

# AGENDA

## TOTARA VALLEY FOREST PARTNERSHIP

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given the Annual General Meeting of Totara Valley Forest Partnership will be held at the **Eskview Rugby Club Rooms**, Onehunga Road, Bayview, Napier (note: this is a new venue) on Sunday 19th April 2015 commencing at 8.30am.

This is held in conjunction with Arborfield, Castle Peak, Irongate, Nottingham, Sovereign and Stone House Forest Partnerships and Granity Forest Limited.

### PROGRAMME

|                |                                            |
|----------------|--------------------------------------------|
| 8.30 - 8.45am  | Registration and morning tea               |
| 8.45 - 9-00am  | Welcome & opening of meeting               |
| 9.00 - 12.30pm | Meeting continues at Totara Valley Forest  |
| 12.30 - 1.00pm | Lunch at the Club Rooms                    |
| 1.00 - 3.00pm  | Afternoon session of the meeting continues |

Times are approximate and the tour of the forests will proceed regardless of the weather, so please bring warm clothing, wet weather gear and suitable footwear that will handle mud and wet grass.

### AGENDA

1. Registration
2. Welcome & Opening
3. Appointment of Chairperson
4. Apologies and Proxies
5. Minutes of Previous Meeting
6. Arising from Minutes
7. Reports and Financial Statements - To receive and adopt the Roger Dickie Report, Forest Management New Zealand Ltd Report and Financial Statements for the Year ending 28 February 2015
8. Insurance - Public Liability Insurance
9. Budget Cashflow 2015-2016
10. Consideration of the Resolutions
  - Progressive sale of NZU's
  - Retirement and appointment of Partnership Manager
11. General Business

### RESOLUTION

To consider and if thought appropriate, pass the following resolutions:

Resolution 1 : Progressive sale of NZU's

**"THAT the Totara Valley Forest Partners authorise the Forest Manager to progressively sell sufficient Liability Free NZU's to meet the annual forest operating expenses."**

Resolution 2 : Retirement and appointment of Partnership Manager

**"It is hereby resolved, as an ordinary resolution pursuant to clause 18 and schedule 1 of the Deed of Participation for the Partnership (in particular, rule 5 of Schedule 1), that:**

- **with effect from 1 May 2015, Roger Dickie Enterprises Limited (Company Number 7690) (Retiring Manager) will cease to be the manager and administrator of the Partnership;**
- **Roger Dickie (N.Z.) Limited (Company Number 5625185) will be appointed as manager and administrator of the Partnership contemporaneously with the removal of the Retiring Manager;**
- **and, the Retiring Manager and Corporate Trust Limited (as the statutory supervisor of the Partnership) are authorised to do everything, and enter into all documents, necessary or desirable to give effect to the change in manager and administrator referred to above."**

#### **Background to resolution**

As previously advised, the Financial Markets Conduct Act 2013 (FMCA) was passed at the end of 2013 and is coming into force in stages. The FMCA fundamentally changes the laws that regulate the governance of managed investment schemes, including your Partnership. Amongst other things, it requires managers to hold licenses issued by the Financial Markets Authority, and for deeds of participation to contain specific information. The FMCA will apply to your Partnership from 1 December 2016, unless we elect to enter into the regime in respect of the Partnership earlier.

At this stage our thinking is that our investors' interests are best served by an early election, i.e. prior to 1<sup>st</sup> December 2016 and we are working to achieve this.

We are now taking the first major step, which is to change the current manager and administrator to a newly incorporated company, formed specifically for the purposes of FMCA compliance. You will notice the new proposed manager has the same name as the current manager. We have done a name swap to ensure continuity of the brand, but of course this change of name cannot operate to change the manager. This change requires the partners' approval, by ordinary resolution.

The reason for the need to make the name swap is to enable other Roger Dickie business interests to continue to operate as Roger Dickie Enterprises Limited and Roger Dickie (N.Z.) Limited can operate solely as the manager of the Partnerships.

The next significant step in the Partnership's transition to the FMCA will be to ensure that the Partnership's Deed of Participation complies with the FMCA. This will require adoption of a new deed which we will do at a subsequent meeting. We will keep you informed of progress.

#### **PROXY VOTING**

Please complete the Proxy Form and return to our office by Wednesday 15th April:

- **Vote on-line** by the link to the Proxy (as sent to you via email); or
- **Scan and email** to [margaret@rogerdickie.co.nz](mailto:margaret@rogerdickie.co.nz); or
- **Fax** to 06 346 5369; or
- **Mail** to Roger Dickie (NZ) Ltd (envelope provided)

Partners are advised the budget is included with the Agenda and Proxy; however you may wish to wait for the Financial Statements and Reports before voting. These will be posted to Partners and available to view on the website shortly.

## **DOCUMENTS**

The following documents are included with the Agenda:

- Proxy Form
- Budget Cashflow Statement for the Year Ending 28 February 2016
- Partnership Listing (Please advise any address changes both postal and email)

## **ATTENDANCE/CATERING**

If you are attending the AGM please assist by advising the office as soon as possible. **It is important we have accurate numbers for catering purposes.**

Please advise if you are flying into Napier from Wellington or Auckland, we can arrange to collect you.

## **DIRECTIONS TO ESKVIEW RUGBY CLUB ROOMS**

As you travel from Napier along State Highway 2 towards Bayview, Onehunga Road is the first road on the left past the airport and the Eskview Rugby Club Rooms are located 430 metres on the right hand side.

