



RASV

ANNUAL REPORT 2013
The Royal Agricultural
Society of Victoria Limited



2013 OFFICE BEARERS

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D (Deborah) Pollett Hodgson

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JA (Joy) Potter

PJB (Jason) Ronald OAM

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Life Councillors

J Balfour Brown

DG Beard

WRR Beggs AM

AC Bott

II Bucknall

JM Burston

RM Butler

NA Edwards APM

CJ Fox AM

A Gibson

RF Haselgrove AM

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BWA Redpath

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AF Rowden

A Shears-Carter OAM

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SC Spargo

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Hon P Walsh MP

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The Royal Agricultural Society of Victoria (RASV) is a member based organisation that ultimately aims to advance excellence in agriculture by improving the quality and increasing the demand for Victorian produce.

The RASV promotes and celebrates agriculture through events which provide those with a direct involvement in primary and secondary production particularly in Victoria with unique opportunities to connect with consumers.

The RASV delivers value to industry by conducting successful events that provide platforms to enhance consumer awareness, encourage excellence and set industry benchmarks.

The Royal Melbourne Show, Victoria's largest annual community event is conducted by the RASV and provides industry with opportunities to engage and connect annually with half a million consumers over 12 days and build their knowledge and understanding of the vital role agriculture plays in everyday life.

The Royal Melbourne Show also provides industry particularly beef, dairy, sheep, and fleece with an important platform to benchmark and celebrate quality.

Other events the RASV conducts to support industry include:

- Australian International Beer Awards, Australia's largest beer show and the pre-eminent showcase of premium beer and brewing excellence in the Asia Pacific region
- Royal Melbourne Wine Show, the celebration of excellence in Australian winemaking and one of the nation's most respected wine awards
- Royal Melbourne Fine Food Awards, fast becoming Australia's most celebrated fine food awards

Each of these events celebrate product quality, encourage taste and trial, and act as a unique platform for industry promotion and education.

A full calendar of events held by RASV support different areas of the agricultural industry, including:

- The Royal Melbourne Wine Show is the pre-eminent showcase of excellence in Australian winemaking
- The Royal Melbourne Fine Food Awards is fast becoming Australia's most celebrated fine food event
- The Australian International Beer Awards is firmly establishing itself as the pre-eminent showcase of beer and brewing excellence in the Asia Pacific region
- Youth in Agriculture is a new program celebrating and informing young Victorians in agriculture and agribusiness

Furthermore, the RASV manages Melbourne Showgrounds, Victoria's largest and most versatile venue for trade shows, exhibitions and events which attracts close to a million visitors annually and hosts more than 800 events and meeting annually including more than 90 large exhibitions and events .

Focusing on delivering value to industry, the RASV is committed to:

- Improving quality and increasing demand for Victorian agricultural produce
- Providing platforms for industry to celebrate quality, set benchmarks and encourage excellence
- Delivering successful events that connect industry with consumers
- Growing memberships and enhancing member value
- Generating operating surpluses for prospective investments in events, member benefits and facilities at Melbourne Showgrounds
- Improving the organisation by supporting and developing employees and the next generation of leaders and by implementing effective systems, processes and infrastructure to ensure quality events and superior service are delivered

Board of Directors

Back row, left to right:
Alan Hawkes, Scott Chapman, Noelene King OAM, Mark O'Sullivan (CEO), Geoff Phillips, Jason Ronald OAM and Matthew Coleman.

Front row, left to right:
Deborah Pollett Hodgson, Stephen Spargo (Chairman), Ian Bucknall and Joy Potter.

Executive Team

Left to right:
Back: Jon Perry (General Manager, Corporate Services), Linda O'Halloran (Manager Human Resources), Ben White (General Manager, Agriculture Development)

Front: Mark O'Sullivan (Chief Executive Officer), Brad Jenkins (General Manager, Marketing & Business Development).

Absent: Michael Martin (General Manager, Site Operations & Logistics).





PRESIDENT'S MESSAGE

In our first year of implementing the RASV's new strategy, it is important to reflect on the milestones reached and track our progress in fostering connections between the Victorian agricultural industry and the wider community.

Building on the RASV's 160-year history, we continue to stage events that promote the industry, improve the quality and increase demand for Victorian agricultural produce.

We have provided industry with opportunities to engage with new and familiar audiences at valuable events including the Royal Melbourne Show, which holds its place as Victoria's largest annual community event.

We also recognise our continued efforts to build a sustainable future for the RASV. This year the RASV submitted a new proposal to the State Government to review the joint venture agreement that saw the successful redevelopment of Melbourne Showgrounds in 2006, and proposed a path to continue successful development and investment in its facilities.

We look forward to working with industry and communities to ensure Melbourne Showgrounds maintains a competitive advantage as a high quality venue with unrivalled facilities. This will support the RASV's plans for the future.

Committed to the future of the industry, the RASV continues to strengthen its youth engagement program, Generations, to encourage the development of the next line of leaders in Victorian agriculture.

The Australian International Beer Awards (AIBA) farewelled Chief Judge Peter Manders, who oversaw the competition for a successful eight-year reign. We pass on our gratitude to Peter for his expert guidance of a highly regarded world class Awards program.

Continuing to engage high calibre experts to judging panels, the AIBA welcomes new Chief Judge Brad Rogers, who is a member of the AIBA Industry Advisory Group and has extensive international judging experience.

I would also like to personally thank members of the AIBA Industry Advisory Group for ensuring the success of the prestigious competition, which continues to grow with record entries received in 2013.

In 2013, the Royal Melbourne Wine Awards upheld its position as the pre-eminent showcase of excellence in Australian winemaking through promoting quality.

For the first time, the RASV staged the Royal Melbourne Wine Show Uncorked, a public wine tasting event providing wine enthusiasts a chance to sample award winning wines.

Committed to evolving with the interests of Victorians, the RASV introduced the Tastes of Victoria Pavilion at the 2012 Royal Melbourne Show to provide Show patrons an epicurean journey of local produce and engage audiences with cooking demonstrations from Victoria's finest chefs.

The RASV continues to prosper due to the ongoing contribution from volunteers. We welcome new Committee Chairs across a number of its competitions including Susan Campbell-Wright who guides the Art, Craft & Cookery committee; Gavin Wall, Chair of the Sheep committee; Marion Costello, Horses in Action Committee and Phil Sexton, Committee Chair for the Royal Melbourne Wine Awards.

The RASV is very appreciative of the support of the State Government and I take this opportunity to thank the Hon. Ted Baillieu for his support during his tenure as Premier of Victoria and to welcome the Hon. Dr Denis Napthine as a strong supporter of agriculture, the Royal Melbourne Show and Melbourne Showgrounds.

I wish to record my personal thanks to my fellow Directors, all of whom are focussed on ensuring a prosperous and sustainable future for the RASV, its events and venue business.

On behalf of the RASV Board, I extend my gratitude to the management team, volunteers and partners who contribute to our ongoing success and help to build a sustainable future for the RASV, its events and initiatives.



Stephen Spargo
President



The 2012-13 financial year marked the first full year of the new strategic direction guided by our 2012-2014 Strategic Plan.

In accordance with our Strategic, the RASV is committed to promoting, rewarding and celebrating excellence in agriculture, predominately through events that link industry to consumers.

Our ultimate aim is to improve the quality and increase demand for Victorian agricultural produce.

Integral to achieving sustainable outcomes will be our ability to deliver greater value to industry by connecting industry to the consumer through our events throughout the year.

Our principal consumer event, the Royal Melbourne Show, was an outstanding success attracting in excess of 490,000 people over 11 days. Interactive, educational activities such as the Paddock to Plate and my Backyard precincts strengthened the agricultural experience on offer.

The establishment of a dedicated Tastes of Victoria pavilion continued our deliberate strategy of linking the ever expanding Royal Melbourne Fine Food Awards and Royal Melbourne Wine Awards with the Royal Melbourne Show. This offers producers a unique opportunity to promote their products to consumers to taste and trial.

The Royal Melbourne Fine Food Deli featuring gourmet bags containing award winning products once again proved extremely popular.

With ongoing encouragement and investment in youth in agriculture/agribusiness, the RASV will increase opportunities for the next generation to help shape the future of the organisation and its events.

Following on from a very positive Emerging Leaders in Victorian Agriculture forum held last year, the RASV revamped the Rural Ambassador Awards and ACAS Coca Cola Scholarship presentation event at the 2012 Royal Melbourne Show, showcasing highly talented, young Victorians including Warwick Long, young ABC rural presenter, Jack Holman, young cheese maker from Yarra Valley Dairy Cheese and Anthony Delaney, past winner of the ALPA Young Auctioneers Challenge. The event also included an inspirational presentation by Aaron Wood, 2007 Prime Ministers Environmentalist of the Year recipient.

The RASV also continued its support of the Victorian Young Farmer's Challenge, ALPA Young Auctioneers and the Steers and Careers program.

Whilst the Show was in full swing, the RASV sponsored three young Victorian delegates to participate in a global conference by attending the 25th Royal Agricultural Societies of the Commonwealth Conference in Zambia.

The RASV's Manager, Strategy and Youth Development, Kate Heeps, was joined by Hannah Janson of Rochester and Jonathon Dyer of Kaniva to meet global delegates to discuss issues relating to Agribusiness and engage in valuable knowledge sharing and networking.

In accord with one of our strategic objectives to connect industry to consumers, the Royal Melbourne Wine Awards and Australian International Beer Awards hosted consumer events, Uncorked and World of Beer – Tastings from Around the Globe respectively, to give further opportunities for consumers to taste and trial award winning products.

The Melbourne Showgrounds venue business is fundamental to the future sustainability of RASV and we highly value the strong partnership developed with clients who conduct a diverse range of quality events at the Showground through the year.



The highly competitive Events and Exhibition market in Australia demands extremely high standards from venues in terms of technology and associated infrastructure. Accordingly, the RASV is committed to ensuring we continue to invest in the Melbourne Showgrounds to remain at the forefront and to that end, we have proposed a pathway forward with the State Government, our joint venture partner.

From an end of year financial perspective, we have retained a strong position generating revenue of \$24.9M returning an operating surplus of \$2.1M prior to accounting for RASV's interest in the Joint Venture with the State.

On behalf of the RASV, I acknowledge the ongoing support of the State Government, The Minister for Agriculture, the Hon. Peter Walsh, the Department of Environment and Primary Industries (DEPI) and Department of State Development, Business and Innovation (DSDBI).

Thank you to our President, Mr Stephen Spargo, RASV Board of Directors, Senior Executive Team, Councillors, Members, operational and event committees and all staff for a very successful year.

As always we pass on our gratitude to the loyal contributions from volunteers, sponsors and the media, all of whom are integral to the growth and development of building a stronger future for the RASV.

