**Skills Assure Supplier**

**Request for Consent**

Major Change in Control

**Form 2 - Request for the Department’s Consent to Major Change in Control**

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| **NOTE** |
| Depending on the circumstance of the change, it may constitute a **Standard** Change in Control requiring the completion of ‘Form 1 - Request for the Department’s Consent to a Standard Change in Control’. For information on what constitutes a Major Change in Control, please refer to the Departments website [www.desbt.qld.gov.au/training/providers/sas/contract/changes-in-control](http://www.desbt.qld.gov.au/training/providers/sas/contract/changes-in-control) or email contractmanagement@desbt.qld.gov.au.  |

It is a condition of your Skills Assure Agreement (“SAS Agreement”) under clause 28, if you are not listed on the Australian Stock Exchange or the wholly owned subsidiary of a company listed on the Australian Stock Exchange (clause 28.4), you must obtain the Department’s written consent **prior** to any:

(a) change in Control of the Supplier;

(b) transfer of any legal or beneficial interest in any shares of the Supplier;

(c) change to the Supplier’s director/s or secretary;

(d) change to the Key Personnel; or

(e) change to the Supplier’s constitution.

It is also a condition of your SAS Agreement under clause 30.9 that you must not assign or novate your interest in the SAS Agreement, except with the prior written consent of the Department, which may consent or refuse to consent in its absolute discretion.

If the Supplier falls within clause 28.4, the Supplier must immediately notify the Department of any change in Control including full details of the change by completing this form.

Where a Supplier is making a request to the Department to either sell their business or company, or to change the majority of its shareholders, this form must be completed by the proposed incoming party.

When assessing the request, the Department may conduct enquiries in relation to the responses provided as part of this application or any other matter it considers appropriate in relation to the incoming party and relevant individuals associated with the purchase.

An example of the kinds of changes constituting a Major Change in Control that this form relates to are:

* Change of ultimate holding company of SAS
* Change of majority shareholders, directors or company secretary of majority shareholder company or ultimate holding company
* Voluntary transfer of incorporations pursuant to Part 11A of the Associations Incorporations Act 1981.
* Sale of business or company

**If you do not seek the Department’s consent to the changes above, you may be in significant breach of your SAS Agreement. If the Department’s consent is not obtained prior to a change which falls within the definition of clause 28.1 or 30.9 of the SAS Agreement, you may have committed an event of default under your agreement. If an event of default has occurred, the Department may elect to terminate or suspend your SAS Agreement.**

More information may be requested depending on the circumstance, including execution of a Deed by the SAS. Please note that the Department is unable to provide legal, company or tax advice and you should seek external advice as required.

**Submitting this Form**

The completed form and any supporting documentation can be submitted to the Department by email to ContractManagement@desbt.qld.gov.au or alternatively you may post your completed form, along with any supporting documentation to:

Contract Management

Investment Division

Department of Employment, Small Business and Training

PO Box 15483 City East

Queensland 4002 Australia

Please be aware that notification to the Department of Employment, Small Business and Training (“DESBT”) of changes to a legal entity is not an automatic guarantee of approval. Please note it may take up to 12 weeks for DESBT to consider and make a determination with respect to your request, depending on the complexity of the changes in Control and whether DESBT seeks legal advice with respect to those changes.

Please be reminded that you must wait until you have received the written consent of DESBT before proceeding with relevant changes.

Following approval by DESBT of changes to the legal entity, you may be required to amend your Electronic Funds Transfer details through lodgement of the form able online at <https://desbt.qld.gov.au/data/assets/pdf_file/0011/8210/electronic-funds-transfer>

Following consent of the changes by DESBT, you may be required to update your contact details by completing a *Skills Assure Supplier Contact Information* Form, available online at <https://desbt.qld.gov.au/training/providers/SAS/contract>.

**More information**

For help with this process, please email the Contract Management team at ContractManagement@desbt.qld.gov.au.

