



BUSINESS ENTITY DISCLOSURE

**APPLICATION FOR CERTIFICATE OF SUITABILITY TO HOLD/
PROCURE A FINANCIAL INTEREST IN A LICENCE HOLDER**

AN APPLICANT FOR A CERTIFICATE OF SUITABILITY HAS NO RIGHT TO BE AWARDED SAME. ALL CERTIFICATES ISSUED BY THE GAMING BOARD FOR THE BAHAMAS ARE CONTINGENT ON THE ONGOING SUITABILITY FOR LICENSING OF THE PERSONS TO WHOM THEY ARE ISSUED. IN EVERY CASE, THE APPLICANT BEARS THE ONUS OF PROVING FULL COMPLIANCE WITH ALL APPLICABLE QUALIFICATION CRITERIA.

NOTE:

This form must be completed by **A CORPORATE BODY** wishing to hold or to procure a financial interest of the nature specified below in the holder(s) of the following licence(s):

5% OR MORE in or more in the holder of any of the following operator licences issued under the Gaming Act, 2014:

- (a) gaming licence;
- (b) proxy gaming licence;
- (c) mobile gaming licence;
- (d) restricted interactive gaming licence;
- (e) gaming house operator licence, **OR**

30% OR MORE in –

- (f) the holder of a supplier licence (*other than a supplier licence issued to a person referred to in section 47(6)*);
- (g) the holder of a junket operator licence (*referred to in section 23(1)(e)*).

Name of Applicant	
Trading name of business (if applicable)	
Date of completion of form	

All correspondence must be addressed to:

The Secretary
Gaming Board for The Bahamas
4th Floor, Centreville House
2nd Terrace West & Collins Avenue
Nassau, BAHAMAS

For official use only

GB Ref. No.: _____

Insp. Sig.: _____

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APPLICATION INSTRUCTIONS

1. **Read these instructions and every question carefully before answering and follow any specific instruction which may be given in relation to certain questions.**
2. **Answer every question in full. If you fail to answer any question, give incomplete answers or fail to submit all the additional information required, your application will be considered to be incomplete and may be rejected by the Board.**
3. If a question does not apply to you, write “N/A” (for “Not Applicable”) in the space provided for the answer. If there is nothing to disclose in response to a particular question, write “None” in the space provided for the answer. If an alteration is made to an answer, sign in full next to the alteration.
4. All answers on this form, except signatures, must be typed or **legibly printed in black ink**. On completion, each page of this form must be signed in full in the space provided at the bottom of each page.
5. **This application form must be completed by the person authorised thereto by the applicant company identified on the front page.** Return the completed form to the Secretary, Gaming Board for The Bahamas, 4th Floor, Centreville House, 2nd Terrace West & Collins Avenue, Nassau, Bahamas.
6. The original completed application form and all the additional required information as well as the applicable statutory fees must be submitted to the Board (**no copies of the original application or the supporting documentation are required to be submitted**).
7. If additional space is required to answer any question, please use additional pages, but be sure to indicate the number(s) of the question(s) you are answering on these additional pages and clearly cross reference the additional information with the relevant questions.
8. All amounts must be reflected in **Bahamian Dollars**. When converting from a foreign currency to Bahamian Dollars or if documents are included which reflect foreign currencies, convert at or quote the applicable **exchange rate and the date of the rate of exchange**.
9. If any details of the applicant, which are reflected in this application form, change before a licence has been issued by the Board, the Board must immediately be notified in writing.
10. All dates must be in the format: **Month / Day / Year**.

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IDENTIFYING DETAILS OF APPLICANT & FINANCIAL INTEREST:

Registered name	
Registration number	
Trading name	
Principal activities:	
Contact Person for this application:	
Title & Full Names	
Telephone & Fax Numbers	
E-mail address	
Principal business address of the applicant:	
Street address	
City/Town & Province/State	
Postal/Zip code	
Country	
Telephone & Fax Numbers	
Website address	
Mailing address	
City/Town & Province/State	
Postal/Zip code	
Country	
Registered office of the applicant:	
Street address	
City/Town & Province/State	
Postal/Zip code	
Country	
Telephone & Fax Numbers	
Details of Licensee in which, and extent of financial interest held/to be acquired:	
Name of Licensee	
Nature of Licence held	
Extent of Interest held/to be acquired (%)	
(Proposed) Date of acquisition of interest*	

* Attach a signed copy of the agreement(s) pursuant to which the financial interest was acquired or is proposed to be acquired.

