# Saturday 24 June 2023 at Melton Mowbray Baptist Church, Leicestershire at 10.55am

**Moderator: Revd David Harvey (DH)**

**Voting delegates: 64 delegates representing 42 member churches**

**Approximately 100 present in total**

1. **Revised Articles of Association**

*Prior to the meeting copies of the existing Memorandum and Articles of Association and Bye-laws had been circulated, with a copy of the proposed Revised Articles, the formal Special General Meeting notice and resolution together with a letter sent on behalf of DH and Revd Mark Clay (Regional Team Leader) outlining the process undertaken and the results of the church consultation process.*

DH began by presenting the formal resolution as follows:

*‘That the Articles of Association of the Company be deleted in their entirety and replaced with the Articles of Association attached to this resolution in the appendix.’*

DH explained that the resolution would be decided by ballot vote which would take place during the morning break. DH noted that in accordance with the Companies Act 2006 and the Company’s Articles of Association, the resolution must be passed by a majority of no less than 75%.

DH briefly explained the primary reason for the revision; namely that during the Covid pandemic, it had become clear that the current governing documents were no-longer fit for purpose in this digital age, only permitting in-person meeting and voting. DH stressed the importance and commitment of the EMBA to facilitating in-person gatherings and clearly stated that in-person gatherings would always be the starting point. However, following a point raised at the 2022 AGM, the Directors had done some work and created a set of ‘Operating Procedures’ outlining the criteria for deviating from such a position, acknowledging that on occasion, circumstances may warrant the need for an online meeting rather than an in-person meeting.

DH informed the meeting that legal advice had been sought from Anthony Collins Solicitors throughout the process and the results of the church consultation process had been outlined in the letter circulated in advance of the meeting. DH noted that 23 churches had responded to the consultation, 20 expressing unqualified support for the proposed changes. Representations from the other 3 churches were summarised together with the Association responses in the letter circulated. DH also reminded the meeting that at last year’s AGM, formal notice had been given of the intention to bring proposals to today’s meeting. DH explained that following legal advice and having considered the results of the church consultation process, the Directors were unanimous in bringing the Revised Articles, unchanged from the consultation process, to this meeting for decision.

Ahead of the ballot vote, DH reminded the meeting that the proposed Revised Articles was a legal document, EMBA being a company limited by guarantee and not a church, and as such the language of the document had to comply with Company law and therefore may not necessarily be as user friendly as delegates were used to. Secondly, DH reminded delegates that they had a binary choice, either to accept the Revised Articles as presented or reject them. Any amendments tabled at the meeting, if approved, would require the proposed Articles to be withdrawn for consideration at a future Special General Meeting.

DH opened the floor for comments and questions. None received.

The resolution was displayed on screen and DH formally invited delegates to take part in the ballot vote during the break.

*The SGM was suspended at 11.10am until the ballot cast.*

*The SGM resumed at 12.15pm.*

Following the ballot vote, DH announced that the resolution had been passed with a 98% vote in favour. Motion carried.

The results of the ballot vote were 59 votes in favour, 1 against and 4 abstentions.

Thanks were expressed to all involved in the process, with particular thanks to Becky Nicholls (EMBA Admin Lead) who had spent a considerable amount of time liaising with Anthony Collins through the process.

DH completed and signed the “print copy” of the resolution on behalf of the Association. This would then be sent to Anthony Collins solicitors with the approved Revised Articles for filing with Companies House and the Charity Commission.

DH led the meeting in prayer and then formally closed the SGM.

*The meeting ended at 12.20pm.*

Signed…………………………………………………………. Date………………………………………