

## Supplemental Royal Charter and Statutes 2006

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the National Library of Wales (“the Library”) was incorporated by a Royal Charter granted on the 19<sup>th</sup> March 1907 (“the Original Charter”)

AND WHEREAS We were pleased by Supplemental Charter granted on the 24<sup>th</sup> April 1978 (“the Supplemental Charter of 1978”) to revoke the Original Charter except in so far as it constituted and founded the Library as a Body Corporate with perpetual succession and a Common Seal and to make further provision in respect of the constitution and governance of the Library:

AND WHEREAS by an humble Petition the Library has represented unto Us that it would be expedient for the better management of its affairs and pursuit of its Objects that the constitution and governance of the Library should be substantially revised:

AND WHEREAS the Library has by the said Petition prayed that We might be graciously pleased to grant to it a further Supplemental Charter for the said purposes:

AND WHEREAS We are minded to accede to the prayer of the said Petition.

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:-

- |                                   |    |                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Continuance of the Body Corporate | 1. | The Library, in accordance with the remaining effects of the Original Charter is to continue and hereafter to remain and be one body corporate and politic by the name and style of “Llyfrgell Genedlaethol Cymru” or “The National Library of Wales” with perpetual succession and a Common Seal and with power in either name to sue and be sued and to do all other matters and things incidental or appertaining to a body corporate. |
| Revocation of Previous Charters   | 2. | The Supplemental Charter of 1978 is hereby revoked but nothing in this revocation affects the validity or legality of any act, deed or thing lawfully done thereunder.                                                                                                                                                                                                                                                                    |
| Members                           | 3. | There will be a board of trustees of the Library (“the Trustees”) constituted in accordance with this Our Supplemental Charter and the Statutes and the Trustees are to be the members of the continuing body corporate.                                                                                                                                                                                                                  |
| Objects                           | 4. | Subject to the terms of this Our Supplemental Charter, the income and property of the Library are to be applied only to its Objects (“the Objects”) which are:<br><br>to collect, preserve and give access to all kinds and forms of recorded knowledge, especially relating to Wales and the Welsh and other Celtic peoples, for the benefit of the public, including those engaged in research and learning.                            |
| Powers                            | 5. | In furtherance of the Objects, but without prejudice to its capacities at law as a chartered corporation, the Library has the following powers:                                                                                                                                                                                                                                                                                           |

- (i) to have custody of, retain, collect, preserve, record and lend or provide access to any works covered by the Objects;

- (ii) to act as a deposit library as defined by statute or statutory instrument from time to time;
- (iii) to provide for the compiling, editing, publishing, recording, reproduction, sale and distribution of materials or works in any form;
- (iv) to collaborate or co-operate (including by way of partnership or joint venture) with any institution, public authority, public body, company, unincorporated association, society, trust or person and to exchange information and advice with them;
- (v) to act as trustee and to take over, receive or accept, any property, legacy, endowment, bequest or gift (whether or not subject to liabilities or condition) including property held on trust by any person or body whose objects or purposes are compatible with the Objects;
- (vi) to raise funds by any means which do not prejudice charitable status including by the levying of charges or fees;
- (vii) to buy, take on lease, exchange, hire or otherwise acquire any property and to maintain, manage, equip and deal with such property;
- (viii) subject to the terms of any particular trust, to sell, lease or otherwise dispose of (including by way of gift or destruction) all or any part of the property, assets or rights of the Library provided that disposal by way of destruction is to be limited to assets with no value to the Library and which in the discretion of the Trustees are no longer capable of furthering the Objects;
- (ix) to borrow money with or without giving security;
- (x) to make loans or grants and to give guarantees and indemnities;
- (xi) to enter into contracts and other commercial transactions;
- (xii) to establish or support any charitable trust, association or institution and form, subscribe for or purchase shares in or become a member of any Company whose objects are compatible with the Objects ;
- (xiii) to amalgamate with any corporate body, institution, society or association which is charitable at law and has objects similar to or compatible with the Objects and which prohibits the payment of any dividend or profit to, and the distribution of assets amongst the members of the same;
- (xiv) to set aside income as a reserve against future expenditure but only in accordance with policy determined by the Trustees;
- (xv) to employ and remunerate such staff as are necessary for carrying out the work of the Library and if necessary to dismiss such staff and to regulate the salaries and conditions of employment of such staff including the organisation and arrangement of pension schemes;
- (xvi) to confer on any person (with his or her consent) an honorary title of any appropriate designation not otherwise in use by the Library;

- (xvii) to deposit or invest funds; employ professional fund managers; and arrange for the investments or other property of the Library to be held in the name of a nominee, such powers to be used in the same manner and subject to the same conditions as the trustees of a trust permitted to do so by law;
- (xviii) to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the Trustee concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty;
- (xix) to do all such other lawful acts and things as are necessary for the achievement of the Objects.

