



THE THOMAS HARDY SOCIETY

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The Thomas Hardy Society



At an Extraordinary General Meeting of the Society duly called and held at 2pm on Saturday 12th December 1998 at Stinsford Parish Church, Stinsford, near Dorchester, the following Special resolution was proposed by Mr John Hunt, seconded by Mr David Croft and passed unanimously, 26 members being present and voting.

“ To delete Clause 4 of the Memorandum of Association and to substitute the following:

4. The income and property of the Society shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no member of the Council of Management shall be appointed to any office of the Society remunerated by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society :

1) of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Council member;

2) of interest on money lent by any member of the Society or Council at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management;

3) of fees, remuneration or other benefit in money or money's worth to any company of which a Council member may also be a member holding not more than one hundredth part of the issued capital of that company;

4) of reasonable and proper rent for property demised or let by any member of the Society or Council;

5) to any Council member of reasonable out-of-pocket expenses;

6) of reasonable remuneration to any person holding office as editor of the Society' Journal for work undertaken whilst holding that office notwithstanding that he or she is a Council member of the Society: Provided that the said Council member withdraws from any meeting whilst his or her remuneration is being discussed;

7) of reasonable remuneration to any Council member in respect of his or her employment by the Society notwithstanding that he or she is a Council member: Provided that:

a) a Council member withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment, or the appointment, remuneration or other terms of employment of any other employee or employees which might affect the Council member is discussed; and

b) the majority of Council members do not receive remuneration in respect of employment by the Society.

I certify that this is a true copy of the Special Resolution
Eileen M Johnson (Hon. Sec)