IBBOTSON & MOSCATELLI

ACCOUNTANTS . BUSINESS ADVISERS . TAX AGENTS

Recid 1/12/05

29th November 2005

Australian Industrial Registry GPO Box 19948 MELBOURNE VIC 3001

Dear Sir or Madam:

Re: The Master Grocers Association of Victoria Limited

Please find enclosed the 2005 Annual Report including:

- General Purpose Financial Reports as required,
- Operating Report
- Auditors Report
- Designated Officers Certificate

Please contact the writer should you have any queries.

Yours sincerely

IBBOTSON & MOSCATELLI

PHILIP IBBOTSON CA

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FINANCIAL RETURN FOR THE YEAR ENDED 30 JUNE 2005

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STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEAR ENDED 30 JUNE 2005

	NOTE	2005 \$	2004 \$
Operating Revenue Cost of Sales	4	363,391 60,892	318,674
	-		48,243
Gross Profit		302,499	270,431
Other Revenues from Ordinary Activities	4	301,902	255,869
Training Expenses		(12,926)	(21,976)
Occupancy Expenses		(25,121)	(17,382)
-Employee Expenses		(270,129)	(207,175)
Administration Expenses		(173,617)	(175,704)
Other Expenses from Ordinary Activities		(119,416)	(125,911)
Proceeds from Sale of Investments / Assets	5	1,158,532	769,935
Carrying Amount of Assets Sold	5	(845,258)	(684,378)
Write Off Carrying Amount of Investment		(182,407)	-
Profit from Ordinary Activities before Income Tax Expense	-	134,059	63,709
Income Tax relating to Ordinary Activities	7	-	-
Net Profit from Ordinary Activities after Income Tax	. –		
Expense attributable to Members of the Company	-	134,059	63,709
Total Changes in Association Membership Funds	=	134,059	63,709

The accompanying notes form part of these accounts

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STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2005

		2005	2004
	NOTE	\$	\$
CURRENT ASSETS			
Cash		607,620	347,769
Receivables	8	109,966	58,667
Inventories		-	-
Total Current Assets		717,586	406,436
NON CURRENT ASSETS			
Receivables		-	-
Investments	9	2,323,181	2,472,862
Property, Plant & Equipment	10	1,254,805	1,280,173
Total Non Current Assets		3,577,986	3,753,035
		.	<u> </u>
TOTAL ASSETS		4,295,572	4,159,471
CURRENT LIABILITIES			
Creditors & Borrowings	11	31,228	32,082
Provisions	12	37,019	34,123
Total Current Liabilities		68,247	66,205
NON CURRENT LIABILITIES			
Creditors & Borrowings	11	-	-
Provisions	12		
Total Non Current Liabilities		-	-
TOTAL LIABILITIES		68,247	66,205
NET ASSETS		4,227,325	4,093,266
Represented by:			
ASSOCIATION MEMBERSHIP FUNDS			
Accumulated Funds	13	4,227,325	4,093,266
TOTAL MEMBERSHIP FUNDS	=	4,227,325	4,093,266

