

GRANT OF APPLICATION

**FOR THE ACQUISITION OF
BIRMINGHAM WOMEN'S NHS FOUNDATION TRUST**

BY

BIRMINGHAM CHILDREN'S HOSPITAL NHS FOUNDATION TRUST

Signature: *D. Bywater*

ON BEHALF OF NHS IMPROVEMENT

30 January 2017

1. Interpretation

1.1. The following definitions apply:

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

“Acquirer” means Birmingham Children’s Hospital NHS Foundation Trust;

“Acquired Trust” means Birmingham Women’s NHS Foundation Trust;

“Effective Date” means 1 February 2017;

“NHS Improvement” means Monitor being the body corporate defined under section 61 of the Health and Social Care Act 2012;

“Transaction Agreement” means the agreement for the acquisition of the Acquired Trust by the Acquirer made on 30 January 2017; and

“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).

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. Monitor 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 Monitor.

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 and liabilities, which includes trust property, criminal liabilities, and, without limitation, all the property, contracts, and other assets and liabilities set out in the Transaction Agreement, 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;
 - 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; and
 - 3.1.6. the Acquirer shall be deemed to be the successor body to the Acquired Trust, and the grant of acquisition shall be binding on third parties.
- 3.2. The grant of acquisition shall not affect the continuity of the Acquirer or its property or liabilities.

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.

