Operating Licence
Change of Corporate Control

GAMBLING COMMISSION

Please read the **Operating Licence Change of Corporate Control Guidance Notes** **before** completing this application form.

As part of the change of corporate control process, you may also need to complete Annex A personal declaration forms, and/ or Personal Management Licence applications. You will be directed to these forms and guidance notes if they are required.

This form will be scanned. Therefore please complete all relevant sections in BLACK INK, write clearly within the boxes and use CAPITAL LETTERS, except when signing or providing an email address.

If you make a mistake, please fill in the box and write the correction as near to the mistake as possible. Do not use correction fluid.

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, you must notify the Gambling Commission immediately. Failure to do so could result in your application being delayed or cause the decision on your licence to be reviewed.

If the appropriate 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 may result in your application being determined based on the information we have available which may affect the decision on whether your licence can continue to have effect. 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.

If you are completing an electronic copy of this form, please place your cursor over the text boxes and cross boxes for guidance.

Section 1. Existing Licence Details

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

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

Licence number (if applicable)

- - - -

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 ☐

Name of operator

Licence number (if applicable)

- - - -

Section 2. Contact Details

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

First name(s)

Last name

Position

Property number

Property name

Street

Town/city

Postcode

Home number (inc. area code)

Work number (inc. area code)

Mobile number

Email address

@

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)

Last name

Email address

@

Section 3. Type of Change

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. ☐

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

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

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

D D M M Y Y Y Y

Shares in licensee % Voting power in licensee %

Shares in parent undertaking % Voting Power in parent undertaking %

5b. Company name

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

D D M M Y Y Y Y

Shares in licensee % Voting power in licensee %

Shares in parent undertaking % Voting Power in parent undertaking %

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)

Last name

Date of birth

D D M M Y Y Y Y

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

D D M M Y Y Y Y

Role(s)

Overall strategy and delivery of gambling (Typically the Chief Executive Officer, Managing Director or equivalent) ☐

Chair of the Board (Where the licensee has such a body) ☐

Financial planning, control and budgeting ☐

Marketing and Commercial Development ☐

Gambling related IT provision and security ☐

Head of AML and CF reporting ☐

Regulatory compliance ☐

Major investor, owner or partner ☐

Personal Management Licence number (if held)

- - M - -

Shares in licensee % Voting power in licensee %

Shares in parent undertaking % Voting Power in parent undertaking %

continues on next page

Section 4. (continued)

6b. First name(s)

Last name

Date of birth

D D M M Y Y Y Y

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

D D M M Y Y Y Y

Role(s)

Overall strategy and delivery of gambling
(Typically the Chief Executive Officer, Managing Director or equivalent)

Chair of the Board
(Where the licensee has such a body)

Financial planning, control and budgeting

Marketing and Commercial Development

Gambling related IT provision and security

Head of AML and CF reporting

Regulatory compliance

Major investor, owner or partner

Personal Management Licence number (if held)

- - M -

Shares in licensee %

Voting power in licensee %

Shares in parent undertaking %

Voting Power in parent undertaking %

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

7. Please provide details of the circumstances which have led to, or which will lead to, the person(s) or entities whose details are given in the answers to questions 8, 11 and 14 becoming a controller.

8. Please provide details of the incoming company, 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

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

D D M M Y Y Y Y

Shares in licensee %

Voting power in licensee %

Shares in parent undertaking %

Voting Power in parent undertaking %

Date of registration

D D M M Y Y Y Y

Registration number (e.g. Company number)

Name of organisation company is registered with (e.g. Companies House)

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Section 5. (continued)

8b. Company name

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

D D M M Y Y Y Y

Shares in licensee %

Voting power in licensee %

Shares in parent undertaking %

Voting Power in parent undertaking %

Date of registration

D D M M Y Y Y Y

Registration number (e.g. Company number)

Name of organisation company is registered with (e.g. Companies House)

9. Where the licensee is owned by other companies, a diagram must be provided detailing the group structure. The diagram should identify all parent undertakings of the licensee and any individual or entity that owns a controlling interest of 10% or more in the licensee or a parent undertaking of the licensee.
The diagram should also enable us to determine every entity or individual that has an interest of 3% or more in the licensee.
Please refer to the Guidance Notes for details of the information we require.