The accompanying notes form part of these accounts

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2005

STATEMENT OF CASH FLOW

STATEWENT OF CASH FLOW		
	2005	2004
	\$	\$
CASH FLOW FROM OPERATING ACTIVITIES		
Receipts from Members	285,068	229,530
Receipts from Advertising	34,508	30,768
Receipts Other	26,807	36,057
Dividend & Trust Income Received	153,168	138,159
Interest Received	29,114	11,553
Rents Received	85,328	104,326
Payments to suppliers and employees	(644,264)	(545,148)
Income Tax paid	-	-
Net Cash Provided by (used in) Operating Activities	(30,271)	5,245
CASH FLOW FROM INVESTMENT ACTIVITIES		
Proceeds from sale of investments	1,146,713	754,935
Proceeds from sale of plant & equipment	11,819	15,000
Payments for plant and equipment	(4,779)	(41,509)
Payments for investments	(863,631)	(685,313)
Net Cash Provided by (used in) Investment Activities	290,122	43,113
Net Cash Florided by (used in) investment Activities	230,122	43,113
NET INCREASE / (DECREASE) IN CASH HELD	259,851	48,358
CASH AS AT START OF FINANCIAL YEAR	347,769	299,411
CASH AS AT END OF FINANCIAL YEAR	607,620	347,769
(a) Reconciliation of Operating Profit after income tax to net cash		
provided by (used in) operating activities:		
Operating Profit / (Loss) after income tax	134,059	63,709
Non-cash flows in operating profit:-		
(Profit) / Loss on sale of investments	(315,807)	(87,538)
(Profit) / Loss on sale of plant & equipment	2,532	1,981
Investment Written Off	182,407	-
Depreciation	15,796	17,426
Change in assets and liabilities:		
(Increase) / Decrease		
- Trade Debtors	(21,487)	(22,318)
- Sundry Debtors, Prepayments & Receivables	(29,813)	(3,725)
(Decrease) / Increase	(23,010)	(0,720)
- Trade Creditors & Accruals	(854)	18,056
- Employee Provisions	2,896	17,654
Net cash provided by operating activities	(30,271)	5,245
Her rash hinkided by obsiding activities	(00,211)	0,240

NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

NOTE 1 STATEMENT OF ACCOUNTING POLICIES

The financial statements are a general purpose financial report that has been prepared in accordance with applicable Accounting Standards and other mandatory professional reporting requirements (Urgent Issues Group Consensus Views), Schedule 1B of the Workplace Relations Act 1996 and the Industrial Registrar's Reporting Guidelines. The financial statements have been prepared on the basis of historical costs and do not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair value of the consideration given in exchange for assets. The accounting policies have been consistently applied unless otherwise stated.

The following is a summary of material accounting policies adopted by the economic entity in the preparation of the financial statements.

(a) Depreciation

Depreciation on Plant & Equipment has been provided in the accounts using either the reducing balance of depreciation or prime cost depreciation at various fixed rates appropriate to the estimated effective lives.

NOTE 2 INFORMATION TO BE PROVIDED TO MEMBERS

In accordance with the requirements of the Workplace Relations Act 1996 the attention of members of the Master Grocers' Association of Victoria Limited is drawn to the provisions of subsections (1), (2) and (3) of Section 272, which reads as follows:

- (1) A member of a reporting unit, or a Registrar, may apply to the reporting unit for specified prescribed information in relation to the reporting unit to be made available to the person making the application.
- (2) The application must be in writing and must specify the period within which, and the manner in which, the information is to be made available. The period must not be less than 14 days after the application is given to the reporting unit.
- (3) A reporting unit must comply with an application made under subsection (1)
- (4) A Registrar may only make an application under subsection (1) at the request of a member of the reporting unit concerned, and the Registrar must provide to a member information received because of an application made at the request of the member;
- (5) A general purpose financial report prepared under section 253, a concise report prepared under section 265 and a report prepared under subsection 270(4) must include a notice drawing attention to subsections (1), (2) and (3) of this section and setting out those subsections.
- (6) Without limiting the information that may be prescribed under subsection (1), the information withinding amount prescribed must include details of any fees paid by the reporting unit for payroll deduction services provided by a person who is an employer of:
 - (a) the member making the application for information; or
 - (b) the member at whose request the application was made.

