

Guidance Notes

Who should complete this form?

Any operator that is limited by shares in respect of which a person or entity has become or is expected to become a controller within the meaning of Section 422 of the Financial Services and Markets Act 2000.

As an overview, a controller in relation to a licensed operator means a person or entity that holds:

10% or more of the shares in a licensed operator or in a parent undertaking of a licensed operator;

10% or more of the voting power in a licensed operator or a parent undertaking of a licensed operator;

Shares or voting power in a licensed operator or a parent undertaking of a licensed operator as a result of which a person is able to exercise significant influence over the management of a licensed operator.

Please do not use this form if you are a sole trader or a partnership.

There are four levels of change in corporate control that can be applied for which are:

Change in control (where the change is due to share fluctuations and all parties are known to the Gambling Commission);

Change in control (where all incoming parties are known to the Gambling Commission and it is not due to a share fluctuation);

Change in control (where the change includes one incoming party not known to the Gambling Commission); and

Changes resulting from divisions.

General information

This guidance has been written to help you complete the Operating Licence - Change of Corporate Control form. Please read this document carefully before you attempt to answer any questions.

If there are any changes to your circumstances, or if any of the information contained within this form changes during the period between submitting your application and your application being determined, (for example, if you are charged or convicted of an offence) you must notify the Gambling Commission immediately.

If the fee is not provided, the form is completed incorrectly or supporting documentation is missing or not provided upon request, your application will be delayed and this may result in your application being determined based on the information we have available which may affect the decision on whether an amended licence can be granted. If you misrepresent or fail to reveal information that you are asked to provide, you may have committed an offence under Section 342 of the Gambling Act 2005.

What the Gambling Commission expects from applicants for licences

The Gambling Commission expects applicants for licences to:

Be able to demonstrate they can meet the Gambling Commission's suitability assessment.

Ensure the activities they plan to carry out will be conducted in a manner which minimises the risks to the licensing objectives.

Work with the Gambling Commission in an open and cooperative way.

Disclose to the Gambling Commission anything which we would reasonably expect to know.

How is your application assessed?

The Gambling Commission will take a number of factors into consideration whilst processing your application. Your application will be assessed against five basic areas:

Identity and ownership – The identity of the applicant and or person(s) relevant to the application and in the case of an operating licence, who ultimately owns a corporate applicant.

Finances – Financial and other circumstances of the applicant past and present and/or person(s) relevant to the application. This will include the resources likely to be available to carry out the licensed activities.

Integrity – The honesty and trustworthiness of the applicant or person(s) relevant to the application.

Competence – The experience, expertise, qualifications and history of the applicant or person(s) relevant to the application.

Criminality – Criminal record of the applicant and/or person(s) relevant to the application.

These will be assessed using both the information provided as part of the application and also information available from other sources (e.g. government departments, overseas regulators). Further information on how your application is assessed can be found in the Licensing, Compliance and Enforcement Policy Statement which is available on our website www.gamblingcommission.gov.uk.

For a change of corporate control application, the Gambling Commission has the power to:

Decide the licence shall continue to have effect; or

Revoke the licence.

What the Gambling Commission expects from licensees:

The Gambling Commission expects licensees to conduct their gambling operations in a way that does not put the licensing objectives at risk. The Licence Conditions and Codes of Practice (LCCP) are designed to ensure this.

The Gambling Commission also expects those holding licences to:

Conduct their business with integrity.

Act with due care, skill and diligence.

Take care to organise and control their affairs responsibly and effectively and have adequate systems and controls to minimise the risks to the licensing objectives.

Maintain adequate financial resources;

Have due regard to the interests of customers and treat them fairly.

Have due regard to the information needs of customers and communicate with them in a way that is clear, not misleading, and allows them to make a properly informed judgement about whether to gamble.

Manage conflicts of interest fairly.

Work with the Gambling Commission in an open and cooperative way.

Disclose to the Gambling Commission anything which we would reasonably expect to know.

Completing the form

The form will be scanned, therefore please complete all sections in BLACK INK only.

Please write clearly within the boxes.

Use CAPITAL LETTERS except when signing or providing an email address.

Leave a space between words.

Mark with a cross (X) where a cross box answer is required. Please note the cross box will always be to the right of the relevant text.

Street

S T A N L E Y R O A D

Postcode

L S 2 7 L Y

Date of birth

1 4 0 2 1 9 7 0

Email address

r i c h a r d . g r e g o r y

@ b t i n t e r n e t . c o m

Cross (X) box

Yes - please complete the following details



No - Please continue to the next question



If you make a mistake, please fill in the box in solid black and write the correction clearly to the right.

If there is no space to the right, write the correction as close as possible.

Last name ^G

G R E O R Y

Do not use correction fluid.

Do not write over the edge of the boxes.

Do not staple attachments to the form.

If there is not enough space on the form to answer the questions, please provide the additional information on a separate A4 sheet. Please include your operator and trading name, the question number and ensure you sign and date any additional sheets. If it would be easier to provide this information in an electronic format (e.g. Excel spreadsheets, Word documents etc.) this is also acceptable.

Copies of all of our application forms and guidance notes can be downloaded from our website www.gamblingcommission.gov.uk.

If you have any queries, please check our website or email licensing@gamblingcommission.gov.uk or call our Contact Centre on 0121 230 6666.

Please return your completed application to:

GAMBLING COMMISSION, VICTORIA SQUARE HOUSE, VICTORIA SQUARE, BIRMINGHAM, B2 4BP

Contents

Section 1	(Q1–Q2)	Existing Licence Details	Page 5
Section 2	(Q3)	Contact Details	Page 6
Section 3	(Q4)	Type of Change	Page 7
Section 4	(Q5–Q6)	Outgoing Owners, Partners, Directors, Shareholders or other Key People	Page 8
Section 5	(Q7–Q14)	Incoming Owners, Partners, Directors, Shareholders or other Key People	Page 8
Section 6	(Q15–Q19)	Organisation Details	Page 16
Section 7	(Q20–Q22)	Criminality and Investigations	Page 19
Section 8	(Q23–Q24)	Policy Information	Page 21
Section 9	(Q25)	Financial Information	Page 21
Section 10	(Q26)	Other Information	Page 22
Section 11		Declaration	Page 22
Section 12		Enclosures	Page 23
Section 13	(Q28)	Payment Calculation	Page 23
Section 14		Payment	Page 23

Section 1. Existing Licence Details

Question 1

1. Please provide the full name in which the operating licence is held.

Operator name. (the company, individual or other entity).

G A M B L I N G C O M P A N Y L I M I T E D

Licence number

3 2 1 - 9 8 7 6 5 4 - N - 6 5 3 4 2 1 - 3 2 1

Please provide the name of the operator and the licence number to which the change applies.

Question 2

2. Does this change apply to any other licences? Please note, an application fee will be payable for each licence to which the change applies.

