
Manningham

Community Enterprises Limited

ABN: 69 101 174 270

Financial Report

For the year ended

30 June 2020

Manningham Community Enterprises Limited

Directors' Report

The directors present their financial statements of the Company for the financial year ended 30 June 2020.

Directors

The directors of the Company who held office during or since the end of the financial year are:

Ian Graham Goldsmith

Chairman

Occupation: Chief Executive Officer

Qualifications, experience and expertise: Ian has over 45 years experience in the hospital, aged care, ambulance and health insurance sectors in senior executive positions. He is a Certified Practising Accountant (CPA) and is currently Chief Executive Officer of Edith Bendall Lodge Aged Care in Pascoe Vale. Ian is also the Treasurer of the Rotary Club of Manningham and has been a Rotarian for 21 years and a Board member for 19 years. Ian is also a Board member of Art Building Children's Dreams (Australia) Inc.

Special responsibilities: Member of CEF Committee, Marketing Committee, Governance Committee, Finance Committee, Human Resources Committee and Youth Engagement Committee

Interest in shares: 32,500 ordinary shares

Geoffrey Bruce Roberts OAM

Deputy Chairman

Occupation: Consultant/Investor

Qualifications, experience and expertise: Geoff has had over forty years of experience in the manufacturing, distribution, clothing and footwear industries having worked as a Senior Marketing Executive with the McPherson Group of companies, Director with the Yakka Group and more recently with Oliver Footwear. Whilst in these roles he also sat on many Industry boards. He has significant community involvement with his work with Rotary International. His qualifications include a Graduate Diploma of Business studies and has attended many professional development programs over the years.

Special responsibilities: Chair of Marketing Committee, Member of Finance Committee

Interest in shares: 5,000 ordinary shares

Victoria George Paouros

Company Secretary

Occupation: Analyst - Australian Public Service

Qualifications, experience and expertise: Victoria is currently employed as an Analyst in the Australian Competition and Consumer Commissions Digital Platforms Branch. Victoria has been part of the MCEL team since she participated in the Company's Junior Observer Program in 2009. Since then, she has occupied a number of roles including; Minute Secretary, Company Secretary, Youth Engagement Committee Chair and Director. She holds a number of qualifications, including a Bachelor of Laws (Hons), an Advanced Diploma of Management (HR), a Diploma of Business, a Certificate IV in Training and Education and a Certificate in Governance

Special responsibilities: Member of Youth Engagement Committee. Member of Governance Committee

Interest in shares: nil share interest held

Raymond Bruce Barrington

Non-executive director

Occupation: Retired

Qualifications, experience and expertise: Raymond has had 10 years banking and finance experience in ES&A and ANZ Bank. He has a wealth of experience in small business having run the family business for 20 years. He has been a Board Member of Mannacare for the past eight years.

Special responsibilities: Member of Human Resources Committee, Member of Marketing Committee and Member of Premises Committee

Interest in shares: 7,501 ordinary shares

Manningham Community Enterprises Limited

Directors' Report

Directors (continued)

Colin Roderick Davitt

Treasurer

Occupation: Director

Qualifications, experience and expertise: Rod brings extensive experience across a range of industries and specific finance experience gained in Australia and Asia with a range of blue chip banking and insurance companies. Rod's skill base includes corporate governance, accounting, business and strategic planning and risk management gained through board roles, formal qualifications and more than 30 years working with leading Australian and international organisations. He holds degrees in Business (Accounting) and Economics, is a Fellow of CPA Australia (FCPA) and a graduate of the Australian Institute of Company Directors (GAICD).

Special responsibilities: Chair of Finance Committee, Member of Governance Committee

Interest in shares: nil share interest held

Simon David Lewis

Non-executive director

Occupation: CEO of Onemda

Qualifications, experience and expertise: As the Chief Executive Officer of Onemda, Simon has developed extensive experience and knowledge in the disability sector for over 20 years through a wide variety of leadership roles in the areas of intellectual disability, mental health, physical impairment and acquired brain injury. He commenced at Onemda in 2000 and his career has had a focus on community development, with many roles focussing on forging partnerships, relationships and opportunities with communities, governments and local enterprise to raise awareness and to enhance the valued status of people with a disability. In 2015, Simon was awarded with the Winston Churchill Fellowship Award which enabled him to undertake a study tour to Canada, USA and Peru. Simon has a Post Graduate Diploma in Leadership Studies (Disability) and has held roles on a range of local and regional committees and advisory groups.

Special responsibilities: Chair of Human Resources Committee

Interest in shares: nil share interest held

Bradley Dodemond

Non-executive director

Occupation: Senior Human Resources Business Partner

Qualifications, experience and expertise: Brad has over 9 years experience as a Human Resources professional both in Australia and North America. He currently works as a Senior Human Resources Business Partner for the Victorian Government at the Level Crossing Removal Project (LXRP). He possess a number of qualifications including a Master of Business Management (MBA), Master of Human Resources Management and a Bachelor of Business (Human Resources). Brad commenced his MCEL journey in January 2018 as part of the Company's inaugural Future Directors Program offered in partnership with La Trobe University.

Special responsibilities: Chair of Youth Engagement Committee, Member of Human Resources Committee and Member of Governance Committee.

Interest in shares: nil share interest held

Manningham Community Enterprises Limited

Directors' Report

Directors (*continued*)

Deirdre Elizabeth Diamante

Non-executive director

Occupation: Self-employed

Qualifications, experience and expertise: Deirdre Diamante is the founder and principal of MIA Consulting Services, a government advisory firm, providing procurement, probity and Government advisory services to public and private sector clients. Deirdre also runs educational programs for Business Victoria. Deirdre serves as Immediate Past Chair for the Victorian Council of the Australian Information Industry Association (AIIA) and is the Director and Co-Founder of the #TechDiversity Foundation and serves on its Board. She is also a Board Advisory to a Digital Services Firm, Advisory Board member to the Swinburne Course Advisory Board for their Master of Entrepreneurship and Innovation, and Board Member of Manningham Community Enterprises Ltd a Bendigo Bank Community Bank. Deirdre is Immediate Past Chair of the Parish Education Board at St Gregory the Great Doncaster and has been a long standing judge of the Manningham Business Excellence Awards.

Special responsibilities: Chair of Governance Committee

Interest in shares: nil share interest held

Maxwell Chapman

Non-executive director (appointed 26 September 2019)

Occupation: Consultant

Qualifications, experience and expertise: Max has a Bachelor of Commerce, Graduate Diploma of Accounting, CPA.

Retail, Franchising and Retail Property Consultant for 20 years specialising in Large Format Retail. Max has lived in Manningham for over 35 years, initially in Lower Templestowe, and now Donvale. He has been a Committee Member of Doncaster All Abilities Basketball Club for over 14 years and is currently the Treasurer. The Club provides a Basketball Competition for Children and Young Adults with an Intellectual Disability. The Club has over 300 participants ranging from those developing basis skills to those who have been able to represent Victoria and Australian at National International Competitions. Like most in the lockdowns the Children cannot wait to re-commence competition.

Special responsibilities: Member of the Finance Committee

Interest in shares: nil share interest held

Nicholas Furlong

Non-executive director (appointed 1 December 2019)

Occupation: Governance and Risk Analyst - Superannuation

Qualifications, experience and expertise: Nick currently works as a Governance and Risk Analyst in the superannuation industry and has developed robust knowledge of the legislation and prudential frameworks governing Australian financial services, as well as skills relating to business and strategic planning, funds management and investment governance. Nick commenced his journey with MCEL in 2014 as a Board Associate, assisting in the management of MCEL's Junior Observer Program and later Future Directors Program, whilst also sitting as a member of the Governance and Youth Engagement Committees. In addition to his professional experience, Nick also possesses a double bachelors degree in Business Management and Communications, and was a nominated attendee at the Rotary Youth Leadership Award, an intensive leadership development program for young people aged 18 - 30.

Special responsibilities: Member of Governance Committee and Member of Youth Engagement Committee.

Interest in shares: nil share interest held

Manningham Community Enterprises Limited

Directors' Report

Directors (continued)

James Douglas Christie RFD

Non-executive director (resigned 26 September 2019)

Occupation: Business Consultant

Qualifications, experience and expertise: James brings a wealth of experience from his former career as a senior executive in the retail-banking sector, both in Australia and overseas. James also served as a Lieutenant Colonel in the Australian Army Reserve. He also worked in the NFP sector. He currently works as a consultant to Bendigo and Adelaide Bank Limited mentoring Community Bank companies. He has served as an elected member of the Community Bank Strategic Advisory Board (now known as National Council) and is also currently a Director of Principled Mortgage Investments Limited. He is a Member of the Australian Institute of Company Directors and a former Fellow of both the Australian Institute of Banking and Finance and the Australian Institute of Management.

Special responsibilities: Nil

Interest in shares: 25,001 ordinary shares

Darren William Bourke

Non-executive director (resigned 26 September 2019)

Occupation: General Manager - Concept Logistics Interstate Transport

Qualifications, experience and expertise: Darren has had nearly 30 years experience in the transport industry having held senior Management positions with Concord Park Transport, Toll Express, Silk Logistics Group WA Freight division as National Account and Operations Manager Print Media division and currently is employed with Concept Logistics Interstate Transport as General Manager. Darren has always been an active member within the City of Manningham and has held the role of club President from 2006 to 2015 at East Doncaster Cricket Club and was awarded the Manningham Citizen of the year for 2013 for his service to the Manningham Community. Over the recent years Darren has created a number of vital Community relationships within Manningham with Doncare, Onemda & EDVOS.

Special responsibilities: Nil

Interest in shares: nil share interest held

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

No directors have material interest in contracts or proposed contracts with the Company.

Company Secretary

The Company Secretary is Victoria George Paouros. Victoria was appointed to the position on 14 November 2013.

