

DATED 22nd DAY OF JULY 2008

**VARIATION OF APPROVED LICENSING AGREEMENT
SECOND AMENDING AGREEMENT**

BETWEEN

MINISTER FOR GAMBLING

-AND-

**SA TAB PTY LTD
(A.C.N. 096 604 170)**



**Government
of South Australia**

**CROWN SOLICITOR
Level 9, 45 Pirie Street, Adelaide SA 5000**

THIS AGREEMENT is made the 22nd day of JULY 2008

BETWEEN:

MINISTER FOR GAMBLING a body corporate pursuant to the *Administrative Arrangements Act 1994* of Level 11, Zurich House, 50 Grenfell Street, Adelaide, South Australia 5000

(“Minister”)

AND

SA TAB PTY LTD (A.C.N. 096 604 170) of 188 Richmond Road, Marleston, South Australia 5033

(“Licensee”)

BACKGROUND

- A. The Minister and the Licensee are parties to an Approved Licensing Agreement made pursuant to section 12 of the Act on 11 December 2001.
- B. The Minister and the Licensee varied the Approved Licensing Agreement by a document titled ‘Variation of Approved Licensing Agreement’ dated 13 May 2004.
- C. Clause 14.11 of the Approved Licensing Agreement permits the Approved Licensing Agreement to be varied by later agreement in writing, with the variation having no effect unless approved by the Independent Gambling Authority.
- D. The parties enter into this agreement as a variation of the Approved Licensing Agreement.
- E. The parties wish to enter into this agreement to amend the Approved Licensing Agreement.

THE PARTIES AGREE:

1. INTERPRETATION

In this agreement, unless a contrary intention appears, expressions used in this agreement have the same meaning as they have in the Act and the Approved Licensing Agreement.

A reference to any legislation or to any section or provision of any legislation includes:

- (i) all legislation, regulations, ordinances, by-laws and statutory instruments issued under that legislation or provision; and
- (ii) any modification, consolidation, amendment, re-enactment or substitution of that legislation or provision.

2. **BACKGROUND**

The parties agree that the matters referred to in the Background under this agreement are true and correct in every material particular and that the Background forms part of this agreement.

3. **AMENDMENT**

- 3.1 With effect on and from 1 July 2008, but subject to clause 4 of this Agreement, the Approved Licensing Agreement is amended by inserting a new clause 11.2(c) to read:

- “(c) The maximum amount payable under section 33A of the Act by the Licensee to the Commissioner shall not exceed the Recoverable Administration Cost Cap.

For the purposes of this clause “Recoverable Administration Cost Cap” means for each of the following periods:

2008/2009 - \$250,000.00 Adjusted to CPI to 1 July 2008

For each subsequent financial year during the Initial Period - \$250,000.00 Adjusted to CPI to the first day of that financial year.

- (i) Subject to clause 11.2(c)(ii), a reference in this clause 11.2(c) to an amount “Adjusted to CPI” to a particular date (“relevant date”) is a reference to the product of the amount and a fraction of which the denominator is the CPI for the Quarter ended on 31 March 2004 and the numerator is the CPI for the Quarter ended on the most recent anniversary of 31 March 2004 as at the relevant date (or if the relevant date is less than 12 months after 31 March 2004, the numerator is also the CPI for the Quarter ended on 31 March 2004).
- (ii) If the Commonwealth of Australia ceases to publish the CPI, or the basis on which the CPI is calculated is substantially changed, then the Minister will nominate by notice to the Licensee another index or criterion that, when applied to a given amount, will increase that amount so as fairly to reflect the increase in cost of living for the City of Adelaide since 1 July 2004, and each amount that is to be “Adjusted to CPI” under this agreement will thereafter be adjusted by reference to that index or criterion.

- (iii) For the purposes of this clause 11.2(c):
 - (a) "CPI" means the Consumer Price Index (All Groups) for the City of Adelaide published Quarterly by the Commonwealth of Australia;
 - (b) "financial year" means the period of 12 months starting 1 July; and
 - (c) "Quarter" means a period of 3 months beginning on 1 January, 1 April, 1 July or 1 October.

For the avoidance of doubt, nothing in this clause 11.2(c) limits any amount that may be recovered by the Authority pursuant to section 25 of the Act."

- 3.2 With effect on and from 1 July 2008, but subject to clause 4 of this Agreement, the Approved Licensing Agreement is amended by inserting a new clause 11.2(d) to read:

- "(d) Subject to clause 11.2(d)(i), the maximum amount payable under section 25 of the Act by the Licensee to the Authority for the period 1 July 2008 to the end of the Initial Period shall not exceed \$260,000.00.
 - (i) Nothing in clause 11.2(d) limits any amount that may be recovered by the Authority pursuant to section 25 of the Act in respect of investigations carried out by the Authority pursuant to Division 6 of the Act for or in respect of sections 16, 17 or 18 of the Act."

- 3.3 The Approved Licensing Agreement is amended by including the following words after the word "Agreement" in clause 11.2(a):

"and sections 25 and 33A of the Act"

4. CONFIRMATION

Subject only to the amendments contained herein and such other alterations (if any) as may be necessary to make the Approved Licensing Agreement consistent with this agreement the Approved Licensing Agreement remains in full force and effect and will be read and construed and be enforceable as if the terms of this agreement were inserted therein by way of addition or substitution (as the case may be).

Nothing in this agreement will abrogate, prejudice or diminish or otherwise affect any rights, remedies, obligations or liabilities of any of the parties arising with respect to any matter or thing done or effected or otherwise under the Approved Licensing Agreement prior to the date of this agreement.

EXECUTED AS AN AGREEMENT

THE COMMON SEAL of the
MINISTER FOR GAMBLING)
was affixed hereto by the Minister in the)
presence of:)



[Handwritten signature]
.....

Witness

Print Name: ... **ANDREW RASCH**

THE COMMON SEAL of **SA TAB PTY LTD**)
(A.C.N. 096 604 170) was hereto affixed to)
this agreement by two of its Directors or by)
one of its Directors and the Company)
Secretary)



Signed: *[Handwritten signature]*
.....

Name: **B. FLETTON**.....

Position: **DIRECTOR**.....

Signed: *[Handwritten signature]*
.....

Name: **ANNE TUCKER**.....

Position: **COMPANY SECRETARY**.....

The Second Amending Agreement is approved by the Independent Gambling Authority under section 12(8) of the *Authorised Betting Operations Act 2000*.

THE COMMON SEAL of the **INDEPENDENT**)
GAMBLING AUTHORITY was, by its authority,)
hereto affixed in the presence of:)



[Handwritten signature]
.....

Member

[Handwritten signature]
.....

Member / Secretary