Yes – please complete the following details
(use a continuation sheet if necessary)



No – please continue to question 3



2a. Name of operator

O T H E R C O M P A N Y L I M I T E D

Licence number

1 2 3 - 5 4 3 2 1 0 - N - 9 8 7 1 2 3 - 4 5 6

Please provide the details of any other licences that are affected by this application. These may be other licences held by the same operator in the case of an operator holding a combination of remote, non-remote licences or ancillary licences. Alternatively these may be licences held by other operators in the same group in the case of multiple operators.

Section 2. Contact Details

Question 3

3. Please provide the following details for the contact you want the Gambling Commission to correspond with about this application. This can be an employee of the applicant or other representative such as a solicitor. Please note that ALL correspondence and licences relating to this application will be issued to this person. The address provided in this section MUST be in Great Britain.

Title
 MR

First name(s)
 RICHARD

Last name
 GREGORY

Position
 OWNER

Property number
 1

Property name

Street
 A STREET

Town/city
 A CITY

Postcode
 A12 3BC

Home number (inc. area code)
 01234 567 8901

Work number (inc. area code)
 01234 567 8999

Mobile number
 07912 345 678

Email address
 richard.gregory@btinternet.com

Please provide the details of the person you want the Gambling Commission to correspond with regarding this application. Please note, this address **must** be located in Great Britain. All correspondence and licences will be sent to this person. This can be someone within your organisation or a third party. Please note, if you provide a third party you may incur additional costs in the form of solicitors fees.

Please confirm if the person listed above is the main contact for all matters relating to your operating licence or whether they are the contact solely for this application.

Main contact Contact for this application only

If the person listed above is the contact for this application only, please confirm the full name and email address of the individual you want to be the main contact for all other matters relating to your operating licence.

Please note, the main contact will also receive the Gambling Commission's e-bulletin which is issued by email on a fortnightly basis.

First name(s)
 RACHEL

Last name
 GREGORY

Email address
 rachel.gregory@btinternet.com

Please confirm if the person you have entered is the main contact or whether they are the contact for this application only. If the person is the contact for this application only, please provide the full name and email address of the individual who is the main contact for all other matters relating to your Operating Licence.

Section 3. Type of Change

Please confirm which type of change of corporate control you are applying for. Please read all the descriptions below to ensure you apply for the right type of change.

Question 4

4. Please select the relevant cross box to indicate the type of change you are applying for (see Guidance Notes).

Change in control (where the change is due to share fluctuations and all parties are known to the Gambling Commission)

Change in control (where all incoming parties are known to the Gambling Commission and it is not due to a share fluctuation)

Change in control (where the change includes at least one incoming party not known to the Gambling Commission)

Change resulting from divisions.



Please select the relevant cross box to indicate the type of change that you are applying for.

There are four levels of change of corporate control that can be applied for:

Change in control (where the change is due to share fluctuations and all parties are known to the Gambling Commission). This occurs when there are no additional shareholders coming in to the business, but the existing shareholders change the equities held. This may result in an existing shareholder increasing their equity to over 10%, or one of the existing shareholders acquiring a controlling share of the company. To qualify as a Share Fluctuation, all involved parties must already be known to the Gambling Commission as the holder of an Operating Licence

Change in control (where all incoming parties are known to the Gambling Commission, and it is not due to a share fluctuation).

This occurs when there is a change in ownership resulting from a new individual or individuals entering the business. In this case, all the incoming parties must be known to the Gambling Commission as the holder of an Operating Licence.

Change in control (where the change includes at least one party not known to the Gambling Commission).

This occurs when there is a change in ownership resulting from a new individual or individuals entering the business. In this case, at least one of the incoming parties is **not** already known to the Gambling Commission as the holder of an Operating Licence.

A change in control resulting from a division.

This occurs when an existing licensed operator undergoes an internal re-organisation that results in the creation of two or more separate operators.

Each of these changes attract different fees so please refer to the fees calculator on our website <https://secure.gamblingcommission.gov.uk/publicfeecalculator> to calculate your fee.

Please note, **each** individual, partnership, company, or other organisation who obtains a shareholding in the operator is considered to be a **separate** new controller. Therefore, the application fee payable is per **each** new controller.

Section 4. Outgoing Owners, Partners, Directors, Shareholders, or other Key People

Question 5

5. Please provide details of the controlling companies who will no longer be involved with the licence holder. Please use a continuation sheet if necessary.

5a. Company name

G C P A R E N T C O M P A N Y

Date the company will stop, or has stopped, being involved with licensee

0 1 0 1 2 0 1 2 Shares in licensee 2 5 % Voting Power in licensee 2 5 %
 Shares in parent undertaking 2 5 % Voting Power in parent undertaking 2 5 %

Please provide details of any companies who will no longer be involved in the operator as a result of this change in control.

Question 6

6. Please provide details of the controlling owners, partners, directors, shareholders or key personnel who will no longer be involved with the licence holder. Please use a continuation sheet if necessary.

6a. First name(s)

J O H N

Last name

S M I T H

Date of birth

0 2 0 2 1 9 7 0

Date the person will be leaving, or left, the organisation

0 1 0 1 2 0 1 2

Role

Overall strategy and delivery of gambling Financial planning, control and budgeting Regulatory compliance
 Marketing and commercial development Gambling related IT provision and security Major investor, owner or partner

Personal Management Licence number (if held)

0 0 0 - 1 0 3 2 1 0 - M - 9 8 7 1 2 3 - 0 0 6

Shares in licensee 2 5 % Voting Power in licensee 2 5 %
 Shares in parent undertaking 2 5 % Voting Power in parent undertaking 2 5 %

Please provide details of any owners, directors or partners of whom the Gambling Commission has previously been notified who will no longer be involved in the operator as a result of this change in control.

Section 5. Incoming Owners, Partners, Directors, Shareholders, or other Key People

The Gambling Commission needs to understand **all** the changes that have taken place in relation to this change of corporate control. This includes any changes to the management structure and group structure, the day to day running of the business, how decisions are made or the responsibilities of key people. The Gambling Commission also needs to understand the circumstances of why this change of corporate control has happened. Please provide as much detail as possible to ensure we are provided with the full picture of what has taken place.

Question 7

In the space provided, please provide details of the circumstances which have led to the change of corporate control and to the persons or entities named in questions 8, 10 and 12 being involved with the operator. Please also specify whether this application is being made under Section 102 or Section 103 of the Gambling Act 2005. Please provide as much detail as possible and use a continuation sheet if necessary.

Question 8

8. Please provide details of the incoming corporate shareholder, trust or other entity who has, or is expected to, become a controller of the licence holder. Please use a continuation sheet if necessary.

