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Chairman's report

For year ending 30 June 2012

I am delighted to present to you our shareholders, this 12th Annual Report of Heidelberg District Community Enterprise Ltd.

The past 12 months July 2011 to June 2012, our 11th year of operation, has been a year of consolidation for the company. East Ivanhoe **Community Bank®** Branch continues to have healthy growth and Heidelberg is continuing to grow, albeit in a difficult environment.

Your Board of Directors continues to focus on the company's vision and mission in all decisions that we make.

Our vision

Our vision is to be a key element in the success of our community's development, sustainability and prosperity. We will provide a level of service and community involvement that has people feeling left out if they are not banking with either Heidelberg **Community Bank®** Branch or East Ivanhoe **Community Bank®** Branch.

Our mission

Our mission is

- To grow a sound and profitable banking facility for Heidelberg, East Ivanhoe and surrounding communities
- To provide value for our shareholders, staff, customers and the community and
- To support community programs and groups in providing key benefits to them.

Current position

I announce to you that for the 2011/12 year the company made a profit of \$126,809 after provision for income tax. This is a significant improvement on last year's profit of \$5,222. Given the difficult economical environment, this year's result is to be celebrated as we track ahead of the 2009 prospectus forecasts when the company moved to a two branch structure with the opening of our Heidelberg **Community Bank®** Branch. Our second branch is now established and continues to grow its revenue and we are delighted to report this healthy position. While very much a mature site, East Ivanhoe continues to perform positively and in line with expectations.

This profit result is reached after deducting our annual allocation toward Community Grants and sponsorships.

During the last 12 months the number of customers of our two community branches has continued to grow resulting in the gross revenue increasing from \$1,928,462 to \$2,131,142, a healthy net increase of \$202,680.

The company is now clear of borrowings on the investment property purchased in 2007 at 225 Lower Heidelberg Road, East Ivanhoe and both branches are the 'Branch of the Future' design.

We believe the company is performing soundly, is governed well and we as a business provide exemplary service. We believe Bendigo and Adelaide Bank continue to provide a great banking service and give excellent support to our enterprise as respected partners in this **Community Bank®** business.

Management and staff

Our highly experienced staff team now numbering 16 members are critical players in our company's success. They continue to present and uphold the vision of the company, and continue to provide excellent service to our customers and to the community.

Chairman's report (continued)

Our team is led by Senior Manager Sam Pearce who was promoted into the position following the retirement of Noel Donnelly. Noel retired after 10 years with the East Ivanhoe **Community Bank**[®] Branch and a lifetime in the banking industry. I would like to acknowledge Noel's commitment to our company and wish him well in retirement.

Sam is both the Senior Manager and Manager at Heidelberg. He is supported by Greg Arnott, Manager at East Ivanhoe.

Following Noel's retirement, the Board took the opportunity to change the staff structure. Julie Bullen and Jo-Ann Downey have been promoted to Customer Relationship Managers. Susan Scroop, Cathy Trew, Amy Rigoni-Smith, Carole King, Maxine Galovic, Sylvia Watson and Kerryn Young are Customer Relationship Officers and Mandy McEwan, Adam Greenland and Kane Sexton are Customer Service Officers.

The Board acknowledge and appreciate the energy and enthusiasm that the staff have for our **Community Bank**[®] branches and the strong commitment to our company's vision and values.

Marketing and business development

Following our 2011 Planning session, it was agreed to merge the Marketing and Business Development Committees to improve the synergy and put a greater focus on our business outcomes. This year we have continued to focus on spreading the story of the **Community Bank**[®] concept creating greater awareness among the community and through this, improving our business.

The Directors and management team are focusing directly on connecting and maintaining contact with all the community entities that have benefited from our grants and sponsorships. We aim to develop strong relationships with these recipients, ensuring they have a key understanding of the importance of supporting the bank that in turn supports them in their endeavours.

We have implemented systems at branch level that can maintain accurate records of the support coming to the branch from each of our grant and sponsorship recipients. The greater emphasis on both quantitative and qualitative measurement is showing improved results and a better understanding of the community in which we operate.

Our Business Dinner events, held at the local Latrobe Golf Club, gathering key community members have indeed been a successful and well supported initiative. Sharing in the opportunity to hear of the great community outcomes achieved not only through our **Community Bank**[®] branches but also other community initiatives with key and influential community members has indeed reaped rewards for our company and our community.

Community contributions

During this 12 month period East Ivanhoe and Heidelberg **Community Bank**[®] branches have supported the community with \$298,624.

The breakdown of this figure has been:-

- \$168,566 toward sponsorships and donations.
- \$130,058 towards grants to different local not-for-profit organisations.

See the table at the end of this report for a detailed list of recipients.

The notion of any organisation contributing over \$298,624 to local groups in any one year is an amazing result. Heidelberg District Community Enterprise Ltd, 10 km northeast of the CBD of Melbourne, has achieved this in the past year is a testimony to the strength of the Bendigo Bank **Community Bank**[®] model and the commitment and passion of the staff and Directors of our company.

Through our sponsorship and grants program we are building a healthier business as the return on this investment into our community is realised. It is our aim to maximise this return on our community investment and grow it over the following years.

Chairman's report (continued)

Shareholders

Thank you for your support. You are ambassadors of the **Community Bank®** concept and of the tangible benefits it brings to our community. We want you to help us spread the word and to encourage others to;

Support the Bank that Supports your Community.

The Board of Directors are proud to announce a dividend of 6¢ per share, fully franked, payable to all shareholders in late October 2012. This is our ninth successive dividend allocation.

Just as shareholders have benefited from the success of your company, so too has the local community through our grants and sponsorship program. A remarkable situation with our total community return nearing \$2 million since 2001.

See the table at the end of this report for a look at our past dividend allocation. With the merge of the Bendigo Stock Exchange and the National Stock Exchange, the Board agreed to move our listing to the NSX. Our shares are still available and trading on the open market at the National Stock Exchange.

The Board of Directors join me in encouraging those shareholders who are not yet banking with the Heidelberg and East Ivanhoe **Community Bank®** branches that you consider doing so. For those who are enjoying the **Community Bank®** experience we thank you and also encourage you to share this with family and friends.

Board of Directors

I feel privileged to be the Chairman of the Heidelberg District Community Enterprise Ltd Board supported by such diligent, conscientious and community minded fellow Directors. In addition we are fortunate to have the expertise of Carly Kluge as our Community Liaison and Public Relations Officer, and Pam Tremlett as our Bookkeeper and Minute Secretary. These support roles are critical to the smooth operation of our company.

