

SCHEDULES

SCHEDULE 1

Section 1.

THE NATIONAL ENTERPRISE BOARD

Appointment and tenure of members

- 1 It shall be the duty of the Secretary of State—
- (a) to satisfy himself, before he appoints a person to be a member of the Board, that he will have no such financial or other interest as is likely to affect prejudicially the performance of his functions as a member ; and
 - (b) to satisfy himself from time to time with respect to each member that he has no such interest;
- and a person who is a member or whom the Secretary of State proposes to appoint as a member shall, whenever requested by the Secretary of State to do so, furnish the Secretary of State with such information as he may specify with a view to carrying out his duty under this paragraph.
- 2 Subject to the following provisions of this Schedule, a person shall hold and vacate office as a member or the chairman or a deputy chairman of the Board in accordance with the terms of the instrument appointing him to that office.
- 3 A person may at any time resign his office as a member or the chairman or a deputy chairman by giving to the Secretary of State a signed notice in writing stating that he resigns that office.
- 4 Where a member becomes or ceases to be the chairman or a deputy chairman, the Secretary of State may vary the terms of the instrument appointing him a member so as to alter the date on which he is to vacate office as a member.
- 5 If the chairman or a deputy chairman ceases to be a member, he shall cease to be the chairman or a deputy chairman, as the case may be.
- 6 (1) If the Secretary of State is satisfied that a member—
- (a) has been absent from meetings of the Board for a period longer than three consecutive months without the permission of the Board ; or
 - (b) has become bankrupt or made an arrangement with his creditors; or
 - (c) is incapacitated by physical or mental illness ; or
 - (d) is otherwise unable or unfit to discharge the functions of a member,
- the Secretary of State may declare his office as a member vacant, and shall notify the declaration in such manner as he thinks fit; and thereupon the office shall become vacant
- (2) In the application of sub-paragraph (1) above to Scotland, for the references in paragraph (b) to a member's having become bankrupt and to a member's having made an arrangement with his creditors there shall be substituted respectively a reference to sequestration of a member's estate having been awarded and to a member's having made a trust deed for behoof of his creditors or a composition contract.

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Remuneration etc.

- 7 The Board shall pay to each member such remuneration as the Secretary of State may determine with the approval of the Minister for the Civil Service.
- 8 The Board shall make such provision as may be determined by the Secretary of State with the approval of the said Minister for the payment of pensions, allowances or gratuities (including refunds of contributions to any pension fund with or without interest or other additions) to or in respect of such members or past members of the Board as may be so determined.
- 9 Where a person ceases to be a member otherwise than on the expiry of his term of office and it appears to the Secretary of State that there are special circumstances which make it right for that person to receive compensation, the Secretary of State, with the approval of the said Minister, may direct the Board to make to that person a payment of such amount as the Secretary of State may determine with the approval of the said Minister.
- 10 (1) Without prejudice to section 2(3) above, the Board may, in the case of such of the persons employed by them as may be determined by the Board, pay such pensions, allowances or gratuities to or in respect of them as may be so determined, make such payments towards the provision of such pensions, allowances or gratuities (including refunds of contributions to any pension fund with or without interest or other additions) as may be so determined or provide and maintain such schemes (whether contributory or not) for the payment of such pensions, allowances or gratuities as may be so determined.
- (2) Where a person employed by the Board and participating in a scheme for the payment of pensions, allowances or gratuities which is applicable to such persons becomes a member of the Board, his service as a member may be treated for the purposes of the scheme as service as a person employed by the Board, whether or not provision for or in respect of him is made under paragraph 8 above.

Disqualification of members of the Board for House of Commons

- 11 In Part II of Schedule 1 to the House of Commons Disqualification Act 1975 and in Part II of Schedule 1 to the Northern Ireland Assembly Disqualification Act 1975 (bodies of which all members are disqualified), there shall be inserted, at the appropriate place in alphabetical order:—
 “The National Enterprise Board”.

Proceedings

- 12 The quorum of the Board and the arrangements relating to meetings of the Board shall be such as the Board may determine.
- 13 (1) A member who is in any way directly or indirectly interested in a contract made or proposed to be made by the Board, or in any other matter whatsoever which falls to be considered by the Board, shall disclose the nature of his interest at a meeting of the Board and the disclosure shall be recorded in the minutes of the meeting.
- (2) The member shall not—
 (a) in the case of any such contract, take part in any deliberation or decision of the Board with respect to the contract; and

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- (b) in the case of any other matter, take part in any deliberation or decision of the Board with respect to the matter if the Board decide that the interest in question might prejudicially affect the member's consideration of the matter.
- (3) For the purposes of this paragraph, a notice given by a member at a meeting of the Board to the effect that he is a member of a specified body corporate or firm and is to be regarded as interested in any contract which is made with the body corporate or firm after the date of the notice, and in any other matter whatsoever concerning the body corporate or firm which falls to be considered by the Board after that date, shall be a sufficient disclosure of his interest.
- (4) A member need not attend in person at a meeting of the Board in order to make a disclosure which he is required to make under this paragraph, if he takes reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at such a meeting.
- 14 The validity of any proceedings of the Board shall not be affected by any vacancy among the members or by any defect in the appointment of a member or by any failure to comply with the requirements of paragraph 13 above.

Incorporation of Board and Execution of Instruments and Contracts

- 15 The Board shall be a body corporate.
- 16 The fixing of the common seal shall be authenticated by the signature of the secretary of the Board or some other person authorised by the Board to act for that purpose.
- 17 A document purporting to be duly executed under the seal of the Board shall be received in evidence and shall be deemed to be so executed unless the contrary is proved.

Stamp Duty

- 18 (1) Stamp duty shall not be chargeable on any instrument which is certified to the Commissioners of Inland Revenue by the Board as having been made or executed for the purpose of the transfer to the Board of securities or other property held—
- (a) by or on behalf of the Crown ; or
 - (b) by a company all of whose shares are held by or on behalf of the Crown or by a wholly owned subsidiary of such a company.
- (2) Stamp duty shall not be chargeable on any vesting order or on any instrument for giving effect to such an order.
- (3) No such order or instrument as is mentioned in sub-paragraph (1) or (2) above shall be deemed to be duly stamped unless it is stamped with the duty for which it would but for this paragraph be liable or it has, in accordance with the provisions of section 12 of the Stamp Act 1891, been stamped with a particular stamp denoting that it is not chargeable with any duty or that it is duly stamped.

Acquisition of holdings of minority shareholders

- 19 Section 209 of the Companies Act 1948 (power to acquire shares of shareholders dissenting from scheme or contract approved by majority) shall have effect in relation to the transfer of shares or any class of shares in a company to the

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Board ; and references to a transferee company in that section shall be construed accordingly.

Circulars

- 20 Section 14(1) of the Prevention of Fraud (Investments) Act 1958 and section 13(1) of the Prevention of Fraud (Investments) Act (Northern Ireland) 1940 (prohibition on distributing circulars relating to investments) shall not apply to documents which the Board distribute in the discharge of their functions or cause to be so distributed or have in their possession for the purposes of such distribution.