8a. Company name

N E W O W N E R L I M I T E D

Date the company became, or is expected to become, involved with the licensee

0 1 0 1 2 0 1 2 Shares in licensee 2 5 % Voting Power in licensee 2 5 %
 Shares in parent undertaking 2 5 % Voting Power in parent undertaking 2 5 %

Date of registration

0 1 0 1 2 0 1 2

Registration number (eg Company number)

1 2 3 4 5 6 7 8

Name of organisation company is registered with (eg Companies House)

C O M P A N I E S H O U S E

Please provide details of any companies who will become involved with the operator as a result of this change of control. Please provide registration numbers for these companies where known.

Question 9

The Gambling Commission needs to know who has control of the licensee.

Please see section **422 of Financial Services and Markets Act 2000 (FSMA)** for the full definition of a controller.

As an overview, a controller in relation to a licensed operator means a person or entity that holds:

- 10% or more of the shares in a licensed operator or in a parent undertaking of a licensed operator.
- 10% or more of the voting power in a licensed operator or a parent undertaking of a licensed operator.
- Shares or voting power in a licensed operator or a parent undertaking of a licensed operator as a result of which a person is able to exercise significant influence over the management of a licensed operator.

The holding of shares or voting power by a person or entity in the licensed operator includes any shares or voting power held by another person or entity if they and the other person or entity are acting in concert.

"Shares" means:

- in relation to a licensee with share capital, allotted shares.
- in relation to a licensee with capital but no share capital, rights to share in the capital.
- in relation to a licensee without capital, interests:
 - conferring any rights to share in the profits of the licensee; or liability to contribute to the losses of the licensee
 - giving rise to an obligation to the debts or expenses of the licensee in the event of its winding up (in a licensee with neither share capital nor capital).

Voting power as set out in Section 422(5) FSMA00 includes, in relation to a person (H):

- voting power held by a third party with whom H has concluded an agreement, which obliges H and the third party to adopt, by concerted exercise of the voting power they hold, a lasting common policy towards the management of the undertaking in question
- voting power held by a third party under an agreement concluded with H providing for temporary transfer for consideration of the voting power in question
- voting power attaching to shares which are lodged as collateral with H, provided that H controls the voting power and declares an intention to exercise it
- voting power attaching to shares in which H has a life interest
- voting power which is held, or may be exercised within the meaning of subparagraphs (i) to (iv), by a [F2 controlled undertaking] of H]
- voting power attaching to shares deposited with H which H has discretion to exercise in the absence of specific instructions from the shareholders
- voting power held in the name of a third party on behalf of H
- voting power which H may exercise as a proxy where H has discretion about the exercise of the voting power in the absence of specific instructions from the shareholders
- in relation to an undertaking which does not have general meetings at which matters are decided by the exercise of voting rights, means the right under the constitution of the undertaking to direct the overall policy of the undertaking or alter the terms of its constitution.

The Commission also needs to know the names of any other companies, entities or individuals that have an interest of 3% or more in the licensee.

Where the licensee is owned by other entities, a diagram must be provided detailing the group structure and identifying all parent undertakings of the licensee. The Commission will use this information to investigate the ownership structure until one of the following is reached:

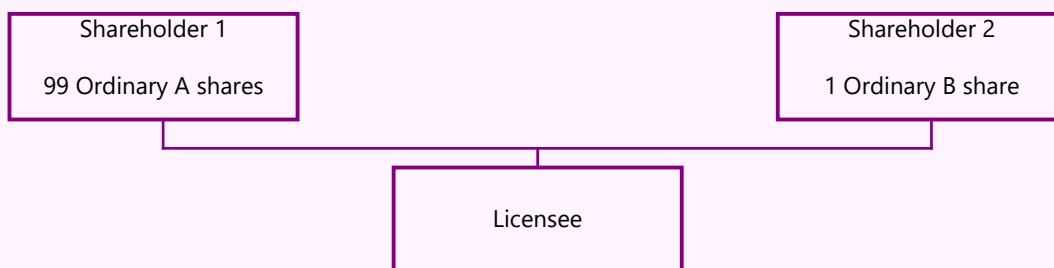
- The point at which no person or entity owns 3% or more because the interest in the licensee has been diluted through the corporate layers to below 3%.
- an identified person.
- Another regulated company that satisfies the Commission's suitability requirements. This is on a case-by-case basis but in the past has included shareholders regulated by the FCA.

Example structures are shown below. Where any of the entities in the group structure are registered abroad, please provide the registration number of the company and the name of the country in which they are registered.

If you are completing an electronic copy of this form and have a copy of your group structure in either a JPEG, TIF, GIF or PNG file, you can attach it to the form. Please click within the box provided on the application form to attach the document. Alternatively, you can submit the structure as a separate document in electronic or hard copy format.

Please note, if you are completing an electronic copy of the form and plan to submit it by email, the Gambling Commission has a 10MB limit on email size. Therefore, please be mindful of the size of the image file you attach.

Example 1. Company structure



In this example the licensee is a company that has allotted shares, comprising:

- a. 99 Ordinary A shares which have one vote each but not entitled to dividends; and
- b. 1 Ordinary B share which has 1,960 votes and no entitlement to dividends

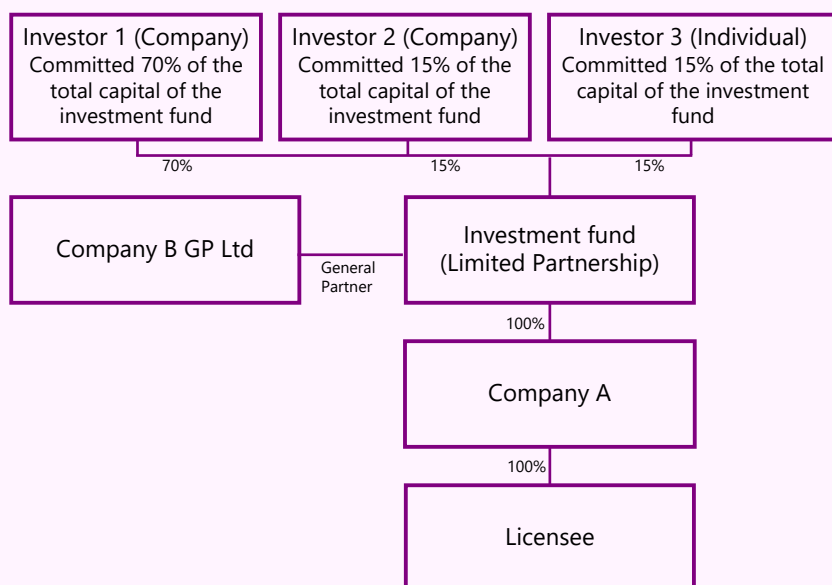
Based on the above structure, the shareholders positions, in respect of the licensee, can be summarised as follows:

Individual	Shareholding		Voting Rights	
	Shares	%	Votes	%
Shareholder 1	99	99%	99	4.8%
Shareholder 2	1	1%	1,960	95.2%
Total	100		2,059	

In this case:

- a. Shareholder 1 is a controller because they hold 10% or more of the shares in the licensee; and
- b. Shareholder 2 is a controller because they hold 10% or more of the voting rights in the licensee.

