

Whitehorse Community Enterprises Limited

ABN 67 106 202 304

2019 Annual Report

Blackburn South Community Bank Branch

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Chairman's report

For year ending 30 June 2019

At the start of 2019 I was fortunate enough to be selected by my fellow Directors to take over as Chair of Whitehorse Community Enterprises Limited. In taking over the role I acknowledge the fantastic work done by Andrew Munroe and once again would like to personally thank and recognise the great work done by Andrew during his period as Chairman and very much appreciate his ongoing contribution as a fellow Director.

This past financial year we have continued the positive momentum in our financial performance with revenue up 7%, profit after tax up 49.5% and earnings per share up from 21.09 cents per share to 31.53 cents per share. We continue to have a strong balance sheet with \$952,259 in cash and cash equivalents and \$513,166 in retained earnings for shareholders.

During the year we were slightly down on our charitable donations, sponsorship, advertising and promotion activities slipping from \$215,165 to \$166,229 however we are continuing to work with the local community to ensure that the activities that we undertake in this area deliver long term sustainable benefits to the local community.

All of this would not be possible without the dedication, commitment and focus of our branch staff. The team are ably led by our Manager Peter Grierson who once again has had an excellent year. Peter continues to be a great asset to the organization and consistently delivers great financial performance even though it has been a difficult period with the slow down in the housing market and the impact of the Banking Royal Commission. I would also like to acknowledge the great contributions made by all our staff members who consistently go above and beyond to ensure that our customers are delighted, the community is effectively engaged, and shareholders value is enhanced. Without this team we would not be fortunate enough to be in the position that we are as a company today.

I am delighted to welcome Lelen Kemke to our Board. Lelen joined the Board in August 2018 and with her engagement in the local community through being a local business owner combined with her strong pedigree in Law and Tax she has brought a level of competence and insight that has been enormously valuable to our organization. In the short time that Lelen has been on the board I have truly come to value her considered and valuable contribution and looking forward to the strong future contributions that I know she will make to our organization.

It is with some sadness that this year we said goodbye to Director Liz Stinson. Liz was fortunate enough to have a fantastic opportunity to take on the role of Chair of Phillip Island Nature Parks and was unable to dedicate the time to both our organization and her new role. Whilst on one hand I was disappointed to see Liz depart as she had made an extremely positive and constructive contribution to our organization it is also testament to the fact that we have an extremely well credentialled Board of Directors who are being recognised for their great ability. I would like wish Liz all the best for her future endeavours and I know that she is already doing a fantastic job in her new role.

I would like to acknowledge the contribution that Larissa Evans, our recently departed Company Secretary, has made to the company over her tenure. Many of you would have dealt with and come across Lara over the past five years and know that without her tireless efforts that we wouldn't have achieved as much as we have today. I would like to wish Lara the very best with her future endeavours.

Chairman's report (continued)

I would like to formally recognise and thank the work of all my fellow Directors. Shareholders have a Board working for the company that are highly committed, dedicated and engaged. Not a day goes by without my fellow Directors and I discussing issues that either improve shareholder value, community engagement, employee engagement or customer satisfaction. I would like to formally recognise and thank the support and counsel of our Deputy Chair, Di Fisher. Di has been an enormous support to myself and fellow Directors.

Finally, I would like to thank our shareholders for the trust that they put in our Board of Directors and myself as Chair. I would like to thank you for this privilege and trust that you show in us as Directors.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'D. Spong', written in a cursive style.

David Stewart Spong
Chairman

Manager's report

For year ending 30 June 2019

The 2018/19 financial year was an exceptional one for the Blackburn South Community Bank Branch. It was pleasing to see the branch at the forefront of the region in all areas of the business. The branch was able to produce this outstanding year through continued improvement in individual skills coupled with excellent teamwork. The financial year saw lots of highlights, not limited to but including:

- Awarded the Central Region Branch of the Year for our 2017/18 performance
- Deposits grew by \$10 million
- Our home lending book grew by \$3 million and our Business lending book grew by \$2 million.

Not resting on this solid foundation, we are under no illusion as to how challenging our continued growth performance will be, given the subdued economic climate and stiff competition from our banking competitors. To those shareholders who are yet to bring their banking across to us, I invite you to call into the branch and discuss your needs with our friendly staff. To those shareholders who have supported our branch, I thank you for your current, continued and ongoing support.

To my amazing staff: Corey, Kelly, Rosa, Marcy and Leanne, we've achieved so much this past year, and I'd like to publicly thank you for all the support you have provided me, and the outstanding work you do, which I and our customers greatly appreciate. Finally, on behalf of the branch team and myself, thank you to all those who continue to support their community.

Lastly a big thank you to our Board who continue to provide fantastic support to the branch and the local community.



Peter Grierson
Branch Manager

Bendigo and Adelaide Bank report

For year ending 30 June 2019

As a Bank of 160-plus years, we're proud to hold the mantle of Australia's fifth biggest bank. In today's banking environment it's time to take full advantage of this opportunity and for even more people to experience banking with Bendigo Bank and our way of banking, and with our Community Bank partners.

In promoting our point of difference it's sometimes lost that although we're different, we're represented in more than 500 communities across Australia and offer a full suite of banking and financial products and services. In many ways we're also a leader in digital technology and meeting the needs of our growing online customer base, many of whom may never set foot in a traditional bank branch.

At the centre of our point of difference is the business model you chose to support as a shareholder that supports local communities. Whether you're a shareholder of our most recent Community Bank branch which opened in Smithton, Tasmania, in June 2019, or you're a long-time shareholder who, from more than 20 years ago, you all play an important role. Your support has enabled your branch, and this banking model, to prosper and grow. You're one of more than 75,000 Community Bank company shareholders across Australia who are the reason today, we're Australia's only bank truly committed to the communities it operates in.