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| Part 1 – Skills Assure Supplier Details |
| **Legal Name of Skills Assure Supplier** |  |
| **ACN (if applicable)** |  |
| **ABN** |  |
| **RTO Number** |  |
| **Is this SAS registered as a Not-for-Profit or Charity organisation on www.acnc.gov.au?** | [ ]  Yes [ ]  No |
| Part 2 – Details of Changes |
| **Important:****Paperclip with solid fill**this symbol indicates you need to attach further documents to this form |
| Summary of Changes Detailed in this Form |
| 1. **Change of ultimate holding company of SAS**

AND/OR1. **Change of majority shareholders, directors or company secretary of majority shareholder company or ultimate holding company**

AND/OR1. **Sale of business or company**

(**NOTE:** If less than 50% of shareholders are changing, complete Form 1 – Request for the Department’s Consent to a Standard Change in Control) | **Paperclip with solid fill** | [ ] [ ] [ ]  | Please complete Section A(i) on page 6 for a Business or Company Shareholder.Please complete Section A(ii) on page 8 for an individual Shareholder.*Please review Supplementary Information below and complete information as necessary.*  |
| 1. **Change to Directors/Secretary**
2. (**NOTE:** If less than 50% of directors are changing, complete Form 1 – Request for the Department’s Consent to a Standard Change in Control)
 | **Paperclip with solid fill** | [ ]  | Please complete Section B on page 10*Please review Supplementary Information below and complete information as necessary.* |

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| **Supplementary Information** |
| 1. **Change to Key Personnel**

(**NOTE:** Also complete the Key Personnel Form) | **Paperclip with solid fill** | [ ]  | Please complete Section C on page 12 |
| 1. **Change to Company Name**
 |  | [ ]  | Please complete Section D on page 13 |
| 1. **Change of company constitution**
 | **Paperclip with solid fill** | [ ]  | Please complete Section E on page 14 |
| 1. **Change in Control relating to a Trust or Trustee**
	1. For example:
* Transfer of entitlements in trust
* Change of unit holders in unit trust
* Change of trustee of trust
 |  | [ ]  | Please complete Section F on page 15 |
| 1. **Other Change in Control**

Any other Change in Control (taking into consideration the definition of Control in Section 50AA of the Corporations Act 2001 (Cth)).  |  | [ ]  | Please complete Section G on page 16 |
| Part 3 DeclarationBy **Skills Assure Supplier** (this part must be signed by a director of the organisation, or the Responsible Officer currently listed on training.gov.au) |
| \*\*\*\***IMPORTANT**\*\*\*\** Completion and submission of this form does not constitute the Department’s consent to the changes outlined in this form
* In the event the Department consents to the changes in this form, the Department will communicate that consent to you separately
* This form must be accompanied by the required annexures. Incomplete or incorrect forms will be returned to you for completion

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| I certify that* All information provided on this Request for Consent form and all supporting document provided as part of this request are complete, true and correct; and
* I am responsible to pay the Department’s reasonable legal costs (if any) to consider this Request for Consent in accordance with clause 30.13(b)(ii) of the SAS Agreement, regardless of whether the Department consents, imposes conditions on consent or refuses consent to your request:

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| Name: | Position: |
| Signature: | Date: |
| Witness Name: | Signature: |
| Date:  |  |