In July 2011 we reluctantly accepted the resignation of Director Andy Harris, who was a founding member of the initial steering committee in 1999 and has contributed immensely to the company over the last 12 years. Andy brought strong commercial skills to the Board and was a passionate supporter of local sporting clubs. We wish him well in his retirement.

The Board has appointed three new Directors (Sarina Sorrenti, Janette Corcoran and Tracy Margieson) to bring the total number of Directors to 12.

All Board members share positions on one or more of the following Committees;

- Human Resource,
- Audit & Governance,
- Marketing and Business Development,
- Property Committee.

Throughout this year Directors have attended various professional development seminars and workshops including the National and State **Community Bank®** Conferences held in Sydney and Ballarat. Our company presented sessions at both the National and State conferences on our approach to community engagement, our incredibly successful Youth Philanthropy program and involvement with Youth Foundation Victoria.

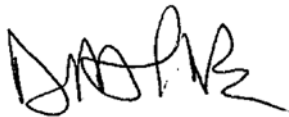
All shareholders should feel proud that your company is seen as mature and well functioning and is held in high regard within the **Community Bank®** network. We continue to be approached to assist younger, less established companies to achieve their goals.

As this is my first report as Chairman (January 2012), I would like to acknowledge the outstanding role played by the previous Chairman, Nan Caple, who now holds the position of Deputy Chair. Nan was Chair for five years. Our company benefited from her strong retail knowledge, her passion for our community and her wonderful personality in the role.

Chairman's report (continued)

In the role as Chairman, I am grateful for the support of Deputy Chair, Nan Caple, Company Secretary, John Nelson and Treasurer Brett Purchase, along with the rest of the Board members. Our Board members contribute generously their time and of their expertise. Directors on the Board of the Heidelberg District Community Enterprise Ltd together embrace the philosophy of the **Community Bank**[®] concept and work cooperatively toward achieving our goals. You can be assured that shareholder interests and value are at the forefront of Board deliberations and decisions on matters affecting the Company.

I look forward to our Annual General Meeting on Tuesday 13 November 2012 and hope as many shareholders as possible can attend to learn about the excellent work being carried out on their behalf, within our community.



David Mayne
Chairman

Manager's report

For year ending 30 June 2012

Heidelberg and East Ivanhoe **Community Bank**[®] branches – Good for you and good for your community!

How great it is to see the impact your local **Community Bank**[®] branch is having on your community.

The strength of our **Community Bank**[®] branches is built on the back of our community and in partnership with the people of East Ivanhoe, Heidelberg and surrounds.

Again we've had another great year with the following:

- Over \$290,000 in community contributions to 70 local community groups for the year.
- Heidelberg **Community Bank**[®] Branch reached in excess of \$90 million in banking business in under three years.
- East Ivanhoe **Community Bank**[®] Branch continues to show sustained growth and high level banking services as a critical business within the East Ivanhoe shopping village.
- Our combined book now exceeds \$260 million in banking business – growth of over \$25 million in the past 12 months.
- Over \$1.6 million in community contributions since opening the doors back in 2001.

As this is my first Senior Manager's report since the retirement of our founding Manager (Noel Donnelly) in October 2011, I would like to thank the following:

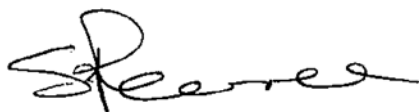
- Our Directors who have provided wonderful support to our team and continue to commit their time and efforts into impacting our community.
- Our staff at both branches who continue to set the highest level of service to our customer base and community groups. Noel has retired in the last 12 months and was of great assistance in building our business to where it is today.
- Our shareholders who continue to back this wonderful **Community Bank**[®] branch enterprise and without whom we wouldn't exist.
- Our partner, Bendigo and Adelaide Bank, who continue to support us as we seek to grow into the future in partnership with them and the community.

The continued success of our enterprise is dependant on the support of our community and to ensure this support we encourage:

- Our shareholders to transfer all their banking to **Community Bank**[®] branches.
- Our community sponsorship/grant recipients and their members to transfer their banking.
- Our existing customers, shareholders and Directors to not only bank with us but to spread the word and advocate for your Heidelberg and East Ivanhoe **Community Bank**[®] branches.

The model is simple - the more support we receive, the greater support we are able to return through partnering with our local community.

Heidelberg and East Ivanhoe **Community Bank**[®] branches – Good for you and good for your community!



Sam Pearce
Senior Manager

Bendigo and Adelaide Bank report

For year ending 30 June 2012

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

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

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

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

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

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

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

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

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

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

Bendigo and Adelaide Bank report (continued)

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

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

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

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

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

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

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

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



Russell Jenkins
Executive Customer and Community

Directors' report

For the financial year ended 30 June 2012

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

Directors

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

David John Mayne

Chairman

Age: 61

Communications Consultant

David worked in the communication industry for over 35 years, holding positions in engineering, sales & marketing and commercial management. He has also worked in the mining industry. David has extensive experience at the execution management level with a major communication company and now works part time as an Infrastructure consultant. David has been an active member of the Heidelberg community for 30 years.

Sub Committee member: Business Development
(Chair)

Interest in shares: 32,000

Brett Straun Purchase

Treasurer

Age: 53

Certified Practicing Accountant

Brett is a principal of his own accounting firm and has been for over 25 years. He is a Certified Practicing Accountant with particular interest in management accounting. He has served as Treasurer and board member of the Heidelberg Golf Club, is a past member of the Heidelberg Traders Association and served on local basketball committees over the past 25 years.

Sub Committee member: Treasurer, Audit & Governance

Interest in shares: 2,000

Evelyn Maree Stagg

Independent Non-executive Director

Age: 62

Teacher

Lyndy holds a Graduate Diploma in Educational Administration and an Advanced Certificate in the Art and Science of Movement. She also holds senior teaching position at a local school and has considerable experience in the education field. She has many ties with community groups and is a Ivanhoe Sea Scouts Cub Leader and former Vice president of Hockey Victoria.

Sub Committee member: Marketing & Sponsorship
(Chair)

Interest in shares: 3,950

John Kenneth Nelson

Secretary

Age: 63

Chartered Accountant (Retired)

John is a long term resident of Ivanhoe. He has a large amount of experience in finance roles in both private & public companies. He is committed to supporting community projects and activities.

Sub Committee member: Audit & Governance (Chair),
Human Resources

Interest in shares: 1,150

Directors' report (continued)

Directors (continued)

Paul Anthony Gittings

Independent Non-executive Director

Age: 61

Retired Real Estate Agent

Paul has extensive experience in the Real Estate field, including running his own successful Real Estate Agency with 44 employees and 2000 properties under management. He is involved with a number of community groups.