Qualifications, experience and expertise: Victoria holds a number of qualifications, including a Bachelor of Laws (Hons), an Advanced Diploma of Management (HR), a Diploma of Business, a Certificate IV in Training and Education and a Certificate in Governance Practice.

Principal activity

The principal activity of the Company during the financial year was facilitating Community Bank services under management rights of Bendigo and Adelaide Bank Limited (Bendigo Bank).

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

Operating results

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

Year ended 30 June 2020	Year ended 30 June 2019
\$	\$
227,755	251,744

Manningham Community Enterprises Limited

Directors' Report

Operating and financial review

Overview of the Company

The Company is a franchisee of Bendigo Bank providing financial products and services to individuals, businesses and organisations throughout the local area via the Doncaster East and Templestowe Village Community Bank branches. While the branch offers the full suite of Bendigo & Adelaide Bank products and services, margin earnings from loans and deposits are the predominant contributor to Company results.

The general nature of the business market for the Company remains challenging and issues commented upon for the prior three financial years continue to persist. The Company continues to endure historically low cash rates set by the Reserve Bank of Australia that have resulted in a corresponding decline in interest paid on deposit accounts, continuing the trend of lower than anticipated margins for this product group. Moreover, the market competition for home and other loans has made it difficult to achieve budgeted targets. The Company continues to actively pursue new customers and product offerings to offset the intense competition from major financial service providers in the marketplace.

Key metrics

Five year summary of performance	Unit	2020	2019	2018	2017	2016
Operating revenue	\$	2,691,665	2,683,401	2,527,813	2,371,207	2,074,668
Earnings before interest, tax, depreciation, and amortisation	\$	575,777	418,897	395,490	365,738	319,411
Earnings before interest and tax	\$	368,304	349,047	325,956	305,020	258,317
Net profit after tax	\$	227,755	251,744	234,579	218,242	181,751
Total assets	\$	2,326,060	1,722,893	1,677,573	1,417,679	1,342,389
Total liabilities	\$	1,216,839	376,560	431,752	255,205	268,529
Total equity	\$	1,109,221	1,346,333	1,245,821	1,162,474	1,073,860
Net cash flow from operating activities	\$	428,124	290,955	360,491	249,064	227,705
Business footings ¹	\$m	440.4	412.1	406.0	373.0	334.1

Shareholder returns

Profit attributable to owners of the Company	\$	227,755	251,744	234,579	218,242	181,751
Basic earnings per share	c	10.54	11.65	10.86	10.10	8.41
Dividends paid	\$	172,837	151,232	151,232	129,628	129,628
Dividends per share	c	8.00	7.00	7.00	6.00	6.00
Net tangible assets per share	c	44.00	57.00	51.00	52.00	47.00
Price earnings ratio	c	10.54	11.65	10.86	10.10	8.41
Share price	c	0.60	0.65	0.70	0.60	0.60

¹ This is a non IFRS measure of the business domiciled to the Company from the franchisor. The footings is the underlying business which generates revenue under the Franchise Agreement. Business footings include loans, deposits, wealth products, and other business.

Returns to shareholders increased to \$0.08 per share fully franked and it is expected that dividends in the future years will continue to be fully franked.

Manningham Community Enterprises Limited

Directors' Report

Operating and financial review (continued)

Financial position

Despite the challenging conditions, the company was still able to improve the operating result, decreasing from \$349,038 to \$300,123 (14%).

Revenue grew during the period, increasing from \$2,683m to \$2,691m but net interest margin returns under the revenue share arrangement have decreased following four official cash rate cuts by the Reserve Bank of Australia. This has contributed to a decline in profitability from \$251,744 to \$227,755 (10.5%).

Tight revenues and margins were somewhat offset by a continued emphasis on cost controls. Total Expenses, including charitable donations, sponsorships, advertising and promotions increased by \$57,179 or 2.5%.

Containment of costs during a period of lower margins remains a strong focus and the financial position of the Company remains relatively strong.

Combined Business Volume across the two branches increased by \$28.3m to \$440.4m or 6.9%. The lending to deposit ratio remained the same as the previous year at 45:55.

The cash and cash equivalents position of the Company improved for the reporting year by \$1,100,690 for a year end balance of \$1,122,750.

The Company continues to build a resilient balance sheet, however, due to mandatory adoption of AASB 16 for the measurement and recognition of its leases there has been significant movement in the carrying values of assets and liabilities with the net assets declining by \$237,112.

The Company paid a fully franked dividend of 8 cents per share during the period.

Drivers of Performance and Business Strategies

COVID-19 resulted in mandatory quarantine in the second half of the financial year. The impact is difficult to quantify however the company has seen a small decline in operating revenue from \$2,630,403 to \$2,581,933 (1.9%). The Cash Flow boost provided in response to COVID-19 enabled an overall increase in revenue to be achieved.

While the impact of COVID-19 and ongoing restrictions to the Community and the economy is not expected to significantly impact performance. Future reporting periods may see lower revenues and an increase in bad debt charges.

The Company continues to support the community through a strong focus on its community grants and sponsorships and expects this to continue in future.

Partners such as Onemda, Doncare, EDVOS (Eastern Domestic Violence Service) and numerous local sporting and community organisations have benefited from contributions from the relationship.

Future outlook

The Company believes there are opportunities to develop additional revenue through:

1. Acquiring additional customers through greater community based events and a focus on local businesses.
2. Improving the range and number of products and services, such as insurance, for each customer.

The Company anticipates that current market conditions will remain challenging during the forthcoming financial year. In this environment the Company will focus upon increasing the number of customers and the uptake of products and services, thereby further improving revenue flow and profitability.

Manningham Community Enterprises Limited

Directors' Report

Remuneration report

Remuneration Policy

The Remuneration Policy of Manningham Community Enterprises Limited has been designed to align key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Company's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the Company, as well as create goal congruence between Directors, executives and shareholders

Key Management Personnel Remuneration Policy

Key management personnel receive a base salary, superannuation and performance incentives.

The performance of key management personnel is measured against criteria agreed annually with each executive and is based predominantly on the forecast growth of the Company's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance results leading to long-term growth in shareholder wealth.

Key management personnel also receive a superannuation guarantee contribution required by the government, which is currently 9.5%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

The contracts for service between the Company and key management personnel are on a continuing basis, the terms of which are not expected to change in the immediate future. Upon retirement key management personnel are paid employee benefit entitlements accrued to date of retirement.

Employment agreements were entered into with key management personnel.

Remuneration Structure

All directors are independent non-executive directors and are paid Directors' fees as disclosed below.

Non-executive Director remuneration policy:

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Board determines payments to the non-executive directors and regularly reviews the amount of fees paid, based on market practices, duties and accountability.

The maximum aggregate amount of fees that can be paid to non-executive directors requires approval by shareholders as required by the Corporations Act 2001 and NSX listing rules.

Fees for non-executive directors are not linked to the performance of the Company.

Performance based remuneration

The Company does not pay performance based remuneration to any director.

Manningham Community Enterprises Limited

Directors' Report

Remuneration report (continued)

Remuneration including superannuation for the financial year ended 30 June 2020

	\$
<u>Non-executive Director remuneration</u>	
Ian Graham Goldsmith	10,500
Geoffrey Bruce Roberts OAM	7,064
Victoria George Paouros	7,167
Raymond Bruce Barrington	7,064
Colin Roderick Davitt	7,064
Simon David Lewis	7,064
Bradley Dodemond	7,064
Deirdre Elizabeth Diamante	7,167
Maxwell Chapman	7,167
Nicholas Furlong	7,167
James Douglas Christie RFD	512
Darren William Bourke	-
	75,000

Directors' interests

	Fully paid ordinary shares		
	Balance at start of the year	Changes during the year	Balance at end of the year
Ian Graham Goldsmith	12,500	20,000	32,500
Geoffrey Bruce Roberts OAM	5,000	-	5,000
Victoria George Paouros	-	-	-
Raymond Bruce Barrington	7,501	-	7,501
Colin Roderick Davitt	-	-	-
Simon David Lewis	-	-	-
Bradley Dodemond	-	-	-
Deirdre Elizabeth Diamante	-	-	-
Maxwell Chapman	-	-	-
Nicholas Furlong	-	-	-
James Douglas Christie RFD	25,001	-	25,001
Darren William Bourke	-	-	-

Dividends

During the financial year, the following dividends were provided for and paid. The dividends have been provided for in the financial statements.

	Cents per share	Total amount \$
Final fully franked dividend	8.00	172,837
Total amount	8.00	172,837

Manningham Community Enterprises Limited

Directors' Report

New Accounting Standards implemented

The Company has implemented a new accounting standard which has come into effect and is included in the results. AASB 16: Leases (AASB 16) has been applied retrospectively without restatement of comparatives by recognising the cumulative effect of initially applying AASB 16 as an adjustment to the opening balance of equity at 1 July 2019. Therefore, the comparative information has not been restated and continues to be reported under AASB 117: Leases. See note 4 for further details.

Significant changes in the state of affairs

During the financial year, the Australian economy was greatly impacted by COVID-19. Bendigo Bank, as franchisor, announced a suite of measures aimed at providing relief to customers affected by the COVID-19 pandemic. The relief support and uncertain economic conditions has not materially impacted the company's earnings for the financial year. As the pandemic continues to affect the economic environment, uncertainty remains on the future impact of COVID-19 to the company's operations.

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

Events since the end of the financial year

During the financial year the company undertook a review of historical superannuation obligations on director fees paid. Upon assessment it was found that unpaid superannuation on director fees from 2010 to 2019 amassed to \$55,694.59 including \$18,030.21 interest. The amount was paid during the 2019 / 20 financial period.

Subsequent to year end, Bendigo Bank undertook a review of payroll and superannuation processes and identified an error resulting in underpayment of superannuation for a portion of the period reviewed. Consequently, Bendigo Bank plans to reimburse Manningham Community Enterprises Limited \$35,627.89, for this error during the 2021 financial period.

