

CODE OF CONDUCT & GOVERNANCE

In accordance with Bylaw (Schedule 1 para 11) of the
Wentworth Estate Act 1964

FOR

**WENTWORTH ESTATE
ROADS COMMITTEE**



WENTWORTH
E S T A T E

Contents

1. Member's Principles
2. The Code of Conduct and Governance
 - 2.1 The Objectives of the Committee:
 - 2.2 The Powers and Duties of the Committee:
3. The Appointment of the Committee
4. Provisions as to the Conduct and Responsibilities of the Committee
5. Responsibilities of the Chair
6. Sub Committees
7. Openness, Transparency and Accountability
8. Audit and Risk
9. Source and Use of Funds
10. Code of Management
 - 10.1 Interpretation and Enforcement of the Estate Covenants
 - 10.2 Development Policy and Procedure
 - 10.3 Estate Working Rules and Contractors
 - 10.4 Security
 - 10.5 Estate Roads and Verges
 - 10.6 Vehicle Access Control

Appendix

Precis of Standard Form of Estate Covenants and Commentary

1. Member's Principles

The Committee will ensure that each Committee member and the staff will uphold the following principles:

- 1.2. **Ethics** - They will operate according to high ethical standards, explicit values and the Code of Governance for WERC.
- 1.3. **Accountability & Democracy** - There is proper accountability to the residents, and democratic involvement of all residents subject to the provisions of the Act.
- 1.4. **Openness & Transparency** - There is a spirit of openness, making full disclosure of governance matters and other information.
- 1.5. **Review & Renewal** - There are formal and open processes for the periodic review of the Governing Body's performance, and to ensure its renewal on an appropriate basis.
- 1.6. **Clarity** - There is documented clarity of roles and responsibilities between the committee and the paid staff.
- 1.7. **Control** - There are documented effective systems and policies for internal delegation, audit, risk management and control. The Committee receives timely reports and advice to inform its decisions. The Committee has an effective relationship with auditors and regulators.
- 1.8. **Confidentially** - Each member of the committee will be responsible to ensure that all information received will be treated in utmost confidence. And will be required to sign a Confidentially Agreement.
- 1.9. **Agree to the Code** - In line with paragraph 3.3 below each candidate for a position on the WERC will be required by the WRA with the consent of the WERC to commit to this Code of Conduct and Governance prior to being accepted by the WRA as a candidate for Committee membership of the WERC.

2. The Code of Conduct & Governance

The Code is adopted by the Committee in accordance with the provisions of Schedule 1 Paragraph 11 of the Act, whereby the Committee is empowered to regulate its proceedings and their conduct of business in such manner as they think proper and may make, alter and revoke byelaws on that behalf.

Requirements and expectations as to Conduct & Governance have progressed since the passing of the Act and the Committee has acknowledged that added additional Conduct & Governance requirements, by which it should conduct its business, should be adopted to regulate its proceedings going forward.

The purpose of the Code is to ensure that there is an open and transparent document setting out the regulation, operation and management of the Committee and the standards expected are required collectively and of each individual Committee Member.

In the event of any deemed conflict between the Act and the Code the Act will prevail.

2.2. The Objectives of the Committee:

2.2.1. The primary objective of the Committee is to ensure and maintain full compliance with the provisions and purposes of the Act and:

2.2.2. The constitution and composition of the Committee must be effective in leading, controlling and managing in order to fairly, impartially and diligently implement the provisions of the Act.

2.2.3. The Committee Members must ensure that the interests of the Estate are placed before any personal interests.

2.2.4. The Committee in undertaking its duties under the Act must endeavour to greater protect the interests of the Estate as a whole.

