

6 July 2022

Dear Members

Special Resolution to amend the Articles of Association of BlueLight Commercial

I write to seek your agreement to a number of changes to the Articles of Association of BlueLight Commercial. You will be aware that we sought your agreement to make some changes by way of a Special Resolution in May 2022 and while the majority of Members were in favour of the changes, we did not obtain the 75% majority as required.

As part of the feedback received when the Special Resolution was last issued, Members asked for more information on the changes proposed and we have therefore held a number of briefing workshops for PCCs and OPCC CEOs that were well attended. These briefing workshops have provided an opportunity to answer a good number of questions and I hope we have provided the assurance you needed, if that had been required.

To clarify and confirm some of the points raised in the briefing workshops I would comment as follows:

- i. The reason that we are making these changes now is that the company has been operating for 2 years and a review of articles has been conducted as part of good board practice to ensure that it reflects how the company has developed and what it is actually doing, correct changes and reflects the growth of the membership;
- ii. The summary in the Appendix attached to the Special Resolution wording is the same as the slides used during the briefing workshop, save for wording that has been amended as requested e.g. 'members' is now substituted in place of references to 'police forces' in articles 4.3 and 5.2;
- iii. Members will be notified of any decisions made in regard to those reserved matters now removed at the AGM;
- iv. BlueLight Commercial was identified as a key enabler of Police efficiency and effectiveness by the APCC and NPCC, as part of policing's submission to the Comprehensive Spending Review. I have every confidence that our CEO's work with the Home Office will lead to continued support from the Home Office;
- v. the Customer Agreement is in the process of being reviewed by BlueLight Commercial's legal team; and
- vi. reserved matter (j) - (the forming of any subsidiary undertaking, acquiring shares in any other company (subscription or transfer) or any other company (subscription or transfer) or

other similar interest in another entity) will remain a reserved matter and Members are not being asked to vote on the removal of this reserved matter.

In addition to the above, it was clear from comments received when the Special Resolution was previously issued that the main concern was the proposed deletion of Article 26.8, which requires a majority of PCC Directors for any vote on the company's budget, or finances or strategy. We have listened to the concerns raised and have removed that proposed change.

The other area that has generated most questions has been on the proposed new Article 5.2 which confirms the power for the Company to enter into national contracts on behalf of all police forces, where authorised to do so. The Company already has the power to do so, which was confirmed independently through legal advice provided by Capsticks and a copy of their advice is attached. This was obtained to draw to a close some continued questions in that regard and the advice was accepted by APACCE. However, despite that, some continue to seek clarification on this point so, to make it clear beyond doubt, we wish to include this in the Articles of Association. It is also worth noting that you would still need to sign a Customer Agreement and/or Sub-Agreement in order to access the contract, and as such, creates no obligations upon you unless you expressly wish to access goods/services offered in the contract.

It would be very helpful if you could agree to the Special Resolution attached. The deadline for responses is **Tuesday 26th July** but if you could submit your response as soon as possible it would help avoid the need to chase responses ahead of the closing date.

I hope you welcome and appreciate all that BlueLight Commercial has achieved in the two short years it has been in existence. The Annual Plan for 2022 is expected to be published very shortly which sets out its achievements and future objectives. The Company will also be issuing benefits statements and will be arranging meetings to run through them with you in the near future.

If you have any questions please get in touch with Janine Nelson or Stephanie Leaver at legalservices@bluelight.police.uk.

Yours sincerely



Matthew Scott
PCC for Kent and Chair of the BlueLight Commercial Board