



annual report **2012**

Calliope & District Enterprises Limited

ABN 71 133 571 061

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Chairman's report

For year ending 30 June 2012

I am pleased to present to our valued shareholders this fourth Annual Report.

The year has produced several milestones for the company, the most significant being the company has made a profit for the year for the first time. This outcome is well ahead of forecast and is testimony to the rapid progress that the company has made. The total portfolio reached almost \$77 million as at 30 June 2012, almost \$29 million above what was projected in the most optimistic forecast in the Prospectus. The total portfolio increased by \$21 million over the financial year.

As a result of the increase in the total portfolio, revenue increased 41% to \$793,567 in 2012, while expenses during the same period increased by only 13% to \$646,176. Profit before income tax for the 2012 financial year was \$147,391 compared to a loss in 2011 of \$6,263. Further increases in our total portfolio in the coming years will continue to have a larger impact on revenue than expenses, which will result in strong growth in future profits. This strong growth in future profits will ideally position the Calliope & District Enterprises Limited to both return healthy dividends to shareholders as well as contribute significantly to community infrastructure within our region.

This great result is in no small part due to the efforts of John and his dedicated staff at the branch and the Board congratulates them for their efforts. Staff movements for the year included Jenney Miller taking 12 months leave (commencing in February) with Cassie Cupitt filling Jenney's position for the duration. A new position was created and Robyn Stanger started in this role in November. Welcome aboard Robyn. I might add that I and other Directors continue to receive comments from customers and others about the dedication and willingness of staff to assist them anyway that they can. Again, our congratulations to all concerned.

Another major milestone was the opening of the agency at Ubobo at the Ubobo Store. I know that this has been mooted for some time, but the persistence has finally paid off, with the official opening of the agency on 25 February 2012. This was well attended by locals, shareholders, Board and staff members. It is pleasing to note that business through the agency is increasing, and is part of the community service that the company wishes to expand.

Because of the sound financial position that the company has, it was decided to commence investigations into the possibility of opening a facility in the coastal southern area and a committee has been formed to progress this issue. You will, of course, be kept informed as to future developments as they occur. This is in keeping with the basic **Community Bank®** philosophy, that is to provide banking services that give a return to the community.

As community involvement is a cornerstone of the company, I can happily report that the company has provided sponsorship and assistance to many community groups. These include:

- Calliope Rodeo Association
- Goanna's Ice Hockey
- Gladstone Volleyball Association
- Calliope Soccer Club
- Calliope State School P & C
- Nagoorin State School P & C
- Builyan Many Peaks Development Association
- Calliope Playgroup
- Gladstone Country Music Group
- Calliope Anglican Church Committee
- Endeavour Foundation Rally
- Shave for a Cure event
- Port Curtis Historical Village

Chairman's report (continued)

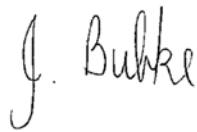
- Mount Larcom District Show Society
- Calliope Rural Fire Brigade
- Bindaree Lodge
- Calliope Central Ladies Bowls
- Calliope Campdraft Association
- Gladstone Amateur Boxing

It is encouraging that the company has been able to assist a wide range (both geographically and functionally) of groups and hopes to continue with this objective. The company is still in the process of identifying a major project and anticipates making an announcement in the coming year.

The Directors of the company are aware that the position is now that the company has achieved its initial objectives, being the set up of the branch and reaching the position of break even and beyond. They are also aware that the company must now enter the next phase of development, that of consolidation and prudent expansion. To this end, the Board has approached people they feel may have the attributes required to join the Board. I would now encourage those of you who have an interest to contact me if you wish to be more involved in the running of your company. There is a need to refresh and rejuvenate as the company progresses and I urge you to participate in its operation.

The newsletter is an ongoing way of keeping in touch with you as owners of the company. I hope you find it useful and informative.

In closing I would like to thank and congratulate my fellow Directors, staff and others involved for the success in what has been a significant and exciting year for the company.



Jenny Bubke
Chairman

Manager's report

For year ending 30 June 2012

It is with great pleasure that I present my report for the year ending June 2012. There have been many highlights during the year and some of these are:

- Revenue up from \$563,000 to \$793,000, an increase of \$230,000
- Charitable donations, sponsorship up from \$38,000 to \$48,000, an increase of \$10,000
- Pre-tax profit of \$147,000 against a Pre-tax loss in 2011 of \$6,000
- Net profit of \$98,000 against a Net loss in 2011 of \$9,000
- Business growth of \$21.2 million to \$76.7 million – 170% of projections
- Opening of a an on-line banking agency in Ubobo
- C Q Branch of the Month on four occasions
- Michelle Johnson receiving the “BEing the Bendigo” award for QLD in June.

These excellent results have been achieved some 12 months ahead of ‘prospectus’ projections which will permit us to bring forward some of the community projects discussed at our public forum back in 2010. Our value proposition is to build capital within our community and while we have done this in some small ways over the last three years, we now have the opportunity to become involved in major projects that will provide more diverse and improved facilities for our communities and at the same time allow us to expand into communities that have little at this time.

These results would not have been achieved without the dedicated and knowledgeable staff at the branch. Peita, Michelle, Cass, Tash, Merrin along with Jenney (on leave) and Robyn (now at Kin Kora) have worked closely with our customers to provide them with a one-stop banking experience and a portfolio of products that suit their needs. They have also volunteered many hours into their respective community groups which is admired by both the Board of Directors and myself.

I also want to thank Jenny, the Board of Directors and company ambassadors for the support given to us at the branch and for the work they do in the community. A special mention here to those who cook the sausage sizzle breakfast at the school every fortnight with help from the Anglican Church ladies. This involves cooking around 300 sausages and providing a juice at each sitting which over a year amounts to around 4,000 cooked sausages and juices. I know the children love this and look forward to it.

During the year, two of the three Credit Rating Agencies, Standard & Poor and Fitch, upgraded Bendigo's long term rating to A- from a BBB+. Moody's already had the bank rated at A2 which is comparable to both S & P and Fitch. This will have a slight improvement on our cost of funds however with overseas funds becoming dearer and harder to get, there is a major drive by all Australian financial institutions to improve their deposit books using local funds. This means depositors, for the time being, will see extremely competitive rates in their favour and borrowers continuing to enjoy rates well below what they have seen in the past. With both depositors and borrowers enjoying happier times, banks margins are remaining steady, albeit on the low side, and as a consequence income from this source will be static.