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NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

		2005 \$	2004 \$
NOTE 3	DIRECTORS EMOLUMENTS Total emoluments excluding amounts in respect of fixed salaries as employees received or due and received from the Company		
	 (i) Directors engaged in the full time employment of the Company (ii) Other Directors of the Company - Fees/Allowance for attendance as representatives at meetings received by directors of the company 	NIL	NIL
	- Current Year - Underprovision for Last Year	25,729 2,500 28,229	22,709

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NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JINE 2005

		2005	2004
		\$	\$
NOTE 4	REVENUE FROM ORINARY ACTIVITIES		
	Operating Revenue		
	Annual Membership Subscriptions	204,518	208,128
	Membership Subscriptions - Industrial Awards	100,700	38,636
	Magazine Advertising	35,845	35,646
	Commission	-	204
	Liquor Expo.	-	12,862
	Food Safety Workshop	15,120	9,219
	Training Program - Other	1,280	2,718
	RSA Workshop	2,445	7,121
	Other related income	3,483	4,139
		363,391	318,673
	Other Operating Revenue		010,010
	Interest	30,139	12,885
	Dividends	133,430	
		•	99,038
	Trust Distributions	53,005	39,620
	Rental income	<u> </u>	104,326 255,869
			255,009
NOTE 5	PROFIT FROM ORDINARY ACTIVITIES		
	(a) Profit from Ordinary Activities has been determined after		
	the following items:		
	Auditors' Remuneration	0.007	
	- Audit of the Accounts - Other Services	9,307	4,484 500
	- Other Services Bad Debts	3541	2000
	Depreciation	15,796	17,426
	Annual fee for affiliation with:		
	- Political Parties	-	· -
	- A.R.A.V.	-	19,098
	- International Bodies		
	Donations	5,569	50
	Benefits to Holders of Office	28,229	22,709
	Benefits to Employees (other than Holders of Office)	267,725	177,671
	Legal Cost ` Meeting Cost	31,609 677	62,284 1,953
	Transfers to Provisions for Annual Leave	2,896	17,654
	(b) Specific Net Gains and (Losses):		_
	Proceeds from Sale of Investments	1,146,713	754,935
	Carrying Amount of Investments Sold	830,906	667,397
	Profit on Sale of Investments	315,807	87,538
	Proceeds from Sale of Plant & Equipment	11,819	15,000
	Carrying Amount of Plant & Equipment Sold	14,352	16,981
	(Loss) on Sale of Plant & Equipment	(2,533)	(1,981)
	((1,000)	

NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

NOTE 6 DIVIDENDS POLICY

No Dividends were paid during the financial year or are proposed to be paid.

NOTE 7 INCOME TAX

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The Organisation is exempt from Income Tax.

	2005	2004
	\$	\$
NOTE 8 RECEIVABLES		
Current		
Trade Debtors	60,064	38,577
Accrued Income	37,502	3,975
Withholding Tax Paid	3,584	3,773
Sundry Debtors & prepayments	8,816	12,342
	109,966	58,667

Non Current

NOTE 9 INVESTMENTS

Non Current		
Shares in other corporations not listed on a prescribed stock exchange		
* Shares in NARGA - At directors' valuation 2005	-	-
Shares in related corporations		
* At cost	~	-
Shares in listed corporations		
* At cost	1,748,784	1,853,854
(Market Value at 30.6.05 \$2,357,336)		
Units in listed managed funds		
* At cost	254,500	180,000
(Market Value at 30.6.05 \$287,450)		
Units in listed property trusts		
* At cost	319,897	439,008
(Market Value at 30.6.05 \$389,315)		
	2,323,181	2,472,862

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NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

	2005 \$	2004 \$
	Ψ	Ψ
NOTE 10 PROPERTY, PLANT AND EQUIPMENT		
Property:		
Suites 4, 5 & 9 / 1 Milton Pde, Malvern	1,219,562	1,219,562
Plant and equipment at cost	99,939	114,025
Less accumulated depreciation	(64,696)	(53,414)
	1,254,805	1,280,173

The properties at Malvern were valued independently as at 24th May 2000 by Ray White Valuations (Vic) at a market value of \$1,293,000.