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2. OTHER NAMES AND ADDRESSES OF THE APPLICANT:

State all previous names under which and addresses from which the applicant has done business in the past five years.

3. DESCRIPTION OF THE APPLICANT ENTITY:

Indicate what type of legal entity the applicant is:

Limited liability company	
Corporation	
Public unlisted company	
Public listed company	
Partnership	
Other (provide details)	

4. DOCUMENTATION REQUIRED:

4.1 Where applicable, submit certified true copies of the **Incorporation Documentation and Memorandum & Articles of Association, Articles of Incorporation, Articles of Organization, Founding Document, Charter, Shareholders' Agreement, Partnership Agreement, Trust Deed, certificate(s) of legal name changes and all amendments thereto.**

4.2 Submit a certified true copy of the **resolution by the Board of Directors or similar controlling body authorising the signatory hereto to sign the application documents on behalf of the applicant.**

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5. SHAREHOLDING OF THE APPLICANT:

Share structure	No of shares authorised	No of shares issued	Par value per share	Premium at issue	Current market value	Classes (No. of)*	Voting rights
Ordinary Shares							
Preference Shares							
Other (specify)							

Provide a copy of the most recent share/securities register or indicate where it may be perused.

** Elaborate if there is more than one class of share with different voting rights.*

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5.1 If the rights of shareholders of any class of shares may be modified other than by a vote, indicate this and explain briefly:

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6.2. Indirect shareholding - list all the persons holding an indirect shareholding of 5% or more in the Licensee through the applicant below:

FULL NAME OF HOLDER	PASSPORT/SOCIAL SECURITY/REGISTRATION NO	NO. OF SHARES HELD	EFFECTIVE % SHAREHOLDING IN LICENSEE

6.3. List all the directors of the applicant:

FULL NAME	PASSPORT/SOCIAL SECURITY NO	EXECUTIVE/NON-EXECUTIVE	NATIONALITY	SHAREHOLDER REPRESENTED

6.4. List the executive management of the applicant below:

FULL NAME	PASSPORT/SOCIAL SECURITY NO	DESIGNATED POSITION	NATIONALITY

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7. DIAGRAMMATIC REPRESENTATION OF OWNERSHIP:

If question 6 above indicates any entity as indirectly holding shares or any other ownership interest of 5% or more in the licensee through the applicant, prepare a **diagrammatic flowchart** which illustrates the entire relationship of all the entities involved with the applicant as an attachment clearly labelled “**Question 7**”.

List all legal and natural persons, who each hold a direct or indirect financial interest of 5% or more in the licensee through the applicant, clearly indicating the respective shareholdings in each entity, including the applicant. If the ultimate holding company of the applicant is a publicly traded company and no natural person controls 5% or more of the publicly traded shares in the license through the applicant, indicate this fact in a footnote to the flowchart.

8. TERMS AND CONDITIONS:

8.1. Indicate the terms on which shares are to be, and during the past five years have been, offered to the public or otherwise:

SHAREHOLDING	TERMS	DATE

8.2. Indicate the terms and conditions to which all outstanding loans, mortgages, trust deeds, pledges or other indebtedness or obligations pertaining to the applicant are subject:

OBLIGATION	AMOUNT	INTEREST	TERMS

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9. SHARE OPTIONS:

A. Describe in detail any options existing in respect of shares issued or to be issued by the applicant. The description must include the title and number of shares subject to the option, the reason/purpose of the option, the year(s) during which the options have been or will be granted, the conditions under which the options have been or will be granted, the monetary consideration in respect of the option or the formula used to determine the value of the option, the terms under which option holders became, or will become, entitled to exercise the options, the period involved for exercising the options and the date of expiry of the options. For the purposes of this application, “option” means the right, warrant or option to subscribe to or purchase any shares issued by the company. (Continue on a separate page, clearly labelled “Question 9”, if there is insufficient space.)

B. Identify all persons holding the options as described in **A** and complete the table below:

Option holder	Relationship with applicant	No of shares to which option pertains	Market value at issue of option	Current market value

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10. FINANCIAL INSTITUTIONS:

10.1 Furnish the information below in respect of all bank accounts currently held with any financial institution, whether domestic or foreign, regardless of whether such account was held in the name of the applicant or a nominee of the applicant or was otherwise under the direct or indirect control of the applicant.