In finishing I would sincerely like to thank our customers and shareholders for the support they have given us throughout the year. It is with this support that sees us as one of Bendigo's fastest growing **Community Bank®** branches which augurs well for our future and the future of Calliope and district. If you are yet to experience the way we do business, please call in and have a chat with my friendly staff or myself and together we will work to achieve the best possible outcomes for our communities.



John Wessling
Branch Manager

Bendigo and Adelaide Bank report

For year ending 30 June 2012

Thanks to your support as shareholders the **Community Bank®** network has achieved a significant milestone this year, contributing more than \$80 million to support the communities these unique companies operate within.

This figure was almost unimaginable when the **Community Bank®** model was first launched in 1998, in partnership with the people from the small Victorian wheat farming towns of Rupanyup and Minyip. For these communities the **Community Bank®** model was seen as a way to restore branch banking services to the towns, after the last of the major banks closed its services. However, in the years since the **Community Bank®** model has become so much more.

In the past financial year a further 20 **Community Bank®** branches have opened, this growth is in-line with our forecast and consistent with what we have seen in recent years. Demand for the model remains strong and there are currently another 32 **Community Bank®** sites in development, with many more conversations happening with communities Australia wide.

At the end of the financial year 2011/12 the **Community Bank®** network had achieved the following:

- Returns to community – \$80 million
- **Community Bank®** branches – 295
- **Community Bank®** branch staff – more than 1,400
- **Community Bank®** branch Directors – 1,905
- Volume footings – \$21.75 billion
- Customers – 500,000
- Shareholders – 71,197
- Dividends paid to shareholders – \$28.8 million

Almost 300 communities have now partnered with Bendigo and Adelaide Bank, so they can not only enhance banking services, but more importantly aggregate the profits their banking business generates and reinvest it in local groups and projects that will ultimately strengthen their community.

In the past 14 years we have witnessed the **Community Bank®** network's returns to communities grow exponentially each year, with \$470,000 returned within the first five years, \$8.15 million within the first eight and \$22.58 million by the end of the first decade of operation.

Today that figure is an astonishing \$80 million and with the continued growth and popularity of the **Community Bank®** model, returns should top \$100 million by the end of 2013. These dollars add up to new community facilities, improved services, more opportunities for community engagement activities and generally speaking, a more prosperous society.

The communities we partner with also have access to Bendigo and Adelaide Bank's extensive range of other community building solutions including Community Enterprise Foundation™ (philanthropic arm), Community Sector Banking (banking service for not-for-profit organisations), Generation Green™ (environment and sustainability initiative), Community Telco (telecommunications solution), sponsorships, scholarships and Community Enterprises that provide **Community Bank®** companies with further development options.

In Bendigo and Adelaide Bank, your **Community Bank®** company has a committed and strong partner and over the last financial year our company has also seen much success.

Bendigo and Adelaide Bank report (continued)

Last December, our Bank joined the ranks of Australia's A-rated banks following an upgrade announced by Standard & Poor's. Its decision to raise our long-term rating from BBB+ to A- means the Bank (and its **Community Bank®** partners) are now rated 'A' by all three of the world's leading credit rating agencies. This is a huge boost to the Bank and will allow us to access new funding opportunities. It will also enable our group to service supporters who were precluded from banking with us because we were not A rated.

The rating upgrade is a welcome boost for the Bank and its partners at a time when funding is expensive and likely to remain so, margins have been eroded across the industry, credit growth is sluggish at best and subsequently, the profitability of banks remains under pressure.

Not surprisingly, these factors continue to place pressure on our Bank's margin and as **Community Bank®** margin share is still in part based on fixed trails, this is continuing to reflect a skew in margin share between the Bank and its **Community Bank®** partners.

We've been working with the **Community Bank®** network to take action to reduce this imbalance (which is in favour of the **Community Bank®** partners) and see the share of revenue on core banking products closely aligned to the key principal of 50/50 revenue share. Recent market developments are challenging this goal, but the Bank and its partners remain committed to addressing this.

It's Bendigo and Adelaide Bank's vision to be Australia's leading customer-connected bank. We believe our strength comes from our focus on the success of our customers, people, partners and communities. We take a 100-year view of our business; we listen and respect every customer's choice, needs and objectives. We partner for sustainable long-term outcomes and aim to be relevant, connected and valued.

This is what drives each and every one of our people and we invite you as **Community Bank®** shareholders to support us as we work with our partners to deliver on our goals and ensure our sustained and shared success.

As **Community Bank®** shareholders you are part of something special, a unique banking movement which has evolved into a whole new way of thinking about banking and the role it plays in modern society.

We thank you all for the part you play in driving this success.



Russell Jenkins
Executive Customer and Community

Directors' report

For the financial year ended 30 June 2012

Your directors submit the financial statements of the company for the financial year ended 30 June 2012.

Directors

The names and details of the company's directors who held office during or since the end of the financial year:

Jennifer Bubke

Chairman

Age: 53

Home Duties/Retail Assistant

Jenny worked in administration for 3 years in W.A. after completing a 12 month scholarship business course.

Jenny and her family relocated to Queensland in 1983, where as the mother of two children, became involved in the Pre-School, School Canteen, Junior sport, Brownies and was the President of the Yaralla Softball for 1 year.

Jenny has worked for 9 years with Qld Health as a home carer and as a shop assistant at a mixed business store in Calliope. Jenny is a member of AIM Qld & NT (Australian Institute of Management). Jenny has been on the

Community Bank® Steering Committee since its inception and has been the Chairman since July 2006.

Committees: Sponsorship, Business Operations, Corporate Governance, Finance and Business Development.

Interest in Shares: 13,538

Mark Matthew Larney

Treasurer

Age: 53

Local Government Manager

MBA Bachelor of Business (Accounting, Banking & Finance). 17 years management experience for local Government, actively involved in a number of community groups and has completed a company Director diploma course.

Committees: Business Development (chair) and Finance.

