



At the Court at Buckingham Palace

THE 27th DAY OF JUNE 2018

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 4th June 2018 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of 11th October 2017, to refer to this Committee a Petition on behalf of the University College of Estate Management, praying for the grant of a Supplemental Charter:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Supplemental Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook

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 His Majesty King George the Fifth did by Royal Charter dated the 28th day of August 1922 (hereinafter referred to as ‘the Charter of 1922’) constitute a body corporate and politic by the name of the ‘College of Estate Management’:

AND WHEREAS in 1969, a Supplemental Charter (hereinafter referred to as ‘the First Supplemental Charter of 1969’) was granted whereby the College of Estate Management merged certain of its interests with the University of Reading:

AND WHEREAS on 11th April 2012 a second Supplemental Charter (hereinafter referred to as ‘the Second Supplemental Charter’) was granted whereby the College of Estate Management separated its interests from the University of Reading and otherwise amended the academic and corporate governance arrangements of the College of Estate Management:

AND WHEREAS on 11th November 2015 the College of Estate Management, with Our approval, changed its name to University College of Estate Management (hereafter referred to as the “University College”):

AND WHEREAS on 23rd February 2018 the University College submitted a Petition for Our Royal consideration to amend its Charter and Bye-Laws, to update its governance arrangements in view of future needs, subject to Our approval, and to the grant by Us of this third Supplemental Charter (‘the Third Supplemental Charter’):

AND WHEREAS We have granted Our approval to such amendment:

NOW, THEREFORE KNOW YE that We having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, have willed and ordained and do by these Presents for Us, Our Heirs and Successors, will and ordain as follows:

CONTINUANCE OF THE CORPORATION

- (a) Except in so far as it continued in force the incorporation constitution and founding by the Charter of 1922 of the College of Estate Management as a Body Corporate with perpetual succession and a Common Seal, the Second Supplemental shall be and is hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the said Second Supplemental Charter nor its preceding Charter.
- (b) The provisions hereinafter contained shall be substituted for those of the Second Supplemental Charter but so that any reference in any Charter of Incorporation or any deed, will or instrument of any kind to or to any provisions of the Charter of 1922 or any of the Second Supplemental Charter hereby revoked shall be read and construed as a reference to or to the most nearly corresponding provision or provisions of this Our Supplemental Charter, Bye-Laws and Regulations made hereunder.

CHARTER

1. The objects for which the University College is hereby constituted ('the Objects') are the advancement of education for the benefit of the public for all or any of the professions related to building, property and construction, or any other profession, vocation, employment activity or calling connected with land, buildings, property or construction in the United Kingdom and/or worldwide.
2. The University College shall have all the powers of a natural person and without further restriction but which include the following powers:
 - (a) To provide education and training whether or not leading to a degree or qualification, such education to be provided by means of full-time, part-time, modular or other types of courses, lectures, seminars, conferences, training, e-learning, distance learning, blended learning or other forms of teaching and learning now or in the future devised.
 - (b) Subject to there being in force an order made by the Privy Council in relation to the University College under section 76(1) of the Further and Higher Education Act 1992, or equivalent order of the Privy Council or other relevant authority made under succeeding or amending legislation, the University College may, subject also to the terms of such order, grant degrees and other academic awards (including single degrees and awards or, in conjunction with other bodies providing education, joint or dual degrees or awards), and shall have and exercise all further powers and responsibilities of a body specified in such an order under the said section 76 or under relevant succeeding or amending legislation.
 - (c) To provide training and educational facilities at any level; and to organise, encourage and stimulate e-research for any persons concerned in, or intending to be concerned in, managing, developing, admeasuring, valuing or dealing in, or with, land, buildings or other property and to encourage by educational methods the study of and research into all subjects pertaining thereto and the value thereof respectively.
 - (d) To prepare candidates for examinations or assessments of all kinds held by itself, any other body providing higher education or any professional institutions such as The Royal Institution of Chartered Surveyors, the Chartered Institute of Building, or their respective successors and other similar bodies.
 - (e) Notwithstanding paragraph (b) above, to confer, grant or revoke, as the case may be, honorary distinctions as may be specified in the Bye-Laws or Regulations of the University College from time to time.
 - (f) To establish or abolish such posts, both academic and non-academic, as the University College may require, to appoint persons thereto, to prescribe their conditions of service, to remunerate them and to remove them.
 - (g) To found, maintain and award exhibitions, scholarships, bursaries and studentships and to award medals and prizes.
 - (h) To hold and supervise examinations and assessments of all kinds and to award degrees, certificates, diplomas, prizes or scholarships, either alone or jointly with other educational or professional bodies.
 - (i) To constitute, either independently or in association with any university or body providing higher education in the United Kingdom of Great Britain and Northern Ireland or elsewhere, a central educational establishment for the training and education of students for the professions, vocations and callings aforesaid, and thereby to endeavour to raise the standard of such training and education and to instil into such students a high sense of the duties of their current or future professions, vocations or callings.
 - (j) To provide facilities for members of the professions, vocations, employment activities and callings aforesaid and all other persons interested in or concerned in the management, development, admeasurement, valuation or other dealing in, or with, land or other property to keep their knowledge of all subjects connected therewith at the highest and most up-to-date standard, and to develop and instruct by educational methods public opinion on all such subjects as aforesaid.
 - (k) To co-operate with and maintain close relationships with universities, colleges, schools, institutes and other bodies of research, education and learning whether in Our United Kingdom or elsewhere, with a view to improving the arrangements for education and research in the University College or elsewhere, and to promote educational and professional intercourse between students for and members of the professions, vocations, employment activity and callings aforesaid, and to deal with questions of practice and generally to assist in the solution of problems and

