



COOPER GRACE WARD

LAWYERS



Our Ref: DJG 10059955
Your Ref:

6 June 2008

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Dear Andrew

Queensland Racing Limited

The Chairman of Queensland Racing Limited had raised with me when I sent you and Mr DF Jackson QC the brief, as to why I had mentioned the fact that the Constitution provides for the appointment of seven directors, that two vacancies exist under the Constitution which have not been filled? I replied that it was to provide you as Counsel, with the complete picture of the board's composition and how that related to the provisions of the Constitution. He advised me that he did not want this highlighted to the members as it may only start some agitation for the appointment of new directors. I advised him that my brief is only seen by you and Mr DF Jackson QC. On that basis, he was satisfied.

Clause 17 of the Constitution reflects what I had in the brief. I had discussed it with Mr Bentley, the Chairman of Queensland Racing and he asks that, unless you believe that it is a necessary part of your formation of opinion, that sentence (the second in paragraph 17) be deleted.

Further in clause 28, reference is made to the periodic rotation beyond the first Control Body Term. The last sentence says:

"The Constitution will then require periodic rotation during Subsequent Control Body Terms, but on three yearly intervals rather than annual intervals."

Under clause 15.4 the rotation occurs in years 1 and 3 of each Subsequent Control Body Term. That is, retirements and elections occur in the first and third year but not in the second, fourth, fifth and sixth year. That is not on three yearly intervals. We suggest that the final sentence should say:

"The Constitution will then require periodic rotation during Subsequent Control Body Terms, in the first and third years of those terms."

Could we discuss this on Tuesday morning?

Yours faithfully
COOPER GRACE WARD

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DJG10059955 2086201v1

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