2.3. The Powers and Duties of the Committee:

The Powers and accordingly the duties of the Committee are set out in the Act and cannot be altered and the Act must be strictly adhered to. Those powers are:

2.3.1. The Committee shall have power for or in connection with the discharge of their functions

(a) to acquire or receive by purchase, gift or in any other manner any real or personal property and any rights or interests therein;

(b) to sell, lease, surrender, exchange, dispose of or otherwise deal in any manner with all or any of their property or assets;

(c) to borrow or raise or secure the payment of money in such manner as the Committee may think fit and in particular by mortgage of or charge upon all or any of the Committee's assets or receipts (both present and future) or by entry into any other obligations for those purposes;

(d) to enter into and carry into effect agreements with any insurance company or other association or company for insuring against any claim or demand which may be made against the Committee with respect to the performance of their duties under section 4 (Maintenance of estate roads) of this Act;

(e) to promote or oppose Bills in Parliament;

(f) to do all such other things as are incidental or conducive to the discharge of their functions.

2.3.2. It is in relation to (f) where the Committee has discretion that discretion can and will only be exercised strictly on the basis that their action is incidental or conducive to the discharge of their functions. This does mean that whilst the Committee may have regard to the overriding interests of the Estate the Committee cannot and is not empowered to deal with issues that may be considered to affect the Estate but which bear no relationship to the assessment and recovery of the Road Rate and income together with application of the same, maintenance (as defined in the Act) of the Roads and enforcement of the Estate Covenants.

2.3.3. There is accordingly a distinct division of powers between the WRA and the WERC. It is the WRA that acts as a resident's committee and may pursuant to its constitution regulate its own governance and purposes. The WERC has to act independently of the WRA and of the residents. It is not directly subject to control by the residents of the Estate. Accordingly, whilst the WERC must act in an open and transparent manner and have regard to the

Objectives set out above, the expectations of the residents also must have due regard to the limitations within which the WERC must function.

3. Appointment of the Committee:

- 3.1. The Committee is appointed pursuant to Schedule 1 Paragraph 1 of the Act and shall consist of 6 members appointed by the WRA.
- 3.2. The Constitution of the WRA provides that they are to appoint by election the Members of the Committee and to determine the term of office of such members.
- 3.3. The Committee cannot and does not interfere with the power of the WRA to so appoint the Members but as a matter of good conduct and governance the Committee considers that no prospective Member of the Committee should stand for election unless they:
 - 3.3.1. Have agreed to devote sufficient time and resource to the requirements of serving as a Committee member for the duration of their appointment and that they will regularly attend Committee meetings.
 - 3.3.2. Have confirmed in writing that if elected as a member that they will in all respects adhere to this Code or any modification of the same that may be agreed and adopted by the Committee.
 - 3.3.3. Have the appropriate management skills and experience to undertake their duties as a Committee member and will so exercise their management skills and experience for the benefit of the operation of the Committee.
 - 3.3.4. Have confirmed that they are not aware of any conflict which would fetter them in undertaking their duties as a member of the Committee.
 - 3.3.5. Have confirmed that they will sign a Confidentiality Agreement committing them to maintain confidentiality in relation to all business of the Committee and to not discuss the same, without the consent of the Committee, outside of the Committee meetings or in management meetings whether formal or informal.
 - 3.3.6. That subject to the provisions of the Act and subject to any changes made by the WRA under its powers, in order to ensure continuity, knowledge and effective management the normal term of office should not be less than three years.
 - 3.3.7. That any resident who has an extant claim or dispute with WERC or WRA should, having regard to the clear conflict arising, be ineligible for membership.

4. Provisions as to the Conduct and Responsibilities of the Committee

The primary purpose of the Committee is to determine strategy, direct, control and scrutinise the implementation of the provisions of the Act. In so doing:

