

AGENDA

WAIPAPA FOREST PARTNERSHIP

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given the Annual General Meeting of Waipapa Forest Partnership will be held at the **Eskview Rugby Club Rooms**, Onehunga Road, Bayview, Napier (note: this is a new venue) on Saturday 18th April 2015 commencing at 8.30am.

This is held in conjunction with Aberdeen, Augusta, Bayview, Eskdale, Glenview, Haroldene, Kaheka 1, Kaheka 2, Ridgemount, Romney, Roxburgh (AGM only), Saddleback and Tangoio Forest Partnerships.

PROGRAMME

8.30 - 8.45am	Registration and morning tea
8.45 - 9-00am	Welcome & opening of meeting
9.00 - 12.30pm	Meeting continues at Waipapa 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 Waipapa 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 1st 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; 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

Waipapa 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	7,205	Share Call per 4% Share											
INCOME				\$ 1,100									
Share Calls	26,400			26,400									
Credit Interest	240	20	20	20	20	20	20	20	20	20	20	20	20
Insurance Fund (2014 bal \$35,667)	9,750								9,750				
TOTAL INCOME	36,390	20	20	26,420	20	20	20	20	9,770	20	20	20	20
EXPENDITURE													
Forest Expenses													
ETS	300											300	
Forest Management	8,230	600	1,000	600	600	600	600	600	660	1,110	600	660	600
Operation Expenses													
BFRF Levy	550									550			
Fire Protection/Training/Levy	300								300				
Pest Control	2,000		2,000										
R&M Tracks	2,000									2,000			
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	10,151								10,151				
Legal Fees	600					600							
Rates	2,304			454			465			465		455	465
Valuation	250	150							100				
Other Expenses													
GST (refund)	4,482	2,526						144	314	673	144	416	266
TOTAL EXPENDITURE	43,492	3,316	4,000	4,089	1,035	2,880	3,020	1,104	12,555	5,158	1,104	3,191	2,041
BALANCE	103	3,910	(70)	22,261	21,246	18,386	15,386	14,302	11,517	6,380	5,296	2,124	103

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%