Interest in Shares: 6,001

Monica Ellen Redway

Secretary

Age: 47

Home Duties/Investor

Monica was born and educated in Goondiwindi on the Qld/NSW border. After leaving school, Monica completed a Bachelor of Arts, Diploma in Education and a Diploma of Office Management at the University of New England in Armidale. Monica held the position of Executive Secretary to the State Manager in a shipping company until the first of her children were born. The family relocated to Calliope in November 2004 and Monica is now focused on her passion of acquiring knowledge in share market investment and strategy.

Committees: Finance, Business Operations and Business Development.

Interest in Shares: 10,001

Directors' report (continued)

Directors (continued)

John Charles Williams

Director

Age: 72

Grazier

John was educated at Sydney Grammar School and in 1956 went on to be gainfully employed in various roles in the rural industry. In 1964 John was employed as a Branch Manager and Stock and Station Agent in Hamilton, Victoria; Theodore, Queensland; Winton, Victoria and Taroom, Queensland. In 1973 John started his own cattle business company of which he is still the Managing Director. John has had considerable involvement with the Lions Club Organisation and Chartered his present Lions Club, the Lions Club of Boyne Valley and has been a member of the Steering Committee since it was formed.

Committees: Business Development and Finance.

Interest in Shares: 9,001

Maxine Marie Brushe

Director

Age: 56

Local Government Councillor

Deputy Chair of Gladstone Area Promotion & Development Ltd., local Government councillor for 16 years, current Board Secretary of Bindaree Lodge Management and member for 10 years, President of Boyne Tannum Arts and Business Association. Maxine has a Diploma in Community development.

Committees: Corporate Governance and Business Development.

Interest in Shares: 7,001

Craig Wells Butler

Director

Age: 57

Local Government Councillor

Member and ex-member of many community groups including Show Society, Multicultural Association and the Rural Fire Brigade. Craig has a Diploma in Surveying, and is a registered mine surveyor, has experience in development construction and mining. Craig is currently a Director of the Gladstone Area Water Board.

Committees: Corporate Governance.

Interest in Shares: 8,001

Amanda Jane Gibbs

Director

Age: 49

Self Employed - Landscape Materials

Amanda and her husband have owned and operated a landscaping and machinery hire business in Calliope for the past 16 years after previously owning and operating a car yard in Gladstone. Amanda has a finance industry background and is currently a Justice of the Peace.

Committees: Sponsorship, Business Operations and Business Development.

Interest in Shares: 501

Directors' report (continued)

Directors (continued)

Glennis Henderson

Director

Age: 45

Assistant Electoral Officer

Commissioner for declarations, member of the Calliope Central Bowls Club, and the Calliope Country Club Fishing Club, past treasurer of Calliope Central Junior Bowls Club, past treasurer of Calliope & District Riding for the Disabled.

Committees: Sponsorship (chair), Finance and Business Development.

Interest in Shares: 1,001

Susan Joanne Holmes

Director

Age: 40

Quality & Production Manager

Qualified internal systems auditor. Compliance manager for ISO 9001, HACCP and BRC Systems. Human resources manager experience with production planning of 55 housekeeping program.

Committees: Business Operations and Business Development.

Interest in Shares: 3,001

Wendy Louise Hall

Director (Resigned 27 November 2011)

Age: 60

Business Owner & Operator

Wendy was born and educated in Atherton, NQ. After spending two years working in Brisbane, Wendy and her family moved to a sheep and cattle station in Western Qld. Wendy was also a representative of business to Local, State and Federal Departments. Wendy opened her own therapy centre in 1996 in Gladstone which continues to operate today. Wendy has been on the **Community Bank**® Steering Committee since inception and over time has been an active volunteer in various organisations.

Committees: Sponsorship, Corporate Governance and Business Development.

Interest in Shares: 5,001

Directors were in office for this entire year unless otherwise stated.

No directors have material interests in contracts or proposed contracts with the company.

Company Secretary

The company secretary is Monica Redway. Monica was appointed to the position of secretary upon the resignation of Karen Marsh on the 25th of May 2009. She has a Bachelor of Arts/Diploma of Education from the University of New England. Monica previously held the position of Executive Secretary to the State Manager of a shipping company in Brisbane.

Principal Activities

The principal activities of the company during the course of the financial year were in facilitating **Community Bank**® services under management rights to operate a franchised branch of Bendigo and Adelaide Bank Limited.

The Board are in current negotiations with Bendigo and Adelaide Bank to open an Agency at Ubobo. At the time of this report a final agreement is close to being signed and the Board hope to have the Agency open for business by December 2011.

There has been no other significant changes in the nature of these activities during the year.

Directors' report (continued)

Operating Results

Operations have continued to perform in line with expectations. The profit/(loss) of the company for the financial year after provision for income tax was:

	Year ended 30 June 2012 \$	Year ended 30 June 2011 \$
	98,253	(9,320)

Remuneration report

No Director of the company receives remuneration for services as a company director or Committee member.

There are no Executives within the company whose remuneration is required to be disclosed.

Dividends

No dividends were declared or paid for the previous year and the directors recommend that no dividend be paid for the current year.

Significant Changes in the State of Affairs

On the 25th of February 2012 the company opened a Bendigo Bank Agency in Ubobo.

In the opinion of the directors there were no other significant changes in the state of affairs of the company that occurred during the financial year under review not otherwise disclosed in this report or the financial statements.

Matters Subsequent to the End of the Financial Year

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.

Likely Developments

The company will continue its policy of facilitating banking services to the community.

Environmental Regulation

The company is not subject to any significant environmental regulation.

Directors' Benefits

No director has received or become entitled to receive, during or since the financial year, a benefit because of a contract made by the company, controlled entity or related body corporate with a director, a firm which a director is a member or an entity in which a director has a substantial financial interest.

Indemnification and Insurance of Directors and Officers

The company has indemnified all directors and the manager in respect of liabilities to other persons (other than the company or related body corporate) that may arise from their position as directors or manager of the company except where the liability arises out of conduct involving the lack of good faith.

Disclosure of the nature of the liability and the amount of the premium is prohibited by the confidentiality clause of the contract of insurance. The company has not provided any insurance for an auditor of the company or a related body corporate.