- 4.1. Operational management of the WERC shall be delegated to Members, Sub-Committees, Staff or Service Agency providers and or Agencies as appropriate.
- 4.2. The Committee shall ensure that all income of WERC is collected and applied in accordance with the provisions of the Act and so to determine strategy, direct, control and scrutinise the collection and allocation of the income.
- 4.3. All members of the Committee share the same legal status and have equal responsibility for decisions taken that affect the success of the WERC. Each must act only in the interests of the WERC and not on behalf of any constituency or interest group whilst nevertheless being free to report the views of residents.
- 4.4. The Committee shall have full discretion, subject to the provisions of the Act, as to the conduct of its business and has power to appoint any Sub-Committee and to co-opt Members to that Sub-Committee in order to better undertake its duties under the Act.
- 4.5. The Committee must commit to conduct all of its business in an honest and ethical manner. The Committee will adopt a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships. This policy does not prohibit the acceptance by the Members of reasonable and appropriate hospitality for legitimate purposes for the advancement of the interests and business relationships of the Committee, providing that the hospitality is not such as may unduly interfere with or influence the impartial decision making of any Member or create a possible conflict as set out below.
- 4.6. The Committee must consider any potential conflict of interest and adopt appropriate policies to ensure that any conflict or potential conflict is declared and that any individual Member who is so conflicted shall not participate in any decision making process related to the subject matter of that conflict:
 - 4.6.1. The Committee should act firstly to comply with their duties under the Act and secondly in the best interests of the Estate. This means that they must not place themselves in a position where they have, or may have, a direct or indirect interest that conflicts with their duties and responsibilities and must not profit from their position.
 - 4.6.2. It should be recognised that conflicts of interest can inhibit open discussions and may result in Members taking irrelevant considerations into account or making decisions that

are not in the best interests of the of the Estate. They can also damage the reputation of the Committee if it appears that the Committee are influenced by personal interests or loyalties. All Members must therefore be alert to the possibility that they, or their fellow Members, could be affected by a conflict of interests and must actively seek to inquire as to whether a conflict might arise.

- 4.6.3. In turn a resident should not expect to seek to influence and or lobby the Committee or any individual Member in such a manner that would, if that resident were a member of the Committee, be in direct conflict with these provisions and further a resident in so seeking to influence and or lobby the Committee should be aware that issues arising from the promotion of personal interests should be rejected by the Committee.
- 4.6.4. Nothing in 4.6.3 above shall prevent a resident from making any application for consent or enforcement pursuant to the provisions of the Estate Covenants.
- 4.7. The Committee and the individual Members must at all times be aware of issues as to discrimination and equal opportunity. They must not unlawfully discriminate against (whether directly or indirectly) or harass other people including residents, current and former employees, job applicants, contractors, suppliers and visitors. For the avoidance of any doubt it shall not be considered either discrimination or harassment in WERC impartially seeking to assert any power under the Act.
- 4.8. The Committee will only process personal data if they have a lawful basis for doing so. It will be the responsibility of the Committee to delegate compliance and ensure supervision of the WERC obligations under relevant data protection legislation in accordance with its published Data Policy to the Estate Manager and or to a specialist consultant and for the policy, as reviewed from time to time, to be set out together with a Privacy Notice on the WERC website.
- 4.9. The Committee recognises that it must function in an open and transparent manner. However, The Committee recognises that there is a balance to maintain in order that it may function effectively such that the Members must be allowed to conduct the business of WERC whilst expressing freely held opinions and without interference. The absence of confidentiality in their dealings would inhibit open discussions and may result in Members taking irrelevant considerations into account or making decisions that are not in the best interests of the of the Estate. Accordingly, the Committee will put in place a Confidentiality Agreement to which all Members shall be required to sign and adhere to so as to ensure that the business of WERC may be conducted effectively, whilst the decisions of the Committee and minutes of the meetings can and will be published so as to ensure that openness and transparency is maintained.

- 4.10. The Committee shall be responsible for the appointment and if necessary the dismissal of the Estate Manager and any other Staff Member and the approval of their salaries and terms of employment or in the case of a Service Agency the approval of their fees and management agreement.
- 4.11. The Committee shall be responsible for:
- 4.11.1. Satisfying itself as to the integrity of financial information, approving each year's budget and annual accounts prior to publication.
 - 4.11.2. Establishing, overseeing and reviewing annually a framework of delegation and systems of internal control.
 - 4.11.3. Establishing and overseeing a risk management framework in order to safeguard the assets of the WERC.
- 4.12. The Committee, through its terms of reference, should each year draw up a schedule of significant matters specifically reserved for the Committee's decision, which cannot be delegated to individual Members, Staff, Service Agencies or Sub-Committees.
- 4.13. All Committee members should receive appropriate induction and training as required from time to time to ensure their adherence to the provisions of this Code and that the appropriate management skills are employed for the benefit of the Estate. The Committee shall implement an appropriate induction and training programme.
- 4.14. The Committee must implement a system for reporting on key issues affecting the Estate so as to ensure they receive up-to-date, clearly presented and accurate information to enable them to make decisions.
- 4.15. The recruitment process to Committee and Sub-Committee vacancies must be open and transparent. The Committee must undertake an annual appraisal of its Members and of the performance of functions of the Committee as a whole.
- 4.16. The Committee must publish its Tender Policy and review the same periodically and also review the performance of major contracts awarded on an annual basis. It shall be the duty of the Estate Manager to report to the Committee on the performance of major contracts and to consider how delivery of the same may be improved.
- 4.17. The Committee must have regard to environmental issues including bio-diversity, pollution and energy efficiency and to encourage residents to ensure that the environment of the Estate is protected. In considering enforcement of the covenants the Committee shall consider policy to be adopted to so safeguard the environment of the Estate.