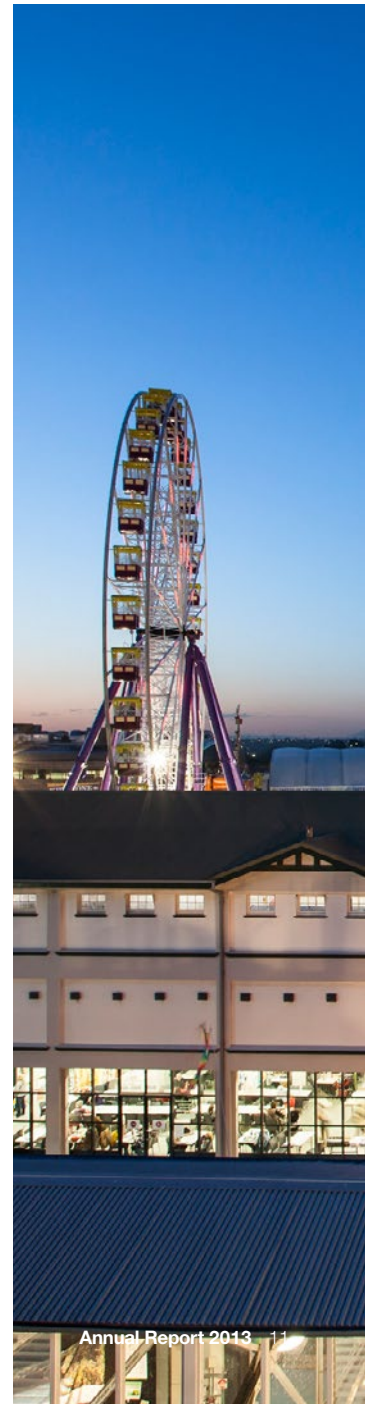
Mark O'Sullivan
Chief Executive Officer







**BRINGING
OUT THE BEST
IN VICTORIA.**



2013 ROYAL MELBOURNE SHOW



2013 Royal Melbourne Show

More than 490,000 people attended the 2012 Royal Melbourne Show, which was held from Saturday, 22 September to Tuesday, 2 October at Melbourne Showgrounds.

Conducted by the RASV to promote and celebrate agriculture, Victoria's largest community event attracted strong crowds following record pre-event ticket sales, which experienced a 20 per cent increase on 2011 figures.

The 157th annual Royal Melbourne Show continued to innovate in 2012, bringing the very best of the country to the city for 11 days of fun, discovery and excitement during the Victorian school holidays.

The inaugural 'Youth in Agriculture' opening weekend hosted the Australian Livestock and Property Agents (ALPA) Young Auctioneers Competition, Victorian Young Farmers' Challenge and the Rural Ambassador Awards.

In 2012 the Royal Melbourne Show boasted the largest exhibition of animals in Victoria, with more than 15,000 entries received for blue ribbon competitions, including 4,000 dogs, 800 beef cattle, 600 horses and 300 sheep and goats. The Animal Nursery was home to more than 450 animals of 18 different varieties, including calves, lambs, kids and chicks.

New for 2012 was the Tastes of Victoria Pavilion, a dedicated area for foodies and lovers of speciality produce, which hosted cooking demonstrations from some of Victoria's top chefs and celebrated all things fresh, local and delicious.

The Royal Melbourne Fine Food Deli remained popular, with more than 3,000 Royal Melbourne Fine Food Deli bags sold over 11 days. Patrons enjoyed award-winning produce including coffee, meats, relishes, cheese and wine from the prestigious Royal Melbourne Fine Food Awards.

The Royal Melbourne Show was again home to some of the most prestigious equine competitions in the country, including the 78th annual Garryowen Equestrienne Turnout, which was won by Miss Alex Berwick riding Xlerate, and the Showjumping World Cup Qualifier, which was taken out by Mr Sam Williams.

An array of international and local acts performed free daily shows in the new 1,000-seat Entertainment Dome, including Sesame Street Presents Elmo and Friends and comedic daredevil and Golden Clown Award recipient, Bello Nock, who attracted more than 35,000 people to his 33 performances.

The Royal Melbourne Show employed approximately 8,000 people in 2012, including 1,500 volunteers, with more than 480,000 hours spent creating the event.

More than 200 accredited media attended and covered the 2012 Royal Melbourne Show, which resulted in 2,800 media stories by metropolitan, regional and rural media outlets about the event, including five front page news stories.

Online, the Royal Melbourne Show website received over 919,000 visits and 490,000 unique visitors during the month of September and there was a 35 per cent increase in Facebook 'likes' to over 56,000.

The RASV would like to acknowledge and thank the following sponsors of the Royal Melbourne Show:

- Coca Cola
- Woolworths
- Mars Petcare
- Commonwealth Bank
- Herald Sun
- RACV
- Kubota
- The Weekly Times
- Red Energy
- Isuzu Utes
- Quit
- Nestle
- Thomas Dux
- CUB
- Stock & Land
- Lion
- Grinders

Conducted by the RASV to promote and celebrate agriculture, Victoria's largest community event attracted strong crowds following record pre-event ticket sales, which experienced a 20 per cent increase on 2011 figures.





Brendan Varis and Will Irving of Feral Brewing

2012 Australian International Beer Awards (AIBA)

The Australian International Beer Awards celebrated its 20th year in 2012, receiving a record 1,344 entries from 41 countries, reinforcing its position as one of the most highly regarded awards in the beer and brewing industry.

Conducted annually by the RASV in conjunction with the University of Ballarat, the Australian International Beer Awards is the pre-eminent showcase for premium beer and brewing excellence in the Asia Pacific region.

For the first time trophies were presented for Champion Large Australian Brewery, awarded to Western Australia's Feral Brewing, and Champion Small Australian Brewery, awarded to Australian Capital Territory's Wig & Pen Brewery & Tavern.

Trophies were also presented for Champion Large International Brewery, won by Oregon's Deschutes Brewery, and Champion Small International Brewery, won by Oregon's Pelican Pub & Brewery.

The Australian International Beer Awards presented 18 trophies, with 10 awarded to international breweries and eight awarded to Australian at an awards presentation dinner held at the Melbourne Convention and Exhibition Centre.

The Australian International Beer Awards was presided over by 52 judges, including international experts Anders Kissmeyer of Denmark and Masayoshi Kaji and Shoji Kobotake, both of Japan.

To celebrate the awards' 20th anniversary, Australian International Beer Awards' luminaries Feral Brewing and 2 Brothers Brewery produced a limited-edition commemorative beer called Collaborator.

The RASV greatly appreciates the valuable support and contribution of event partner the University of Ballarat and the following sponsors:

- Cryer Malt / Grain Corp / Barrett Burston
- City of Ballarat
- Labelmakers Group Pty Ltd
- Weyermann Specialty Malting Company
- Spiegelau
- Exponet
- MeadWestvaco
- Pasdene Gas-Pak
- Schenker



Jan & Trevor Brandon of Red Hill Cheese



2012 Royal Melbourne Fine Food Awards

The Royal Melbourne Fine Food Awards promotes and celebrates excellence across the fine food industry, recognising boutique producers and regional specialists.

In 2012 the Awards celebrated premium fine food and drink across the two new categories of Branded Lamb and Quick and Easy Pork, as well as popular existing categories Branded Beef; Chocolate; Coffee; Dairy, Sheep, Goat and Buffalo; Ice Cream, Gelatos and Sorbet; Delicatessen; Extra Virgin Olive Oil, Flavoured Olive Oil and Table Olives and Preserves.

A credible judging panel of 60 industry experts including chefs and food writers judged the 10 categories at Melbourne Showgrounds and the Awards received 966 entries vying for 33 Champion Trophies.

Champion Trophies were awarded in recognition of excellence in fine food production at a presentation luncheon on Tuesday, 25 September 2012 during the Royal Melbourne Show. The Victorian Government Award for Best Victorian Product was awarded to Red Hill Cheese for its "Mountain Goat Blue".

Fine food producers from Victoria claimed 18 Champion Trophies; totaling 45 per cent of winners, and for the first time in the Awards' six-year history, judges awarded two Champion Trophies in one category for Table Olives with both Salute Olivia and Summerland Olive Products receiving Trophies.

The continued success and growth of the Coffee category during the Royal Melbourne Fine Food Awards led to the introduction of the inaugural Australian International Coffee Awards, which is new for 2013.

Winning produce will be available for taste and trial in the Royal Melbourne Fine Food Deli bags, on sale at the 2013 Royal Melbourne Show.

There were 67 individual pieces of media coverage about the Awards, which was an increase of over 70 per cent on the previous year.

Conducted annually by the RASV, the Royal Melbourne Fine Food Awards presents a unique and valuable opportunity for industry to benchmark, promote and market its produce and products under the Awards' seal of quality and excellence.

The RASV would like to acknowledge and thank the following sponsors of the Royal Melbourne Fine Food Awards:

- Thomas Dux
- Spotless
- Dairy Australia
- Australian Pork
- Exponet
- Australian Olive Oil Association
- Plasdene Glas-Pak



Krist Thomson, Ben Thomson, Viv Thomson & Justin Purser from Bests Great Western



Winner Kate Cross with Jonathan Creese of Rural Finance

2012 Royal Melbourne Wine Show

In 2012, the Royal Melbourne Wine Show attracted 3,170 entries from 557 exhibitors competing for 22 Trophies.

The Committee for the prestigious competition this year appointed Phil Sexton as Chair and included new members from industry such as Nick Stock, Ben Edwards, Kate McIntyre and Eliza Brown.

The competition hosted an influential and high calibre judging panel comprising Australian and international sommeliers, media, winemakers, trade and buyers, including James Suckling of the USA and Dr Jamie Goode MW of the UK.

A new 100 point scoring system was introduced, which provided an enhanced reflection on the subtle differences between entries and aimed to give consumers better information to support buying decisions.

For the first time, wines were judged by class type rather than style, and two new Trophies were introduced including the inaugural Trevor Mast Trophy for the Best Shiraz in Show and the Trophy for Best Victorian Table Wine in Show.

Best's Great Western Bin 1 Shiraz 2011 from Victoria won the trifecta as it claimed three major Trophies including the Jimmy Watson Memorial Trophy for Best Red Wine of the 2010 & 2011 Vintages; The Victorian Trophy for Best Victorian Table Wine Presented by the Victorian Government; and the Trevor Mast Trophy for Best Shiraz in Show. Victorian wineries claimed five out of six top Trophies.

Consumers were given the chance to sample the award winning wines for the first time at the new Royal Melbourne Wine Show Uncorked public tasting event on Saturday, 27 October 2012.

The RASV would like to acknowledge and thank the following sponsors of the Royal Melbourne Wine Show:

- Dan Murphy's
- Portavin Integrated Wine Services
- Exponet
- Rural Finance
- Kubota
- Grays Online
- Wine Ark
- Longfellows
- the Seabrook Family
- Riedel

2012 Rural Ambassador Awards

In partnership with Victorian Agricultural Shows (VAS), the RASV hosted the Rural Ambassador Awards to encourage youth involvement and to demonstrate the organisation's commitment to the future of Victorian agriculture.

The Awards aim to recognise skilled young people living, or involved with, rural environments by providing a forum to express their views through education and experience.

The Victorian state final of the Awards was hosted during the Royal Melbourne Show at Melbourne Showgrounds, where finalists were judged on their communication and leadership qualities and level of involvement, or readiness to become actively involved, in their local agricultural show.

The overall winner and runners-up were announced on Saturday, 22 September at the Emerging Leaders in Victorian Agriculture (ELVA) Presentation Evening as part of a new Youth in Agriculture weekend initiative.