Sub Committee member: Business Development, Marketing & Sponsorship

Interest in shares: 60,000

Russell James Hutchins

Independent Non-executive Director

Age: 62

IT Consultant

Russell has more than 30 years commercial experience in the banking and information technology industries and holds degrees in Science and Business. He has a particular interest in the support of the disadvantaged members of our community.

Sub Committee member: Audit & Governance

Interest in shares: 13,000

Brian Thomas Simpson

Independent Non-executive Director

Age: 63

Retired Bank Executive

Brian has had a highly successful career in the banking sector spanning four decades. He has a particular interest in sporting organisations and Rotary.

Sub Committee member: Audit & Governance, Human Resource (Chair)

Interest in shares: 10,000

Nancy Louise Caple

Independent Non-executive Director

Age: 57

Retailer

Nan has been operating a successful retail business in East Ivanhoe for 20 years. She was heavily involved in the establishment of the East Ivanhoe branch. Nan plays an active role in many aspects of the community.

Sub Committee member: Human Resources, Business Development and Marketing & Sponsorship

Interest in shares: 22,077

Graham Peter Norman

Independent Non-executive Director

Age: 70

Chartered Accountant

Graham has practiced as a Chartered Accountant in Ivanhoe for 41 years. He has a strong interest in the local communities of Ivanhoe and Heidelberg and has been a member of the Rotary Club of Ivanhoe for 35 years.

Sub Committee member: Audit & Governance

Interest in shares: 33,930

Sarina Elizabeth Sorrenti

Independent Non-executive Director (Appointed 25 June 2012)

Age: 42

Management Consultant

Sarina has over 20 years experience in business. She has worked in the areas of executive coaching, strategic marketing and planning, business development and organisational change.

Sub Committee member: Business Development

Interest in shares: Nil

Directors' report (continued)

Directors (continued)

Janette Marie Corcoran

Independent Non-executive Director (Appointed 25 June 2012)

Age: 49

Academic

Janette is a specialist in the field of social innovation, focusing on eEngagement. She currently holds the position of Emeritus Professor Robert HT Smith Research Fellow. Janette has worked in a range of government areas in information management and corporate services.

Sub Committee member: Nil

Interest in shares: Nil

Tracy Maria Margieson

Independent Non-executive Director (Appointed 25 June 2012)

Age: 26

Publications and Media Officer

Tracy holds a Bachelor of Arts (Advanced) and a Graduate Certificate of Arts and Entertainment Management.

She has worked in events management for both local government and not-for-profit sectors.

Sub Committee member: Nil

Interest in shares: Nil

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

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

Company Secretary

The company secretary is John Kenneth Nelson. John was appointed to the position of secretary on 1 August 2007. John is a Chartered Accountant and has 35 years experience in industry accounting. He has extensive corporate secretariat knowledge including previously performing the role as Company Secretary for a public company.

Principal Activities

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

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

Operating Results

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

	Year ended 30 June 2012 \$	Year ended 30 June 2011 \$
	126,809	5,222

Remuneration Report

Remuneration Policy

The remuneration policy of Heidelberg District Community Enterprise 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.

Directors' report (continued)

Remuneration Report (continued)

Key Management Personnel Remuneration Policy

Key management personnel receive a base salary (which is based on factors such as length of service and experience), 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 are linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives and bonuses. 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%, 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 key performance indicators (KPIs) are set annually, with a certain level of consultation with key management personnel to ensure buy-in. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential for expansion and profit, covering financial and non-financial as well as short and long-term goals. The level set for each KPI is based on budgeted figures for the Company and respective industry standards.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the number and deemed difficulty of the KPIs achieved. Following the assessment, the KPIs are reviewed by the board in light of the desired and actual outcomes, and their efficiency is assessed in relation to the Company's goals and shareholder wealth, before the KPIs are set for the following year.

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

Relationship between Remuneration Policy and Company Performance

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. Performance-based bonus is based on key performance indicators as disclosed above.

Directors' report (continued)

Remuneration Report (continued)

Company performance, shareholder wealth and directors' and executives' remuneration

The following table shows the gross revenue, profits and dividends for the last 7 years for the entity, as well as the share prices at the end of the respective financial years. Analysis of the actual figures shows excellent growth in revenue, increased payments to community groups and projects as well as improving returns to shareholders. The improvement in the company's performance over the last 7 years has been reflected in the company's share price, with the exception of 2009 when the share price fell in line with the business valuation and subsequent bonus share issue. The Board is of the opinion that these results can be attributed, in part, to the previously described remuneration policy and is satisfied with the overall trend in shareholder wealth over the past 7 years.

	2012	2011	2010	2009	2008	2007
Revenue	2,131,142	1,928,462	1,503,807	1,155,436	1,125,559	925,121
Net profit/(loss)	126,809	5,222	(19,366)	84,834	194,740	192,202
Share price at year end	0.80	0.80	0.80	1.00	1.18	1.17
Net dividend paid	114,919	68,952	45,967	-	124,166	47,756

Directors Fees

For the year ended 30 June 2012 the directors received total remuneration including superannuation, as follows:

	\$
Nancy Louise Caple	4,000
Graham Peter Norman	3,500
Evelyn Maree Stagg	-
John Kenneth Nelson	5,000
Paul Anthony Gittings	3,000
David John Mayne	4,000
Russell James Hutchins	3,000
Brett Straun Purchase	4,500
Brian Thomas Simpson	3,000
Sarina Elizabeth Sorrenti (Appointed 25 June 2012)	-
Janette Marie Corcoran (Appointed 25 June 2012)	-
Tracy Maria Margieson (Appointed 25 June 2012)	-

Fees and payments to directors reflect the demands which are made on and the responsibilities of the directors. Directors' fees are reviewed annually by the Board. The Chairman's, Secretary's and Treasurer's fees are determined independently to the fees of remaining directors.

Directors' report (continued)

Remuneration Report (continued)

Options issued as part of remuneration for the year ended 30 June 2012

No options have been issued as part of remuneration for the year ended 30 June 2012.

Employment Contracts of Directors

There are no employment contracts for Directors.

Dividends	Year Ended 30 June 2012	
	Cents	\$
Dividends paid in the year:	5.00	114,919

Significant Changes in the State of Affairs

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

Matters Subsequent to the End of the Financial Year

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

Likely Developments

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

Environmental Regulation

The company is not subject to any significant environmental regulation.