Name & street address of financial institution	Name of account holder	Type of account(s)	Account number	Period of time account held (from/to)

Provide copies of statements of all the accounts indicated above which reflect all transactions for the past three months.

10.2 Furnish the information below in respect of all bank accounts at any financial institution, wheresoever located, held in the name of the applicant or a nominee of the applicant, which were closed during the past five years.

Name & street address of financial institution	Name of account holder	Type of account(s)	Account number	Period of time account held (from/to)

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11. SHARES HELD BY APPLICANT:

Furnish the information below in respect of each company in which the applicant holds shares:

INFORMATION REQUIRED	ENTITY 1	ENTITY 2	ENTITY 3	ENTITY 4
Name of company				
Reg. no of company				
Type of shares held				
Purchase price of shares				
Number of shares held				
Date acquired				
Percentage Ownership held				
Current market value				

12. FINANCIAL INTERESTS HELD IN OTHER BUSINESSES, EXCLUDING SHARES:

Describe below the nature and extent of any business interest other than shareholding, which the applicant has in any other businesses.

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13. MANAGEMENT AND OTHER CONTRACTS:

Furnish the information below in respect of all entities with whom the applicant has management or other contracts valued at \$200 000 or more, or from which the applicant has received \$200 000 or more in goods or services in the **six months** preceding this application.

Name of contractor/supplier	Street address & telephone no	Goods/services supplied	Value of contract	Method of Payment

14. CRIMINAL AND RELATED HISTORY:

This question requests information about any offences the applicant, its officers, owners, or subsidiaries may have committed or may have been charged with. Prior to answering this question, carefully study the definitions and instructions below.

For the purposes of this application form: -

“Offence” includes all crimes, felonies, misdemeanours, or criminal offences regardless of their classification, and includes offences in respect of which an admission of guilt fine was payable without an obligation to appear in court.

“Charge” includes any indictment, complaint, information, summons or other notice relating to the alleged commission of any offence.

“Officer” includes all directors, executive management and trustees.

“Owner” includes all shareholders, members, partners, or other persons with a direct or indirect financial interest of 5% or more in the applicant.

Where an applicant has been charged, answer of **“yes”** must be given and all relevant information provided to the best of your ability, even if:

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- the applicant did not commit the offence(s) with which it was charged;
- the charge was dismissed or withdrawn;
- the applicant was not convicted or
- the event(s) to which the charge(s) pertained occurred more than ten years ago.

If the records relating to the charges have been expunged by court order, answer **“no”** and attach a copy of the expunction order to this application, clearly labelling it **“Attachment to Question 14”**.

14.1. OFFICIAL ENQUIRY:

Has the applicant, its owners, officers or any of its subsidiaries in the past ten years ever been subjected to an official enquiry by any regulatory body, government or provincial department, law enforcement agencies or gaming authorities?

Yes No

If **yes**, provide details below:

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14.2. INDICTMENTS, CHARGES AND CONVICTIONS:

Has the applicant, its owners, officers or any of its subsidiaries ever been indicted, charged* with or convicted of a criminal offence or been a party or named as an indicted co-accused or co-conspirator in any criminal proceeding in any jurisdiction?

Yes No

If **yes**, complete the table below:

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Case number	Nature of charge or complaint	Date	Name of law enforcement agency	Court involved	Outcome/Sentence

15. TRADE REGULATIONS AND SECURITIES JUDGMENTS:

Has the applicant, its owners, officers or any of its subsidiaries ever had a judgment, consent, decree or consent order pertaining to a violation or alleged violation of trade regulations or securities Acts or similar Acts of any country, entered against it?

Yes No

If **yes**, complete the table below:

Case number	Name of court or agency	Nature of judgement, decree or order	Date entered

16. INSOLVENCY PROCEEDINGS AND APPOINTED RECEIVER, AGENT OR TRUSTEE:

A. Has the applicant, its owners, officers or any associated company had any application or petition under any provision of any insolvency or bankruptcy legislation filed by or against it during the ten years preceding the date of this application?

Yes No

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If **yes**, provide details below:

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B. Has the applicant, its owners, officers or any associated company sought relief under any provision of any insolvency or bankruptcy legislation during the ten years preceding the date of this application?