Officers and  
Council of the  
Library

6. (i) The Trustees are the governing body of the Library responsible for the management and administration of the finances and property of the Library with exclusive power to control the use and custody of the Common Seal of the Library and to exercise all the powers of the Library and with power to decide any matter relating to the affairs of the Library other than matters which require further authority under this Our Supplemental Charter or in law.
- (ii) After the expiry of any periods of office preserved under the Statutes, the Trustees, including any Officers, will consist of not more than fifteen and no fewer than ten individuals as trustees.
- (iii) There are to be the following officers of the Library (“the Officers”):
- (a) a President (who also chairs the Trustees);
  - (b) a Vice-President; and
  - (c) a Treasurer
- and without prejudice to the foregoing the Trustees may vary the title of the Officers as they may determine from time to time.
- (iv) The Trustees, including any Officers, are to be appointed in accordance with the Statutes.
- (v) The Library may pay to Trustees such remuneration as is authorised (either generally or specifically) in writing in advance by the Charity Commission for England and Wales upon such terms only as such authority requires.
- (vi) The Library may reimburse to Trustees out of pocket expenses reasonably incurred by them in the performance of their duties.
- (vii) The Library may indemnify Trustees in respect of any liabilities properly incurred in running the Library (including the costs of a successful defence to criminal proceedings).

Statutes

7. The affairs of the Library are to be managed and regulated in accordance with the statutes of the Library set out in the schedule to this Our Supplemental Charter (“the Statutes”) which remain in force until they have been revoked, added to, or amended as provided

below. Subject to the provisions of this Our Supplemental Charter, the Statutes may prescribe, provide for or regulate:

- (i) The status, appointment and continuance in office of the Trustees;
- (ii) The constitution, functions, duties and procedures of the Trustees and other administrative structures of the Library;
- (iii) The establishment and abolition of committees of the Library and the constitution, functions, powers, duties and procedures of such committees;
- (iv) Any other matter connected with the governance and administration of the Library or otherwise for the promotion of the Objects.

Amendment  
of Charter and  
Statutes

8. The Trustees may by resolution to that effect passed at a meeting of the Trustees by a majority of not less than three quarters of the members present and voting (being an absolute majority of the whole number of Trustees)

- (i) add to, amend or revoke any of the provisions of this Our Supplemental Charter or the Statutes;
- (ii) amend the name of the Library

PROVIDED THAT no such addition, amendment or revocation to or of this Our Supplemental Charter and no amended name shall take effect until it shall have been allowed by Us, Our Heirs or Successors in Council and provided that no such addition, amendment or revocation to the Statutes shall have effect until approved by Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

Language

9. The Welsh and English texts of this Our Supplemental Charter or the Statutes are of equal validity.

Dissolution

10. The Trustees may by resolution passed in accordance with the procedure specified in article 8 determine to surrender this Our Supplemental Charter and Original Charter subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They consider fit, and to wind up or otherwise deal with the affairs of the Library and if, on the winding up or dissolution of the Library, there remains, after the satisfaction of debts and liabilities, any property or funds whatsoever, the same are not to be distributed amongst the members of the Library but are, subject to any special trusts affecting the same, to be given or transferred to some other charitable body with objects similar to those of the Library and whose constitution restricts the distribution of income and property to the same or greater extent than this Our Supplemental Charter.

Revocation of  
Previous  
Statutes and  
Ordinances

11. The Statutes and Ordinances in existence on the day before the coming into force of this Our Supplemental Charter are hereby revoked and the Schedule to this Our Supplemental Charter is now to have effect.

AND it is Our Royal Will and Pleasure that this Our Supplemental Charter shall ever be construed benevolently and in every case most favourably to the Library and its Objects.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at [place] this [date] day of [month] in the [number] year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

## THE SCHEDULE

### THE STATUTES OF THE LIBRARY

#### 1. *Definitions*

- (1) Words defined in the Charter to which these Statutes are scheduled have the same meaning in these Statutes unless the context otherwise requires.
- (2) In these Statutes:

“Regulations” means regulations made by the Trustees pursuant to the Charter or these Statutes.

“Appointor” means either the National Assembly for Wales or the Trustees as the context allows.
- (3) Words signifying the masculine include the feminine, words in the singular include the plural and words in the plural include the singular unless the contrary intention appears.
- (4) References to legislation include such legislation as amended or re-enacted and references to named bodies include those bodies as re-named and successors to such bodies.

