

Casino suitability

Investigation information pack



Queensland
Government

Casino suitability investigations

This is an information pack for persons wishing to become associated with the ownership, management or control of a casino in Queensland, whether as a casino licensee, lessee or operator (casino entity).

The Office of Liquor and Gaming Regulation (OLGR) has designed this package to give an overview of the obligations of casino entities and associates and the investigations required to be undertaken in assessing the suitability of a casino entity and its associates.

The operation of casinos in Queensland

In Queensland, the ownership and operation of a casino are regulated by the *Casino Control Act 1982* (the Casino Act), casino agreement Acts, casino agreements, and often other agreements executed between casino entities and the State.

Suitability is not a static concept.

Casino entities include casino licensees, lessees and operators. Casino associates include persons associated or connected with the ownership, administration or management of the operations or business of the casino licensee. Examples of associates include, but are not limited to, a parent company of a licensee, directors of a casino licensee or business associates of a casino licensee that influence the operations or business of a casino licensee.

Casino entities and associates must satisfy suitability requirements upon application for a casino license and must remain suitable after the casino licence has been issued. Suitability requirements apply to new associates of a casino licensee too, for example if a person is appointed as a director of a casino after the casino licence has been issued.

Matters that have bearing on suitability are articulated in section 20 of the Casino Act and include, but are not limited to:

- Good reputation having regard to character, honest and integrity.
- Financial stability and viability
- Sufficient experience and commercial acumen to manage and operate a hotel-casino.
- No business association with persons not of good repute
- Associates of a casino licensee are determined to be suitable, e.g., director, trustee, executive officer, secretary.

It is important to note that suitability is not a static concept. A finding of suitability by the Minister of the Governor in Council is relevant only to the applicant's known circumstances at a certain point in time. The ongoing suitability of casino licensees and their associates is subject to continuous monitoring by OLGR.

The Minister may initiate an investigation to reassess the suitability of a licensee or its associates after a finding of suitability has been made, in accordance with section 30 of the Casino Act. Such reassessment may be initiated for a variety of reasons including, but not limited to:

- a change in financial circumstances
- a significant change to the corporate or ownership structure
- a significant change to management or administration
- adverse information brought to the attention of the regulator or
- a change in the reputation and character of an associate.

Casino reviews

The chief executive must cause a full casino review for each casino licence to be carried out at intervals of not more than 5 years in accordance with section 90L of the Casino Act.

A full review is required to consider matters such as the management and operation of a casino, suitability of each casino entity associated with a casino licence and compliance of each casino entity associated with a casino licence with legislative requirements. For further details of matters considered as part of a full review, please refer to section 90N of the Casino Act.

Obligations of casino operators and officers

A prospective casino entity and its officers should be aware that they will be subject to numerous statutory and contractual obligations. It is the responsibility of each casino entity to ensure it understands its obligations and implements sound corporate governance practices to support compliance with those obligations. Failure to satisfy statutory obligations carries a penalty and will have a negative bearing on a casino entity's ongoing suitability.

An officer of a casino operator, or an officer of a holding company of a corporation that is a casino operator, also has duties imposed on them under section 91E of the Casino Act. For example, an officer, which includes directors, must take reasonable steps to ensure there are appropriate controls and procedures in place to ensure the casino operator operates the casino lawfully and that the casino operator properly engages employees about matters that affect the provision of a safer gaming environment or the integrity and reputation of casino operations.

It is the responsibility of each officer of a casino entity to ensure they understand their duties contained in section 91E of the Casino Act. Failure to comply with those duties carries a penalty and is likely to bear negatively on the suitability of that officer.

Suitability Investigation: statutory powers & duties

In Queensland, a prospective owner of a casino is required to enter a casino agreement with the State and needs to be granted a casino licence. If the casino licensee is not intending on operating and managing the casino itself, the casino licensee is required to either enter a casino management agreement or, less commonly, enter a casino lease with a prospective casino operator. After the grant of a casino licence or entry into a casino management agreement or casino lease, any changes in ownership or management of a casino licensee, operator or lessee require pre-approval.

Prior to the State entering a casino agreement and issuing a casino licence to a prospective casino licensee, under section 20 of the Act, the Minister may cause to be undertaken such investigations that are necessary to satisfy the Governor in Council that all persons associated or connected or to be associated or connected, in the opinion of the Minister, with the ownership, administration or management of the operations or business of the casino licensee, are suitable persons to be connected with the management and operations of a hotel-casino complex. The findings of those investigations inform a suitability determination by the Governor in Council on the recommendation of the Minister.

