Homebush Financial Services Limited

ABN 55 097 923 807

Annual Report 2014

Homebush **Community Bank**® Branch

Bendigo Bank

Contents

Chairman's report	**2**
Manager's report	**8**
Bendigo and Adelaide Bank report	**9**
Directors' report	**11**
Auditor's independence declaration	**18**
Financial statements	**19**
Notes to the financial statements	**23**
Directors' declaration	**42**
Independent audit report	**43**

Chairman's report

For year ending 30 June 2014

It is my pleasure on behalf of the Board to provide this report to shareholders on the performance of the company Homebush Financial Services Limited for the year ended 30 June 2014.

Transforming our business

In 2013/14 we began transforming our business to better meet the needs of our clients whom we serve, our shareholders who have invested with us, and the wider community that support us.

We recognise that our clients continue to require a range of competitive banking solutions made available to them with excellent levels of service and with the personal touch that is expected of a **Community Bank®** branch.

We acknowledge that our shareholders do support the **Community Bank®** model, and that they want a commercial return on their funds that have remained invested in the company over significant periods of time.

We also appreciate that the community looks to us for support; that we should assist them; and they in turn should invest with us to become a viable and thriving local financial services business.

We have seen revenues decline over the last two years with the reduced margins available to us under the Franchise Agreement we have with Bendigo and Adelaide Bank and we note the need to grow our income, improve profitability and build our cash reserves.

We note that the economy continues to have a moderate outlook and that the banking business remains very competitive.

In keeping with these objectives and trends, the company embarked on a significant transformation programme during the year that included the following key steps:

- Building a skills based Board with strong affiliations with our local community
- Developing a clear strategy for growth; and a compelling view of our future
- Building a branch team under a new Manager Poonam Lata, providing excellent customer service, and focussed on growing our business
- Consolidating our financial accounting systems; moving on the latest MYOB platform and improving our reporting
- Developing a Sponsorship Policy to guide our community engagement and increase the effectiveness our community investments
- Increasing our focus on cost control, compliance, overall governance and risk management

Chairman's report (continued)

The Board is determined to return the company to profitability; to ensure that it continues to be successful business, and that it grows consistently and profitably.

We are confident of the company's prospects in this regard.

I commend this Annual Report to shareholders.

Financial highlights

The company reported a loss after tax of $7,835 to June 2014, compared to the loss of $25,387 for the prior year ended 30 June 2013.

The loss this year includes net contributions the company made to the community of some $21,000.

Our bank book grew in value by $ 2.7 million to $91.2 million as at 30 June 2014 compared with $88.5 million the year before.

The book included $19.6 million in loans and $ 67.7 million in term deposits.

The company's revenue declined to $534,087 compared with $599,196 the year before.

The revenue reduction was due to reduced rates of commission the company receives from Bendigo and Adelaide Bank which took effect in April 2013; and which impacted the full year.

The company's cash on hand at year end was $38,518; with total assets of $672,526.

Our balance sheet remained satisfactory with the year-end cash reserve able to meet our ongoing needs.

The company has 2,328 customers; and 3,220 accounts.

Table 1 Compares the company's performance over last year

Key Indicators

Description	2014	2013	Inc/Dec
	$000	**$000**	%
Revenue	534	599	-10.9
Net profit before tax	-11.2	-36.2	+69.1
Net profit after tax	-7.8	-25.3	+69.1
	$ million	**$ million**	%
Total portfolio	91.2	88.5	+3
Total loans	19.6	20.3	-3.5
Total deposits	67.7	62.8	+7.8
Other	3.9	5.4	-28.8

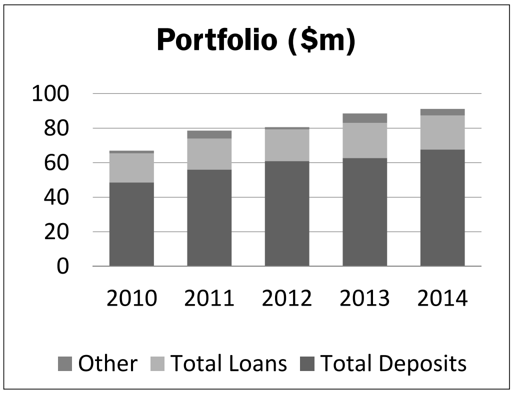
Description	2014	2013	Inc/Dec
	No.	**No.**	%
Number of customers	2,328	2,199	+5.9
Number of accounts	3,220	3,142	+2.5
	$000	**$000**	%
Cash on hand	38.6	61.1	-36.8
	$000	**$000**	%
Sponsorship, donations	21.1	26.9	-21.6%

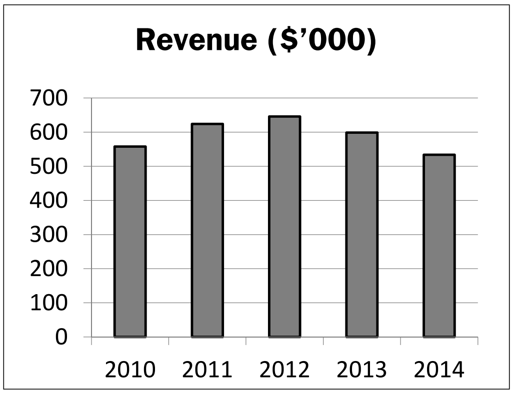
Chairman's report (continued)

Performance trends

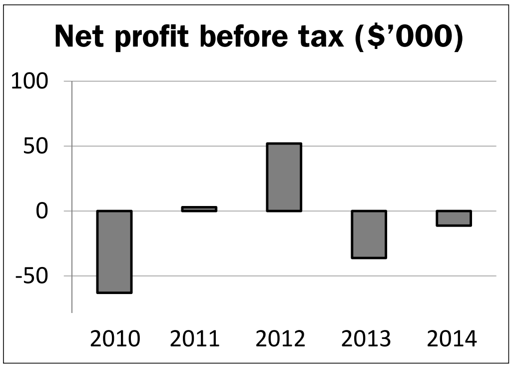
In 2013/14, the company continued its record of portfolio increases year on year.

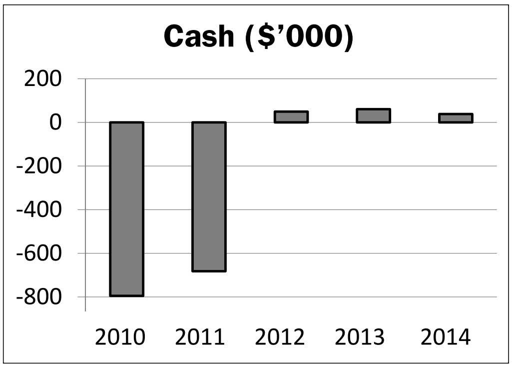
However, revenues declined in 2013 and 2014 consistent with the reduction in rates afforded under the Franchise Agreement with Bendigo and Adelaide Bank.





The company achieved profits before tax in 2011 and 2012 and we are determined to return the company to profitability, and to increase our cash reserves.





Our strategy

We conducted our annual Strategic Planning Meeting in March 2014.

This year's meeting focussed on maximising the growth opportunities across an expanded Homebush / Strathfield / Canada Bay geography along with other strategic initiatives.

This meeting also assisted in the establishment of our budgets, plans and strategic imperatives and priorities for the 2014/15 financial year.

Our vision is to be the bank that the community chooses to bank with.

Our vision is to be known as a bank that does in fact have the full range of banking solutions that the community needs.

Our vision is to become a much bigger bank, that is seen by the business community as one that they too can rely on for commercial solutions.

Our strategy contains the following five major foundations:

1. Identify and capitalise on the many opportunities to grow personal and business banking
2. Invest in and build our local community; and encourage them to invest in us
3. Manage our cost exposures; increase book yields, and return to profitability
4. Provide excellent customer service and solutions
5. Improve our operational performance and manage our business risks.

Chairman's report (continued)

Dividend policy

The Board is determined to return the company to profitability and to adopt a dividend policy that is consistent with providing a commercial return.

However, In recognition of the company's net loss, the Directors have resolved to not pay a final dividend in respect of the year ended 30 June 2014.

Outlook and aspirations

As mentioned earlier, the Board is transforming the company to improve performance, grow income and improve community engagement.

We continue to assess our operating costs and the management of our community investments.

We are also investing in the capabilities of our staff to become more proficient in lending products and advisory services and thereby increase our banking portfolio in higher-yielding products.

The Board expects continued portfolio growth, prudent management of our operating expenses and community investments, and consistent and focused effort towards increasing our income, and generating profits.

Investing in our community

<u>Sponsorships and donations</u>

As indicated above, the company returned more than $21,000 to the local community in the form of community grants, donations and sponsorships during 2013/14.

The company continued to provide financial contributions in the form of sponsorship support and donations to a number of youth, sporting and other local community groups during the year.

Recipients included ANZAC Research Institute, Federation of Teachers dancing, Strathfield Football Club, Homebush Public School, Strathfield Rotary Club, Bethany Holistic Centre, Breakfast Point Men's Shed, Concord West Public School, Strathfield West Senior Citizens Club, Strathfield Rotary Club, Integricare Child health care Centre, Strathfield Girls High School, Strathfield Raiders FC, Gladesville United Soccer Club, Homebush West Public School P&C, Greenlees Bowling Club, City of Canada Bay Golf Day, Homebush Boys School, Makhita College, Tamil Study Centre and Strathfield Croquet Club.

<u>Staff grants</u>

The company continued its Staff Grants community strengthening initiative where each member of our staff nominates a local community group to receive a small grant to be invested in a community project.

Approximately 25 people attended the Staff Grants evening on 29 August 2013 during which cheques were presented to Bethany Health Centre, Breakfast Point Men's Shed, Concord West Public School P&C, Integricare Child Care Centre and Strathfield West Senior Citizens Club.

Chairman's report (continued)

ANZAC Research Institute Medical Appeal

The ANZAC Research Medical Institute based at Concord Hospital has made some significant advances in the fight against leukaemia. An appeal was launched at the to raise the initial $150,000 before expanding nationally to achieve a total target of $5 million.

Bendigo bank's Community Enterprise Foundation™ in partnership with the ANZAC Research Institute has launched a public appeal to fund pre clinical research and trials of a new treatment.

The Board

The Board comprises of non-executive Directors who participate on a volunteer basis and are not remunerated.

Two of the directors Messrs Chris Bone and Chris Naylor are Senior Managers of Bendigo and Adelaide Bank, our biggest shareholder.

The Board met on a monthly basis, with the exception of December 2013, to plan and monitor the operations of our increasingly complex business.

The Board had a Marketing and Business Development Committee and a Community Engagement Committee which also met monthly.

There have again been substantial changes in the composition of the company's Board during the past 12 months.

We were delighted to welcome Ian Albertson, Richard Baini and Peter Pengilley to the Board during the year.

We thank each of Directors who left the Board for their individual contributions.

I wish to extend my sincere thanks to each and every one of our past and continuing Directors for the time, expertise and energy that they have contributed, both individually and collectively.

I wish also to extend the company's thanks to David Langdon who retired as Chairman during the year; and I wish to thank Marlene Doran for her many years of service and her contributions to the company.

Our staff

Poonam Lata our new Manager commenced services during the year and I am confident that the branch will flourish, achieve solid portfolio growth, and continue to provide excellent service to our many customers under her leadership.

Our staff are experienced in providing local residents, traders and businesses with professional and friendly face-to-face banking, and other financial services which are highly valued.

I would like to thank our staff past and present for their many contributions to the company.

Bendigo and Adelaide Bank

Our relationship with Bendigo and Adelaide Bank continues to strengthen. We have two senior executives from Bendigo and Adelaide Bank, Messrs Chris Bone and Chris Naylor on our Board.

In addition, we work closely with Bendigo and Adelaide Bank's State, Regional and Operations management including Ms Amy Land who is our Regional Manager at Bendigo and Adelaide Bank.

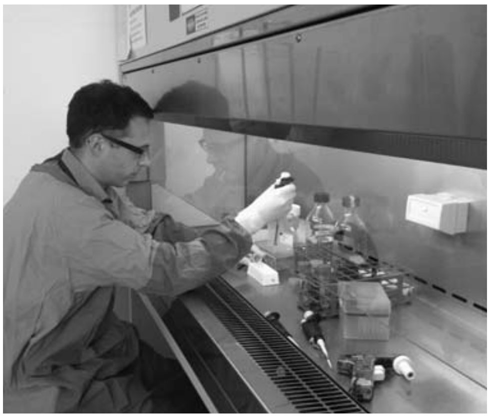
Conclusion

The Board and I are confident of the company's future prospects given the many initiatives that I have mentioned, the steps we are taking, and the staff we have in place.

I would like to thank the community, our shareholders, our staff and our directors for their ongoing support and contributions.

I look forward to seeing you our shareholders at our Thirteenth Annual General Meeting to be held at 7.00pm, on Monday 17 November at Homebush Boys High School.

Bernie Seth
Chairman



Manager’s report

For year ending 30 June 2014

It’s my pleasure to deliver my Branch Manger’s report for Homebush Financial Services Limited for the year ended 30 June 2014.

We have had some excellent outcomes for the Homebush community in 2013/14, with thousands of dollars being donated through community grants and sponsorships.

The current and forecast financial environment continues to make my role as Branch Manager both rewarding and challenging; and I am pleased to report that our business portfolio is in excess of $91 million.

I would like to take the opportunity to thank our staff for their support and the exceptional customer service that they provide to all our customers on daily basis as well as the Board of Directors who are such a delight to work with.

All the parties have provided great support while we build and grow our business that in turn will allow us to achieve our goals of enhancing our community.

I would like to thank all the customers and the shareholders who have already transferred their banking to our **Community Bank**® branch.

For those of you who have not yet done so, don’t forget that we offer a full range of banking services, so come and bank with us.

Remember, it is our community that makes us **Bigger than a bank**!

Poonam Lata
Branch Manager

Bendigo and Adelaide Bank report

For year ending 30 June 2014

The past year marked two very significant milestones for our **Community Bank®** network, celebrating the opening of its 300th branch while also reaching $120 million in community contributions. Both achievements could not have been accomplished without your ongoing support as shareholders and customers.

The **Community Bank®** network has grown considerably since it was first launched in 1998, in partnership with the people from the western Victorian 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 doors.

Sixteen years later, the model has grown into something even bigger than that. It has rapidly developed into a partnership that generates a valued, alternative source of income for a community, funding activities or initiatives that make a local town or suburb a better place to live.

In June 2014, the network welcomed its 305th branch in Penola, South Australia, and in the same week, the Victorian coastal town of Port Fairy introduced its community to our unique style of banking. These branches join a robust and maturing banking network where valued partnerships enhance banking services, taking the profits their banking business generates and reinvesting that funding into initiatives that will ultimately strengthen their community.

The **Community Bank®** network has returned more than $20 million in contributions to local communities in this financial year alone. Our branches have been able to fund projects that make a difference to a community; improved health services, sports programs, aged care facilities, education initiatives and community events that connect communities and encourage prosperity.

Demand from communities remains strong, with about 30 **Community Bank®** branch sites currently in development, and 10 branches expected to open nationally in the next 12 months. The network's steady expansion demonstrates the strength and relevance of a banking model where the desire to support the financial needs of customers is equalled by the desire to realise shared aspirations by harnessing the power of community.

At the end of the financial year 2013/14 the **Community Bank®** network had achieved the following:

- Returns to community – $122.2 million
- **Community Bank®** branches – 305
- **Community Bank®** branch staff – more than 1,500
- **Community Bank®** company Directors – 1,900
- Banking business – $24.46 billion
- Customers – 550,000
- Shareholders – 72,000
- Dividends paid to shareholders since inception – $36.7 million.

The communities we partner with also have access to Bendigo and Adelaide Bank's extensive range of other community building solutions including the 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), tertiary education scholarships and Connected Communities Enterprises that provide **Community Bank®** companies with further development options.

Bendigo and Adelaide Bank report (continued)

In September last year the Bank announced it would commence a comprehensive review of the **Community Bank®** model. The intention of the review is to rigorously explore and analyse the model, setting the vision and strategy for a sustainable and successful commercial model, regardless of changes to operational and market conditions. An update of this review will be provided at the **Community Bank®** National Conference in Darwin in September.

Bendigo and Adelaide Bank's vision is to be Australia's most 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 respectfully listen and respond to every customer's choice, needs and objectives. We partner for sustainable long-term outcomes and aim to be relevant, connected and valued.

To this aim, the Bank supports the Financial Systems Inquiry (FSI) which calls for an even playing field for all banks in an effort to increase customer choice. It takes a principled approach to governing, encouraging banks to consider all members of a community when they do business.

Bendigo and Adelaide Bank is a signatory to the Regional Banking submission in collaboration with Bank of Queensland, Suncorp and ME Bank, while our independent submission focuses on the important role banks play in communities.

Banks inject a high-level of capability and knowledge in the places they operate, supporting the sustainability of communities and helping to ensure they're viable. The Bank calls for a framework that incentivises banks, and the people who work for them, to be good corporate citizens, while promoting ethical decision making, innovation and better outcomes for customers and communities.

This financial year we launched our new **www.bendigobank.com.au** website. Packed with useful information and easy to access online services, our 1.4 million customers can easily connect with us at home, at work or on their mobile or tablet as well as learn more about our commitment to strengthening and supporting local communities.

In line with increasing demand for "anywhere, anytime" banking, we're excited about the impending introduction of our improved online banking platform to our customers later this year.

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

The **Community Bank®** model is the ultimate example of a win/win partnership and I thank you for your important support of your local **Community Bank®** branch.

Robert Musgrove
Executive Community Engagement

Directors' report

For the financial year ended 30 June 2014

Your directors submit the financial statements of the company for the financial year ended 30 June 2014.

Directors

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

Bernie Seth
Chairman (Appointed 23 July 2013)
Company Director
Bachelor of Engineering (Honours), Master of Engineering Science, MBA, Certificate IV in Training and Assessment. Involved in PMP Ltd, Sema Ltd Utilux Pty Ltd, Repco Ltd.
Interest in shares: Nil

Christian Naylor
Secretary
Bank Officer
Over 25 years of banking experience/experienced lender. He has been an employee with Bendigo & Adelaide Bank for 10 years. He has been and remains involved in various sporting clubs.
Interest in shares: Nil

Christopher Bone
Director
Head of Retail Operations & Lending
Chris is a career banker and has been working with Bendigo for over 25 years. He has worked in both the Victorian and NSW/ACT markets and brings a strong mix of retail, business banking and wealth experience. Chris has participated in numerous community and sporting groups.
Interest in shares: Nil

Ian Stanley Albertson
Director (Appointed 31 March 2014)
Occupation: Teacher
B.A Grad. Dip. Ed. M. ED. Admin, M.Mus.Tech. Strathfield Rotary club. M.C for local Council events. Strathfield Council Australia Day Committee. Strathfield Council Carols by Candlelight Committee Trustee, Strathfield Libraries and Museum Foundation.
Interest in shares: 1,000

Peter Campbell Pengilley
Director (Appointed 22 July 2014)
Occupation: Director
Peter commenced his career as a mechanical engineer and naval architect working initially for BHP Co. Pty Ltd before leaving overseas and working in London, Holland and Montreal as a project manager and supervisor for new ship construction. On returning to Sydney he joined TNT Bulkships Ltd, Sydney as a project manager and contract negotiator for ship construction and at the same spent 3 years gaining an MBA from Macquarie University majoring in investment and financial analysis. In a change of career he left the shipbuilding industry for the world of capital market and merchant banking for the next 17 years. Prior to the move into merchant banking, Peter joined Peko Wallsend Ltd, a diversified mining and industrial company, as Treasury Analyst and then became Group Treasurer, in a department responsible for debt funding, FX and gold hedging and strategic projects for the board. He commenced his career in merchant banking initially with CIBC Australia Ltd in capital markets and structured finance and then moved to Capel Court Investment Bank / ANZ Bank capital markets

Directors (continued)

for a number of years. He left ANZ Bank to establish the capital markets division for HSBC Australia and was a director of Wardley James Capel, the investment banking arm. He was then recruited by Westpac to re-establish an international capital markets department as Chief Manager, Head of Global Capital Markets. Following that assignment Peter moved to CitiCgroupas Vice President for corporate finance. On leaving CitiGroup Peter joined the financial advisory group Barrington Corporate Finance and then established Investment Dynamics Pty Ltd advising companies and banks on corporate finance, debt capital market, IPO's and restructuring. In this advisory role he has provided corporate advice to corporates and SME's in the industrial, agricultural and property sectors on acquisitions and MBO's, (e.g. financial services, rail sector, property management, industrial sectors), and acted as the CEO for a family office with businesses in restructuring an accounting/ wealth management business with offices in Australia and UK for a divestment to a national accounting firm. He is currently providing strategic and acquisition advice to companies in the pharmaceutical sector and working with a large commercial property management in expanding their service offering. He served a number of years as a non executive chairman of AMM Pty Ltd, a mortgage management business servicing the major banks, and for a period the non-executive chairman of Fincorp Pty Ltd, a property and funds management business in both roles he was the director responsible for corporate governance and regulatory, risk and financial control audit. He was recently a non-executive director the Australian arm of a New York based public relations firm, the Brandman Agency and a non-executive director of Global Partners Australasia Pty Ltd a UK based recruitment business. Peter is a fellow of the Finance and Treasurers Association and MRINA and a member of the Australian Institute of Company Directors. Peter's community duties are a Justice of the Peace (NSW) a Councillor for Ku-ring-gai Little Athletics Association, Honorary Treasurer NSW Rod Fishers Society.
Interest in shares: Nil

Richard Baini
Director (Appointed 22 July 2014)
Occupation: Real Estate Director
21 years selling Real Estate. Prominent Inner West Auctioneer/Salesman. Currently Director Richard Matthews Real Estate. Educated at St. Patricks College Strathfield. Husband to Linda & Father to Jessica & Stella
Interest in shares: Nil

Larina Tcherkezian
Director (Appointed 22 July 2014 - Resigned 23 September 2014)
Occupation: Company Secretary / Financial Controller
Larnia is a Financial Controller and Chartered Secretary with extensive experience in commercial finance and administrative roles. Providing Company Secretarial and Financial Accounting services to a number of listed and unlisted companies from 2008 to present.
Interest in shares: Nil

Daniella Sicurella
Director (Appointed 5 May - Resigned 12 June 2014)
Occupation: Solicitor
Interest in shares: Nil

Tina Webster
Director (Appointed 5 May - Resigned 12 June 2014)
Occupation: Director
Interest in shares: 1, 000