Directors' Benefits

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

Indemnification and Insurance of Directors and Officers

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

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

Directors' report (continued)

Directors' Meetings

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

	Board Meetings Attended		Committee Meetings Attended									
			Audit & Governance		Business Development		Marketing & Sponsorship		Marketing & Business Development		Human Resources	
	A	B	A	B	A	B	A	B	A	B	A	B
Nancy Louise Caple	11	10	-	-	4	3	5	4	6	6	6	6
Graham Peter Norman	11	10	6	4	-	-	-	-	-	-	-	-
Evelyn Maree Stagg	11	6	-	-	-	-	5	5	6	4	-	-
John Kenneth Nelson	11	10	6	6	-	-	-	-	-	-	6	6
Paul Anthony Gittings	11	9	-	-	4	2	3	3	6	4	-	-
David John Mayne	11	10	-	-	4	4	-	-	6	6	-	-
Russell James Hutchins	11	11	6	5	-	-	-	-	-	-	-	-
Brett Straun Purchase	11	9	6	6	4	2	-	-	-	-	-	-
Brian Thomas Simpson	11	7	6	4	-	-	-	-	-	-	6	6
Sarina Elizabeth Sorrenti (Appointed 25 June 2012)	-	-	-	-	-	-	-	-	-	-	-	-
Janette Marie Corcoran (Appointed 25 June 2012)	-	-	-	-	-	-	-	-	-	-	-	-
Tracy Maria Margieson (Appointed 25 June 2012)	-	-	-	-	-	-	-	-	-	-	-	-

A - Eligible to attend

B - Number attended

Non Audit Services

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

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

Directors' report (continued)

Non Audit Services (continued)

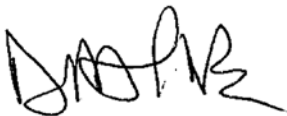
The directors are satisfied that the provision of non-audit services by the auditor, as set out in the notes did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact on the impartiality and objectivity of the auditor;
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

Auditors' Independence Declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 17.

Signed in accordance with a resolution of the board of directors at East Ivanhoe, Victoria on 27 August 2012.



**David John Mayne,
Chairman**

Auditor's independence declaration



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

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

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

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

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

Dated: 27 August 2012

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

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Financial statements

Statement of Comprehensive Income for the Year Ended 30 June 2012

	Note	2012 \$	2011 \$
Revenues from ordinary activities	4	2,131,142	1,928,462
Employee benefits expense		(795,052)	(797,838)
Charitable donations, sponsorship, advertising and promotion		(447,629)	(430,823)
Occupancy and associated costs		(256,823)	(240,477)
Systems costs		(131,287)	(96,580)
Depreciation and amortisation expense	5	(83,164)	(78,344)
Finance costs	5	(52)	(18,688)
General administration expenses		(233,907)	(252,925)
Profit before income tax expense		183,228	12,787
Income tax expense	6	(56,419)	(7,565)
Profit after income tax expense		126,809	5,222
Total comprehensive income for the year		126,809	5,222
Earnings per share (cents per share)		c	c
- basic profit for the year	23	5.52	0.23

The accompanying notes form part of these financial statements.

Financial statements (continued)

Balance Sheet as at 30 June 2012

	Note	2012 \$	2011 \$
ASSETS			
Current Assets			
Cash and cash equivalents	7	425,613	451,378
Current tax assets	11	-	23,461
Trade and other receivables	8	174,054	145,807
Total Current Assets		599,667	620,646
Non-Current Assets			
Property, plant and equipment	9	1,351,390	1,406,983
Intangible assets	10	79,984	107,554
Deferred tax assets	11	16,264	30,040
Financial assets	12	10,000	-
Total Non-Current Assets		1,457,638	1,544,577
Total Assets		2,057,305	2,165,223
LIABILITIES			
Current Liabilities			
Current tax liabilities	11	42,643	-
Trade and other payables	13	58,969	193,562
Borrowings	14	769	717
Provisions	15	48,766	76,234
Total Current Liabilities		151,147	270,513
Non-Current Liabilities			
Provisions	15	7,726	8,168
Total Non-Current Liabilities		7,726	8,168
Total Liabilities		158,873	278,681
Net Assets		1,898,432	1,886,542
Equity			
Issued capital	16	1,641,165	1,641,165
Retained earnings	17	257,267	245,377
Total Equity		1,898,432	1,886,542

The accompanying notes form part of these financial statements.

Financial statements (continued)

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

	Note	Issued Capital \$	Retained Earnings \$	Total Equity \$
Balance at 1 July 2010		1,641,165	309,107	1,950,272
Total comprehensive income for the year		-	5,222	5,222
Transactions with owners in their capacity as owners:				
Shares issued during period		-	-	-
Costs of issuing shares		-	-	-
Dividends provided for or paid (68,952)	22	-		(68,952)
Balance at 30 June 2011		1,641,165	245,377	1,886,542
Balance at 1 July 2011		1,641,165	245,377	1,886,542
Total comprehensive income for the year		-	126,809	126,809
Transactions with owners in their capacity as owners:				
Shares issued during period		-	-	-
Costs of issuing shares		-	-	-
Dividends provided for or paid (114,919)	22	-		(114,919)
Balance at 30 June 2012		1,641,165	257,267	1,898,432

The accompanying notes form part of these financial statements.

Financial statements (continued)

Statement of Cashflows for the Year Ended 30 June 2012

	Note	2012 \$	2011 \$
Cash Flows From Operating Activities			
Receipts from customers		2,296,626	2,038,192
Payments to suppliers and employees		(2,095,326)	(1,953,157)
Interest received		14,460	39,637
Interest paid		-	(18,688)
Income taxes paid		23,461	(1,087)
Net cash provided by operating activities	18	239,221	104,897
Cash Flows From Investing Activities			
Payments for property, plant and equipment		(140,067)	(3,567)
Payments for intangible assets		-	(57,851)
Loans advanced - unsecured		(10,000)	-
Net cash used in investing activities		(150,067)	(61,418)
Cash Flows From Financing Activities			
Repayment of borrowings		-	(574,487)
Dividends paid		(114,919)	(69,208)
Net cash used in financing activities		(114,919)	(643,695)
Net decrease in cash held		(25,765)	(600,216)
Cash and cash equivalents at the beginning of the financial year		451,378	1,051,594
Cash and cash equivalents at the end of the financial year	7(a)	425,613	451,378

The accompanying notes form part of these financial statements.

Notes to the financial statements

For year ended 30 June 2012

Note 1. Summary of Significant Accounting Policies

a) Basis of Preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standard Boards and the Corporations Act 2001. The company is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

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

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. These areas involving a higher degree of judgement or complexities, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Historical cost convention

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

Comparative figures

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

Adoption of new and revised Accounting Standards

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

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

Economic dependency - Bendigo and Adelaide Bank Limited

The company has entered into a franchise agreement with Bendigo and Adelaide Bank Limited that governs the management of the **Community Bank®** branches at East Ivanhoe and Heidelberg, Victoria.