Similarly, prior to a casino management agreement or casino lease being entered, section 26 of the Act empowers the Minister to cause to be undertaken investigations of the same nature. The findings of those investigations inform the making of a suitability determination by the Governor in Council on the recommendation of the Minister.

In circumstances where there is a proposed change in ownership or management of a casino licensee, operator or lessee, Section 30 of the Act also empowers the Minister to cause to be undertaken investigations of the same nature while a casino agreement, casino licence, casino lease or casino management agreement is in force. These investigation findings inform the making of a suitability determination, and other decisions, by either the Minister, or by the Governor in Council on the recommendation of the Minister.

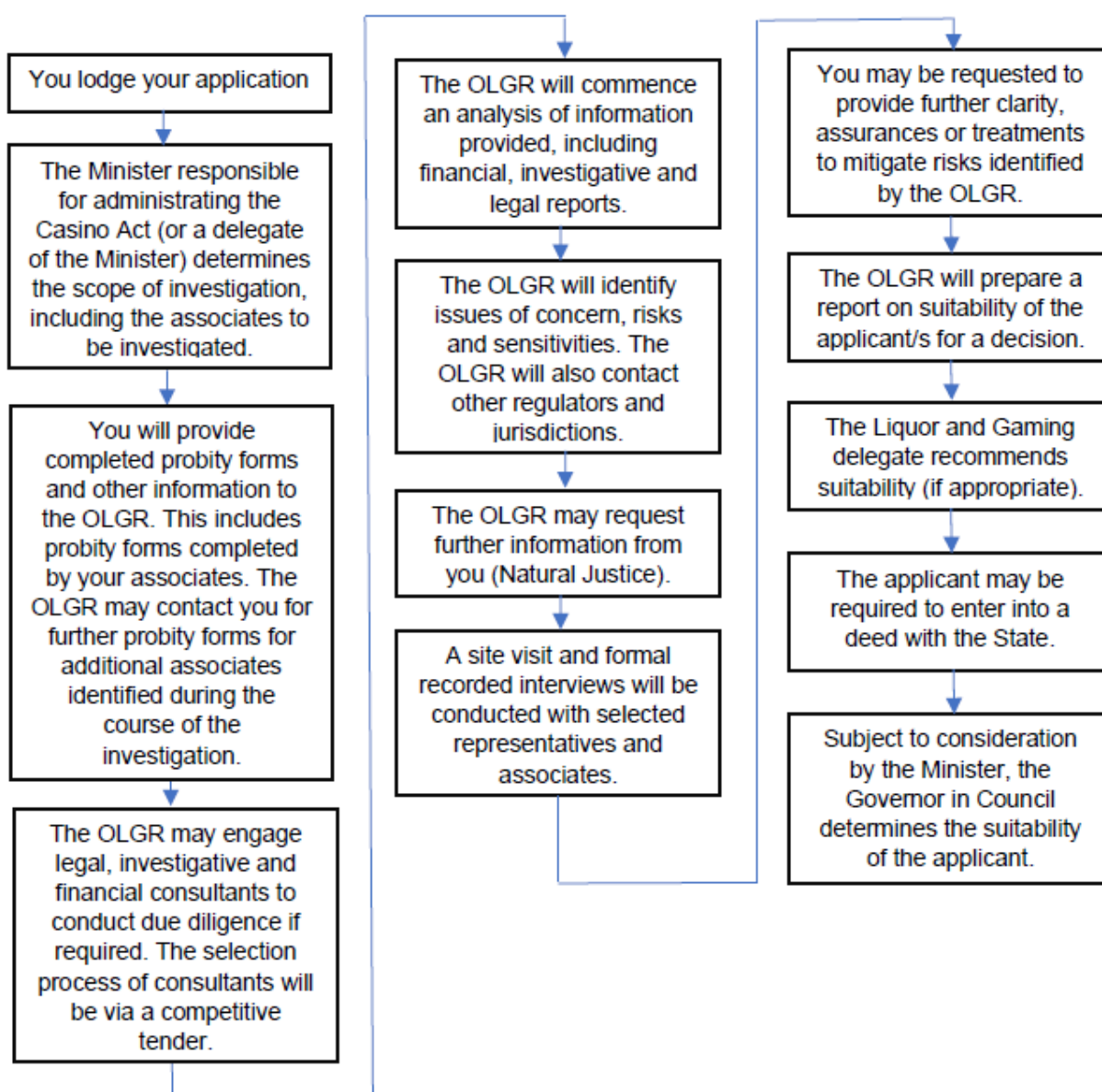
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Investigations conducted under the Act are to have regard to matters that have bearing on suitability which are articulated in section 20(1) of the Act, as set out above.

