



Department  
for Transport

Rail Executive

## Rail Franchising

### Passport Pre-Qualification Questionnaire

September 2015

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# Foreword

Since privatisation Great Britain's railways have seen unprecedented levels of investment and grown in usage significantly. The network is providing twice as many journeys than in the mid-1990s, with passengers benefitting from thousands more services. The partnership between the public and private sectors is at the heart of this success. By providing competition to run rail services through franchising we have seen the private sector deliver real benefits for passengers and provided increased value for the taxpayer.

Rail franchise competitions are some of the largest public procurements undertaken in Great Britain. Therefore, we in Government need to provide an environment that fosters best practice and more competition in them to deliver more benefits for passengers. That means having the best companies participating in these competitions. Put simply; we need great bidders to get great results.

The PQQ Passport process set out in this document is a major step forward. It represents genuine innovation in procurement practice and will help open the market to more bidders and generate greater competition for the provision of passenger rail services. The PQQ Passport has been developed carefully in consultation with the industry and procurement experts so that it meets the dual needs of ensuring that potential bidders are appropriately pre-qualified to compete in franchise competitions, and a healthy, competitive and open market. The result is a process that not only drives value for money but has the singular focus of improving the passenger experience for our customers.

The PQQ Passport is a simpler, more streamlined process that is easier and cheaper for bidders. Applicants for rail franchises will still have to demonstrate the same high standards of technical ability, corporate social responsibility, management and safety that they always have. This new process means they will only have to do this once; with Passports remaining valid for up to four years. The costs of participating in competitions are therefore reduced for bidders, but also for Government in evaluating applications. This in turn means a reduction in one of the barriers to entry for new participants in the market; increasing the level of competition and new ideas that we might see in future franchises.

This PQQ Passport provides a greater degree of certainty to the market. Obtaining a passport allows companies the freedom to express interest in all the competitions that they really want to over the next four years. In turn, we in Government will have a community of quality bidders that are ready and focused on putting forward the best possible bids for passengers. Through the PQQ Passport we have seized the opportunity to make a change for the better and implement an innovative solution that will drive even more tangible benefits for passengers and taxpayers for years to come.

**Peter Wilkinson**  
**Managing Director – Passenger Services**

# Introduction

Thank you for your initial interest in providing passenger rail services for the Authority.

This Passport Pre-Qualification Questionnaire (PQQ) forms part of the Passport PQQ Pack and should be read together with the Passport Pre-Qualification Process Document (PPD). The Passport PPD provides full details of the pre-qualification process, terms and definitions and instructions for completion of this questionnaire. This Passport PQQ and the supporting Passport PPD are issued by the Authority pursuant to its functions and duties under the Railways Act.

If and to the extent of any inconsistency or conflict between any of the documents in the Passport PQQ Pack, the order of priority for the purposes of construction is, in descending order:

- the PPA;
- the Passport System Notice;
- the Passport PQQ;
- the Passport PPD; and
- any other information provided or made available on the franchising e-sourcing portal.

This Passport PQQ is the first stage in the Authority's process of evaluating Applicants who are interested in providing passenger rail services, to determine their capability and suitability to provide these services. In particular, this Passport PQQ sets out the information required by the Authority in order to assess the suitability of Applicants to obtain a Passport.

As explained more fully in the Passport PPD and the Passport System Notice, the Authority has developed the Passport System for use in future rail franchise competitions. Any economic operator or group of economic operators wishing to pre-qualify for a franchise agreement tendered by the Authority will need a Passport. In order to apply for a Passport you should complete this Passport PQQ in full. To be eligible to participate in a particular future rail franchise competition, you must apply for your Passport on or before the Application Date for that franchise competition.

Once an economic operator or group of economic operators has obtained a Passport, the Passport can be used as part of the pre-qualification process for any rail franchise which the Authority puts out to tender during the Passport System's validity period (initially four years, but capable of reduction or extension by the Authority as described in the Passport PPD), subject to the information provided in response to the Passport PQQ remaining true and accurate. All Passports will

expire at the end of the validity period.

As explained more fully in the Passport PPD, in order to pre-qualify for a specific rail franchise competition, the Authority will also require Passport Holders to complete certain pre-qualification questions in relation to that specific franchise (contained in the Franchise EoI) in addition to holding a Passport. The Franchise EoI will include questions concerning economic and financial standing and may also include additional franchise-specific questions relating to capability and technical ability. In order to be eligible to pre-qualify for a specific franchise competition you will therefore need to complete and submit the relevant Franchise EoI in full before the stated response date.

This Passport PQQ forms part of the future rail franchise competitions described in the Passport System Notice. Each such procurement will be conducted in accordance with relevant legal requirements including Regulation 1370/2007.

Applicants should note that the information provided at this stage will be subject to verification at later stages of the pre-qualification and tender stages of rail franchising competitions. If any error, omission or misrepresentation is identified, the Authority reserves the right to disqualify the Applicant from participation in a rail franchise competition, reject any Franchise EoI response or bid by the Applicant and/or cancel or suspend the Applicant's Passport, no matter what stage in the process has been reached when the error, omission or misrepresentation comes to light.

