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Form 388

Corporations Act 2001 **294**, **295**, **298-300**, **307**, **308**, **319**, **321**, **322** Corporations Regulations

Copy of financial statements and reports

Company details		
	Company name	
		ADELAIDE FOOTBALL CLUB LIMITED
	ACN	
		008 101 568
Reason for lodgement	of statement and rep	ports
	A public company lim	nited by guarantee who qualifies under Tier 2
Dates on which financial year ends	Financial year end da	ate 31-10-2018
Auditor's report		
	Were the financial sta	atements audited or reviewed?
		Audited
		sion in the report modified? (The opinion/conclusion in , adverse or disclaimed)
		No
	Does the report conta paragraph?	ain an Emphasis of Matter and/or Other Matter
		No
Details of current audit	or or auditors	
Current auditor	Date of appointment	01-10-2014
	Name of auditor	KPMG
	Address	151 PIRIE STREET ADELAIDE SA 5000

Certification

I certify that the attached documents are a true copy of the original reports required to be lodged under section 319 of the Corporations Act 2001.

Signature

Select the capacity in which you are lodging the form Secretary

I certify that the information in this form is true and complete and that I am lodging these reports as, or on behalf of, the company.

Yes

Authentication

This form has been submitted by

Name Shane SMALLACOMBE

Date 07-03-2019

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Directors' report

For the year ended 31 October 2018

The directors present their report together with the consolidated financial statements of Adelaide Football Club Limited ("parent", "AFC") and its controlled entities ("the Club") for the financial year ended 31 October 2018 and the auditor's report thereon.

1. **Directors**

The directors of the Company at any time during or since the end of the financial year are:

Chapman, Robert

Hazel, James

Ellis, Kate

Fellows, Linda

Fennell, Richard

Foord, Robert + - resigned December 2017

Jameson, Rod

McDowell, Jim

Ricciuto, Mark

For detailed information on directors, please see note 8.

Chief Executive Officer – Fagan, Andrew

Company Secretary - Smallacombe, Shane

2. **Directors' meetings**

The number of directors' meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the Club during the financial year are:

Director	Directors'	' Meetings	Committee	e Meetings
	Α	В	Α	В
Chapman, Robert	11	11	5	6
Hazel, James	8	11	3	3
Ellis, Kate	11	11	4	5
Fellows, Linda	9	11	4	4
Fennell, Richard	9	11	10	10
Foord, Robert	1	1	1	1
Jameson, Rod	11	11	10	10
McDowell, Jim	10	11	4	4
Ricciuto, Mark	11	11	7	7

A - number of meetings attended

B – number of meetings held during the time the director held office during the year

Directors' report (continued)

For the year ended 31 October 2018

Principal activities 3.

The principal activities of the Club during the course of the financial year were the playing and promotion of Australian Rules Football. The Club is a member of the Australian Football League.

In June 2018, the Club acquired the licence to operate the Adelaide Bite Baseball Club. The Adelaide Bite are a participant in the Australian Baseball League. New entities have been incorporated to further grow the Club's footprint in the sporting and entertainment landscape including High School e-League which will operate state-based esports tournaments.

There were no other significant changes in the principal operations of the Club.

4. Objectives and strategies

The Club's primary objective is to deliver consistent finals appearances and ultimately win the AFL Premiership.

Off the field we have identified key objectives to support the success of our Club:

- People and culture: The club will offer a high performance culture, with a key focus on strategic planning, measurement and celebration of achievements.
- Membership: Continue to grow our Club membership and deliver an exceptional sports entertainment experience.
- Marketing: Create a national and international brand.
- Communications: Provide compelling content through enhanced digital and mainstream communication
- Merchandise: Maximise the Adelaide Football Club's national supporter base to increase merchandise revenue.
- Commercial Operations: Deliver sustainable commercial growth through market leading partnerships, diversification of revenue streams and remarkable events.
- Community: Engage genuinely with the community through delivering valued programs.
- Diversification: Diversify the Club's revenue streams through expansion into the broader sports and entertainment industry including esports and baseball.

5. Operating and financial review

The Club generated profit from operating activities for the year ended 31 October 2018 of \$3,828,935 (2017: \$3,432,052). A total comprehensive profit of \$1,506,002 (2017: \$648,715) was generated for the year, after recognising the Club's distributions and contribution to the development of grassroots football in South Australia through the South Australian National Football League ("SANFL").