And for that, we thank you. For the trust you've not only put in Bendigo and Adelaide Bank, but the faith you've put in your community and your Community Bank company local Board of Directors.

Bendigo and Adelaide Bank continues to rank at the top of industry and banking and finance sector awards. We have awards for our customer service, we have award winning products and we have a customer base that of 1.7 million-plus that not only trusts us with their money, but which respects our 'difference'.

As a Bank, we're working hard to ensure that those who are not banking with us, and not banking with your Community Bank branch, make the change. It really is a unique model and we see you, the shareholder, as playing a key role in helping us grow your local Community Bank business. All it takes is a referral to your local Branch Manager. They'll do the rest.

We find that our customer base is a very loyal group. It's getting people to make the change that's the challenge. In today's environment, we've never had a better chance to convince people to make the change and your support in achieving this is critical.

From Bendigo and Adelaide Bank, once again, thank you for your ongoing support of your Community Bank branch and your community.

We would also like to thank and acknowledge the amazing work of your branch staff and Directors in developing your business and supporting the communities that you live and work in.



Mark Cunneen
Head of Community Support
Bendigo and Adelaide Bank

Directors' report

For the financial year ended 30 June 2019

Your directors submit the financial statements of the company for the financial year ended 30 June 2019.

Directors

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

David Stewart Spong

Chair

Occupation: CFO / Finance Director

Qualifications, experience and expertise: David is the Australia and New Zealand CFO and Director of Finance and Business Services for Ericsson, working for both the Australian subsidiary and the parent company, LM Ericsson, since 1997. David's roles have included General Manager Finance, CFO & Finance Director (Saudi Arabia) and Group Business Controller for the Global Ericsson Organization. David has over twenty-five years corporate, SME and not for-profit experience and has worked in Sweden, Saudi Arabia, United Arab Emirates and Australia. Outside his executive career, David has been actively involved in local community not for profit organizations along with a strong engagement with CPA Australia Limited having held the role of Deputy Victorian President in 2014 and Non-Executive Director from 2014 to 2017. In addition to David's CPA involvement he is a member of the RMIT School of Accounting advisory board and has been approached by The Prince's Accounting for Sustainability Project to assist in determining the viability of the establishment of an Australian and New Zealand chapter for this key focus area of the Prince of Wales. Bachelor of Business, FCPA (CPA Australia), GAICD (Australian Institute of Company Directors).

Former directorships in the last 3 years: CPA Australia Limited: 1 October 2014 to 9 June 2017.

Special responsibilities: Chairman from 1 January 2019, Finance Committee

Interest in shares: Nil

Diane Elizabeth Fisher

Deputy Chair

Occupation: Change Manager

Qualifications, experience and expertise: Diane is Principal of The Balance Approach Pty Ltd and has over 20 years consulting experience with a range of industries from health care delivery, financial services, to logistics and transport. Diane serves on the Eastern Health Community Advisory Committee and is a member of the Expert Advisory Committee for Cognition, Mobility and Continence. Diane is a member of the Rotary Club of Templestowe with responsibility for leadership and training programs within the eastern metropolitan area, in an area known as Rotary District 9810.

Special responsibilities: Deputy Chair, Chair - Community Engagement Committee

Interest in shares: 1,000

Andrew Stephen Munroe

Director

Occupation: Telecommunications Engineer

Qualifications, experience and expertise: Holds a Bachelor of Business from Royal Melbourne Institute of Technology. Past executive member and Treasurer of a range of community organisations, many local to the catchment area of Blackburn South. Past and founding member of the Victorian Amputee and Disabled Skiers Association (now Wintersports). Over ten years' experience as a local government Councillor with the City of Whitehorse, including serving as the City's 2012/13 and 2014/2015 Mayor.

Special responsibilities: Chairman until 31 December 2018, Community Engagement Committee

Interest in shares: 6,002

Directors' report (continued)

Directors (continued)

Peter John Enlund

Director

Occupation: Retired

Qualifications, experience and expertise: Fellow of the Institute of Chartered Accountants in Australia and New Zealand, admitted in 1977. Peter holds a Bachelor of Arts (Honours) degree with High Distinction from Monash University. Active member of the Rotary Club of Box Hill Central and a Rotarian for over 31 years. Treasurer of two not-for-profit entities 2015 – 2017. Peter has extensive experience in Australia and USA in a range of executive and Board positions such as Chief Operating Officer, Chief Financial Officer, Group General Manager – Finance and Administration and Company Secretary in a variety of businesses, including four Australian universities, two ASX-listed companies and Divisions of a major Australian ASX-listed manufacturer.

Special responsibilities: Chair - Governance and Human Resources Committee, Member of the Finance Committee, Company Secretary

Interest in shares: Nil

Daniel Robert Watts

Director

Occupation: Finance Manager

Qualifications, experience and expertise: Dan has a finance, accounting, and reporting background. Dan is presently a finance manager with BHP and has led group-level financial accounting, management accounting, tax accounting, and finance project teams over the past six years. Prior to BHP, Dan was a manager in the assurance and advisory service line of Deloitte in Australia and Canada. Dan is presently President of Blackburn Lake Primary School Council and is actively involved in a number of community clubs.

Special responsibilities: Treasurer, Finance Committee

Interest in shares: Nil

Thanh (Daniel) Dat Nguyen

Director

Occupation: Student Adviser

Qualifications, experience and expertise: Daniel holds a Bachelor of Commerce (Honours) degree with distinction from Deakin University, and he was the Victorian International Student of the Year 2018, awarded by the Victorian State government. With long-term experience in corporate governance and community engagement, Daniel contributes to the local community through various roles, including being a Professional Development Officer at the Golden Key International Honour Society and being the Program Coordinator at Deakin University English Language Institution. Daniel is currently working as a Student Adviser at Deakin University for the Faculty of Business and Law and actively engaging in various educational projects in Australia.

Special responsibilities: Governance Committee, Company Secretary

Interest in shares: Nil

Pui Yin (Jayden) Yu

Director

Occupation: Business & Law Faculty Ambassador, Deakin University

Qualifications, experience and expertise: Jayden is currently in the process of completing his Bachelor of commerce (Economics), Deakin University. Past Business & Law faculty ambassador and an Undergraduate mentor at Deakin University. Past Marketing Coordinator of the Deakin Economics & Finance Association (DEFA).

Special responsibilities: Community Engagement Committee

Interest in shares: Nil

Directors' report (continued)

Directors (continued)

Lelen Kemke

Director (*Appointed 2 August 2018*)

Occupation: Business Owner

Qualifications, experience and expertise: Lelen holds a Bachelors of Law and Bachelors of Arts (Psychology major) from Monash University and Masters of Taxation from the University of Melbourne. Lelen created and established an award-winning medium-sized business in 2014, BASE Camp Kids, which specialise in art, baking, and science parties and workshops for children. Responsible for all operational aspects of running the business with over 20 employees. Prior to that, Lelen has had extensive consulting experience with PwC in Melbourne and Singapore advising multinational corporations across various industry lines on complex transactions and restructures.

Special responsibilities: Governance Committee

Interest in shares: Nil

Elizabeth Mary Stinson

Director (*Resigned 31 August 2018*)

Occupation: Retired

Qualifications, experience and expertise: Holds Bachelors of Biology and Education, Masters of Zoology, Education, Human Nutrition, and a Master of Business Administration (MBA). Graduate member of the Australian Institute of Company Directors, having completed the Company Directors Course in 2012 and maintained professional accreditation since then. Over 20 years experience in organisational management and leadership in community services, and higher education in Australia. Over 15 years experience on Boards and community-based committees of management in Victoria and South Australia. Member of the Board of Community Housing (Victoria) Ltd since 2013 and Chair of the Audit and Risk Committee. Member of the Board of Phillip Island Nature Parks since 2015, Chair of the People of Remuneration Sub-committee and Chair of the Science and Research Advisory Committee.

Special responsibilities: Chair of the Community Engagement Committee

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 Secretaries are Peter John Enlund and Thanh (Daniel) Dat Nguyen. Peter was appointed to the position of Secretary with effect from 1 July 2019 and Daniel with effect from 1 August 2019. Larissa Jane Evans resigned from the position as of 30 June 2019.

Peter is a Fellow of the Institute of Chartered Accountants Australia and New Zealand and has extensive experience in Australia and USA in a range of executive and Board positions. Daniel holds a Bachelor of Commerce (Honours) degree with distinction from Deakin University.

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 profit of the company for the financial year after provision for income tax was:

Year ended	Year ended
30 June 2019	30 June 2018
\$	\$
207,175	138,545

Directors' report (continued)

Dividends	Year ended 30 June 2019	
	Cents	\$
Dividends paid in the year	10	65,701

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.

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 except as disclosed in note 21 to the financial statements. This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by directors shown in the company's accounts, or the fixed salary of a full-time employee of the company, controlled entity or related body corporate.

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	
	<u>Eligible</u>	<u>Attended</u>
David Stewart Spong	9	8
Diane Elizabeth Fisher	9	8
Andrew Stephen Munroe	9	9
Peter John Enlund	9	8
Daniel Robert Watts	9	7
Thanh (Daniel) Dat Nguyen	9	8
Pui Yin (Jayden) Yu	9	8
Lelen Kemke (<i>Appointed 2 August 2018</i>)	9	9
Elizabeth Mary Stinson (<i>Resigned 31 August 2018</i>)	1	1

Directors' report (continued)

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*.

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 11.

Signed in accordance with a resolution of the board of directors at Blackburn, Victoria on 26 September 2019.



David Stewart Spong, Chairman

Auditor's independence declaration



Partners in success

Chartered Accountants

61 Bull Street, Bendigo 3550
PO Box 454, Bendigo 3552
03 5443 0344
afsbendigo.com.au

Lead auditor's independence declaration under section 307C of the *Corporations Act 2001* to the directors of Whitehorse Community Enterprises Ltd

As lead auditor for the audit of Whitehorse Community Enterprises Ltd for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

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

A handwritten signature in black ink, appearing to read 'Andrew Frewin Stewart'.

Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550
Dated: 26 September 2019

A handwritten signature in black ink, appearing to read 'Joshua Griffin'.

Joshua Griffin
Lead Auditor

Financial statements

Whitehorse Community Enterprises Limited Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2019

	Notes	2019 \$	2018 \$
Revenue from ordinary activities	4	1,175,374	1,097,689
Employee benefits expense		(469,896)	(459,798)
Charitable donations, sponsorship, advertising and promotion		(166,229)	(215,165)
Occupancy and associated costs		(69,139)	(62,497)
Systems costs		(22,256)	(20,274)
Depreciation and amortisation expense	5	(25,900)	(23,242)
Finance costs	5	(447)	(388)
General administration expenses		(134,641)	(123,568)
Profit before income tax expense		286,866	192,757
Income tax expense	6	(79,691)	(54,212)
Profit after income tax expense		207,175	138,545
Total comprehensive income for the year attributable to the ordinary shareholders of the company:		207,175	138,545
Earnings per share		¢	¢
Basic earnings per share	22	31.53	21.09

The accompanying notes form part of these financial statements.

Financial statements (continued)

Whitehorse Community Enterprises Limited

Balance Sheet

as at 30 June 2019

	Notes	2019 \$	2018 \$
ASSETS			
Current assets			
Cash and cash equivalents	7	952,259	701,713
Trade and other receivables	8	106,153	109,700
Total current assets		1,058,412	811,413
Non-current assets			
Property, plant and equipment	9	124,580	122,745
Intangible assets	10	62,422	10,246
Deferred tax asset	11	3,791	6,046
Total non-current assets		190,793	139,037
Total assets		1,249,205	950,450
LIABILITIES			
Current liabilities			
Current tax liabilities	11	28,965	15,639
Trade and other payables	12	124,888	35,982
Provisions	13	66,401	53,618
Total current liabilities		220,254	105,239
Non-current liabilities			
Trade and other payables	12	44,233	-
Provisions	13	6,682	8,649
Total non-current liabilities		50,915	8,649
Total liabilities		271,169	113,888
Net assets		978,036	836,562
EQUITY			
Issued capital	14	464,870	464,870
Retained earnings	15	513,166	371,692
Total equity		978,036	836,562

The accompanying notes form part of these financial statements.

Financial statements (continued)

Whitehorse Community Enterprises Limited Statement of Changes in Equity for the year ended 30 June 2019

	Notes	Issued capital \$	Retained earnings \$	Total equity \$
Balance at 1 July 2017		464,870	298,848	763,718
Total comprehensive income for the year		-	138,545	138,545
Transactions with owners in their capacity as owners:				
Shares issued during period		-	-	-
Costs of issuing shares		-	-	-
Dividends provided for or paid	20	-	(65,701)	(65,701)
Balance at 30 June 2018		464,870	371,692	836,562
Balance at 1 July 2018		464,870	371,692	836,562
Total comprehensive income for the year		-	207,175	207,175
Transactions with owners in their capacity as owners:				
Shares issued during period		-	-	-
Costs of issuing shares		-	-	-
Dividends provided for or paid	20	-	(65,701)	(65,701)
Balance at 30 June 2019		464,870	513,166	978,036

The accompanying notes form part of these financial statements.

Financial statements (continued)

Whitehorse Community Enterprises Limited

Statement of Cash Flows

for the year ended 30 June 2019

	Notes	2019 \$	2018 \$
Cash flows from operating activities			
Receipts from customers		1,270,049	1,183,568
Payments to suppliers and employees		(880,287)	(974,835)
Interest received		18,218	9,589
Interest paid		(447)	(388)
Income taxes paid		(64,110)	(62,418)
Net cash provided by operating activities	16	343,423	155,516
Cash flows from investing activities			
Payments for property, plant and equipment		(13,992)	(5,724)
Payments for intangible assets		(13,184)	-
Net cash used in investing activities		(27,176)	(5,724)
Cash flows from financing activities			
Dividends paid	20	(65,701)	(65,701)
Net cash used in financing activities		(65,701)	(65,701)
Net increase in cash held		250,546	84,091
Cash and cash equivalents at the beginning of the financial year		701,713	617,622
Cash and cash equivalents at the end of the financial year	7(a)	952,259	701,713

The accompanying notes form part of these financial statements.

Notes to the financial statements

For year ended 30 June 2019

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 Standards Board (AASB) 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 which 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.

Application of new and amended accounting standards

There are two new accounting standards which have been issued by the AASB that became mandatorily effective for accounting periods beginning on or after 1 January 2018, and are therefore relevant for the current financial year.

AASB 15 Revenue from Contracts with Customers

AASB 15 replaces AASB 111 *Construction Contracts*, AASB 118 *Revenue* and related Interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. AASB 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

AASB 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The existing revenue recognition through the monthly Bendigo and Adelaide Bank Limited profit share provides an accurate reflection of consideration received in exchange for the transfer of services to the customer. Therefore based on our assessment this accounting standard has not materially affected any of the amounts recognised in the current period and is not likely to affect future periods.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

a) Basis of preparation (*continued*)

AASB 9 Financial Instruments

AASB 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces *AASB 139 Financial Instruments: Recognition and Measurement*.

Based on our assessment this accounting standard has not had any impact on the carrying amounts of financial assets or liabilities at 1 July 2018. For additional information about accounting policies relating to financial instruments, see Note 1 k).

There are also a number of accounting standards and interpretations issued by the AASB that become effective in future accounting periods.

The company has elected not to apply any accounting standards or interpretations before their mandatory operative date for the annual reporting period beginning 1 July 2018. These future accounting standards and interpretations therefore have no impact on amounts recognised in the current period or any prior period.

AASB 16 Leases

Only AASB 16, effective for the annual reporting period beginning on or after 1 January 2019 is likely to impact the company. AASB 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

AASB 16 replaces existing leases guidance, including *AASB 117 Leases* and related Interpretations. This standard is mandatory for annual reporting periods beginning on or after 1 January 2019.

The company plans to apply AASB 16 initially on 1 July 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting AASB 16 will be recognised as an adjustment to the opening balance of retained earnings at 1 July 2019, with no restatement of comparative information.

The company has assessed the estimated impact that initial application of AASB 16 will have on its financial statements. The actual impacts of adopting the standard on 1 July 2019 may change.

The company will recognise new assets and liabilities for operating leases of its branch. The nature of expenses related to these leases will now change as the company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities. Previously, the company recognised operating lease expense on a straight-line basis over the term of the lease.

No significant impact is expected for the company's finance leases.

Based on the information currently available, the company estimates that it will recognise additional lease liabilities and new right-of-use assets of \$228,604.

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 Blackburn, Victoria.

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.

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)

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.

The company promotes and sells the products and services, but is not a party to the transaction.

The credit risk (i.e. the risk that a customer will not make repayments) is for the relevant Bendigo and Adelaide Bank Limited entity to bear as long as the company has complied with the appropriate procedures and relevant obligations and has not exercised a discretion in granting or extending credit.

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 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 arises from the rendering of services through its franchise agreement with the Bendigo and Adelaide Bank Limited. The revenue recognised is measured by reference to the fair value of consideration received or receivable, excluding sales taxes, rebates, and trade discounts.

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 provides that three forms of revenue may be earned by the company – margin, commission and fee income. Bendigo and Adelaide Bank Limited decides the form of revenue the company earns on different types of products and services.

The revenue earned by the company is dependent on the business that it generates. It may also be affected by other factors, such as economic and local conditions, for example, interest rates.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

b) Revenue (*continued*)

Core banking products

Bendigo and Adelaide Bank Limited has identified some Bendigo Bank Group products and services as 'core banking products'. It may change the products and services which are identified as core banking products by giving the company at least 30 days notice. Core banking products currently include Bendigo Bank branded home loans, term deposits and at call deposits.

Margin

Margin is arrived at through the following calculation:

- Interest paid by customers on loans less interest paid to customers on deposits
- *plus* any deposit returns i.e. interest return applied by Bendigo and Adelaide Bank Limited for a deposit,
- *minus* any costs of funds i.e. interest applied by Bendigo and Adelaide Bank Limited to fund a loan.

Margin is paid on all core banking products. A funds transfer pricing model is used for the method of calculation of the cost of funds, deposit return and margin.

The company is entitled to a share of the margin earned by Bendigo and Adelaide Bank Limited (i.e. income adjusted for Bendigo and Adelaide Bank Limited's interest expense and interest income return). However, if this reflects a loss, the company incurs a share of that loss.

Commission

Commission is a fee paid for products and services sold. It may be paid on the initial sale or on an ongoing basis. Commission is payable on the sale of an insurance product such as home contents. Examples of products and services on which ongoing commissions are paid include leasing and Sandhurst Trustees Limited products.

Fee income

Fee income is a share of what is commonly referred to as 'bank fees and charges' charged to customers by Bendigo Bank Group entities including fees for loan applications and account transactions.

Discretionary financial contributions

In addition to margin, commission and fee income, and separate from the franchise agreement, Bendigo and Adelaide Bank Limited has also made discretionary financial payments to the company. These are referred to by Bendigo and Adelaide Bank Limited as a "Market Development Fund" (MDF).

The amount has been based on the volume of business attributed to a branch. The purpose of the discretionary payments is to assist with local market development activities, including community sponsorships and donations. It is for the board to decide how to use the MDF.

The payments from Bendigo and Adelaide Bank Limited are discretionary and Bendigo and Adelaide Bank Limited may change the amount or stop making them at any time.

Ability to change financial return

Under the franchise agreement, Bendigo and Adelaide Bank Limited may change the form and amount of financial return that the company receives. The reasons it may make a change include changes in industry or economic conditions or changes in the way Bendigo and Adelaide Bank Limited earns revenue.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

b) Revenue (*continued*)

Ability to change financial return (continued)

The change may be to the method of calculation of margin, the amount of margin, commission and fee income or a change of a margin to a commission or vice versa. This may affect the amount of revenue the company receives on a particular product or service. The effect of the change on the revenue earned by the company is entirely dependent on the change.

If Bendigo and Adelaide Bank Limited makes a change to the margin or commission on core banking products and services, it must not reduce the margin and commission the company receives on core banking products and services Bendigo and Adelaide Bank Limited attributes to the company to less than 50% (on an aggregate basis) of Bendigo and Adelaide Bank Limited's margin at that time. For other products and services, there is no restriction on the change Bendigo and Adelaide Bank Limited may make.

Bendigo and Adelaide Bank Limited must give the company 30 days notice before it changes the products and services on which margin, commission or fee income is paid, the method of calculation of margin and the amount of margin, commission or fee income.

Monitoring and changing financial return

Bendigo and Adelaide Bank Limited monitors the distribution of financial return between **Community Bank** companies and Bendigo and Adelaide Bank Limited on an ongoing basis.

Overall, Bendigo and Adelaide Bank Limited has made it clear that the **Community Bank** model is based on the principle of shared reward for shared effort. In particular, in relation to core banking products and services, the aim is to achieve an equal share of Bendigo and Adelaide Bank Limited's margin.

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 payable (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 entity expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

c) Income tax (*continued*)

Deferred tax (continued)

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 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 Profit or Loss and Other 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 gain from a bargain purchase.

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 are reviewed at the end of each annual reporting period.

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

- leasehold improvements	5 - 15	years
- plant and equipment	2.5 - 20	years
- furniture and fittings	4 - 20	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.

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.

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 (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified at fair value through profit or loss, in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in AASB 15.63.

Classification and subsequent measurement

(i) Financial liabilities

Financial liabilities include borrowings, trade and other payables and non-derivative financial liabilities (excluding financial guarantees). They are subsequently measured at amortised cost using the effective interest rate method.

The effective interest rate is the internal rate of return of the financial asset or liability, that is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

(ii) Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income (FVOCI); or
- fair value through profit and loss (FVTPL).

A financial asset is subsequently measured at amortised cost if it meets the following conditions:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principle amount outstanding on specified dates.

The company's trade and most other receivables are measured at amortised cost as well as deposits that were previously classified as held-to-maturity under AASB 139.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

k) Financial instruments (*continued*)

A financial asset is subsequently measured at FVOCI if it meets the following conditions:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principle amount outstanding on specified dates; and
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the conditions of amortised cost and FVOCI's measurement condition are subsequently measured at FVTPL.

The company's investments in equity instruments are measured at FVTPL unless the company irrevocably elects at inception to measure at FVOCI.

Derecognition

(i) Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability, is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(ii) Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Impairment

The company recognises a loss allowance for expected credit losses on:

- financial assets that are measured at fair value through other comprehensive income;
- lease receivables;
- loan commitments that are not measured at fair value through profit or loss; and
- financial guarantee contracts that are not measured at fair value through profit or loss.

Loss allowance is not recognised for:

- financial assets measured at fair value through profit or loss; or
- equity instruments measured at fair value through other comprehensive income.

Expected credit losses are the probability-weighted estimate of credit losses over the expected life of a financial instrument. A credit loss is the difference between all contractual cash flows that are due and all cash flows expected to be received, all discounted at the original effective interest rate of the financial instrument.

The company uses the simplified approach to impairment, as applicable under AASB 9. The simplified approach does not require tracking of changes in credit risk at every reporting period, but instead requires the recognition of lifetime expected credit loss at all times.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

k) Financial instruments (*continued*)

Impairment (continued)

This approach is applicable to:

- trade receivables that result from transactions that are within the scope of AASB 15, that contain a significant financing component; and
- lease receivables.

In measuring the expected credit loss, a provision matrix for trade receivables is used, taking into consideration various data to get to an expected credit loss, (ie diversity of its customer base, appropriate groupings of its historical loss experience etc.).

Recognition of expected credit losses in financial statements

At each reporting date, the entity recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

Assets measured at fair value through other comprehensive income are recognised at fair value with changes in fair value recognised in other comprehensive income. The amount in relation to change in credit risk is transferred from other comprehensive income to profit or loss at every reporting period.

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) Issued capital

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.

Notes to the financial statements (continued)

Note 1. Summary of significant accounting policies (*continued*)

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.

Expected credit loss assessment for Bendigo and Adelaide Bank Limited

The company's franchise agreement limits the company's credit exposure to one financial institution, being Bendigo and Adelaide Bank Limited. Due to the reliance on Bendigo and Adelaide Bank Limited the company has reviewed the credit ratings provided by Standard & Poors, Moody's and Fitch Ratings to determine the level of credit risk exposure of the company. The most recent credit rating provided by the ratings agencies is as follows:

Ratings Agency	Long-Term	Short-Term	Outlook
Standard & Poor's	BBB+	A-2	Stable
Fitch Ratings	A-	F2	Stable
Moody's	A3	P-2	Stable

Based on the above risk ratings the company has classified Bendigo and Adelaide Bank Limited as low risk.

The company has performed a historical assessment of receivables from Bendigo and Adelaide Bank Limited and found no instances of default. As a result no impairment loss allowance has been made in relation to the Bendigo & Adelaide Bank Limited receivable as at 30 June 2019.

Notes to the financial statements (continued)

Note 2. Summary of significant accounting policies (*continued*)

Expected credit loss assessment for other customers

The company has performed a historical assessment of the revenue collected from other customers and found no instances of default. As a result no impairment loss allowance has been made in relation to other customers as at 30 June 2019.

(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 2019 can be seen in the Statement of Profit or Loss and Other 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.

Notes to the financial statements (continued)

Note 3. Critical accounting estimates and judgements (*continued*)

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 carried-forward 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 Profit or Loss and Other 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.

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 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.

Notes to the financial statements (continued)

Note 4.	Revenue from ordinary activities	2019	2018
		\$	\$
Operating activities:			
- gross margin		1,012,784	969,654
- services commissions		67,800	47,983
- fee income		58,438	59,363
- market development fund		10,000	10,000
Total revenue from operating activities		<u>1,149,022</u>	<u>1,087,000</u>
Non-operating activities:			
- interest received		12,852	10,689
- other revenue		13,500	-
Total revenue from non-operating activities		<u>26,352</u>	<u>10,689</u>
Total revenues from ordinary activities		<u><u>1,175,374</u></u>	<u><u>1,097,689</u></u>

Note 5.	Expenses		
Depreciation of non-current assets:			
- plant and equipment		1,604	1,517
- furniture and fittings		789	112
- leasehold improvements		9,764	7,870
Amortisation of non-current assets:			
- franchise agreement		2,291	2,291
- franchise renewal fee		11,452	11,452
		<u>25,900</u>	<u>23,242</u>
Finance costs:			
- interest paid		<u>447</u>	<u>388</u>
Bad debts		<u>1,166</u>	<u>724</u>

Notes to the financial statements (continued)

Note 6.	Income tax expense	2019	2018
		\$	\$
The components of tax expense comprise:			
- Current tax		77,435	56,122
- Movement in deferred tax		2,256	(1,910)
		<u>79,691</u>	<u>54,212</u>

The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax expense as follows

Operating profit	286,866	192,757
Prima facie tax on profit from ordinary activities at 27.5% (2018: 27.5%)	78,888	53,008
Add tax effect of:		
- non-deductible expenses	803	1,204
- timing difference expenses	(2,256)	1,910
	<u>77,435</u>	<u>56,122</u>
Movement in deferred tax	2,256	(1,910)
	<u>79,691</u>	<u>54,212</u>

Note 7. Cash and cash equivalents

Cash at bank and on hand	350,561	118,234
Term deposits	601,698	583,479
	<u>952,259</u>	<u>701,713</u>

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	350,561	118,234
Term deposits	601,698	583,479
	<u>952,259</u>	<u>701,713</u>

Note 8. Trade and other receivables

Trade receivables	100,582	95,287
Prepayments	5,571	9,046
Other receivables and accruals	-	5,367
	<u>106,153</u>	<u>109,700</u>

Notes to the financial statements (continued)

Note 9.	Property, plant and equipment	2019	2018
		\$	\$
Leasehold improvements			
At cost		234,234	220,925
Less accumulated depreciation		(122,085)	(112,321)
		<u>112,149</u>	<u>108,604</u>
Plant and equipment			
At cost		50,668	50,668
Less accumulated depreciation		(38,694)	(37,090)
		<u>11,974</u>	<u>13,578</u>
Furniture and fittings			
At cost		4,480	3,797
Less accumulated depreciation		(4,023)	(3,234)
		<u>457</u>	<u>563</u>
Total written down amount		<u>124,580</u>	<u>122,745</u>
Movements in carrying amounts:			
Leasehold improvements			
Carrying amount at beginning		108,604	113,474
Additions		13,309	3,000
Disposals		-	-
Less: depreciation expense		(9,764)	(7,870)
Carrying amount at end		<u>112,149</u>	<u>108,604</u>
Plant and equipment			
Carrying amount at beginning		13,578	12,371
Additions		-	2,724
Disposals		-	-
Less: depreciation expense		(1,604)	(1,517)
Carrying amount at end		<u>11,974</u>	<u>13,578</u>
Furniture and fittings			
Carrying amount at beginning		563	675
Additions		683	-
Disposals		-	-
Less: depreciation expense		(789)	(112)
Carrying amount at end		<u>457</u>	<u>563</u>
Total written down amount		<u>124,580</u>	<u>122,745</u>

Notes to the financial statements (continued)

Note 10. Intangible assets	2019	2018
	\$	\$
Franchise fee		
At cost	93,917	82,930
Less: accumulated amortisation	(83,503)	(81,212)
	<u>10,414</u>	<u>1,718</u>
Renewal processing fee		
At cost	169,577	114,645
Less: accumulated amortisation	(117,569)	(106,117)
	<u>52,008</u>	<u>8,528</u>
Total written down amount	<u>62,422</u>	<u>10,246</u>

Note 11. Tax		
Current:		
Income tax payable	<u>28,965</u>	<u>15,639</u>
Non-Current:		
Deferred tax assets		
- accruals	468	770
- employee provisions	20,098	17,123
	<u>20,566</u>	<u>17,893</u>
Deferred tax liability		
- accruals	-	1,476
- property, plant and equipment	16,775	10,371
	<u>16,775</u>	<u>11,847</u>
Net deferred tax asset	<u>3,791</u>	<u>6,046</u>
Movement in deferred tax charged to Statement of Profit or Loss and Other Comprehensive Income	<u>2,255</u>	<u>(1,910)</u>

Note 12. Trade and other payables		
Current:		
Trade creditors	79,834	10,180
Other creditors and accruals	45,054	25,802
	<u>124,888</u>	<u>35,982</u>
Non-Current:		
Other creditors and accruals	<u>44,233</u>	<u>-</u>

Notes to the financial statements (continued)

Note 13. Provisions	2019	2018
	\$	\$
Current:		
Provision for annual leave	34,442	30,841
Provision for long service leave	31,959	22,777
	<u>66,401</u>	<u>53,618</u>
Non-Current:		
Provision for long service leave	<u>6,682</u>	<u>8,649</u>

Note 14. Issued capital		
657,010 ordinary shares fully paid (2018: 657,010)	657,010	657,010
Less: equity raising expenses	(27,887)	(27,887)
Less: return of capital (2009)	(59,131)	(59,131)
Less: return of capital (2010)	(59,131)	(59,131)
Less: return of capital (2011)	(45,991)	(45,991)
	<u>464,870</u>	<u>464,870</u>

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.

(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*.

Notes to the financial statements (continued)

Note 14. Issued capital (*continued*)

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. Retained earnings	2019	2018
	\$	\$
Balance at the beginning of the financial year	371,692	298,848
Net profit from ordinary activities after income tax	207,175	138,545
Dividends provided for or paid	(65,701)	(65,701)
Balance at the end of the financial year	<u>513,166</u>	<u>371,692</u>

Note 16. Statement of cash flows

Reconciliation of profit from ordinary activities after tax to net cash provided by operating activities

Profit from ordinary activities after income tax	207,175	138,545
Non cash items:		
- depreciation	12,157	9,499
- amortisation	13,743	13,743
Changes in assets and liabilities:		
- (increase)/decrease in receivables	3,547	(9,458)
- (increase)/decrease in other assets	2,255	(1,910)
- increase/(decrease) in payables	80,404	(3,670)
- increase/(decrease) in provisions	10,816	15,063
- increase/(decrease) in current tax liabilities	13,326	(6,296)
Net cash flows provided by operating activities	<u>343,423</u>	<u>155,516</u>

Notes to the financial statements (continued)

Note 17. Leases	2019	2018
	\$	\$
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	47,297	38,667
- between 12 months and 5 years	181,307	-
	<u>228,604</u>	<u>38,667</u>

The rental lease agreement on the branch premises is a non-cancellable lease with a five year term, with rent payable monthly in advance. The current lease commenced on 4 April 2019, with no further options available.

Note 18. Auditor's remuneration		
Amounts received or due and receivable by the auditor of the company for:		
- audit and review services	4,600	4,400
- share registry services	8,866	6,607
- other non audit services	2,905	2,680
	<u>16,371</u>	<u>13,687</u>

Note 19. Director and related party disclosures

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

David Stewart Spong
Diane Elizabeth Fisher
Andrew Stephen Munroe
Peter John Enlund
Daniel Robert Watts
Thanh (Daniel) Dat Nguyen
Pui Yin (Jayden) Yu
Lelen Kemke (*Appointed 2 August 2018*)
Elizabeth Mary Stinson (*Resigned 31 August 2018*)

No director or related entity has entered into a material contract with the company.

Directors Shareholdings	2019	2018
David Stewart Spong	-	-
Diane Elizabeth Fisher	1,000	1,000
Andrew Stephen Munroe	6,002	1,001
Peter John Enlund	-	-
Daniel Robert Watts	-	-
Thanh (Daniel) Dat Nguyen	-	-
Pui Yin (Jayden) Yu	-	-
Lelen Kemke (<i>Appointed 2 August 2018</i>)	-	-
Elizabeth Mary Stinson (<i>Resigned 31 August 2018</i>)	-	-

There was movement in directors shareholdings during the year.