Example 2. Investment Company



In this example the licensee is a company that has 100 Ordinary allotted shares that are owned by Company A. Company A also has 100 Ordinary allotted shares that are owned by an investment fund which has a limited partnership structure.

Company B is the General Partner of the investment fund and as such holds the ultimate decision-making powers of the partnership.

Investors 1 and 2 are companies and Investor 3 is a wealthy individual. All investors (known as limited partners) are entitled to a share of income and capital distributions pro rata to their percentage capital commitment. However, they are prohibited from taking part in the operation or management of the partnership.

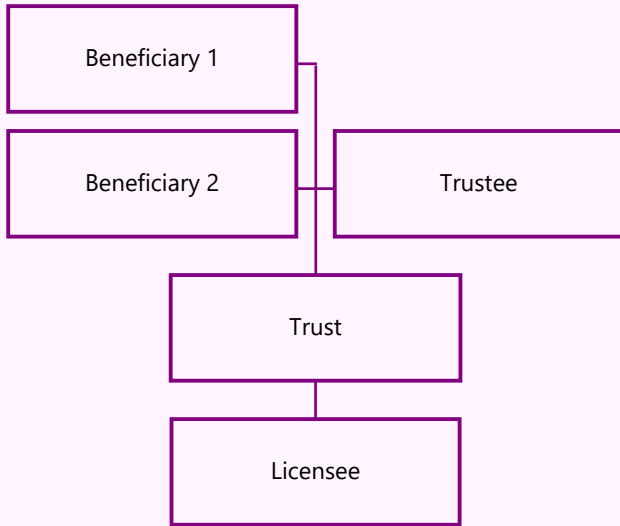
Company A and the investment fund are parent undertakings of the licensee.

Individual/Entity	Shareholding		Voting Rights		Profit Entitlement
	Shares	%	Votes	%	
Company A	100	100%	100	100%	
Investment Fund	100	100%	100		
Company B				100%	
Investor 1					70%
Investor 2					15%
Investor 3					15%

In this case:

- a. Company A is a controller because they hold 10% or more of the shares in the licensee.
- b. The investment fund is a controller because they hold 10% or more of the shares in a parent undertaking (i.e. Company A).
- c. Company B is a controller because it holds the entire voting power of the investment fund.
- d. Investors 1, 2 and 3 are all controllers because they are entitled to 10% or more of the profits of the investment fund which is a parent undertaking.
- e. Investor 3 is an individual and therefore needs to submit an Annex A personal declaration.

Example 3. Trust



In this example the licensee is a company that has 1 Ordinary A allotted share which is held in a trust on behalf of two beneficiaries.

The trust is managed by a trustee who has control over the vote attached to the share in the licensee and how any distributions are made to the two beneficiaries. The share in the trust is not ring-fenced or attributable to a specific beneficiary.

Individual	Shareholding		Voting Rights		Profit Entitlement
	Shares	%	Votes	%	
Trustee			1	100%	
Beneficiary 1					0% to 100%
Beneficiary 2	1	1%	Nil	0%	0% to 100%

In this case:

- a. The Trustee is a controller because they hold over 10% of the voting rights in the license.
- b. Beneficiaries 1 and 2 are both controllers because, dependant on the distributions decided by the Trustee, they may on occasions receive more than 10% of the profits from the licensee.

Example 4. Simple group structure

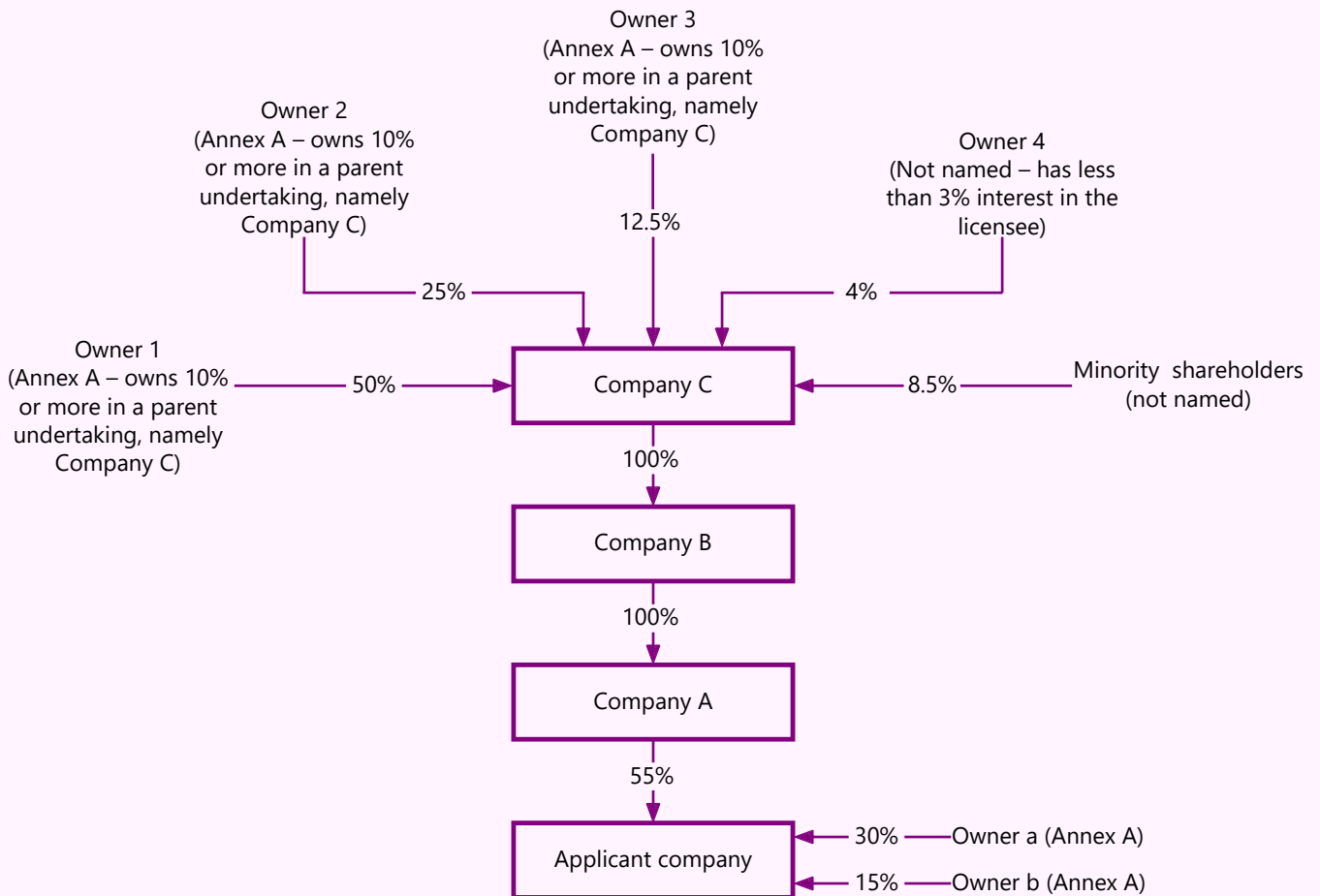
Owners a and b must be named and submit Annex A personal declarations