Yes **No**

If **yes**, provide details below:

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17. EXISTING LITIGATION:

Is the applicant, any owner, officer or subsidiary currently involved in any litigation?

Yes **No**

If **yes**, on a **separate page labelled "Attachment to Question 17"**, describe all existing civil litigation in which the applicant, owner, officer or subsidiary is currently involved, in any jurisdiction. Exclude any case for monetary damages where the damages are not expected to exceed US \$100 000 or the equivalent thereof.

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The description must include all the relevant details such as the title, case number, name and address of the court where the case is pending, the identity of all the parties, a summary of the charge and the general nature of all claims being made as well as the next date to appear in court.

18. GAMING LICENCES/APPROVALS:

18.1. Provide details below of all gaming-related licences/approvals **currently held:**

LICENCE/APPROVAL TYPE	ISSUING JURISDICTION	DATE GRANTED	EXPIRY DATE

** Provide copies of all licences/approvals granted as well as the conditions attached to each licence.*

18.2. Provide details below of all gaming-related licences/approvals **previously held:**

LICENCE/APPROVAL TYPE	ISSUING JURISDICTION	DATE GRANTED	DATE TERMINATED	REASONS FOR TERMINATION

18.3. Provide details below of all gaming-related licences/approvals **previously refused:**

LICENCE/APPROVAL TYPE	ISSUING JURISDICTION	DATE APPLIED FOR	DATE REFUSED	REASONS FOR REFUSAL

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18.4. Provide details below of all applications for gaming-related licences/approvals **currently pending**:

LICENCE/APPROVAL TYPE	ISSUING JURISDICTION	DATE APPLIED FOR

19. ATTACHMENTS (ALL DOCUMENTATION MUST BE SUPPLIED IN ENGLISH)

The following documents must be appended to this application form:

19.1. Audited financial statements of the applicant for the past three years.

If the applicant has been dormant or has been newly acquired, a letter must be provided by the auditors of the Applicant confirming that the Applicant is dormant and that the Applicant has no material liabilities or contingent liabilities.

If the applicant is unable to provide audited financial statements for certain or all of the years required in terms of this application, a letter must be provided by the auditors of the Applicant confirming the non-availability of such annual financial statements and stating the reasons therefor. In such an event, at a minimum, management accounts in respect of the applicant must be provided for the relevant period, certified by the auditors as containing a true reflection of the business activities of the applicant company during the relevant period.

19.2. Organisational chart

Submit an organisational chart in respect of the applicant, which illustrates the organisational hierarchy and job descriptions with the names of all the incumbents, including all governance structures, e.g. audit and similar committees.

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20. TAX INFORMATION

20.1. Complete the tax details in respect of the applicant requested below:

Income tax reference no. if applicable	
Tax authority name and location	
VAT reference no. if applicable	
Other tax liability reference no. (s) (specify)	

20.2. Has the applicant submitted its income tax and all other required returns for the **three** years directly preceding the date of this application to the relevant Authorities?

Yes

No

If **yes**, and the applicant is a foreign company, furnish tax clearance certificates or the equivalent from the country of origin.

If **no**, give an explanation below.

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Documentation in respect of any extension granted by any Tax Authority must also be attached.

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AFFIDAVIT

I,, do hereby make oath and say that:

1. I am duly authorised to complete this application and to make this declaration on behalf of, the Applicant herein.
2. I am aware that the Board may refuse to issue a certificate of suitability to any applicant that supplies information to the Board which is false in any material respect or subject to any material omission.
3. The particulars contained herein are to the best of my knowledge and belief true and correct in every detail and I have fully disclosed all information required in completing this form.

SIGNATURE OF DEPONENT

DATE

I certify that:

This declaration was sworn to before me at, on this day of, 20.....

.....
NOTARY PUBLIC/COMMISSIONER OF OATHS

MY COMMISSION EXPIRES ON:

Note: This affidavit must be accompanied by a Board resolution authorising the signatory to execute same.

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**AUTHORISATION FOR EXAMINATION AND RELEASE OF INFORMATION AND
INDEMNIFICATION**

TO: All courts, probation departments, employers, educational institutions, banks, financial and other institutions, tax collection authorities, law enforcement agencies, without exception both foreign and domestic and to whomsoever else this authorization may be duly presented.

