

AGENDA

WOODLANDS FOREST PARTNERSHIP

PO Box 43 WAVERLEY 4544 Tel +64 6 346 5329
Fax +64 6 346 5369 Email: invest@rogerdickie.co.nz

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given the Annual General Meeting of Woodlands Forest Partnership will be held at the Putere Accommodation Complex on Sunday 12th April 2015 commencing at 9.30am.

This is held in conjunction with Cricklewood, Glenlea, Oak Bridge, Quail Ridge, Sherwood, Stoney River and Hyde Park Forest Partnerships and Woodleigh Forest Ltd.

PROGRAMME

- 9.30 – 9.45am Registration and morning tea
- 9.45 – 10.00am Welcome & opening of meeting
- 10.00 - 12.00pm Meeting continues at Woodlands Forest
- 12.00 - 12.30pm Lunch at the Complex
- 12.30 - 2.30pm 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 Woodlands 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 8th 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.**

DIRECTIONS

The Putere Accommodation Complex is located at 2526 Putere Rd, approx 106km (1 hour 40 mins) from Napier, travelling along (SH2) towards Wairoa. Turn left at the Raupunga township onto Putere Rd or, if travelling from Wairoa, turn right at Raupunga. Follow Putere Rd inwards approx 24km. Farm sign is on the right.

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, cursive script.

Roger Dickie

Woodlands 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	13,186						Share Call per 4% Share						
INCOME							Nil						
Share Calls	0						Nil						
Credit Interest	980	40	40	40	540	40	40	40	40	40	40	40	40
Insurance Fund (2014 bal \$39,689)	11,740								11,740				
Rent	195		65			65			65				
Term Deposit (Sale of NZU's)	21,000				21,000								
TOTAL INCOME	33,915	40	105	40	21,540	105	40	40	11,845	40	40	40	40
EXPENDITURE													
Forest Expenses													
ETS	300											300	
Forest Management	8,040	640	600	600	640	600	600	640	660	1,200	600	660	600
Operation Expenses													
Fire Protection/Training/Levy	300								300				
R&M Tracks	2,500									2,500			
Weed Control	500									500			
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					700						625	
Subscriptions	80		15			20			45				
Financial & Standing Charges													
Insurance - Fire, PL & Buildings	12,441								12,141	300			
Legal Fees	600					600							
Rates	5,430			1,170			1,195			1,195		675	1,195
Valuation	250	150							100				
House Expenses													
Electricity/Accommodation	300	25	25	25	25	25	25	25	25	25	25	25	25
House R&M	600	200			200			200					
Other Expenses													
GST (refund)	326	(2,067)						184	224	912	148	547	380
TOTAL EXPENDITURE	43,912	(1,012)	1,000	4,830	1,225	3,605	3,775	1,409	13,855	6,992	1,133	4,192	2,910
BALANCE	3,189	14,238	13,343	8,553	28,868	25,368	21,633	20,265	18,255	11,303	10,210	6,059	3,189

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. Public Liability insurance - same as last years premium (\$401)