5. Responsibilities of the Chairperson

The Committee must appoint a member to act as Chairperson who is aware of his or her duties and the clear division of responsibilities between Members, Staff, Contractors and Service Agents.

- 5.1. The Chairperson will be responsible for, in consultation with other Committee members, setting the dates of all Statutory and Planning Meetings.
- 5.2. Managing the meetings and signing the minutes.
- 5.3. Signing the accounts together with the chairperson of the Audit Sub-Committee following approval of the same by the Committee.
- 5.4. Appoint Sub-Committees as appropriate.
- 5.5. Ensure that each Committee Member is heard and whilst striving to achieve unanimity if a vote is required and the Committee is deadlocked his or her vote shall be the deciding vote.
- 5.6. Ensure that the Committee and its sub Committees have clear terms of reference in order that their conduct is transparent, effective and in the interests of the WERC and of the Estate.
- 5.7. Ensure that Committee decisions should be, wherever possible, based on full agendas and documents circulated to Members sufficiently in advance of meetings. Decisions and agreed actions should be recorded in the minutes.
- 5.8. Urgent decisions between Committee meetings may be taken but the Chairperson is responsible to inform all Committee Members. However, if they are not available at least two members and the Chairperson must be present and agree.

6. Sub-Committees

Sub-Committees may be established where the Committee determines that they will provide expertise, enable it to scrutinise and deliver effective corporate governance and manage risk or for operational purposes.

- 6.1. Each Sub-Committee must have clear terms of reference approved and reviewed by the Committee on a regular basis.
- 6.2. Oversight and review of any Committee must be undertaken by the Committee on a regular basis and the Committee shall ensure that any Sub-Committee shall report to the Committee as required by the terms of reference.
- 6.3. Any co-opted Member of a Sub-Committee shall be bound by the matters set out in this Code and in particular the provisions as to conduct set out in 4 above and shall be required to sign

a Confidentiality Agreement as provided for in 3.3.5 above applicable to both the business of the Committee and the Sub-Committee.

7. Openness, Transparency and Accountability

The Committee must provide leadership in operating in an open and transparent manner, having satisfactory dialogue with residents and must demonstrate accountability to residents and other key stakeholders.

- 7.1. The Committee must publish on its website an annual report of the WERC's activities and performance.
- 7.2. The Committee will publish on its website as soon as practical the minutes of the statutory meetings and the minutes of the Planning Sub-Committee meetings.
- 7.3. The Committee must have in place a strategy for ensuring the operations of the Committee and for communicating information about its work to the residents and where appropriate to consult with the residents, by whatever means deemed appropriate, to ensure that their actions accord with generally expressed views of the residents. However, it must be recognised that in so consulting and seeking to have regard to the views of residents the Committee must and can only continue to function within the provisions of the Act and this Code.
- 7.4. The Committee will comply with current legislation and keep its policies under review.

8. Audit and Risk

The Committee will establish a formal and transparent arrangement for considering how it ensures financial viability, maintain a sound system of internal controls, manage risk and maintain an appropriate relationship with external auditors.