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

Likely developments

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

Environmental regulation

The Company is not subject to any significant environmental regulation.

Indemnification and insurance of directors and officers

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

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

Manningham Community Enterprises Limited

Directors' Report

Directors' meetings

The number of directors' meetings (including meetings of committees of directors) attended by each of the directors of the Company during the financial year were:

	Board Meetings Attended		Committee Meetings Attended									
			Finance		Human Resources		Marketing & Sponsorship		Governance		Youth Engagement	
	<i>E</i>	<i>A</i>	<i>E</i>	<i>A</i>	<i>E</i>	<i>A</i>	<i>E</i>	<i>A</i>	<i>E</i>	<i>A</i>	<i>E</i>	<i>A</i>
Ian Graham Goldsmith	11	10	6	6	4	3	9	8	5	5	-	-
Geoffrey Bruce Roberts OAM	11	9	6	6	4	4	9	7	-	-	-	-
Victoria George Paouros	11	10	-	-	-	-	-	-	5	4	7	7
Raymond Bruce Barrington	11	10	-	-	4	4	9	9	-	-	-	-
Colin Roderick Davitt	11	9	6	6	-	-	-	-	5	3	-	-
Simon David Lewis	11	10	-	-	4	4	-	-	-	-	-	-
Bradley Dodemond	11	11	-	-	4	4	-	-	5	4	7	7
Deirdre Elizabeth Diamante	11	10	-	-	-	-	-	-	5	5	-	-
Maxwell Chapman	9	9	6	6	-	-	-	-	-	-	-	-
Nicholas Furlong	6	6	-	-	-	-	-	-	2	2	7	4
James Douglas Christie RFD	3	2	3	3	-	-	-	-	-	-	-	-
Darren William Bourke	3	1	-	-	-	-	-	-	-	-	-	-

E - eligible to attend

A - number attended

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 note 27 to the accounts.

The Board of Directors has considered the non-audit services provided during the year by the auditor and, in accordance with the advice received from the Finance Committee, is satisfied that the provision of the non-audit services is compatible with, and 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 Finance Committee to ensure they do not impact on the impartiality, integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Manningham Community Enterprises Limited

Directors' Report

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 12.

Signed in accordance with a resolution of the directors at Doncaster East, Victoria.



Ian Graham Goldsmith, Chairman

Dated this 24th day of September 2020

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

As lead auditor for the audit of Manningham Community Enterprises Limited for the year ended 30 June 2020, 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.



Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550
Dated: 24 September 2020



Graeme Stewart
Lead Auditor

Manningham Community Enterprises Limited
Statement of Profit or Loss and Other
Comprehensive Income
for the year ended 30 June 2020

	Notes	2020 \$	2019 \$
Revenue from contracts with customers	8	2,581,933	2,630,403
Other revenue	9	93,711	35,714
Finance income	10	16,021	17,284
Employee benefit expenses	11c)	(1,206,351)	(1,048,728)
Charitable donations, sponsorship, advertising and promotion		(563,727)	(611,591)
Occupancy and associated costs		(65,303)	(286,589)
Systems costs		(62,897)	(65,694)
Depreciation and amortisation expense	11a)	(207,473)	(69,850)
Finance costs	11b)	(68,181)	(9)
General administration expenses		(217,610)	(251,902)
Profit before income tax expense		300,123	349,038
Income tax expense	12a)	(72,368)	(97,294)
Profit after income tax expense		227,755	251,744
Total comprehensive income for the year attributable to the ordinary shareholders of the company:		227,755	251,744
Earnings per share		¢	¢
- Basic and diluted earnings per share:	30a)	10.54	11.65

The accompanying notes form part of these financial statements

Manningham Community Enterprises Limited
Statement of Financial Position
as at 30 June 2020

	Notes	2020 \$	2019 \$
ASSETS			
Current assets			
Cash and cash equivalents	13a)	1,122,750	1,100,690
Trade and other receivables	14a)	199,775	221,813
Current tax assets	18a)	31,862	-
Total current assets		1,354,387	1,322,503
Non-current assets			
Property, plant and equipment	15a)	263,341	286,923
Right-of-use assets	16a)	540,547	-
Intangible assets	17a)	70,569	97,013
Deferred tax asset	18b)	97,216	16,454
Total non-current assets		971,673	400,390
Total assets		2,326,060	1,722,893
LIABILITIES			
Current liabilities			
Trade and other payables	19a)	153,483	167,543
Current tax liabilities	18a)	-	18,150
Lease liabilities	20b)	210,602	-
Employee benefits	22a)	125,829	129,032
Total current liabilities		489,914	314,725
Non-current liabilities			
Trade and other payables	19b)	29,815	59,630
Lease liabilities	20c)	629,678	-
Employee benefits	22b)	9,307	2,205
Provisions	21a)	58,125	-
Total non-current liabilities		726,925	61,835
Total liabilities		1,216,839	376,560
Net assets		1,109,221	1,346,333
EQUITY			
Issued capital	23a)	1,138,759	1,138,759
Retained earnings/(accumulated losses)	24	(29,538)	207,574
Total equity		1,109,221	1,346,333

The accompanying notes form part of these financial statements

Manningham Community Enterprises Limited
Statement of Changes in Equity
for the year ended 30 June 2020

	Notes	Issued capital \$	Retained earnings/ (accumulated losses) \$	Total equity \$
Balance at 1 July 2018		1,138,759	107,062	1,245,821
Total comprehensive income for the year		-	251,744	251,744
Transactions with owners in their capacity as owners:				
Dividends provided for or paid	29a)	-	(151,232)	(151,232)
Balance at 30 June 2019		1,138,759	207,574	1,346,333
Balance at 1 July 2019		1,138,759	207,574	1,346,333
Effect of AASB 16: Leases	3d)	-	(292,030)	(292,030)
Restated balance at 1 July 2019		1,138,759	(84,456)	1,054,303
Total comprehensive income for the year		-	227,755	227,755
Transactions with owners in their capacity as owners:				
Dividends provided for or paid	29a)	-	(172,837)	(172,837)
Balance at 30 June 2020		1,138,759	(29,538)	1,109,221

The accompanying notes form part of these financial statements

Manningham Community Enterprises Limited
Statement of Cash Flows
for the year ended 30 June 2020

	Notes	2020 \$	2019 \$
Cash flows from operating activities			
Receipts from customers		2,943,454	2,926,304
Payments to suppliers and employees		(2,351,124)	(2,539,863)
Interest received		22,247	11,946
Interest paid		(19,623)	(9)
Lease payments (interest component)	11b)	(45,729)	-
Lease payments not included in the measurement of lease liabilities	11d)	(28,729)	-
Income taxes paid		(92,372)	(107,423)
Net cash provided by operating activities	25	428,124	290,955
Cash flows from investing activities			
Payments for property, plant and equipment		(34,486)	(5,195)
Proceeds from sale of property, plant and equipment		16,542	-
Payments for intangible assets		(27,104)	(27,105)
Net cash used in investing activities		(45,048)	(32,300)
Cash flows from financing activities			
Lease payments (principal component)	20a)	(188,179)	-
Dividends paid	29a)	(172,837)	(151,232)
Net cash used in financing activities		(361,016)	(151,232)
Net cash increase in cash held		22,060	107,423
Cash and cash equivalents at the beginning of the financial year		1,100,690	993,267
Cash and cash equivalents at the end of the financial year	13a)	1,122,750	1,100,690

The accompanying notes form part of these financial statements

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 1 Reporting entity

This is the financial report for Manningham Community Enterprises Limited (the company). The company is a for profit entity limited by shares, and incorporated and domiciled in Australia. The registered office and principal place of business is:

Registered Office	Principal Place of Business
900 - 902 Doncaster Road Doncaster East VIC 3109	900 - 902 Doncaster Road Doncaster East VIC 3109
	128 James Street Templestowe VIC 3106

Further information on the nature of the operations and principal activity of the company is provided in the directors' report. Information on the company's related party relationships is provided in Note 28.

Note 2 Basis of preparation and statement of compliance

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB).

The financial statements have been prepared on an accrual and historical cost basis, except for certain properties, financial instruments, and equity financial assets that are measured at revalued amounts or fair values at the end of each reporting period.

The financial report is presented in Australian dollars and all values are rounded to the nearest dollar, unless otherwise stated.

These financial statements for the year ended 30 June 2020 were authorised for issue in accordance with a resolution of the directors on 24 September 2020.

Note 3 Changes in accounting policies, standards and interpretations

The company initially applied AASB 16 *Leases* from 1 July 2019. AASB Interpretation 23 *Uncertainty over Income Tax Treatments* is also effective from 1 July 2019 but is not expected to have a material impact on the company's financial statements. The company's existing policy for uncertain income tax treatments is consistent with the requirements in Interpretation 23.

The company has implemented a new Accounting Standard which has come into effect and is included in the results. AASB 16: *Leases* (AASB 16) has been applied retrospectively without restatement of comparatives by recognising the cumulative effect of initially applying AASB 16 as an adjustment to the opening balance of equity at 1 July 2019. Therefore, the comparative information has not been restated and continues to be reported under AASB 117: *Leases*.

a) Definition of a lease

Previously, the company determined at contract inception whether an arrangement was or contained a lease under Interpretation 4 *Determining whether an Arrangement contains a Lease*. The company now assesses whether a contract is or contains a lease based on the definition of a lease, as explained in Note 4.

On transition to AASB 16, the company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The company applied AASB 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under AASB 117 and Interpretation 4 were not reassessed for whether there is a lease under AASB 16. Therefore, the definition of a lease under AASB 16 was applied only to contracts entered into or changed on or after 1 July 2019.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 3 Changes in accounting policies, standards and interpretations (continued)

b) As a lessee

As a lessee, the company leases assets including property and IT equipment. The company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to the ownership of the underlying asset to the company. Under AASB 16, the company recognises right-of-use assets and lease liabilities for most of these leases (i.e. these leases are on balance sheet).