Directors' report (continued)

Directors' meetings

The number of directors' meetings attended by each of the directors of the company during the year were:

	Board Meetings Attended		Committee Meetings Attended									
			Sponsorship		Corporate Governance		Finance		Business Development		Business Operations	
	A	B	A	B	A	B	A	B	A	B	A	B
Jennifer Bubke	10	9	3	3	3	3	5	4	8	4	3	3
Monica Ellen Redway	10	9	-	-	3	1	5	2	8	3	3	3
John Charles Williams	10	10	-	-	-	-	5	5	8	4	-	-
Maxine Marie Brushe	10	4	-	-	3	3	-	-	8	4	-	-
Craig Wells Butler	10	6	-	-	3	2	-	-	-	-	-	-
Amanda Jane Gibbs	10	6	3	3	-	-	-	-	8	2	3	1
Glennis Henderson	10	9	3	3	-	-	5	5	8	4	-	-
Susan Joanne Holmes	10	8	-	-	-	-	-	-	8	2	3	1
Mark Matthew Larney	10	9	-	-	3	2	5	5	8	6	3	1
Wendy Louise Hall (Resigned 27 November 2011)	5	3	1	1	2	1	-	-	2	2	3	1

A - Eligible to attend

B - Number attended

Non audit services

The company may decide to employ the auditor on assignments additional to their statutory duties where the auditor's expertise and experience with the company are important. Details of the amounts paid or payable to the auditor (Andrew Frewin & Stewart) for audit and non audit services provided during the year are set out in the notes to the accounts.

The board of directors has considered the position, in accordance with the advice received from the audit committee and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are satisfied that the provision of non-audit services by the auditor, as set out in the notes did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact on the impartiality and objectivity of the auditor;

Directors' report (continued)

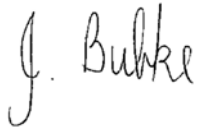
Non audit services (continued)

- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

Auditors' independence declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 11.

Signed in accordance with a resolution of the board of directors at Calliope, Queensland on 14 August 2012.



Jennifer Bubke,
Chairman



Mark Matthew Larney,
Treasurer

Auditor's independence declaration



Lead auditor's independence declaration under section 307C of the *Corporations Act 2001* to the directors of Calliope & District Enterprises Limited

I declare, that to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2012 there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit
- any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'David Hutchings'.

David Hutchings
Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550

Dated: 14 August 2012

Liability limited by a scheme approved under Professional Standards Legislation. ABN: 51 061 795 337.

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Financial statements

Statement of Comprehensive Income for the Year Ended 30 June 2012

	Note	2012 \$	2011 \$
Revenues from ordinary activities	4	793,567	563,270
Employee benefits expense		(370,272)	(314,283)
Charitable donations, sponsorship, advertising and promotion		(48,065)	(38,472)
Occupancy and associated costs		(53,734)	(49,952)
Systems costs		(22,499)	(25,922)
Depreciation and amortisation expense	5	(43,449)	(44,614)
Finance costs	5	-	(24)
General administration expenses		(108,157)	(96,286)
Profit/(loss) before income tax (expense)/credit		147,391	(6,283)
Income tax expense	6	(49,138)	(3,037)
Profit/(loss) after income tax expense		98,253	(9,320)
Total comprehensive income for the year		98,253	(9,320)
Earnings per share (cents per share)		c	c
- basic for profit for the year	20	11.42	(1.08)

The accompanying notes form part of these financial statements.

Financial statements (continued)

Balance Sheet as at 30 June 2012

	Note	2012 \$	2011 \$
ASSETS			
Current Assets			
Cash and cash equivalents	7	525,869	375,283
Trade and other receivables	8	46,062	10,746
Total Current Assets		571,931	386,029
Non-Current Assets			
Property, plant and equipment	9	173,850	186,252
Intangible assets	10	62,411	84,411
Deferred tax assets	11	6,777	55,915
Total Non-Current Assets		243,038	326,578
Total Assets		814,969	712,607
LIABILITIES			
Current Liabilities			
Trade and other payables	12	8,303	4,194
Total Current Liabilities		8,303	4,194
Total Liabilities		8,303	4,194
Net Assets		806,666	708,413
Equity			
Issued capital	13	832,020	832,020
Accumulated losses	14	(25,354)	(123,607)
Total Equity		806,666	708,413

The accompanying notes form part of these financial statements.

Financial statements (continued)

Statement of Changes in Equity for the Year Ended 30 June 2012

	Issued Capital \$	Retained Earnings \$	Total Equity \$
Balance at 1 July 2010	832,020	(114,287)	717,733
Total comprehensive income for the year	-	(9,320)	(9,320)
Transactions with owners in their capacity as owners:			
Shares issued during period	-	-	-
Costs of issuing shares	-	-	-
Dividends provided for or paid	-	-	-
Balance at 30 June 2011	832,020	(123,607)	708,413
Balance at 1 July 2011	832,020	(123,607)	708,413
Total comprehensive income for the year	-	98,253	98,253
Transactions with owners in their capacity as owners:			
Shares issued during period	-	-	-
Costs of issuing shares	-	-	-
Dividends provided for or paid	-	-	-
Balance at 30 June 2012	832,020	(25,354)	806,666

The accompanying notes form part of these financial statements.

Financial statements (continued)

Statement of Cashflows for the Year Ended 30 June 2012

	Note	2012 \$	2011 \$
Cash Flows From Operating Activities			
Receipts from customers		807,670	548,909
Payments to suppliers and employees		(668,730)	(567,358)
Interest received		20,693	18,352
Interest paid		-	(24)
Net cash provided by/(used in) operating activities	15	159,633	(121)
Cash Flows From Investing Activities			
Payments for property, plant and equipment		(9,047)	(5,139)
Payments for intangible assets		-	2,575
Net cash used in investing activities		(9,047)	(2,564)
Net increase/(decrease) in cash held		150,586	(2,685)
Cash and cash equivalents at the beginning of the financial year		375,283	377,968
Cash and cash equivalents at the end of the financial year	7(a)	525,869	375,283

The accompanying notes form part of these financial statements.

Notes to the financial statements

For year ended 30 June 2012

Note 1. Summary of Significant Accounting Policies

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 Standard Boards and the Corporations Act 2001. The company is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

These financial statements and notes comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

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. These areas involving a higher degree of judgement or complexities, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Historical cost convention

The financial statements have been prepared under the historical cost convention on an accruals basis as modified by the revaluation of financial assets and liabilities at fair value through profit or loss and where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

Comparative figures

Where required by Australian Accounting Standards comparative figures have been adjusted to conform with changes in presentation for the current financial year.