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

a) Basis of Preparation (continued)

Economic dependency - Bendigo and Adelaide Bank Limited (continued)

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

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

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

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

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

b) Revenue

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

Revenue calculation

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

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

b) Revenue (continued)

Revenue calculation (continued)

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

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

c) Income Tax

Current tax

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

Deferred tax

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

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

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

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

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

c) Income Tax (continued)

Current and deferred tax for the period

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

d) Employee Entitlements

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

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

e) Cash and Cash Equivalents

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

f) Trade Receivables and Payables

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

g) Property, Plant and Equipment

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

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

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

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

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

h) Intangibles

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

i) Payment Terms

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

j) Borrowings

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

k) Financial Instruments

Recognition and initial measurement

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

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

Derecognition

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

Classification and subsequent measurement

(i) Loans and receivables

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

(ii) Held-to-maturity investments

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

(iii) Financial liabilities

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

Impairment

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

Notes to the financial statements (continued)

Note 1. Summary of Significant Accounting Policies (continued)

l) Leases

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

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

m) Provisions

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

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

n) Contributed Equity

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

o) Earnings Per Share

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

p) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of Goods and Services Tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. Cash flows are included in the statement of cash flows on a gross basis.

The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Notes to the financial statements (continued)

Note 2. Financial Risk Management

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

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

(i) Market risk

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

(ii) Price risk

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

(iii) Credit risk

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

(iv) Liquidity risk

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

(v) Cash flow and fair value interest rate risk

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

(vi) Capital management

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

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

(i) the distribution limit is the greater of:

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

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

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

Notes to the financial statements (continued)

Note 2. Financial Risk Management

(vi) Capital management (continued)

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

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

Note 3. Critical Accounting Estimates and Judgements

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

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

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

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

Taxation

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

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

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

Estimation of useful lives of assets

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

Notes to the financial statements (continued)

Note 3. Critical Accounting Estimates and Judgements (continued)

Impairment of assets

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

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

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

Operating activities:

- services commissions	2,105,652	1,847,859
- other revenue	-	-
Total revenue from operating activities	2,105,652	1,847,859

Non-operating activities:

- interest received	13,017	38,515
- rental revenue	12,473	42,088
Total revenue from non-operating activities	25,490	80,603
Total revenues from ordinary activities	2,131,142	1,928,462

Notes to the financial statements (continued)

	2012 \$	2011 \$
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Note 5. Expenses

Depreciation of non-current assets:

- plant and equipment	7,304	16,503
- leasehold improvements	48,290	43,044

Amortisation of non-current assets:

- franchise agreement	4,314	4,026
- franchise establishment/renewal fee	23,256	14,771
	83,164	78,344

Finance costs:

- interest paid	52	18,688
Bad debts	1,088	1,244

The following significant expense items, included as part of general administration expenses, are relevant in explaining financial performance:

- loss on disposal of property, plant and equipment	-	8,828
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The loss on disposal of property, plant and equipment relates to items replaced or removed as part of the refurbishment of the East Ivanhoe branch.

Note 6. Income Tax Expense/(Credit)

The components of tax expense comprise:

- Current tax	44,581	-
- Future income tax benefit attributed to losses	-	-
- Movement in deferred tax	7,940	(4,239)
- Recoupment of prior year tax losses	5,837	11,804
- Adjustments to tax expense of prior periods	(1,939)	-
	56,419	7,565

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

Operating profit/(loss)	183,228	12,787
Prima facie tax on profit from ordinary activities at 30%	54,968	3,836
Add tax effect of:		
- non-deductible expenses	5,301	5,639
- timing difference expenses	(7,940)	4,240
- investment deduction	-	-
- other deductible expenses	(1,911)	(1,911)
	50,418	11,804

Notes to the financial statements (continued)

	Note	2012 \$	2011 \$
Note 6. Income Tax Expense/(Credit) (continued)			
Movement in deferred tax	11	7,940	(4,239)
Adjustments to tax expense of prior periods		(1,939)	-
		56,419	7,565

Note 7. Cash and Cash Equivalents

Cash at bank and on hand	161,696	221,128
Term deposits	263,917	230,250
	425,613	451,378

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

Note 7.(a) Reconciliation of cash

Cash at bank and on hand	161,696	221,128
Term deposits	263,917	230,250
	425,613	451,378

Note 8. Trade and Other Receivables

Trade receivables	157,103	137,572
Other receivables and accruals	2,280	3,724
Prepayments	14,671	4,511
	174,054	145,807

Note 9. Property, Plant and Equipment

Plant and equipment

At cost	65,212	65,212
Less accumulated depreciation	(48,403)	(41,099)
	16,809	24,113

Leasehold improvements

At cost	506,538	506,538
Less accumulated depreciation	(115,832)	(86,294)
	390,706	420,244

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 9. Property, Plant and Equipment (continued)		
Land and buildings		
Land - at cost	361,000	361,000
Buildings - at cost	747,997	747,997
Less: accumulated amortisation	(65,475)	(46,724)
Less: impairment (Director valuation)	(99,647)	(99,647)
	943,875	962,626
Total written down amount	1,351,390	1,406,983
Movements in carrying amounts:		
Plant and equipment		
Carrying amount at beginning	24,113	34,577
Additions	-	9,971
Disposals	(3,932)	-
Less: depreciation expense	(7,304)	(16,503)
Carrying amount at end	16,809	24,113
Leasehold improvements		
Carrying amount at beginning	420,244	315,821
Additions	-	133,663
Disposals	-	(4,896)
Less: depreciation expense	(29,538)	(24,344)
Carrying amount at end	390,706	420,244
Land and buildings		
Carrying amount at beginning	962,626	981,326
Additions	-	-
Disposals	-	-
Less: amortisation expense	(18,751)	(18,700)
Carrying amount at end	943,875	962,626
Total written down amount	1,351,390	1,406,983

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 10. Intangible Assets		
Franchise fee		
At cost	31,570	31,570
Less: accumulated amortisation	(18,174)	(13,860)
	13,396	17,710
Establishment/Renewal processing fee		
At cost	116,282	116,282
Less: accumulated amortisation	(49,694)	(26,438)
	66,588	89,844
Total written down amount	79,984	107,554

Note 11. Tax

Current:

Income tax (payable)/refundable	(42,643)	23,461
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Non-Current:

Deferred tax assets

- accruals	-	-
- employee provisions	16,948	25,321
- tax losses carried forward	-	5,837
	16,948	31,158

Deferred tax liability

- accruals	684	1,118
	684	1,118

Net deferred tax asset	16,264	30,040
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Movement in deferred tax charged to statement of comprehensive income	7,940	(4,239)
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Note 12. Financial Assets

Loan - Edenhope & District Financial Services Limited	10,000	-
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The loan is an interest free loan with a term of five years. The loan is due in full on 27 March 2017.