Applicants should note that, should they be successful in being awarded a franchise agreement by the Authority, the Authority reserves the right to terminate the contract if at any time it is discovered that an Applicant has made any material misrepresentation in a Passport Application or any Franchise EoI.

The Authority is not and shall not be liable for any expenses, costs or liabilities incurred by an Applicant making a Passport Application, expressing an interest, considering or responding to a Franchise EoI, or negotiating or tendering for a franchise agreement or any other agreement entered into in connection with such franchise agreement, or any such costs incurred by their associated entities or any other person.

The Authority reserves the right not to award any Passports, to make whatever changes it sees fit to the structure and timing of the Passport Application process (including issuing updates and amendments to this Passport PQQ and the Passport System), to the Application Dates or to the structure and timing of a Franchise EoI stage, to cancel the Passport System in its entirety at any stage or to use any additional or alternative method of selecting Bidders for any or all future rail franchise competitions.

The Authority also reserves the right not to award any or all franchise agreements, to make whatever changes it sees fit to the structure and timing of the procurement process for any specific franchise agreement, to cancel the process in its entirety at any stage and, where it considers it appropriate to do so, to make a direct award pursuant to Regulation 1370/2007.

This Passport PQQ sets out the information required by the Authority in order to assess the suitability of Applicants to obtain a Passport.

This Passport PQQ forms part of the Passport PQQ Pack and should be read in conjunction with the Passport PPD. The Passport PPD provides full details on the pre-qualification process, terms and definitions, instructions on how to complete this questionnaire.

This Passport PQQ forms part of the future rail franchise competitions described in the Passport System Notice. Each such procurement will be conducted in accordance with relevant legal requirements including Regulation 1370/2007.

## PART A: ORGANISATION AND CONTACT DETAILS

Where the Applicant is a joint venture or a consortium, the information requested in A1 and A4 should be provided for each of the members of that joint venture or consortium, and (if it is a separate legal entity) for the joint venture or consortium (i.e. the Applicant itself). In those questions, references to the "Applicant" should, where applicable, be read as references to the member of the joint venture or consortium.

In A.2 a joint venture or consortium need only provide a single point of contact for the joint venture or consortium.

In A.3 the information should be provided in such a way that it provides full details of the joint venture or consortium (i.e. the Applicant itself) and of each member of the joint venture or consortium.

Please note that joint ventures or consortia can be incorporated or unincorporated.

A1. ORGANISATION DETAILS		
A1.1	The Applicant is a joint venture or consortium (Yes / No).  If the answer is "Yes" to this question, please provide the full names of each member of the joint venture or consortium and indicate whether the joint venture or consortium is incorporated or unincorporated.	
A1.2	Full name of Applicant	
A1.3	Registered office address	
A1.4	Company or charity registration number	
A1.5	VAT registration number	
A1.6	Country of registration	
A1.7	Year of incorporation	
A1.8	Principal place of business	
A1.9	Nature of existing business (limit to 250 words)	

A1.10	Amount of issued share capital		
A1.11	Type of organisation (tick one)	i) a public limited company	
		ii) a limited company	
		iii) a limited liability partnership	
		iv) other partnership	
		v) sole trader	
		vi) other (please specify)	
A1.12	Please tick the relevant boxes to indicate whether any of the following classifications apply to you.	i) Voluntary, Community and Social Enterprise (VCSE) (as defined in Regulation 112(4) of the Public Contracts Regulations 2015)	
		ii) Small or Medium Enterprise (as defined in Regulation 112(4) of the Public Contracts Regulations 2015)	
		iii) Sheltered workshop	
		iv) Public service mutual	



A2. APPLICANT CONTACT DETAILS FOR THIS PASSPORT PQQ		
	Provide details of the contact person who will act as the single point of contact for all queries and correspondence relating to this Passport PQQ response.	
A2.1	Name	
A2.2	Position	
A2.3	Role in Team	
A2.4	Full Postal Address	
A2.5	Country	
A2.6	Phone	
A2.7	Mobile	
A2.8	Email	

A3. APPLICANT'S STRUCTURE	
A3.1	Please provide the following details for each organisation in the Applicant's group structure (as detailed in the organisation chart submitted in response to A3.2) from the Controller(s) up to and including the Ultimate Controller(s).
	CONTROLLER
	Full registered name
	Type of organisation
	Country of registration
	Year of incorporation
	Company registration number
	Registered address
	Principal place of business
	Nature of existing business
	Amount of issued share capital
	Relationship to the Applicant
	Percentage shareholding and type of share (actual or proposed) in Applicant or any organisation within the Applicant's group structure.
A3.2	Please provide an organisation chart depicting the Applicant's group structure up to the Ultimate Controller(s).
A3.3	Where the Applicant is a joint venture or consortium, please explain what role each member would envisage performing, or will perform, in the event the Applicant was successful in being awarded a rail franchise agreement.
A3.4	Where the Applicant is a joint venture or unincorporated consortium, please explain the envisaged shareholdings in any special purpose bid vehicle which the Applicant intends to form for the purposes of participating in a rail franchise competition.

