The Thomas Hardy Society – Company No. 909018 / Charity No. 254248

A Special Resolution to amend Articles 12, 28, 46 and 49 at the Annual General Meeting to be held on 1st August 2026

The existing Article is set out above the suggested changed Article with changed words in ***bold italic***, as follows:

Proceedings at General Meetings

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, fifteen members present in person shall be a quorum.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, ***twenty*** members present in person shall be a quorum.

Managers and the Council of Management

28. (A) Unless otherwise determined by a General Meeting of the Society the Council shall consist of not less than 10 and not more than 25 managers.

28. (A) Unless otherwise determined by a General Meeting of the Society the Council shall consist of not less than 10 and not more than ***20*** managers.

28. (B) The Council may include one Manager nominated by and for the time being representing Dorchester Town Council, one Manager nominated by and for the time being representing the West Dorset District Council and one Manager nominated by and for the time being representing the Dorset County Council.

28. (B) The Council may include one Manager nominated by and for the time being representing Dorchester Town Council, one Manager nominated by and for the time being representing ***Dorset Council*** and one Manager ***each*** nominated by and for the time being representing ***the National Trust, the New Hardy Players and other organisations deemed appropriate by the Council of Management. Such representatives – if not already members of the Thomas Hardy Society – shall be designated as honorary members and thus eligible to vote*****. If a substitute attends, they can be an observer but not have a vote, unless and until they are formally nominated as the new representative.**

46. The Managers meeting together as the Council for the despatch of business, may adjourn, and otherwise regulate the meeting of the Council as they think fit. Questions arising at any Meeting shall be decided by a majority of voles. In the case of an equality of votes the Chairman shall have a second or casting vote. The Secretary on the requisition of not less than four Managers shall, at any time summon a Meeting of the Council. It shall not be necessary to give office of a Meeting of the Council to any Managers for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Council shall be one quarter of the Managers but in any event not less than four.

46. The Managers meeting together as the Council for the despatch of business, may adjourn, and otherwise regulate the meeting of the Council as they think fit. Questions arising at any Meeting shall be decided by a majority of voles. In the case of an equality of votes the Chairman shall have a second or casting vote. The Secretary on the requisition of not less than four Managers shall, at any time summon a Meeting of the Council. It shall not be necessary to give office of a Meeting of the Council to any Managers for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Council shall be ***eight members***.

Proceedings of the Council of Management

49. The Managers may elect a Chairman of the Council who shall be Chairman of the Meetings of the Council and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Managers present may choose one of their number to be Chairman of the Meeting. The Chairman shall not serve as Chairman for more than four consecutive years.

49. The Managers may elect a ***Chair*** of the Council who shall be ***Chair*** of the Meetings of the Council and determine the period for which he***/she*** is to hold office; but if no such **Chair** is elected, or if at any Meeting the ***Chair*** is not present within ***15*** minutes after the time appointed for holding the same, the Managers present may choose one of their number to be ***Chair*** of the Meeting. ***No person may serve as Chair for more than two consecutive four-year terms. After reaching this limit, a chair must step down for at least 4 years before being eligible for re-election***. ***A Vice-Chair may also be elected.***

Approved on 1st August 2026

Signed: ....

Miranda Woodgate
Honorary Secretary