Adoption of new and revised Accounting Standards

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2011 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods. The adoption of the revised AASB 124 Related Party Disclosures has not resulted in the disclosure of any additional related party transactions in the current period or any prior period and is not likely to affect future periods. The adoption of AASB 1054 Australian Additional Disclosures and AASB 2011-1 Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence Project have not affected the disclosure of any items in the financial statements.

The company has not elected to apply any pronouncements before their mandatory operative date in the annual reporting period beginning 1 July 2011.

Economic dependency - Bendigo and Adelaide Bank Limited

The company has entered into a franchise agreement with Bendigo and Adelaide Bank Limited that governs the management of the **Community Bank®** branch at Calliope, Queensland.

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

a) Basis of Preparation (continued)

Economic dependency - Bendigo and Adelaide Bank Limited (continued)

The branch operates as a franchise of Bendigo and Adelaide Bank Limited, using the name “Bendigo Bank” and the logo and system of operations of Bendigo and Adelaide Bank Limited. The company manages the **Community Bank®** branch on behalf of Bendigo and Adelaide Bank Limited, however all transactions with customers conducted through the **Community Bank®** branches are effectively conducted between the customers and Bendigo and Adelaide Bank Limited.

All deposits are made with Bendigo and Adelaide Bank Limited, and all personal and investment products are products of Bendigo and Adelaide Bank Limited, with the company facilitating the provision of those products. All loans, leases or hire purchase transactions, issues of new credit or debit cards, temporary or bridging finance and any other transaction that involves creating a new debt, or increasing or changing the terms of an existing debt owed to Bendigo and Adelaide Bank Limited, must be approved by Bendigo and Adelaide Bank Limited. All credit transactions are made with Bendigo and Adelaide Bank Limited, and all credit products are products of Bendigo and Adelaide Bank Limited.

Bendigo and Adelaide Bank Limited provides significant assistance in establishing and maintaining the **Community Bank®** branch franchise operations. It also continues to provide ongoing management and operational support, and other assistance and guidance in relation to all aspects of the franchise operation, including advice in relation to:

- advice and assistance in relation to the design, layout and fit out of the **Community Bank®** branch;
- training for the branch manager and other employees in banking, management systems and interface protocol;
- methods and procedures for the sale of products and provision of services;
- security and cash logistic controls;
- calculation of company revenue and payment of many operating and administrative expenses
- the formulation and implementation of advertising and promotional programs; and
- sales techniques and proper customer relations.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial statements. The accounting policies have been consistently applied, unless otherwise stated.

b) Revenue

Revenue is recognised when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the company and any specific criteria have been met. Interest and fee revenue is recognised when earned. The gain or loss on disposal of property, plant and equipment is recognised on a net basis and is classified as income rather than revenue. All revenue is stated net of the amount of Goods and Services Tax (GST).

Revenue calculation

The franchise agreement with Bendigo and Adelaide Bank Limited provides for three types of revenue earned by the company. First, the company is entitled to 50% of the monthly gross margin earned by Bendigo and Adelaide Bank Limited on products and services provided through the company that are regarded as “day to day” banking business (ie ‘margin business’). This arrangement also means that if the gross margin reflects a loss (that is, the gross margin is a negative amount), the company effectively incurs, and must bear, 50% of that loss.

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

b) Revenue (continued)

Revenue calculation (continued)

The second source of revenue is commission paid by Bendigo and Adelaide Bank Limited on the other products and services provided through the company (ie 'commission business'). The commission is currently payable on various specified products and services, including insurance, financial planning, common fund, Sandhurst Select, superannuation, commercial loan referrals, products referred by Rural Bank, leasing referrals, fixed loans and certain term deposits (>90 days). The amount of commission payable can be varied in accordance with the Franchise Agreement (which, in some cases, permits commissions to be varied at the discretion of Bendigo and Adelaide Bank Limited). This discretion has been exercised on several occasions previously. For example in February 2011 Bendigo and Adelaide Bank Limited reduced commissions on two core banking products to ensure a more even distribution of income between Bendigo and Adelaide Bank Limited and its **Community Bank®** partners. The revenue share model is subject to regular review to ensure that the interests of Bendigo and Adelaide Bank Limited and **Community Bank®** companies remain balanced.

The third source of revenue is a proportion of the fees and charges (ie, what are commonly referred to as 'bank fees and charges') charged to customers. This proportion, determined by Bendigo and Adelaide Bank Limited, may vary between products and services and may be amended by Bendigo and Adelaide Bank Limited from time to time.

c) Income Tax

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the balance sheet liability method on temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities reflects the tax consequences that would follow from the manner in which the consolidated entity expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax and when the balances relate to taxes levied by the same taxation authority and the company entity intends to settle its tax assets and liabilities on a net basis.

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

c) Income Tax (continued)

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the statement of comprehensive income, except when it relates to items credited or debited to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

d) Employee Entitlements

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

The company contributes to a defined contribution plan. Contributions to employee superannuation funds are charged against income as incurred.

e) Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

f) Trade Receivables and Payables

Receivables are carried at their amounts due. The collectability of debts is assessed at balance date and specific provision is made for any doubtful accounts. Liabilities for trade creditors and other amounts are carried at cost that is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the company.

g) Property, Plant and Equipment

Plant and equipment, leasehold improvements and equipment under finance lease are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated at the rate equivalent to the available building allowance using the straight line method. The estimated useful lives, residual values and depreciation method is reviewed at the end of each annual reporting period.

The following estimated useful lives are used in the calculation of depreciation:

- leasehold improvements 40 years
- plant and equipment 2.5 - 40 years
- furniture and fittings 4 - 40 years

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

h) Intangibles

The franchise fee paid to Bendigo and Adelaide Bank Limited has been recorded at cost and is amortised on a straight line basis over the life of the franchise agreement.

i) Payment Terms

Receivables and payables are non interest bearing and generally have payment terms of between 30 and 90 days.

j) Borrowings

All loans are initially measured at the principal amount. Interest is recognised as an expense as it accrues.

k) Financial Instruments

Recognition and initial measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial instruments are initially measured at fair value plus transaction costs. Financial instruments are classified and measured as set out below.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset.

Classification and subsequent measurement

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

(ii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the entity's intention to hold these investments to maturity. They are subsequently measured at amortised cost using the effective interest rate method.