NOTE 11 CREDITORS AND BORROWINGS

Current		
Sundry Creditors & Accruals	28,122	29,446
Credit Card	3,106	2,636
	31,228	32,082
Non Current		
NOTE 12 PROVISIONS		
Current		
Employee Entitlements - Provision for Annual Leave	37,019	3 4,123
	37,019	34,123
Non Current		
	· · · · · · · · · · · · · · · · · · ·	
NOTE 13 ACCUMULATED FUNDS		
Balance at the beginning of the financial year	4,093,266	4,029,557
Net Profit attributable to Members	134,059	63,709
Total Available for Appropriation	4,227,325	4,093,266
Dividends provided for or paid		
Balance at the end of the financial year	4,227,325	4,093,266

NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

NOTE 14, RELATED PARTY TRANSACTIONS

(a) The names of the Directors during this financial year were:

ALLEN, Rodney Frederick	GLEDHILL, Geoffrey Dunstan
COWLEY, Jean	JOHNSON, Ivor James
DALY, Michael	MORGAN, Roger
MILLER, Stephen Andrew	MORGAN, Peter
BUCELLO, Sandra Gail	CHEN, Tim

Emoluments due to the Directors for the 2005 year were as follows: Mr G. Gledhill and Mr. R. Allen received remuneration, being President Allowance from the Company of \$2,000 respectively.

Mr G. Gledhill, Mr J. Cowley, Mr S. Miller, Mr R. Allen, Mr M. Daly and Mrs S. Bucello received remuneration, being director fees, from the Company of \$2,500 respectively Mr. I. Johnson, Mr. R, Morgan and Mr. P. Morgan received remuneration, being director fees, from the Company of \$1,250 respectively.

Mr T. Chen received remuneration, being director fees, from the Company of \$416

Mr M. Daly received remuneration from the Company of \$1,554 as mileage,

Ms S. Bucello received remuneration from the Company of \$1,008 as mileage.

(b) There were no other material transactions between related parties.

NOTE 15 MEMBERS GUARANTEE

The Company is limited by guarantee. If the company is wound up, the Constitution of the Company states that each member is required to contribute a maximum amount not exceeding one year's subscription towards meeting any outstanding obligations of the Company. At 30 June 2005 the number of members was 459 (across 600 member sites).

NOTE 16 CONTINGENT LIABILITIES

There are no Contingent Liabilities known by the Directors of the Company.

NOTE 17 ECONOMIC DEPENDENCY

There is no economic dependency on another reporting unit.

COMMITTEE OF MANAGEMENT STATEMENT FOR THE YEAR ENDED 30 JUNE 2005

On 2005 the Committee of Management of The Master Grocers' Association of Victoria Limited passed the following resolution in relation to the general purpose financial report (GPFR) of the reporting unit for the financial year ended 30th June 2005:

The Committee of Management declares in relation to the GPFR that in its opinion:

- (a) the financial statements and notes comply with the Australian Accounting Standards;
- (b) the financial statements and notes comply with the reporting guidelines of the Industrial Registrar;
- (c) the financial statements and notes give a true and fair view of the financial performance, financial position and cash flows of the reporting unit for the financial year to which they relate;
- (d) there are reasonable grounds to believe that the reporting unit will be able to pay its debts as and when they become due and payable;
- (e) during the financial year to which the GPFR relates and since the end of that year.
 - (i) meetings of the committee of management were held in accordance with the rules of the organisation including the rules of a branch concerned; and
 - (ii) the financial affairs of the reporting unit have been managed in accordance with the rules of the organisation including the rules of a branch concerned; and
 - (iii) the financial records of the reporting unit have been kept and maintained in accordance with the RAO Schedule and the RAO Regulations; and
 - (iv) the information sought in any request of a member of the reporting unit or a Registrar duly made under section 272 of the RAO Schedule has been furnished to the member or Registrar; and
 - (v) No orders have been made by the Commission under section 273 of the RAO Schedule during the period.

For Committee of Management

Title of Office held:

DATED this 1st day of Novemberly 2005.