Marlene Anne Doran
Director (Resigned 30 May 2014)
Active Community Group sponsor. Retired shop proprietor. Member of Community Engagement Committee.
Interest in shares: 12,000

Directors' report (continued)

Directors (continued)

John Hovannes Kalachian
Director (Appointed 31 March 2014 - Resigned 29 May 2014)
Occupation: Accountant
Interest in shares: Nil

Rajaratnam Ganesharatnam
Director (Resigned 2 May 2014)
Consulting Engineer
Experience in Structural Engineering Design, Part Time TAFE teacher.
Interest in shares: 2,500

Carly Melinda Chant
Treasurer (Resigned 27 March 2014)
Accountant
Chartered Accountant who owns and manages Build on Bookkeeping, a professional outsourced bookkeeping company based in Sydney. Worked in audit with PwC for 6 years before becoming a Financial Controller with a Project Management Company. Has taken on the role of Company Treasurer for Homebush FSL in 2012.
Interest in shares: Nil

Alison Taylor
Director (Appointed 23 July 2013 - Resigned 31 January 2014)
Occupation: Director
Alison Taylor has worked for 18 months in Marketing and Business Development for large educational institutes such as universities and most recently Sydney TAFE.
Interest in shares: Nil

David Andrew Langdon
Director (Resigned 30 November 2013)
Retired
David is a Fellow of the Australian Institute of Company Directors and a Member of the Australian Society of Certified Practising Accountants and the Australian Computer Society. He was a CEO and Managing Partner in a global consulting firm before his retirement. David has been Chairman of Ku-ring-gai Financial Services Limited since its incorporation in 2002 and Chairman of Homebush Financial Services Limited since his appointment to the Board in December 2011.
Interest in shares: Nil

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 Chris Naylor. Chris was appointed to the position of Secretary on 27 November 2012.

Chris is an experienced manager and has been employed by Bendigo Bank for more than 10 years.

Principal Activities

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

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

Operating results

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

Year ended 30 June 2014 $	Year ended 30 June 2013 $
(7,835)	(25,387)

Remuneration report

Directors' remuneration

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.

Transactions with directors

	$
Build on Bookkeeping (a company associated with Carly Chant) provides bookkeeping services to the Company, Carly received $4,677 (2013: $4,320) for the year.	4,677
David Langdon receives a consulting fee from Bendigo & Adelaide Bank Limited to fulfill his role as Chairman of the Board. David resigned from this position on 30 November 2013. David received consulting fees totalling $3,833 (2013: $46,000).	3,833

Directors' shareholdings

	Balance at start of the year	Changes during the year	Balance at end of the year
Bernie Seth (Appointed 23 July 2013)	-	-	-
Christian Naylor	-	-	-
Christopher Bone	-	-	-
Ian Stanley Albertson (Appointed 31 March 2014)	1,000	-	1,000
Peter Campbell Pengilley (Appointed 22 July 2014)	-	-	-
Richard Baini (Appointed 22 July 2014)	-	-	-
Larina Tcherkezian (Appointed 22 July 2014 - Resigned 23 September 2014)	-	-	-
Daniella Sicurella (Appointed 5 May - Resigned 12 June 2014)	-	-	-
Tina Webster (Appointed 5 May - Resigned 12 June 2014)	-	-	-
Marlene Anne Doran (Resigned 30 May 2014)	12,000	-	12,000

Remuneration report (continued)

Directors' shareholdings (continued)

	Balance at start of the year	Changes during the year	Balance at end of the year
John Hovannes Kalachian (Appointed 31 March 2014 - Resigned 29 May 2014)	-	-	-
Rajaratnam Ganesharatnam (Resigned 2 May 2014)	2,500	-	2,500
Carly Melinda Chant (Resigned 27 March 2014)	-	-	-
Alison Mary Taylor (Appointed 23 July 2013 - Resigned 31 January 2014)	-	-	-
David Andrew Langdon (Resigned 26 November 2013)	-	-	-

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

In the opinion of the directors there were no 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.

Events since 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.

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' meetings

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

	Board Meetings Attended	
	Eligible	**Attended**
Bernie Seth (Appointed 23 July 2013)	11	11
Christian Naylor	11	7
Christopher Bone	11	6
Ian Stanley Albertson (Appointed 31 March 2014)	4	4
Peter Campbell Pengilley (Appointed 22 July 2014)	-	-
Richard Baini (Appointed 22 July 2014)	-	-
Larina Tcherkezian (Appointed 22 July 2014 - Resigned 23 September 2014)	-	-
Daniella Sicurella (Appointed 5 May - Resigned 12 June 2014)	2	2
Tina Webster (Appointed 5 May - Resigned 12 June 2014)	3	2
Marlene Anne Doran (Resigned 30 May 2014)	10	7
John Hovannes Kalachian (Appointed 31 March 2014 - Resigned 29 May 2014)	3	2
Rajaratnam Ganesharatnam (Resigned 2 May 2014)	9	7
Carly Melinda Chant (Resigned 27 March 2014)	8	7
Alison Mary Taylor (Appointed 23 July 2013 - Resigned 31 January 2014)	6	4
David Andrew Langdon (Resigned 26 November 2013)	5	4

The Board has 3 other Committees which are Governance, Finance and HR & Operations respectively. Committees have elected Directors who meet on a regular, or as needs, basis and present reports/recommendations to the monthly Board meetings where required.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the Corporations Act 2001.

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 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.

Non audit services (continued)

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 board to ensure they do not impact on the impartiality and objectivity of the auditor
- 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.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 18.

Signed in accordance with a resolution of the board of directors at Homebush, New South Wales on 24 September 2014.