Miss Kate Cross of the Horsham Agricultural Society and Natimuk A&P Society was named the Rural Ambassador Awards state final winner. Ms Cross received \$8,000 to further her career with plans to travel to northern Australia to study beef herds, genetics and the export market. Runner-up Jessica Westwick of Warrnambool Agricultural Society received \$2,000 prize money.

The Award aims to highlight and reward the talent, creativity and ingenuity of young rural Victorians who are making a significant contribution to their local communities. Rural Victorians aged 20 to 30 are eligible to enter the Awards and automatically qualify for the preliminary finals staged at their local agricultural show.

The Rural Ambassador Awards are supported by the Victorian Rotary Districts and judged across 12 regions in Victoria at local and regional levels ahead of the grand state final held annually at the Royal Melbourne Show.

The RASV and VAS greatly appreciate the support of Rural Finance as the major sponsor of the 2012 Rural Ambassador Awards.



Russell Bracken with Stylish Impression



Reserve Champion Ayrshire Cow, Enterprise Iceman Rose, bred and owned by MJ & LR Hentschke

2013 Royal Melbourne Horse Show

The Royal Melbourne Horse Show was presented by the RASV over four days from Friday, 25 January to Monday, 28 January 2013 at the Werribee Park National Equestrian Centre.

More than 800 exhibitors showed 1,230 horses from over 40 breeds to present Australia's largest horse breed show. The 2013 event received more than 4,170 entries in total and the competition experienced an increase in a number of key classes including Thoroughbreds (increased by 150 per cent), Heavy Horses (50 per cent), Western Program (39 per cent), Australian National Saddlehorse Association (30 per cent) and Pony Club (23 per cent).

Highlights of this year's competition included the Racing Victoria Thoroughbred section, which featured a number of former prize-winning racehorses, the new Australian Stud Saddle Pony section and the Saddle Horse Championship, which was a qualifying class for the 2013 Royal Melbourne Show, and the Show Horse Council of Australasia's Grand National Championships, to be held in 2014.

The competition was presided over by nationally and internationally acclaimed expert judges, including Mrs Claire Simpson of New Zealand (Saddle Horse Championships and Open Breed Show Hunters), Mr David Wilson of New South Wales (Australian Stock Horses) and Mr Martyn Minns also of New South Wales (Friesians, Mountain and Moorland Ponies and European Ponies).

The Royal Melbourne Horse Show's coveted Best of Show Championship was awarded to Stylish Impression (racing name Stadium Girl) exhibited by Fiona and Russell Bracken of Carisbrook, Victoria. Overall 91 per cent of winners were from Victoria.

Media coverage for the Royal Melbourne Horse Show achieved a reach of more than 3.2 million across 58 articles in print and online media. This was a 38 per cent increase in the number of articles achieved the previous year.

One of the most prestigious competitions in the Australian equestrian calendar, the Royal Melbourne Horse Show provides valuable qualification towards the 'Horses in Action' competition at the Royal Melbourne Show.

2012 Royal Melbourne Dairy Show

For the third year, the RASV held the Royal Melbourne Dairy Show as a stand-alone event ahead of the Royal Melbourne Show.

It is now one of the dairy industry's premier competitions, celebrating quality and providing a platform for industry promotion.

The Royal Melbourne Dairy Show featured the finest dairy cattle for three days from Sunday, 16 to Tuesday, 18 September at Melbourne Showgrounds and hosted the Illawarra Feature Show, alongside the Victorian State Holstein Fair.

Prestigious international judges included Elgin Craig of E & J Craig Farms in Canada and Wendy Young from the UK.

Patrons were invited to attend the new LegenDairy seminar, which hosted three guest speakers who presented on topics as diverse as classification; the dairy industry and social media; and genomics.

This year's event attracted an impressive 391 entries with a greater variety of representation across Ayrshires, Guernseys, Brown Swiss, Holsteins, Illawarras and Jerseys. This strong representation of breeds allowed each class to have a dedicated breed show.

Attracting the best dairy cattle, the Royal Melbourne Dairy Show provides breeders with a valuable and timely springtime showcase and continues to grow in stature and reach with the support of the Australian dairy industry.

The RASV greatly appreciates the support of Commonwealth Bank as the major sponsor of the 2012 Royal Melbourne Dairy Show.

2012/2013 SUMMARY OF AWARDS



Royal Melbourne Show

SECTION	AWARD	EXHIBIT	EXHIBITOR	TOWN & STATE
Art, Craft & Cookery	"The Florence Monod" Memorial Award	Large Folk Art Plate with Gold Fish Class 95 Exhibit 694	Judith Cairnduff	Croydon, VIC
Beef Carcase	Grand Champion Carcase	Exhibit 13, (South Devon)	Billabong High School (bred by S & S Hamson)	Culcairn, NSW
	Borthwick Trophy	Limousin		
Beef Cattle	Supreme Beef Exhibit	GK 26 Federer F23, (Red Angus)	GK Livestock, G & K Iseppi,	Dalby, QLD
Royal Melbourne Championship Dog Show	Best In Show	Sup Ch & CAN Ch Grandgables Home Town Hero (Imp USA), Shetland Sheepdog	Mrs E Lasry	Port Melbourne, VIC
	Best Puppy In Show	Wynstream Mr President (A.I.), Labrador Retriever	Mrs J McLaurin	Perth, WA
	Best Baby Puppy In Show	Sechari Ice Man, Chow Chow	Mr J & Mrs M De Lorenzo	Greenvale, VIC
	Obedience	DUAL CH, (O) CH GIDAY VIOLET CRUMBLE R.E A.D.X J.D.X E.T	Ms L Johnson	Cranbourne North, VIC
	Agility	KAYLADENE BORN TO RUN J.D.M. A.D.M. JDO ADO S.P.D. GD	Mrs K Kisielnicki	Croydon, VIC
	Jumping	AG CH GUIRMERE JAZZ A.D.M. J.D.M. A.D.O. J.D.O. G.D.X. S.P.D. S.D.	Mrs G Kisielnicki	Cranbourne South, VIC
Horses in Action	The Garryowen Equestrienne Turnout	Xcelerate	Miss Alex Berwick	



SECTION	AWARD	EXHIBIT	EXHIBITOR	TOWN & STATE
Woodchop	Golden Axe - Grand Aggregate Trophy	-	Mr Brayden Meyer	VIC
	The Two Garrys' - Handicap Aggregate Trophy	-	Mr Daniel Gurr	TAS
Poultry	Supreme Champion in Show - in Memory of Mr G Sheppard	Hudson & Brown	BLACK (AUSTRALORP)	via Singleton, NSW
Alpaca	Supreme Champion Suri	Kurrawa Justa Rebel (E.T)	R, A & N Clark	Bellbrae, VIC
	Supreme Champion Huacaya	Ambersun Fortune Seeker	I C Frith & Associates	Berry, NSW
	Supreme Champion Suri - Fleece	Surilana Mendelssohn	Byrne, Fletcher, Golding, Tarahill & Stevely Park	The Gurdies, VIC
	Supreme Champion Huacaya - Fleece	Camelot Enide	J Nicolas, Camelot Alpacas	Newham, VIC
Sheep	The "Dalmore Trophy" - Best Ram of All Sheep Breeds	Exhibit 151, Suffolk	AE Day & Sons, Allendale	Bordertown, SA
	Best Ewe of All Sheep Breeds	Exhibit 315, Poll Dorset	T Ferguson, Mallee Park	Hopetoun, VIC
Goats	Supreme Champion Doe	Exhibit 1, Reafs Ridge Delilah (A.I)	R Bueti, Reafs Ridge	Mount Gambier, SA
Fleece	Champion Lambs' Wool	Exhibit 157	D Hopkins, Challicum	Buangor, VIC
	Champion Skirted Fleece	Exhibit 22	C Trickey, Coryule Merino Stud	Willowvale, VIC

2012/2013 SUMMARY OF AWARDS



RASV Events and Awards

SECTION	AWARD	EXHIBIT	EXHIBITOR	TOWN & STATE
Royal Melbourne Fine Food Awards	Award for Best Victorian Product	Red Hill Cheese "Mountain Goat Blue"	Red Hill Cheese	Red Hill, VIC
Royal Melbourne Dairy Show	Junior Champion Heifer	Bluechip Absolute Pamela	Mr & Mrs T & N Cochrane	Nowra, NSW
	Intermediate Champion Cow	Crookslea End Goldwyn Topsy	T Shea & N & M Wilkie	Bacchus Marsh, VIC
	Senior Champion Cow	Craigielea Avery Silky	W & P Nicholson & Family	Girgarre, VIC
Rural Ambassador Awards	Rural Ambassador Award	–	Kate Cross	Horsham, VIC
Royal Melbourne Wine Show	Jimmy Watson Memorial Trophy	Best's Great Western Shiraz Bin 1 2011	Best's Great Western	Great Western, VIC
	The Victorian Government Trophy	Best's Great Western Shiraz Bin 1 2011	Best's Great Western	Great Western, VIC
	The Trevor Mast Trophy	Best's Great Western Shiraz Bin 1 2011	Best's Great Western	Great Western, VIC
	The Francois De Castella Trophy	Leasingham Bin 7 Reisling 2012	Leasingham	Clare Valley, SA
	The Douglas Seabrook Single Vineyard Trophy	Pooley Coal River Pinot Noir 2011	Pooley Wines	Richmond, TAS
	The Bill Chambers Trophy for Best Fortified in Show	Baileys Vintage Fortified Red 2010	Baileys of Glenrowan	Glenrowan, VIC
Australian International Beer Awards	Champion Large Australian Brewery	Feral Brewing Company		Baskerville, WA
	Champion Large International Brewery	Deschutes Brewery		Oregon, USA
	Champion Small Australian Brewery	Wig & Pen Brewery & Tavern		Civic, ACT
	Champion Small International Brewery	Pelican Pub & Brewery		Oregon, USA
Royal Melbourne Horse Show	Best in Show	Stylish Impression	Fiona and Russell Bracken	Carisbrook, VIC
Stock & Land Beef Week	RASV Heifer Challenge	Riga Angus	Ian and Vera Finger	Mansfield, VIC



VENUE MANAGEMENT



The Melbourne Showgrounds venue business continued to grow in 2012/13 under the management of the Royal Agricultural Society of Victoria (RASV) to more than \$6.2 million in gross revenue.

In 2012/13 approximately 950,000 visitors attended the venue for events, exhibitions, tradeshows, meetings and exams. There were more than 800 events and meetings held at the venue including the 2012 Royal Melbourne Show and more than 90 other large scale exhibitions, trade shows and events.

The growth in the number of events and visitations further enhances Melbourne Showground's reputation as the city's largest and most versatile venue for a diverse range of events.

New events successfully held at Melbourne Showgrounds in 2012 included the Melbourne International Coffee Expo, Australian Teenage Expo, Pet & Animal Expo, Baby & Kids Buyers Show, SPCA Factory Sale and Mane Connections Expo. These new events are expected to return to Melbourne Showgrounds in future years.

In addition, 2012 was the first year the Life in Style trade show conducted by Reed International, was held at Melbourne Showgrounds during The Gift & Giving Fair.

Now in its fourth year at Melbourne Showgrounds, The National 4X4 & Outdoors Show and Fishing & Boating Expo experienced its most successful show in Victoria with crowds in excess of 10,000 on each event day.

EQUITANA Melbourne, one of Australia's hallmark events, experienced increased crowd numbers and successful retail sales as it returned to Melbourne Showgrounds on its trip rotation.

Melbourne Showgrounds also hosted music festival Stereosonic, which attracted record attendance, making it the largest music festival to be held at the venue since the redevelopment in 2006.

Victoria University once again held its mid and end of year exams at the venue and this year ACER also expanded its exam program at Melbourne Showgrounds. The multiple indoor pavilions at Melbourne Showgrounds make it the ideal venue for holding student exams.





Agricultural related events remained an important focus and during 2012/13 more than 63 events ranging from major events to meetings were held at the venue including the Melbourne International Coffee Expo, Case IH Equipment Launch, Stud Beef Victoria Cattle Handlers Camp, NCDEA Dairy Youth Camp, Royal Melbourne Wine Show, Australian International Beer Awards and Royal Melbourne Fine Food Awards.

Melbourne Showgrounds further illustrated its status as a premium and highly versatile venue when it was selected by Shine Australia as the new home for filming iconic cooking show, Network Ten's MasterChef. The new state-of-the-art set in Centenary Hall will be the scene for filming the series for the coming years.

Highlighting the venue's diversity, Melbourne Showgrounds was chosen to hold a number of community festivals including Moonee Valley City Council's local community Family Day.

The RASV is committed to making ongoing improvements to Melbourne Showgrounds facilities and exhibition areas in 2013. Planned works include:

1. Expo Hall (Building 3) will undergo a \$2.4 million upgrade, which will include the installation of heating/cooling along with new bathroom and storage facilities. Works will be completed in the last quarter of 2013.
2. RASV Centre (Building 13) will have carpet permanently installed in the ground floor event space.
3. The permanent bathroom facilities that service the Members Dining Room (Rustlers) and the Port Philip Room function space will undergo renovation in time for the 2013 Royal Melbourne Show.

These developments will provide enhanced and high quality facilities for event managers and patrons visiting Melbourne Showgrounds.

The Board will continue to foster strong relationships with the RASV's joint venture partner and ensure that the Redevelopment Project Objectives are achieved.

Board of Directors

The Board's overarching objectives are to represent and serve the interests of members, guide and monitor the business and affairs of the RASV, and implement good corporate governance structures consistent with relevant ASX governance principles, specifically to:

- Provide strategic guidance and approve the organisation's strategic/business plans, budgets and performance targets.
- Lay solid foundations for management and oversight.
- Structure the Board to add value.
- Promote ethical and responsible decision making.
- Safeguard integrity in financial reporting.
- Recognise and manage risk.
- Encourage enhanced performance – from economic, social and environmental standpoints.
- Remunerate fairly and responsibly.
- Recognise the legitimate interests of the RASV's stakeholders.

The Board will continue to foster strong relationships with the RASV's joint venture partner and ensure that the Redevelopment Project Objectives are achieved.

Board Composition

The Board comprises of a maximum of ten Directors and is chaired by the person so elected by the Directors.

The Board requires its Directors to have a broad range of expertise and experience, in a field which is complementary to the RASV's activities and strategy, or with appropriate professional qualifications and proven ability to make meaningful contributions to the Board's deliberations.

Membership Committee

The Membership Committee is appointed by the Board of Directors. The Committee consists of a minimum of three members and is chaired by a person nominated by the chairman and assisted by the RASV's General Manager Marketing & Business Development.

The Committee provides an efficient and effective mechanism for developing, assessing and recommending where necessary to the Board strategies and initiatives in relation to membership growth, member value and benefits, member utilisation, member satisfaction and member service and experiences.

Audit and Risk Management Committee

The Audit and Risk Management Committee consists of Non Executive Directors and suitably qualified independent persons.

It is charged with:

- Assisting the Board and RASV senior management in discharging their responsibilities for financial reporting and in maintaining a reliable system of internal controls covering all of the RASV's operations and activities.
- Monitoring the implementation of RASV's relevant strategies, in relation to their risk management components.
- Fostering the organisation's ethical environment.
- Overseeing and appraising the quality of the audits conducted both by the internal and external auditors.
- Fostering and maintaining open lines of communication between the internal and external auditor to ensure information exchange and coordination of activity.
- Monitoring and assessing the adequacy and scope of the RASV's procedural, operating and accounting controls.
- Providing an independent and objective review of operational and financial information provided by management to the Board.



Nominations Committee

The Nominations Committee is appointed by the Board of Directors and is primarily responsible for making recommendations to the Board regarding the selection and nomination of chairpersons and members of:

- The Board.
- Board Committees.
- Industry Advisory and Show Event Committees.

The Committee is also appointed to oversee the implementation of performance evaluation processes for members of the above groups.

Political Activity

The RASV is politically impartial and it does not provide donations to any political party.



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DIRECTORS' REPORT

The directors present their report together with the financial report of The Royal Agricultural Society of Victoria Limited (“the Company”) for the year ended 31 March 2013 and the auditor’s report thereon.

Directors

The directors of the Company at any time during or since the end of the financial year are:

Name	Experience and Special Responsibilities
Stephen Charles Spargo	Stephen has experience in commercial law and corporate finance. He was appointed a Director in July 2000 and Chairman of the Board in December 2009. He also chairs the Nominations Committee.
Ian Ivor Bucknall	Ian has had pastoral interests and has operated a successful stud sheep enterprise and consulted on animal breeding services. He has been a Director since 1993.
Douglas Scott Chapman	Scott has a broad experience in business growth, marketing and major event management and sits on a number of Boards with rural connections. He is currently CEO of the Royal Flying Doctor Service and was appointed a Director of the Company in June 2009. He is a member of the Audit & Risk Management Committee.
Matthew John Coleman	Matthew owns a 350 cow dairy farm at Yannathan in West Gippsland. He has experience in agricultural policy and program design and administration (both State and Federal), indigenous economic development, community banking and rural representation. Matthew was appointed to the Board in September 2011.
Alan John Hawkes	Alan has significant financial, banking and treasury experience. He is Chairman of the Board Audit & Risk Management Committee and a member of the Nominations Committee. He joined the Board in April 2008.
Deborah Anne Pollett Hodgson	Deborah has extensive experience in finance, commercial management, strategic planning and project management and has worked in several industries including construction, energy, facilities management and the public sector. Deborah was appointed to the Board in August 2010 and is a member of the Audit & Risk Management Committee.
Noelene Elizabeth King OAM	Noelene runs a beef property and a dairy heifer replacement enterprise in Gippsland. She is involved in local Agricultural Societies, the Stud Beef Victoria Handlers Camp and actively promotes youth in agriculture. She represented the Society on the Young Farmer Finance Council from 1999 to 2011 and has chaired the Beef Cattle & Carcase Committee since 2002. Noelene was appointed to the Board in September 2011.
Geoffrey James Phillips	Geoff has a background in rural journalism and marketing with a particular interest in the beef industry. He was appointed a Director in April 2002.
Joy Anita Potter	Joy has extensive experience in sheep, beef cattle farming and cropping and serves on several agricultural committees. She has an interest in the Arts and is a Board member of the Port Fairy Spring Music Festival. Joy was elected as a Director and her term commenced in August 2007.
Peter Jason Bruce Ronald OAM	Jason has worked for the University of Melbourne, Ballarat University, Federal and State Governments and Qantas. He runs a property fattening cattle and conducts the Brolga Pony Stud. He is a member of the Nominations Committee. Jason was appointed a Director in September 2009.

Company Secretary

Jonathan Pery
Jonathan is a Certified Practising Accountant with over twenty years experience in financial management. He was appointed as Company Secretary on 1 June 2009.

Principal Activities

The principal activities of the Company during the course of the year ended 31 March 2013 have comprised organising and staging the Royal Melbourne Show and other agriculture, food, wine and related competitions, and also the venue management of the Melbourne Showgrounds.

There were no significant changes in the nature of these activities during the year.

Objectives and Strategies for Achieving Objectives

The objectives of the Company are to promote the development of all phases of the agricultural, pastoral, horticultural, viticultural, stock raising, manufacturing and industrial resources of Victoria.

The short term objectives of the Company are to promote and celebrate agriculture through events that link industry to consumers and aim to improve quality and increase demand for Victorian agricultural produce.

The long term objectives are to ensure financial sustainability of the Company whilst allowing for the enhancement of existing events, the development of new initiatives and further investing in the Melbourne Showgrounds site.

The Company's strategy for achieving these objectives is to hold, promote, assist or subsidise exhibitions, displays or shows of any nature or kind at any time or place. This includes conducting Victoria's largest community event, the Royal Melbourne Show, and leading industry events such as the Royal Melbourne Wine Show, Royal Melbourne Horse Show, the Australian International Beer Awards and the Royal Melbourne Fine Food Awards. In addition, the Company is also responsible for management of the Melbourne Showgrounds event and exhibition venue.

Performance Measures

The objectives of the Company are able to be measured using various performance measures. These include numbers of members and exhibitors, event attendances, customer satisfaction ratings, number of agricultural industry organisations involved in events and competitions, and growth in returns from Show, the venue and other events.

Review and Results of Operations

The operating result of the Company for the year before income tax and joint venture contribution was a surplus of \$2,069,614 (2012: surplus of \$1,946,726). After inclusion of the joint venture interest, the net deficit of the Company for the year after tax was \$2,439,418 (2012: deficit \$2,599,160). During the year:

- Rental and associated income from the Venue operation was \$6,210,285. During the year a profit share payment to the Joint Venture of \$148,248 became payable. The profit share, as specified by the Venue Management Agreement, is on the basis of a 25% share of the operating surplus of the venue operation after the Joint Venture and the Company have each retained \$500,000. The net result for the Venue operation after the profit share arrangement is a surplus of \$944,742.
- Assets to the value of \$506,558 were transferred from the Joint Venture to the Company at no cost relating to the construction of the Main Arena and Woodchop Commentary Boxes. This has resulted in income of \$253,279 net of 50% joint venture interest recorded in the Company's consolidated financial statements during the financial year.
- After submissions to the Australian Taxation Office, the Company received exemption from GST under Section 38-250(2)(v)(ii) of the GST Act for certain classes of admissions and entries relating to the Royal Melbourne Show.
- The Company paid fees to the Joint Venture and the Concessionaire as part of its contractual obligations. These fees will be ongoing until the completion of the 25 year term of the Concessionaire in 2031. At the conclusion of the concession period, the State of Victoria has agreed to provide a loan to the Company to settle any shortfall in funding. This loan may be repaid in the form of a transfer to the State of all or part of the Company's interest in the Joint Venture (refer Note 10).
- The Company was appointed Venue Manager for the Melbourne Showgrounds in December 2007 for the provision of venue management services for a term of five years, effective 1 April 2007. At the date of this report the Company has been granted a one year extension until 31 March 2014. Further negotiations for the renewal of this contract will commence in September 2013.
- From 1 January 2014 AASB 11 Joint Arrangements replaces AASB 131 Interests in Joint Ventures. Under AASB 11, joint ventures must be accounted for using the equity method of accounting. This will replace the proportionate consolidation method currently used. The Company has chosen to early adopt this accounting standard and will apply it from 1 April 2013.

Dividends

The Company is limited by guarantee and is prohibited by its Constitution from paying a dividend to its members.

Significant Changes in the State of Affairs

Other than as described elsewhere in this report there were no significant changes in the Company's state of affairs during the year.

Events Subsequent to Balance Date

There are no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company, in future years.

Directors' Meetings

The number of Directors' meetings and Audit and Risk Management Committee meetings attended by each of the directors of the Company during the year are:

	Directors Meetings Attended	Directors Meetings Eligible to Attend	Audit and Risk Management Meetings Attended	Audit and Risk Management Meetings Eligible to Attend
I I Bucknall	4	7	-	-
DS Chapman	5	7	2	5
MJ Coleman	6	7	-	-
AJ Hawkes	7	7	4	5
DA Pollett Hodgson	7	7	4	5
NE King	6	7	-	-
GJ Phillips	5	7	-	-
JA Potter	7	7	-	-
PJB Ronald	6	7	-	-
SC Spargo	7	7	5	5

Financial Instruments

The Company's activities expose it to changes in interest rates. It is also exposed to credit and liquidity risks from its operations. The Board has confirmed policies and procedures in each of these areas to manage these exposures. Management reports to the Board at each Board meeting as to the monitoring of policies in place, and adherence to the policies is strictly observed.

Operating cash flows are managed to ensure that the Company is not exposed to any adverse liquidity risks. Adequate standby facilities are maintained to provide liquidity to meet unexpected and material cash outflows in the ordinary course of business.

Likely Developments

The Company will continue to pursue its objectives by growing the venue management business and building on the success of the Royal Melbourne Show. Discussions are being held with the State of Victoria regarding investment into the site to improve infrastructure at Melbourne Showgrounds. This will further improve returns for the venue, thereby reducing potential funding shortfalls at the conclusion of the joint venture concession period. Further information on likely developments in the operations of the Company and expected results of those operations have not been included in this report because the Directors believe it would result in unreasonable prejudice to the Company.

Performance in Relation to Environmental Regulation

The Company aims to ensure that the highest standards of environmental care are achieved. The Board maintains the responsibility for ensuring that the Company is aware of and is in compliance with all relevant environmental legislation. The operations of the Company are not subject to any site specific environmental licences or permits which would be considered as particular or significant under laws of the State of Victoria or the Australia Commonwealth Government nor does the Company have any exposure to significant environmental reporting requirements.

Indemnification and Insurance of Directors and Officers or Auditors

Indemnification

The Company has an agreement indemnifying those persons who are and have been directors and/or officers, against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as directors and/or officers of the Company, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses. No indemnities have been given during or since the end of the financial year to the auditor of the entity.

Insurance premiums

During the year, the Company has paid premiums in respect of directors' and officers' liability and legal expenses for the year ended 31 March 2013. The contracts insure against certain liability (subject to specific exclusions) for persons who are or have been directors or executive officers of the Company.

Directors have not included details of the nature of the liabilities covered or the amount of the premium paid as such disclosure is prohibited under the terms of the contract.

Members' Liability

The Royal Agricultural Society of Victoria Limited is a company limited by guarantee. In the event of the Company being wound up the liability of its members is limited by its Constitution to an amount not exceeding \$20 while that member is a member, or within one year after that member ceases to be a member.

AUDITOR'S INDEPENDENCE DECLARATION

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 is set out on page 10 and forms part of the Directors' Report for the year ended 31 March 2013.

Signed in accordance with a resolution of the Board of Directors made pursuant to Section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



S C Spargo
Director
Chairman

Dated this 27 day of June 2013
Melbourne, Victoria



A J Hawkes
Director
Chairman – Audit and Risk Management Committee

AUDITOR'S INDEPENDENCE DECLARATION



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DECLARATION OF INDEPENDENCE BY DAVID GARVEY TO THE DIRECTORS OF ROYAL AGRICULTURAL SOCIETY OF VICTORIA LIMITED

As lead auditor of Royal Agricultural Society of Victoria Limited for the year ended 31 March 2013, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads 'David Garvey'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

David Garvey
Partner

BDO East Coast Partnership
Melbourne, 27 June 2013

BDO East Coast Partnership ABN 83 236 985 726 is a member of a national association of independent entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO East Coast Partnership and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation (other than for the acts or omissions of financial services licensees) in each State or Territory other than Tasmania.

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2013

	Note	2013 \$	2012 \$
Revenue			
Rendering of Services	2	22,920,100	21,039,341
Other Income	2	1,955,562	1,673,518
		24,875,662	22,712,859
Expenses			
Salaries and Wages		6,508,438	5,961,613
Advertising, Promotion and Marketing		1,152,109	940,035
Depreciation		728,945	582,658
Event Expenses		5,027,942	4,957,020
Finance Costs		6,399	7,525
Maintenance, Hire and Event Set Up		4,399,834	3,792,031
Professional Fees		1,535,623	1,466,358
Utilities and Rates		791,030	621,410
Venue Access, Service Fees and Profit Share		1,083,092	1,029,191
Contribution to Asset Replenishment Fund		-	58,085
Other Expenses		1,572,636	1,350,207
		22,806,048	20,766,133
Profit before income tax and Joint Venture loss		2,069,614	1,946,726
Joint Venture Revenue	2	2,686,559	2,884,884
Joint Venture Expenses			
Interest Expense – Finance Lease		4,842,425	4,924,957
Concessionaire Fees		893,353	1,006,168
Depreciation		1,313,973	1,313,974
Project Expenses		145,840	185,671
		7,195,591	7,430,770
Joint Venture loss before income tax		(4,509,032)	(4,545,886)
Loss before income tax		(2,439,418)	(2,599,160)
Income Tax Expense	1B(b)	-	-
Loss after income tax attributable to members		(2,439,418)	(2,599,160)
Other Comprehensive Income			
Gain on Revaluation of Land		-	24,500,000
Other Comprehensive Income for the Year, net of tax		-	24,500,000
Total Comprehensive Income for the Year		(2,439,418)	21,900,840

The Statement of Comprehensive Income is to be read in conjunction with the attached notes.

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2013

	Note	2013	2012
		\$	\$
Current Assets			
Cash and Cash Equivalents	6	4,249,462	3,281,455
Trade and Other Receivables	7	6,886,733	6,850,697
Inventories		7,279	-
Prepayments	8	687,167	670,390
Total Current Assets		11,830,641	10,802,542
Non-Current Assets			
Property, Plant and Equipment	9	99,136,174	99,942,490
Receivables	7	28,105,751	31,875,728
Total Non-Current Assets		127,241,925	131,818,218
Total Assets		139,072,566	142,620,760
Current Liabilities			
Trade and Other Payables	11	4,042,524	4,264,437
Provisions	12	461,487	363,418
Interest Bearing Liabilities	13	989,258	890,832
Total Current Liabilities		5,493,269	5,518,687
Non-Current Liabilities			
Trade and Other Payables	11	2,490,968	2,545,968
Interest Bearing Liabilities	14	47,195,197	48,186,675
Provisions	15	66,069	102,949
Total Non-Current Liabilities		49,752,234	50,835,592
Total Liabilities		55,245,503	56,354,279
Net Assets		83,827,063	86,266,481
Equity			
Issued Capital	16	-	-
Land Revaluation Reserve	17	24,500,000	24,500,000
Asset Replenishment Reserve	17	136,667	136,667
Retained Earnings		59,190,396	61,629,814
Total Equity		83,827,063	86,266,481

The Statement of Financial Position is to be read in conjunction with the attached notes.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2013

	Issued Capital	Land Revaluation Reserve	Asset Replenishment Reserve	Retained Earnings	Total Equity
	\$	\$	\$	\$	\$
As at 31 March 2011	-	-	-	64,365,641	64,365,641
Changes in Equity					
Loss after Income tax for the Year	-	-	-	(2,599,160)	(2,599,160)
Other Comprehensive Income for the Year:					
Revaluation Surplus	-	24,500,000	-	-	24,500,000
Other Movements:					
Transfer to Asset Replenishment Reserve	-	-	136,667	(136,667)	-
As at 31 March 2012	-	24,500,000	136,667	61,629,814	86,266,481
Loss after Income Tax for the Year	-	-	-	(2,439,418)	(2,439,418)
Other Comprehensive Income for the Year, net of Tax	-	-	-	-	-
As at 31 March 2013	-	24,500,000	136,667	59,190,396	83,827,063

The Statement of Changes in Equity is to be read in conjunction with the attached notes.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2013

	Note	2013	2012
		\$	\$
Cash Flows from Operating Activities			
Receipts from customers		25,391,001	24,206,700
Receipts from joint venture:			
Government funding		6,956,655	5,649,779
Other revenue		6,323	14,322
Payments to suppliers and employees		(24,801,723)	(23,247,083)
Interest received		138,994	188,374
Interest and other costs of finance paid by the joint venture		(4,842,425)	(4,924,957)
Net Cash flows provided by Operating Activities	(iii)	2,848,825	1,887,135
Cash Flows from Investing Activities			
Payments for property, plant and equipment		(983,323)	(1,074,686)
Net Cash flows used in Investing Activities		(983,323)	(1,074,686)
Cash Flows from Financing Activities			
Repayment of interest bearing liabilities		(890,831)	(807,477)
Payments of trophy funds		(6,664)	(3,523)
Net Cash flows used in Financing Activities		(897,495)	(811,000)
Net Increase in Cash held		968,007	1,449
Cash and Cash Equivalents at Beginning of Financial Year		3,281,455	3,280,006
Cash and Cash Equivalents at End of Financial Year	(i)	4,249,462	3,281,455

The Statement of Cash Flows is to be read in conjunction with the attached notes.

NOTES TO THE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2013

Notes to the Statement of Cash Flows

(i) Reconciliation of Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows, cash includes cash on hand, in banks, and investments in money market instruments, net of outstanding bank overdrafts. Cash at the end of the year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

	Note	2013	2012
		\$	\$
Cash and Cash Equivalents	6	4,249,462	3,281,455

(ii) Financing Facilities

A commercial bill facility of \$1 million (2012: \$1 million) exists with National Australia Bank Limited. The facility is available until 30 June 2013 and is renewed on an annual basis. At 31 March 2013, \$nil (2012: \$nil) was in use.

The commercial bill facility is secured by the Company's interest in the Joint Venture as well as by way of a fixed and a floating charge on all assets. Liquidity risk is considered low.

(iii) Reconciliation of Net Cash provided by Operating Activities to Loss after Income Tax

	2013	2012
	\$	\$
Loss after Income Tax for the Year	(2,439,418)	(2,599,160)
Add/(less) non-cash items:		
Depreciation	2,042,919	1,896,632
Interest accrued on trophy funds	4,443	4,806
Bad debts expense	60,524	29,984
Assets transferred from joint venture	(253,279)	(207,717)
Joint venture interest income	(2,602,404)	(2,815,562)
Joint venture lease income	(55,000)	(55,000)
Changes in Assets and Liabilities:		
Decrease in Receivables – State Government Funding of Joint Venture *	6,047,267	5,739,042
Decrease/(Increase) in Receivables – Other	(13,819)	259,963
Decrease/(Increase) in Prepayments	280,595	(314,214)
Increase in Inventories	(7,279)	-
Decrease in Payables	(276,913)	(85,332)
Increase in Provisions	61,189	33,693
Net Cash Provided by Operating Activities	2,848,825	1,887,135

* Decrease in Receivables – State Government Funding of Joint Venture is after removing the impact of non-cash transactions during the year, which primarily comprises the unwinding of the discount on the long term receivable held by the Joint Venture with the State Government (RASV's 50% share being \$2.6 million).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

1 A) Corporate Information

The financial report of the Company for the year ended 31 March 2013 was authorised for issue in accordance with a resolution of the Directors on the same date as the directors' declaration.

The Company is a company limited by guarantee incorporated and domiciled in Australia.

The nature of operations and principal activities of the Company are described in the Directors' report.

The Company's registered office and principal place of business is at Melbourne Showgrounds, Epsom Road, Ascot Vale, Victoria, 3032.

1 B) Summary of Significant Accounting Policies

The principal accounting policies adopted by the Company are stated below in order to assist in the general understanding of this financial report. These policies have been consistently applied to all years presented except as otherwise indicated.

(a) Basis of Preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001 as appropriate for not-for-profit oriented entities.

Historical Cost Convention

The financial statements have been prepared under historical cost convention.

Critical Accounting Estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 1 B)(c).

(b) Income Tax

The Royal Agricultural Society of Victoria Limited has an exemption from income tax under Division 50 of the Income Tax Assessment Act (1997).

(c) Cash and Cash Equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and in hand and short term deposits with an original maturity of three months or less. These are carried at face value of the amounts deposited. The carrying amounts of cash and short term deposits approximate net fair value.

(d) Trade and Other Receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

(e) Prepayments

Expenses paid in the current financial year for which the economic benefits have not been completely consumed at reporting date, have been deferred and recorded as a prepayment in the Statement of Financial Position. Prepayments are amortised as an expense in the Statement of Comprehensive Income in future years as the economic benefits of the payment are consumed.

(f) Property, Plant and Equipment

Acquisition

Items of property, plant and equipment are initially recorded at historical cost (excluding land) and are depreciated over their estimated useful lives using the straight line method. Historical cost includes expenditure that is directly attributed to the acquisition of the item.

Depreciation

The depreciation rates used for each class of asset is calculated on a straight line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Building and Structures	2.5% - 10%
Plant and Equipment	10% - 33.3%
Motor Vehicles	20%

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

Buildings and Structures under finance lease are depreciated over their useful life which is considered to be 40 years.

Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and ready for use. The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Subsequent Additional Costs

Costs incurred on property, plant and equipment subsequent to initial acquisition are capitalised when it is probable that future economic benefits in excess of the originally assessed performance of the asset will flow to the Company in future years. Where these costs represent separate components they are accounted for as separate assets and are separately depreciated over their useful lives.

Joint Venture Land

Since inception of the Joint Venture in 2006, land is shown at fair value. Land is capitalised in the joint venture accounts and the joint venture is 50% owned by RASV and the State Government of Victoria. The initial valuation was based on a valuation prepared in 2004 by the Department of Sustainability and Environment (Valuer- General Victoria). Based on Government Standards, a valuation of the property is to be conducted every five years by the Joint Venture and movement in value is taken up in the current year. The most recent valuation was performed in 2011. The Company reviews the fair value of the land on an annual basis. Increases in the carrying amounts arising on the revaluation of land are recognised in other comprehensive income and credited to revaluation surplus reserve in equity. Any revaluation decrements are initially taken to the revaluation surplus reserve to the extent of any previous revaluation surplus of the same asset. Thereafter, the decrements are taken to profit or loss.

Land is not depreciated. Land is derecognised upon disposal or when there is no future economic benefit to the entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained earnings.

(g) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost of purchased inventory are determined after deducting rebates and discounts received or receivable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated cost necessary to make the sale.

(h) Employee Benefits

Wages, Salaries and Annual Leave

The provision for employee benefits to wages, salaries and annual leave represents the amount which the Company has a present obligation to pay resulting from employees' services provided up to the reporting date. The provisions have been calculated at undiscounted amounts and are based on amounts expected to be paid when the liabilities are settled.

Long Service Leave

The liability for long service leave is recognised in current and non-current liabilities, depending on the unconditional right to defer settlement of the liability for at least 12 months after the reporting date. The liability is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Superannuation

Contributions to employee defined contribution superannuation funds are charged against income as they are made. Each employee has the ability to choose the fund they wish their contributions to be paid into and also have the ability to choose from a range of investment options within the superannuation fund. The employer contributions where an employee has not elected to choose a superannuation fund are either paid into an accumulation scheme managed by BT Funds Management Ltd for permanent staff or an industry accumulation scheme, HOST PLUS, for casual staff.

(i) Revenue Recognition

Revenue is recognised when it is probable that the economic benefit will flow to the entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Rendering of Services – Admissions, Subscriptions, Catering and Other Services

Revenue from rendering of services is recognised in the accounting period in which the services are rendered. Show admission revenue is recognised during the period when the Royal Melbourne Show is held.

Rental Income

Rental income is recognised as it accrues over the period that the properties are leased to third parties.

Interest Income

Interest revenue is recognised as it accrues using the effective interest method.

Sale of Assets

The net profit or loss on asset sales not originally purchased for the intention of resale are included as revenue or expense at the date an unconditional contract of sale is signed.

(j) Trade and Other Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether or not billed to the Company. Trade accounts payable are unsecured and normally settled within 30 days, and are measured at amortised cost. The carrying value of payables approximate net fair value.

(k) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Exemption from GST has been determined under Section 38-250(2)(v)(ii) of the GST Act for certain classes of admissions and entries relating to the Royal Melbourne Show. The determination of GST-free status for admissions and entry fees is carried out on an annual basis.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(l) Finance Costs

Finance costs include interest, amortisation of discounts or premiums relating to borrowings, amortisation of ancillary costs incurred in connection with arrangement of borrowings and lease finance charges. Finance costs are expensed as incurred.

(m) Joint Venture

Joint ventures are contractual arrangements between the Company and one or more other parties to undertake an economic activity that is subject to joint control. Joint control only exists when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control (the venturers).

Interests in jointly controlled operations and jointly controlled assets are accounted for under the proportionate consolidation method of accounting by recognising in the Company's financial statements its share of the assets, liabilities and any income and expenses of such joint ventures.

Profits or losses on transactions with the joint venture are eliminated to the extent of the consolidated entity's ownership interest until such time as they are realised by the joint venture entity on consumption or sale.

(n) Impairment

The carrying values of non-current assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

If any such indication of impairment exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of non-current assets is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognised in the Statement of Comprehensive Income.

(o) Leases

A distinction is made between finance leases which transfer from the lessor to the lessee substantially all the risks and rewards incidental to ownership of the leased asset and operating leases under which the lessor retains substantially all the risks and rewards. Where an asset is acquired by means of a finance lease, the fair value of the leased property or the present value of minimum lease payments, if lower, is established as an asset at the beginning of the lease term. A corresponding liability is also established and each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. Operating lease rental expense is recognised as an expense on a straight line basis over the lease term, or on a systematic basis more representative of the time pattern of the user's benefit.

The buildings of the joint venture have been accounted for on a finance lease basis.

(p) Impact of New and Revised Accounting Standards or Interpretations that are not yet effective

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Certain new accounting standards and interpretations have been published that are not mandatory for the current reporting period. The Company's assessment of the impact of new, revised or amending Accounting Standards is set out below.

AASB 11 Joint Arrangements

AASB 11 replaces the AASB 131 Interests in Joint Ventures. The previous standard had 3 types of Joint ventures whereas AASB 11 only has two. These are:

- Joint Operations; and
- Joint Ventures.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Those parties are called joint operators.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Those parties are called joint venturers.

Under AASB 11, joint ventures must be accounted for using the equity method of accounting. The option to proportionately consolidate a joint venture entity has been removed under AASB 11. This will have significant implications for entities that currently use proportionate consolidation. Adopting AASB 11 will cause the Company to use equity accounting and will result in a different presentation in the Statement of Comprehensive Income, Statement of Financial Position and Statement of Cash Flows. The mandatory application date for not-for-profit entities is for annual reporting periods beginning on or after 1 January 2014. Early adoption is permitted for annual reporting periods beginning on or after 1 January 2013 and the Company will therefore adopt AASB 11 from 1 April 2013.

The Company is yet to complete a full analysis, however the Directors do not expect that any other new or revised standards will have a significant impact on the Company in future years.

(q) Significant Accounting Judgements, Estimates and Key Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events; management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Provision for impairment of receivables

The provision for impairment of receivables requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the financial position of individual debtors.

Estimation of useful lives of assets

Management determines the estimated useful lives and related depreciation charges for property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets

Management assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs to sell or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Long service leave provision

As discussed in note 1 B) (h), the liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

(r) Financial Risk Management

Financial Risk Management is the responsibility of the Board, which takes advice from the Audit and Risk Management Committee under an authorised Investment Policy. This policy outlines the key objective of achieving the maximum possible investment return within approved investment criteria and risk parameters.

The following authorised investment instruments have been approved by the Board of Directors:

- Cash Deposits
- Short Term Money Market Trust Accounts
- Fixed Interest Term Deposits
- Australian Government Securities and Bonds
- Bank Bills

Authorised investment instruments may only be transacted with the following institutions:

- Commonwealth Government
- Victorian Government
- Australian Banks or institutions with a Standard & Poors rating of A+ or higher

The following financial instruments are specifically prohibited:

- Foreign Exchange Transactions
- Derivatives
- Australian or Foreign share transactions
- Any transaction undertaken solely for the purpose of speculating

In accordance with Board policy, certain levels of investments require Board approval:

- For working capital, any intended investment in any particular instrument with a total holding in any one institution of higher than \$10 Million at any time or \$6 Million for a period greater than 90 days is to be ratified by the Board.
- For investments, any intended investment in any particular instrument resulting in a transaction over \$2 Million and a total holding in any one institution of higher than \$5 Million is to be ratified by the Board.

Any recommendation for the utilisation of investment instruments or institutions not separately authorised within the Investment Policy must be presented to the Board for approval. A mechanism for reporting all current investment instruments to the Audit and Risk Management Committee is undertaken.

2. Revenue

	2013	2012
	\$	\$
Rendering of Services		
Rental Income	8,127,566	7,624,185
Admissions Revenue	7,136,977	6,110,820
Catering Income	2,475,478	2,581,391
Sponsorship	1,731,698	1,580,893
Competition Income	1,459,011	1,413,891
Client Servicing	835,088	739,108
Parking Revenue	805,927	653,344
Members Subscriptions	229,224	223,061
Secretarial and Management Fees	119,131	112,648
	22,920,100	21,039,341
Other Income		
Ticketing Promotions	1,110,433	864,988
Assets transferred to Company from Joint Venture (Note 10)	253,279	207,717
Interest	132,671	177,232
Government Grant	55,000	75,000
Other Revenue	404,179	348,581
	1,955,562	1,673,518
Joint Venture Income		
Joint Venture Interest Income	2,608,727	2,884,790
Joint Venture Other Income	77,832	94
	2,686,559	2,884,884
Total Revenue	27,562,221	25,597,743

3. Expenses

Loss before Income tax includes the following specific expenses:

	2013	2012
	\$	\$
Joint Venture Depreciation Expense	1,313,973	1,313,974
Ticketing Promotions	1,074,012	842,114
Depreciation Expense	728,945	582,658
Bad and Doubtful Debts	60,524	29,984
Lease Rental Expense - operating leases	48,041	68,807
Employee Costs		
Employee Annual and Long Service Leave Entitlements	337,122	337,541
Superannuation Contribution Expense	344,197	334,797
Salaries – Permanent Employees	3,910,230	3,490,598
Salaries – Casual Staff and Contractors	1,868,465	1,744,076
Other Employee Costs	48,424	54,601
	6,508,438	5,961,613

4. RASV Net Result Before Proportionate Consolidation with Joint Venture

	2013	2012
	\$	\$
Revenue		
Rendering of Services	22,920,100	21,039,341
Other Income	2,208,841	1,881,237
	25,128,941	22,920,578
Expenses		
Salaries and Wages	6,508,438	5,961,613
Event Expenses	5,027,942	4,957,020
Maintenance, Hire and Event Set Up	4,399,834	3,672,338
Venue Access, Service Fees and Profit Share	2,164,864	2,058,380
Professional Fees	1,535,623	1,466,358
Advertising, Promotion and Marketing	1,152,109	940,035
Utilities and Rates	791,030	621,410
Depreciation	728,945	582,658
Finance Costs	6,399	7,525
Contribution to Asset Replenishment Fund	-	116,171
Other Expenses	1,572,636	1,350,211
	23,887,820	21,733,719
Net result before income tax	1,241,121	1,186,859

The RASV net result before proportionate consolidation of the Joint Venture is not comparable to the result in the Statement of Comprehensive Income on page 33. The Statement of Comprehensive Income includes consolidation adjustments that eliminate 50% of any transactions between the RASV and the Joint Venture in accordance with Australian Accounting Standards.

5. Comprehensive Income

Comprehensive income is the change in equity during a period resulting from transactions and other events, other than those changes resulting from transactions with owners in the capacity as owners.

Other comprehensive income comprises items of income and expense that are not recognised in profit or loss as required or permitted by Australian Accounting Standards. Other comprehensive income during the comparative period included a gain on revaluation of land by the Joint Venture.

6. Cash and Cash Equivalents

	2013	2012
	\$	\$
Cash on hand	109,370	42,444
Cash at bank and on deposit	4,140,092	3,239,011
	4,249,462	3,281,455

Average interest rates at 31 March 2013 on cash accounts were 2.87% (2012: 4.10%).

7. Trade and Other Receivables

		2013	2012
		\$	\$
Current			
Trade Receivables	(a)	654,038	1,177,961
Allowance for Doubtful Debts	(a)	(50,000)	(29,051)
		604,038	1,148,910
Non – Current			
Sundry Receivables	(b)	6,282,695	5,701,787
		6,886,733	6,850,697

(a) Trade Receivables and Allowance for Doubtful Debts

(b) Current sundry receivables comprise the company's portion of the \$100.7 million funding commitment to the Joint Venture from the State of Victoria to be received by the Joint Venture over a 12 month period from 31 March 2013.

All credit and recovery risk has been provided for in the Statement of Financial Position.

As at 31 March 2013 debts that were past due but not doubtful amounted to \$179,210 (2012: \$244,720).

At 31 March, the ageing analysis of trade receivables is as follows:

	As at 31 March 2013		As at 31 March 2012	
	Trade Receivable	Allowance	Trade Receivable	Allowance
	\$	\$	\$	\$
Current	424,828	-	904,190	-
31 – 60 days	154,076	-	145,470	-
61 – 90 days	8,363	-	67,033	-
91 days and over	66,771	(50,000)	61,268	(29,051)
Closing Balance	654,038	(50,000)	1,177,961	(29,051)

8. Prepayments

	2013	2012
	\$	\$
Prepaid Insurance	284,061	285,754
Prepaid Other	403,106	384,636
	687,167	670,390

9. Property, Plant and Equipment

	2013	2012
	\$	\$
Land - at fair value	50,000,000	50,000,000
Buildings and Structures		
- at cost	3,262,746	2,580,588
- accumulated depreciation	(396,648)	(212,947)
	2,866,098	2,367,641
Buildings and Structures – Finance Lease		
- at cost	52,558,924	52,558,924
- accumulated depreciation	(8,672,937)	(7,358,964)
	43,885,987	45,199,960
Motor Vehicles – Finance Lease		
- at cost	54,430	54,430
- accumulated depreciation	(39,006)	(29,390)
	15,424	25,040
Plant and Equipment		
- at cost	5,166,759	4,614,315
- accumulated depreciation	(2,798,094)	(2,264,466)
	2,368,665	2,349,849
	99,136,174	99,942,490

Reconciliation of Movements in 2013

	Opening Balance	Additions	Depreciation	Disposals	Closing Balance
	\$	\$	\$	\$	\$
Land	50,000,000	-	-	-	50,000,000
Buildings and Structures	2,367,641	682,158	(183,701)	-	2,866,098
Buildings and Structures – Finance Lease	45,199,960	-	(1,313,973)	-	43,885,987
Motor Vehicles – Finance Lease	25,040	-	(9,616)	-	15,424
Plant and Equipment	2,349,849	554,444	(535,628)	-	2,368,665
	99,942,490	1,236,602	(2,042,918)	-	99,136,174

Reconciliation of Movements in 2012

	Opening Balance	Additions	Depreciation	Disposals	Closing Balance
	\$	\$	\$	\$	\$
Land (a)	25,500,000	24,500,000	-	-	50,000,000
Buildings and Structures	1,562,576	926,148	(121,083)	-	2,367,641
Buildings and Structures – Finance Lease	46,513,934	-	(1,313,974)	-	45,199,960
Motor Vehicles – Finance Lease	34,657	-	(9,617)	-	25,040
Plant and Equipment	2,445,552	356,255	(451,958)	-	2,349,849
	76,056,719	25,782,403	(1,896,632)	-	99,942,490

The Company transferred its land, buildings and improvements during the year ended 31 March 2006 to Showgrounds Nominees Pty Ltd which is a nominee company for the joint venture between the State of Victoria and the Company for the redevelopment of the Showgrounds. The Company retains a 50% interest in the Joint Venture. Refer to note 10.

(a) Land additions are due to the revaluation of land and not purchase of land.

10. Investment in Joint Venture

The State of Victoria and the Company are each 50% participants in the Joint Venture. The State has made a funding commitment of approximately \$100.7 million and RASV has transferred its land with buildings and improvements to the Joint Venture.

The redevelopment of the Showgrounds, which was completed in August 2006, was delivered under the Government's Partnerships Victoria methodology.

The Joint Venture structure involves an unincorporated Joint Venture which delivered the project and an incorporated entity known as the Project Company – Showground Nominees Pty Ltd – which has the role of holding the project land on a bare trust basis for and on behalf of the Joint Venture participants. Each participant, the State and the Company, owns 50% of the shares in the Project Company.

As Showgrounds Nominees Pty Ltd holds the Showgrounds land on a bare trust basis for the State and the Company as 50% participants in the Joint Venture, the financial statements have been prepared on the basis that the Company has indirectly recognised its 50% interest via its accounting for the Joint Venture.

The reporting date for the Joint Venture is 30 June 2013. Interim information has been extracted for the purpose of preparation of the Company's financial statements as at 31 March 2013, which is subject to audit by the Company's auditor.

During the year ended 31 March 2013, assets to the value of \$506,558 were transferred to the Company at no cost upon completion of the Main Arena and Woodchop Commentary Boxes. This has resulted in income recorded in the financial statements during the financial year and represents 50% of the total assets transferred.

The Company's interest in the assets and liabilities that have been proportionately consolidated at 31 March 2013 are as follows:

Name of Entity	Principal Activity	Interest	
		2013	2012
		%	%
Unincorporated Joint Venture	To carry out the redevelopment of the Royal Melbourne Showgrounds	50	50
		2013	2012
		\$	\$
Current Assets			
Cash		260,788	152,242
Trade and Other Receivables	(a)	6,433,904	6,084,034
Total Current Assets		6,694,692	6,236,276
Non-Current Assets			
Land		50,000,000	50,000,000
Buildings and Structures – net book value		43,885,987	45,199,960
Trade and Other Receivables	(a)	28,105,751	31,875,728
Total Non Current Assets		121,991,738	127,075,688
Total Assets		128,686,430	133,311,964

(a) Trade and other receivables includes the balance of the \$100.7 million funding commitment from the State of Victoria.

	2013	2012
	\$	\$
Current Liabilities		
Trade and Other Payables	1,900,942	1,910,111
Income in Advance	55,000	55,000
Interest Bearing Liabilities	(b) 971,892	880,826
Total Current Liabilities	2,927,834	2,845,937
Non Current Liabilities		
Income in Advance	2,490,968	2,545,968
Interest Bearing Liabilities	(b) 47,087,533	48,059,424
Total Non Current Liabilities	49,578,501	50,605,392
Total Liabilities	52,506,335	53,451,329
Net Assets	76,180,095	79,860,635

(b) The interest bearing liabilities represents the finance lease relating to the Showgrounds buildings development with a lease term of 25 years.

Showgrounds Nominees Pty Ltd, as nominee for the Joint Venture, has entered into a number of agreements with the developer of the Showgrounds, referred to as the Concessionaire. These agreements included settlement for the construction of the buildings and infrastructure and the ongoing maintenance and life-cycle costs during the duration of the concession deed of 25 years.

These costs will be met from existing assets of the Joint Venture, some of the future revenue streams from the Showground facilities, and where necessary, funding from the State Government, in accordance with agreements entered into between the Joint Venture, the Joint Venture participants and Showgrounds Nominees Pty Ltd.

Under the State Support Deed – Core Land, the State has undertaken to ensure the performance of the payment obligations in favour of the Concessionaire and the performance of the Joint Venture financial obligations in favour of the security trustee.

Under the State Commitment to the RASV, the State has agreed to support certain obligations of the Company which may arise out of the Joint Venture Agreement. In accordance with the terms set out in the State Commitment to the RASV, the State will pay (in the form of a loan), the amount requested by the Company. If any outstanding loan amount remains unpaid at 25 August 2031, which is 25 years after the commencement of the operation term under the Development and Operation Agreement, the Company will be obliged to satisfy and discharge each such outstanding loan amount. This may take the form of a transfer to the State of the whole or part of the Company's participating interest in the Joint Venture.

A fixed and floating charge over the assets of the Company has been entered into between the Company and the State. The Company has granted the fixed and floating charge to the State as security for the due and punctual performance of the Company's obligations under or in connection with the charge, the Project Objectives Agreement, the Intellectual Property Agreement or the Events Agreement.

11. Trade and Other Payables

		2013	2012
		\$	\$
Current			
Trade Payables		1,034,705	538,239
Accruals		2,680,993	3,419,418
Income in Advance	(a)	326,826	306,780
		4,042,524	4,264,437
Non – Current			
Income in Advance	(a)	2,490,968	2,545,968

(a) Income in advance relates to rental income received in advance and to be recognised over the term of the lease.

12. Provisions (Current)

		2013	2012
		\$	\$
Employee Benefits		461,487	363,418

13. Interest Bearing Liabilities (Current)

		2013	2012
		\$	\$
Finance Lease – Showgrounds Redevelopment		971,892	880,826
Finance Lease – Motor Vehicles		17,366	10,006
		989,258	890,832

14. Interest Bearing Liabilities (Non-Current)

	2013	2012
	\$	\$
Finance Lease – Showgrounds Redevelopment	47,087,533	48,059,424
Finance Lease – Motor Vehicles	-	17,366
Trophy Funds	107,664	109,885
	47,195,197	48,186,675

15. Provisions (Non-Current)

	2013	2012
	\$	\$
Employee Benefits	66,069	102,949

16. Issued Capital

The Royal Agricultural Society of Victoria Limited is a company limited by guarantee. In the event of the Company being wound up the liability of its members is limited by its Constitution to an amount not exceeding \$20 while that member is a member, or within one year after that member ceases to be a member.

17. Reserves

Land Revaluation Reserve

The reserve is used to recognise increments and decrements in the fair value of land.

Asset Replenishment Reserve

The reserve is used for the enhancement and addition of assets on the core Showgrounds land.

18. Commitments

	2013	2012
	\$	\$
Future operating lease rentals not provided for in the financial statements.		
Payable:		
Not longer than one year	46,308	48,619
Longer than one year but not longer than two years	46,308	46,308
Longer than two years but not longer than five years	18,003	64,311
	110,619	159,238

Operating leases have an average lease term of 4 years. Assets that are subject to operating leases include office and IT equipment.

	2013	2012
	\$	\$
Future finance leases provided for in the financial statements.		
Payable:		
Not longer than one year	5,741,229	5,735,212
Longer than one year but not longer than five years	22,893,000	22,910,979
Longer than five years	76,688,440	82,411,689
Minimum lease payments	105,322,669	111,057,880
Future finance charges	(57,245,878)	(62,090,258)
Recognised as a liability	48,076,791	48,967,622
Representing lease liabilities:		
Current (note 13)	989,258	890,832
Non-Current (note 14)	47,087,533	48,076,790
	48,076,791	48,967,622

Finance leases to the value of \$48,059,425 relate to the Showgrounds buildings with a lease term of 25 years. These comprise \$971,892 of current and \$47,087,533 of non-current commitments. The remaining \$17,366 relate to motor vehicles with a lease term of four years.

As part of the contractual obligations with the State, the Company is obliged to contribute to the Joint Venture a defined percentage of its cash surplus based on a pre-determined formula. Subject to a floor of \$500,000 and a ceiling of \$2.27 million, the Company must contribute a percentage of its cash surplus (before including the 50% share of joint venture results) as follows:

Years	Percentage
2007 - 2008	50%
2009 - 2011	60%
2012 - 2031	75%

Based on the Company's result, the current year contribution payable to the Asset Replenishment Fund is \$Nil (2012: \$116,171).

19. Employee Benefits

	2013	2012
	\$	\$
Aggregate employee benefits, including on-costs:		
Accrued salaries and wages (Current)	88,209	75,340
Provisions (Current)	461,487	363,418
Provisions (Non-current)	66,069	102,949
	615,765	541,707

20. Financial Instruments

(a) Financial risk management objectives and policies

The company's principal financial instruments comprise receivables, payables, and cash and cash equivalents. These activities expose the company to a variety of financial risks: market risk, interest rate risk, credit risk and liquidity risk.

Although the company does not have documented policies and procedures other than an authorised investment policy, the Board manages the different types of risks to which the company is exposed by considering risk and monitoring levels of exposure to interest rates and by being aware of market forecasts for interest rates. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk, liquidity risk is monitored through general business budgets and forecasts. Further detail is noted in Summary of Significant Accounting Policies 1 B) (r).

The entity holds the following financial instruments:

	2013	2012
	\$	\$
Financial Assets:		
Cash and Cash Equivalents	4,249,462	3,281,455
Receivables	34,992,484	38,726,425
Total Financial Assets	39,241,946	42,007,880
Financial Liabilities:		
Trade and Other Payables	4,042,524	4,264,437
Interest Bearing Liabilities	48,184,455	49,077,507
Total Financial Liabilities	52,226,979	53,341,944
Net Exposure	(12,985,033)	(11,334,064)

As of 31 March 2013 the Company had a net liability in financial instruments of \$13 million. Included in the balance is a liability attributable to the Joint Venture which is proportionately consolidated by the Company. It represents a long term liability of the joint venture which is to be funded by the State Government of Victoria via various agreements entered into by the Joint Venture. Due to the above, directors of the RASV believes that the Company and Joint Venture will be able to settle the liabilities summarised above as and when they fall due.

(b) Risk Exposures and Responses

Interest Rate Risk

The entity's exposure to market interest rates relates primarily to short term deposits held.

Management monitors term deposit rates and balances the achievement of high rates against the flexibility offered by at call funds.

Sensitivity analysis

Management are of the opinion that applying a sensitivity analysis rate of 1% is a reasonable estimate of the uncertainty in the market over the next twelve months.

At 31 March 2013, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax loss and equity would have been affected as follows:

	Net Loss Higher / (Lower)		Net Assets Higher / (Lower)	
	Year Ended 31 March		As at 31 March	
	2013	2012	2013	2012
	\$	\$	\$	\$
+1% (100 basis points)	(42,495)	(32,815)	42,495	32,815
-1% (100 basis points)	42,495	32,815	(42,495)	(32,815)

Price Risk

All investment decisions are subject to regular Board review, after scrutiny and recommendations received from the Audit and Risk Management Committee. The Company does not engage in any significant transactions which are highly speculative in nature. The company does not have any material exposure to price risk.

Credit Risk

The maximum exposure to credit risk at reporting date in relation to recognised financial assets is the carrying amount of those assets as disclosed in the Statement of Financial Position and notes to the financial statements. These include a receivable from the State of Victoria which carries no risk. The Company had no significant concentrations of credit risk with any single counter party or group of counter parties.

Liquidity Risk

The company manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

Maturities of trade and other payables, and interest bearing liabilities

The table below analyses the company's financial liabilities:

	Maturing within 0 – 60 days	Maturing 60 days – 1 year	1 year +	Total
	\$	\$	\$	\$
2013				
Trade and Other Payables	3,577,594	464,930	-	4,042,524
Interest Bearing Liabilities	-	989,258	47,195,197	48,184,455
Total Financial Liabilities	3,577,594	1,454,188	47,195,197	52,226,979
2012				
Trade and Other Payables	3,838,481	425,956	-	4,264,437
Interest Bearing Liabilities	-	890,832	48,186,675	49,077,507
Total Financial Liabilities	3,838,481	1,316,788	48,186,675	53,341,944

(c) Net Fair Values

The net fair value of assets and other liabilities approximates their carrying value.

21. Events Subsequent to Balance Date

There are no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company, in future years.

22. Auditors Remuneration

	2013	2012
	\$	\$
Total of all remuneration received and receivable in connection with:		
(a) Audit of the Annual Financial Report	29,000	28,000
(b) Other Services:		
Royal Melbourne Show Assurance Procedures	3,500	2,500
Other Audit Services – Joint Venture	20,000	19,000
Accounting Advice	2,500	-
	55,000	49,500

23. Directors Remuneration

	2013	2012
	\$	\$
Directors of the Company did not receive any remuneration for services provided.	-	-

24. Related Party Transactions

- i. The Company performed accounting and secretarial functions for Victorian Agricultural Shows Limited and Stud Beef Victoria Incorporated. The fees charged for these services were \$87,251 (2012: \$89,698). At the end of the financial year the outstanding balance for these services included in Trade Debtors is \$6,564 (2012: \$7,944).
- ii. The names of all Directors who have held office during the year are:
 - Ian Ivor Bucknall
 - Douglas Scott Chapman
 - Matthew John Coleman
 - Alan John Hawkes
 - Deborah Anne Pollett Hodgson
 - Noelene Elizabeth King OAM
 - Geoffrey James Phillips
 - Joy Anita Potter
 - Peter Jason Bruce Ronald OAM
 - Stephen Charles Spargo
- iii. Mr S C Spargo is a partner of Allens whose firm provides legal services to the Company. The total amount paid by the Company for the legal services provided by the firm was \$23,064 (2012: \$4,078).
- iv. Mr D S Chapman is the CEO of the Royal Flying Doctor Service (RFDS). The Company provides exhibition space to the RFDS at no charge during the Royal Melbourne Show.
- v. Directors and Councillors had related party transactions at arms-length with the Company involving the purchase of goods/services considered to be trivial or domestic in nature.
- vi. The Royal Agricultural Society of Victoria Limited has a 50% interest in an unincorporated joint venture. Refer to note 10 for transactions for the year ended 31 March 2013.

25. Key Management Information

Key management personnel comprise persons having authority and responsibility for planning, directing and controlling the activities of the Company. These persons consist of the Chief Executive Officer, Mark O'Sullivan and General Managers, Brad Jenkins, Michael Martin, Jon Perry and Ben White.

The amounts paid or payable to key management are as follows:

	2013	2012
	\$	\$
Short-term employee benefits	1,130,908	1,106,660
Other long-term benefits	166,881	140,755
Termination benefits	-	156,549
	1,297,789	1,403,964

DIRECTORS' DECLARATION

In the opinion of the directors of The Royal Agricultural Society of Victoria Limited:

- a) the accompanying financial statements and notes thereto, are in accordance with the Corporations Act 2001, comply with the accounting standards and the Corporations Regulations 2001, and give a true and fair view of the Company's financial position as at 31 March 2013 and of its performance for the year ended on that date; and
- b) at the date of this declaration there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors made pursuant to Section 295(5) of the Corporations Act 2001.



S C Spargo
Director
Chairman



A J Hawkes
Director
Chairman – Audit and Risk Management Committee

Dated this 27 day of June 2013
Melbourne, Victoria



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INDEPENDENT AUDITOR'S REPORT

To the members of the Royal Agricultural Society of Victoria Limited

Report on the Financial Report

We have audited the accompanying financial report of Royal Agricultural Society of Victoria Limited, which comprises the statement of financial position as at 31 March 2013, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Royal Agricultural Society of Victoria Limited, would be in the same terms if given to the directors as at the time of this auditor's report.



Opinion

In our opinion:

- (a) the financial report of Royal Agricultural Society of Victoria Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's financial position as at 31 March 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

BDO East Coast Partnership

A handwritten signature in blue ink, appearing to read 'David Garvey'. Above the signature is a small, stylized 'BDO' logo.

David Garvey

Partner

Melbourne, 27 June 2013