Owners 1, 2 and 3 are controllers and must be named and submit Annex A personal declarations

Owner 4 does not need to be named

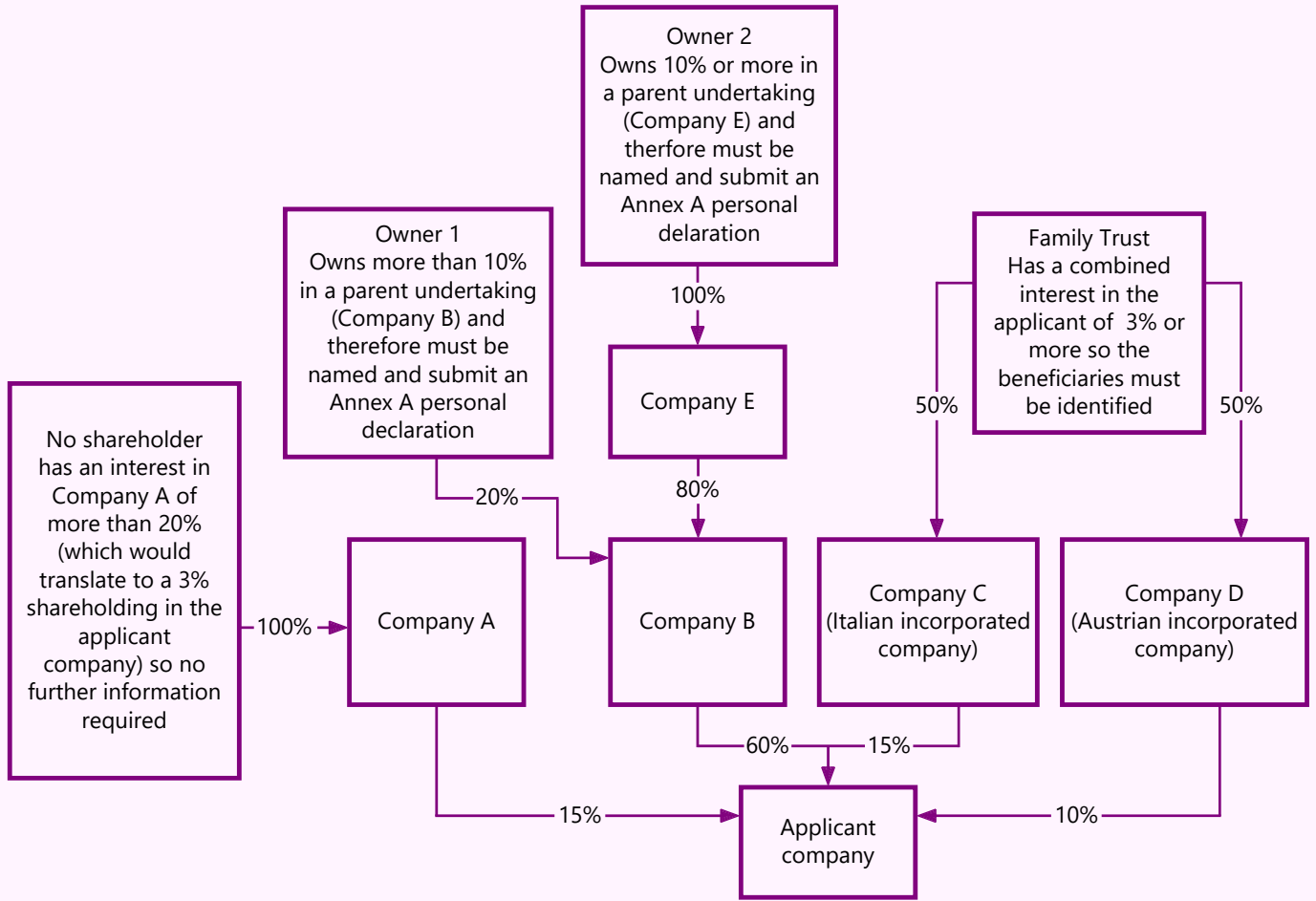
Minority shareholders do not need to be named

Companies A, B and C are controllers (and parent undertakings) of the licensee and must be identified by name, registration number and country of registration



Example 5. Complex group structure

Companies A, B, C, D and E are controllers and must be identified by name, registration number and country of registration. Companies B and E are parent undertakings of the applicant company. Owner 1 and Owner 2 are controllers and must be named and each submit an Annex A personal declaration. The family trust is a "relevant person" and must be named and its trustees and beneficiaries identified.



Question 10

10. Has the incoming controller ever been known by another name (previous names, aliases or company name changes)?

Yes – please complete the following details (use a continuation sheet if necessary)

No – please continue to question 11

10a. Previous name

OLD NAME BETTING LIMITED

From 01011980

To 01041990

Please indicate whether the new controller has ever been known by any previous names and provide details.