the removal of difficulties arising in the education and training for, and the practice of, such professions, vocations and callings as aforesaid.

- (l) To found and endow professorships, lectureships, scholarships, exhibitions and prizes and to provide for the establishment, tenure and maintenance of the same respectively, and to provide for the appointment and the conditions of appointment inclusive of remuneration of professors, lecturers, teachers and other persons belonging to the educational staff of the University College and also of a secretary or secretaries, clerks, workmen, servants and other persons from time to time employed by the University College and to provide for the superannuation and pensioning of any such person as aforesaid.
- (m) To establish and maintain branches wherever the establishment of such a branch would tend to promote the Objects.
- (n) To establish and maintain a library or libraries in connection with the University College or any branch or otherwise, and to acquire books, prints and other like articles by purchase, gift or otherwise and to dispose of, distribute and disseminate by sale, gift, loan or otherwise such books, prints and like articles.
- (o) To publish and sell or assist in any way in the preparation, production, publication and sale of textbooks and other literature for education purposes or any other books, maps, charts or literature connected with any of the professions, vocations and callings aforesaid.
- (p) To provide, when considered advisable, free education and training for students of exceptional ability who wish to follow any of the professions, vocations and callings aforesaid.
- (q) To acquire, take over, manage and work with any business or undertaking having objects similar to, or connected with, the Objects.
- (r) To solicit and receive subscriptions, fees and gifts of all kinds, whether absolute or conditional, for the purposes of the University College.
- (s) To do all such other acts and things, whether incidental to the powers aforesaid or not, as may be requisite in order to further the Objects as a place of education, learning and research.

3. The University College shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof and accordingly the income and property of the University College whencesoever derived shall be applied solely towards the promotion of the Objects as in these Presents set forth and no portion shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the University College:

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to officers and servants of the University College or to any member of the University College or other person in return for any services actually rendered to the University College.

Provided further that the provision last aforesaid shall not apply to any payment to any member of interest at an appropriate market rate on money lent or reasonable and proper rent for premises demised or let to the University College; nor to any Company in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he or she may receive in respect of such payments.

4. There shall be a Board of the University College consisting of such number of members with such qualifications and to be appointed in such manner and to hold office for such period and on such terms as to re-election, reappointment and otherwise as the Bye-Laws for the time being of the University College shall direct. The Board shall determine the educational character and mission of the University College and oversee its activities, including the approval of annual budgets for expenditure and estimates of income.
5. The Bye-Laws may make provision for the appointment, functions, and replacement of Patrons of the University College.
6. There shall be a Chairman and there may a Vice-Chairman of the University College. The said Chairman or Vice-Chairman shall be appointed in such manner as the Bye-Laws for the time being of the University College shall prescribe and shall respectively hold office as such until the due election of their successors in accordance with the Bye-Laws of the University College but shall be respectively eligible subject to such Bye-Laws for re-election if otherwise qualified.

