

## SCHEDULES

### SCHEDULE 21

Section 300

#### PETROLEUM LICENCES: AMENDMENTS TO MODEL CLAUSES

##### PART 1

##### PETROLEUM (PRODUCTION) (LANDWARD AREAS) REGULATIONS 1995

- 1 In the Petroleum (Production) (Landward Areas) Regulations 1995 ([S.I. 1995/1436](#)), Schedule 3 (model clauses for petroleum exploration and development licences in landward areas) is amended as follows.
- 2 After clause 37 insert—

##### **Change in control of Licensee**

“37A(1) This clause applies if—

- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.

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- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
- (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
- (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 37(4).”
- 3 (1) Clause 38 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 37A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Petroleum Act 1998;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 4 (1) Clause 38A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 38(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 38(2)(b) occurs which consists of a breach of clause 37A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 38(2)(j) occurs in relation to a change in control of one of those persons (see clause 37A); or
  - (d) an event mentioned in clause 38(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

## PART 2

### PETROLEUM (CURRENT MODEL CLAUSES) ORDER 1999

#### *Introduction*

5 The Petroleum (Current Model Clauses) Order 1999 (S.I. 1999/160) is amended in accordance with this Part of this Schedule.

#### *Part 2 of Schedule 2*

6 Part 2 of Schedule 2 (current model clauses for controlled waters or seaward production licences deriving from Schedule 2 to the 1964 Regulations and Schedule 4 to the 1966 Regulations) is amended in accordance with paragraphs 7 to 9.

7 After clause 38 insert—

#### **Change in control of Licensee**

- “38A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.

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- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
- (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
- (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 38(4).”
- 8 (1) Clause 39 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 38A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 9 (1) Clause 39A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 39(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 39(2)(b) occurs which consists of a breach of clause 38A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 39(2)(j) occurs in relation to a change in control of one of those persons (see clause 38A); or
  - (d) an event mentioned in clause 39(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Part 2 of Schedule 3*

10 Part 2 of Schedule 3 (current model clauses for landward production licences deriving from Schedule 3 to the 1966 regulations) is amended in accordance with paragraphs 11 to 13.

11 After clause 36 insert—

#### **Change in control of Licensee**

- “36A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
    - (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.

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- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
- (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 36(3).”
- 12 (1) Clause 37 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 36A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 13 (1) Clause 37A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 37(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 37(2)(b) occurs which consists of a breach of clause 36A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 37(2)(j) occurs in relation to a change in control of one of those persons (see clause 36A); or
  - (d) an event mentioned in clause 37(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
- (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

#### *Part 2 of Schedule 4*

- 14 Part 2 of Schedule 4 (current model clauses for landward production licences deriving from Schedule 4 to the 1976 Regulations or Schedule 4 to the 1982 Regulations) is amended in accordance with paragraphs 15 to 17.
- 15 After clause 37 insert—

### **Change in control of Licensee**

- “37A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
    - (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.
  - (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
  - (10) In this clause “the interested parties” means—
    - (a) the company,
    - (b) the person who (if consent were granted) would take control of the company, and
    - (c) if the company and another person or persons are the Licensee, that other person or those other persons.

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(11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 37(3).”

16 (1) Clause 38 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (i) insert—

“(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 37A);

(k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;

(b) in the closing words, after “(g)” insert “or (j) or (k)”.

(3) Omit paragraphs (3) to (5).

17 (1) Clause 38A (power of partial revocation) is amended as follows.

(2) For paragraph (1) substitute—

“(1) This clause applies in a case where two or more persons are the Licensee and—

(a) an event mentioned in clause 38(2)(c), (d), (e) or (g) occurs in relation to one of those persons;

(b) an event mentioned in clause 38(2)(b) occurs which consists of a breach of clause 37A(2) or (4) in relation to a change in control of one of those persons;

(c) an event mentioned in clause 38(2)(j) occurs in relation to a change in control of one of those persons (see clause 37A); or

(d) an event mentioned in clause 38(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Part 2 of Schedule 5*

18 Part 2 of Schedule 5 (current model clauses for seaward production licences deriving from Schedule 5 to the 1976 Regulations) is amended in accordance with paragraphs 19 to 21.