- 8.1. The Committee, in accordance with the provisions of the Act, will appoint the Auditors and ensure that the audit is undertaken in accordance with the requirements of the Act and the additional matters set out below.
- 8.2. The Committee will appoint one of its Members to act as Chair of an Audit Sub-Committee, who will meet annually with the Auditors.
- 8.3. The Committee will ensure that WERC will have effective internal controls.
- 8.4. The Committee will ensure that the external auditors are independent and effective.

- 8.5. The Committee shall require the Estate Manager to undertake an annual review of compliance by the Committee of the provisions of this Code and the policies adopted. The Estate Manager shall act wholly independently with a view to ensuring compliance and shall provide his report directly to the Auditors. In so doing the Estate Manager shall be at liberty to first raise any issue of concern with the Committee with a view to remedy but if he or she deems necessary shall submit the report without prior review by the Committee. The Auditors shall be obliged, as part of their audit, to confirm that they have received a satisfactory report and in the event of any issues raised in the report to set the same out together with any recommendations as to ensuring future compliance. In preparing the report the Estate Manager shall be deemed to have approval to consult and instruct directly:
- 8.5.1. The Auditors both in their capacity as auditors and as accountants.
- 8.5.2. The Lawyers appointed to act upon behalf of the WERC.
- 8.5.3. Any other professional or consultant, who in the discretion of the Estate Manager, is deemed appropriate for the purposes of obtaining expert and professional advice in relation to any issue arising in the preparation of the report.
- 8.5.4. And for the avoidance of any doubt any interference or attempted interference by a Member of the Committee or a resident with the Estate Manager's duties in regard to the preparation and submission of the report shall be regarded as a serious issue of misconduct and the Estate Manger shall report any such matter immediately to the Auditors and to the Lawyers.

9. Source and use of Funds

Source and application of funds is set out in the Act and the Committee has no power in the application of funds other than to apply the same in accordance with the provisions of the Act. The Committee does not have discretion to apply funds other than as permitted by the Act.

- 9.1. For the avoidance of any doubt the specific provisions as set out at section 11 of the Act are:
- All moneys received by the Committee (other than capital or borrowed money) shall be applied ---
- First - in payment of the cost of administering the road fund including any costs incurred under section 8 (Assessment of road rate) section 9 (Recovery of Road Rate) or subsection (2) of section 10 (Special payments) of this Act;
- Secondly - in payment of interest on moneys borrowed by the Committee;

Thirdly - in paying the cost of maintaining the estate roads and in making provision for defraying the cost of ---

(a) replacing or repairing any plant, machinery, vehicle or article belonging to the committee or any part of any such plant, machinery, vehicle or article;

(b) acquiring additional plant, machinery, vehicles or articles;

Fourthly - in meeting any expenses incurred by the Committee in the exercise of any other powers under this Act; and

Fifthly - (subject to any limitations imposed by the next following section of this Act) in setting apart money for a reserve fund formed under that section.

9.2. Since the implementation of the Act WERC has received capital receipts and income revenue that is in addition to the Road Rate.

9.2.1. The Act does not appear to have contemplated the receipt of additional income revenue. Given the provisions of section 11 of the Act the Committee have sought legal opinion and it is the view of the Committee that all such income revenue must be treated as "all monies" in that there is no power to treat such income revenue in an alternative manner. Accordingly, all income revenue is to be utilised by the Committee in accordance with the provisions set out above and additional income revenue serves to ensure that the Road Rate funds can be supplemented and so reduce the overall burden on Road Rate payers.

9.2.2. Capital receipts, are rarely received, but when received shall be treated separately from income. However, the Act is silent as to how capital receipts may be applied. Again the Committee have sought legal opinion and it is the view of the Committee that all such capital must be utilised for the purposes of the powers under the Act and further must be applied with a view to increasing the asset value of the WERC and by any capital expenditure in improving the facilities and environment of the Estate.