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 in the box below to attach the document. Alternatively you can submit the structure as a separate document in electronic or hard copy format. If you are providing a separate document, please select the cross box.

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Section 5. (continued)

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

From D D M M Y Y Y Y To D D M M Y Y Y Y

10b. Previous name

From D D M M Y Y Y Y To D D M M Y Y Y Y

11. Please provide details of all incoming individuals who have, or are expected to become, a controller of the licensee. Please note, if any of the individuals listed are not already approved by the Commission, they will be required to submit an Annex A Personal Declaration or PML application. Please see Guidance Notes for details of the information we require.

11a. First name(s)

Last name

Date of birth D D M M Y Y Y Y

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

Date the person became, or is expected to become, involved with the operator D D M M Y Y Y Y

Shares in licensee % Voting power in licensee %

Shares in parent undertaking % Voting Power in parent undertaking %

11b. First name(s)

Last name

Date of birth D D M M Y Y Y Y

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

Date the person became, or is expected to become, involved with the operator D D M M Y Y Y Y

Shares in licensee % Voting power in licensee %

Shares in parent undertaking % Voting Power in parent undertaking %

continues on next page

Section 5. (continued)

12. The Gambling Commission requires a diagram illustrating the management structure for the licensee which details the names of individuals occupying qualifying positions. This will vary between licensees, but it should illustrate the structure of the business showing reporting lines down to area manager level, if applicable. Please refer to the Guidance Notes for details of the information we require.

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 in the box below to attach the document. Alternatively you can submit the structure as a separate document in electronic or hard copy format. If you are providing a separate document, please select the cross box.

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Section 5. (continued)

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.

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)

Last name

Date of birth

D D M M Y Y Y Y

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 above may have and/or any influence they are able to exert over the licensee.

Section 6. Organisation Details

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

Licence number

___ - ___ - ___ - ___ - ___

Date licence was issued D D M M Y Y Y Y

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

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, was or will be held

Name of issuing body

Type of licence held

Licence number

Country

Date licence was issued D D M M Y Y Y Y

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 or permit is no longer held

continues on next page

Section 6. (continued)

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

D D M M Y Y Y Y

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

Registered address ☐ Head Office address ☐ Correspondence address ☐

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 ☐

Section 7. Criminality and Investigations

All current (i.e. unspent) convictions recorded against the company or its officers must be declared. All convictions for relevant offences (see Guidance Notes), and/or previous convictions (i.e. spent) must also be declared as Section 4 of the Rehabilitation of Offenders Act 1974 does not apply to a Gambling Commission licence.

19. 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 20 ☐

Full name(s)

Date

D D M M Y Y Y Y

Offence

Director's Liability	☐	Corruption	☐	Companies Act offences	☐
Insolvency offences	☐	Fraudulent Trading	☐	Restraint, confiscation orders and asset recovery	☐
Regulatory offences	☐	False Accounting	☐	Schedule 7 offences - Gambling Act 2005	☐
Financial Services and Market Act offences	☐	Corporate Manslaughter	☐	Other (please specify below)	☐

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.

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Section 7. (continued)

20. Is the incoming controller subject to any current, pending or previous investigation by any statutory, regulatory or governing body in Great Britain (e.g. 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 21 ☐

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

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

Section 8. Policy Information

The Gambling Commission has to be satisfied that a licensed operator understands its responsibilities to meet the licensing objectives of the Gambling Act 2005 and has arrangements in place to provide gambling services or facilities in a manner consistent with those licensing objectives.

22. 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; and

Promoting social responsibility in gambling.

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. The details can be provided in the space below or as a separate document. If you are providing a separate document, please select the cross box. ☒

23. You are required to provide an explanation of how you implement your policies and procedures (see Guidance Notes). This information can be provided in the space below or as a separate document. If you are providing a separate document, please select the cross box. ☒

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Section 8. (continued)

24. If as a result of the Change of Corporate Control any aspects of how you review and assess your policies and working practices in light of any changes to the Licence Conditions and Codes of Practice or developments within the gambling industry that have changed you will need to provide an updated policy (see Guidance Notes). This policy can be provided in the space below or as a separate document. If you are providing a separate document, please select the cross box.