7. There shall be a Principal (or Vice Chancellor) of the University College who shall be the principal executive officer of the University College and there may be one or more deputies who shall be called 'Deputy Principal' or 'Vice-Principal(s)' as the case may be.
8. There shall be an Academic Board of the University College (hereinafter referred to as the 'Academic Board') which shall be the principal deliberative committee responsible for the management of the academic activities of the University College. It shall be responsible for the academic integrity, quality and standards of the University College's academic awards and shall have such powers and duties in relation to the academic policies of the University College in teaching, in examining or assessment and research and to the regulation and superintendence of the education discipline of those taking courses provided or approved by the University College as shall be vested in it by the Bye-Laws or Regulations or shall be delegated to it by the Board. The Board may also determine from time to time the functions and membership of the Academic Board, provided always that the Academic Board shall comprise a majority of persons with academic knowledge and experience at a senior level.
9. The Bye-Laws or Regulations may provide for such other boards or committees having such functions in respect of the work of the University College as may be thought fit, but every such board or committee shall be subject to the direction and control of the Board and, in the case of matters relating to the academic work of the University College, to the direction and control of the Academic Board.
10. The University College shall have such officers other than in addition to or in substitution for those provided for in this Our Charter with such functions, tenure and terms of office as the Bye-Laws of the University College may prescribe and such other officers and servants as the Board of the University College may from time to time appoint.
11. The University College shall be committed to the fair and equal treatment of every person and shall not discriminate on unjustified, irrelevant or unlawful grounds.
12. Staff shall have freedom within law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges.
13. The government and control of the University College and its affairs shall be vested in the Board, subject to the provisions of these Presents and to the Bye-Laws of the University College. The business of the Board shall be conducted in such manner as the Bye-Laws of the University College may prescribe.
14. The Board may, by Special Resolution, passed by not less than 75% of those members present at a meeting, amend or add to this Our Supplemental Charter. Such amendment or addition, when approved by Us, Our Heirs or Successors in Council (or other responsible body from time to time), shall have effect so that this Our Supplemental Charter shall henceforward continue and operate as though it had been originally granted and made as so added to or amended.
15. The Board shall have power from time to time to make such Bye-Laws of the University College as to them shall seem requisite and convenient for the regulation, government and advantage of the University College, its members and its property and for the furtherance of the Objects, and from time to time to revoke, alter, add to, abridge or amend any Bye-Law or Bye-Laws theretofore made but so that the same be not repugnant to these Presents nor to the laws and statutes of this Our Realm.

Provided that no such Bye-Law revocation, alteration, addition, abridgment or amendment shall take effect until the same has been submitted to and approved by the Lords of Our Privy Council of which approval the certificate of the Clerk of the Council, or by any other responsible body from time to time, shall be sufficient evidence.
16. The Board shall have power from time to time to make such Regulations of the University College as to them shall seem requisite and convenient for the regulation, government and advantage of the University College, its members and its property and for the furtherance of the Objects, and from time to time to revoke, alter, add to, abridge or amend any regulation theretofore made but so that the same be not repugnant to these Presents nor to the Bye-Laws nor to the laws and statutes of this Our Realm.
17. We do hereby for Us, Our Heirs and Successors, grant and declare that these Our Letters Patent or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in

the most favourable and beneficial sense and for the best advantage of the said University College any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

COMMENCEMENT

This Our Third Supplemental Charter shall come into effect from the date of the sealing of this Our said Charter.

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

WITNESS Ourselves at Westminster the _____ day of _____
in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE UNIVERSITY COLLEGE OF ESTATE MANAGEMENT

I INTERPRETATION

1. In these Bye-Laws the following expressions shall, where the context admits, have the following meanings:
 - (a) 'the University College' shall mean the body incorporated by a Royal Charter dated the 28th day of August 1922 under the name of College of Estate Management and regulated by it, a First Supplemental Charter granted in the year 1969, a Second Supplemental Charter granted in the year 2012 and a Third Supplemental Charter granted in the year 2018 (together the 'Supplemental Charters') and now operated under the name University College of Estate Management;
 - (b) 'the Board' shall mean the Board for the time being of the University College of Estate Management and was previously known as 'the Governing Body'.

II COMMENCEMENT

2. These Bye-Laws took effect from the date of the sealing of these Our said Charter and Bye-Laws based on the Petition for a new Supplemental Charter in that the Board of the University College of Estate Management resolved to this effect on 29th March 2017.