A3.5	Where it is proposed that the Applicant will rely on another person to operate a rail franchise, provide details of which elements of the rail franchise will be delivered by whom.	
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A4. MANAGEMENT AND GOVERNANCE		
	Please provide the following information and confirm that you have done so by stating "Yes" or "No" to each question.	
A4.1	An organisation chart depicting the Applicant's management structure;	
A4.2	A copy of the Applicant's memorandum and articles of association or other constitutional documents (in English);	
A4.3	A list of the Applicant's directors (identifying whether they are current or prospective), other directorships held, and legal jurisdiction of those directorships;	
A4.4	A list of shareholders holding an interest of more than three per cent of the Applicant's share capital or voting rights, together with a list of persons exercising directly or indirectly a dominant influence over the Applicant;	

A4.5	<p>A copy of the Applicant's shareholders' agreement, or intended agreement, and any other relevant documentation, which sets out the following where applicable:</p> <ul style="list-style-type: none"> <li>(a) shareholding proportions;</li> <li>(b) board representation;</li> <li>(c) voting arrangements at both shareholders meetings and board meetings (in particular any reserved matters, vetoes and super-majority decisions);</li> <li>(d) rights in respect of the transfer of shares (in particular any put/call options);</li> <li>(e) rights in respect of dividends and other distributions;</li> <li>(f) any technical service agreement or similar arrangement under which any shareholder provides services to the consortium;</li> <li>(g) dividend policy; and</li> <li>(h) financing arrangements.</li> </ul>	
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<b>A5. LICENSING AND REGISTRATION</b>		
	Please state "Yes" or "No" to each question. If your response is "yes", please provide the additional information requested below.	
A5.1	Is the Applicant registered with the appropriate trade or professional register(s) in the EU member state where it is established (as set out in Annex XI of Directive 2014/24/EU) under the conditions laid down by that member state? If yes, please provide the registration number.	
A5.2	Is it a legal requirement in the state where the Applicant is established for it to be licensed or be a member of a relevant organisation in order to provide passenger rail services? If yes, please provide additional details of what is required and confirm that the Applicant has complied with this.	

## PART B: GROUNDS FOR MANDATORY REJECTION

An Applicant will not obtain a Passport if there is evidence of a conviction relating to the specific criminal offences set out below, including bribery, corruption, conspiracy, terrorism, fraud and money laundering, or if the Applicant has been the subject of a binding legal decision which found a breach of legal obligations to pay tax or social security obligations, unless the Authority determines otherwise in accordance with the Passport PPD.

You may contact the Authority for advice before completing this form.

B1. GROUNDS FOR MANDATORY REJECTION		
	<p>Within the past five years, has any of the following been convicted of any of the offences listed below:</p> <ul style="list-style-type: none"> <li>• the Applicant;</li> <li>• a person who is a member of the administrative, management or supervisory body of the Applicant, or a person who has powers of representation, decision or control in respect of the Applicant (including any director or partner of the Applicant);</li> <li>• where the Applicant is a joint venture or consortium, any of the members of that joint venture/consortium;</li> <li>• where the Applicant is a joint venture or consortium, a person who is a member of the administrative, management or supervisory body of a joint venture/consortium member, or a person who has powers of representation, decision or control in respect of a joint venture/consortium member (including any director or partner of a joint venture/consortium member).</li> </ul> <p>Please state "Yes" or "No" to each question.</p>	
B1.1	<p>Conspiracy within the meaning of section 1 or 1A of the Criminal Law Act 1977 or article 9 or 9A of the Criminal Attempts and Conspiracy (Northern Ireland) Order 1983 where that conspiracy relates to participation in a criminal organisation as defined in Article 2 of Council Framework Decision 2008/841/JHA on the fight against organised crime;</p>	
B1.2	<p>Corruption within the meaning of section 1(2) of the Public Bodies Corrupt Practices Act 1889 or section 1 of the Prevention of Corruption Act 1906;</p>	
B1.3	<p>The common law offence of bribery;</p>	

B1.4	Bribery within the meaning of sections 1, 2 or 6 of the Bribery Act 2010; or section 113 of the Representation of the People Act 1983;	
B1.5	Any of the following offences, where the offence relates to fraud affecting the European Communities' financial interests as defined by Article 1 of the Convention on the protection of the financial interests of the European Communities:	
	(i) the common law offence of cheating the Revenue;	
	(ii) the common law offence of conspiracy to defraud;	
	(iii) fraud or theft within the meaning of the Theft Act 1968, the Theft Act (Northern Ireland) 1969, the Theft Act 1978 or the Theft (Northern Ireland) Order 1978;	
	(iv) fraudulent trading within the meaning of section 458 of the Companies Act 1985, article 451 of the Companies (Northern Ireland) Order 1986 or section 993 of the Companies Act 2006;	
	(v) fraudulent evasion within the meaning of section 170 of the Customs and Excise Management Act 1979 or section 72 of the Value Added Tax Act 1994;	
	(vi) an offence in connection with taxation in the European Union within the meaning of section 71 of the Criminal Justice Act 1993;	
	(vii) destroying, defacing or concealing of documents or procuring the execution of a valuable security within the meaning of section 20 of the Theft Act 1968 or section 19 of the Theft Act (Northern Ireland) 1969;	
	(viii) fraud within the meaning of section 2, 3 or 4 of the Fraud Act 2006; or	