#### 2. *The Officers*

- (1) Each of the President, the Vice-President and the Treasurer in office immediately before these Statutes first take effect are to continue in such office notwithstanding Statute 3(3)(a) for the full unexpired residue of the term for which he was so elected or until he ceases to be a Trustee.
- (2)
  - (a) At any time when the office of President or Vice-President becomes vacant, the National Assembly for Wales will appoint a President or Vice-President in consultation with the Trustees and such President or Vice-President will hold office for four years from the date of appointment or until he ceases to be a Trustee, if earlier.
  - (b) At any time when the office of Treasurer becomes vacant, the Trustees will appoint a Treasurer in consultation with the National Assembly for Wales and such Treasurer will hold office for four years from the date of appointment or until he ceases to be a Trustee, if earlier. The procedure to be followed for the appointment of the new Treasurer is to be prescribed by Regulation.
- (3) Subject to Statute 3(3)(a) below each such President, Vice President and Treasurer is eligible for reappointment or appointment under Statute 3.
- (4) The President, if present, is to preside at each meeting of the Trustees and, in the absence of the appointed Chair, of every Committee of the Trustees save for the audit committee.

- (5) In the absence of the President or in case of his inability or failure to act through illness or during any vacancy in the office of President, the functions of the President are to be discharged by the Vice-President.
- (6) Any of the Officers may resign his office in writing to his Appointor. In the case of the President, notice of such resignation shall also be given to the Vice-President and in the case of the Vice-President and the Treasurer, notice of such resignation also be given to the President.
- (7) If an office became vacant otherwise than by passage of time the relevant Appointor should fill the vacancy in accordance with Statute 2(2)(a) or (b) as appropriate within six months of the vacancy arising.
- (8) The Treasurer is to present to the Trustees an annual report on the financial affairs of the Library and perform such other financial functions as may be prescribed by the Trustees.

### 3. *The Trustees*

- (1) Subject to the Charter, the Trustees consist of the following persons:
  - (a) Eight persons appointed by the National Assembly for Wales in consultation with the Trustees, which number is to include any Officers appointed under Statute 2.
  - (b) Seven persons appointed by the Trustees in accordance with Regulations which number is to include any Officer appointed under Statute 2.
- (2) Trustees are to hold office for four years or until they cease to be a Trustee if earlier and subject to Statute 3(3) are eligible for reappointment or appointment under Statute 2.
- (3)
  - (a) A person is not eligible to serve as a Trustee for more than eight consecutive years.
  - (b) A former Trustee may be appointed under the provisions of either Statute 2 or Statute 3 provided that he had last served as a Trustee more than eight years previously and did not cease to be a Trustee under Statute 3(5)(b) or (e) below.
- (4) The persons in office as members of the Council of the Library constituted under the Supplemental Charter of 1978 immediately before these Statutes first take effect continue in office, notwithstanding Statute 3(3)(a), for the residue of the term for which they were each individually elected or until they cease to be a Trustee. As vacancies then arise they are to be filled by appointment under Statute 3 (1) (a) or (b) alternately commencing with (a) to the maximum allowed by each such sub-paragraph.
- (5) A Trustee ceases to hold office if he:
  - (a) dies;
  - (b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing his own affairs; or



- (d) resigns in accordance with the Charter and these Statutes (but only if at least two Trustees will remain in office when the resignation is to take effect); or
- (e) is absent without permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that he be removed from office.

4. *Meetings of the Trustees*

- (1) Ordinary meetings of the Trustees are to be held at such times and places as the Trustees may from time to time determine. Provided that a special meeting of the Trustees be convened by the Librarian upon his being requested so to do in writing by the President or by any five Trustees and it is to be convened so as to be held within three weeks of the date of his receiving the said request. Provided also that the request must stipulate the nature of the business to be transacted at such special meeting.
- (2) The time and place of all meetings of the Trustees is to be determined by the Trustees or by any Committee to which the Trustees may delegate such power and in default of any such determination is to be fixed by the President.
- (3) Subject to any Regulations made under the following paragraph the quorum of a meeting of the Trustees is five.
- (4) Subject to Regulations a meeting of the Trustees may be held in person or by suitable electronic means or remote conferencing facility approved by the Trustees in which all participants may communicate appropriately with all the other participants.
- (5) Unless otherwise provided by the Charter or these Statutes every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

5. *Powers of the Trustees*

In addition to all powers vested in the Trustees by the Charter the Trustees have power to:-

- (a) manage all the business of the Library of whatsoever description including the purchase and acquisition of real and personal property and the sale, exchange and other disposition of any such property, the payment of all the debts and liabilities of the Library, the investment of money, the provision, erection, equipment and maintenance of buildings, the laying out and maintenance of their grounds and enclosures;
- (b) appoint and, if necessary, remove a salaried Librarian (who is to be the Chief Administrative and Accounting Officer of the Library but who is not to be a Trustee) and other paid Library staff;
- (c) make such Regulations (including for the keeping and use of the Common Seal) not being inconsistent with the Charter or these Statutes as it may deem necessary for the proper management and control of the Library and such Regulations may be altered or repealed by new Regulations passed by Resolution. The majority

required of the Trustees for the purposes of making, repealing or amending Regulations is to be two thirds of Trustees present at a meeting dealing with the same;

- (d) determine the conduct of its meetings and procedures and those of its committees as it may deem necessary and alter or repeal such determinations and procedures from time to time by simple majority.