Bernie Seth,
Chairman

Auditor's independence declaration

AFS
Partners in success
Chartered Accountants

Lead auditor's independence declaration under section 307C of the *Corporations Act 2001* to the directors of Homebush Financial Services Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2014 there have been no contraventions of:

- the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review
- any applicable code of professional conduct in relation to the review.

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

Dated: 24 September 2014

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

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TAXATION • AUDIT • BUSINESS SERVICES • FINANCIAL PLANNING

Financial statements

Statement of Comprehensive Income
for the year ended 30 June 2014

	Note	2014 $	2013 $
Revenue from ordinary activities	4	534,087	599,196
Employee benefits expense		(311,673)	(338,125)
Charitable donations, sponsorship, advertising and promotion		(34,625)	(60,402)
Occupancy and associated costs		(59,940)	(67,329)
Systems costs		(32,128)	(32,912)
Depreciation and amortisation expense	5	(23,762)	(25,312)
Finance costs	5	(578)	-
General administration expenses		(82,575)	(111,383)
Loss before income tax credit		**(11,194)**	**(36,267)**
Income tax credit	6	3,359	10,880
Loss after income tax credit		**(7,835)**	**(25,387)**
Total comprehensive income for the year		**(7,835)**	**(25,387)**
Earnings per share for loss attributable to the ordinary shareholders of the company:		**¢**	**¢**
Basic earnings per share	20	(0.61)	(1.97)

The accompanying notes form part of these financial statements.

Balance Sheet
as at 30 June 2014

	Note	2014 $	2013 $
ASSETS			
Current Assets			
Cash and cash equivalents	7	38,518	61,104
Trade and other receivables	8	49,139	45,175
Total Current Assets		**87,657**	**106,279**
Non-Current Assets			
Property, plant and equipment	9	221,231	233,439
Intangible assets	10	32,735	44,289
Deferred tax assets	11	330,903	327,544
Total Non-Current Assets		**584,869**	**605,272**
Total Assets		**672,526**	**711,551**
LIABILITIES			
Current Liabilities			
Trade and other payables	12	64,310	84,068
Provisions	13	14,197	25,513
Total Current Liabilities		**78,507**	**109,581**
Non-Current Liabilities			
Provisions	13	7,196	7,312
Total Non-Current Liabilities		**7,196**	**7,312**
Total Liabilities		**85,703**	**116,893**
Net Assets		**586,823**	**594,658**
Equity			
Issued capital	14	1,372,954	1,372,954
Accumulated losses	15	(786,131)	(778,296)
Total Equity		**586,823**	**594,658**

The accompanying notes form part of these financial statements.

Statement of Changes in Equity for the year ended 30 June 2014

	Issued capital $	Accumulated losses $	Total equity $
Balance at 1 July 2012	**1,372,954**	**(752,909)**	**620,045**
Total comprehensive income for the year	**-**	**(25,387)**	**(25,387)**
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 2013	**1,372,954**	**(778,296)**	**594,658**
Balance at 1 July 2013	**1,372,954**	**(778,296)**	**594,658**
Total comprehensive income for the year	**-**	**(7,835)**	**(7,835)**
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 2014	**1,372,954**	**(786,131)**	**586,823**

The accompanying notes form part of these financial statements.

Statement of Cash Flows
for the year ended 30 June 2014

	Note	2014 $	2013 $
Cash flows from operating activities			
Receipts from customers		583,523	667,103
Payments to suppliers and employees		(605,571)	(655,197)
Interest received		40	95
Interest paid		(578)	-
Net cash provided by/(used in) operating activities	**16**	**(22,586)**	**12,001**
Cash flows from investing activities			
Payments for property, plant and equipment		-	(509)
Net cash provided by/(used in) investing activities		**-**	**(509)**
Net increase/(decrease) in cash held		**(22,586)**	**11,492**
Cash and cash equivalents at the beginning of the financial year		61,104	49,612
Cash and cash equivalents at the end of the financial year	**7(a)**	**38,518**	**61,104**

The accompanying notes form part of these financial statements.

Notes to the financial statements

For year ended 30 June 2014

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 amended accounting standards

The company adopted the following standards and amendments, mandatory for the first time for the annual reporting period commencing 1 July 2013:

- AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements.
- AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, AASB 128 Investments in Associates and Joint Ventures, AASB 127 Separate Financial Statements and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards.
- AASB 2012-9 Amendment to AASB 1048 arising from the Withdrawal of Australian Interpretation 1039.
- AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and other Amendments which provides an exemption from the requirement to disclose the impact of the change in accounting policy on the current period.
- AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13.

Note 1. Summary of significant accounting policies (continued)

a) Basis of preparation (continued)

Adoption of new and amended accounting standards (continued)

- AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011).
- AASB 2012-5 Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle.
- AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities.

AASB 2011-4 removes the individual key management personnel disclosure requirements in AASB 124 Related Party Disclosures. As a result the company now only discloses the key management personnel compensation in total and for each of the categories required in AASB 124. Detailed key management personnel compensation is outlined in the remuneration report, included as part of the directors' report.

The adoption of revised standard AASB 119 has resulted in a change to the accounting for the company's annual leave obligations. As the entity does not expect all annual leave to be taken within 12 months of the respective service being provided, annual leave obligations are now classified as long-term employee benefits in their entirety. This changes the measurement of these obligations, as the entire obligation is now measured on a discounted basis and no longer split into a short-term and a long-term portion. However, the impact of this change is considered immaterial on the financial statements overall as the majority of the annual leave is still expected to be taken within 12 months after the end of the reporting period.

None of the remaining new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2013 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

The company has not elected to apply any pronouncements before their mandatory operative date in the annual reporting period beginning 1 July 2013.

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 Homebush, New South Wales.

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**® branch 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:

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)

- 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
- 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 benefits 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 (i.e. ‘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.