	(ix) the possession of articles for use in frauds within the meaning of section 6 of the Fraud Act 2006, or the making, adapting, supplying or offering to supply articles for use in frauds within the meaning of section 7 of that Act;	
B1.6	any offence listed -	
	(i) in section 41 of the Counter Terrorism Act 2008; or	
	(ii) in Schedule 2 to that Act where the court has determined that there is a terrorist connection;	
B1.7	any offence under sections 44 to 46 of the Serious Crime Act 2007 which relates to an offence covered by question B1.6;	
B1.8	money laundering within the meaning of sections 340(11) and 415 of the Proceeds of Crime Act 2002;	
B1.9	an offence in connection with the proceeds of criminal conduct within the meaning of section 93A, 93B or 93C of the Criminal Justice Act 1988 or article 45, 46 or 47 of the Proceeds of Crime (Northern Ireland) Order 1996;	
B1.10	an offence under section 4 of the Asylum and Immigration (Treatment of Claimants etc.) Act 2004;	
B1.11	an offence under section 59A of the Sexual Offences Act 2003;	
B1.12	an offence under section 71 of the Coroners and Justice Act 2009;	
B1.13	an offence in connection with the proceeds of drug trafficking within the meaning of section 49, 50 or 51 of the Drug Trafficking Act 1994; or	
B1.14	any other offence within the meaning of Article 57(1) of the Public Contracts Directive 2014/24/EU:	
	(i) as defined by the law of any jurisdiction outside England and Wales and Northern Ireland; or	

	<p>(ii) created, after the day on which the Public Contracts Regulations 2015 were made (4 February 2015), in the law of England and Wales or Northern Ireland.</p>	
	<p>If you have answered "yes" to any of questions B1.1 to B1.14 above, please provide details in a separate Appendix including:</p> <p>(a) information about the offence, including a summary of the relevant circumstances, key dates and who within the Applicant was involved;</p> <p>(b) whether you have paid or undertaken to pay compensation in respect of any damage caused by the criminal offence. Please provide any evidence;</p> <p>(c) whether you clarified the facts and circumstances of the criminal offence in a comprehensive manner by actively collaborating with the investigating authorities. Please provide any evidence;</p> <p>(d) whether you have taken concrete technical, organisational and personnel measures that are appropriate to prevent further criminal offences. Please provide any evidence; and</p> <p>(e) any other relevant information that may be reasonably considered relevant to the Authority's consideration of the matter.</p>	



<p>B1.15</p>	<p>Has the Applicant (including, where the Applicant is a joint venture or consortium, any of the members of that joint venture or consortium) breached its obligations relating to the payment of taxes or social security contributions and the breach been established by a judicial or administrative decision having final and binding effect in accordance with the legal provisions of any part of the United Kingdom or the legal provisions of the country in which the Applicant is established (if outside the UK)?</p> <p>If you have answered Yes to this question, please use a separate Appendix to provide further details including:</p> <ul style="list-style-type: none"> <li>- information about the breach, when it occurred and who within your organisation was involved;</li> <li>- the amount of taxes or social security contributions which are/were unpaid. Please provide any evidence;</li> <li>- whether you have paid, or have entered into a binding arrangement with a view to paying, the taxes or social security contributions due including, where applicable, any accrued interest and/or fines; and</li> <li>- whether you had the ability to pay, or enter into a binding arrangement with a view to paying, the taxes or social security contributions due prior to the date of submission of your Passport Application. Please provide any evidence, including evidence of the date on which you were informed of the exact amount due.</li> </ul>	
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## PART C: GROUNDS FOR DISCRETIONARY REJECTION

If you answer "yes" to any question in this Part C1; or

Irrespective of your response:

- in respect of questions C1.1, C1.3 or C2, the Authority can demonstrate by any appropriate means that the relevant ground for discretionary rejection has arisen;
- in respect of question C1.4, the Authority has sufficiently plausible indications that the relevant ground for discretionary rejection has arisen;
- in respect of question C1.5, there is a conflict of interest in respect of the Passport System; or
- in respect of question C1.6, there has been a distortion of competition in respect of this Passport PQQ process,

the Authority may reject the Applicant's Passport Application. In exercising its discretion, the Authority will apply the principles described in the Passport PPD.

C1	GENERAL GROUNDS FOR DISCRETIONARY REJECTION
	<p>Please indicate if any of the following situations have applied within the past three years, or currently apply, to:</p> <ul style="list-style-type: none"> <li>• the Applicant;</li> <li>• a person who is a member of the administrative, management or supervisory body of the Applicant, or a person who has powers of representation, decision or control in respect of the Applicant (including any director or partner of the Applicant);</li> <li>• where the Applicant is a joint venture or consortium, any of the members of that joint venture/consortium;</li> <li>• where the Applicant is a joint venture or consortium, a person who is a member of the administrative, management or supervisory body of a joint venture/consortium member, or a person who has powers of representation, decision or control in respect of a joint venture/consortium member (including any director or partner of a joint venture/consortium member),</li> </ul> <p>and references in the following questions to "the Applicant" shall be read accordingly.</p> <p>Please state "Yes" or "No" to each question.</p>