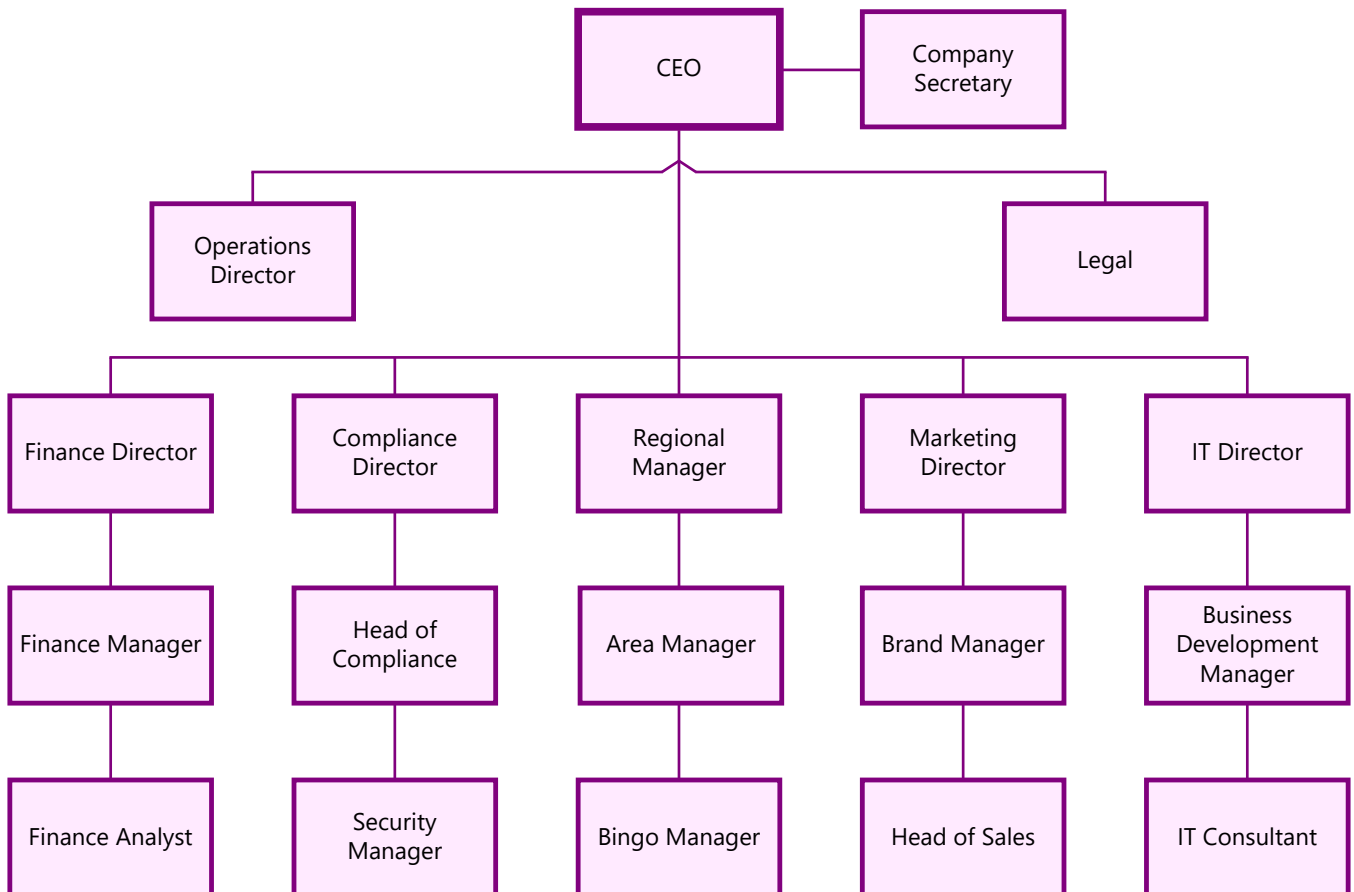
Question 12

The Gambling Commission requires a diagram illustrating the management structure for the licensee, detailing the names of individuals occupying qualifying positions. An example of the type of diagram we require is included below. This will vary between licensees, but it should illustrate the structure of key people within the business showing reporting lines down to area manager level.

A commentary should also be provided within the business plan which gives a summary of the licensee's management and financial controls. This should describe the decision making and reporting procedures and include any contingency plans to cope with disruptions involving an employee or the licensee themselves. You should also state if you intend to change this over the next year and how.

If you are completing an electronic copy of this form and have a copy of your management structure in either a JPEG, TIF, GIF or PNG file, you can attach it to the form. Please click within the box provided on the application form to attach the document. Alternatively you can submit the structure as a separate document in electronic or hard copy format.

Please note, if you are completing an electronic copy of the form and plan to submit it by email, the Gambling Commission has a 10MB limit on email size. Therefore please be mindful of the size of the image file you attach.



Question 13

Please provide details of whether the change of control has resulted in any changes to those individuals responsible for the key management functions of the licensee. Where more than one individual is responsible for the same function, please confirm who will be the main person responsible.

Question 14

14. Please provide details of all incoming individuals who will be able to exercise significant influence over the licensee, who have not already been named in questions 8 or 11. Please note, depending on the role the individuals perform they may be required to submit a PML application or an Annex A personal declaration (see Guidance Notes). Please use a continuation sheet if necessary.

First name(s)
 S I M O N

Last name
 J O N E S

Date of birth
 0 2 0 1 1 9 7 5

Does this individual hold or will they be submitting a PML application or Annex A?
 Annex A PML

Please provide details of any powers of veto the individual listed about may have and/or any influence they are able to exert over the licensee.

Please provide details of any individuals who will be able to exercise significant influence over the licensee. Please provide as much detail as possible regarding the role they will perform and any powers of veto they may have.

Section 6. Organisation Details

Question 15

Please indicate if the incoming controller(s) or any other associated entities currently hold a Gambling Commission Operating Licence, have any applications pending or have previously held a licence. For example, parent companies, subsidiaries, or sister companies.

15. Does the incoming controller, or any other entities or organisations connected with it, hold a Gambling Commission Operating Licence, have any applications pending, or have previously held a licence?

Yes – please complete the following details (use a continuation sheet if necessary) No – please continue to question 16

Operator name in which the licence is, was or will be held
 O T H E R C O M P A N Y L I M I T E D

Licence number
 1 2 3 - 4 5 6 7 8 9 - N - 1 2 3 4 5 5 - 1 2 3

Date licence was issued
 0 1 0 9 2 0 0 7

Date application was made
 D D M M Y Y Y Y

Date licence ended
 D D M M Y Y Y Y

Reason why the licence is no longer held

Please provide the operator name in which any other licence is or was held, along with the licence number and date of issue. If an application is still pending please provide the date the application was made. If the licence is no longer held please provide the date the licence ended and the reason for it ending, such as surrendered, revoked etc.

Question 16

Please indicate if the incoming controller(s) or any other associated entities currently hold any gambling related licences or permits, have any applications pending or have previously held any licences or permits outside Great Britain.

16. Does the incoming controller, or any other entities or organisations connected with it, currently hold, have any applications pending or have previously held any gambling related licences or permits outside Great Britain?

Yes – please complete the following details
(use a continuation sheet if necessary)

No – please continue to question 17

Name in which licence or permit is or was held

Name of issuing body

Type of licence held

Licence number

Country

Date licence was issued

Date application was made

Date licence ended

Reason why the licence or permit is no longer held

Please provide details of any licences held outside Great Britain by the incoming controller. Please provide the name in which the licence is held, the issuing body, the type of licence, licence number, the country in which it is held and the date the licence was issued. If the licence is no longer held please also provide the date the licence ended along with the reason it is no longer held.

Question 17

17. Has the licensee's registered address, head office address or correspondence address changed as a result of this change of corporate control?

Please note, you are required to provide proof of the new address with this application, such as letter headed paper, utility bill or bank statement.

Yes – please complete the following details
(use a continuation sheet if necessary)

No – please continue to question 18

Property number

Property name

Street

Town/city

Postcode

Country

Main number (inc. area code)

Alternative number (inc. area code)

Email address

Date address changed

Please confirm if the address above is your registered address, head office address and/or correspondence address. Select all that apply.