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 13. Trade and Other Payables		
Trade creditors	55,149	189,010
Other creditors and accruals	3,820	4,552
	58,969	193,562

Note 14. Borrowings

Current:

Bank loans	769	717
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Note 15. Provisions

Current:

Provision for annual leave	20,061	30,072
Provision for long service leave	28,705	39,688
Provision for sick leave	-	6,474
	48,766	76,234

Non-Current:

Provision for long service leave	7,726	8,168
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Note 16. Contributed Equity

East Ivanhoe

1,098,386 Ordinary shares fully paid (2011: 1,098,386)	473,010	473,010
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A bonus share issue on a 1.3:1 basis (620,826 shares) was issued to all existing shareholders on 17 June 2009.

Heidelberg

1,200,000 Ordinary shares fully paid (2011: 1,200,000)	1,200,000	1,200,000
Less: equity raising expenses	(31,845)	(31,845)
	1,168,155	1,168,155
	1,641,165	1,641,165

Notes to the financial statements (continued)

Note 16. Contributed Equity (continued)

Rights attached to shares

(a) Voting rights

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

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

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

(b) Dividends

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

(c) Transfer

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

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

Prohibited shareholding interest

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

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

- They control or own 10% or more of the shares in the company (the "10% limit").
- In the opinion of the board they do not have a close connection to the community or communities in which the company predominantly carries on business (the "close connection test").
- Where the person is a shareholder, after the transfer of shares in the company to that person the number of shareholders in the company is (or would be) lower than the base number (the "base number test"). The base number is 206. As at the date of this report, the company had 442 shareholders.

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

Notes to the financial statements (continued)

Note 16. Contributed Equity (continued)

Prohibited shareholding interest (continued)

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.

The National Stock Exchange (NSX) has advised that in its view the prohibited shareholding provisions are appropriate and equitable but the 'base number test' is not as a result the base number clause does not operate whilst the company remains listed on the NSX.

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

	2012 \$	2011 \$
Note 17. Retained Earnings/Accumulated Losses		
Balance at the beginning of the financial year	245,377	309,107
Net profit/(loss) from ordinary activities after income tax	126,809	5,222
Dividends paid or provided for	(114,919)	(68,952)
Balance at the end of the financial year	257,267	245,377

Note 18. Statement of Cashflows

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

Profit from ordinary activities after income tax	126,809	5,222
Non cash items:		
- depreciation	55,593	59,547
- amortisation	27,571	18,797
- loss on disposal of non-current assets	-	8,828

Notes to the financial statements (continued)

	2012 \$	2011 \$
Note 18. Statement of Cashflows (continued)		
Changes in assets and liabilities:		
- increase in receivables	(28,247)	(22,549)
- decrease in other assets	37,237	6,478
- increase in payables	5,525	15,562
- increase/(decrease) in provisions	(27,910)	13,012
- increase in tax liabilities	42,643	-
Net cashflows provided by operating activities	239,221	104,897

Note 19. Leases

Operating lease commitments

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

Payable - minimum lease payments

- not later than 12 months	192,490	186,173
- between 12 months and 5 years	441,228	499,683
- greater than 5 years	-	-
	633,718	685,856

The lease on the East Ivanhoe branch premises is a five year lease with the option of one additional five year term. The lease commenced on 1 April 2011 with annual rent of \$74,997 plus GST.

The lease on the Heidelberg branch premises is a five year lease with the option of two additional five year terms. The lease commenced on 1 July 2009 with annual rent of \$117,493 plus GST.

Note 20. Auditor's Remuneration

Amounts received or due and receivable by Andrew Frewin & Stewart for:

- audit and review services	4,500	4,500
- non audit services	2,998	1,080
	7,498	5,580

Notes to the financial statements (continued)

	2012 \$	2011 \$
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Note 21. Director and Related Party Disclosures

The names of directors who have held office during the financial year and their remuneration including superannuation, as follows:

Nancy Louise Caple	4,000	5,000
Graham Peter Norman	3,500	5,000
Evelyn Maree Stagg	-	-
John Kenneth Nelson	5,000	5,000
Paul Anthony Gittings	3,000	3,000
David John Mayne	4,000	3,000
Russell James Hutchins	3,000	3,000
Brett Straun Purchase	4,500	1,000
Brian Thomas Simpson	3,000	3,000
Sarina Elizabeth Sorrenti (Appointed 25 June 2012)	-	-
Janette Marie Corcoran (Appointed 25 June 2012)	-	-
Tracy Maria Margieson (Appointed 25 June 2012)	-	-

Fees and payments to directors reflect the demands which are made on and the responsibilities of the directors. Directors' fees are reviewed annually by the Board. The Chairman's, Secretary's and Treasurer's fees are determined independently to the fees of remaining directors.

Directors' Shareholdings	2012	2011
Nancy Louise Caple	22,077	22,077
Graham Peter Norman	33,930	33,930
John Kenneth Nelson	1,150	1,150
Evelyn Stagg	3,950	3,950
Paul Anthony Gittings	60,000	60,000
Russell James Hutchins	13,000	13,000
David John Mayne	32,000	32,000
Brian Thomas Simpson	10,000	10,000
Brett Straun Purchase	2,000	2,000
Sarina Elizabeth Sorrenti (Appointed 25 June 2012)	-	-
Janette Marie Corcoran (Appointed 25 June 2012)	-	-
Tracy Maria Margieson (Appointed 25 June 2012)	-	-

There was no movement in directors' shareholdings during the year.