19 After clause 39 insert—

#### **Change in control of Licensee**

“39A (1) This clause applies if—

(a) the Licensee is a company, or

(b) where two or more persons are the Licensee, any of those persons is a company,

and references in this clause to a company are to such a company.



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- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 39(4).”

20 (1) Clause 40 (power of revocation) is amended as follows.

(2) In paragraph (2)—

- (a) after sub-paragraph (i) insert—

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- “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 39A);
      - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
    - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
  - (3) Omit paragraphs (3) to (5).
- 21 (1) Clause 40A (power of partial revocation) is amended as follows.
  - (2) For paragraph (1) substitute—
    - “(1) This clause applies in a case where two or more persons are the Licensee and—
      - (a) an event mentioned in clause 40(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
      - (b) an event mentioned in clause 40(2)(b) occurs which consists of a breach of clause 39A(2) or (4) in relation to a change in control of one of those persons;
      - (c) an event mentioned in clause 40(2)(j) occurs in relation to a change in control of one of those persons (see clause 39A); or
      - (d) an event mentioned in clause 40(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
    - (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Part 2 of Schedule 6*

- 22 Part 2 of Schedule 6 (current model clauses for seaward production licences deriving from Schedule 5 to the 1982 Regulations) is amended in accordance with paragraphs 23 to 25.
- 23 After clause 38 insert—

#### **Change in control of Licensee**

- “38A (1) This clause applies if—
  - (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
 and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before

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the date on which it is proposed that the change would occur (if consent were given).

- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 38(4).”

24 (1) Clause 39 (power of revocation) is amended as follows.

- (2) In paragraph (2)—
  - (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 38A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).

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- 25 (1) Clause 39A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 39(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 39(2)(b) occurs which consists of a breach of clause 38A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 39(2)(j) occurs in relation to a change in control of one of those persons (see clause 38A); or
  - (d) an event mentioned in clause 39(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
- (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

#### *Part 2 of Schedule 8*

- 26 Part 2 of Schedule 8 (current model clauses for landward development licences deriving from Schedule 5 to the 1984 Regulations) is amended in accordance with paragraphs 27 to 29.
- 27 After clause 35 insert—

#### **Change in control of Licensee**

- “35A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
- (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
- (a) give the company an opportunity to make representations, and

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- (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
    - (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.
  - (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
  - (10) In this clause “the interested parties” means—
    - (a) the company,
    - (b) the person who (if consent were granted) would take control of the company, and
    - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
  - (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 35(3).”
- 28 (1) Clause 36 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
    - (a) after sub-paragraph (i) insert—
      - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 35A);
      - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
    - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
  - (3) Omit paragraphs (3) to (5).
- 29 (1) Clause 36A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
    - “(1) This clause applies in a case where two or more persons are the Licensee and—
      - (a) an event mentioned in clause 36(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
      - (b) an event mentioned in clause 36(2)(b) occurs which consists of a breach of clause 35A(2) or (4) in relation to a change in control of one of those persons;

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- (c) an event mentioned in clause 36(2)(j) occurs in relation to a change in control of one of those persons (see clause 35A); or
- (d) an event mentioned in clause 36(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Part 2 of Schedule 9*

- 30 Part 2 of Schedule 9 (current model clauses for seaward production licences deriving from Schedule 4 to the 1988 Regulations as they had effect before 16 December 1996) is amended in accordance with paragraphs 31 to 33.
- 31 After clause 41 insert—

#### **Change in control of Licensee**

- “41A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
- (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
- (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
- (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,