C1.1	The Applicant has violated applicable obligations referred to in regulation 56 (2) of the Public Contracts Regulations 2015 in the fields of environmental, social and labour law established by EU law, national law, collective agreements or by the international environmental, social and labour law provisions listed in Annex X to the Public Contracts Directive 2014/24/EU as amended from time to time;	
C1.2	The Applicant is bankrupt or is the subject of insolvency or winding-up proceedings, where its assets are being administered by a liquidator or by the court, where it is in an arrangement with creditors, where its business activities are suspended or it is in any analogous situation arising from a similar procedure under the laws and regulations of any State;	
C1.3	The Applicant is guilty of grave professional misconduct, which renders its integrity questionable;	
C1.4	The Applicant has entered into agreements with other economic operators aimed at distorting competition;	

C1.5	<p>There is a conflict of interest in respect of the Passport System that cannot effectively be remedied by measures less intrusive than rejection under this Part C1.</p> <p>For the purposes of C1.5, the concept of "conflict of interest" includes any situation where the Applicant is aware that relevant staff members have, directly or indirectly, a financial, economic or other personal interest which might be perceived to compromise their impartiality and independence in the context of the Passport System.</p> <p>"relevant staff members" means staff members of the Authority, or of a procurement service provider acting on behalf of the Authority, who are involved in the conduct of the Passport System or may influence the outcome of Passport Applications made under the Passport System.</p> <p>"procurement service provider" means a public or private body which offers ancillary purchasing activities on the market.</p> <p>Where there is any indication that a conflict of interest exists or may arise then it is the responsibility of the Applicant to inform the Authority, detailing the conflict in a separate Appendix.</p> <p>Provided that it has been carried out in a transparent manner, routine pre-market engagement carried out by the Authority should not represent a conflict of interest for the Applicant;</p>	
C1.6	<p>The prior involvement of the Applicant in the preparation of the Passport System has resulted in a distortion of competition, as referred to in regulation 41 of the Public Contracts Regulations 2015, that cannot be remedied by measures less intrusive than rejection under this Part C1;</p>	

C1.7	<p>The Applicant has shown significant or persistent deficiencies in the performance of a substantive requirement under:</p> <p>(i) any passenger transport contract or operation in which the Applicant has been engaged within the last three years and which has an annual revenue of at least £40million; or</p> <p>(ii) any other contract or operation which has been referenced in the Applicant's response to Part D or Part E in which the Applicant has been engaged within the last three years,</p> <p>which led to early termination of that prior contract, damages, enforcement action taken pursuant to Section 55 of the Railways Act (or equivalent under the laws and regulations of any State), failure to be awarded a contract renewal or extension that would otherwise have been awarded, or other comparable action or sanctions;</p>	
C1.8	<p>The Applicant:</p> <p>(i) has been guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or rejection or the fulfillment of the PQQ Passport selection criteria; or</p> <p>(ii) has withheld such information.</p>	
C1.9	<p>The Applicant has undertaken to:</p> <p>(i) unduly influence the decision-making process of the Authority, or</p> <p>(ii) obtain confidential information that may confer upon it undue advantages in the Passport Application process.</p>	
C1.10	<p>The Applicant has negligently provided misleading information that may have a material influence on decisions concerning exclusion or rejection, selection or award.</p>	

	<p>If you have answered "yes" to any of questions C1.1 to C1.10 above, please provide details in a separate Appendix including:</p> <p>(a) information about the offence or misconduct, or other relevant situation, including a summary of the relevant circumstances, key dates and who within the Applicant was involved;</p> <p>(b) whether you have paid or undertaken to pay compensation in respect of any damage caused. Please provide any evidence;</p> <p>(c) whether you clarified the facts and circumstances in a comprehensive manner by actively collaborating with the investigating authorities. Please provide any evidence;</p> <p>(d) whether you have taken concrete technical, organisational and personnel measures that are appropriate to prevent recurrences. Please provide any evidence; and</p> <p>(e) any other relevant information that may be reasonably considered relevant to the Authority's consideration of the matter.</p>	
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C2	TAX COMPLIANCE	
	<p>From 1 April 2013 onwards, have any of the Applicant's tax returns (including where the Applicant is a joint venture or consortium, the tax returns of the members of that joint venture or consortium) submitted on or after 1 October 2012:</p>	
C2.1	<p>Given rise to a criminal conviction for tax related offences which is unspent or to a civil penalty for fraud or evasion.</p> <p>Please state "yes" or "no"</p>	

C2.2	<p>Been found to be incorrect as a result of:</p> <ul style="list-style-type: none"> <li>• HMRC successfully challenging it under the General Anti-Abuse Rule (GAAR) or the "Halifax" abuse principle;</li> <li>• A Tax Authority in a jurisdiction in which the legal entity is established successfully challenging it under any tax rules or legislation that have an effect equivalent or similar to the GAAR or the "Halifax" abuse principle; or</li> <li>• the failure of an avoidance scheme which the Applicant (or, where the Applicant is a joint venture or consortium, the relevant member of that joint venture or consortium) was involved in and which was, or should have been, notified under the Disclosure of Tax Avoidance Scheme (DOTAS) or any equivalent or similar regime in a jurisdiction in which the Applicant is established.</li> </ul> <p>Please state "yes" or "no"</p>	
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If answering "yes" to either or both of the questions in C2.1 or C2.2 above, the Applicant (or, where the Applicant is a joint venture or consortium, the relevant member of that joint venture or consortium) may provide details of any mitigating factors that it considers relevant and that it wishes the Authority to take into consideration.