(iii) Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

Impairment

At each reporting date, the entity assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in the statement of comprehensive income.

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

l) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership are transferred to the company are classified as finance leases. Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term. Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred. Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

m) Provisions

Provisions are recognised when the economic entity has a legal, equitable or constructive obligation to make a future sacrifice of economic benefits to other entities as a result of past transactions or other past events, it is probable that a future sacrifice of economic benefits will be required and a reliable estimate can be made of the amount of the obligation.

A provision for dividends is not recognised as a liability unless the dividends are declared, determined or publicly recommended on or before the reporting date.

n) Contributed Equity

Ordinary shares are recognised at the fair value of the consideration received by the company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

o) Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

p) 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 taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. 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 taxation authority are classified as operating cash flows.

Notes to the financial statements (continued)

Note 2. Financial Risk Management

The company's activities expose it to a limited variety of financial risks: market risk (including currency risk, fair value interest risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the entity. The entity does not use derivative instruments.

Risk management is carried out directly by the board of directors.

(i) Market risk

The company has no exposure to any transactions denominated in a currency other than Australian dollars.

(ii) Price risk

The company is not exposed to equity securities price risk as it does not hold investments for sale or at fair value. The company is not exposed to commodity price risk.

(iii) Credit risk

The company has no significant concentrations of credit risk. It has policies in place to ensure that customers have an appropriate credit history. The company's franchise agreement limits the company's credit exposure to one financial institution, being Bendigo and Adelaide Bank Limited.

(iv) Liquidity risk

Prudent liquidity management implies maintaining sufficient cash and marketable securities and the availability of funding from credit facilities. The company believes that its sound relationship with Bendigo and Adelaide Bank Limited mitigates this risk significantly.

(v) Cash flow and fair value interest rate risk

Interest-bearing assets are held with Bendigo and Adelaide Bank Limited and subject to movements in market interest. Interest-rate risk could also arise from long-term borrowings. Borrowings issued at variable rates expose the company to cash flow interest-rate risk. The company believes that its sound relationship with Bendigo and Adelaide Bank Limited mitigates this risk significantly.

(vi) Capital management

The board's policy is to maintain a strong capital base so as to sustain future development of the company. The board of directors monitor the return on capital and the level of dividends to shareholders. Capital is represented by total equity as recorded in the balance sheet.

In accordance with the franchise agreement, in any 12 month period, the funds distributed to shareholders shall not exceed the distribution limit.

(i) the distribution limit is the greater of:

(a) 20% of the profit or funds of the franchisee otherwise available for distribution to shareholders in that 12 month period; and

(b) subject to the availability of distributable profits, the relevant rate of return multiplied by the average level of share capital of the franchisee over that 12 month period; and

(ii) the relevant rate of return is equal to the weighted average interest rate on 90 day bank bills over that 12 month period plus 5%.

Notes to the financial statements (continued)

Note 2. Financial Risk Management (continued)

(vi) Capital management (continued)

The board is managing the growth of the business in line with this requirement. There are no other externally imposed capital requirements, although the nature of the company is such that amounts will be paid in the form of charitable donations and sponsorship. Charitable donations and sponsorship paid for the year ended 30 June 2012 can be seen in the statement of comprehensive income.

There were no changes in the company's approach to capital management during the year.

Note 3. Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Taxation

Judgement is required in assessing whether deferred tax assets and certain tax liabilities are recognised on the balance sheet. Deferred tax assets, including those arising from un-recouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits.

Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of future sales volumes, operating costs, capital expenditure, dividends and other capital management transactions. Judgements are also required about the application of income tax legislation.

These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognised on the balance sheet and the amount of other tax losses and temporary differences not yet recognised. In such circumstances, some or all of the carrying amount of recognised deferred tax assets and liabilities may require adjustment, resulting in corresponding credit or charge to the statement of comprehensive income.

Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience and the condition of the asset is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

Notes to the financial statements (continued)

Note 3. Critical Accounting Estimates and Judgements (continued)

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the company's share of the net identifiable assets of the acquired branch/agency at the date of acquisition. Goodwill on acquisition is included in intangible assets. Goodwill is not amortised. Instead, goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

The calculations require the use of assumptions.

Impairment of assets

At each reporting date, the company reviews the carrying amounts of its tangible and intangible assets that have an indefinite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the consolidated entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

	2012 \$	2011 \$
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Note 4. Revenue from Ordinary Activities

Operating activities:

- services commissions	771,137	544,918
Total revenue from operating activities	771,137	544,918

Non-operating activities:

- interest received	22,430	18,352
Total revenue from non-operating activities	22,430	18,352
Total revenues from ordinary activities	793,567	563,270

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 5. Expenses		
Depreciation of non-current assets:		
- plant and equipment	8,054	9,375
- leasehold improvements	13,395	13,239
Amortisation of non-current assets:		
- franchise agreement	2,000	2,000
- franchise renewal fee	20,000	20,000
	43,449	44,614
Finance costs:		
- interest paid	-	24
Bad debts	672	1,190

Note 6. Income Tax Expense/Credit

The components of tax expense comprise:

- Current tax	-	-
- Future income tax benefit attributed to losses	-	-
- Movement in deferred tax	521	265
- Recoup of prior year tax loss	48,617	2,772
- Under/(Over) provision of tax in the prior period	-	-
	49,138	3,037

The prima facie tax on profit/(loss) from ordinary activities before income tax is reconciled to the income tax expense as follows:

Operating profit/(loss)	147,391	(6,283)
Prima facie tax on profit/(loss) from ordinary activities at 30%	44,217	(1,885)
Add tax effect of:		
- non-deductible expenses	6,600	6,600
- timing difference expenses	(521)	(264)
- other deductible expenses	(1,679)	(1,679)
	48,617	2,772
Movement in deferred tax	521	265
Under/(Over) provision of income tax in the prior year	-	-
	49,138	3,037

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 7. Cash and Cash Equivalents		
Cash at bank and on hand	123,259	61,289
Term deposits	402,610	313,994
	525,869	375,283

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cashflows as follows:

Note 7.(a) Reconciliation of cash

Cash at bank and on hand	123,259	61,289
Term deposits	402,610	313,994
	525,869	375,283