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| A(i) – Incoming Shareholder (Business or Company) |
| *If there is more than one incoming Shareholder, please provide a separate form for each party.**Please attach the incoming party’s* ***current and historical*** *ASIC Company Extract**If you require additional space to answer, please use the* [*Annexure form*](https://desbt.qld.gov.au/__data/assets/word_doc/0017/17702/change-in-control-annexure.docx)*.*  | **Paperclip with solid fill** |
| ***To be completed by the Incoming Party*** |
| 1.
 | Name of Incoming Shareholder business or company  |  |
|  | ACN and ABN |  |
|  | Phone |  |
|  | Email |  |
|  | Proposed number of Shares acquired |  |
|  | Total Percentage (%) of ownership |  |
|  | Proposed date of Share transfer |  |
|  | How many years has the incoming business or company been trading?*Note: It is a requirement that the incoming party has a minimum 2 years’ trading history. If the incoming party does not meet this requirement, consent will be refused.*  |  |
|  | Is the incoming business or company financially viable? | ☐Yes ☐No |
|  | Does the incoming party currently own, or have they previously owned, a registered training organisation? | ☐Yes Go to Question 11☐No Go to Question 18 |
|  | Provide the name/s and RTO ID/s of the registered training organisation/s |  |
|  | Were any of these registered training organisations the subject of an adverse regulatory decision made by the Australian Skills Quality Authority (ASQA) or another VET regulator?  | ☐Yes Go to Question 13☐No Go to Question 14 |
|  | Provide details of the adverse regulatory decision. |  |
|  | Have any of these registered training organisations had a state funded contract in another jurisdiction cancelled, suspended, terminated or refused?  | ☐Yes Go to Question 15☐No Go to Question 16 |
|  | Please provide details on the contract and the reason/s cited for cancellation, suspension or refusal. |  |
|  | Has the incoming party previously applied for pre-qualified supplier or SAS status with the Department and had that application refused as a result of not meeting the minimum criteria?  | ☐Yes ☐No |
|  | Has the incoming party previously held a pre-qualified supplier or SAS agreement with Department and had the agreement terminated for non-compliance or poor performance?  | ☐Yes ☐No |
|  | Does the incoming party have any financial or beneficial interest in a recruitment or labour hire company?  | ☐Yes Go to Question 19☐No Go to Question 20 |
|  | Provide details on the financial or beneficial interest held in a recruitment or labour hire company. |  |
|  | Does the incoming party have involvement with other businesses?  | ☐Yes Go to Question 21☐No Go to Declaration |
|  | Provide details on the nature of these businesses and their proposed involvement (if any) in the SAS being purchased. |  |
| ***Declaration by Incoming Shareholder (Business or Company)*** |
| *I declare that I am authorised to sign on behalf of the incoming shareholder, and that the information provided is true and correct.*  |
| **Name:**  |  |
| **Signature:**  |  |
| **Position:** |  |
| **Date:**  |  |

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| **A(ii) - Incoming Shareholder (Individual)** |
| *If there is more than one incoming Shareholder, please provide a separate form for each party.**If you require additional space to answer, please use the Annexure form.*  |
| ***To be completed by the Incoming Party*** |
|  | Name of incoming shareholder |  |
|  | Phone |  |
|  | Email |  |
|  | Proposed number of Shares acquired |  |
|  | Total Percentage (%) of ownership |  |
|  | Proposed date of Share transfer |  |
|  | Do you have any financial or beneficial interest in a recruitment or labour hire company?  | ☐Yes Go to Question 8☐No Go to Question 10 |
|  | Provide the name of the business or company. |  |
|  | Provide details on the financial or beneficial interest held in a recruitment or labour hire company. |  |
|  | Do you have involvement with other businesses?  | ☐Yes Go to Question 11☐No Go to Question 12 |
|  | Provide details on the nature of these businesses.  |  |
|  | Please outline your previous VET experience*Please attach a copy of your resume* |  |
| ***Declaration by Incoming Shareholder (Individual)***  |
| *I declare that I am authorised to sign on behalf of the incoming shareholder, and that the information provided is true and correct.*  |
| **Name:**  |  |
| **Signature:**  |  |
| **Date:**  |  |

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| 1. **Outgoing Shareholder Details (Individual)**
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| *Outgoing Shareholder* |
| Title  |  | Given Name/s |  |
| Surname  |  | Phone  |  |
| Email |  |
| Total Percentage (%) of ownership |  |
| *Outgoing Shareholder* |
| Title  |  | Given Name/s |  |
| Surname  |  |
| Email |  |
| Total Percentage (%) of ownership |  |
| Total percentage (%) of ownership being transferred |  |
| If more than 2 outgoing individual shareholders, please add additional copies of this page |  |
| 1. **Outgoing Shareholder Details (Business or Company)**
 |  |
| Company Name |  | ACN |  |
| Email  |  | Phone  |  |
| Total Percentage (%) of ownership |  |
| Total percentage (%) of ownership being transferred |  |
| If more than 2 outgoing corporate shareholders, please add additional copies of this page |  |