OPERATING REPORT FOR THE YEAR ENDED 30 JUNE 2005

The Directors of The Master Grocers' Association of Victoria Limited present their report to the members on the results of the Company for the financial year ended 30 June 2005 and on the state of affairs of the Company as at that date

The following Directors are members of the Committee of Management at the date of this report.

ALLEN, Rodney	President	MILLER, Stephen Andrew	Director
GLEDHILL, Geoffrey Dunstan	Director	DALY, Michael	Director
COWLEY, Jean	Director	MORGAN, Peter	Director
BUCELLO, Sandra	Director	CHEN, Tim	Director

PRINCIPAL ACTIVITY

The Master Grocers' Association of Victoria Limited is a Trade Association representing independently owned food store operators in Victoria, negotiating at all levels to promote and to protect the status and interest of its members.

The Master Grocers' Association of Victoria Limited has its own Consent Awards negotiated with the trade unions on behalf of the members.

The Company publishes its own bi-monthly magazine and provides a comprehensive industrial relations advice service to its members. The Company also provides a training program for its members and a widespread series of valuable store assistance programs presented at store level. There has been no significant change in its activities during the year.

OPERATING RESULTS

The profit of the Company for the year was \$134,059. No income tax is payable.

DIVIDENDS

The Directors do not recommend the payment of any dividend. No dividends have been paid or provided for since the end of the previous financial year.

NUMBER OF MEMBERS

As at year end the number of members was 459 (across 600 member sites).

NUMBER OF EMPLOYEES

As at year end the number of employees was 1 full time and 3 part time.

REVIEW OF OPERATIONS

The Company continues to enjoy 100% membership and support from the trade marketing banner groups. IGA Supermarkets and Foodworks Supermarkets are all represented on the Company Board. Membership numbers remain stable and consistent. Master Grocers liaison with these marketing boards and committees has increased, and the Company recognises this support. The Company welcomed Director Tim Chen to the Board, representing the high number of Chinese retailers from a Chinese background.

Company Director, Geoff Gledhill sits on the Liquor Industry Trust Board, established under the Liquor Control Reform Act. Chief Executive Officer Jennifer Flanagan sits on the Small Business Advisory Committee appointed by the Minister for Small Business, and the OHS Advisor Committee, appointed by the Minister for Workcover representing small business (supermarkets) in Victoria.

SIGNIFICANT CHANGES

There were no significant changes to the state of affairs of the Company for the year.

EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Since the end of the financial year and to the date of this report, in the opinion of the Directors,

no matters or circumstances have arisen which significantly affect:

- (I) the operations of the Company;
- (ii) the results of those operations, or
- (iii) the state of affairs of the Company, in the financial years subsequent to 30th June, 2005

LIKELY DEVELOPMENTS

There are no likely developments significant to members at the time of this report.

OPERATING REPORT FOR THE YEAR ENDED 30 JUNE 2005

RIGHT OF MEMBERS TO RESIGN

A member may resign his membership by giving written notice of resignation of membership to the Secretary in accordance with subrule 10.2 of the organisation's rules .

SUPERANNUATION TRUSTEES

There is no superannuation trustee for the reporting unit.

In accordance with a resolution of the Directors

DATED this May of Watchson 2005.

Director

Director

INDEPENDENT AUDITORS REPORT

Scope

We have audited the accounts, being the Statement of Directors, Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows, and Notes to and forming part of the accounts of The Masters Grocers' Association of Victoria Limited for the year ended 30th June 2005. The Companys' Directors are responsible for the preparation and presentation of the accounts and the information they contain.

We have conducted an independent audit of these accounts in order to express an opinion on them to the members of the Company.

Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance as to whether the accounts are free of material misstatement. Our procedures include examination, on a test basis, of evidence supporting the amounts and other disclosures in the accounts, and the evaluation of accounting policies and significant accounting estimates.

The audit opinion expressed in this report has been formed on the above basis.