Section 30A of the Act imposes a duty to cooperate on a casino licensee, a lessee under a casino lease, a casino operator under a casino management agreement, and a person who is an associate of a casino licensee, lease or operator. That duty requires a person to comply with all reasonable requests made by the Minister, the chief executive or an inspector for the purpose of administering the Act. Failure to comply with this duty may result in the imposition of a penalty. This duty to cooperate applies to all reasonable requests made by inspectors of the OLGR during the conduct of an investigation under section 30 of the Act

What to expect: the suitability investigation process

Investigation process flow chart



The flow chart above is a graphical representation, at a high level, of the investigative processes as prescribed in the Act. Such investigations go well beyond police checks on those running the casino (although these are an important part of the process), but also into the financial viability and governance practices of the corporate structure of the applicant.

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The initial investigation process will involve:

1. The applicant applying to the OLGR to have suitability assessed and providing preliminary information to OLGR to assist in determining the scope of investigation (see below *preliminary information*).
2. OLGR will request the following information from the applicant:
 - The completion of probity forms by certain companies and individuals. This will include, for example, the company directly holding shares, holding companies, parent entities and possibly their shareholders.
 - The directors of each company will also be required to complete a personal probity form. A link to the individual and company probity forms that will require completion has been included below but can also be obtained online:
 - [Personal probity form](#)
 - [Company probity form](#)
 - Completion of a [Corporate profile questionnaire](#) by certain companies determined by OLGR.
3. A formal request will be made for an upfront payment that OLGR has determined will cover the expected investigation cost. It is difficult to precisely estimate all costs and accordingly there may be a need for OLGR to require further cost contributions during the course of the investigation.
4. Once the requisite documentation is received, OLGR will undertake various actions including reviewing the probity forms, undertaking enquiries (police, corporate regulators, credit checks, inter-jurisdictional liaison), and analysing financial statements.
5. In some circumstances, OLGR may outsource certain or all components of the investigation to financial, legal and investigative services contractors.
6. In most cases, once the requisite documentation has been reviewed, it is generally necessary to obtain additional information and probity forms from newly identified associates, both individuals and corporate.
7. In some circumstances, it may also be necessary for investigators and/or contractors to travel to review:
 - investigations undertaken by regulators in other jurisdictions
 - attend your office to conduct interviews with directors, as well as the corporate secretary, general counsel, managing director and chief financial officer in relation to their role, their personal probity forms, and any relevant company. Such attendance may also require access to records management systems in order to review records including:
 - Last 5 years of board minutes
 - Share register
 - Dividend distributions
 - Correspondence files
 - Internal audit/management reports
 - Journal and ledger accounts
 - Funding history
 - Existing gambling operations

However, OLGR will only undertake travel where it is determined there is no other option.

8. A report will be prepared by OLGR for the consideration of the Minister and, where applicable, the Governor in Council.

Please note that the above process is a guide, and the investigation process may vary depending on the complexity of corporate structures being considered by the OLGR and any issues identified during the course of the investigation.

Preliminary information

Where invitations are sought for a new casino licensee and/or operator, the following information is required to assist in determining the scope of investigation to be undertaken by the OLGR:

Entity details and structure

1. Name of entity proposed to be casino licensee and/or operator.
2. Details of beneficial ownership of the entity, and percentage of voting power ultimately held.
3. Details of any trust arrangements.
4. A corporate structure diagram identifying:
 - a. Full legal name of all corporations in the corporate group or consortium; and
 - b. The country in which each corporation is incorporated; and
 - c. Please detail any companies in the corporate structure that are involved in gaming related activities through either ownership or management.
5. In relation to each corporation in the group, please provide a brief (one line) description of the corporation's primary purpose/activity.
6. Organisational structure of prospective licensee and/or operator

Business / gaming history

7. A description of the history, size, nature and jurisdictions in which the business operations of the prospective licensee and/or operator, and any relevant ultimate parent and subsidiaries, are undertaken.
8. Details of any gaming licenses held by the prospective licensee and/or operator, or within the corporate group or consortium, including the following information at minimum:
 - a. Name of the entity holding the licence;
 - b. The ultimate parent company and all subsidiaries within the corporate group;
 - c. The type of licence held and date that it was granted;
 - d. The name of the relevant gaming regulator (if any).

Regulatory action / litigation

9. Details of any significant enforcement actions undertaken by any government or regulator against the prospective licensee and/or operator, or any corporation within the group/
10. Details of litigation of a material nature relating to the prospective licensee and/or operator, or their associates, including:
 - a. The date commenced;
 - b. The jurisdiction of the matter;
 - c. The nature of the litigation and current status; and
 - d. The amount claimed in the action.