This should be provided in a separate Appendix and include:

- information about the breach, when it occurred and who within your organisation was involved;
- the amount of taxes or social security contributions which are/were unpaid. Please provide any evidence;
- whether you have paid, or have entered into a binding arrangement with a view to paying, the taxes or social security contributions due including, where applicable, any accrued interest and/or fines; and
- whether you had the ability to pay, or enter into a binding arrangement with a view to paying, the taxes or social security contributions due prior to the date of submission of your Passport Application. Please provide any evidence, including evidence of the date on which you were informed of the exact amount due.

Where there has been an Occasion of Tax Non-Compliance (OONC), the following information should be provided:

- a brief description of the OONC, the tax to which it applied, and the type of "non-compliance" e.g. whether the Relevant Tax Authority has challenged pursuant to the GAAR, the "Halifax" abuse principle etc;
- where the OONC relates to a DOTAS, the number of the relevant scheme;
- the date of the original "non compliance" and the date of any judgment against the Applicant, or relevant entity or individual, or date when the return was amended;
- the level of any penalty or criminal conviction applied;
- whether there have been any changes in personnel or ownership since the OONC;
- whether there been any changes in accounting, audit or management procedures since the OONC;
- corrective action undertaken to date; and
- planned corrective action to be taken.



C2.3	<p>Is the Applicant in breach of its obligations relating to the payment of taxes or social security contributions which have not been declared as part of the answer to question B1.15, C2.1 or C2.2 above?</p> <p>If you have answered "Yes" to this question, please use a separate Appendix to provide further details including:</p> <ul style="list-style-type: none"><li>- information about the breach, when it occurred and who within your organisation was involved;</li><li>- the amount of taxes or social security contributions which are/were unpaid. Please provide any evidence;</li><li>- whether you have paid, or have entered into a binding arrangement with a view to paying, the taxes or social security contributions due including, where applicable, any accrued interest and/or fines; and</li><li>- whether you had the ability to pay, or enter into a binding arrangement with a view to paying, the taxes or social security contributions due prior to the date of submission of your Passport Application. Please provide any evidence, including evidence of the date on which you were informed of the exact amount due.</li></ul>	
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C3.1	<p>Has the Applicant (including, where the Applicant is a joint venture or consortium, any of the members of that joint venture or consortium) or any of its Directors or Executive Officers (including the Directors or Executive Offices of any of the members of the joint venture or consortium) been in receipt of prohibition notices or orders (or their equivalent, including outside the UK) relating to alleged or established breaches of health and safety obligations in the last 3 years?</p> <p>If your answer to this question was "Yes", please provide details in a separate Appendix of any prohibition notices or orders or their equivalent and give details of any remedial action or changes to procedures made as a result.</p> <p>The Authority may reject the Applicant's Passport Application where such prohibition notices or orders or their equivalent have been received unless the Applicant can demonstrate to the Authority's satisfaction that appropriate remedial action has been taken to prevent future occurrences or breaches.</p>	
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## PART D: CAPABILITY AND TECHNICAL ABILITY

Responses to Part D will be used to undertake an assessment of the Applicant's capability and technical ability to provide passenger services for the Authority.

Please respond to the questions below by reference to the following:

- the Applicant (including, where the Applicant is a joint venture or consortium, the members of that joint venture or consortium who will be involved in providing passenger services);
- any other person on which the Applicant will rely to provide passenger services (whether or not an Affiliate of the Applicant);
- any person (whether or not an Affiliate of the Applicant) whose resources (including management, manpower, equipment and knowhow) the Applicant will use to provide passenger services; and
- any person (whether or not an Affiliate of the Applicant) which uses the same resources (including management, manpower, equipment and knowhow) that will be used to provide passenger services.

Please respond to the questions on the basis of how you intend to operate a rail franchise should you be successful. In particular, your responses should only rely on the capability and technical abilities of any person in relation to the elements of the franchise operations which they will actually perform.

As described in the Passport PPD, the Authority will not award a Passport to any Applicant which fails to score a minimum of 40% of the available marks in Part D (meaning a minimum of 36 out of the 90 marks available).