Registered address

Head Office address

Correspondence address

If the licensee's registered address, head office address or correspondence address will change as a result of the change of corporate control, please provide the new address and contact details here. For changes to your registered or head office address you are required to provide documentation confirming this change, such as letter headed paper. Please note, the head office is the address that will appear on your licence. If this has changed, a new licence will be issued to you following the change of corporate control.

Please select the relevant cross box to confirm whether the address is your registered, head office or correspondence address. If the address is more than one type of address please select all that apply.

Question 18

18. Will any of the premises used to deliver gambling services or facilities change as a result of this change of corporate control?

Yes – please provide the premises changes on a continuation sheet (see Guidance Notes)



No – please continue to question 19



Please confirm whether any of the premises used to deliver gambling services or facilities will change as a result of this change of corporate control. If there will be premises changes, please provide details on a separate continuation sheet. Please provide the business name of the premises (if different to licensee name), the full address of the premises, indicate all the activities that will take place on the premises eg administration, betting etc. Please also confirm if a premises licence has been applied for (if applicable).

Section 7. Criminality and Investigations

The Gambling Commission will have regard to the previous history of the licensee and associated individuals when determining whether the licence can continue to have effect. Therefore please ensure that details of all investigations, convictions and cautions are provided in this section.

Information declared in this section will not necessarily lead to the licence being revoked. However, non-disclosure of an offence or investigation which is later discovered may result in a delay to a decision about whether the licence can continue to have effect or may result in the licence being revoked.

All current (i.e. unspent) convictions must be declared. Convictions for relevant offences, previous convictions (i.e. spent) must also be declared. Section 4 of the Rehabilitation of Offenders Act 1974 does not apply to a Gambling Commission licence application. The Gambling Commission will assess and determine the weight it will attach to all offences committed by an applicant/licensee and will take into consideration the nature and seriousness of the offence, and also the time elapsed since the offence was committed.

The Gambling Commission is an organisation named in the Notifiable Occupations Scheme. This means the Gambling Commission is notified by Police Forces of any arrests or convictions of individuals employed in the gambling industry.

Question 20

This question relates to convictions against the incoming controller(s) or in relation to the corporate duties undertaken by the individuals listed in questions 8, 11 and 14. Where the incoming controller company or the directors have been convicted of an offence, this should be detailed here.

Please note, non-corporate offences should not be listed here, but should be listed in the Annex A or Personal Licence application form submitted by these individuals.

Disclosure and Barring Service, Disclosure Scotland or overseas police checks will be carried out on all of these individuals.

20. Has the incoming controller, or any of its directors, partners or officers named in questions 8, 11, or 14 or any other persons relevant to the application ever been found liable under the criminal laws of England, Scotland, Wales or any other jurisdiction, or received a civil penalty relating to their corporate duties? (Please include details if charged with an offence but awaiting trial or under investigation.)

Yes – please complete the following details (use a continuation sheet if necessary)

No – please continue to question 21

Full name(s)

Date

D	D	M	M	Y	Y	Y	Y
---	---	---	---	---	---	---	---

Offence

Director's Liability	<input checked="" type="checkbox"/>	Corruption	<input checked="" type="checkbox"/>	Companies Act offences	<input checked="" type="checkbox"/>
Insolvency offences	<input checked="" type="checkbox"/>	Fraudulent Trading	<input checked="" type="checkbox"/>	Restraint, confiscation orders and asset recovery	<input checked="" type="checkbox"/>
Regulatory offences	<input checked="" type="checkbox"/>	False Accounting	<input checked="" type="checkbox"/>	Schedule 7 offences – Gambling Act 2005	<input checked="" type="checkbox"/>
Financial Services and Market Act offences	<input checked="" type="checkbox"/>	Corporate Manslaughter	<input checked="" type="checkbox"/>	Other (please specify below)	<input checked="" type="checkbox"/>

Please provide details of the circumstances surrounding the offence below, including details of any penalties issued and the location of the convicting court and country. If you have crossed Schedule 7 offences, please ensure you specify which offence you have been convicted of/are awaiting trial for/are under investigation for. Please use a continuation sheet if necessary.

Please provide the name of the individual to whom the offence relates and the date of the offence.

Please select the relevant cross box to indicate the nature of the offence. If a Schedule 7 offence is detailed please ensure you specify which Schedule 7 offence you have been convicted of, are awaiting trial for, or are under investigation for in the space below. For a list of Schedule 7 offences please refer to our website www.gamblingcommission.gov.uk.

Please provide full details of the circumstances surrounding the offence, including any penalties imposed and the convicting court and country. If you require additional space please use a continuation sheet.

Question 21

The Gambling Commission needs to know whether the new controller(s) is subject to any current, pending, or previous investigations by any statutory, regulatory, or governing bodies in respect of any gambling licences, certificates or permits held **in Great Britain** in the last five years.

21. Is the incoming controller subject to any current, pending or previous investigation by any statutory, regulatory or governing body in Great Britain (eg Financial Services Authority, Her Majesty's Revenue and Customs, Horseracing Regulatory Authority) in respect of any gambling activity, gambling licence, certificate or permit held in the last five years?

Yes – please complete the following details (use a continuation sheet if necessary) No – please continue to question 22

Date of investigation

D	D	M	M	Y	Y	Y	Y
---	---	---	---	---	---	---	---

Name of investigating body

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Type of licence held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Reference number

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Please provide details of circumstances surrounding the investigation and any additional information below. Please use a continuation sheet if necessary.

Please provide the date of the investigation, the name of the investigating body, for example FSA, HRA, HMRC etc. along with the type of licence/permit held and the reference number.

Please provide full details of the circumstances surrounding the investigation and details of the outcome and any penalties imposed. Please provide as much detail as possible and use a continuation sheet if necessary.

Question 22

The Gambling Commission needs to know whether the incoming controller(s) is subject to any current, pending, or previous investigations by any statutory, regulatory, or governing bodies in respect of any gambling licences, certificates or permits held **outside Great Britain** in the last five years.

22. Is the incoming controller subject to any current, pending or previous investigation by any statutory, regulatory, government or governing body in respect of any licences held outside of Great Britain in the last five years?

Yes – please complete the following details (use a continuation sheet if necessary) No – please continue to question 23

Date of investigation

D	D	M	M	Y	Y	Y	Y
---	---	---	---	---	---	---	---

Name of investigating body

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Type of licence held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Reference number

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Please provide details of circumstances surrounding the investigation and any additional information below. Please use a continuation sheet if necessary.

Please provide the date of the investigation, the name of the investigating body, the type of licence/permit held and the reference number.

Please provide full details of the circumstances surrounding the investigation and details of the outcome and any penalties imposed. Please provide as much detail as possible and use a continuation sheet if necessary.