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- (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.
  - (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
  - (10) In this clause “the interested parties” means—
    - (a) the company,
    - (b) the person who (if consent were granted) would take control of the company, and
    - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
  - (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 41(4).”
- 32 (1) Clause 42 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
    - (a) after sub-paragraph (i) insert—
      - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 41A);
      - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
    - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
  - (3) Omit paragraphs (3) to (5).
- 33 (1) Clause 42A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
    - “(1) This clause applies in a case where two or more persons are the Licensee and—
      - (a) an event mentioned in clause 42(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
      - (b) an event mentioned in clause 42(2)(b) occurs which consists of a breach of clause 41A(2) or (4) in relation to a change in control of one of those persons;
      - (c) an event mentioned in clause 42(2)(j) occurs in relation to a change in control of one of those persons (see clause 41A); or
      - (d) an event mentioned in clause 42(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
    - (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

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*Status: This is the original version (as it was originally enacted).*

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*Part 2 of Schedule 10*

- 34 Part 2 of Schedule 10 (current model clauses for seaward production licences deriving from Schedule 4 to the 1988 Regulations as they had effect on and after 16 December 1996) is amended in accordance with paragraphs 35 to 37.
- 35 After clause 41 insert—

**Change in control of Licensee**

- “41A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
    - (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.
  - (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
  - (10) In this clause “the interested parties” means—



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*Status: This is the original version (as it was originally enacted).*

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- (a) the company,
- (b) the person who (if consent were granted) would take control of the company, and
- (c) if the company and another person or persons are the Licensee, that other person or those other persons.

(11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 41(4).”

36 (1) Clause 42 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (i) insert—

- “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 41A);
- (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;

(b) in the closing words, after “(g)” insert “or (j) or (k)”.

(3) Omit paragraphs (3) to (5).

37 (1) Clause 42A (power of partial revocation) is amended as follows.

(2) For paragraph (1) substitute—

“(1) This clause applies in a case where two or more persons are the Licensee and—

- (a) an event mentioned in clause 42(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
- (b) an event mentioned in clause 42(2)(b) occurs which consists of a breach of clause 41A(2) or (4) in relation to a change in control of one of those persons;
- (c) an event mentioned in clause 42(2)(j) occurs in relation to a change in control of one of those persons (see clause 41A); or
- (d) an event mentioned in clause 42(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Part 2 of Schedule 13*

38 Part 2 of Schedule 13 (current model clauses for landward appraisal licences deriving from Schedule 5 to the 1991 Regulations) is amended in accordance with paragraphs 39 to 41.

39 After clause 32 insert—

#### **Change in control of Licensee**

“32A (1) This clause applies if—

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*Status: This is the original version (as it was originally enacted).*

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- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 32(3).”

- 40 (1) Clause 33 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (h) insert—
- “(i) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 32A);
- (j) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Petroleum Act 1998;”;
- (b) in the closing words, after “(f)” insert “or (i) or (j)”.
- (3) Omit paragraphs (3) to (5).
- 41 (1) Clause 33A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 33(2)(c), (d), (e) or (f) occurs in relation to one of those persons;
- (b) an event mentioned in clause 33(2)(b) occurs which consists of a breach of clause 32A(2) or (4) in relation to a change in control of one of those persons;
- (c) an event mentioned in clause 33(2)(i) occurs in relation to a change in control of one of those persons (see clause 32A); or
- (d) an event mentioned in clause 33(2)(j) occurs which consists of a failure by one of those persons as mentioned in that provision.”
- (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

#### *Part 2 of Schedule 14*

- 42 Part 2 of Schedule 14 (current model clauses for landward development licences deriving from Schedule 6 to the 1991 Regulations) is amended in accordance with paragraphs 43 to 45.
- 43 After clause 34 insert—

#### **Change in control of Licensee**

- “34A (1) This clause applies if—
- (a) the Licensee is a company, or
- (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).

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*Status: This is the original version (as it was originally enacted).*

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- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 34(3).”

44 (1) Clause 35 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (i) insert—

“(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 34A);

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*Status: This is the original version (as it was originally enacted).*

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- (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act of 1998;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 45 (1) Clause 35A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 35(2)(c), (d), (e) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 35(2)(b) occurs which consists of a breach of clause 34A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 35(2)(j) occurs in relation to a change in control of one of those persons (see clause 34A); or
  - (d) an event mentioned in clause 35(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
- (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### PART 3

#### PETROLEUM LICENSING (EXPLORATION AND PRODUCTION) (SEAWARD AND LANDWARD AREAS) REGULATIONS 2004

##### *Introduction*

- 46 The Petroleum Licensing (Exploration and Production) (Seaward and Landward Areas) Regulations 2004 (S.I. 2004/352) are amended in accordance with this Part of this Schedule.