Audit Opinion

In our opinion, the accounts of The Master Grocers' Association of Victoria Limited are properly drawn up:

(a) so as to give a true and fair view of:

- (i) the state of affairs of the company as at 30th June, 2005 and of the profit and cash flows of the company for the year ended on that date; and
- (ii) the other matters required by Division 4, 4A and 4B of Prt 3.6 of the Corporations Law to be dealt with in the financial statements.

 (b) in accordance with applicable Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the requirements of the RAO Schedule.
 Also in our opinion,

- (a) there were kept by the Company in respect of the year, satisfactory accounting records detailing the sources and nature of the income of the Company (including income from members) and the nature and purposes of expenditure; and
- (b) the attached financial statements, prepared in accordance with section 273 of the Workplace Relations Act 1996 are properly drawn up so as to give a true and fair view of:
 - (i) the financial affairs of the Company as at 30 June 2005;
 - (ii) the income and expenditure account, and result of the Company for the year ended on that date; and
 - (iii) all information, being information which was reasonably wanted for the purpose of this audit, which was required and sought by N A Cobain & Co. Pty Ltd or by any person authorised by it for the purpose of the audit, was provided.

We also understand that to the extent that there was any deficiency, failure or shortcoming in relation to the matters referred to above, we must report those matters in this report.

INDEPENDENT AUDITORS REPORT

DATED this

day of Novonson

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2005

N A COBAIN & CO. PTY LTD **Chartered Accountants**

N A COBAIN Chartered Accountant

218 / 566 St. Kilda Rd MELBOURNE 3004

DESIGNATED OFFICER'S CERTIFICATE FOR THE YEAR ENDED 30 JUNE 2005

I, Rodney Frederick Allen, being the Company President of the Master Grocers' Association of Victoria Limited, certify:

- * that the documents lodged herewith are copies of the full report referred to in s268 of the RAO Schedule; and
- * that the full report was provided to members on i / 11 / 2005; and
- * that the full report was presented to a general meeting of members of the reporting unit on $\frac{1}{12}$ / $\frac{11}{2005}$ in accordance with section 266 of the RAO Schedule.

DATED this La day of No. 2005.

Company President



Australian Government

Australian Industrial Registry

Mr Philip Ibbotson Secretary The Master Grocers' Association of Victoria Limited Suite 9, 1 Milton Parade MALVERN VIC 3144

Email: office@iandm.com.au

Dear Mr Ibbotson,

Re: Financial reports for year ended 30 June 2005 - FR2005/303 Schedule 1B of the Workplace Relations Act 1996 (RAO Schedule)

Thank you for the financial reports of The Master Grocers' Association of Victoria Limited for the year ended 30 June 2005. The documents were lodged in the Industrial Registry on 1 December 2005.

The documents have been filed.

Although the documents have been filed, I would like to comment on an issue arising out of the reports. I make this comment to assist you when you next prepare financial reports and you do not need to take any further action in respect of the financial reports already lodged. This comment was also made in our letter to you (a copy of which was forwarded to the auditor, N A Cobain) of 13 April 2005.

Auditor's report

Audit opinion

The opinion expressed by the auditor in his report has been drafted in terms of the previous requirements of the Act. Section 257(5) of the RAO Schedule now sets the matters on which an auditor is required to state an opinion. An acceptable wording would be as follows:

"In our opinion the general purpose financial report presents fairly in accordance with applicable Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the requirements of the RAO Schedule."

I have forwarded a copy of this letter to auditors NA Cobain & Co Pty Ltd.

Should you wish to discuss the matter raised in this letter, I may be contacted on (03) 8661 7822 or by email: margaret.williams@air.gov.au.

Yours sincerely

deserver -.

Margaret Williams Statutory Services Branch

21 December 2005

cc Mr NA Cobain NA Cobain & Co Pty Ltd Chartered Accountants 218 / 566 St Kilda Road MELBOURNE 3004