Leases classified as operating leases under AASB 117

Previously, the company classified property and IT equipment leases as operating leases under AASB 117. On transition, for these leases, lease liabilities were measured at the present value of the remaining lease payments, discounted at the company's incremental borrowing rate as at 1 July 2019.

Right-of-use assets are measured at either:

- their carrying amount as if AASB 16 had been applied since the lease commencement date, discounted using the company's incremental borrowing rate at the date of initial application: the company applied this approach to its property lease; or
- an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments; the company applied this approach to all other leases.

The company has tested its right-of-use assets for impairment on the date of transition and has concluded that there is no indication that the right-of-use assets are impaired.

The company has used a number of practical expedients when applying AASB 16 to leases previously classified as operating leases under AASB 117. The practical expedients include that the company:

- did not recognise right-of-use assets and liabilities for leases where the lease term ends within 12 months of the date of initial application;
- did not recognise right-of-use assets and liabilities for leases of low value assets (e.g. office equipment and IT equipment);
- excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- used hindsight when determining the lease term on contracts that have options to extend or terminate.

c) As a lessor

The company is not a party in an arrangement where it is a lessor.

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 3 Changes in accounting policies, standards and interpretations *(continued)*

d) Impact on financial statements

On transition to AASB 16, the company recognised additional right-of-use assets, and additional lease liabilities, recognising the difference in retained earnings. The impact on transition is summarised below.

<i>Impact on equity presented as increase (decrease)</i>	Note	1 July 2019 \$
Asset		
Right-of-use assets - land and buildings	16b)	636,441
Deferred tax asset	18b)	110,769
Liability		
Lease liabilities	20a)	(983,944)
Provision for make-good	21b)	(55,296)
Equity		
Retained earnings/(accumulated losses)		<u>(292,030)</u>

When measuring lease liabilities for leases that were classified as operating leases, the company discounted lease payments using its incremental borrowing rate at 1 July 2019. The weighted average rate applied is 5.00%.

Lease liabilities reconciliation on transition

Operating lease disclosure as at June 2019	994,070
Add: additional options now expected to be exercised	425,419
Add: variable market review / index based increase	(284,036)
Less: AASB 117 lease commitments reconciliation	(23,750)
Less: present value discounting	(127,759)
Lease liability as at 1 July 2019	<u>983,944</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies

The company has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise (see also Note 3).

a) Revenue from contracts with customers

The company has entered into a franchise agreement with Bendigo Bank. The company delivers banking and financial services of Bendigo Bank to its community. The franchise agreement provides for a share of interest, fee, and commission revenue earned by the company. Interest margin share is based on a funds transfer pricing methodology which recognises that income is derived from deposits held, and that loans granted incur a funding cost. Fees are based on the company's current fee schedule and commissions are based on the agreements in place. All margin revenue is recorded as non-interest income when the company's right to receive the payment is established.

The company acts as an agent under the franchise agreement and revenue arises from the rendering of services through its franchise agreement.

Revenue is recognised on an accruals basis, at the fair value of consideration specified in the franchise agreement. Under AASB 15 *Revenue from Contracts with Customers* (AASB 15), revenue recognition for the company's revenue stream is as follows:

<u>Revenue</u>	<u>Includes</u>	<u>Performance obligation</u>	<u>Timing of recognition</u>
Franchise agreement profit share	Margin, commission, and fee income	When the company satisfies its obligation to arrange for the services to be provided to the customer by the supplier (Bendigo Bank as franchisor).	On completion of the provision of the relevant service. Revenue is accrued monthly and paid within 10 business days after the end of each month.

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 Bank 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.

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 Bank for a deposit,
- *minus* any costs of funds i.e. interest applied by to fund a loan.

The company is entitled to a share of the margin earned by Bendigo Bank. If this reflects a loss, the company incurs a share of that loss.

Commission

Commission revenue is in the form of commission generated for products and services sold. This commission is recognised at a point in time which reflects when the company has fulfilled its performance obligation.

The company receives trailing commission for products and services sold. Ongoing trailing commission payments are recognised on receipt as there is insufficient detail readily available to estimate the most likely amount of income without a high probability of significant reversal in a subsequent reporting period. The receipt of ongoing trailing commission income is outside the control of the company, and is a significant judgement area.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

a) Revenue from contracts with customers (*continued*)

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.

Core banking products

Bendigo Bank has identified some 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.

Ability to change financial return

Under the franchise agreement, Bendigo Bank 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 Bank earns revenue.

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.

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

b) Other revenue

The company's activities include the generation of income from sources other than the core products under the franchise agreement. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and can be reliably measured.

Revenue

Revenue recognition policy

Sale of property, plant and equipment

Revenue from the sale of property, plant and equipment is recognised when the buyer obtains control of the asset. Control is transferred when the buyer has the ability to direct the use of and substantially obtain the economic benefits from the asset.

Discretionary financial contributions (also "Market Development Fund" or "MDF" income)

MDF income is recognised when the right to receive the payment is established. MDF income is discretionary and provided and receivable at month-end and paid within 14 days after month-end.

Cash flow boost

Cash flow boost income is recognised when the right to the payment is established (e.g. monthly or quarterly in the activity statement).

Other income

All other revenues that did not contain contracts with customers are recognised as goods and services are provided.

All revenue is stated net of the amount of Goods and Services Tax (GST).

Discretionary financial contributions

In addition to margin, commission and fee income, and separate from the franchise agreement, Bendigo Bank has also made MDF payments to the company.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

b) Other revenue (*continued*)

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 grants. It is for the board to decide how to use the MDF.

The payments from Bendigo Bank are discretionary and it may change the amount or stop making them at any time. The company retains control over the funds, the funds are not refundable to Bendigo Bank.

Cash flow boost

During the financial year, in response to the COVID-19 outbreak, *Boosting Cash Flow for Employers (Coronavirus Economic Response Package) Act 2020* (CFB Act) was enacted. The purpose was to provide temporary cash flow to small and medium businesses that employ staff and have been affected by the economic downturn associated with COVID-19.

The amounts received or receivable is in relation to amounts withheld as withholding tax reported in the activity statement. This essentially subsidises the company's obligation to remit withholding tax to the Australian Taxation Office. For reporting purposes, the amounts subsidised are recognised as revenue.

The amounts are not assessable for tax purposes and there is no obligation to repay the amounts when the cash flow of the company improves.

c) Economic dependency - Bendigo Bank

The company has entered into a franchise agreement with Bendigo Bank that governs the management of the Community Bank.

The company is economically dependent on the ongoing receipt of income under the franchise agreement with Bendigo Bank. The directors have no reason to believe a new franchise arrangement under mutually acceptable terms will not be forthcoming following expiry.

The company operates as a franchise of Bendigo Bank, using the name "Bendigo Bank" and the logo and system of operations of Bendigo Bank. The company manages the Community Bank on behalf of Bendigo Bank, however all transactions with customers conducted through the Community Bank are effectively conducted between the customers and Bendigo Bank.

All deposits are made with Bendigo Bank, and all personal and investment products are products of Bendigo Bank, 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 Bank, must be approved by Bendigo Bank. All credit transactions are made with Bendigo Bank, and all credit products are products of Bendigo Bank.

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 Bank 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 Bank provides significant assistance in establishing and maintaining the Community Bank 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 premises
- 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

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

c) Economic dependency - Bendigo Bank (*continued*)

- 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.

d) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for salary and wages (including non-monetary benefits), annual leave, and sick leave which are expected to be wholly settled within 12 months of the reporting date. They are measured at amounts expected to be paid when the liabilities are settled, plus related on-costs. Expenses for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

An annual leave liability is recognised for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

Defined superannuation contribution plans

The company contributes to a defined contribution plan. Obligations for superannuation contributions to defined contribution plans are expensed as the related service is provided.

Contributions to a defined contribution plan are expected to be settled wholly before 12 months after the end of the financial year in which the employees render the related service.

Other long-term employee benefits

The company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior reporting periods.

That benefit is discounted to determine its present value. Consideration is given to expected future wage and salary levels plus related on-costs, experience of employee departures, and years of service achieved. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimate future cash outflows.

Remeasurements are recognised in profit or loss in the period in which they arise.

e) Taxes

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current income tax

Current tax assets and liabilities are measured at amounts expected to be recovered from or paid to the taxation authorities. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

e) Taxes (*continued*)

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for all deductible temporary differences, carried-forward tax losses, and unused tax credits to the extent that it is probable that future taxable profits will be available against which they can be used.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax is measured at the rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

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.

Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except:

- when the amount of GST incurred on a sale or purchase of assets or services is not payable to or 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 revenue or expense item.
- when 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 statement of financial position. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

f) Cash and cash equivalents

For the purposes of the statement of financial position and statement of cash flows, cash and cash equivalents comprise: cash on hand, deposits held with banks, and short-term, highly liquid investments (mainly money market funds) that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

g) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost or fair value as applicable, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Manningham Community Enterprises Limited
 Notes to the Financial Statements
 for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (continued)

g) Property, plant and equipment (continued)

Depreciation

Depreciation is calculated to write-off the cost of items of property, plant and equipment less their estimated residual values using diminishing value method over their estimated useful lives, and is recognised in profit or loss.

The estimated useful lives of property, plant and equipment for the current and comparative periods are as follows:

<u>Asset class</u>	<u>Method</u>	<u>Useful life</u>
Leasehold improvements	Diminishing value	5 to 40 years
Plant and equipment	Diminishing value	2 to 40 years
Motor vehicles	Diminishing value	3 to 5 years

Depreciation methods, useful life, and residual values are reviewed at each reporting date and adjusted if appropriate.

h) Intangible assets

Intangible assets of the company include the franchise fees paid to Bendigo Bank conveying the right to operate the Community Bank franchise.

Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill, is recognised in profit or loss as incurred.