Note 8. Trade and Other Receivables

Trade receivables	36,824	3,393
Other receivables and accruals	5,837	4,101
Prepayments	3,401	3,252
	46,062	10,746

Note 9. Property, Plant and Equipment

Plant and equipment

At cost	73,633	64,586
Less accumulated depreciation	(30,742)	(22,688)
	42,891	41,898

Leasehold improvements

At cost	173,806	173,806
Less accumulated depreciation	(42,847)	(29,452)
	130,959	144,354

Total written down amount	173,850	186,252
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Movements in carrying amounts:

Plant and equipment

Carrying amount at beginning	41,898	48,339
Additions	9,047	2,934
Disposals	-	-
Less: depreciation expense	(8,054)	(9,375)
Carrying amount at end	42,891	41,898

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 9. Property, Plant and Equipment (continued)		
Leasehold improvements		
Carrying amount at beginning	144,354	155,388
Additions	-	2,205
Disposals	-	-
Less: depreciation expense	(13,395)	(13,239)
Carrying amount at end	130,959	144,354
Total written down amount	173,850	186,252

Note 10. Intangible Assets

Franchise fee		
At cost	10,000	10,000
Less: accumulated amortisation	(6,667)	(4,667)
	3,333	5,333
Establishment fee		
At cost	100,000	100,000
Less: accumulated amortisation	(66,667)	(46,667)
	33,333	53,333
Redomicile fee		
At cost	25,745	25,745
Total written down amount	62,411	84,411

Note 11. Tax

Deferred tax assets		
- accruals	-	-
- employee provisions	-	-
- tax losses carried forward	8,528	57,145
	8,528	57,145

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 11. Tax (continued)		
Deferred tax liability		
- accruals	1,751	1,230
- deductible prepayments	-	-
	1,751	1,230
Net deferred tax asset	6,777	55,915
Movement in deferred tax charged to statement of comprehensive income	521	265

Note 12. Trade and Other Payables

Trade creditors	6,103	1,121
Other creditors and accruals	2,200	3,073
	8,303	4,194

Note 13. Contributed Equity

860,000 Ordinary shares fully paid (2011: 860,000)	860,000	860,000
Less: equity raising expenses	(27,980)	(27,980)
	832,020	832,020

Rights attached to shares

(a) Voting rights

Subject to some limited exceptions, each member has the right to vote at a general meeting.

On a show of hands or a poll, each member attending the meeting (whether they are attending the meeting in person or by attorney, corporate representative or proxy) has one vote, regardless of the number of shares held. However, where a person attends a meeting in person and is entitled to vote in more than one capacity (for example, the person is a member and has also been appointed as proxy for another member) that person may only exercise one vote on a show of hands. On a poll, that person may exercise one vote as a member and one vote for each other member that person represents as duly appointed attorney, corporate representative or proxy.

The purpose of giving each member only one vote, regardless of the number of shares held, is to reflect the nature of the company as a community based company, by providing that all members of the community who have contributed to the establishment and ongoing operation of the **Community Bank®** have the same ability to influence the operation of the company.

(b) Dividends

Generally, dividends are payable to members in proportion to the amount of the share capital paid up on the shares held by them, subject to any special rights and restrictions for the time being attaching to shares. The franchise agreement with Bendigo and Adelaide Bank Limited contains a limit on the level of profits or funds that may be distributed to shareholders. There is also a restriction on the payment of dividends to certain shareholders if they have a prohibited shareholding interest (see below).

Notes to the financial statements (continued)

Note 13. Contributed Equity (continued)

Rights attached to shares (continued)

(c) Transfer

Generally, ordinary shares are freely transferable. However, the directors have a discretion to refuse to register a transfer of shares.

Subject to the foregoing, shareholders may transfer shares by a proper transfer effected in accordance with the company's constitution and the Corporations Act.

Prohibited shareholding interest

A person must not have a prohibited shareholding interest in the company.

In summary, a person has a prohibited shareholding interest if any of the following applies:

- They control or own 10% or more of the shares in the company (the "10% limit").
- In the opinion of the board they do not have a close connection to the community or communities in which the company predominantly carries on business (the "close connection test").
- Where the person is a shareholder, after the transfer of shares in the company to that person the number of shareholders in the company is (or would be) lower than the base number (the "base number test"). The base number is 204. As at the date of this report, the company had 286 shareholders.

As with voting rights, the purpose of this prohibited shareholding provision is to reflect the community-based nature of the company.

Where a person has a prohibited shareholding interest, the voting and dividend rights attaching to the shares in which the person (and his or her associates) have a prohibited shareholding interest, are suspended.

The board has the power to request information from a person who has (or is suspected by the board of having) a legal or beneficial interest in any shares in the company or any voting power in the company, for the purpose of determining whether a person has a prohibited shareholding interest. If the board becomes aware that a member has a prohibited shareholding interest, it must serve a notice requiring the member (or the member's associate) to dispose of the number of shares the board considers necessary to remedy the breach. If a person fails to comply with such a notice within a specified period (that must be between three and six months), the board is authorised to sell the specified shares on behalf of that person. The holder will be entitled to the consideration from the sale of the shares, less any expenses incurred by the board in selling or otherwise dealing with those shares.

In the constitution, members acknowledge and recognise that the exercise of the powers given to the board may cause considerable disadvantage to individual members, but that such a result may be necessary to enforce the prohibition.

	2012 \$	2011 \$
Note 14. Accumulated Losses		
Balance at the beginning of the financial year	(123,607)	(114,287)
Net profit/(loss) from ordinary activities after income tax	98,253	(9,320)
Dividends paid or provided for	-	-
Balance at the end of the financial year	(25,354)	(123,607)

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 15. Statement of Cashflows		
Reconciliation of profit/(loss) from ordinary activities after tax to net cash used in operating activities		
Profit/(Loss) from ordinary activities after income tax	98,253	(9,320)
Non cash items:		
- depreciation	21,449	22,614
- amortisation	22,000	22,000
Changes in assets and liabilities:		
- (increase)/decrease in receivables	(35,316)	1,993
- decrease in other assets	49,138	3,037
- increase/(decrease) in payables	4,109	(40,445)
Net cashflows used in operating activities	159,633	(121)

Note 16. Leases

Operating lease commitments

Non-cancellable operating leases contracted for but not capitalised in the financial statements

Payable - minimum lease payments		
- not later than 12 months	35,716	34,571
- between 12 months and 5 years	26,787	60,500
- greater than 5 years	-	-
	62,503	95,071

The property lease is a non-cancellable lease with a five-year term, with rent payable monthly in advance. The lease has two 5-year extension options available.