Section 9. Financial Information

When looking at an application for a change of corporate control, the Gambling Commission has to consider whether a licensee has the necessary financial resources available to be able to provide gambling services or facilities in a manner consistent with the licensing objectives of the Act and the Licence Conditions and Codes of Practice.

25. In order to assess the financial aspect of the application the Gambling Commission requires the following information. Please refer to the Guidance Notes for further details.

A copy of the sales purchase agreement;

Documentation confirming that the shares in the licensee have been transferred to the new controller;

Proof of funding for the acquisition of the shares or voting power;

An updated business plan;

Financial projections for the next 12 months, if these are likely to change from those previously provided; and

The latest available accounts for the incoming controller.

Please note, where an incoming controller is a private or public limited company, they are required to provide a copy of their published annual accounts as provided by their accountant.

Section 10. Other Information

26. Is there any other information which you believe the Gambling Commission would reasonably expect notice of or you would like to be taken into account when considering this application?

Yes – please provide details below
(use a continuation sheet if necessary) ☐ No – please continue to Section 11 ☐

Section 11. Declaration

The following declaration must be signed in all cases by both the licensee and the new controller(s):

a. If the licensee was incorporated **before** April 2008, by both the company secretary and at least one director (who is not also the secretary of the company);

b. If the licensee was incorporated **after** April 2008, by at least one director;

c. If the new controller(s) is/are an individual, by that individual;

d. If the new controller(s) is/are a partnership, by all individuals who are partners;

e. 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);

f. If the new controller(s) is/are a company and was incorporated **after** April 2008, by at least one director;

e. In any other case, by a duly authorised officer of the applicant.

Should the information provided in relation to this application form and any accompanying documentation cease to be correct, or if there are any changes in the information provided between the date the application was submitted and the date it is determined, it is the applicant's responsibility to advise the Gambling Commission immediately. Failure to do so could result in any licence subsequently issued being reviewed and possibly revoked.

The Gambling Commission may require confirmation or further information from third parties in respect of any evidence or documentation I/we have provided in support of this application. I/We agree to grant authorisation for the Gambling Commission to request and receive information about me/us from those third parties.

I/We agree to provide authority for the Gambling Commission to obtain bank references.

I/We understand that any misrepresentation or failure to reveal information or grant any authorisation requested may be deemed to be sufficient cause for the refusal or revocation of a licence.

I/We certify that the financial projections provided have been approved and adopted by the board (or equivalent) and that the Directors (or equivalent) have a reasonable expectation that the licensed entity has adequate resources to continue in operational existence for the foreseeable future.

I/We certify to the best of my/our knowledge that the information given in this application is complete and correct in every respect and that all material information has been included.

I/We agree to notify the Gambling Commission should any of the information given in this application change.

I/We understand that if I/we receive a licence, that fact will be placed on a public register.

I/We understand that if the application form is signed using a digital signature, the Gambling Commission will only accept a digital signature containing a serial number and code to allow verification, and I/we accept that a digital signature has the same force and effect as a signature affixed by hand.

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Section 11. (continued)

a. First name(s)

Last name

Position in organisation

Signed

Date

D D M M Y Y Y Y

b. First name(s)

Last name

Position in organisation

Signed

Date

D D M M Y Y Y Y

c. First name(s)

Last name

Position in organisation

Signed

Date

D D M M Y Y Y Y

d. First name(s)

Last name

Position in organisation

Signed

Date

D D M M Y Y Y Y

continues on next page

Section 12. Enclosures

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

Annex A personal declaration forms and/or Personal Management Licence application forms (as applicable) for all required individuals (as detailed in questions 8, 11, 13 and 14)	☒
Personal identification documents for any associated Annex A personal declaration form and/or PML applications (as detailed in questions 8, 11, 13 and 14)	☒
Completed Disclosure Scotland application form(s) or overseas police reports for relevant personnel (as detailed in questions 8, 11, 13 and 14)	☒
Sales purchase agreement (as detailed in question 26)	☒
Documentation confirming transfer of shares to incoming controllers (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)	☒

Remember: Your application will not be considered unless all relevant questions have been completed and the application fee has been paid in full. Failure to provide the above information 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 outcome of your application.

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

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

Corporate change fee (£)	£
Personal licences (£)	£
Total (£)	£

OFFICE USE ONLY Account ID Order No.	

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 return this payment, together with your application form, to:

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

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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Form GCCC