Section 8. Policy Information

Question 23

The licensee, when making its original licence application, provided details of its policies:

- Prevent gambling from being a source of crime or disorder, being associated with crime or disorder or being used to support crime.
- Ensure that gambling is conducted in a fair and open way.
- Protect children and other vulnerable persons from being harmed or exploited by gambling.
- Promoting social responsibility in gambling.

In this section or as a separate document, please provide details of any areas where the licensee's policies have changed or will change as a result of this change of corporate control. Where the licensee will have completely new policies, provide copies of these, and explain the reason for the changes in policy. If there are not expected to be any changes to policies, confirm this here.

Question 24

For question 24 the Gambling Commission requires a written policy either in the space provided or as a separate document. You may wish to refer to the Licence Conditions and Codes of Practice (LCCP) for guidance. You may also find it useful to consider some of the questions listed below whilst detailing your policies. These questions are for guidance only and answering these alone will not be considered sufficient without an explanation and background information about how they apply to you.

Implementing your policies and procedures.

- What training will you provide to your members of staff?
- How will training be delivered, updated, and evaluated?
- Will you keep a record of all training provided?
- How will you ensure any training provided is in line with the LCCP?

Reviewing and assessing your policies and procedures.

- How do you intend to keep up to date with the gambling industry and changes to the LCCP?
- Will you be joining any trade bodies or relevant associations?
- How frequently will you review and/or assess your policies and procedures, and what will be involved?
- When and how will you provide updates or refresher training to members of staff?
- How will you ensure members of staff understand any changes to your policies and procedures?

Section 9. Financial Information

Question 25

In order to assess the financial aspect of the application the Gambling Commission requires the following information:

- A copy of the sales purchase agreement.
- Documentation confirming the shares in the licensee have been transferred to the new controller. This may be in the form of Companies House records or other documentation confirming this.
- Proof of funding for the acquisition of the shares or voting power.
- An updated business plan, where this has changed from the information provided as part of the original application. This should include details of the management and financial controls, the decision making and reporting procedures, and include contingency plans to cope with disruptions involving an employee, the licensee, or the incoming controller(s).
- Updated financial projections for the next 12 months, if these are likely to change from those previously provided.
- The latest available accounts for the new controller.

Please note, depending on the circumstances of the change of corporate control, the Gambling Commission may also require disclosure of the consideration paid.

If the Commission requires any additional information to that detailed above, we will contact you to discuss this.

Section 10. Other Information

Question 26

If there is anything else the Gambling Commission could reasonably expect you to inform us of or anything else you would like to add in support of your application, please provide details in the space provided.

Section 11. Declaration

The licensee and the new controller(s) must ensure the declaration is read and signed:

- If the licensee company was incorporated **before** April 2008, by both the company secretary and at least one existing director (who is not also the secretary of the company).
- If the licensee company was incorporated **after** April 2008, by at least one existing director.
- If the new controller(s) is/are an individual, by that individual.
- If the new controller(s) is/are a partnership, by all individuals who are partners.
- If the new controller(s) is/are a company and was incorporated **before** April 2008, by both the company secretary and at least one director (who is not also the secretary of the company).
- If the new controller(s) is/are a company and was incorporated **after** April 2008, by at least one director.
- In any other case, by a duly authorised officer of the incoming controller.

Please note, this form can be signed using a digital signature containing a serial number and code. The Gambling Commission will **not** accept any other form of digital signature which does not contain a serial number and code. The Gambling Commission will also **not** accept **any** form of electronic signature (a scan of a handwritten signature).

If the application is being submitted electronically and you do not use a digital signature containing a serial number and code, you **must** sign a paper copy of the Declaration page and submit this by post.

a. First name(s)	
<input type="text"/>	
Last name	
<input type="text"/>	
Position in organisation	
<input type="text"/>	
Signed	Date
<input type="text"/>	<input type="text"/>

Please ensure the form is signed and dated by the appropriate person as detailed above.

Section 12. Enclosures

This section details all of the enclosures that must be provided so the Gambling Commission can process your application. We require **all** of this information to process your application. If you fail to provide this information or do not provide additional information when requested, your application will be delayed, and this may result in your application being determined based on the information we have available which may affect the outcome.

Please select the relevant cross box(es) to confirm that the required enclosures have been attached:

- Annex A Personal Declaration form or Personal Management Licence application form (as applicable) for all required individuals (as detailed in questions 8, 11, 13 and 14)
- Personal identification documents for any associated Annex A Personal Declarations or PML applications (as detailed in questions 8, 11, 13 and 14)
- Disclosure Scotland application form or overseas police report for relevant personnel (as detailed in questions 8, 11, 13 and 14)
- Documentation confirming transfer of shares to incoming controller(s) (as detailed in question 26)
- Sales purchase agreement (as detailed in question 26)
- Proof of funding for acquisition of the shares or voting power, business plan, projections and any other financial information (as detailed in question 26)
- Group structure and management structure (as detailed in questions 9 and 12)
- Adherence policies and procedures (as detailed in question 23 to 25)
- Continuation sheet(s) (if required)

Please select the relevant cross box (es) to indicate which additional documents have been enclosed with this application. Please note, failure to provide the required enclosures or to provide further information when requested by the Gambling Commission may result in your application being determined based on the information available at the time which may affect the decision on whether an application for a change in corporate control can be approved.

The Gambling Commission is a data controller under the terms of the General Data Protection Regulation ("GDPR") and Data Protection Act 2018. The information you have provided may be processed by us to meet our legal obligations to carry out our functions. You can find our policy on the GDPR and further information on how we process data on our [website](#).

Any information or material sent to us may be subject to the Freedom of Information Act 2000. We will treat all information as confidential and will only disclose that information to third parties where it is necessary to do so. Our policy on release of information is available on our [website](#).

Section 13. Payment Calculation

Question 28

28. Payment Calculation Summary (please see our website to calculate your fee).

Corporate change fee (£)	£ <input type="text"/>
Personal licences (£)	£ <input type="text"/>
Total (£)	£ <input type="text"/>

Please provide a break down of the corporate change fee, the amount for personal licences and the total amount paid.

Section 14. Payment

Payments must be made by BACS transfer. The Commission's bank details can be found on our website:

<https://www.gamblingcommission.gov.uk/licensees-and-businesses/page/paying-fees>

When paying by BACS transfer, you must quote the licensee's account number and name with the payment details.

Payment by cheque is not accepted.

Please note, all payments MUST be made in pounds sterling (GBP)

Please note, fees are non-refundable, and your application will not be processed without the correct fee being submitted.

Keeping gambling fair and safe for all

The Gambling Commission regulates gambling in the public interest. It does so by keeping crime out of gambling, by ensuring that gambling is conducted fairly and openly, and by protecting children and vulnerable people from being harmed or exploited by gambling. The Gambling Commission also provides independent advice to government on gambling in Great Britain.

For further information or to register your interest in the Gambling Commission please visit our website www.gamblingcommission.gov.uk.

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