D1	CAPABILITY, ASSETS AND RESOURCES	WEIGHTING (%)
D1.1	<p>Using examples from the past five (5) years, please provide evidence of your ability to increase the value and efficiency of your passenger transport business, including, but not limited to:</p> <p>a) passenger service operations, including fleet deployment, and</p> <p>b) information systems and ticketing.</p>	7
D1.2	<p>Using examples from the past five (5) years, please demonstrate your investment in and ability to recruit, retain and develop staff and improve the wellbeing, capability, competence and efficiency of your workforce. This should include, but not be limited to, initiatives to increase workforce diversity, raise skills levels and support apprentices.</p>	6
D1.3	<p>Using examples from the past seven (7) years, please demonstrate your investment in and ability to develop and implement significant innovative solutions and provide details of the achieved outcomes that have:</p> <p>a) transformed a situation or exploited an opportunity;</p> <p>b) resulted in lasting benefits; and</p> <p>c) delivered targeted benefits.</p>	7

D2	IMPROVING CUSTOMER SATISFACTION	WEIGHTING(%)
D2.1	<p>Using examples from the past three (3) years, please demonstrate your ability to deliver excellent customer services in a passenger transport environment and provide details of the outcomes, including:</p> <p>a) provision of information to customers to assist them in planning and undertaking end-to-end travel and in making seamless travel choices between modes;</p> <p>b) how customer service was improved, and those improvements sustained; and</p> <p>c) how your approach to customer engagement contributed to achievement of excellent customer service.</p>	9
D2.2	<p>Using examples from the past three (3) years, please provide evidence of targets that have been set to improve and sustain excellent customer experience, including:</p> <p>a) the rationale for targets set by you;</p> <p>b) how you have monitored these targets and other related targets;</p> <p>c) the outcomes achieved against these targets and other related targets; and</p> <p>d) an explanation of the performance trends sustained during that period.</p>	7

D3	IMPROVING MARKET GROWTH	WEIGHTING (%)
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D3.1	<p>Using examples from the past five (5) years, please demonstrate your ability to invest in and grow new markets, attract new customers and manage demand including:</p> <p>a) assessing market potential, investment decisions, and methodology;</p> <p>b) product development and innovation;</p> <p>c) pricing strategy;</p> <p>d) marketing and promotional strategy; and</p> <p>e) enhancement of retail and distribution channels.</p>	13
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D4	MAINTAINING HIGH LEVELS OF PERFORMANCE	WEIGHTING (%)
D4.1	<p>Service Delivery – using examples going back no more than the last five (5) years, please demonstrate your experience and approach to planning and delivering transport services, including:</p> <p>a) what factors you have taken into account when planning the services;</p> <p>b) your approach to business continuity and putting passengers' needs first;</p> <p>c) details of the outcomes for passengers you identified and the actions you originally planned to use and have used to deliver them; and</p> <p>d) what actions you have taken to review the process for delivering those outcomes and make any necessary adjustments.</p>	9

D4.2	<p>Managing Change – using examples going back no more than seven (7) years, please demonstrate your experience of managing major changes. This can include introducing new services, new transport fleets, improving business performance and infrastructure projects. Examples used should clearly demonstrate your approach, planning, stakeholder management, communications and review processes.</p>	7
D4.3	<p>Using examples from the past seven (7) years, please demonstrate your ability to successfully mobilise major projects and / or major public contracts.</p>	5

D5	IMPROVING SUSTAINABILITY	WEIGHTING (%)
D5.1	<p>Using examples from the past three (3) years, please demonstrate your ability to manage and improve the impact of passenger transport services on the environment, including:</p> <p>a) details of certification or accreditation to recognised sustainability, environmental and energy standards, including your sustainability policy;</p> <p>b) specific initiatives you have undertaken to minimise negative sustainability impacts and maximise sustainability benefits, including details of resources and results achieved;</p> <p>c) achievements resulting in reductions in carbon and energy impacts; and</p> <p>d) details of how sustainable development has been embedded in governance, procurement and decision-making.</p>	6



D6	STAKEHOLDER COLLABORATION AND COMMUNITY	WEIGHTING (%)
D6.1	<p>Using examples from the past three (3) years, please demonstrate your ability to collaborate effectively with key stakeholders (for example, local authorities, passenger groups (both formally and through representative focus groups) local businesses and SMEs etc). Explain which stakeholder relationships you managed, how your approach was implemented and what the outcomes were for passengers, including:</p> <ul style="list-style-type: none"> <li>a) understanding stakeholder constraints, objectives and processes and balancing these for operational needs;</li> <li>b) managing risks, issues and opportunities and proposing solutions;</li> <li>c) working with a range of stakeholders, to improve the whole customer experience; and</li> <li>d) providing passenger transport services in a way which engaged with the customers and communities which used, or were otherwise affected by, those services, to support positive social and economic outcomes at a local or regional level.</li> </ul>	7

D6.2	<p>Using examples from the past three (3) years, please demonstrate your ability to develop and manage constructive and collaborative relationships with contracting partners and how you measured the success of such partnerships including:</p> <p>a) improving efficiency and performance;</p> <p>b) developing and delivering contract changes; and</p> <p>c) managing risks, issues and opportunities and proposing solutions.</p>	7
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## PART E: HEALTH AND SAFETY MANAGEMENT AND CULTURE

Responses to Part E will be used to undertake an assessment of the Applicant's health and safety management and culture, including personal security for the workforce and the public.