The second source of revenue is commission paid by Bendigo and Adelaide Bank Limited on the other products and services provided through the company (i.e. ‘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 and February 2013 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 (i.e. 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.

Note 1. Summary of significant accounting policies (continued)

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.

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.

Note 1. Summary of significant accounting policies (continued)

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 are 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

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.

The renewal processing fee paid to Bendigo and Adelaide Bank Limited when renewing the franchise agreement has also 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.

Note 1. Summary of significant accounting policies (continued)

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) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with changes in such fair value (i.e. gains or losses) recognised in the Statement of Comprehensive Income. Available-for-sale financial assets are included in non-current assets except where they are expected to be sold within 12 months after the end of the reporting period. All other financial assets are classified as current assets.

(iv) 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.

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 of 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.

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:

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 where 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%.

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 2014 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. There is therefore 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.

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.

Note 3. Critical accounting estimates and judgements (continued)

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.

	2014 $	**2013 $**

Note 4. Revenue from ordinary activities

Operating activities:		
- services commissions	484,047	549,101
- other revenue	50,000	50,000
Total revenue from operating activities	**534,047**	**599,101**
Non-operating activities:		
- interest received	40	95
Total revenue from non-operating activities	**40**	**95**
Total revenues from ordinary activities	**534,087**	**599,196**

	Note	2014 $	2013 $

Note 5. Expenses

Depreciation of non-current assets:			
- plant and equipment		5,780	7,330
- leasehold improvements		6,428	6,428
Amortisation of non-current assets:			
- franchise agreement		2,312	2,312
- franchise renewal fee		9,242	9,242
		23,762	**25,312**
Finance costs:			
- interest paid		**578**	**-**
Bad debts		**775**	**4,913**

Note 6. Income tax credit

The components of tax expense comprise:			
- Future income tax benefit attributable to losses		(6,990)	(10,204)
- Movement in deferred tax		3,631	(676)
		(3,359)	**(10,880)**
The prima facie tax on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:			
Operating loss		(11,194)	(36,267)
Prima facie tax on loss from ordinary activities at 30%		(3,359)	(10,880)
Add tax effect of:			
- timing difference expenses		(3,632)	676
		(6,991)	**(10,204)**
Movement in deferred tax	11	3,632	(676)
		(3,359)	**(10,880)**

Note 7. Cash and cash equivalents

Cash at bank and on hand		**38,518**	**61,104**
Note 7.(a) Reconciliation to cash flow statement			
The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year as follows:			
Cash at bank and on hand		**38,518**	**61,104**

	2014 $	2013 $

Note 8. Trade and other receivables

	2014 $	2013 $
Trade receivables	39,557	37,998
Other receivables and accruals	251	-
Prepayments	9,331	7,177
	49,139	**45,175**

Note 9. Property, plant and equipment

	2014 $	2013 $
Plant and equipment		
At cost	68,902	68,902
Less accumulated depreciation	(58,701)	(55,837)
	10,201	**13,065**
Leasehold improvements		
At cost	297,026	297,026
Less accumulated depreciation	(108,731)	(102,303)
	188,295	**194,723**
Office furniture and Equipment		
At cost	64,567	64,567
Less accumulated depreciation	(41,832)	(38,916)
	22,735	**25,651**
Total written down amount	**221,231**	**233,439**
Movements in carrying amounts:		
Plant and equipment	**68,902**	**68,902**
Carrying amount at beginning	13,065	17,117
Additions	-	-
Disposals	-	-
Less: depreciation expense	(2,864)	(4,052)
Carrying amount at end	**10,201**	**13,065**
Leasehold improvements		
Carrying amount at beginning	194,723	201,151
Additions	-	-
Disposals	-	-
Less: depreciation expense	(6,428)	(6,428)
Carrying amount at end	**188,295**	**194,723**

	2014 $	2013 $

Note 9. Property, plant and equipment (continued)

Office furniture and Equipment		
Carrying amount at beginning	25,651	28,421
Additions	-	508
Disposals	-	-
Less: depreciation expense	(2,916)	(3,278)
Carrying amount at end	**22,735**	**25,651**
Total written down amount	**221,231**	**233,439**

Note 10. Intangible assets

Franchise fee		
At cost	71,554	71,554
Less: accumulated amortisation	(65,007)	(62,696)
	6,547	**8,858**
Renewal processing fee		
At cost	86,214	86,214
Less: accumulated amortisation	(60,026)	(50,783)
	26,188	**35,431**
Total written down amount	**32,735**	**44,289**

Note 11. Tax

Non-Current:		
Deferred tax assets		
- accruals	1,463	1,666
- employee provisions	6,418	9,848
- tax losses carried forward	323,022	316,030
	330,903	**327,544**
Net deferred tax asset	**330,903**	**327,544**
Movement in deferred tax charged to statement of comprehensive income	**(3,359)**	**(10,880)**

	2014 $	2013 $

Note 12. Trade and other payables

	2014 $	2013 $
Trade creditors	47,013	53,913
Other creditors and accruals	17,297	30,155
	64,310	**84,068**

Note 13. Provisions

	2014 $	2013 $
Current:		
Provision for annual leave	14,197	22,513
Provision for bonus	-	3,000
	14,197	**25,513**
Non-Current:		
Provision for long service leave	**7,196**	**7,312**

Note 14. Contributed equity

	2014 $	2013 $
655,910 ordinary shares fully paid (2013: 655,910)	637,910	637,910
Less: equity raising expenses	(46,389)	(46,389)
Plus: 630,188 shares issued on 5 January 2012	781,433	781,433
	1,372,954	**1,372,954**

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®** branch have the same ability to influence the operation of the company.

Note 14. Contributed equity (continued)

Rights attached to shares (continued)

(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).

(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 2001.

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 they control or own 10% or more of the shares in the company (the "10% limit").

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.