Amortisation

Intangible assets are amortised over their useful life and assessed for impairment whenever impairment indicators are present.

The estimated useful life and amortisation method for the current and comparative periods are as follows:

<u>Asset class</u>	<u>Method</u>	<u>Useful life</u>
Franchise establishment fee	Straight-line	Over the franchise term (5 years)
Franchise fee	Straight-line	Over the franchise term (5 years)
Franchise renewal process fee	Straight-line	Over the franchise term (5 years)

Amortisation methods, useful life, and residual values are reviewed at each reporting date and adjusted if appropriate.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The company's financial instruments include trade debtors and creditors, cash and cash equivalents, leases.

Sub-note i) and j) refer to the following acronyms:

<u>Acronym</u>	<u>Meaning</u>
FVTPL	Fair value through profit or loss
FVTOCI	Fair value through other comprehensive income
SPPI	Solely payments of principal and interest
ECL	Expected credit loss
CGU	Cash-generating unit

Recognition and initial measurement

Trade receivables are initially recognised when they originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to the acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost, FVTOCI - debt investment; FVTOCI - equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVTOCI as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - business model assessment

The company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed.

Financial assets - subsequent measurement and gains and losses

- Financial assets at amortised cost These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

i) Financial instruments (*continued*)

Financial liabilities - classification, subsequent measurement and gains and losses

Borrowings and other financial liabilities (including trade payables) are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Where the company enters into transactions where it transfers assets recognised in the statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred asset, the transferred assets are not derecognised.

Financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire. The company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the company currently has a legally enforceable right to set off the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

j) Impairment

Non-derivative financial assets

The company recognises a loss allowance for ECL on its trade receivables.

ECL's 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.

In measuring the ECL, a provision matrix for trade receivables is used, taking into consideration various data to get to an ECL, (ie diversity of 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.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

j) Impairment (*continued*)

Non-derivative financial assets (continued)

The company's trade receivables are limited to the monthly profit share distribution from Bendigo Bank, which is received 14 days post month end. Due to the reliance on Bendigo Bank the company has reviewed credit ratings provided by Standard & Poors, Moody's and Fitch Ratings to determine the level of credit exposure to the company. The company also performed a historical assessment of receivables from Bendigo Bank and found no instances of default. As a result no impairment loss allowance has been made in relation to trade receivables as at 30 June 2020.

Non-financial assets

At each reporting date, the company reviews the carrying amount of its non-financial assets (other than investment property, contracts assets, and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The company has assessed for impairment indicators and noted no material impacts on the carrying amount of non-financial assets.

k) Issued capital

Ordinary shares

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.

l) 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.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

The estimated provisions for the current and comparative periods are to restore the premises under a 'make-good' clause.

The company is required to restore the leased premises to its/their original condition before the end of the lease term. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements, ATM installed at the branch, and incidental damage caused from the removal of assets.

m) Leases

The company has applied AASB 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under AASB 117 and Interpretation 4. The details of accounting policies under AASB 117 and Interpretation 4 are disclosed separately.

Policy applicable from 1 July 2019

At inception of a contract, the company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company uses the definition of a lease in AASB 16.

This policy is applied to contracts entered into, on or after 1 July 2019.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

m) Leases (*continued*)

Policy applicable from 1 July 2019 (continued)

As a lessee

At commencement or on modification of a contract that contains a lease component, the company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for leases of property the company has elected not to separate lease and non-lease components and account for the lease and non-lease components as a single lease component.

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the company by the end of the lease term or the costs of the right-of-use asset reflects that the company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the company's incremental borrowing rate.

The company determines its incremental borrowing rate by obtaining interest rates from funding sources and where necessary makes certain adjustments to reflect the terms of the lease and type of asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual guarantee; and
- the exercise price under a purchase option the company is reasonable certain to exercise, lease payments in an option renewal period if the company is reasonably certain to exercise that option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, if the company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 4 Summary of significant accounting policies (*continued*)

m) Leases (*continued*)

Policy applicable from 1 July 2019 (continued)

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for leases of short-term leases and low-value assets, including IT equipment. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

A short-term lease is lease that, at commencement date, has a lease term of 12 months or less.

As a lessor

The company is not a party in an arrangement where it is a lessor.

Policy applicable before 1 July 2019

For contracts entered into before 1 July 2019, the company determined whether the arrangement was or contained a lease based on the assessment of whether:

- fulfilment of the arrangement was dependent on the use of a specific asset or assets; and
- the arrangement had conveyed the right to use an asset. An arrangement conveyed the right to use the asset if one of the following was met:
 - the purchaser had the ability or right to operate the asset while obtaining or controlling more than an insignificant amount of the output;
 - the purchaser had the ability or right to control physical access to the asset while obtaining or controlling more than an insignificant amount of the output; or
 - facts and circumstances indicated that it was remote that other parties would take more than an insignificant amount of the output, and the price per unit was neither fixed per unit of output nor equal to the current market price per unit of output.

As a lessee

In the comparative period, as a lessee the company classified leases that transferred substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent. Subsequent to initial recognition, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognised in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

As a lessor

The company has not been a party in an arrangement where it is a lessor.

n) Standards issued but not yet effective

A number of new standards are effective for annual reporting periods beginning after 1 January 2019, however the changes are not expected to have a significant impact on the company's financial statements.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 5 Significant accounting judgements, estimates, and assumptions

In preparing these financial statements, management has made judgements and estimates that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

a) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

<u>Note</u>	<u>Judgement</u>
- Note 8 - revenue recognition	whether revenue is recognised over time or at a point in time;
- Note 20 - leases:	
a) control	a) whether a contract is or contains a lease at inception by assessing whether the company has the right to direct the use of the identified asset and obtain substantially all the economic benefits from the use of that asset;
b) lease term	b) whether the company is reasonably certain to exercise extension options, termination periods, and purchase options;
c) discount rates	c) judgement is required to determine the discount rate, where the discount rate is the company's incremental borrowing rate if the rate implicit in the lease cannot be readily determined. The incremental borrowing rate is determined with reference to factors specific to the company and underlying asset including: <ul style="list-style-type: none">- the amount;- the lease term;- economic environment; and- other relevant factors.

b) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 30 June 2020 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

<u>Note</u>	<u>Assumptions</u>
- Note 18 - recognition of deferred tax assets	availability of future taxable profit against which deductible temporary differences and carried-forward tax losses can be utilised;
- Note 15 - estimation of useful lives of assets	key assumptions on historical experience and the condition of the asset;
- Note 22 - long service leave provision	key assumptions on attrition rate and pay increases through promotion and inflation;
- Note 21 - make-good provision	key assumptions on future cost estimates in restoring the leased premises in accordance with the lease agreement.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 6 Financial risk management

The company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk (including currency, price, cash flow and fair value interest rate).

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 company. The company does not use derivative instruments.

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

a) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers.

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

b) Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

30 June 2020

<u>Non-derivative financial liability</u>	<u>Carrying amount</u>	<u>Contractual cash flows</u>		
		<u>Not later than 12 months</u>	<u>Between 12 months and five years</u>	<u>Greater than five years</u>
Lease liabilities	840,280	247,871	679,303	-
Trade payables	35,732	35,732	-	-
	<u>876,012</u>	<u>283,603</u>	<u>679,303</u>	<u>-</u>

30 June 2019

<u>Non-derivative financial liability</u>	<u>Carrying amount</u>	<u>Contractual cash flows</u>		
		<u>Not later than 12 months</u>	<u>Between 12 months and five years</u>	<u>Greater than five years</u>
Trade payables	37,000	37,000	-	-
	<u>37,000</u>	<u>37,000</u>	<u>-</u>	<u>-</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 6 Financial risk management (*continued*)

c) Market risk

Market risk

Market risk is the risk that changes in market prices - e.g. foreign exchange rates, interest rates, and equity prices - will affect the company's income or the value of its holdings in financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

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

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.

Cash flow and fair value interest rate risk

Interest-bearing assets are held with Bendigo Bank and subject to movements in market interest.

The company held cash and cash equivalents of \$1,122,750 at 30 June 2020 (2019: \$1,100,690). The cash and cash equivalents are held with Bendigo Bank, which are rated BBB on Standard & Poor's credit ratings.

Note 7 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 distributions to shareholders. Capital is represented by total equity as recorded in the statement of financial position.

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 company 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 company 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 2020 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.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 8 Revenue from contracts with customers

The company generates revenue primarily from facilitating community banking services under a franchise agreement with Bendigo Bank. The company is entitled to a share of the margin earned by Bendigo Bank.

<i>Revenue from contracts with customers</i>	2020	2019
	\$	\$
Revenue:		
- Revenue from contracts with customers	2,581,933	2,630,403
	<u>2,581,933</u>	<u>2,630,403</u>
<i>Disaggregation of revenue from contracts with customers</i>		
At a point in time:		
- Margin income	2,221,293	2,269,233
- Fee income	129,917	137,306
- Commission income	230,723	223,864
	<u>2,581,933</u>	<u>2,630,403</u>

There was no revenue from contracts with customers recognised over time during the financial year.

Note 9 Other revenue

The company generates other sources of revenue from cash flow boost from the Australian Government and discretionary contributions received from the franchisor.

<i>Other revenue</i>	2020	2019
	\$	\$
Revenue:		
- Market development fund income	20,000	35,000
- Cash flow boost	62,500	-
- Other income	11,211	714
	<u>93,711</u>	<u>35,714</u>

Note 10 Finance income

The company holds financial instruments measured at amortised cost. Interest income is recognised at the effective interest rate.

Term deposits which can be readily converted to a known amount of cash and subject to an insignificant risk of change may qualify as a cash equivalent.