6. **Events subsequent to reporting date**

No events subsequent to the reporting date have been identified which would have a material effect on the Club's financial statements at 31 October 2018.

Directors' report (continued)

For the year ended 31 October 2018

7. Members' liabilities

The liability of all members is limited in the event of winding up. In the event the AFC is wound up, members must contribute to the AFC's property such monies and other assets necessary to:

- discharge the AFC's debts and liabilities at the date the AFC is wound up and costs, charges and expenses properly incurred in connection with the winding up; and
- adjust the rights of the contributories among themselves.

Notwithstanding, no member need contribute more than an aggregate of 10 cents (\$0.10) to the winding up of the AFC.

As at 31 October 2018, AFC has one voting member (2017: 1 member).

8. **Director information**

ROB CHAPMAN

Appointed 15 December 2006; current term expires February 2019



Current position: Chairman

Current committees: Executive

Nominations

Finance and Audit Football Strategy

AFL Investment Committee

Current directorships: Chairman, Adelaide Airport

Chairman, T-Ports SA

- Chairman, Barossa Infastructure Ltd
- Director, Coopers Brewery Limited
- Director, Radio Rentals Pty Ltd

Previous roles:

- Chairman, South Australia Investment Attraction Advisory Board
- Director, Economic Development Cabinet Council
- Chairman, Bank SA 2012-2014
- Chief Executive Officer, St George Bank 2010 2012
- Managing Director, BankSA 2002 2010
- President, Business SA 2005 2007
- President, Committee of Economic Development of Australia, 2003 -2006

Directors' report (continued)

For the year ended 31 October 2018

8. **Director information (continued)**

JIM HAZEL

Appointed 2 November 2010; current term expires February 2020



Current position: Deputy Chairman

Current committees: Executive

Nominations

Community, Inclusion and Government

Current directorships: Chairman, Precision Group

Director, Bendigo and Adelaide Bank Limited (ASX: BEN)

Director, Rural Bank Limited

Deputy Chairman, Centrex Metals Limited (ASX: CXM)

Chairman, Ingenia Communities Group (ASX: INA)

Director, Coopers Brewery Limited

Council Member, University of South Australia

Trustee, Adelaide Festival Centre Trust

KATE ELLIS

Appointed 5 April 2017; current term expires February 2020



Current position: Director

Current committees: Community, Inclusion and Government (Chair)

Professional Standards and Integrity

Current business interests:

Federal Member for Adelaide

Previous roles:

Former Federal Minister for Sport

LINDA FELLOWS

Appointed 17 September 2015; current term expires February 2020



Current position: Director

Current committees: Professional Standards & Integrity (Chair)

Current business interests:

Assistant Commissioner Human Resources, SA Police

Previous roles:

Assistant Commissioner, Regional Operations Service

Assistant Commissioner (Crime), SA Police

Officer in Charge, Ethical & Professional Standards Branch

Officer in Charge, Drug Investigation Branch

Deputy Member, SA Police Superannuation Board

Directors' report (continued)

For the year ended 31 October 2018

8. **Director information (continued)**

RICHARD FENNELL

Appointed 5 April 2017; current term expires February 2019

interests:



Current position: Director

Current committees: Finance and Audit (Chair)

Current business Executive Consumer Banking, Bendigo and Adelaide Bank

Current directorships: Director, Helpmann Academy

Previous directorships: Director, Australia Cambodia Foundation

Chief Financial Officer, Bendigo & Adelaide Bank

Partner, PricewaterhouseCoopers

BOB FOORD[†]

Appointed 16 December 2010; resigned December 2017



Position: Director

Committees: Executive

> Nominations Sales & Marketing

Crows Children's Foundation

 Chairman, Proud Australia Group Directorships:

Chairman, Quality Training Group

Chairman, Travel Auctions Australia

Director, AllKids Cambodia

Chairman, Eckermann Group Advisory Board

Director, Still Aware

Previous directorships: Chairman, Adelaide Entertainment Centre 2002 - 2015

Director, Hockey SA 2012 – 2014

Chairman, John Fawcett Foundation (Indonesia) 2003 – 2012

Director, Australian Rainforest Foundation 2003 – 2010

Past Board Member SA Travel Agency Licensing Board

Chairman, South Australian Tourism Commission 2004 – 2011

† Vale Bob Foord

Much loved Board Director Bob Foord passed away suddenly in December 2017. He was a greatly respected and generous South Australian who served on Boards in the sporting, tourism and not-for-profit sectors.

Bob was a passionate Crows supporter who made a significant contribution to the Club over a long period.

Directors' report (continued)

For the year ended 31 October 2018

8. **Director information (continued)**

ROD JAMESON

Appointed 26 February 2015; current term expires February 2019



Current position: Director & AFC Life Member

Current committees: Past Players & Officials (Chair)

Finance & Audit

Current business interests:

ABC Radio National AFL Broadcast & SANFL Finals 2000 - current

Craniofacial Australia, Ambassador 2009 - current

Neil Sachse Foundation Ambassador 2009 – current

Area Manager, SA/NT Mobile Distribution, Bendigo Adelaide Bank

Win 5050 Pty Ltd

Previous directorships & business interests:

Business Director, Westpac Sports and Entertainment

Business Director, Childhood Cancer Association

• Football Director, Glenelg Football Club

JIM MCDOWELL

Appointed 5 April 2017; current term expires February 2020



Current position:

Current Committees: Commercial Innovation and Growth (Chair)

Current business interests:

Current directorships

• Chief Executive of the Department of Premier and Cabinet, Government of South Australia

Board Member, Australian Strategic Policy Institute

Governor, St Peter's College Council of Governors

Director, Infrastructure South Australia

Director, Renewal SA

Previous directorships & business interests:

- Chairman, Australian Nuclear Science & technology Organisation
- Chairman, Total Construction Pty Ltd
- Chairman, Australian Defence Accelerator Ltd
- Chairman, Defence CRC for Trusted Autonomous System
- Non-Executive Director, Codan Ltd
- Non-Executive Director, Austal Ltd
- Non-Executive Director, Micro-X
- Member, RAA Board
- Chancellor, University of South Australia

Directors' report (continued)

For the year ended 31 October 2018

8. **Director information (continued)**

MARK RICCIUTO

Appointed 1 July 2014; current term expires February 2019



Current position: Director & AFC Life Member

Current committees: List Management (Chair)

Executive

Football Strategy

Current business interests: Part owner – Alma Tavern, Hackney Hotel

Part owner – Aruma River Resort

Presenter Triple M Breakfast Announcer

Fox Footy Expert Opinion and Special Comments

Ambassador for Adelaide Tools and Peter Kittle Toyota

ANDREW FAGAN

Appointed to the role of Chief Executive Officer 7 October 2014



Current position: Chief Executive Officer

Current committees: Executive

> Nominations Finance and Audit List Management Football Strategy

Commercial Innovation and Growth Community, Inclusion and Government

Previous roles: General Manager – National Teams and Operations, Australian

Rugby Union

Chief Executive Officer, Brumbies Rugby

General Manager, Brumbies Rugby

Program Manager, Australian Sports Commission

SHANE SMALLACOMBE

Appointed to role of Company Secretary August 2014



Current position:

Chief Financial Officer and Corporate Secretary

Current committees: Finance & Audit

List Management

Football Strategy

9. Lead auditor's independence declaration

The Lead auditor's independence declaration is set out on page 10 and forms part of the director's report for the financial year ended 31 October 2018.

This report is made in accordance with a resolution of the directors:

R I Chapman Chairman

Dated at Adelaide this 6th day of February 2019



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Adelaide Football Club Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Adelaide Football Club Limited for the financial year ended 31 October 2018 there have been:

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

KPMG

Paul Cenko Partner

Adelaide

6 February 2019

Consolidated statement of comprehensive income

For the year ended 31 October 2018

In AUD	Note	2018	2017
			F2 F40 00C
Football operations revenue	4	54,622,322	53,519,096
Net merchandise revenue	5	260,121	518,027
Grant revenue	4	300,000	75,000
Other revenue from operations	4	878,470	842,667
		56,060,913	54,954,790
Employee benefit expenses		(30,681,132)	(29,748,189)
Season ticket, membership and sponsorship expense		(12,239,060)	(12,453,519)
Other sporting expenses		(2,166,847)	(2,085,730)
Travel and training expenses		(1,393,943)	(1,156,732)
Administrative expenses		(2,428,049)	(2,895,655)
Marketing and advertising expenses		(1,672,771)	(1,559,036)
Other expenses from ordinary activities		(1,565,353)	(1,482,228)
Net Interest expense	6	(84,823)	(141,649)
Net profit from operating activities	·	3,828,935	3,432,052
Depreciation expense	11	(1,360,377)	(1,331,629)
Unwind of discount on deferred liabilities		(270,291)	(288,042)
SANFL charges:			
SANFL League Fee		(426,202)	(418,666)
Adelaide Oval Underwrite Payments	17	(216,063)	(695,000)
Contribution to Crows Children's Foundation		(50,000)	(50,000)
Net profit for the year	-	1,506,002	648,715
Other comprehensive income	_	<u> </u>	
Total comprehensive profit for the year attributable to members of Adelaide Football Club Limited		1,506,002	648,715

Consolidated statement of financial position

As at 31 October 2018

In AUD	Note	2018	2017
Assets			
Cash and cash equivalents	7	1,502,423	669,238
Trade and other receivables	8	700,634	834,610
Inventories	9	, -	121,042
Prepayments	10	418,099	740,781
Total current assets		2,621,156	2,365,671
Property, plant and equipment	11	21,587,923	22,306,850
Prepayments	10	3,024,875	1,258,000
Total non-current assets		24,612,798	23,564,850
Total Assets		27,233,954	25,930,521
Liabilities			
Trade and other payables	12	4,640,187	5,404,558
Provisions	15	1,238,986	1,105,987
Loans and borrowings	14	1	-
Unearned income	13	6,973,623	4,945,883
Total current liabilities		12,852,797	11,456,428
Trade and other payables	12	5,768,446	6,236,748
Loans and borrowings	14	-	1,212,891
Provisions	15	262,148	179,893
Total non-current liabilities		6,030,594	7,629,532
Total Liabilities		18,883,391	19,085,960
Net Assets		8,350,563	6,844,561
Equity			
Reserves	16	371,617	371,617
Retained earnings		7,978,946	6,472,944
Total Equity		8,350,563	6,844,561

Consolidated statement of changes in equity

For the year ended 31 October 2018

In AUD	Reserves	Retained Earnings	Total Equity
Balance at 1 November 2016	371,617	5,824,229	6,195,846
Total comprehensive profit for the year			
Profit for the year	-	648,715	648,715
Total comprehensive profit for the year	-	648,715	648,715
Balance at 31 October 2017	371,617	6,472,944	6,844,561
Balance at 1 November 2017	371,617	6,472,944	6,844,561
Total comprehensive profit for the year			
Profit for the year	<u> </u>	1,506,002	1,506,002
Total comprehensive profit for the year	<u> </u>	1,506,002	1,506,002
Balance at 31 October 2018	371,617	7,978,946	8,350,563

Consolidated statement of cash flows

For the year ended 31 October 2018

In AUD	Note	2018	2017
Cash flows from operating activities			
Cash receipts from customers		63,102,677	57,662,364
Cash paid to suppliers and employees		(59,598,747)	(55,154,183)
Interest received		2,849	-
Interest paid		(87,672)	(141,649)
Net cash from operating activities		3,419,107	2,366,532
Cash flows from investing activities			
Acquisition of property, plant and equipment		(641,450)	(568,984)
Game Development Grant – SANFL		(731,581)	(710,272)
Net cash used in investing activities		(1,373,032)	(1,279,256)
Cash flows from financing activities			
Repayment of borrowings		(1,212,890)	(753,241)
Net cash used in financing activities		(1,212,890)	(753,241)
Net increase in cash and cash equivalents		833,185	334,035
Cash and cash equivalents at beginning of year		669,238	335,203
Cash and cash equivalents at end of year	7	1,502,423	669,238

Notes to the consolidated financial statements

For the year ended 31 October 2018

1 **Parent entity**

Adelaide Football Club Limited (the Company) is a not-for-profit company limited by guarantee, incorporated and domiciled in Australia. The address of the Company's registered office is 105 West Lakes Boulevard, West Lakes SA 5021. The consolidated financial statements, comprising the Company and its controlled entities (together "the Group"; "the Club") are as at and for the year ended 31 October 2018.

Basis of preparation

Statement of compliance

In the opinion of the directors, the Club is not publicly accountable. The financial statements are Tier 2 general purpose consolidated financial statements which have been prepared in accordance with Australian Accounting Standards - Reduced Disclosure Requirements adopted by the Australian Accounting Standards Board and the Corporations Act 2001. These consolidated financial statements comply with Australian Accounting Standards -Reduced Disclosure Requirements.

The consolidated financial statements were authorised for issue by the Board of Directors on 6 February 2019.

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Adelade Football Club Limited and its controlled entities as at the period end and at any time during the period. Refer to Note 21 for a list of controlled entities.

Controlled entities are those entities over which the Club has the power to govern the financial and operating policies so as to obtain the benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Club controls another entity.

The financial statements of the controlled entities are prepared from the date of of their inception, for the period ended 31 October 2018, using accounting policies consistent with those of the Club. In preparing the consolidated financial statements, all intercompany balances, transactions and unrealised gains and losses resulting from intraclub transactions have been eliminated in full.

Controlled entities are fully consolidated from the date on which control was obtained by the Club and will cease to be consolidated from the date on which control is transferred out of the Club.

(d) Functional and presentation currency

These financial statements are presented in Australian dollars, which is the Club's functional currency.

(e) Use of estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no judgements made by management in the application of Australian Accounting Standards that have a significant effect on the financial report or estimates with a significant risk of material adjustment in the next year.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

Basis of preparation (continued) 2

Going concern (f)

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business.

The Club has a current assets deficiency of \$10,231,641 (2017: \$9,090,757) primarily due to the timing of the membership and season tickets program. Subsequent to year end, membership and season ticket sales have generated additional net cash reserves which have been applied to the seasonal working capital facility with Bendigo and Adelaide Bank.

The Club has a strong relationship with its banker Bendigo and Adelaide Bank, and is in constant communication with regards to ensuring that its finance facilities are adequate to support the working capital requirements of the business.

The Club has prepared a cash flow forecast which supports it being able to pay its debts as and when they fall due.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the Club.

Financial instruments

Non-derivative financial assets

The Club initially recognises loans and receivables and deposits on the date that they are originated.

The Club derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Club is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Club has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Club has the following non-derivative financial assets: loans and receivables.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents and trade and other receivables.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

3 Significant accounting policies (continued)

(a) Financial instruments (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Club in the management of its short-term commitments.

Non-derivative financial liabilities

The Club initially recognises debt securities issued and subordinated liabilities on the date that they are originated.

The Club derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

The Club classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings and trade and other payables.

(iii) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(b) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the following:

- the cost of materials and direct labour;
- any costs directly attributable to bringing the assets to a working condition for the intended use;
- when the Club has an obligation to remove the assets or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

Assets obtained by grant or donation are recorded at the fair value of the future benefits to be derived based on a commercial value assessment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Subsequent costs

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Club. Ongoing repairs and maintenance are expensed as incurred.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

3 Significant accounting policies (continued)

(b) Property, plant and equipment (continued)

(iii) Depreciation

Items of property, plant and equipment are depreciated from the date that they are installed and are ready for use, in respect of internally constructed assets, from the date that the asset is completed and ready for use.

Depreciation is recognised in profit or loss. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. Land is not depreciated.

The estimated depreciation rates for the current and comparative years of significant items of property, plant and equipment are as follows:

•	Plant and equipment	20 – 50%	Straight line
٠	Buildings on leasehold land	1.7 – 20%	Straight line
٠	Buildings	5%	Straight line
٠	Motor vehicles	20%	Diminishing value
٠	Player facilities	2.5%	Straight line

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(c) Inventories

Inventories are measured at the lower of cost and net realisable value. Inventory held for resale is recognised on a average cost basis.

(d) Impairment

Non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Club on terms that the Club would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers, economic conditions that correlate with defaults.

The Club considers evidence of impairment for financial assets measured at amortised cost (loans and receivables) at both a specific asset and collective level. All individually significant receivables are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics.

In assessing collective impairment the Club uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

3 Significant accounting policies (continued)

(d) Impairment (continued)

(ii) Non-financial assets

The carrying amounts of the Club's non-financial assets, other than inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or cash-generating unit is the greater of its fair value less costs to sell and value in use, being the depreciated replacement cost of the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the CGU (or group of CGUs) on a pro rata basis.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(e) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Club has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

Other long-term employee benefits

The Club's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on high quality corporate bonds that have maturity dates approximating the terms of the Club's obligations in which the benefits are expected to be paid.