10. Code of Management of the Estate

10.1. Interpretation and Enforcement of the Estate Covenants

10.1.1. The Wentworth Estate Act 1964 grants the Committee the right to enforce the Estate covenants. This is a valuable power because it enables it, for the benefit of the Estate and in the overall interest of its residents, to ensure that the special character and amenities of the Estate are protected. It is exercisable, under some (now infrequent) circumstances, jointly with Lindgray (Wentworth) Ltd. (the successor of Wentworth Estate Ltd.) but the latter delegates its power to the Committee, except where the Golf

Courses are affected. The obligations on every property are not exactly the same, but the common thread is always respect for the community of the Estate and a recognition that appropriate enforcement of the covenants affords to the Estate as a whole or a distinct part of it and the residents a considerable benefit.

10.1.2. The Act gave the power to the Committee to enforce however that power is discretionary and it is not an outright obligation. In exercising that discretion The Committee will:

10.1.2.1. Consider each breach, potential breach or anticipated breach of covenant and or application for consent pursuant to a covenant or variation of a covenant on the individual facts and submissions put forward.

10.1.2.2. Consider all such matters having regard to adopted and accepted policy as to the enforcement of the covenants.

10.1.2.3. Have regard to the interests of the Estate as a whole or a distinct part of it.

10.1.2.4. Have regard to any resident that may be adversely affected in relation to such matter.

10.1.2.5. Have regard to the views expressed by residents.

10.1.2.6. Where appropriate seek legal advice from the lawyers appointed to act for the Committee and to take appropriate note of such advice.

10.1.3. It will not be the policy of the Committee to seek to apply the covenants so as intervene in disputes between neighbours and the Committee will only exercise its discretion as to matters concerning the covenants when there is a clear benefit for the Estate as a whole or a distinct part of it in so doing.

10.1.4. A Précis of Standard Form of Estate Covenants and Commentary is at Appendix 1

10.2 Development Policy and Procedure

10.2.1 As a matter of firm decided policy the Committee will having regard to the matters set out in 10.1 strictly enforce Covenant 1 at Appendix 1 for the benefit of the Estate.

10.2.2 The Committee and or the Planning Sub-Committee will having regard to the matters set out in 10.1 strictly enforce Covenant 3 at Appendix 1 and in so enforcing the same shall have regard to the Planning Guidelines published on the WERC website, which guidelines shall be regularly reviewed and updated and or amended by the Committee and or the Planning Sub-Committee.

10.3 Estate Working Rules and Contractors

- 10.3.1 The Committee and or Planning Sub-Committee will regularly review and update and or amend the Estate Working Rules which shall be published on the WERC website and shall as appropriate and having regard to 10.1 enforce the same.
- 10.3.2 As a condition of any consent granted pursuant to Covenant 3 at Appendix 1 the Committee will require the owner of any property before commencement of any works requiring consent to enter into a Deed of Agreement to confirm that the development will be executed in accordance with the Estate Working Rules and further that it will be executed expeditiously within a reasonable defined Development Period.
- 10.3.3 As a further condition of any consent and in accordance with the terms of the Deed of Agreement The Development Fee is payable. This is a payment towards the maintenance of the roads due to the wear and tear inflicted by the construction traffic and is based on the size of the property including basement.
- 10.3.4 The Committee recognises and residents also must recognise that contractors are commonplace on the Estate. Unless the works are subject to Covenant 3 at Appendix 1 contractors activities generally do not require the Committee's approval. However, they are expected to conform with the Estate Working Rules and residents should themselves be aware of the provisions of the Estate Working Rules and always ensure that any contractor they engage is contracted to comply with the Estate Working Rules, (except in the case of emergency).

10.4 Security

- 10.4.1 Security is not a defined duty under the Committee's obligations to 'maintain' the Estate Roads in accordance with the Act. The Committee cannot be responsible for provision of security. No liability or blame can be applied to the Committee for criminal activity on the Estate.
- 10.4.2 The Committee is aware however, since implementation of the Act security has become an important issue to residents. Pursuant to the requirement under the Act to maintain the Estate Roads, the Committee does provide a 24/7 Patrol Service focusing on the private roads of the Estate. The cost of provision is proportionate to the overall expenditure to maintain the Estate Roads. The role is not solely security, as is often perceived, it is a more general patrol, for example; to oversee building site activity and ensure compliance with the Estate Working Rules, to intercept leaflet-droppers or door-to-door sales persons, or to patrol unauthorised traffic (short-cutters or learner drivers, etc), or parking infringements. It is not exclusively to look out for suspicious or criminal activity.