<i>Finance income</i>	2020	2019
	\$	\$
At amortised cost:		
- Term deposits	16,021	17,284
	<u>16,021</u>	<u>17,284</u>

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 11 Expenses

a) Depreciation and amortisation expense	2020	2019
	\$	\$
<i>Depreciation of non-current assets:</i>		
- Leasehold improvements	18,486	19,141
- Plant and equipment	6,703	7,379
- Motor vehicles	15,431	16,886
	<u>40,620</u>	<u>43,406</u>
<i>Depreciation of right-of-use assets</i>		
- Leased land and buildings	140,409	-
	<u>140,409</u>	<u>-</u>
<i>Amortisation of intangible assets:</i>		
- Franchise fee	4,407	4,407
- Franchise renewal process fee	22,037	22,037
	<u>26,444</u>	<u>26,444</u>
Total depreciation and amortisation expense	<u>207,473</u>	<u>69,850</u>

The non-current tangible and intangible assets listed above are depreciated and amortised in accordance with the company's accounting policy (see Note 4g and 4h).

b) Finance costs	Note	2020	2019
		\$	\$
<i>Finance costs:</i>			
- Lease interest expense	20a)	45,729	-
- Unwinding of make-good provision		2,829	-
- Other		19,623	9
		<u>68,181</u>	<u>9</u>

Finance costs are recognised as expenses when incurred using the effective interest rate.

c) Employee benefit expenses	2020	2019
	\$	\$
Wages and salaries	955,025	869,185
Non-cash benefits	14,960	15,330
Contributions to defined contribution plans*	125,606	86,816
Expenses related to long service leave	(17,011)	11,513
Other expenses	127,771	65,884
	<u>1,206,351</u>	<u>1,048,728</u>

*During the financial year the company undertook a review of historical superannuation obligations on director fees paid. Upon assessment it was found that unpaid superannuation on director fees from 2010 to 2019 amassed to \$55,694.59 including \$18,030.21 interest. The amount was paid during the 2019 / 20 financial period.

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 11 Expenses (continued)

d) Recognition exemption

The company has elected to exempt leases from recognition where the underlying asset is assessed as low-value or the lease term is 12 months or less.

	2020 \$	2019 \$
Expenses relating to low-value leases	28,729	-
	<u>28,729</u>	<u>-</u>

Expenses relating to leases exempt from recognition are included in systems costs.

The company pays for the right to use information technology equipment. The underlying assets have been assessed as low value and exempted from recognition.

Note 12 Income tax expense

Income tax expense comprises current and deferred tax. Attributable current and deferred tax expense is recognised in the other comprehensive income or directly in equity as appropriate.

a) Amounts recognised in profit or loss

	2020 \$	2019 \$
<i>Current tax expense/(credit)</i>		
- Current tax	42,360	94,252
- Movement in deferred tax	(86,370)	3,042
- Adjustment to deferred tax on AASB 16 retrospective application	110,769	-
- Adjustment to deferred tax to reflect reduction in tax rate in future periods	5,609	-
	<u>72,368</u>	<u>97,294</u>

Progressive changes to the company tax rate have been enacted. Consequently, as of 1 July 2020, the company tax rate will be reduced from 27.5% to 26%. This change resulted in a loss of \$5,609 related to the remeasurement of deferred tax assets and liabilities of the company.

b) Prima facie income tax reconciliation

	2020 \$	2019 \$
Operating profit before taxation	300,123	349,038
Prima facie tax on profit from ordinary activities at 27.5% (2019: 27.5%)	82,534	95,985
Tax effect of:		
- Non-deductible expenses	1,413	1,309
- Non-assessable income	(17,188)	-
- Temporary differences	(24,399)	(3,042)
- Movement in deferred tax	(86,370)	3,042
- Leases initial recognition	110,769	-
- Adjustment to deferred tax to reflect reduction in tax rate in future periods	5,609	-
	<u>72,368</u>	<u>97,294</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 13 Cash and cash equivalents

a) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and in banks. Term deposits which can be readily converted to a known amount of cash and subject to an insignificant risk of change may qualify as a cash equivalent.

	2020	2019
	\$	\$
- Cash at bank and on hand	104,875	232,815
- Term deposits	1,017,875	867,875
	<u>1,122,750</u>	<u>1,100,690</u>

Note 14 Trade and other receivables

a) Current assets

	2020	2019
	\$	\$
Trade receivables	193,724	196,843
Prepayments	5,409	18,103
Other receivables and accruals	642	6,867
	<u>199,775</u>	<u>221,813</u>

Note 15 Property, plant and equipment

a) Carrying amounts

	2020	2019
	\$	\$
<i>Leasehold improvements</i>		
At cost	404,200	404,200
Less: accumulated depreciation	(215,315)	(196,829)
	<u>188,885</u>	<u>207,371</u>
<i>Plant and equipment</i>		
At cost	174,539	174,539
Less: accumulated depreciation	(148,105)	(141,402)
	<u>26,434</u>	<u>33,137</u>
<i>Motor vehicles</i>		
At cost	79,942	84,431
Less: accumulated depreciation	(31,920)	(38,016)
	<u>48,022</u>	<u>46,415</u>
Total written down amount	<u>263,341</u>	<u>286,923</u>

The directors do not believe the carrying amount exceeds the recoverable amount of the above assets. The directors therefore believe the carrying amount is not impaired.

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 15 Property, plant and equipment (continued)

b) Reconciliation of carrying amounts	2020	2019
	\$	\$
<i>Leasehold improvements</i>		
Carrying amount at beginning	207,371	226,512
Depreciation	(18,486)	(19,141)
Carrying amount at end	<u>188,885</u>	<u>207,371</u>
<i>Plant and equipment</i>		
Carrying amount at beginning	33,137	35,321
Additions	-	5,195
Depreciation	(6,703)	(7,379)
Carrying amount at end	<u>26,434</u>	<u>33,137</u>
<i>Motor vehicles</i>		
Carrying amount at beginning	46,415	63,301
Additions	34,486	-
Disposals	(17,448)	-
Depreciation	(15,431)	(16,886)
Carrying amount at end	<u>48,022</u>	<u>46,415</u>
Total written down amount	<u>263,341</u>	<u>286,923</u>

c) Changes in estimates

During the financial year, the company assessed estimates used for property, plant and equipment including useful lives, residual values, and depreciation methods.

The company's review resulted in changes in the useful life of leasehold improvements.

Note 16 Right-of-use assets

Right-of-use assets are measured at amounts equal to the present value of enforceable future payments on the adoption date, adjusted for lease incentives, make-good provisions, and initial direct costs.

The company derecognises right-of-use assets at the termination of the lease period or when no future economic benefits are expected to be derived from the use of the underlying asset.

a) Carrying amounts	2020	2019
	\$	\$
<i>Leased land and buildings</i>		
At cost	2,239,996	-
Less: accumulated depreciation and impairment	(1,699,449)	-
Total written down amount	<u>540,547</u>	<u>-</u>

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 16 Right-of-use assets (continued)

b) Reconciliation of carrying amounts	Note	2020	2019
		\$	\$
<i>Leased land and buildings</i>			
Initial recognition on transition	3d)	2,195,481	-
Accumulated depreciation on adoption	3d)	(1,559,040)	-
Remeasurement adjustments		44,515	-
Depreciation		(140,409)	-
Carrying amount at end		<u>540,547</u>	<u>-</u>
Total written down amount		<u><u>540,547</u></u>	<u><u>-</u></u>

Note 17 Intangible assets

a) Carrying amounts	2020	2019
	\$	\$
<i>Franchise fee</i>		
At cost	123,174	123,174
Less: accumulated amortisation	(111,411)	(107,004)
	<u>11,763</u>	<u>16,170</u>
<i>Franchise renewal process fee</i>		
At cost	271,444	271,444
Less: accumulated amortisation	(212,638)	(190,601)
	<u>58,806</u>	<u>80,843</u>
Total written down amount	<u><u>70,569</u></u>	<u><u>97,013</u></u>
b) Reconciliation of carrying amounts		
<i>Franchise fee</i>		
Carrying amount at beginning	16,170	20,577
Amortisation	(4,407)	(4,407)
Carrying amount at end	<u>11,763</u>	<u>16,170</u>
<i>Franchise renewal process fee</i>		
Carrying amount at beginning	80,843	102,880
Amortisation	(22,037)	(22,037)
Carrying amount at end	<u>58,806</u>	<u>80,843</u>
Total written down amount	<u><u>70,569</u></u>	<u><u>97,013</u></u>

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 17 Intangible assets (continued)

c) Changes in estimates

During the financial year, the company assessed estimates used for intangible assets including useful lives, residual values, and amortisation methods.

There were no changes in estimates for the current reporting period.

Note 18 Tax assets and liabilities

a) Current tax

	2020	2019
	\$	\$
Income tax payable/(refundable)	(31,862)	18,150

b) Deferred tax

Movement in the company's deferred tax balances for the year ended 30 June 2020:

	30 June 2019	Recognised in profit or loss	Recognised in equity	30 June 2020
	\$	\$	\$	\$
<i>Deferred tax assets</i>				
- expense accruals	1,642	(602)	-	1,040
- employee provisions	36,090	(415)	-	35,675
- make-good provision	-	(93)	15,206	15,113
- lease liability	-	(52,112)	270,585	218,473
Total deferred tax assets	37,732	(53,222)	285,791	270,301
<i>Deferred tax liabilities</i>				
- income accruals	1,889	(1,722)	-	167
- property, plant and equipment	19,389	12,987	-	32,376
- right-of-use assets	-	(34,479)	175,021	140,542
Total deferred tax liabilities	21,278	(23,214)	175,021	173,085
Net deferred tax assets (liabilities)	16,454	(30,008)	110,770	97,216

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 18 Tax assets and liabilities (continued)

b) Deferred tax (continued)

Movement in the company's deferred tax balances for the year ended 30 June 2019:

	30 June 2018	Recognised in profit or loss	30 June 2019
	\$	\$	\$
<i>Deferred tax assets</i>			
- expense accruals	1,447	195	1,642
- employee provisions	38,427	(2,337)	36,090
Total deferred tax assets	<u>39,874</u>	<u>(2,142)</u>	<u>37,732</u>
<i>Deferred tax liabilities</i>			
- income accruals	421	1,468	1,889
- property, plant and equipment	19,957	(568)	19,389
Total deferred tax liabilities	<u>20,378</u>	<u>900</u>	<u>21,278</u>
Net deferred tax assets (liabilities)	<u>19,496</u>	<u>(3,042)</u>	<u>16,454</u>

c) Uncertainty over income tax treatments

As at balance date, there are no tax rulings, or interpretations of tax law, which may result in tax treatments being over-ruled by the taxation authorities.

The company believes that its accrual for income taxes is adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

Note 19 Trade creditors and other payables

Where the company is liable to settle an amount within 12 months of reporting date, the liability is classified as current. All other obligations are classified as non-current.

a) Current liabilities	2020	2019
	\$	\$
Trade creditors	35,732	37,000
Other creditors and accruals	117,751	130,543
	<u>153,483</u>	<u>167,543</u>
b) Non-current liabilities		
Other creditors and accruals	29,815	59,630
	<u>29,815</u>	<u>59,630</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 20 Lease liabilities

Lease liabilities were measured at amounts equal to the present value of enforceable future payments of the term reasonably expected to be exercised, discounted at the appropriate incremental borrowing rate on the adoption date. The discount rate used on recognition was 5.00%.

The discount rate used in calculating the present value of enforceable future payments takes into account the particular circumstances applicable to the underlying leased assets (including the amount, lease term, economic environment, and other relevant factors).

The company has applied judgement in estimating the remaining lease term including the effects of any extension or termination options reasonably expected to be exercised, applying hindsight where appropriate.

Lease portfolio

The company's lease portfolio includes:

- Templestowe Village Branch The lease agreement is a non-cancellable lease with an initial term of five years which commenced in October 2009. An extension option term of five years was exercised in March 2020.
- Doncaster East Branch The lease agreement is a non-cancellable lease with an initial term of six years which commenced in October 2006. An extension option term of five years was exercised in March 2018.

The company assesses at the lease commencement date whether it is reasonably certain to exercise extension options. The company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

a) Lease liability measurement

Where the company is a lessee for the premises to conduct its business, extension options are included in the lease term except when the company is reasonably certain not to exercise the extension option. This is due to the significant disruption of relocating premises and the loss on disposal of leasehold improvements fitted out in the demised leased premises.

<i>Lease liabilities on transition</i>	Note	2020	2019
		\$	\$
Initial recognition on AASB 16 transition	3d)	983,944	-
Remeasurement adjustments		44,515	-
Lease payments - interest		45,729	-
Lease payments - principal		(233,908)	-
		<u>840,280</u>	<u>-</u>

b) Current lease liabilities

Property lease liabilities		247,871	-
Unexpired interest		(37,269)	-
		<u>210,602</u>	<u>-</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 20 Lease liabilities (continued)

	2020 \$	2019 \$
c) Non-current lease liabilities		
Property lease liabilities	679,303	-
Unexpired interest	(49,625)	-
	<u>629,678</u>	<u>-</u>
d) Maturity analysis		
- Not later than 12 months	247,871	-
- Between 12 months and 5 years	679,303	-
- Greater than 5 years	-	-
Total undiscounted lease payments	<u>927,174</u>	<u>-</u>
Unexpired interest	(86,894)	-
Present value of lease liabilities	<u>840,280</u>	<u>-</u>

e) Impact on the current reporting period

During the financial year, the company has mandatorily adopted AASB 16 for the measurement and recognition of its leases. The primary impact on the profit or loss is that lease payments are split between interest and principal payments and the right-of-use asset depreciates. This is in contrast to the comparative reporting period where lease payments under AASB 117 were expensed as incurred. The following note presents the impact on the profit or loss for the current reporting period.

Comparison under current AASB 16 and former AASB 117

The net impact for the current reporting period is a increase in profit after tax of \$32,582.

	AASB 117 expense not recognised	Impact on current reporting period	AASB 16 expense now recognised
Profit or loss - increase (decrease) in expenses			
- Occupancy and associated costs	233,908	(233,908)	-
- Depreciation and amortisation expense	-	140,409	140,409
- Finance costs	-	48,558	48,558
Decrease in expenses - before tax	<u>233,908</u>	<u>(44,941)</u>	<u>188,967</u>
- Income tax expense / (credit) - current	(64,325)	64,325	-
- Income tax expense / (credit) - deferred	-	(51,966)	(51,966)
Decrease in expenses - after tax	<u>169,583</u>	<u>(32,582)</u>	<u>137,001</u>

Note 21 Provisions

As at the reporting date, the make-good of the leased premises is not expected to be wholly settled within 12 months. The balance is classified as non-current.

	2020 \$	2019 \$
a) Non-current liabilities		
Make-good on leased premises	58,125	-
	<u>58,125</u>	<u>-</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 21 Provisions (*continued*)

b) Make-good provision

In accordance with the branch lease agreements, the company must restore the leased premises to their original condition before the expiry of the lease term.

The company has estimated the provision based on experience and consideration of the expected future costs to remove all fittings and the ATM as well as cost to remedy any damages caused during the removal process.

<i>Provision</i>	2020 \$	2019 \$
Face-value of make-good costs recognised	70,000	-
Present value discounting	(14,704)	-
Present value unwinding	2,829	-
	<u>58,125</u>	<u>-</u>

c) Changes in estimates

During the financial year, the company re-assessed the lease agreement with respect to the make-good and restoration clauses. The estimated costs were revised with respect to an analysis of restoration costs of bank branches completed by Bendigo Bank's property team. The provision was previously assessed as nil or immaterial with no provision recognised in the accounts.

The lease for the Templestowe branch is due to expire on 17 March 2025, while the lease for the Doncaster East branch is due to expire on 17 March 2023 at which time it is expected the face-value costs to restore the premises will fall due.

Note 22 Employee benefits

a) Current liabilities

	2020 \$	2019 \$
Provision for annual leave	57,617	44,287
Provision for long service leave	68,212	84,745
	<u>125,829</u>	<u>129,032</u>

b) Non-current liabilities

Provision for long service leave	9,307	2,205
	<u>9,307</u>	<u>2,205</u>

c) Key judgement and assumptions

Employee attrition rates

The company uses historical employee attrition rates in determining the probability of an employee, at a given date, achieving continuous employment eligible for entitlement in accordance with long service leave legislation.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 22 Employee benefits *(continued)*

c) Key judgement and assumptions *(continued)*

Employee attrition rates (continued)

In the absence of sufficient historical employee attrition rates, the company applies a benchmark probability rate from across the Community Bank network to factor in estimating the probability of an employee, at a given date, achieving continuous employment eligible for entitlement in accordance with legislation.

Note 23 Issued capital

a) Issued capital

	2020		2019	
	Number	\$	Number	\$
Ordinary shares - fully paid	1,185,461	1,185,461	1,185,461	1,185,461
Bonus shares - fully paid (3:2)	975,000	-	975,000	-
Less: equity raising costs - Doncaster East	-	(22,075)	-	(22,075)
Less: equity raising costs - Templestowe Village	-	(24,627)	-	(24,627)
	<u>2,160,461</u>	<u>1,138,759</u>	<u>2,160,461</u>	<u>1,138,759</u>

b) Rights attached to issued capital

Ordinary shares

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.

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 Bank 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).

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*.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 23 Issued capital (*continued*)

b) Rights attached to 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 any of the following applies:

- They control or own 10% or more of the shares in the company (the "10% limit").
- In the opinion of the board they do not have a close connection to the community or communities in which the company predominantly carries on business (the "close connection test").
- Where the person is a shareholder, after the transfer of shares in the company to that person the number of shareholders in the company is (or would be) lower than the base number (the "base number test"). The base number is 346. As at the date of this report, the company had 345 shareholders (2019: 349 shareholders).

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

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

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

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

Note 24 Retained earnings (accumulated losses)

	Note	2020 \$	2019 \$
Balance at beginning of reporting period		207,574	107,062
Adjustment for transition to AASB 16	3d)	(292,030)	-
Net profit after tax from ordinary activities		227,755	251,744
Dividends provided for or paid	29a)	(172,837)	(151,232)
Balance at end of reporting period		(29,538)	207,574

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 25 Reconciliation of cash flows from operating activities

	2020 \$	2019 \$
Net profit after tax from ordinary activities	227,755	251,744
Adjustments for:		
- Depreciation	40,620	43,406
- Amortisation	26,444	26,444
- AASB16 depreciation	140,409	-
- (Profit)/loss on disposal of non-current assets	907	-
Changes in assets and liabilities:		
- (Increase)/decrease in trade and other receivables	22,039	(5,594)
- (Increase)/decrease in other assets	(1,855)	3,042
- Increase/(decrease) in trade and other payables	(16,773)	(6,419)
- Increase/(decrease) in employee benefits	3,899	(8,497)
- Increase/(decrease) in provisions	2,829	-
- Increase/(decrease) in tax liabilities	(18,150)	(13,171)
Net cash flows provided by operating activities	<u>428,124</u>	<u>290,955</u>

Note 26 Financial instruments

The following shows the carrying amounts for all financial instruments at amortised costs. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	2020 \$	2019 \$
Financial assets			
Trade and other receivables	14	194,366	203,710
Cash and cash equivalents	13	104,875	232,815
Term deposits	13	1,017,875	867,875
		<u>1,317,116</u>	<u>1,304,400</u>
Financial liabilities			
Trade and other payables	19	35,732	37,000
Lease liabilities	20	840,280	-
		<u>876,012</u>	<u>37,000</u>

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 27 Auditor's remuneration

Amount received or due and receivable by the auditor of the company for the financial year.

