

CASINO, LIQUOR & GAMING CONTROL AUTHORITY

COMPANY PROBITY FORM (Part B)

CONFIDENTIAL

Company to which this form relates:

This form has been submitted for the purpose of:

(e.g. "Application for Gaming Machine Dealer's Licence under the Gaming Machines Act 2001")

Name of Gaming Applicant/Licensee:

Note: Company Probity form (Part B) is a generic form and can be used across all regulatory jurisdictions within Australia and New Zealand. Company Probity form (Part B) must be completed and lodged in conjunction with Company Probity Form (Part A). Company Probity form (Part A) is specific to and obtainable to each jurisdiction.

Both Company Probity forms (Part A and Part B) should be completed in every particular. Incomplete forms will not be accepted and will be returned for completion. This may result in delays in the probity process and, if applicable, the consideration of any licence application.

It is critical that you read the 'Instructions for Completion' contained on pages 2 and 3 in Company Probity form (Part B) before the form is completed.

INSTRUCTIONS FOR COMPLETION

1. The Company Probity Form must be completed by the Principal Executive Officer or another person who has the knowledge of the relevant facts and has been duly appointed by the company board to complete this form and which authority has been minuted.
2. Type or print in **BLOCK LETTERS** an answer to every question.
3. If an electronic version of this form is being completed, information supplied in response to a question may be inserted but no question, or the order of questions, is to be altered.
4. If a question does not apply to the company, record "N/A".
5. If there is nothing to disclose in response to a particular question record "Nil".
6. If there is insufficient space on a printed form in which to answer a question, additional information may be provided on an attachment page. When required to use an attachment page, precede each answer thereon with the title applicable to that question and **PRINT** the company name on the page. A blank attachment page is the last page of this form. (If you require additional attachment pages, please copy as necessary).
7. All dates should be completed in the format: Day / Month / Year.
8. Where required, dollar amounts must be stated in Australian dollars.
9. Each page of this form and each attached page should be signed and dated by the person completing the form in the space provided.
10. Ensure **ALL** required attachments are affixed to and lodged with the Company Probity forms.
11. This form is to be completed in the English language. Any documents which are required to be provided and which are in a language other than English, are to have a certified English translation appended.
12. Documents or other information sought from authorities in Australia or New Zealand may not be applicable to a company which has been incorporated in another country or which originates from a company located overseas. In such cases the documents or equivalent information should be obtained from the relevant authority of that country.
13. An asterisk (*) beside '**YES / NO**' at the end of certain questions, signifies "Delete whichever is not applicable".
14. A reference to a person includes an individual or a corporation.

Signature: _____

Date: _____
Day / Month / Year

15. Persons completing this form may be required to be interviewed on one or more occasions by officers of the regulator of the jurisdiction in which you are making application. If you are required to be interviewed, the place and form of the interview will be at the discretion of the regulator of the jurisdiction. All persons to be interviewed are required to bear their own cost of travel and accommodation, if applicable.
16. A probity investigation may be halted where additional information sought is not provided in a timely manner.
-
-

Signature: _____

Date: _____
Day / Month / Year

COMPANY DETAILS – SECTION ONE
Information to be provided by way of attachments

The following *attachments* must accompany this form:

A. Confirmation of the Appointment of the Officer Authorised to Complete this Application

A copy of the company minute or resolution, or the written agreement of the partners, appointing the officer authorised to complete the Company Probity forms (Part A and Part B) on behalf of the applicant.

B. Business Name Certificate

A copy of the Business Name Certificate for each registered business name listed at question 1(v) on page 7.

C. A brief history of the company (not required if a current licensee).

This should include details of the original purpose and business of the company, the names of the founders and what funds were initially used as working capital and the source of the funds.

D. Australian Securities and Investments Commission (ASIC) / New Zealand Securities Commission Historical Report

The historical organisational extract from ASIC, New Zealand Securities Commission or an overseas equivalent.

E. A “Statement of Company Records” to be prepared and signed by a Certified Practising Accountant (CPA), Chartered Accountant or a registered company auditor or an overseas equivalent.

This statement should –

(i) certify that the company’s records are up to date and, where applicable, in agreement with ASIC records, New Zealand companies office [or an overseas equivalent]. Company records include such records as share registers, Company Constitution or equivalent, register of directors, secretaries and managers, minutes of company meetings, financial reports, annual returns; and

(ii) identify tax returns due and outstanding.

F. A flow-chart supported by written text explaining the company corporate structure in which the company exists.

Details should include the shareholding, the principal business and the names and addresses of the directors of each company within the corporate structure and its relationship with other enterprises such as principal holdings, subsidiaries, joint ventures and the like.