10.4.3 The Committee will continue to maintain and review measures to be implemented relating to the security of the Estate to the extent that this is permitted under the Act.

10.5 Estate Roads and Verges

10.5.1 The roads, verges and common parts of the Estate are the ownership and responsibility of the Committee and their maintenance is the primary obligation under the Act. It is the purpose for which the Road Rate is collected.

10.5.2 In accordance with the duty under the Act to maintain the Roads the Committee keeps under review the requirement for works to be undertaken. The Estate Manager has delegated authority from the Committee to deal with day to day issues of road and verge maintenance and reports regularly to the Committee on matters relating to the condition of the roads and maintenance undertaken and to be undertaken. The Committee keeps under review maintenance being undertaken and the costs incurred and is responsible for approving any major works of maintenance and the cost of the same.

10.5.3 Significant expense has gone towards improving the roads, for example widening and edging. The Committee will regularly review if further improvements are considered necessary and cost effective.

10.5.4 The Committee publishes on the website a commentary as to rights of use on the Roads. This shall be regularly reviewed and updated and/or amended by the Committee.

10.6 Vehicle Access Control

10.6.1 Following an extensive consultation exercise the Committee has approved the implementation of Vehicle Access Control.

10.6.2 The Committee recognises that once the system is fully installed and goes "live" there will be a requirement to review the operation of the same and any modifications considered to be appropriate having regard to practical considerations reported to the Estate Manager in the course of operation.

10.6.3 The Committee will publish on the website a commentary as to the implementation and operation of the VAC. This shall be regularly reviewed and updated and/or amended by the Committee.

APPENDIX 1

Précis of Standard Form of Estate Covenants and Commentary

1. **Not to build more than one dwelling house on the land conveyed, together with garages and other outbuildings and, in many cases, an annexe or lodge for the use of the servant (or family) of the house owner.**

This is the most important covenant and will be upheld by the Committee.

In some cases the deeds provide that there may be a servant's lodge or cottage in addition to the main house, but they must remain in the same ownership as the main house. In some cases such accommodation is used for other members of the family (such as a granny flat) but letting as a commercial arrangement is not permitted.

2. **No building to be used other than as a private residence (with outbuildings etc.) except that with prior consent from the Committee, there may be carried on upon the premises the practice of a physician or surgeon or a learned or artistic profession.**

The interpretation of this is quite clear, running a business is not permitted, nor converting a house into an office. A dwelling must remain a principal private residence. In modern terms it is of course acceptable for residents to have a home office from within their house.

Any such commercial related activity that for example manufacturing or production of goods, or regular deliveries (or collections) is not permitted.

3. **Not to commence any building (including a septic tank) or any substantial or structural external addition or alteration or modification thereto without the prior approval of the Committee for the plans elevations and positions thereof, such approval not to be unreasonably withheld.**

Development is an important issue and the Committee seeks to protect the unique character of the Estate. See – Planning published on the website.

In accordance with this covenant there is an established set of Planning Guidelines (available on our website) that lays out what is considered reasonable development on the Estate.

4. **No privy, cesspool or septic tank to be constructed within 25ft (7.65m) of any boundary of the land.**

5. **No temporary building or structure to be erected or placed on the land except for use during construction of permanent buildings.**

The purpose of this is to uphold and protect the appearance of the Estate and includes containers or similar storage units.

6. **No sand or gravel to be removed from the premises or bricks clay or lime to be manufactured.**

The Committee accept the removal of sand or gravel as part of the removal of earth for the digging of foundations or basements is not considered a breach. It is the removal of sand and gravel for commercial purposes and the Committee acknowledge this is an old covenant and unlikely to have modern relevance.

7. **No hut, shed, caravan, house-on-wheels, or other chattel adapted for use as a sleeping apartment to be erected on the land; no funfair apparatus and no hoardings or advertising signs to be erected on the land (except notices to let or sell); no rubbish or building materials to be stored on the land.**

The use or storing of caravans, motor-sleepers or similar is a typical example that is not permitted. The property is to be a principal private residence, whilst the Committee acknowledge in some cases there is a need to accommodate live-in staff, au pair, or family members this is to be within the layout of the property and garaging.

