



## BlueLight Commercial Written Resolution New Articles of Association to be Adopted

[enquiries@bluelight.police.uk](mailto:enquiries@bluelight.police.uk)  
[bluelightcommercial.police.uk](http://bluelightcommercial.police.uk)

Company registration no. 12517649  
Registered address: Lower Ground 5-8 The Sanctuary, Westminster, London, United Kingdom, SW1P 3JS

Company number 12517649

**COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**

**WRITTEN RESOLUTION**

of

**BLUELIGHT COMMERCIAL LIMITED (Company)**

**6 July 2022 (circulation date)**

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**) with effect from the date when sufficient agreement is received for the Resolution to pass.

**SPECIAL RESOLUTION**

THAT: The draft articles of association attached to this resolution shall be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your decision.

I, the undersigned, a person entitled to vote on the Resolution circulated 6th July 2022, hereby irrevocably confirm that my decision to the Resolution is as follows:

Yes

No

Signed by [NAME OF INDIVIDUAL] .....

Date .....

## NOTES

1. The principal changes introduced by the new articles of association are summarised in the Appendix to this proposal.
2. Please indicate your decision by ticking the appropriate box, signing and dating this document where indicated below and emailing the signed version to the Company Secretary's email address which for the purposes of this special resolution is [legal.services@bluelight.police.uk](mailto:legal.services@bluelight.police.uk). You may not return the Resolution to the Company by any other method.
3. If you fail to reply, you will be deemed to not have agreed to the Resolution so, if you agree to the Resolution, please ensure that your agreement reaches us before or during the day referred to below.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless by 5pm on Tuesday 26th July 2022, sufficient agreement (at least 75% of the Members) is received for the Resolution to pass, it will lapse.

## Appendix

	Change	Reason
Definitions: Police ICT Company	<ul style="list-style-type: none"> <li>This definition has been changed to Police Digital Service</li> </ul>	<ul style="list-style-type: none"> <li>This reflects the change of the name of the company made in January 2021</li> </ul>
Reserved Matters: (e)	<ul style="list-style-type: none"> <li>The remuneration of directors has been changed to remuneration of the Independent Non-Executive Director only</li> </ul>	<ul style="list-style-type: none"> <li>This change is proposed because the Chief Executive Officer's remuneration is covered by a different article and the other Directors do not receive any remuneration</li> </ul>
(f)	<ul style="list-style-type: none"> <li>The request to the Home Secretary in respect of national provision requiring participation of all national police forces has been deleted as a reserved matter</li> </ul>	<ul style="list-style-type: none"> <li>This deletion means that the Members will no longer be required to vote on this and instead the Board can make the decision. This gives the Board more flexibility in the running of the Company and allows it to make a request to the Home Secretary if it feels it needs to, for example, achieve efficiencies to satisfy the requirements of the Home Office grant agreement.</li> </ul>
(g)	<ul style="list-style-type: none"> <li>The taking of or agreement to take any freehold or leasehold interest in, or licence over or any other interest in any land where the value exceeds £100,000 has been deleted as a reserved matter</li> </ul>	<ul style="list-style-type: none"> <li>This deletion means that this will now become a Board decision and the Members will no longer need to give prior approval. This will shorten the timeline for such decisions to be made – any concerns by Members about unknown liabilities will be alleviated by the cap in liability being £10 for each Member (article 8.1) and proposed new article 26.15 which requires Members to be informed of such decisions.</li> </ul>

(h)	<ul style="list-style-type: none"> <li>The sale, lease or disposal of all or any part of the real or personal estate belonging to the Company where the value exceeds £100,000 has been deleted as a reserved matter</li> </ul>	<ul style="list-style-type: none"> <li>This deletion is made for the same reasons as given for (g) above.</li> </ul>
(i)	<ul style="list-style-type: none"> <li>The borrowing by the Company of any money or obtaining of any advance or credit in any form where the value exceeds £100,000 has been deleted as a reserved matter which requires Members' approval</li> </ul>	<ul style="list-style-type: none"> <li>This deletion is made for the same reasons as given for (g) above.</li> </ul>
(k)	<ul style="list-style-type: none"> <li>Any remuneration of the Chief Executive Officer in excess of £180,000 per annum has been deleted as a reserved matter which requires Members' approval</li> </ul>	<ul style="list-style-type: none"> <li>This deletion is made for the same reasons as given for (g) above.</li> </ul>
New article 4.3	<ul style="list-style-type: none"> <li>This widens the objects of the Company to include providing top level specialised contract management and transformation programmes for police forces, Fire and Rescue Authorities and other Members.</li> </ul>	<ul style="list-style-type: none"> <li>This object has been added as this reflects how BlueLight has already begun to develop and the work that BlueLight is currently undertaking on behalf of forces.</li> </ul>
New article 5.2	<ul style="list-style-type: none"> <li>The additional power for the Company to enter into national contracts on behalf of all Members where authorised to do so has been added</li> </ul>	<ul style="list-style-type: none"> <li>Legal advice has been sought and it has been confirmed that BlueLight Commercial can be a contracting authority and any such procurement would be legally compliant. Authorisation will be by way of Members signing Sub-Agreements.</li> </ul>

New article 11.1.9	<ul style="list-style-type: none"> <li>An additional category has been added to persons eligible to be Members and this is such blue light partner organisations agreed from time to time be way of special resolution of the Members</li> </ul>	<ul style="list-style-type: none"> <li>This change is made now so that if organisations (such as the NHS Ambulance trust) wish to join in the future and the Members agree, they can do so.</li> </ul>
New article 20.3	<ul style="list-style-type: none"> <li>An additional article has been added stating that Article 20.2 does not apply to the role of the Chief Executive Officer</li> </ul>	<ul style="list-style-type: none"> <li>This addition is required because the Chief Executive Officer is now a Director but such an Officer is bound by the terms of their service contract and do not have to retire and get re-appointed at each AGM.</li> </ul>
New article 24.1	<ul style="list-style-type: none"> <li>This has been amended to say a notice appointing an alternate director for a meeting must be given at least 7 days and be by way of a formal notice to the Company Secretary.</li> </ul>	<ul style="list-style-type: none"> <li>This is to formalise the process in appointing an alternate director to reflect the statutory duties directors hold - any alternate director must be formally appointed by the Board to act. A person sent as a substitute for a member at a meeting will not be considered an alternate director and will have no voting rights.</li> </ul>
Article 26.14	<ul style="list-style-type: none"> <li>This has been amended to include the name change previously mentioned but also to add that any observers at the board should enter into non-disclosure agreement with the Company</li> </ul>	<ul style="list-style-type: none"> <li>The non-disclosure agreement is required as there is often commercially sensitive information disclosed at meetings and, although the Home Office, the APCC and the Police Digital Service can send observers, the Company needs to protect the confidentiality of any such information disclosed.</li> </ul>
Article 26.15	<ul style="list-style-type: none"> <li>This is a new article that has been added so that the decisions on the matters which are no longer reserved will be notified to the Members promptly after the Board meeting that they are made</li> </ul>	<ul style="list-style-type: none"> <li>Members' approval will no longer be needed for these decisions to be made but for the purposes of openness and transparency, the Board will make the Members aware of any decisions that are made that fall in these categories.</li> </ul>



## BlueLight Commercial

Lloyd House,  
Colmore Circus Queensway,  
Birmingham,  
B4 6DG

[enquiries@bluelight.police.uk](mailto:enquiries@bluelight.police.uk)

Registered Company Address:

Lower Ground 5-8 The Sanctuary,  
Westminster,  
London,  
United Kingdom,  
SW1P 3JS