G. A diagram or table identifying Management Structure.

This should identify the specific divisions of the company together with the management personnel and their title.

Signature: _____

Date: _____
Day / Month / Year

H. A description of largest shareholders who hold 5% or more of the company.

Details should show the full name of each shareholder and the relevant number and percentage of shares held. *(If shares are held in trust, both the trustee and beneficiaries who have a relevant interest are to be shown).*

I. Certificate of Incorporation and Constitution

If the applicant is incorporated, a copy of the applicant's Constitution or equivalent and the Certificate of Incorporation and each Certificate of Change of Name of Company.

J. Financial Statements.

Audited copies of the financial statements for the company and any holding company, for the last three (3) years.

The financial statements must include:

- a Statement of Financial Position (balance sheet);
- a Statement of Financial performance (profit and loss statement);
- a cash flow statement to be accompanied by explanatory notes; and
- a list of creditors.

K. Taxation returns.

A copy of the last three (3) years tax returns.

L. Annual Reports.

A copy of the Annual Reports (including annual reports to ASIC or overseas equivalent) of the company for the last three (3) years, if applicable. If not applicable, provide reasons.

M. Trust Deed

Copy of any trust deed of which the company is either a trustee or beneficiary together with a copy of the financial statements including notes to the accounts for the last three (3) years.

N. Loan Agreements

A schedule of all loan agreements >\$200,000 from any person, company or institution from which the company has current loans or has obtained funds on loan during the last five (5) years. The schedule is to include the following headings:

Name of Lender	Amount approved	Purpose of Loan	Date of Commencement	Expected Final Repayment Date	Secured/ Unsecured (details of security)	Term of Loan	Loan Repayments	Interest Rate

Signature: _____

Date: _____
 Day / Month / Year

O. Lease Agreements

A schedule of all financial and operating lease agreements of all assets >\$100,000. (A copy of all property leases are to be attached).

The schedule is to include the following headings:

Lessor	Lessee	Term of lease	Residual	Purpose of Lease
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P. Licensing Agreements

A schedule of all licensing agreements held by the company. The schedule is to include the following headings:

Purpose	Parties to the agreement	Term of the agreement	Consideration for agreement
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Q. Gaming Licences

A schedule of all places that the company has involvement in gaming and a list of gaming licences held by the company.

Nature of Licence	Location	Licence number
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ACKNOWLEDGEMENT AND UNDERTAKING

The company notes and acknowledges that the information requested in this Company Probity Form may not satisfy the probity requirements of the regulator of the jurisdiction and that further information may be requested and that the company undertakes to supply any such information.

Signature: _____

Date: _____
 Day / Month / Year

SECTION TWO

Information to be provided by written answer

1. COMPANY DETAILS

(i) Full name of company as currently incorporated:

(ii) Place of incorporation: _____

(iii) Date of incorporation: ____ / ____ / ____

(iv) Australian Business Number (ABN): _____
(or overseas equivalent – please specify).

(v) List all previous business names used by the company.

(vi) Registered office: _____

(vii) Details of principal place of business:

Address:

Number of years at this address: _____

Phone Number: _____ Fax Number: _____

Email and/or Website address: _____

Signature: _____

Date: _____
Day / Month / Year

(viii) Business Postal address: _____

(ix) Nominated contact person: _____
(This person will be required to act as an intermediary between the investigation officers and the company)

(x) Contact Details of nominated person:

Telephones – Business: (____) _____

After Hours: (____) _____

Mobile: _____

Email: _____

(xi) List the following details for each current director, company secretary and any other officeholder (including members of the management board, supervisory board or any other body, by whatever name called) as well as the Chief Executive Officer:

Name	Position	Residential Address	Place and Date of Birth	Relevant Board (if applicable)	Date of Appointment

Signature: _____

Date: _____
 Day / Month / Year

(xii) List the following details for each director and other officeholder (including members of the management board, supervisory board or any other body, by whatever name called) who has ceased to hold office during the last five (5) years:

Name	Last known residential address	Date of Cessation	Former Position Held

(xiii) Apart from those identified in Questions (xi) and (xii) above and the largest shareholders (as advised by attachment – see Section One, item “H” of this form), does any person or organisation either directly or indirectly have a controlling interest or significant influence in the company? (This may include but is not limited to a finance provider.) (*e.g. a financial provider, spouse of the shareholder etc.*)

*** YES / NO**

If **YES**, please provide details:

(xiv) Name of the holding entity and the ultimate holding entity of the company:

(xv) Does the company have any other company or person who is not a related entity acting on its behalf in Australia, New Zealand or overseas?

* **YES / NO**

If **YES**, provide full details including agreement and nature of activity.

(xvi) Is the company a trustee of any trust?