III BUSINESS

3. The business of the University College shall consist of all the matters and things set forth in its said Charter and Supplemental Charters or any of them and shall be conducted under the control of the Board according to the terms of these Bye-Laws.

IV THE BOARD

4. The business and affairs of the University College shall be conducted under the control and supervision of the Board. The members of the University College shall be the persons who are from time to time members of the Board.
5. The Principal, who is also the Chairman of the Academic Board, for the time being of the University College shall be an *ex-officio* member of the Board.
6. The Board:
 - (a) shall appoint one and may appoint two members of the Board from the staff of the University College selected in accordance with procedures laid out in the Regulations (not including the *ex-officio* member); and
 - (b) shall appoint up to two members of the Board from the students of the University College selected in accordance with procedures laid out in the Regulations.
7. In addition to the *ex-officio* member of the Board and those appointed under Bye-Law 6, the Board shall at their discretion appoint additional members of the Board (hereinafter referred to as 'independent members') provided that:
 - (a) The number of independent members appointed under this Bye-Law shall at no time be fewer than eight or more than thirteen (subject to any temporary increase in accordance with Bye-Law 9(b)) so as to ensure that the Board comprises a majority of independent members at all times.
 - (b) If the number of independent additional members shall fall below eight, the

remaining members of the Board shall act to appoint sufficient independent additional members to make up the shortfall.

- (c) No person who would be eligible to be appointed to be a Board member under Bye-Law 6 may be appointed under this Bye-Law.
8. No member appointed under Bye-Laws 6 or 7 shall vote upon their reappointment.
9. (a) The members of the Board appointed under Bye-Laws 6 and 7, except 6(b), shall hold office for three years and shall be eligible for reappointment for one further three-year term. The members of the Board appointed under Bye-Law 6(b) shall hold office for one year and, subject to remaining a registered student of the University College at the time of reappointment, shall be eligible for reappointment for two further one year terms, provided that their initial or extended term of office (as the case may be) shall terminate automatically within 12 months of where such member of the Board ceases to be a registered student of the University College.
- (b) Any member of the Board at the date referred to in Bye-Law 2 above who was a member of the Board immediately before that date shall continue to hold office for the remainder of the respective term of office for which he or she was appointed, save for any such member formerly appointed on indefinite or *ex-officio* terms, who, unless he or she shall also be an *ex-officio* member of

the Board under these Bye-Laws, shall cease to be a member on the coming into force of these Bye-Laws, and shall be eligible if appropriate for reappointment for an additional term of three years, in accordance with Bye-Law 9(a), notwithstanding that the numbers of independent members may as a consequence of the reappointment exceed eleven.

- (c) Any term of Board membership during which the member serves as Chairman of the Board or any principal committee, as determined by the Board to fall within this subclause 9(c), shall be deemed not to be counted towards the term limit imposed by Bye-Law 9(a) above provided always that no person shall normally serve as a member of the Board for more than nine years.
 - (d) The Board shall be entitled to co-opt any individual (a 'co-opted member') whom they consider to be suitably qualified or have relevant experience (whether or not officers of the University College), for such period as they think fit, to attend meetings of the Board and participate in any discussions, provided that any co-opted member shall not be entitled to vote nor count as part of the quorum for the purpose of the business of the Board.
10. Any member (other than an *ex-officio* member) of the Board shall be at liberty voluntarily to retire from the Board upon giving notice in writing to the Secretary of the University College of their intention in that behalf and shall thereupon cease to be a member of the Board.

- 11. (a) The Board may at their discretion remove a member of the Board, other than an *ex-officio* member, before the expiration of their period of office by vote of the majority of all members present at a meeting of which proper notice has been given, provided that the Principal and the staff members of the University College (or their alternates) shall not be entitled to cast a vote. The quorum necessary for the removal of a member of the Board is six independent members and in calculating whether a meeting is quorate for this purpose alternates appointed under Bye-Law 16(b) may not be counted.
 - (b) The Board may at their discretion remove a co-opted member by a simple majority of all the members present at a meeting. The quorum necessary for the removal of a co-opted member is eight and any alternate appointed under Bye-Law 16(b) shall be eligible to be counted as part of the quorum. The Principal and staff members of the University College shall not be entitled to vote on the issue of the removal of a co-opted member.
 - (c) The member of the Board who is subject to a resolution to remove them as a member of the Board shall (except in the case of a co-opted member) be entitled to attend, vote and speak at the relevant Board meeting.
12. Any member of the Board shall cease to be a member of the Board upon becoming bankrupt or compounding with their creditors or becoming incapable by reason of physical or mental ill health of exercising the functions of

their office for a continuous period exceeding six months.