Notes to the financial statements (continued)

	2012 \$	2011 \$
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Note 22. Dividends Paid or Provided

a. Dividends paid during the year

Prior year proposed final		
100% (2011: 100%) fully franked dividend - 5 cents (2011: 3 cents) per share	114,919	68,952

The tax rate at which dividends have been franked is 30% (2011: 30%).

b. Franking account balance

Franking credits available for subsequent reporting periods are:		
- franking account balance as at the end of the financial year	168,867	242,179
- franking credits that will arise from payment of income tax payable as at the end of the financial year	42,620	-
- franking debits that will arise from the payment of dividends recognised as a liability at the end of the financial year	-	-
Franking credits available for future financial reporting periods:	211,487	242,179
- franking debits that will arise from payment of dividends proposed or declared before the financial report was authorised for use but not recognised as a distribution to equity holders during the period	-	-
Net franking credits available	211,487	242,179

Note 23. Earnings Per Share

(a) Profit attributable to the ordinary equity holders of the company used in calculating earnings per share	126,809	5,222
	Number	Number
(b) Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	2,298,386	2,298,386

Note 24. Events Occurring After the Balance Sheet Date

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

Notes to the financial statements (continued)

Note 25. Contingent Liabilities

Estimates of the potential financial effect of contingent liabilities which may become payable are as follows:

The company has entered into an agreement with the Ivanhoe East Primary School to contribute \$200,000 towards the re-development of the Space Centre Educational Community Centre. A total of \$140,000 has been contributed to date via three instalments paid in June 2010, December 2010 and July 2011. The remaining contribution of \$60,000 is payable via the following instalments:

July 2012	\$30,000
July 2013	\$30,000

The payment of the remaining instalments is reliant upon delivery of the following benefits to the company upon completion of the facility:

- The naming rights of two conference rooms in the facility;
- The right to secure a plaque in the foyer acknowledging the significant contribution made by the company to the facility;
- The right to have the company recognised as a major sponsor at all public events, media releases and newsletters; and
- The right for a representative from the company to address parent group meetings at least twice a year to share the **Community Bank®** story.

Note 26. Segment Reporting

The economic entity operates in the service sector where it facilitates **Community Bank®** services in East Ivanhoe and Heidelberg suburbs of Melbourne, Victoria pursuant to a franchise agreement with Bendigo and Adelaide Bank Limited.

Note 27. Registered Office/Principal Place of Business

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

Registered Office	Principal Place of Business
233-235 Lower Heidelberg Road	233-235 Lower Heidelberg Road
Ivanhoe East VIC 3079	Ivanhoe East VIC 3079
	164 Burgundy Street
	Heidelberg VIC 3084

Note 28. Financial Instruments

Net Fair Values

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

Notes to the financial statements (continued)

Note 28. Financial Instruments (continued)

Credit Risk

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

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

Interest Rate Risk

Financial instrument	Floating interest rate		Fixed interest rate maturing in						Non interest bearing		Weighted average effective interest rate	
			1 year or less		Over 1 to 5 years		Over 5 years					
	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 \$	2011 \$	2012 %	2011 %
Financial Assets												
Cash and cash equivalents	161,296	220,728	263,917	230,250	-	-	-	-	400	400	3.82	5.40
Receivables	-	-	-	-	-	-	-	-	174,054	145,807	N/A	N/A
Financial Liabilities												
Borrowings	-	-	769	717	-	-	-	-	-	-	6.94	7.09
Payables	-	-	-	-	-	-	-	-	58,969	193,562	N/A	N/A

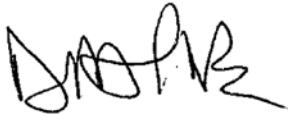
Directors' declaration

In accordance with a resolution of the directors of Heidelberg District Community Enterprise Limited, we state that:

In the opinion of the directors:

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

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



David John Mayne,
Chairman

Signed on the 27th of August 2012.

Independent audit report



Independent auditor's report to the members of Heidelberg District Community Enterprise Limited

Report on the financial report

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

Directors' responsibility for the financial report

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

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These auditing standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

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

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

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

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Independent audit report (continued)

Independence

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

Auditor's opinion on the financial report

In our opinion:

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

Report on the remuneration report

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

Auditor's opinion

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



David Hutchings
Andrew Frewin Stewart
61 Bull Street Bendigo Vic 3550

Dated: 27 August 2012

NSX report

Share information

In accordance with National Stock Exchange of Australia listing rules the company provides the following information current as at 7 September 2012.

There are 60 shareholders holding less than a marketable parcel of shares (\$500 in value).

There are no restricted securities.

All shares on issue are ordinary shares fully paid to \$1. There are no unquoted equity securities. The total number of shareholders is 442.

The following table shows the 11 largest shareholders

Shareholder	Number of shares	Percentage of capital
Valley Maintenance Services	80,000	3.48%
Tessala Pty Ltd Superannuation Fund	35,875	1.56%
Donnelly Super Fund	35,640	1.55%
Berwell Pty Ltd	34,600	1.51%
Exardua Pty Ltd	33,930	1.48%
JL Knorr Pty Ltd	33,000	1.44%
Abraham Khoury	32,075	1.40%
Barlow Financial Services Super Fund	23,000	1.00%
Riadell Pty Ltd	23,000	1.00%
Drivecor Superannuation Fund	22,300	0.97%
Drivecor Pty Ltd	22,300	0.97%
Total	375,720	16.36%

Security register

The security register (share register) is kept at:

Share Data National Share Registry Services

52 Angove Park Drive,
Tea Tree Gully SA 5091

Phone: (08) 8395 2308

Directors' right to subscribe for equity or debt securities

No Director holds any right to subscribe to equity or debt securities of the company.

NSX report (continued)

Comparative table of Performance, Assets and Liabilities

	2012 \$	2011 \$	2010 \$	2009 \$	2008 \$
Revenue	2,131,142	1,928,462	1,503,807	1,155,436	1,125,559
Net profit/(loss)	126,809	5,222	(19,366)	84,834	194,740
Total Assets	2,057,305	2,165,223	2,635,055	1,555,762	1,525,797
Total Liabilities	158,873	278,681	684,783	740,157	763,181
Total Equity	1,898,432	1,886,542	1,950,272	815,605	762,616

Explanatory notes:

1. In September 2009 the company opened its second branch in Heidelberg. \$1,200,000 in share capital was raised to fund this new branch. The opening of the new has had a negative impact on the Net Profit in subsequent years, as any new branch takes time to build its business and become profitable.
2. The 2009 Net Profit was after an Impairment of fixed asset cost of \$99,647.
3. During the 2011 year surplus cash was utilized to repay a loan.

Directors' emoluments

One Director, Evelyn Maree Stagg has elected to waive her right to a fee for her services. Her reason for doing so was her desire that this position of Director be voluntary as a contribution to the local community.

