



## Harborough Energy Ltd – General Meeting 22<sup>nd</sup> March 2022

### Minutes

**Held on:** Tuesday 22<sup>nd</sup> March 2022 at 6pm  
**Venue:** Zoom Video Conference  
**Attendees:** Peter Jones (Chair), David Robbins, Gavin Fletcher, Carl Tiivas  
**Apologies:** John Twidell, Darren Woodiwiss  
**In Attendance:** n/a

#### Actions in bold with initials

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#### 1. Welcome and apologies

PJ welcomed all to the meeting and confirmed he is acting as chair.

Apologies were received from John Twidell (who provided his proxy vote via the chair) and Darren Woodiwiss (who also supports the purpose of this meeting).

#### 2. Background and Purpose of Meeting

Following previous board meeting discussions and minuted actions, GF referred the meeting to the Memorandum of Association for Harborough Energy Ltd and shared it via Zoom (and available via HE Dropbox under 'Governance'). Today's meeting was proposed two weeks ago as required by Article 48 b iv "Decision to wind up the cooperative" as a "Special Resolution" under Article 49 which requires a 75% majority of votes cast by the directors at a general meeting (ie PJ, GF, DJR, CT, JT, DW).

GF continued that Article 93 "Dissolution" requires, as a common ownership enterprise, that the assets be used first for debtors and liabilities (there are none currently). Any remaining assets cannot be distributed amongst members (originally DW and PJ) but must be transferred to another cooperative enterprise with similar purpose (ie Harborough Solar One Ltd). Harborough Energy Ltd's only known asset is the HE Coop Bank account - as at 22<sup>nd</sup> March 2022 the balance was £814.75.

DJR advised that to avoid potential disruption, we need to secure the current HE website hosting and email redirection arrangement with Ideal Marketing (eg 5 years pre-paid).

\*\*\* GF explained the need to close the HE bank account **before** closing the company officially which must have ceased trading for **3 months**. This sequence of events will need to be communicated and managed closely (see 'Succession Planning' meeting below).

\*\*\* DJR mentioned that any other pre-payments / refunds will need also to be resolved prior to transfer / closure (eg insurance).

\*\*\* GF summarized saying that final income from Street Home Solutions (SHS) will need to be received (cut off due 31<sup>st</sup> March), final asset balance transferred (to HS1) with any 'string's attached (eg hosting) so we can close the HE bank account and then complete the formal winding up and dissolution of HE Ltd.

**Note:** GF is formally notifying **Harborough District Council** and our other Warm / Healthy Homes partners of the closure of HE Ltd (in line with our previous Board decision regarding the councils working directly with Street Home Solutions). It was agreed after the meeting that **GF will also inform Master Accounting** – so they can assist with the process. **Action: GF**

*[MAS will need to assist with the process, as / when identified by GF - eg online notices to Companies House, responding to ongoing Warm Homes and other HE related queries.]*

### 3. Proposal to dissolve Harborough Energy Limited

PJ proposed to dissolve Harborough Energy Limited.

The proposal was **agreed unanimously** - with the directors acknowledging this is conditional on the sequence of required steps having been confirmed (as marked above with \*\*\*).

### 4. Action Points not covered in Agenda

N/A

### 5. Harborough Energy Ltd – Succession Planning Meeting (Tuesday 3<sup>rd</sup> May 2022)

As highlighted by GF and DJR above (\*\*\*), we will need to follow the formal closure steps in sequence and deal with the transfer of roles and duties. This meeting will be held to cover areas such as:

- Cancelling Insurance / finalising Accounts - by MAS / Master Accounting
- Continuity of HE Website / email redirection (5yr via Ideal)
- Closing Bank Account – transfer of assets to Harborough Solar One (HS1)
- Councils / Warm Homes – transfer to SHS
- Formal closure with Companies House ('Voluntary Strike Off') and HMRC - by Master Accounting / MAS
- Roles & responsibilities – transfer to HS1 directors
- ICO Reg / DP Director – transfer to HS1 director
- Harborough Energy Brand / Group (informal)
- Ongoing Email management / response ([HE@Gmail.com](mailto:HE@Gmail.com)) – by MAS
- Ongoing HE Website content management and HE Social Media (Twitter/FB) – by whom?

Directors are asked to consider the above and identify any other areas they feel need to be addressed.

### 6. Any Other Business

The clarity of directors' roles now being solely within Harborough Solar One and the future of Harborough Energy as a brand or informal group was briefly considered and will be picked up at the next meetings.

The meeting was closed at 6:20pm.

**7. Date and location of next meetings**

Succession Planning Meeting – Tuesday 3<sup>rd</sup> May 2022 6pm – 7:45pm

Harborough Solar One Board Meeting – Tuesday 7<sup>th</sup> June 2022 6pm – 7:45pm

These will be held on Zoom.

Signed .....

Peter Jones (Chair)