6. *Duty to Consult*

(1) The Trustees are to:-

- (a) adopt a scheme prescribing arrangements to enable the Trustees to:
  - (i) regularly consult with the public and with bodies having an interest in the furtherance of the objects of the Library, and
  - (ii) identify persons qualified and willing to provide support and advice to the Library in connection with the furtherance of the objects of the Library.
- (b) implement the scheme referred to in the previous sub-paragraph and keep its terms under regular review and if thought fit from time to time amend the said scheme.

(2) in connection with the duty to consult or otherwise the Trustees may set up one or more advisory or consultation bodies for the Library. The function of such a body is to assist and advise the Trustees and the Trustees may from time to time determine and amend the rules and powers governing such a body and ultimately disband the same. A member of such a body is not to be responsible for the affairs of the Library. The powers of such a body and its members shall be powers of recommendation only.

7. *Committees of the Trustees*

- (1) The Trustees may from time to time appoint such Committees (which must include an audit committee) as they may deem expedient and consisting of such Trustees as they think fit and either with or without any other person or persons whomsoever and with or without power to add to their number.
- (2) The Trustees may delegate any or all of their functions (except the appointment and dismissal of the Librarian and the power to make Regulations) to and may act through such Committees as they may appoint.
- (3) Any Committee, which exercises powers delegated by the Trustees, should consist of a majority of Trustees.
- (4) The Trustees may prescribe the extent to which minutes of the proceedings of such Committee are to be laid before meetings of the Trustees, the period for which Committees are to be established and the means by which they are to be disestablished and the extent to which reports of Committees shall be presented to meetings of the Trustees.
- (5) Unless determined to the contrary, the Officers are ex-officio members of all Committees appointed by the Trustees or under the provisions of the Regulations.

8. *Annual Report and Accounts*

- (1) The Trustees are to prepare annual accounts of the Library, which are to be audited in accordance with Regulations.
- (2) The Trustees are to prepare and publish a report upon the affairs and position of the Library during the preceding year including such information as the Trustees from time to time determine.

9. *Regulations*

Subject to the Charter and these Statutes and in addition to all provisions thereof whereby the making of Regulations is specifically authorised or directed, Regulations may be made by the Trustees with regard to all matters which are not otherwise regulated by the Charter or these Statutes.

10. *Miscellaneous*

- (1) The following provisions (except where other provision is expressly made in the Charter or these Statutes) apply to the Trustees and to every Committee thereof (which bodies are in this Statute called “the Bodies”) and each of them:

- (a) Any member (other than an Officer) may resign his membership or office by notice in writing to the President.
- (b) A technical defect in the appointment of a member or procedural defect of which the Bodies are unaware at the time does not invalidate decisions taken at a meeting of the Bodies.
- (c) No meeting of any of the Bodies is invalid by reason only of any failure to give notice of such meeting to any person or Body entitled under the Charter or these Statutes to receive the same.

- (2) (a) Where a Statute or Regulation authorises or requires any document to be served or sent or given, the service or sending or giving thereof is deemed to be effected either by properly addressing, pre-paying and posting a letter containing such document or sending the same by electronic communication to the addressee’s electronic address and is deemed to have been effected on the second day following that on which it was posted or sent by electronic communication. Any such letter is deemed properly addressed if addressed to a person, or body at the address (whether postal or electronic) appearing opposite his or its name in the books of the Library.

- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators is conclusive evidence that the notice was given.

- (3) Except as authorised by the Charter a Trustee or member of any Committee of the Trustees must not directly or indirectly have a share or pecuniary interest (except as a vendor or purchaser of land) in any contract with, employment by or work on behalf of, the Trustees or of such Committee thereof.

11. *Temporary and Transitional Provisions*

- (1) The Trustees may by Regulation provide for the resolution of any doubt that may arise on any question involving the transition from the previous Charters Statutes and Ordinances of the Library to the provisions of the Charter and these Statutes. This Statute is to cease to have effect on a date to be determined by the Trustees.
- (2) Notwithstanding Statute 3(3) the terms of office of the President, Robert Brinley Jones, and the Vice-President, William John Phillips, are to continue to the final day of November 2007.