##### *Schedule 2*

- 47 Schedule 2 (model clauses for production licences relating to frontier areas — no break clause) is amended in accordance with paragraphs 48 to 50.
- 48 After clause 37 insert—

##### **Change in control of Licensee**

- “37A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.

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*Status: This is the original version (as it was originally enacted).*

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- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 37(4).”

49 (1) Clause 38 (power of revocation) is amended as follows.

- (2) In paragraph (2)—
  - (a) after sub-paragraph (i) insert—

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*Status: This is the original version (as it was originally enacted).*

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- “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 37A);
      - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act;”;
    - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
  - (3) Omit paragraphs (3) to (5).
- 50 (1) Clause 38A (power of partial revocation) is amended as follows.
  - (2) For paragraph (1) substitute—
    - “(1) This clause applies in a case where two or more persons are the Licensee and—
      - (a) an event mentioned in clause 38(2)(c), (d), (e), (ee) or (g) occurs in relation to one of those persons;
      - (b) an event mentioned in clause 38(2)(b) occurs which consists of a breach of clause 37A(2) or (4) in relation to a change in control of one of those persons;
      - (c) an event mentioned in clause 38(2)(j) occurs in relation to a change in control of one of those persons (see clause 37A); or
      - (d) an event mentioned in clause 38(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
  - (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### *Schedule 3*

- 51 Schedule 3 (model clauses for production licences relating to frontier areas — including break clause) is amended in accordance with paragraphs 52 to 54.
- 52 After clause 38 insert—

#### **Change in control of Licensee**

- “38A (1) This clause applies if—
  - (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before

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*Status: This is the original version (as it was originally enacted).*

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the date on which it is proposed that the change would occur (if consent were given).

- (5) The OGA may—
  - (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
  - (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
  - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
  - (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 38(4).”

53 (1) Clause 39 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (i) insert—

- “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 38A);
- (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act;”;

(b) in the closing words, after “(g)” insert “or (j) or (k)”.

(3) Omit paragraphs (3) to (5).



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*Status: This is the original version (as it was originally enacted).*

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54 (1) Clause 39A (power of partial revocation) is amended as follows.

(2) For paragraph (1) substitute—

“(1) This clause applies in a case where two or more persons are the Licensee and—

- (a) an event mentioned in clause 39(2)(c), (d), (e), (ee) or (g) occurs in relation to one of those persons;
- (b) an event mentioned in clause 39(2)(b) occurs which consists of a breach of clause 38A(2) or (4) in relation to a change in control of one of those persons;
- (c) an event mentioned in clause 39(2)(j) occurs in relation to a change in control of one of those persons (see clause 38A); or
- (d) an event mentioned in clause 39(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

#### *Schedule 4*

55 Schedule 4 (model clauses for standard production licences) is amended in accordance with paragraphs 56 to 58.

56 After clause 36 insert—

#### **Change in control of Licensee**

“36A (1) This clause applies if—

- (a) the Licensee is a company, or
- (b) where two or more persons are the Licensee, any of those persons is a company,

and references in this clause to a company are to such a company.

(2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).

(3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.

(4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).

(5) The OGA may—

- (a) consent to the change in control unconditionally,
- (b) consent to the change in control subject to conditions, or
- (c) refuse consent to the change in control.

(6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—

- (a) give the company an opportunity to make representations, and
- (b) consider any representations that are made.

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*Status: This is the original version (as it was originally enacted).*

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- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
- (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
- (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 36(4).”
- 57 (1) Clause 37 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 36A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 58 (1) Clause 37A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 37(2)(c), (d), (e), (ee) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 37(2)(b) occurs which consists of a breach of clause 36A(2) or (4) in relation to a change in control of one of those persons;

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*Status: This is the original version (as it was originally enacted).*

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- (c) an event mentioned in clause 37(2)(j) occurs in relation to a change in control of one of those persons (see clause 36A); or
- (d) an event mentioned in clause 37(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

### Schedule 6

59 Schedule 6 (model clauses for petroleum exploration and development licences) is amended in accordance with paragraphs 60 to 62.

60 After clause 35 insert—

#### **Change in control of Licensee**

- “35A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the Oil and Gas Authority (“the OGA”).
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,

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- (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
- (10) In this clause “the interested parties” means—
- (a) the company,
  - (b) the person who (if consent were granted) would take control of the company, and
  - (c) if the company and another person or persons are the Licensee, that other person or those other persons.
- (11) For the purposes of this clause, the question of whether a person has control of a company is to be determined in accordance with the test set out in clause 35(4).”
- 61 (1) Clause 36 (power of revocation) is amended as follows.
- (2) In paragraph (2)—
- (a) after sub-paragraph (i) insert—
    - “(j) if the Licensee is a company, any breach of a condition subject to which the Oil and Gas Authority gave its consent to a change in control of the Licensee (see clause 35A);
    - (k) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the Oil and Gas Authority to that company under section 5D of the Act;”;
  - (b) in the closing words, after “(g)” insert “or (j) or (k)”.
- (3) Omit paragraphs (3) to (5).
- 62 (1) Clause 36A (power of partial revocation) is amended as follows.
- (2) For paragraph (1) substitute—
- “(1) This clause applies in a case where two or more persons are the Licensee and—
- (a) an event mentioned in clause 36(2)(c), (d), (e), (ee) or (g) occurs in relation to one of those persons;
  - (b) an event mentioned in clause 36(2)(b) occurs which consists of a breach of clause 35A(2) or (4) in relation to a change in control of one of those persons;
  - (c) an event mentioned in clause 36(2)(j) occurs in relation to a change in control of one of those persons (see clause 35A); or
  - (d) an event mentioned in clause 36(2)(k) occurs which consists of a failure by one of those persons as mentioned in that provision.”
- (3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

## PART 4

### PETROLEUM LICENSING (PRODUCTION) (SEAWARD AREAS) REGULATIONS 2008

- 63 In the Petroleum Licensing (Production) (Seaward Areas) Regulations 2008 ([S.I. 2008/225](#)), the Schedule (model clauses for seaward area production licences) is amended as follows.
- 64 After clause 40 insert—

#### **Change in control of Licensee**

- “40A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the OGA.
- (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
- (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
- (5) The OGA may—
- (a) consent to the change in control unconditionally,
  - (b) consent to the change in control subject to conditions, or
  - (c) refuse consent to the change in control.
- (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
- (a) give the company an opportunity to make representations, and
  - (b) consider any representations that are made.
- (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
- (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
- (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
  - (b) conditions relating to the performance of activities permitted by this licence, and
  - (c) financial conditions.
- (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.

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(10) In this clause “the interested parties” means—

- (a) the company,
- (b) the person who (if consent were granted) would take control of the company, and
- (c) if the company and another person or persons are the Licensee, that other person or those other persons.

(11) For the purposes of this clause, “control” of a company is to be construed in accordance with sections 450(2) to (4) and 451(1) to (5) of the Corporation Tax Act 2010, modified as specified in clause 40(4).”

65 (1) Clause 41 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (j) insert—

“(k) if the Licensee is a company, any breach of a condition subject to which the OGA gave its consent to a change in control of the Licensee (see clause 40A),

(l) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the OGA to that company under section 5D of the Act,”;

(b) in the closing words, after “(h)” insert “or (k) or (l)”.

(3) Omit paragraphs (3) to (5).

66 (1) Clause 42 (power of partial revocation) is amended as follows.

(2) For paragraph (1) substitute—

“(1) This clause applies in a case where two or more persons are the Licensee and—

- (a) an event mentioned in clause 41(2)(c), (d), (e), (f) or (h) occurs in relation to one of those persons;
- (b) an event mentioned in clause 41(2)(b) occurs which consists of a breach of clause 40A(2) or (4) in relation to a change in control of one of those persons;
- (c) an event mentioned in clause 41(2)(k) occurs in relation to a change in control of one of those persons (see clause 40A); or
- (d) an event mentioned in clause 41(2)(l) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.

## PART 5

### PETROLEUM LICENSING (EXPLORATION AND PRODUCTION) (LANDWARD AREAS) REGULATIONS 2014

67 In the Petroleum Licensing (Exploration and Production) (Landward Areas) Regulations 2014 ([S.I. 2014/1686](#)), Schedule 2 (model clauses for petroleum exploration and development licences) is amended as follows.

68 After clause 40 insert—

### **Change in control of Licensee**

- “40A (1) This clause applies if—
- (a) the Licensee is a company, or
  - (b) where two or more persons are the Licensee, any of those persons is a company,
- and references in this clause to a company are to such a company.
- (2) A change in control of a company is not permitted without the consent of the OGA.
  - (3) There is a “change in control” of a company if a person takes control of the company, not having previously been a person who controlled the company.
  - (4) If a change in control of a company is contemplated, the company must apply in writing to the OGA for consent at least three months before the date on which it is proposed that the change would occur (if consent were given).
  - (5) The OGA may—
    - (a) consent to the change in control unconditionally,
    - (b) consent to the change in control subject to conditions, or
    - (c) refuse consent to the change in control.
  - (6) If the OGA proposes to grant consent subject to any condition or to refuse consent, the OGA must, before making a final decision—
    - (a) give the company an opportunity to make representations, and
    - (b) consider any representations that are made.
  - (7) The general rule is that the OGA must decide an application within three months of receiving it, but the OGA may delay its decision by notifying the interested parties in writing.
  - (8) Conditions as mentioned in paragraph (5)(b) may be imposed on the person taking control of the company (as well as on the company), and may include—
    - (a) conditions relating to the arrangements for the change in control, including the date by which it must occur,
    - (b) conditions relating to the performance of activities permitted by this licence, and
    - (c) financial conditions.
  - (9) The OGA’s decision on the application, and any conditions as mentioned in paragraph (5)(b), must be notified in writing to the interested parties.
  - (10) In this clause “the interested parties” means—
    - (a) the company,
    - (b) the person who (if consent were granted) would take control of the company, and
    - (c) if the company and another person or persons are the Licensee, that other person or those other persons.

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*Status: This is the original version (as it was originally enacted).*

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(11) For the purposes of this clause, “control” of a company is to be construed in accordance with sections 450(2) to (4) and 451(1) to (5) of the Corporation Tax Act 2010, modified as specified in clause 40(4).”

69 (1) Clause 41 (power of revocation) is amended as follows.

(2) In paragraph (2)—

(a) after sub-paragraph (j) insert—

“(k) if the Licensee is a company, any breach of a condition subject to which the OGA gave its consent to a change in control of the Licensee (see clause 40A),

(l) if the Licensee is a company, any failure to provide full and accurate information in response to a notice given by the OGA to that company under section 5D of the Act;”

(b) in the closing words, after “(h)” insert “or (k) or (l)”.

(3) Omit paragraphs (3) to (5).

70 (1) Clause 42 (power of partial revocation) is amended as follows.

(2) For paragraph (1) substitute—

“(1) This clause applies in a case where two or more persons are the Licensee and—

(a) an event mentioned in clause 41(2)(c), (d), (e), (f) or (h) occurs in relation to one of those persons;

(b) an event mentioned in clause 41(2)(b) occurs which consists of a breach of clause 40A(2) or (4) in relation to a change in control of one of those persons;

(c) an event mentioned in clause 41(2)(k) occurs in relation to a change in control of one of those persons (see clause 40A); or

(d) an event mentioned in clause 41(2)(l) occurs which consists of a failure by one of those persons as mentioned in that provision.”

(3) In paragraph (2), for “or (b)” substitute “, (b), (c) or (d)”.