- 13. Any member of the Board shall cease to be a member of the Board upon being debarred by law from exercising the functions of their office, or upon being convicted of a criminal offence for which a sentence of six months or more imprisonment could be imposed.
- 14. If and as often as any member (other than an *ex-officio* member) of the Board shall cease to be a member of the Board, whether by death or under either of the last preceding Bye-Laws, or otherwise, or shall be appointed to any office which entitles such member to be an *ex-officio* member of the Board, a new member may be appointed to their place by the remaining members of the Board provided always that the number of independent members is within the limits provided for in Bye-Law 7.
- 15. Any person appointed to fill such a casual vacancy on the Board shall hold office for the remainder of the term of office of the member whose place has become vacant.
- 16. (a) The Board may determine the quorum (subject to any quorum stipulation previously contained in these Bye-Laws) necessary for the transaction of business, provided that the quorum includes at all times a majority of independent members.
- (b) Any member of the Board is entitled to appoint any other member of the Board as their alternate to exercise all or any of their rights to attend, speak and vote at a meeting of the Board in their place and may cancel

such appointment at any time provided that notice of such appointment or cancellation is given to the Chairman of the Board in writing and signed by the member making such appointment or cancellation.

17. The Board may delegate any of their powers to a committee or committees consisting of such members of the Board and other persons as they in their absolute discretion may think fit, provided that no resolution of any meeting of a committee to which the Board have delegated any of their powers shall have any validity or effect unless (a) a majority of the members of the committee present at the meeting and entitled to vote are members of the Board, or (b) such resolution is confirmed by the Board. The Board may also constitute, whenever they think fit, committees consisting of such members of their own body and other persons to advise and assist them on any matter. Any committee formed in pursuance of this Bye-Law shall, in the exercise of any powers delegated to them, conform to any rules or regulations that may be prepared for their guidance by the Board. The Chairman or Vice-Chairman of the Board shall be *ex-officio* members of all committees. The Chairman shall in all cases of emergency which may arise between the meeting of the Board and another meeting of the Board act as the representative and head of the University College.

V ACADEMIC BOARD

18. The Academic Board shall consist of the following persons:
- (a) the Principal;

- (b) the Dean or Vice-Principal Learning and Teaching (or the holder of the equivalent or successor post);
- (c) no more than five senior educationalists or academics based on the significance and seniority of their role at the University College, appointed according to procedures to be determined by the Academic Board;
- (d) no more than four academic staff or programme leaders. This should include one or two externally employed academics to be invited and appointed according to procedures determined by the Academic Board. The remaining academic staff or programme leader positions will be filled by those employed by the University College and to be elected according to procedures to be determined by the Academic Board;
- (e) three elected tutors or module leaders responsible for the teaching of the academic programmes of the University College (this may include a maximum of two associate tutors) to be elected according to procedures to be determined by the Academic Board;
- (f) no more than three members of staff from non-academic departments of the University College to be elected according to procedures determined by the Academic Board;
- (g) two students as representatives of the academic programmes of the University College to be appointed according to procedures to be determined by the Academic Board;

- (h) two members from potential employers of graduates from the academic programmes of the University College to be appointed according to procedures to be determined by the Academic Board.

19. Appointed or elected members of the Academic Board shall hold office for three years, or such period as shall be prescribed by the Academic Board, and shall be eligible for reappointment to such an extent (if any) and in such manner as shall be prescribed by the Board in the Regulations. The maximum number of members to the Academic Board (excluding the Principal and Vice-Principal Learning and Teaching) is eighteen.
20. The conduct and powers of the Academic Board shall be as follows:
- (a) The Principal will be the Chairman of the Academic Board.
- (b) The quorum for a meeting of the Academic Board shall be determined by the Board but shall not be less than 50% of those entitled to attend. Subject to the Regulations of the University College, the Academic Board shall otherwise regulate its own procedures.
- (c) Subject to the Charter, the detailed powers and functions of the Academic Board shall be as laid out in Regulations made by the Board and agreed by the Academic Board from time to time.