I look forward to meeting you all at the AGM.

Regards

A handwritten signature in black ink, appearing to read 'Roger Dickie', with a stylized flourish at the end.

Roger Dickie

## Totara Valley Forest Partnership Budget Cashflow Statement Year Ending 28 February 2016

**Cashflow is in NZ\$ and GST Exclusive**

|                                    | TOTAL  | MAR                     | APR    | MAY   | JUN    | JUL    | AUG    | SEP    | OCT    | NOV   | DEC   | JAN   | FEB   |
|------------------------------------|--------|-------------------------|--------|-------|--------|--------|--------|--------|--------|-------|-------|-------|-------|
| OPENING BALANCE                    | 13,090 | Share Call per 4% Share |        |       |        |        |        |        |        |       |       |       |       |
|                                    |        | ↓                       |        |       |        |        |        |        |        |       |       |       |       |
| INCOME                             |        | \$ 72                   |        |       |        |        |        |        |        |       |       |       |       |
| Share Calls                        | 1,728  |                         |        |       |        | 1,728  |        |        |        |       |       |       |       |
| Credit Interest                    | 980    | 40                      | 40     | 40    | 540    | 40     | 40     | 40     | 40     | 40    | 40    | 40    | 40    |
| Insurance Fund (2014 bal \$23,282) | 8,630  |                         |        |       |        |        |        |        | 8,630  |       |       |       |       |
| Term Deposit (Sale of NZU's)       | 21,000 |                         |        |       | 21,000 |        |        |        |        |       |       |       |       |
| TOTAL INCOME                       | 32,338 | 40                      | 40     | 40    | 21,540 | 1,768  | 40     | 40     | 8,670  | 40    | 40    | 40    | 40    |
| EXPENDITURE                        |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| Forest Expenses                    |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| ETS                                | 300    |                         |        |       |        |        |        |        |        |       |       | 300   |       |
| Forest Management                  | 9,020  | 750                     | 650    | 650   | 650    | 650    | 650    | 810    | 1,550  | 650   | 650   | 710   | 650   |
| Plotting                           | 500    |                         |        |       |        |        |        |        | 500    |       |       |       |       |
| Operation Expenses                 |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| Fire Protection/Training/Levy      | 300    |                         |        |       |        |        |        |        | 300    |       |       |       |       |
| R&M Bridges                        | 500    | 500                     |        |       |        |        |        |        |        |       |       |       |       |
| R&M Tracks                         | 3,500  |                         |        |       |        |        |        |        |        | 3,500 |       |       |       |
| Weed Control                       | 1,000  |                         |        |       |        |        |        |        |        | 1,000 |       |       |       |
| Administration Expenses            |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| Accountancy Fees                   | 2,675  |                         |        | 2,675 |        |        |        |        |        |       |       |       |       |
| Administration                     | 4,200  |                         | 350    | 350   | 350    | 350    | 350    | 350    | 350    | 350   | 350   | 350   | 700   |
| Audit Fees                         | 1,595  |                         |        |       |        |        | 1,595  |        |        |       |       |       |       |
| Bank Fees                          | 150    | 40                      | 10     | 10    | 10     | 10     | 10     | 10     | 10     | 10    | 10    | 10    | 10    |
| Contingencies                      | 2,000  |                         |        |       |        | 1,000  |        |        |        |       |       | 1,000 |       |
| Meeting Costs                      | 300    |                         |        |       |        | 300    |        |        |        |       |       |       |       |
| Statutory Supervisor               | 1,325  |                         | 625    |       | 75     |        |        |        | 625    |       |       |       |       |
| Subscriptions                      | 80     |                         | 15     |       |        | 20     |        |        | 45     |       |       |       |       |
| Financial & Standing Charges       |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| Insurance - Fire & PL              | 9,031  |                         |        |       |        |        |        |        | 9,031  |       |       |       |       |
| Legal Fees                         | 850    |                         |        |       | 600    |        | 250    |        |        |       |       |       |       |
| Rates                              | 6,931  |                         |        | 1,511 |        |        | 1,540  |        |        | 1,540 |       | 800   | 1,540 |
| Valuation                          | 250    | 150                     |        |       |        |        |        |        | 100    |       |       |       |       |
| Other Expenses                     |        |                         |        |       |        |        |        |        |        |       |       |       |       |
| GST (refund)                       | 423    | (2,394)                 |        |       |        |        |        | 176    | 522    | 1,058 | 152   | 476   | 435   |
| TOTAL EXPENDITURE                  | 44,930 | (954)                   | 1,650  | 5,196 | 1,685  | 2,330  | 4,395  | 1,346  | 13,033 | 8,108 | 1,162 | 3,646 | 3,335 |
| BALANCE                            | 498    | 14,084                  | 12,474 | 7,318 | 27,173 | 26,611 | 22,256 | 20,950 | 16,587 | 8,520 | 7,398 | 3,793 | 498   |

## Notes to the Budget

1. Accounting Fees - email quote from Jeff Whitlock 15/01/2015
2. Audit Fees - email quote from Cameron Town 15/01/2015
3. Statutory Supervisor - Quote from FCT
4. Tree Crop insurance - last years premium + 2%
5. Weed Control - includes track spraying and Olmans Beard control
6. Pest Control - coming out of AHB control