence of:)

Graham Richard Nicholson
Crown Solicitor

THE COMMON SEAL of THE FEDERAL)
HOTELS LIMITED was hereunto affixed) **Gregory Patrick Farrell**
by authority of the directors in the) **(signed G.P. Farrell)**
presence of:) **Director**

Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

THE COMMON SEAL of THE FEDERAL)
HOTELS (ALICE SPRINGS) PTY. LTD.) **Gregory Patrick Farrell**
was hereunto affixed by authority of the) **(signed G.P. Farrell)**
directors in the presence of:) **Director**

Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

THE COMMON SEAL of THE FEDERAL)
HOTELS (N.T.) PTY. LTD. was hereunto) **Gregory Patrick Farrell**
affixed by authority of the directors) **(signed G.P. Farrell)**
in the presence of:) **Director**

Colin Marcus Andrews
(signed C.M. Andrews)
Secretary

(Common Seal affixed)

Casino Licence and Control

SCHEDULE 2

*I/*We
.....
declare that as at the day of 19...

1. *I am/*We are the beneficial owner/s of *shares/*stock in.....
.....
2.
*is/*are the beneficial owner/s of *shares/*stock in.....
and *I am/*We are authorized to vote as *proxy/*attorney under
power/*corporate representative in respect of *those shares/*that
stock.
3. The stocks *are/*are not foreign shares within the meaning of the
Casino Licence and Control Act.

Signed.....
*Member/*proxy holder/*attorney
under power/*corporate representative

*Delete whichever is inapplicable.

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