* **YES / NO**

(a) Name(s) of Trust: _____

Address: _____

Type of Trust (tick one only): Discretionary Trust Unit Trust Other

(b) List below details of the individuals and/or entities that are beneficiaries or unit holders of the Trust:

Full Name	Ownership (if applicable)		Year of Last Income Distribution
	% of total units held (if applicable)	Amount of last income distribution	

Signature: _____

Date: _____
Day / Month / Year

(c) Specify which of the beneficiaries/unit holders of the Trust received 10% or more of the Trust's income distribution in any one of the last three (3) years:

(xvii) Is the company or the ultimate holding entity of the company listed on the Australian or New Zealand Stock Exchange (or overseas equivalent)?

*** YES / NO**

If **YES** complete the following:

(a) Advise the company's Stock Exchange Listing Code (or equivalent)?

(b) Has the listed company ever been investigated, fined, suspended or reprimanded for breaches of the Australian or New Zealand Stock Exchange (or overseas equivalent) listing rules?

*** YES / NO**

If **YES**, provide full details:

(xviii) List the following details for each company auditor and external accountant engaged over the last five (5) years:

Firm/Company	Address	Period of Engagement

Signature: _____

Date: _____
Day / Month / Year

- (xix) Commencing with the current state and country and working backwards, list all the states and countries in which the company has conducted business over the last 10 years.

State and Country	Dates Business Conducted	
	From	To

2. LAW ENFORCEMENT AND COURT ACTION

- (i) Has the company, or any holding or subsidiary company, in Australia, New Zealand or elsewhere, been found guilty of an offence, (including but not limited to: - criminal, taxation and gaming irrespective of whether a conviction was subsequently recorded) fined or been issued with an infringement notice?

* YES / NO

If YES, provide full details:

The Offence	Date of Offence	Court, Tribunal, Commission or Authority of competent jurisdiction & Date (if applicable)	Result (if any imposed)

- (ii) Has any office holder or employee of the company, acting in that capacity, in Australia or elsewhere, been found guilty of an offence, (including but not limited to: - criminal,

Signature: _____

Date: _____
Day / Month / Year

taxation and gaming irrespective of whether a conviction was subsequently recorded) fined or been issued with an infringement notice?

* **YES / NO**

If **YES**, provide full details:

The Offence	Date of Offence	Court, Tribunal, Commission or Authority of competent jurisdiction & Date (if applicable)	Result (if any imposed)

(iii) Excluding injury claims and worker compensation:-

(a) has the company, or any holding or subsidiary company, in Australia, New Zealand or elsewhere, in the last 10 years, had a judgement made against them in respect of any civil proceedings ?

* **YES / NO**

Civil Action	Date of court action	Court, Tribunal, Commission or Authority of competent jurisdiction & Date (if applicable)	Result (if any imposed)

Signature: _____

Date: _____
Day / Month / Year

(b) are there any claims or litigation matters currently in progress or pending by or against the company?

* **YES / NO**

Civil Action	Date of court action	Court, Tribunal, Commission or Authority of competent jurisdiction & Date (if applicable)	Current Position

(iv) Has the company or any holding or subsidiary company at any time:

(a) been placed into liquidation, receivership, scheme of arrangement or under other formal insolvency administration;

* **YES / NO**

If **YES**, provide full details:

(b) had an agent for the mortgagee appointed?

* YES / NO

If YES, provide full details:

(v) Has the company or any holding or subsidiary company been the subject of any investigation by any government authority, i.e. by any State or Commonwealth authority or department (or by any overseas equivalent)?

* YES / NO

If YES, please provide details: _____

(vi) Has the company or any holding or subsidiary company ever had any licence, certificate, authority or approval issued by a government agency in Australia, New Zealand or elsewhere relating to the conduct of gaming or any other business terminated, denied, suspended, revoked or disciplinary action taken?

* YES / NO

If YES, please provide details: _____

Signature: _____

Date: _____
Day / Month / Year

(vii) Is or has the company, any holding or subsidiary company, a director of the company or any holding or subsidiary company, being or been investigated by any taxation authority in any country?

* YES / NO

If YES, please provide details: _____

(viii) Is or has the company, any holding or subsidiary company, a director of the company or any holding or subsidiary company, being or been investigated by any gaming authority in any country?

* YES / NO

If YES, please provide details: _____

Signature: _____

Date: _____
Day / Month / Year

3. FINANCIAL

(i) Of the loans outlined in the Loan Agreements schedule (as advised by attachment – see Section One, item “N” of this form), is there any relationship between the company and the lender?

* **YES / NO**

If **YES**, please provide details: _____

(ii) Has there been any material change to the financial situation of the company or its holding company since the last accounts for the company were made up which could impact upon the company’s operations?

