

GRANT OF APPLICATION

FOR THE MERGER OF

CITY HOSPITALS SUNDERLAND NHS FOUNDATION TRUST

AND

SOUTH TYNESIDE NHS FOUNDATION TRUST

Signed:

A handwritten signature in black ink, appearing to be 'Z. M. J. U.', written over a horizontal line.

Chair of Provider Regulation Committee

NHS IMPROVEMENT (MONITOR)

25 March 2019

1. Interpretation

1.1. In this grant the following definitions apply:

"2006 Act" means the National Health Service Act 2006;

"Effective Date" means 1 April 2019;

"New FT" means South Tyneside and Sunderland NHS Foundation Trust;

"Old FTs" means City Hospitals Sunderland NHS Foundation Trust and South Tyneside NHS Foundation Trust, or either trust as the context requires;

"Order" means City Hospitals Sunderland NHS Foundation Trust and the South Tyneside NHS Foundation Trust (Dissolution and Transfer of Property and Liabilities) Order 2019 made by Monitor pursuant to section 57 of the 2006 Act;

"Transaction Agreement" means the merger agreement between the Old FTs for the purpose of their application for merger made on Friday 22nd March 2019;

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

"Transferring Property and Liabilities" means all the property and liabilities of the Old FTs including but not limited to the property, contracts, charitable trusts and other assets and liabilities, including criminal liabilities, which are referred to in the Transaction Agreement, but not including rights and liabilities under, or in connection with, a contract of employment which transfers to the New FT on the Effective Date by operation of the Transfer Regulations.

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 Merger

2.1. Monitor grants the application for the dissolution of the Old FTs and the establishment of the New FT in exercise of the power conferred on it by section 56(4) of the 2006 Act, paragraph 15 of Schedule 8 to the Health and Social Care Act 2012 and all other relevant powers exercisable by Monitor.

2.2. This grant of merger comes into force on the Effective Date.

2.3. In accordance with section 57(1) of the 2006 Act, Monitor specifies that the Transferring Property and Liabilities are the property and liabilities to be transferred to the New FT.

3. Effect of Grant of Merger

3.1. On the Effective Date:

3.1.1. the Old FTs are dissolved in accordance with the Order;

3.1.2. the New FT is established as a new NHS foundation trust;

3.1.3. the proposed constitution of the New FT has effect in accordance with section 56(11) of the 2006 Act;

3.1.4. the Transferring Property and Liabilities of the Old FTs will transfer to the New FT in accordance with the Order; and

3.1.5. the employment of all relevant employees of the Old FTs will transfer to the New FT by operation of the Transfer Regulations and in accordance with arrangements agreed and documented in the Transaction Agreement.

4. General

4.1. By virtue of section 57(2A) of the 2006 Act, the Order is conclusive evidence of the incorporation of the New FT as an NHS foundation trust.

4.2. By virtue of section 67A of the Finance Act 2003 (as amended by section 216 of the Finance Act 2012), the Old FTs and the New FT are exempt from any charge of stamp duty land tax in respect of the transfer of the Transferring Property and Liabilities effected by the Order.