AUTHORISATION

I, _____
(Surname)
(Other names)

 (Address)

Date of Birth: _____ / _____ / _____ Personal Identity Number: _____

Nationality: _____ Passport Number: _____

Address for Tax Purposes: _____

Telephone: _____ E-mail _____

Applicant Entity (if authorising for an entity applicant): _____

Title, (if authorising for an entity applicant): _____

HEREBY AUTHORISE the Responsible Minister, the Secretary of the Gaming Board for The Bahamas the Commissioner of the Royal Bahamas Police Force or any person so designated in writing, pursuant to the provisions of the Gaming Act, 2014 (No. 40 of 2014) (hereinafter "the Act") (collectively the "Authorised Persons") -

1. to undertake any investigation concerning my eligibility qualification for a licence under the Act or, my suitability to be associated with a licence holder or applicant for a licence in terms of said Act;
2. on production of an original letter of authorisation, to inspect and obtain copies of:
 - (a) any credit report, other report, legal or personal information that has any bearing on my creditworthiness, credit history, credit standing or credit capacity;
 - (b) any loan information, cheque account records, savings deposit records, safe deposit box records, passbook records and bank statement sheets pertaining to me;
 - (c) any records relating to investigations of my activities conducted by any local or overseas police force, crime investigation agency, corporate regulatory agency or any gambling or casino regulatory body;
 - (d) any court records relating to any present or past civil or criminal court proceedings to which I am or was a party; and
 - (e) any other document, record or correspondence pertaining to me.

ACKNOWLEDGEMENT

I understand that as an applicant for, or holder of, a license under the Act that I am obligated to timely pay to the Gaming Board all background investigation and regulatory investigative costs associated with licensure under the Act.

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RELEASE

I hereby release, remise and forever discharge all Authorised Persons including the Responsible Minister, the Secretary of the Gaming Board for The Bahamas or any person so designated in writing, including the Commissioner of the Royal Bahamas Police Force or an Agent of the Gaming Board appointed pursuant to the Gaming Act, and any employee, member, subcontractor or representative of the Responsible Minister, the Secretary, the Royal Bahamas Police Force or an Agent, any source or person, including, but not limited to, law enforcement, criminal justice and regulatory agencies, from any damages, directly or indirectly, related to the request for or release of said information, any cause of action, suit, debt, judgment, execution, and/or other claims and demands whatsoever, known or unknown, in law or equity, that the undersigned ever had, now has, may have or claim to have against any or all of the entities or individuals receiving this Release Authorisation arising out of or by reason of the conduct of the investigation authorized herein or any action related to it. I hereby execute this Release with full authority to do so.

INDEMNIFICATION

I, with full authority to do so, hereby indemnify and hold harmless every Authorised Person, firm, company and/or government body including the Responsible Minister, the Secretary of the Gaming Board for The Bahamas or any person so designated in writing, including the Commissioner of the Royal Bahamas Police Force or an Agent of the Gaming Board appointed pursuant to the Act, and any employee, member, subcontractor or representative of the Responsible Minister, the Secretary, the Royal Bahamas Police Force or an Agent and any source or person to whom this Release Authorization is presented from and against all claims, damages, losses and expenses, including reasonable attorney's fees, arising out of or by reason of, compliance with this Release Authorization.

You are **HEREBY AUTHORISED** to release to any Authorised Person presenting this Authorisation, all the documents, reports, records and information requested by him/her. A photo-static or e-mail copy of this Release Authorisation is as effective and valid as the original.

This authorisation shall supersede and countermand any prior request or authorisation to the contrary. A certified copy of this authorisation will be considered as effective and as valid as the original.

Grantor Signature: _____

Grantor's Spouse's Signature: _____

(If the grantor of this Release Authorisation is married at the time of filing and the license application is being filed in an individual capacity rather than as a representative of an entity applicant the individual's spouse must execute this Release Authorisation.

IN WITNESS WHEREOF, I have executed this request at _____, on this _____ day of _____, 20_____.

.....

SIGNATURE OF APPLICANT

SIGNED AND SWORN TO before me, _____, this _____ day of _____, 20_____.

.....

NOTARY PUBLIC/COMMISSIONER OF OATHS

Note: This Authorisation must be accompanied by a Board resolution authorising the signatory to execute same.

AUTHORISED SIGNATURE