* **YES / NO**

If **YES**, please provide details: _____

(iii) List the following details of all Australian, New Zealand and other overseas bank accounts operated by the company:

Account Name	Purpose of Account	Bank, Branch and Country	Account Number

Signature: _____

Date: _____
Day / Month / Year

(iv) Has any person, entity or organisation provided a guarantee for \$50,000 or more for the company?

* **YES / NO**

If **YES**, please provide details below (include the name of the guarantor and the nature, terms and amount guaranteed):

(v) Has the company provided a guarantee for \$50,000 or more for any person, entity or organisation?

* **YES / NO**

If **YES**, please provide details below (include the name of the debtor and the nature, terms and amount guaranteed):

(vi) Is the company currently in default of any debt incurred solely or jointly in the company's name? Include details **ONLY** where payment is overdue or in arrears.

* **YES / NO**

If **YES**, complete the following table (Note: All amounts must be stated in Australian currency):

Financial Institution or creditor	Amount owing (total amount)	Amount in default (total amount)	Date payment was due

Signature: _____

Date: _____
Day / Month / Year

4. GAMING AND LIQUOR LICENSING HISTORY

- (i) Prior to this date, has the company, any holding company or other related body corporate in Australia, New Zealand or elsewhere, ever made an application or intended to make application to apply for a licence for any of the following or been associated with the ownership, administration or management of the following:
- (a) a casino;
 - (b) keno or lottery operations;
 - (c) interactive gambling;
 - (d) race wagering or sports wagering operations;
 - (e) bookmaking
 - (f) club, hotel, tavern or other liquor operation;
 - (g) the manufacture, assembling, selling, distributing, importing, supplying, repairing or operation of gaming machines, in-line machines, lucky envelope machines or other amusement devices;
 - (h) any gambling monitoring operator
 - (i) charitable gaming *e.g. art unions, bingo etc.*
 - (j) approved testing facilities, provision of software, service contractors
 - (k) any other gaming activity

* YES / NO

If YES, please provide details in the following table:

Type	Nature	Date of Approval	Location of Activity	Name of Regulator

Signature: _____

Date: _____
Day / Month / Year

(ii) Has the company, any holding company or other related body corporate had any interest, financial or otherwise, or provided financial assistance or other support with any person or business that is involved with the ownership, administration or management of:

- (a) a casino;
- (b) keno or lottery operations;
- (c) interactive gambling;
- (d) race wagering or sports wagering operations (including);
- (e) bookmaking
- (f) club, hotel, tavern or other liquor licensee;
- (g) the manufacture, assembling, selling, distributing, importing, supplying, repairing or operation of gaming machines, in-line machines, lucky envelope machines or other amusement devices;
- (h) any gambling monitoring operator
- (i) charitable gaming *e.g. art unions, bingo etc.*
- (j) approved testing facilities, provision of software, service contractors
- (k) other gaming activity

*** YES / NO**

If **YES**, please provide details:

Name	Type of Assistance	\$ Amount

(iii) Has the company, any holding company or other related body corporate been subject to a due diligence investigation or probity investigation by any law enforcement authority or government regulator?

*** YES / NO**

If **YES**, please provide details including the name of the investigating authority, purpose of probity and date of investigation:

CHECKLIST

Before submitting this form, please complete the following checklist. If you are unable to complete the checklist, your Company Probity form will be returned. You should advise when the outstanding matters are to be submitted.

I hereby certify I have:

- read the Instructions for Completion;
- signed and dated each page of the form;
- answered all questions in writing;
- answered all questions completely;
- completed Part A and Part B probity form

And attached the following:

- a copy of the authorising minutes;
- a copy of the Business Name certificate;
- a brief history of the company;
- ASIC / New Zealand Securities Commission historical report
- a Statement of Company Records;
- a flow-chart of the company Corporate Structure;
- a diagram or table identifying Management Structure;
- a description of the largest 20 shareholders;
- a copy of the company's Constitution or equivalent;
- a copy of the Certificate of Incorporation and any Certificate of Change of Name;
- copies of the audited financial statements for the last three (3) years;
- copies of tax returns for the last three (3) years;
- copies of the Annual Reports for the last three (3) years;
- a copy of the Trust Deed;
- a schedule of all loan agreements;
- a schedule of all lease agreements;
- a schedule of all licensing agreements;
- a schedule of all gaming licences held by the applicant; and
- an approved plan of the premises proposed to be licensed in respect of the applicant company (*NB an approved plan must comply with practice direction 2/2005*).

(Signature)

(Name)

(The End)

Signature: _____

Date: _____
Day / Month / Year