Note 17. Auditors' Remuneration

Amounts received or due and receivable by the auditor of the company for:

- audit and review services	3,400	3,400
- non audit services	3,048	1,684
- share registry services	1,450	1,450
	7,898	6,534

Notes to the financial statements (continued)

Note 18. Director and Related Party Disclosures

The names of directors who have held office during the financial year are:

Jennifer Bubke
Monica Ellen Redway
John Charles Williams
Maxine Marie Brushe
Craig Wells Butler
Amanda Jane Gibbs
Glennis Henderson
Susan Joanne Holmes
Mark Matthew Larney
Wendy Louise Hall (Resigned 27 November 2011)

No director or related entity has entered into a material contract with the company. No directors' fees have been paid as the positions are held on a voluntary basis.

Directors' Shareholdings	2012	2011
Jennifer Bubke	13,538	14,038
Monica Ellen Redway	10,001	10,001
John Charles Williams	9,001	9,001
Maxine Marie Brushe	7,001	7,001
Craig Wells Butler	8,001	8,001
Amanda Jane Gibbs	501	501
Glennis Henderson	1,001	1,001
Susan Joanne Holmes	3,001	3,001
Mark Matthew Larney	6,001	6,001
Wendy Louise Hall (Resigned 27 November 2011)	501	501

Note 19. Key management personnel disclosures

No Director of the company receives remuneration for services as a company director or Committee member.

There are no Executives within the company whose remuneration is required to be disclosed.

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 20. Earnings Per Share		
(a) Profit/(Loss) attributable to the ordinary equity holders of the company used in calculating earnings per share	98,253	(9,320)
	Number	Number
(b) Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	860,000	860,000

Note 21. Events Occurring After the Balance Sheet Date

There have been no events after the end of the financial year that would materially affect the financial statements.

Note 22. Contingent Liabilities

There were no contingent liabilities at the date of this report to affect the financial statements.

Note 23. Segment Reporting

The economic entity operates in the service sector where it facilitates **Community Bank®** services in Calliope, Queensland pursuant to a franchise agreement with Bendigo and Adelaide Bank Limited.

Note 24. Registered Office/Principal Place of Business

The entity is a company limited by shares, incorporated and domiciled in Australia. The registered office and principal place of business is:

Registered Office	Principal Place of Business
1 Liffey Way	Shop 3/2041 Dawson Highway
Calliope QLD 4680	Calliope QLD 4680

Note 25. Financial Instruments

Net Fair Values

The net fair values of financial assets and liabilities approximate the carrying values as disclosed in the balance sheet. The company does not have any unrecognised financial instruments at the year end.

Credit Risk

The maximum exposure to credit risk at balance date to recognised financial assets is the carrying amount of those assets as disclosed in the balance sheet and notes to the financial statements.

There are no material credit risk exposures to any single debtor or group of debtors under financial instruments entered into by the economic entity.

Notes to the financial statements (continued)

Note 25. Financial Instruments (continued)

Interest Rate Risk

Financial Instrument	Floating interest rate		Fixed interest rate maturing in						Non interest bearing		Weighted average effective interest rate	
			1 year or less		Over 1 to 5 years		Over 5 years					
	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 %	2011 %
Financial Assets												
Cash and cash equivalents	123,259	61,289	402,610	313,994	-	-	-	-	-	-	6.36	5.97
Receivables	-	-	-	-	-	-	-	-	46,062	10,746	N/A	N/A
Financial Liabilities												
Payables	-	-	-	-	-	-	-	-	8,303	4,194	N/A	N/A

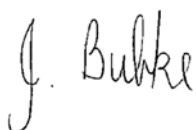
Directors' declaration

In accordance with a resolution of the directors of Calliope & District Enterprises Limited, we state that:

In the opinion of the directors:

- (a) the financial statements and notes of the company are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2012 and of its performance for the financial year ended on that date; and
 - (ii) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
- (c) the audited remuneration disclosures set out in the remuneration report section of the directors' report comply with Accounting Standard AASB124 Related Party Disclosures and the Corporations Regulations 2001.

This declaration is made in accordance with a resolution of the board of directors.



Jennifer Bubke,
Chairman



Mark Matthew Larney,
Treasurer

Signed on the 14th of August 2012.

Independent audit report



Independent auditor's report to the members of Calliope & District Enterprises Limited

Report on the financial report

We have audited the accompanying financial report of Calliope & District Enterprises Limited, which comprises the balance sheet as at 30 June 2012, statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, a summary of significant accounting policies and other explanatory notes and the directors' declaration.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation and presentation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making fair accounting estimates that are reasonable in the circumstances. In note 1, the directors also state in accordance with the Accounting Standard AASB 101 Presentation of Financial Statements that the financial statements comply with International Financial Reporting Standards.

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. These auditing standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance 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 our 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, we consider internal controls relevant to the entity's preparation and presentation of the financial report 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 entity'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.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the company's financial position and of its performance.

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

Liability limited by a scheme approved under Professional Standards Legislation. ABN: 51 061 795 337.

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Independent audit report (continued)

Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written auditor's independence declaration, a copy of which is included in the directors' report. In addition to our audit of the financial report and the remuneration disclosures, we were engaged to undertake the services disclosed in the notes to the financial statements. The provision of these services has not impaired our independence.

Auditor's opinion on the financial report

In our opinion:

- 1) The financial report of Calliope & District Enterprises Limited is in accordance with the *Corporations Act 2001* including giving a true and fair view of the company's financial position as at 30 June 2012 and of its financial performance and its cash flows for the year then ended and complying with Australian Accounting Standards and the Corporations Regulations 2001.
- 2) The financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Report on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Calliope & District Enterprises Limited for the year ended 30 June 2012, complies with section 300A of the *Corporations Act 2001*.



David Hutchings
Andrew Frewin Stewart
61 Bull Street Bendigo Vic 3550

Dated: 14 August 2012



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 Shop 3, 2041 Dawson Highway, Calliope QLD 4680
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 ABN: 71 133 571 061
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