Sponsorships and grants for 2011/12

1st Eaglemont Scout Group	Inner North East Community Radio Inc.
Alphington Bowls Club Inc	Ivanhoe East Basketball Club
Amateur Repertory Company	Ivanhoe East Primary School
ARC Theatre Group	Ivanhoe Netball Club
Banksia Palliative Care Service	Ivanhoe Photographic Society
Banyule Amateur Football Club	Ivanhoe Girls Grammar School
Banyule and Districts Netball Inc	Ivanhoe Bowling Club Inc
Banyule City Council	Ivanhoe Cricket Club
Banyule City Council Art Fair	Latrobe Uni Football Club
Banyule City Council Festival	Life Activities Club Heidelberg
Banyule City Council Volunteer Award	Lower Plenty Dance Group
Banyule Community Health	Macleod Football Club
Banyule Cricket Club	Macleod Netball Club
Banyule Housing Support Group	Old Ivanhoe Grammarians Football Club
Banyule Junior Football Club	Olympic Colts Cricket Club
Banyule Primary School	Open House Christian Involvement Centre
Banyule Support and Information Centre	Our Lady of Mercy College
Catholic Parish of Ivanhoe	Palliative Care Unit Special Purpose Fund
Children's Protection Society	Purely Pensive Productions
City of Heidelberg Bowling Club Inc	Ronald McDonald House
Creativity Australia	Rosanna Bowling Club
Diamond Valley Specialist School	Rosanna Cricket Club
Diamond Valley Superlles Football Club	Rosanna Golf Links Primary School
Eaglemont Tennis Club	Rotary Club of Heidelberg
East Ivanhoe Bowling Club	Somali Australia Council
East Ivanhoe Pre-school	SPX Waterdale Players Inc.
Employment Focus - Battalion Program	St John's Ambulance - Banyule Division
Employment Focus-Mentoring project	St John's Catholic Tennis Club
Fairy Hills Kindergarten Association	St John's Primary School
Heidelberg District Cricket Umpires Assoc	UCA Rosanna Uniting Church
Heidelberg Football Club Inc	Viewbank Pre-school Association
Heidelberg Occasional Childcare Inc	Viewbank Tennis Club
Heidelberg Presbyterian Church	Volunteers of Banyule
Heidelberg Pre-school	Wildlife Victoria
Hope Springs Inc	Youth Foundation 3081

Total \$298,624

Community contributions and shareholder dividends

Community contributions

Financial year	CEF *	Sponsorships	Total	Grants**
2001/04		\$10,000	\$10,000	
2004/05	\$50,000	\$12,330	\$62,330	
2005/06	\$120,000	\$41,450	\$161,450	\$48,050
2006/07	\$100,000	\$30,400	\$130,400	\$70,490
2007/08	\$148,000	\$43,300	\$191,300	\$122,751
2008/09	\$47,000	\$46,580	\$93,580	\$148,142
2009/10	\$75,064	\$97,110	\$172,174	\$113,372
2010/11	\$166,054	\$134,067	\$300,121	\$116,896
2011/12	\$170,000	\$168,566	\$338,566	\$130,058
			\$1,459,921	

* CEF - Community Enterprise Foundation™.

** Grants distributed from contributions to CEF

Shareholder Dividends Paid

	Cents per share	Total distribution
2004/05	5 cents	\$23,651
2005/06	10 cents	\$47,756
2006/07	10 cents	\$47,756
2007/08	13 cents	\$62,083
2008/09	13 cents	\$62,083
2009/10	2 cents	\$45,967
2010/11	3 cents	\$68,952
2011/12	5 cents	\$114,919

Corporate governance statement

Corporate governance statement

The company's Board of Directors and management is committed to supporting the principles of good corporate governance, integrity, protecting shareholder interests and Bendigo and Adelaide Bank's reputation and serving the Heidelberg district community. The company's corporate governance practices and policies have been developed by taking into account applicable requirements in such things as:

- Corporations Act 2001 (Cth)
- National Stock Exchange Listing Rules
- Bendigo and Adelaide Bank's Franchise Agreement
- Australian Standard AS 8000 – Good Corporate Governance

The Board and Board Committees

At the date of this report, the Board consisted of 12 independent non-executive Directors. An independent non-executive Director is a Director that is independent of management and free of any business or other relationship that could materially interfere with the exercise of unfettered and independent judgment. Directors are required to attend all Board meetings unless prevented by other circumstances. To assist the Board in managing the business and achieve its objective of maintaining the highest standards of corporate governance, the Board delegates certain activities to Board Committees. Each of the Board Committees is composed exclusively of Directors. The Board Committees and their major objectives are:

- Audit and Governance Committee - To ensure the accuracy of the company's financial records and to ensure that the company complies with its fiduciary responsibilities
- Business Development Committee - To actively provide business development opportunities for the two branches to promote business growth
- Human Resources Committee - To monitor and maintain all aspects of Board / staff relations
- Marketing and Sponsorship Committee - To promote the company within the community and maximise the effectiveness of the company's investment into sponsorship and marketing activities.
- Properties Committee – To deal with all maintenance issues relating to the properties occupied by the branches, and the investment property occupied by tenants. The Committee is also responsible for liaison with landlords, agents, and tenants.

The Board meets monthly, together with management and Bendigo and Adelaide Bank's regional management, to review the performance of the business, assess its involvement in and support for community activities, review the activities of the Board Committees, monitor compliance with applicable legislation and other obligations, and discuss any other relevant matters. Additional meetings are convened as required to address specific matters. The Board also conducts an annual planning workshop to review the company's strategy and objectives and put in place action plans to achieve these objectives. The Board Committees also meet monthly or bi-monthly to review their respective functions.

Appointment and removal of the executive management of the company is a function of the Board as a whole. Certain powers have been delegated by the Board to executive management to allow the company to carry on its business in the most efficient manner. These delegated authorities are approved by the Board and include certain financial and non-financial matters. Management provides information to the Board in a concise and timely manner to enable the Board to review the operations of the company and make informed decisions and discharge its duties. The Board monitors this information with Bendigo Bank at a minimum monthly, or more frequently if required, and requests more information where necessary.

Corporate governance statement (continued)

The responsibilities of the Board include:

- Preparing the company's strategy and objectives
- Reviewing and approving the budgets and business plans prepared by management and Bendigo and Adelaide Bank.
- Reviewing the performance of the company against objectives
- Liaising with and reporting to Bendigo and Adelaide Bank
- Ensuring that grants and sponsorships are appropriately managed
- Ensuring the effectiveness of the governance of the company
- Ensuring the adequacy of the internal controls, procedures and policies of the company
- Reporting to shareholders and other stakeholders.

The Board has a Code of Conduct and a set of policies and procedures to ensure that high ethical and operational standards are maintained by the Board, management and staff of the company. The Board is also committed to providing its shareholders with appropriate information regarding any matter that may materially affect the operation of the company or more generally considered by the Board to be in shareholders' best interests. The company encourages its shareholders to attend and actively participate in the Annual General Meeting and any Extraordinary General Meetings.

