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L I Z A B E T H

T H E

S E C O N D

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

Objects

1. The objects for which the University College is hereby constituted 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 ('the Objects').

Powers

2. In furtherance of the Objects, the University College shall have all the powers of a natural person, including but not limited to the following powers:
 - (a) To provide education and training whether or not leading to a degree or qualification.
 - (b) To 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).
 - (c) To provide training and educational facilities at any level; and to organise, encourage and stimulate research.
 - (d) To prepare candidates for and hold examinations or assessments including those of other body providing higher education or any professional institutions accrediting built environment programmes, or their respective successors and other similar bodies.
 - (e) To confer, grant or revoke, as the case may be, honorary distinctions.
 - (f) To establish or abolish such posts, both academic and non-academic, as the University 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 provide knowledge and training for members of the professions and all other persons interested in or concerned in the management, development, admeasurement, valuation or other dealing in, or with, land or other property.
 - (i) To co-operate with universities, colleges, schools, institutes and other bodies of research, education and learning both in the UK and internationally, including by way of joint venture.

- (j) To found and endow professorships and lectureships, and to provide for the appointment and tenure of the same respectively.
- (k) To establish and maintain branches wherever the establishment of such a branch would promote the Objects.
- (l) To facilitate open access to knowledge relating to the Objects including by establishing and maintaining online or physical library facilities.
- (m) To acquire, take over, manage and work with any business or undertaking having objects similar to, or connected with, the Objects.
- (n) In relation to the transaction of University College business:
 - i. to enter into contracts;
 - ii. to acquire, hold, own, maintain, manage, lease, dispose of and deal with property;
 - iii. to invest;
 - iv. to give guarantees;
 - v. to raise funds and, in connection with the raising of such funds, to give security, and for those purposes the University College shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers; and
 - vi. to act as trustee or manager of any property or funds given or bequeathed to the University College for purposes of education or research or other objects of the University College, and to invest any such funds.
- (o) To solicit and receive subscriptions, fees and gifts of all kinds, whether absolute or conditional, for the purposes of the University College.
- (p) 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 income and property of the University College shall be applied solely towards the promotion of the Objects 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 Board:

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 Board 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 of the Board 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.

The Board

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').
5. The government and control of the University College and its affairs shall be vested in the Board. 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. The business of the Board shall be conducted in such manner as the Bye-Laws of the University College may prescribe.

Patrons

6. The Bye-Laws may make provision for the appointment, functions, and replacement of Patrons of the University College.

Chair and Vice-Chair

7. There shall be a Chair and there may be one or more Vice-Chairs of the Board. The said Chair or Vice-Chair(s) shall be appointed in such manner as the Bye-Laws for the time being of the University College shall prescribe.

Vice Chancellor

8. There shall be a 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 Vice Chancellor(s)'.

Academic Board

9. There shall be an Academic Board of the University College (the 'Academic Board') which shall be the principal deliberative committee with delegated responsibility from the Board for the management of the academic activities of the University College. It shall, subject to the

authority of the Board, 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.

Boards and Committees

10. 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 the Board may think fit, but every such board or committee shall be subject to the direction and control of the Board.

Equal treatment

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.

Academic Freedom and Freedom of speech

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 University College shall take reasonably practicable steps to secure freedom of speech within the law for its staff, students and visiting speakers.

Amendments to the Charter and Bye-Laws

14. The Board may, by a 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, 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, amend or revoke such Bye-Laws of the University College as shall seem requisite and convenient for the regulation, government and advantage of the

University College, and for the furtherance of the Objects provided that the same be not repugnant to this Supplemental Charter.

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.

Regulations

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.

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 the _____ day of _____
in the _____ year of Our Reign.

BY WARRANT UNDER THE KING'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE UNIVERSITY COLLEGE OF ESTATE MANAGEMENT

THE BOARD

1. The business and affairs of the University College shall be conducted under the control and supervision of the Board.
2. The Board shall comprise:
 - (a) the Vice-Chancellor, for the time being of the University College, *ex-officio*;
 - (b) at least one and up to two members of the staff of the University College (not including Vice-Chancellor) appointed by the Board after selection in accordance with procedures laid out in the Regulations;
 - (c) up to two students of the University College appointed by the Board after selection selected in accordance with procedures laid out in the Regulations; and
 - (d) subject to Bye-Law 3, at least eight and no more than thirteen additional members (hereinafter referred to as 'independent members').
3. The Board shall ensure that it shall comprise a majority of independent members at all times provided that 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.
4. The terms of office of the members of the Board appointed under Bye-Laws 2(b), (c) and (d) shall be prescribed in the Regulations.
5. The Board may remove a member of the Board in accordance with procedures prescribed in the Regulations.
6. The Board may determine in the Regulations the quorum necessary for the transaction of business, provided that the quorum shall include at all times a majority of independent members.

7. 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.

OFFICERS OF THE UNIVERSITY COLLEGE

8. The University College shall have such officers with such functions, tenure and terms of office as the Regulations may prescribe and such other officers and servants as the Board of the University College may from time to time appoint.