

GRANT OF APPLICATION

**FOR THE ACQUISITION OF
NORTH WEST BOROUGHHS HEALTHCARE NHS FOUNDATION TRUST**

**BY
MERSEY CARE NHS FOUNDATION TRUST**



Signature:

**North West Regional Director and Chair
of the Regional Support Group (North
West) Committee**

NHS Improvement

1 June 2021

1. Interpretation

1.1. The following definitions apply:

“2006 Act” means the National Health Service Act 2006;

“Acquirer” means Mersey Care NHS Foundation Trust;

“Acquired Trust” means North West Boroughs Healthcare NHS Foundation Trust;

“Effective Date” means 1 June 2021;

*NHS Improvement” means Monitor;

“Transaction Agreement” means the transaction agreement for the acquisition of the Acquired Trust by the Acquirer between the Acquirer and the Acquired Trust dated 20 May 2021.

“Transfer Regulations” means the Transfer of Undertakings (Protection of Employment) Regulations 2006 and any other statute or statutory provision which may from time to time implement the Acquired Rights Directive (2001/23/EC).

1.2. Words and expressions used in this document shall be construed as if they were in an Act of Parliament and the Interpretation Act 1978 applied to them.

2. Grant of Application for Acquisition

2.1. NHS Improvement grants the application for the acquisition of the Acquired Trust by the Acquirer in exercise of the power conferred on it by section 56A(4) of the 2006 Act and paragraph 15 of Schedule 8 to the Health and Social Care Act 2012 and all other relevant powers exercisable by NHS Improvement.

2.2. This grant of application for acquisition comes into force on the Effective Date and is conclusive evidence of the acquisition of the Acquired Trust by the Acquirer.

3. Effect of the Acquisition

3.1. On the Effective Date:

3.1.1. the Acquired Trust is dissolved in accordance with section 56AA(1)(c) of the 2006 Act;

3.1.2. the Acquired Trust’s property (including trust property) and liabilities (including criminal liabilities) transfer to the Acquirer in accordance with section 56AA(1)(b) and 56AA(4) of the 2006 Act;

3.1.3. the employment of all relevant employees of the Acquired Trust transfer to the Acquirer by operation of the Transfer Regulations and in

accordance with arrangements agreed between the Acquirer and the Acquired Trust and set out in the Transaction Agreement;

- 3.1.4. the constitution of the Acquirer amended to reflect the acquisition of the Acquired Trust takes effect in accordance with section 56A(5) of the 2006 Act;
- 3.1.5. section 56AA(2) and section 56AA(3) of the 2006 Act take effect.

4. Stamp Duty

- 4.1. By virtue of section 67A of the Finance Act 2003 (as amended by section 216 of the Finance Act 2012), both the Acquired Trust and the Acquirer are exempt from any charge of stamp duty land tax in respect of any transfer of property or liabilities effected by section 56AA(1)(b) of the 2006 Act.