	2020 \$	2019 \$
<i>Audit and review services</i>		
- Audit and review of financial statements	6,400	5,700
	<u>6,400</u>	<u>5,700</u>
<i>Non audit services</i>		
- Taxation advice and tax compliance services	4,160	1,595
- General advisory services	4,730	2,710
- Share registry services	3,783	4,015
	<u>12,673</u>	<u>8,320</u>
Total auditor's remuneration	<u>19,073</u>	<u>14,020</u>

Note 28 Related parties

a) Details of key management personnel

The directors of the company during the financial year were:

Ian Graham Goldsmith
 Geoffrey Bruce Roberts OAM
 Victoria George Paouros
 Raymond Bruce Barrington
 Colin Roderick Davitt
 Simon David Lewis
 Bradley Dodemond
 Deirdre Elizabeth Diamante
 Maxwell Chapman
 Nicholas Furlong
 James Douglas Christie RFD
 Darren William Bourke

b) Key management personnel compensation

	2020 \$	2019 \$
Key management personnel compensation comprised the following.		
Employee benefits	75,000	50,000
	<u>75,000</u>	<u>50,000</u>

Compensation of the company's key management personnel includes salaries and contributions to a post-employment defined contribution plan.

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 28 Related parties (continued)

c) Related party transactions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

	2020	2019
	\$	\$
<i>Transactions with related parties</i>		
- Former director Nicola Christine White performed bookkeeping services. The total benefit received was:	-	1,980
- Victoria George Paouros provided company secretarial services to the company. The total benefit received was:	9,839	6,891
Total transactions with related parties	<u>9,839</u>	<u>8,871</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. There is no requirement to own Bendigo Bank shares and there is no qualification period to qualify to utilise the benefits. The package mirrors the benefits currently available to Bendigo Bank shareholders. The total benefits received by the directors from the Directors' Privilege Package are \$nil for the year ended 30 June 2020 (2019: \$nil).

Note 29 Dividends provided for or paid

a) Dividends paid during the period

The following dividends were provided and paid for and paid to shareholders during the reporting period as presented in the statement of cash flows and statement of changes in equity.

	30 June 2020		30 June 2019	
	Cents	\$	Cents	\$
Fully franked dividend	8.00	172,837	7.00	151,232
Total dividends paid during the financial year	<u>8.00</u>	<u>172,837</u>	<u>7.00</u>	<u>151,232</u>

The tax rate at which dividends have been franked is 27.5% (2019: 27.5%).

b) Franking account balance

	2020	2019
	\$	\$
<i>Franking credits available for subsequent reporting periods</i>		
Franking account balance at the beginning of the financial year	218,207	168,147
Franking transactions during the financial year:		
- Franking credits (debits) arising from income taxes paid (refunded)	99,589	98,829
- Franking credits from the payment of income tax following lodgement of annual income tax	(7,217)	8,595
- Franking debits from the payment of franked distributions	(65,559)	(57,364)
Franking account balance at the end of the financial year	<u>245,020</u>	<u>218,207</u>

Manningham Community Enterprises Limited
Notes to the Financial Statements
for the year ended 30 June 2020

Note 29 Dividends provided for or paid (continued)

b) Franking account balance (continued)	2020	2019
	\$	\$
Franking transactions that will arise subsequent to the financial year end:		
- Franking credits (debits) that will arise from payment (refund) of income tax	(31,862)	18,150
Franking credits available for future reporting periods	<u>213,158</u>	<u>236,357</u>

The ability to utilise franking credits is dependent upon the company's ability to declare dividends.

Note 30 Earnings per share

a) Basic and diluted earnings per share

The calculation of basic and diluted earnings per share has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding.

	2020	2019
	\$	\$
Profit attributable to ordinary shareholders	<u>227,755</u>	<u>251,744</u>
	Number	Number
Weighted-average number of ordinary shares	<u>2,160,461</u>	<u>2,160,461</u>
	Cents	Cents
Basic and diluted earnings per share	<u>10.54</u>	<u>11.65</u>

Note 31 Commitments

a) Lease commitments

Following adoption of AASB 16 as of 1 July 2019, all lease commitment information and amounts for the financial year ending 30 June 2020 can now be found in 'Lease liabilities' (Note 20).

Operating lease commitments - lessee	2020	2019
Non-cancellable operating leases contracted for but not capitalised in the financial statements	\$	\$
Payable - minimum lease payments:		
- not later than 12 months	-	205,594
- between 12 months and 5 years	-	313,467
Minimum lease payments payable	<u>-</u>	<u>519,061</u>

b) Other commitments

The company has no other commitments contracted for which would be provided for in future reporting periods.

Note 32 Contingencies

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

Manningham Community Enterprises Limited

Notes to the Financial Statements

for the year ended 30 June 2020

Note 33 Subsequent events

During the financial year the company undertook a review of historical superannuation obligations on director fees paid. Upon assessment it was found that unpaid superannuation on director fees from 2010 to 2019 amassed to \$55,694.59 including \$18,030.21 interest. The amount was paid during the 2019 / 20 financial period.

Subsequent to year end, Bendigo Bank undertook a review of payroll and superannuation processes and identified an error resulting in underpayment of superannuation for a portion of the period reviewed. Consequently, Bendigo Bank plans to reimburse Manningham Community Enterprises Limited \$35,627.89, for this error during the 2021 financial period.

There have been no other significant events occurring after the reporting period which may affect either the company's operations or the results of those operations or the company's state of affairs.

Manningham Community Enterprises Limited

Directors' Declaration

In accordance with a resolution of the directors of Manningham 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 2020 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 AASB 124 *Related Party Disclosures* and the *Corporations Regulations 2001*.

This declaration is made in accordance with a resolution of the Board of Directors.



Ian Graham Goldsmith, Chairman

Dated this 24th day of September 2020

Independent auditor's report to the members of Manningham Community Enterprises Limited

Report on the audit of the financial report

Our opinion

In our opinion, the accompanying financial report of Manningham Community Enterprises Limited, is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the company's financial position as at 30 June 2020 and of its financial performance for the year ended on that date; and
- ii. complying with Australian Accounting Standards and the Corporations Regulations 2001.

What we have audited

Manningham Community Enterprises Limited's (the company) financial report comprises the:

- ✓ Statement of profit or loss and other comprehensive income
- ✓ Statement of financial position
- ✓ 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 (including Independence Standards)* (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.

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.

Report on the remuneration report

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Manningham Community Enterprises Limited for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the matter
<p>Application and recognition of AASB 16: Leases</p> <p>The company adopted <i>AASB 16: Leases</i> as at 1 July 2019, and first reported this at 31 December 2019 during the half-year review.</p> <p>The company has assessed the impact that AASB 16 will have on its financial statements at 30 June 2020. The expected impact of AASB 16 is disclosed in Note 3 and 4 m) to the financial statements.</p> <p>A number of judgements have been applied and estimates made in determining the impact of the standard.</p> <p>Our key audit matter was focused on the following areas of risk:</p> <ul style="list-style-type: none"> Leasing arrangements within the scope of AASB 16 are not identified or appropriately included in the calculation of the transitional impact. Specific assumptions applied to determine the discount rates and lease terms for each lease are inappropriate. The underlying lease data used to calculate the transitional impact is incomplete and/or inaccurate. The disclosures in the financial statements are insufficient, preventing investors from obtaining a clear understanding as to the transitional impact of the change in accounting standard. 	<p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> assessed the design and implementation of key controls pertaining to the determination of the AASB 16 transition impact disclosure. assessed the appropriateness of the discount rates and lease terms applied in determining lease liabilities, including any underlying assumptions. verified the accuracy of the underlying lease data by agreeing the information directly back to original lease contracts or other supporting information, and checked the integrity and mechanical accuracy of the AASB 16 calculations for each lease through recalculation of the expected AASB 16 adjustment. considered completeness by testing the reconciliation to the company's operating lease commitments and by investigating key service contracts to assess whether any contained a lease under AASB 16. assessed whether the disclosures within the financial statements are appropriate in light of the requirements of <i>AASB 8 Accounting Policies, Changes in Accounting Estimates and Errors</i>. <p>Key observation</p> <p>We are satisfied that the disclosure of the impact of adoption of <i>AASB 16: Leases</i> is in accordance with the company's accounting policy and the related disclosure of these items per Note 3 and 4 m) to the financial statements is appropriate.</p>

Key Audit Matter	How our audit addressed the matter
<p>Revenue Share Model</p> <p>The company is a franchise of Bendigo Bank. The franchise agreement provides for a share of interest, fee, and commission revenue earned by the company.</p> <p>Interest margin share is based on a funds transfer pricing methodology which recognises that income is derived from deposits held, and that loans granted incur a funding cost. Fees are based on the company's current fee schedule and commissions are based on the agreements in place. All margin revenue is recorded as non-interest income when the company's right to receive the payment is established.</p> <p>The company receives the Revenue Share from Bendigo Bank via a monthly profit share statement.</p> <p>Our Key Audit Matter was focused on the following areas of risk:</p> <ul style="list-style-type: none"> Revenue is recognised appropriately and in line with <i>AASB 15 Revenue from Contracts with Customers</i>. Reliance on third party auditor (Ernst & Young) to review the revenue share model. 	<p>In responding to the identified Key Audit Matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> We have obtained the monthly profit share statements from the entire year and analytically assessed the existence, accuracy and completeness of revenue. Ernst & Young complete a Community Bank Revenue Share Arrangements report on factual findings two-yearly, which we review and determine that the scope and testing procedures were sufficient to enable reliance on the monthly profit share reports specifically relating to revenue. <p>Key observation</p> <p>We are satisfied that the revenue share model has been sufficiently reviewed by an external auditor and the reliance can be placed on the monthly profit share reports. The company's accounting policy relating to the revenue share model is detailed at Note 4 a) to the financial statements.</p>

There are no other key audit matters to disclose for the 30 June 2020 audit.

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: 24 September 2020



Graeme Stewart
Lead Auditor