Please note that OLGR will not commence any suitability investigation until a deposit is paid to the Department of Justice to cover the anticipated costs of undertaking the investigation (see below *cost recoupment*)

Cost recoupment

Reasonable costs associated with undertaking suitability investigations under section 20(1), 26(1) or 30(1) of the Casino Act are subject to cost recovery. Section 46A of the [Casino Control Regulation 1999](#) (the Regulation) outlines investigations applicable to cost recovery of expenses. It also states that persons must pay to the chief executive the reasonable costs of conducting the investigation. Costs include professional services, staff costs, travel and accommodation.

Sections 46B to 46BB of the Regulation outline how investigation fees are to be paid to the department and handled by the department. In summary, the casino entity, or in some circumstances an associate of the casino entity, will be issued with an invoice to pay an amount for the estimated cost of the investigation before the commencement of an investigation. The investigation costs are recouped from the amount paid to the

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department. Any surplus funds upon completion of an investigation, will be refunded. Similarly, if there is a shortfall between the amount paid to the department and the costs for the conduct of an investigation, the department will invoice the casino licensee to seek payment of that shortfall. Monthly statements are provided to the casino entity to outline investigation costs to date.

The following information is required by OLGR, on the applicant's company letterhead, to establish the applicant in the OLGR accounting system prior to generating the invoice and formal request letter:

- Company name
- Trading name (if different to company name)
- Business address (both street and postal)
- Business telephone, or mobile
- Contact person's name.
- Contact person's phone contact and email address.
- Preferred method of contact (email, post or mobile)
- Customer ABN and if company is registered for GST (yes or no)
- Bank account details for the account paying the invoice (including BSB, account number and account name).
- Swift Code (if applicable)

Data warehousing

The provision of information through an electronic virtual data room assists the investigation, ensuring information can be provided and accessed in a timely manner.

Please see [OLGR virtual data room guideline](#) for information.

Timing of investigations

OLGR's suitability requirements and investigative methodologies are consistent with internationally accepted best practice. As these processes include the review of personal and non-publicly available information, they are considered to be meticulous and onerous, however, they are non-negotiable.

Applicants should be aware that the time taken to conduct such investigations is largely dependent on the cooperativeness of the applicant in lodging requested information, not only to OLGR, but to those service providers engaged by OLGR to conduct financial and legal due diligence enquiries.

In this regard, it is expected that any request from OLGR, or its nominated agents, must be comprehensively and completely responded to within 14 calendar days of the request.

It is important that all information is supplied on time and completed fully. OLGR will endeavour to complete the investigation as quickly as possible, limiting, where possible, any inconvenience that an investigation may cause. Your cooperation, and that of your associates, is vital in avoiding unnecessary delays and expenses.

Other regulatory matters applicable to new casino operators

A prospective casino operator will need to make submissions to OLGR to seek approval of:

- the control system, describing the system of internal controls and administrative and accounting procedure for the operation of a casino (section 73(1) of the Casino Act); and
- the reporting system, providing details of the system for monitoring and recording operational functions

(such as gaming machines, table games, cashier transactions and carded play), including identification of reporting and analysis capabilities (section 62(3)(a) of the Casino Act).

A prospective casino operator will also likely need to make submissions regarding its approach to:

- Security, describing the procedures to be used for governing security personnel within the casino, and access controls (e.g. key controls, access cards);
- Surveillance and CCTV, describing the procedures to be used for the use and maintenance of surveillance equipment;
- Gaming equipment management, describing the procedures and standards for the maintenance, security and storage of gaming equipment;
- Minimising the harm from casino gambling;
- Ensuring compliance with the *Tobacco and Other Smoking Products Act 1998* (Qld);
- casino operating hours;
- the casino organisational and staffing structure;
- money handling, including counting facilities and secure access for cash transportation;
- communication systems; and
- any other casino management systems.

However, the scope of submissions required will depend on the prevailing circumstances, whether a prospective casino operator is seeking to open a new casino or, alternatively, take over the operation of an existing casino utilising existing systems and procedures.

Confidentiality of information

OLGR is subject to information privacy requirements contained in section 14 of the Casino Act and the *Information Privacy Act 2009* (Qld) during a probity investigation and after its completion, including how information is collected, stored, used and disclosed.

Related Documents

[Corporate profile questionnaire](#)

[OLGR virtual data room guideline](#)

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| 6 June 2016 | Original version. | Ron Austen | 1 |
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