

**ACTIVE BELFAST LIMITED BOARD**

**Monday, 6th June, 2022**

**SPECIAL MEETING OF ACTIVE BELFAST LIMITED BOARD**

**(Held remotely via Microsoft Teams)**

**Attendees**

**Directors:** Mr. J. McGuigan (Chairperson)  
Councillor Corr  
Councillor Newton and  
Mrs. K. McCullough.

**Officers:** Mrs. R. Crozier, Programme Director, Customer Focus;  
Mr. N. Munnis, Partnership Manager;  
Mr. C. Campbell, Divisional Solicitor;  
Ms. K. Gilliland, Neighbourhood Services Manager; and  
Mr. G. Graham, Democratic Services Assistant.

**Apologies**

Apologies were reported on behalf of Councillors McCann and McLaughlin.

**Declarations of Interest**

No declarations of interest were reported.

**Minutes**

The minutes of the meeting of 11th April were approved. It was reported that those minutes had been noted by the Strategic Policy and Resources Committee at its meeting on 15th April.

**Matters Arising**

The Board noted that there were no matters arising which required further discussion.

**Director Attendance Statement**

The Chairperson advised that, owing to the dissolution of the Company, reports in regard to the Director Attendance Statement was no longer required.

**Proposals for Future Board Meeting Agenda Items**

The Chairperson advised that, owing to the dissolution of the Company, proposals in regard to future Board meeting agenda items were not required.

## Dissolution of ABL – Process and Timeframe

The Board considered the following report which had been prepared by the Partnership Manager:

**“1.0 Purpose of Report**

**1.1 To present the board with the process and timeframe required for the dissolution of Active Belfast Limited.**

**2.0 Recommendations**

**2.1 That the board notes the information provided below and in particular the company dissolution process and timeframe together with the understanding that the board will cease to function with immediate effect.**

**3.0 Main Report**

**3.1 Members are reminded that following the decision taken by the SP&R committee on 24th March and ratified by full Council on 4th April 2022, the board voted by majority decision on 11th April to a voluntary and solvent ‘winding up’ the company.**

**3.2 It was further agreed that a special board meeting would be convened to present details of the winding up process and relevant timeframes. Having experienced difficulties in securing an available date in May it was subsequently agreed that the prescheduled date for the 6<sup>th</sup> June board meeting was the most suitable option.**

**3.3 Before the company can apply to the Registrar of Companies to be struck off, a three month dormancy period must be observed during which time there can be no company/board activity and no transactions through the company bank account. During this period any expenditure will be paid directly by BCC.**

**3.4 At the end of the three month dormancy period, the Company through a majority of its Directors can make formal application to Companies House to be struck off the Companies Register. Companies House publicise the intention to dissolve the company and invite any objections to the winding up request. This period remains open for a further two months at the end of which, subject to no objections being received, the dissolution becomes final and ABL will be removed from the companies register. A copy of the Application for Striking Off has to be served on certain specified persons.**

- 3.5 The total time required to dissolve the company is five months. On the understanding that the application will be lodged as soon as the three month dormancy period is completed, ABL would cease to be a registered company by mid November 2022.**
- 3.6 In the interim period BCC will arrange to directly manage all contract compliance and performance monitoring activities currently undertaken by ABL. The internal mechanisms required for direct Council management will take some time to finalise and proposals will be subject to Council approval. An initial report including an outline timeframe will be presented to the SP&R committee on 17<sup>th</sup> June.**
- 3.7 Until the new reporting processes are agreed, all performance monitoring data and contract compliance information, currently gathered for ABL, will continue to be collated by the Partnership Manager.**
- 3.8 Colin Campbell (BCC Divisional Solicitor) will be in attendance respond to any queries.**
- 4.0 Decision(s) Required**
- 4.1 That the board notes the information provided above and in particular the company dissolution process and timeframe together with the understanding that the board will cease to function with immediate effect.**
- 5.0 Appendices – Documents attached**

**None.”**

The Divisional Solicitor provided the Board with an update on the legal position relating to the company’s dissolution. He stated that the Board would be required to remain dormant for a period of three months, with immediate effect, and that the only work which the Board would be permitted to undertake was in relation to the strike-off application. The Divisional Solicitor confirmed that, after the three-month period of dormancy, the Directors of the Board were required to formally request, with Company’s House, that ABL be struck-off from the Company’s Register.

The Board Members were informed that the Company’s Registry was required to publish the strike-off request to allow for any objections to that request and that any Board Members, who had not been signatories to the Strike-off request, were required to be informed of that decision, including any creditors and employees, if applicable.

In response to a question from the Partnership Manager, the Divisional Solicitor stated that the most effective way for the Board to register the strike-off request was for the Company accountant (Advanced Accounting) to do so electronically. He confirmed that a majority of the Directors would be required to be signatories to the strike-off application.

In response to the non-publication of the independent governance review report, the Partnership Manager informed the Board members that the report, which had been commissioned by the Council and written by an external consultant, was commercially confidential and, for that reason, it had not been possible to publish the report as requested. He confirmed, however, that the paper, presented to the board on 11th April 2022, had included all the key outcomes and conclusions and that the information presented included significant extracts taken directly from the final review report.

The Chairperson and a Director voiced their disappointment at the Council's decision to dissolve the company, expressing their view that an opportunity had been missed to re-purpose the board to function as it had originally been envisaged, at the start of the tri-partite arrangement.

The Board thanked the Chairperson, Partnership Manager and the Board members, past and present, for the work undertaken, by the Board, particularly in regard to the leisure transformation programme, and recognised the challenges faced by the Board in its formative years. The Partnership Manager stated that, in recognition of the Board, its successes and the relationships formed, he would undertake to arrange an informal gathering of the Board members and relevant support personnel to say goodbye, prior to the final dissolution of the Company.

#### **Other Business**

No additional items of business were raised.

Chairperson