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| B – Change to Director/Secretary |
| Please attach the SAS ***current and historical***ASIC Company Extract.**NOTE:** If SAS is a Not-for-Profit or Charity registered on [www.acnc.gov.au](http://www.acnc.gov.au) ASIC extracts are only required if changes have also been lodged with ASIC. | **Paperclip with solid fill** |
| 1. **Incoming Director/Secretary Details**
 |  |
| Please attach an ASQA [Fit and proper person requirements declaration](https://www.asqa.gov.au/sites/default/files/fit_and_proper_person_declaration.docx?v=1552447850) signed by each incoming Director/Secretary | **Paperclip with solid fill** |
| *Incoming Officer* |
| Title  |  | Given Name/s |  |
| Surname  |  |
| Position | Director [ ]  | Secretary [ ]  | Both – Director and Secretary [ ]  |
| Email |  |
| Phone |  | Proposed Appointment Date |  |
| *Incoming Officer* |
| Title |  | Given Name/s |  |
| Surname  |  |
| Position | Director [ ]  | Secretary [ ]  | Both – Director and Secretary [ ]  |
| Email  |  |
| Phone  |  | Proposed Appointment Date |  |
| If more than 2 incoming directors/secretary’s, please add additional copies of this page |  |

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| 1. **Outgoing Director/Secretary Details**
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| ***Outgoing Officer*** |  |
| Title |  | Given Name/s |  |
| Surname  |  |
| Position | Director [ ]  | Secretary [ ]  | Both – Director and Secretary [ ]  |
| Email  |  |
| Phone  |  | Proposed cease date |  |
| ***Outgoing Officer*** |
| Title |  | Given Name/s |  |
| Surname  |  |
| Position | Director [ ]  | Secretary [ ]  | Both – Director and Secretary [ ]  |
| Email |  |
| Phone  |  | Proposed cease date |  |
| If more than 2 outgoing directors/secretary’s, please add additional copies of this page |  |

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| C – Change to Key Personnel |
| * Please attach an ASQA [Fit and proper person requirements declaration](https://www.asqa.gov.au/sites/default/files/fit_and_proper_person_declaration.docx?v=1552447850) signed by each incoming Key Personnel
 | **Paperclip with solid fill** |
| 1. **Incoming Key Personnel Details**
 |  |
| *Incoming Personnel* |
| Title  |  | Given Name/s |  |
| Surname  |  | Position  |  |
| Email |  |
| Phone |  | Proposed date of appointment |  |
| *Incoming Personnel* |
| Title  |  | Given Name/s |  |
| Surname  |  | Position |  |
| Email |  |
| Phone |  | Proposed date of appointment |  |
| If more than 2 incoming Key Personnel, please add additional copies of this page |  |
| 1. **Outgoing Key Personnel Details**
 |
| **Outgoing Key Personnel Details** |
| Title  |  | Given Name/s |  |
| Surname  |  | Position  |  |
| Email |  |
| Phone |  | Proposed date of appointment |  |
| **Outgoing Key Personnel Details** |
| Title  |  | Given Name/s |  |
| Surname  |  | Position  |  |
| Email |  |
| Phone |  | Proposed date of appointment |  |
| If more than 2 outgoing Key Personnel, please add additional copies of this page |  |

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| D – Change to Company Name  |
| New Company name (in full) |  |
| ACN**Note**: your ACN should remain the same. If the ACN has changed please complete *Form 2 - Request for the Department’s Consent to a Major Change in Control* and confirm if ASQA has given you a new RTO ID |  |
| ABN |  |
| Date of Change |  |

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| E – Change in Constitution  |  |
| Please provide a summary of the changes to the Constitution.If you require more space, you may attach an annexure containing summary of changes and marked up copy of Constitution identifying all changes; just note down *see annexure.*  |  |
| Please attach a copy of the alternation by resolution applied to your company Constitution with tracked changes. | **Paperclip with solid fill** |

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| F - Change of Control relating to a Trust or TrusteeIndicate the relevant change by placing an X in the box and completing the details below.  |
| **Supporting document requirements**: You will be advised in writing upon Departmental review of the Request for Consent form.  |
| 1. Transferring entitlements in trust
 |[ ]
| 1. Change of unit holders in unit trust
 |[ ]
| 1. Change of trustee of trust
 |[ ]
| 1. Removal of trust from legal name
 |[ ]
| 1. Other. Describe:
 |[ ]
| Please provide a summary of the changes.If you require more space, you may attach an annexure. Please note down *see annexure.*  |  |

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| G – Other  |  |
| If your change is not noted on this form or *Form 2 – Request for the Department’s Consent to a Major Change in Control,* please specify below.  |  |
| Please attach any relevant documentation to the change | **Paperclip with solid fill** |