

SCHEDULE 1
(introduced by section 1(2))

NLS

Status

- 1 (1) NLS is a body corporate.
- (2) NLS—
 - (a) is not a servant or agent of the Crown, and
 - (b) does not enjoy any status or immunity of the Crown.
- (3) NLS's property is not property of, or property held on behalf of, the Crown.
- (4) NLS's members and employees are not to be regarded as civil servants.

Membership

- 2 (1) NLS is to consist of—
 - (a) a person appointed by the Scottish Ministers to chair NLS, and
 - (b) no fewer than 8 and no more than 13 other members appointed by the Scottish Ministers.
- (2) One of the members is to be selected from persons nominated by the Dean of the Faculty (who may include the Dean).
- (3) The Scottish Ministers may by order amend sub-paragraph (1)(b) so as to substitute a different number for the minimum or maximum number of members for the time being specified there.
- (4) A person who, immediately before this sub-paragraph comes into force, is a member of The Trustees of the National Library of Scotland ceases to be such a member on the date this sub-paragraph comes into force.
- (5) A member holds and vacates office in accordance with terms and conditions determined by the Scottish Ministers.
- (6) A member may resign office by giving notice in writing to the Scottish Ministers.
- (7) The Scottish Ministers may reappoint as a member a person who has ceased to be a member.

Persons disqualified from membership of NLS

- 3 A person is disqualified from appointment (and from holding office) as a member of NLS if the person is (or becomes)—
 - (a) a member of the House of Commons,
 - (b) a member of the Scottish Parliament, or
 - (c) a member of the European Parliament.

Removal of members

- 4 (1) The Scottish Ministers may, by written notice, revoke the appointment of a member if—

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- (a) the member becomes insolvent,
- (b) the member has been absent from 3 consecutive meetings without the permission of NLS,
- (c) the member is otherwise unfit to be a member or unable for any reason to discharge the functions of a member.

(2) For the purposes of sub-paragraph (1)(a), a member becomes insolvent when—

- (a) the member's estate is sequestrated,
- (b) the member grants a trust deed for creditors or enters into a composition contract,
- (c) a voluntary arrangement proposed by the member is approved, or
- (d) the member is adjudged bankrupt.

Remuneration, allowances and expenses of members

- 5 NLS must pay to each member—
- (a) such remuneration, and
 - (b) such allowances and expenses,
- as the Scottish Ministers may determine.

Chief executive and other staff

- 6 (1) NLS is to employ a chief executive.
- (2) The chief executive may not be a member of NLS.
- (3) The first chief executive is to be the person who, immediately before this paragraph comes into force, is the librarian appointed under section 2(f) of the 1925 Act.
- (4) That person is employed as chief executive on the same terms and conditions as apply to the appointment of that person as the librarian.
- (5) Each subsequent chief executive is, with the approval of the Scottish Ministers, to be appointed on terms and conditions determined by NLS and approved by the Scottish Ministers.
- (6) NLS may employ any other staff necessary for the carrying out of NLS's functions.
- (7) Those staff are to be employed on terms and conditions determined by NLS and approved by the Scottish Ministers.
- (8) NLS may, with the approval of the Scottish Ministers—
- (a) pay (or make arrangements for the payment of),
 - (b) make payments or contributions towards the provision of,
 - (c) provide and maintain schemes (whether contributory or not) for the payment of,
- such pensions, allowances or gratuities to or in respect of any person who is or has ceased to be an employee, as NLS may determine.
- (9) The reference in sub-paragraph (8) to pensions, allowances and gratuities includes a reference to pensions, allowances and gratuities by way of compensation for loss of office.

Committees

- 7 (1) NLS may establish committees for any purpose relating to its functions.
- (2) NLS is to determine the composition of its committees.
- (3) NLS may appoint persons who are not members of NLS to be members of a committee, but those persons are not entitled to vote at meetings of the committee.
- (4) A committee is to comply with any directions given to it by NLS.

Procedure and meetings

- 8 (1) NLS may determine its own procedure and that of its committees, including a quorum for meetings.
- (2) The following persons may attend and take part in a meeting of NLS (or any of its committees)—
- (a) members of the Scottish Executive,
 - (b) persons authorised by the Scottish Ministers,
 - (c) the Dean of the Faculty or a person authorised by the Dean of the Faculty.
- (3) The persons mentioned in sub-paragraph (2) are not entitled to vote at such meetings.

Delegation of functions

- 9 (1) NLS may authorise—
- (a) the chief executive,
 - (b) any other employee,
 - (c) any of its committees,
- to exercise such of its functions (and to such extent) as it may determine.
- (2) NLS may not authorise either of the following functions to be exercised by any other person—
- (a) the approval of annual reports and accounts,
 - (b) the approval of any budget or other financial plan.
- (3) Sub-paragraph (1) does not affect the responsibility of NLS for the exercise of its functions.

Validity of proceedings and actions

- 10 The validity of proceedings or actions of NLS (including proceedings or actions of any of its committees) is not affected by—
- (a) any vacancy in the membership of NLS or any of its committees,
 - (b) any defect in the appointment of a member of NLS or any of its committees,
or
 - (c) the disqualification of a person as a member after appointment.

General powers

- 11 (1) NLS may do anything which appears to it—

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- (a) to be necessary or expedient for the purpose of, or in connection with, the exercise of its functions,
 - (b) to be conducive to the exercise of its functions.
- (2) In particular, NLS may—
- (a) enter into contracts,
 - (b) with the approval of the Scottish Ministers, acquire and dispose of land,
 - (c) borrow money from the Scottish Ministers or, with the approval of the Scottish Ministers, from other persons,
 - (d) enter into any business or undertaking,
 - (e) form, promote or acquire (whether alone or with others) companies (within the meaning of the Companies Act 2006 (c.46)),
 - (f) enter into joint ventures with others,
 - (g) undertake or execute any charitable trust,
 - (h) invest sums not immediately required in relation to the exercise of its functions,
 - (i) accept gifts of money and other property,
 - (j) obtain advice or assistance from any person who, in NLS's opinion, is qualified to give it,
 - (k) carry out or commission research,
 - (l) issue publications,
 - (m) make charges for access to the collections,
 - (n) make other charges in connection with the exercise of its functions (including charges for the provision of goods and services).
- (3) For the purposes of sub-paragraph (2)(g), a trust is a charitable trust if all its purposes are within section 7(2) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).

Accounts

- 12 (1) NLS must—
- (a) keep proper accounts and accounting records,
 - (b) prepare in respect of each financial year a statement of accounts, and
 - (c) send a copy of the statement to the Scottish Ministers.
- (2) NLS must comply with any directions which the Scottish Ministers give it in relation to the matters mentioned in sub-paragraph (1).
- (3) NLS must send the statement of accounts to the Auditor General for Scotland for auditing.

Reports

- 13 (1) As soon as practicable after the end of each financial year, NLS must prepare a report which is—
- (a) to provide information on the exercise of its functions during that year, and
 - (b) to include a copy of the statement of accounts for that year audited by the Auditor General for Scotland.
- (2) NLS must—

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- (a) send a copy of the report to the Scottish Ministers, and
 - (b) publish the report.
- (3) The Scottish Ministers must lay a copy of the report before the Scottish Parliament.
- (4) NLS may publish such other reports and information on matters relevant to its functions as it considers appropriate.