Advertising on the Estate is prohibited with the exception of 'for sale' or 'to let' boards (in accordance with the regulations in the Town and Country Planning Acts). The Committee accept there are security placards that inform the property is protected by a security firm or similar. Primarily these are considered informative as opposed to a means of advertising, however they promote the individual company and are therefore at the discretion of the Committee. Excessive signage of this nature will not be permitted.

Advertising and Signage for active building sites are considered separately and are covered by the Estate Working Rules for building sites within the Deed of Agreement.

The storage of building materials or rubbish on a property not an active building site is prohibited.

8. **The owner is to maintain fences along the boundaries of the land so marked on the plan; such fences only to be of post and wire not over 4 feet 6 inches in height with a hedge of suitable evergreen shrubs or beech; such hedge not to exceed 7 feet in height without the written consent of the adjoining owner(s).**

Conceived many decades ago this covenant requires the Committee's interpretation. It is acknowledged the heights of the boundary hedges exceed the stated heights and furthermore in this modern day residents would not wish to have hedges reduced to a height that would affect their privacy, screening, view, landscape, and security. The Committee relies on residents to respect each other's needs and an agreement to be reached between themselves. A good way to establish dialogue is to consult when about to prune one's own side or height of the hedge.

Solid wooden fences or brick walls (not including wing walls to an entrance) are not endorsed however, the Committee acknowledge in many areas they exist along neighbour-to-neighbour boundaries. Where possible the Committee encourage evergreen screening to soften the impact.

Solid fences or brick walls will not be permitted along frontages which abut Estate land or verge.

The modern day security fencing, for example, palisade or metal mesh fencing up to 6'6" (2m) is permitted but the Committee encourage evergreen or beech screening to soften the impact.

The Committee will not intervene or arbitrate over a neighbour dispute over the height or position of a boundary.

9. Not to fell any trees having a diameter of 9" or more at a height of 2 feet from the ground without the prior consent of the Committee.

The covenant doesn't specify the variety of tree or whether it is healthy, dead, dying, dangerous or diseased. 'ANY' tree (over 9"/225mm 2'/600mm above the ground) that is requested to be felled requires the Committee's consent.

In practice, the Committee delegate the role of inspecting the trees to the Estate Manager and usually the decision is straightforward, in circumstances where the request is controversial or significant the Estate Manager will refer to an appropriately qualified tree specialist and/or the Committee whose decision is deemed as final.

In cases where a healthy, indigenous and/or valued tree has justification to be removed it is the policy for the Committee to request a replacement tree or trees depending on the significance of the tree.

10. Not to do or neglect to do or allow on the premises anything which is a nuisance, disturbance, annoyance, damage or injury to the adjoining premises (including the Estate roads) or which may tend to deteriorate the value of the Wentworth Estate or any part thereof.

This covenant is often referred to and misunderstood. The policy of the Committee is not to intervene, arbitrate or mediate in neighbour disputes, common examples are; noise (i.e. pets, party/parties, music, etc.), smoke from bonfires and issues regarding trees and hedges. It would only be where the alleged breach has a communal or widespread effect on residents that is considered to affect the Wentworth Estate (or a distinct part of) would the Committee become involved.

The enforcement of all covenants is at the discretion of the Committee and they are not compelled even at the request of the resident/s. Each alleged covenant breach shall be taken on its own merits, in accordance with the matters set out in paragraph 10.1 of the Code of Conduct & Governance.

The Committee expects residents, their visitors and their contractors to act with respect and consideration to all other residents and users of the Estate. Further, in circumstances where disputes do arise between neighbours it is the responsibility of those neighbours to use their own best endeavours to resolve the same. The Committee will only intervene between neighbours in accordance with the matters set out in paragraph 10.1 of the Code of Conduct & Governance. As a general rule the Committee consider it a misuse of road funds and of the resources of the Estate Manager and the Committee to become embroiled in a subjective neighbour dispute.