Please respond to the questions below by reference to the following:

- the Applicant (including, where the Applicant is a joint venture or consortium, the members of that joint venture or consortium who will be involved in providing passenger services);
- any other person on which the Applicant will rely to provide passenger services (whether or not an Affiliate of the Applicant);
- any person (whether or not an Affiliate of the Applicant) whose resources (including management, manpower, equipment and knowhow) the Applicant will use to provide passenger services; and
- any person (whether or not an Affiliate of the Applicant) which uses the same resources (including management, manpower, equipment and knowhow) that will be used to provide passenger services.

Please respond to the questions on the basis of how you intend to operate a rail franchise should you be successful. In particular, your responses should only rely on the health and safety management and culture of any person in relation to the elements of the franchise operations which they will actually

perform.

As described in the Passport PPD, the Authority will not award a Passport to any Applicant which fails to score a minimum of 50% of the available marks in Part E (meaning a minimum of 5 out of the 10 marks available).

E1	HEALTH AND SAFETY MANAGEMENT AND CULTURE	WEIGHTING (%)
E1.1	<p>Please explain the existing arrangements in place for planning and managing health and safety, including:</p> <p>a) how you manage health and safety risks in the workplace, wellbeing of the workforce and protect the public;</p> <p>b) how you use guidance such as that provided by NICE and the occupational health section of the ORR's Railway Management Maturity Model (RM3) to structure your companies policies; and</p> <p>c) how you secure continued improvement of health and safety performance.</p>	3
E1.2	<p>Please explain the existing arrangements in place for the active promotion and improvement of health and safety management and culture by senior management, including:</p> <p>a) how you have identified and communicated health and safety issues;</p> <p>b) how you have ensured staff competence and compliance with legal requirements applicable to both safety and occupational health;</p> <p>and</p> <p>c) details of any achievements and awards for recognition of health and safety management and performance.</p>	4
E1.3	<p>Please explain the existing arrangements in place for tracking health and safety performance, reporting relevant statistics, and monitoring and responding to trends including:</p> <p>a) how you have determined the most important and reliable metrics to demonstrate effective management and continuous health</p>	3

	<p>and safety improvement, together with examples of the top five such statistics;</p> <p>b) how applicable safety and occupational health statistics have been calculated and measured, accompanied by examples;</p> <p>c) how statistics have been continually monitored and reviewed using root cause analysis, and how that analysis has been used to inform corrective actions and to manage risk; and</p> <p>d) how statistics have been reported and communicated.</p>	
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## DECLARATIONS AND AUTHORISATION

Please ensure that:

You have ticked the appropriate boxes to confirm that you have completed, and returned, all applicable questions in the following sections:

Part A	
Part B	
Part C	
Part D	
Part E	
Declaration	

- You have attached all documents requested, identifying Appendices by section and question number;
- Any additional sheets clearly identify the section and questions being answered; and
- You have read and signed the declaration below.

**APPLICANT'S DECLARATION**

***(Where the Applicant is a joint venture or a consortium, this declaration should be given by each of the members of that joint venture or consortium)***

I certify that the information supplied is accurate to the best of my knowledge and I accept the conditions and give the undertakings requested in the Passport PQQ and Passport PPD.

I have provided a full list of any Appendices used to provide additional information in response to questions. The following Appendices form part of the Applicant's submission:

<b>Section of Passport PQQ and question number</b>	<b>Appendix number</b>

I understand that the information supplied will be used in the selection process to assess the Applicant's suitability to be awarded a Passport. I understand that the Authority may reject the Applicant's Passport Application if there is a failure to answer all relevant questions fully or if I provide false/misleading information.

I also understand and accept that the provision of false information, or the omission of relevant information, could result in exclusion from a tendering process, cancellation of any Passport awarded to the Applicant or rejection of the Applicant's tender in any future rail franchise competition in which the Applicant relies on my responses in the Passport Application, and that the Authority may consult any public register, authority, any other person or its own records to verify the information or answers given. If requested by the Authority, I undertake to provide the Authority with any evidence it may reasonably request to verify the information or answers provided.

I confirm that where my experience has been relied upon in completing this Passport Application, I will perform the works or services for which my experience has been relied upon in relation to any franchise which the Applicant is awarded.

I also confirm that my resources in relation to any area in which my experience has been relied upon in completing this Passport Application will be available throughout the Passport System's validity period.

I understand that for each franchise bid in which the Applicant seeks to rely on the information supplied in this Passport Application, the information provided in the Passport Application must be true and accurate. If, during the validity period of the Applicant's Passport, there is any change to the information I supplied in this Passport Application, I will notify the Authority immediately. I accept that any bid submitted on the basis of incorrect or out of date information could result in exclusion of the Applicant from a tendering process or rejection of the Applicant's tender.

I also declare that there is no conflict of interest in relation to my Passport Application.

I also undertake that if at any point following the signing of this declaration there is a change in circumstances such that this declaration may no longer be true and accurate in its entirety I shall inform the Authority accordingly without delay.

**THIS UNDERTAKING IS TO BE SIGNED BY AN AUTHORISED REPRESENTATIVE ON BEHALF OF THE APPLICANT.**

Name of Applicant: \_\_\_\_\_

Name of signatory: \_\_\_\_\_

Role of signatory in Applicant's organisation: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



## Appendix: Template for Appendices

PQQ – Template for Appendices

PQQ Section:

Question number: