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**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 ("ASIC Act")**

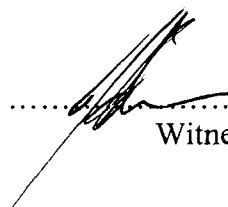
**UNDERTAKING TO THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION GIVEN FOR THE PURPOSES OF SECTION 93AA OF THE
ASIC ACT**

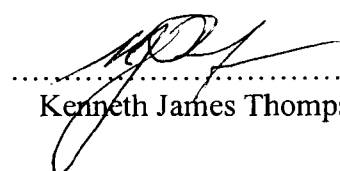
The commitments in this Enforceable Undertaking ("Undertaking") are offered to the Australian Securities and Investments Commission ("ASIC") by:

Kenneth James Thompson
69 Jabiru Avenue
Burleigh Waters Qld 4220

1. Background

- 1.1 Kenneth James Thompson ("Thompson") is a registered company auditor, number 6453, and company director of Orocon Group Pty Ltd ("Orocon"). Thompson has been a registered company auditor since 28 January 1983 and is a member of The Institute of Chartered Accountants in Australia.
- 1.2 Thompson is the appointed auditor of Voyager Resort Limited ("Voyager"), an unlisted public company. Voyager manages and operates a timeshare resort, The Voyager Timeshare, a 15-story high-rise unit building located at Broadbeach on the Gold Coast. In 2003, Thompson conducted an audit of the financial statements and accounts for Voyager for the year ended 30 June 2003 ("the Voyager audit").
- 1.3 On 10 October 2003 Thompson, as director of Orocon, issued an unqualified audit report in respect of the financial statements of Voyager for the year ended 30 June 2003.
- 1.4 On 10 October 2003 Thompson, as director of Orocon, issued an unqualified audit report relating to the accounts of Voyager, as a Dealer, in respect of the financial year ended 30 June 2003 as part of an ASIC Form 711.
- 1.5 On 10 October 2003 Mr Thompson signed an ASIC Form 721, auditor's report relating to dealer's accounts, relating to the accounts of Voyager in respect of the financial year ended 30 June 2003.
- 1.6 In July 2004, ASIC conducted a review of the audit working papers in relation to the Voyager audit.
- 1.7 Auditing and Assurance Standards are developed and maintained by the Auditing & Assurance Standards Board and are to be applied to all financial report audits and are also to be applied, adapted as necessary, to all audits of other financial and non-financial information, other assurance engagements, and to all audit related services.
- 1.8 Auditing and Assurance Standards contain basic principles and essential procedures, which are mandatory ("mandatory auditing standards").

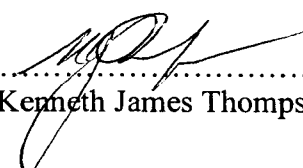
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Witness

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Kenneth James Thompson

- 1.9 In relation to the Voyager audit ASIC has concerns that Thompson, as auditor of Voyager, failed to comply with the following mandatory auditing standards:
- (a) did not document audit work and therefore failed to comply with AUS 208 – Documentation;
 - (b) did not plan the audit work and therefore failed to comply with AUS 302 – Planning;
 - (c) did not consider materiality and audit adjustments when either planning or conducting the audit work and therefore failed to comply with AUS 306 – Materiality and Audit Adjustments;
 - (d) did not consider risk assessment and internal controls when either planning or conducting the audit work and therefore failed to comply with AUS 402 – Risk Assessment and Internal Controls;
 - (e) did not obtain sufficient appropriate audit evidence and therefore failed to comply with AUS 502 – Evidence;
 - (f) did not obtain sufficient appropriate audit evidence, in the form of external confirmations, and therefore failed to comply with AUS 504 – External Confirmations;
 - (g) did not make any inquiry regarding litigation and claims and therefore failed to comply with AUS 508 – Inquiry Regarding Litigation and Claims;
 - (h) did not carry out any analytical procedures and therefore failed to comply with AUS 512 – Analytical Procedures;
 - (i) did not carry out any auditing sampling and other selective testing procedures and therefore failed to comply with AUS 514 – Auditing Sampling and Other Selective Testing Procedures;
 - (j) did not carry out any audit of accounting estimates and therefore failed to comply with AUS 516 – Audit of Accounting Estimates;
 - (k) did not carry out any audit work in relation to related party transactions and therefore failed to comply with AUS 518 – Related Parties;
 - (l) failed to obtain a management representation letter and therefore failed to comply with AUS 520 – Management Representations;
 - (m) failed to undertake audit work in relation to subsequent events and therefore failed to comply with AUS 706 – Subsequent Events;
 - (n) failed to undertake audit work in relation to going concern and therefore failed to comply with AUS 708 – Going Concern; and
 - (o) failed to comply with the objectives and general principles governing an audit of a Financial Report in accordance with AUS 202 – Objectives and General Principles Governing an Audit of a Financial Report.

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Kenneth James Thompson

- 1.10 In relation to the Voyager audit ASIC has concerns that Thompson, as auditor of Voyager, also failed to comply with the following auditing and professional standards:
- (a) failed to ensure that he signed his audit report after the directors had signed the Director's Report and Directors Declaration in accordance with AUS 702; and
 - (b) failed to comply with mandatory auditing standards and therefore failed to comply with Professional Standard APS 1.1.
- 1.11 In February 2005, Thompson submitted an ASIC Form 905 requesting ASIC to cancel his registration as an auditor.

2. Undertakings by Kenneth James Thompson

Thompson undertakes the following for the purposes of section 93AA of the ASIC Act.

- 2.1 Upon ASIC cancelling Thompson's registration as an auditor, Thompson will not re-apply for registration as an auditor for a period of five (5) years;
- 2.2 On or before 31 July 2005, Thompson will refund Voyager Resort Limited, all professional fees received for conducting the Voyager audit; and
- 2.3 On or before 31 July 2005, Thompson will pay ASIC the amount of \$5,000.00 for costs associated with ASIC's investigation into the Voyager audit.

3. Acknowledgments

- 3.1 Thompson acknowledges that ASIC:
- (a) may from time to time publicly refer to this Undertaking;
 - (b) may issue a media release on the execution of this Undertaking referring to the terms of the Undertaking and the concerns of ASIC which led to its execution;
 - (c) will make a copy of the executed Undertaking available on a public register.
- 3.2 Further, Thompson acknowledges that:
- (a) this Undertaking in no way derogates from the rights and remedies available to any other person arising from any conduct described in this Undertaking.
 - (b) ASIC's acceptance of this Undertaking does not affect ASIC's powers to investigate a contravention arising from past or future conduct, or to pursue a criminal prosecution or its powers to lay charges or seek a pecuniary civil order or to pursue civil remedies including injunctive

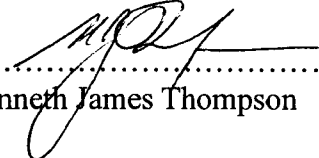
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Kenneth James Thompson

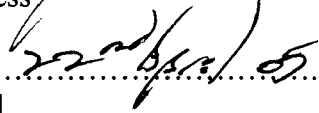
relief) or to pursue administrative remedies including licensing or banning orders in relation to past or future conduct (including the conduct described in this undertaking).

(c) the Undertaking has no operative force until accepted by ASIC.

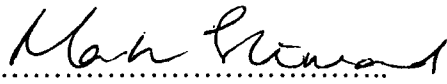
SIGNED by Kenneth James Thompson

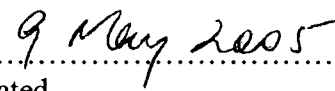

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Kenneth James Thompson

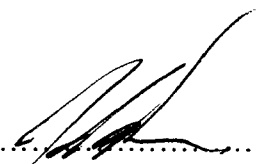

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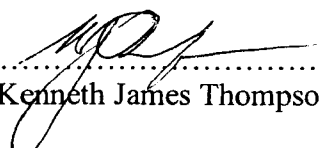

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Dated

ACCEPTED by the AUSTRALIAN)
SECURITIES AND INVESTMENTS)
COMMISSION pursuant to Section 93AA)
of the Australian Securities and Investments)
Commission Act 2001 by its duly authorised)
Delegate)


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MARK STEWARD
Deputy Executive Director Enforcement


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Dated


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Witness


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Kenneth James Thompson