Note 15. Accumulated losses

	2014 $	2013 $
Balance at the beginning of the financial year	(778,296)	(752,909)
Net loss from ordinary activities after income tax	(7,835)	(25,387)
Dividends paid or provided for	-	-
Balance at the end of the financial year	**(786,131)**	**(778,296)**

	2014 $	2013 $

Note 16. Statement of cash flows

Reconciliation of loss from ordinary activities after tax to net cash provided by/(used in) operating activities

	2014 $	2013 $
Loss from ordinary activities after income tax	(7,835)	(25,387)
Non cash items:		
- depreciation	12,208	13,758
- amortisation	11,554	11,554
Changes in assets and liabilities:		
- (increase)/decrease in receivables	(3,964)	6,557
- increase in other assets	(3,359)	(10,880)
- increase/(decrease) in payables	(19,758)	17,498
- decrease in provisions	(11,432)	(1,099)
Net cash flows provided by/(used in) operating activities	**(22,586)**	**12,001**

Note 17. Leases

Operating lease commitments

	2014 $	2013 $
Non-cancellable operating leases contracted for but not capitalised in the financial statements		
Payable - minimum lease payments:		
- not later than 12 months	40,029	36,000
- between 12 months and 5 years	160,116	-
- greater than 5 years	-	-
	200,145	**36,000**

The rental lease on the branch premises is a non-cancellable lease with a five-year term, commencing on 1 July 2014. Minimum rent payable is currently $40,029 per annum.

Note 18. Auditor's remuneration

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

	2014 $	2013 $
- audit and review services	4,950	4,700
- share registry services	1,500	1,550
- non audit services	2,050	6,347
	8,500	**12,597**

Notes to the financial statements (continued)

Note 19. Director and related party 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.

Transactions with Key Management Personnel

	2014 $	2013 $
Build on Bookkeeping (a company associated with Carly Chant) provides bookkeeping services to the Company, Carly received $4,677 (2013: $4,320) for the year.	4,677	4,320
David Langdon receives a consulting fee from Bendigo & Adelaide Bank Limited to fulfill his role as Chairman of the Board. David resigned from this position on 30 November 2013. David received consulting fees totalling $3,833 (2013: $46,000).	3,833	46,000

Note 20. Earnings per share

		2014 $	2013 $
(a)	Loss attributable to the ordinary equity holders of the company used in calculating earnings per share	(7,835)	(25,387)
		Number	**Number**
(b)	Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	1,286,098	1,286,098

Note 21. Events occurring after the reporting date

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

Note 22. Contingent liabilities and contingent assets

There were no contingent liabilities or contingent assets 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 Homebush, New South Wales 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
27 Rochester Street Homebush NSW 2140	27 Rochester Street Homebush NSW 2140

Note 25. Financial instruments

Financial Instrument Composition and Maturity Analysis

The table below reflects the undiscounted contractual settlement terms for all financial instruments, as well as the settlement period for instruments with a fixed period of maturity and interest rate.

Financial instrument	Floating interest		Fixed interest rate maturing in						Non interest bearing		Weighted average	
			1 year or less		Over 1 to 5 years		Over 5 years					
	2014 $	2013 $	2014 $	2013 $	2014 $	2013 $	2014 $	2013 $	2014 $	2013 $	2014 %	2013 %
Financial assets												
Cash and cash equivalents	38,518	61,104	-	-	-	-	-	-	-	-	0.1	0.16
Receivables	-	-	-	-	-	-	-	-	39,557	37,748	N/A	N/A
Financial liabilities												
Payables	-	-	-	-	-	-	-	-	47,013	53,913	N/A	N/A

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.

Interest Rate Risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from the interest bearing financial assets and liabilities in place subject to variable interest rates, as outlined above.

Note 25. Financial instruments (continued)

Sensitivity Analysis

The company has performed sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in interest rates.

As at 30 June 2014, the effect on profit and equity as a result of changes in interest rate, with all other variables remaining constant would be as follows:

	2014 $	**2013 $**
Change in profit/(loss)		
Increase in interest rate by 1%	385	611
Decrease in interest rate by 1%	385	611
Change in equity		
Increase in interest rate by 1%	385	611
Decrease in interest rate by 1%	385	611

Directors' declaration

In accordance with a resolution of the directors of Homebush Financial Services 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 2014 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.

Bernie Seth,
Chairman

Signed on the 24th of September 2014.

Independent audit report

Partners in success
Chartered Accountants

Independent auditor's report to the members of Homebush Financial Services Limited

Report on the financial report

I have audited the accompanying financial report of Homebush Financial Services Limited, which comprises the balance sheet as at 30 June 2014, 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

My responsibility is to express an opinion on the financial report based on the audit. I conducted the audit in accordance with Australian Auditing Standards. These auditing standards require that I 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 my 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, I 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.

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

I 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 my understanding of the company's financial position and of its performance.

I believe that the audit evidence obtained is sufficient and appropriate to provide a basis for my audit opinion.

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Independent audit report (continued)

Independence

In conducting the audit I have complied with the independence requirements of the *Corporations Act 2001*. I have given to the directors of the company a written auditor's independence declaration, a copy of which is included in the directors' report.

Auditor's opinion on the financial report

In my opinion:

1. The financial report of Homebush Financial Services 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 2014 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

I have audited the remuneration report included in the directors' report for the year ended 30 June 2014. 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*. My responsibility is to express an opinion on the remuneration report, based on the audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report

In my opinion, the remuneration report of Homebush Financial Services Limited for the year ended 30 June 2014, complies with section 300A of the *Corporations Act 2001*.

David Hutchings
Andrew Frewin Stewart
61 Bull Street Bendigo Vic 3550

Dated: 24 September 2014

Homebush **Community Bank**® Branch **Bendigo Bank**

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