Notes to the financial statements (continued)

Note 20. Dividends provided for or paid	2019	2018
	\$	\$
a. Dividends paid during the year		
Current year dividend		
100% (2018: 100%) franked dividend - 10 cents (2018: 10 cents) per share	<u>65,701</u>	<u>65,701</u>
The tax rate at which dividends have been franked is 27.5% (2018: 27.5%).		
b. Franking account balance		
Franking credits available for subsequent reporting periods are:		
- franking account balance as at the end of the financial year	245,135	205,945
- franking credits that will arise from payment of income tax as at the end of the financial year	<u>28,965</u>	<u>15,639</u>
Franking credits available for future financial reporting periods:	<u>274,100</u>	<u>221,584</u>
Net franking credits available	<u>274,100</u>	<u>221,584</u>

Note 21. Key management personnel disclosures

The directors received remuneration including superannuation, as follows:

David Stewart Spong	3,000	2,000
Diane Elizabeth Fisher	2,000	2,000
Andrew Stephen Munroe	3,000	4,000
Peter John Enlund	2,000	2,000
Daniel Robert Watts	3,000	3,000
Thanh (Daniel) Dat Nguyen	2,000	333
Pui Yin (Jayden) Yu	2,000	333
Lelen Kemke (<i>Appointed 2 August 2018</i>)	2,000	-
Elizabeth Mary Stinson (<i>Resigned 31 August 2018</i>)	334	2,000
	<u>19,334</u>	<u>13,666</u>

Community Bank Directors' Privileges Package

The board has adopted the **Community Bank** Directors' Privileges Package. The package is available to all directors, who can elect to avail themselves of the benefits based on their personal banking with the **Community Bank** branch at Blackburn, Victoria. There is no requirement to own BEN shares and there is no qualification period to qualify to utilise the benefits. The package mirrors the benefits currently available to Bendigo and Adelaide Bank Limited shareholders. The total benefits received by the directors from the Directors' Privilege Package are of insignificant amount for the year ended 30 June 2019 (2018: \$nil).

Note 22. Earnings per share	2019	2018
	\$	\$
(a) Profit attributable to the ordinary equity holders of the company used in calculating earnings per share	207,175	138,545
	Number	Number
(b) Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	657,010	657,010

Notes to the financial statements (continued)

Note 23. 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 24. 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 25. Segment reporting

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

Note 26. 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
1/134 Canterbury Road	1/134 Canterbury Road
Blackburn South VIC 3130	Blackburn South VIC 3130

Notes to the financial statements (continued)

Note 27. 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					
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%
Financial assets												
Cash and cash equivalents	349,911	117,517	601,698	583,479	-	-	-	-	650	717	1.49	1.43
Receivables	-	-	-	-	-	-	-	-	100,582	95,287	N/A	N/A
Financial liabilities												
Payables	-	-	-	-	-	-	-	-	79,834	10,180	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.

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 2019, the effect on profit and equity as a result of changes in interest rate, with all other variables remaining constant would be as follows:

	2019	2018
	\$	\$
Change in profit/(loss)		
Increase in interest rate by 1%	9,516	7,010
Decrease in interest rate by 1%	(9,516)	(7,010)
Change in equity		
Increase in interest rate by 1%	9,516	7,010
Decrease in interest rate by 1%	(9,516)	(7,010)

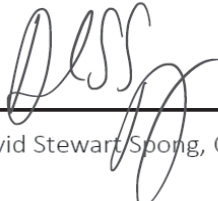
Directors' declaration

In accordance with a resolution of the directors of Whitehorse Community 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 2019 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.



David Stewart Spang, Chairman

Signed on the 26th of September 2019.

Independent audit report



Chartered Accountants

61 Bull Street, Bendigo 3550
PO Box 454, Bendigo 3552
03 5443 0344
afsbendigo.com.au

Independent auditor's report to the members of Whitehorse Community Enterprises Ltd

Report on the audit of the financial report

Our opinion

In our opinion, the accompanying financial report of Whitehorse Community Enterprises Ltd, is 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 2019 and of its financial performance for the year ended; and
- ii. complying with Australian Accounting Standards.

What we have audited

Whitehorse Community Enterprises Ltd's (the company) financial report comprises the:

- ✓ Statement of profit or loss and other comprehensive income
- ✓ Balance sheet
- ✓ Statement of changes in equity
- ✓ Statement of cash flows
- ✓ Notes comprising a summary of significant accounting policies and other explanatory notes
- ✓ The directors' declaration of the company.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report.

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We are independent of the company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Other information

The company usually prepares an annual report that will include the financial statements, directors' report and declaration and our independence declaration and audit report (the financial report). The annual report may also include "other information" on the entity's operations and financial results and financial position as set out in the financial report, typically in a Chairman's report and Manager's report, and reports covering governance and shareholder matters.

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Independent audit report (continued)

The directors are responsible for the other information. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and accordingly we will not express any form of assurance conclusion thereon.

Our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If we identify that a material inconsistency appears to exist when we read the annual report (or become aware that the other information appears to be materially misstated), we will discuss the matter with the directors and where we believe that a material misstatement of the other information exists, we will request management to correct the other information.

Directors' responsibility for the financial report

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

In preparing the financial report, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or cease operations, or have no realistic alternative but to do so.

Auditor's responsibility for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/home.aspx>. This description forms part of our auditor's report.



Andrew Frewin Stewart
61 Bull Street, Bendigo, 3550
Dated: 26 September 2019



Joshua Griffin
Lead Auditor

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