In 2003 the AFL announced an agreed Player Long Service Leave policy which was ratified by the AFL Players Association and the Industrial Relations Commission. AFL Players will have an annual long service leave entitlement built into the end of season break, based on the number of years service. An AFL Player with greater than 4 years continuous service, but less than 8 years will be entitled to 1 week additional entitlement and a player with greater than 8 years continuous service will be entitled to 2 weeks.

Revenue received in advance

Income received in advance is recognised in line with the terms of specific contracts. Sponsorship income and membership income received in advance is recognised in line with the sponsorship contracts or membership subscription period and the respective service obligations of the Club.

(g) Player acquisition costs

Player acquisition costs are written off in the year they are incurred as uncertainty exists as to the term over which the benefit will be received.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

Significant accounting policies (continued)

(h) Revenue

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all investment in those goods.

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

Sales revenue

Sales revenue from football activities comprises revenue earned from the sales of memberships, corporate marketing, sponsorships, the sale of merchandise, gate receipts and AFL distributions.

AFL distribution and prize money

AFL distribution and prize money income is recognised as it is received.

Membership and match day income

Membership income is recognised throughout the duration of the AFL Home and Away season. Match day income is recognised at the conclusion of each AFL home game.

Sponsorship income

Sponsorship income is recognised in the consolidated statement of comprehensive income in proportion to the stage of completion of the transaction at balance date in accordance with the terms and conditions of the sponsorship contract.

(i) Government grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

Capital grants relating to the construction or acquisition of assets are initially deferred as unearned revenue and are recognised as revenue in the period in which all grant conditions are met and the benefit arising from the asset is realised.

(j) Interest income and interest expenses

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Tax (k)

No income tax is payable as the Club is an exempt sporting organisation in accordance with Section 50-45 of the Income Tax Assessment Act 1997.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

3 Significant accounting policies (continued)

New accounting policies - New standards and interpretations not yet adopted **(I)**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 November 2018, and have not been applied in preparing these financial statements. Those which may be relevant to the Club are set out below. The Club does not plan to adopt these standards early and is assessing the potential impact on its financial statements resulting from the application of the new standards.

AASB 9 Financial Instruments (2014)

AASB 9, approved in December 2014, replaces the existing guidance in AASB 139 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from AASB 139.

AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018.

AASB 15 Revenue from Contracts with Customers

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 Revenue, AASB 111 Construction Contracts and IFRIC 13 Customer Loyalty Programmes.

AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018.

(iii) AASB 16 Leases

AASB 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. AASB 16 substantially carries forward the lessor accounting requirements in AASB 117 Leases.

AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

In AUD	2018	2017
Revenue		
Football operations revenue		
Season ticket sales and AFL membership	21,497,388	21,498,60
Sponsorship and fundraising	18,559,968	17,123,56
AFL sourced revenue	12,676,532	13,142,95
Corporate boxes and reserved seating	1,888,434	1,753,97
	54,622,322	53,519,09
Grant revenue from operations		
Ready Set Crow Program	300,000	75,0
	300,000	75,00
Other revenue from operations		
Sundry income	878,470	842,66
	878,470	842,66
Net merchandise revenue		
Revenue from in-store merchandise sales	758,097	1,342,91
Cost of goods sold	(600,101)	(957,694
	157,996	385,22
Net revenue from match day merchandise sales	59,148	94,49
Net revenue from online merchandise sales	42,977	38,31
	260,121	518,02
Net Interest expense		
Interest income	(2,849)	
Interest on finance facilities	87,672	141,64
	84,823	141,649

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

	In AUD	2018	2017
7	Cash and cash equivalents		
	Bank balances	1,488,367	658,709
	Cash on hand	14,056	10,529
	Cash and cash equivalents in the consolidated statement of cash flows	1,502,423	669,238
8	Trade and other receivables		
	Trade receivables	764,116	922,255
	Provision for impairment of trade receivables	(63,482)	(87,645)
		700,634	834,610
	The movement in the allowance for impairment in respect of receivables during the	he year was as follows:	
	Balance at 1 November	87,645	282,525
	Impairment loss recognised	17,001	57,245
	Amounts written-off	(41,164)	(252,125)
	Balance at 31 October	63,482	87,645
9	Inventories		
	Merchandise (net of provision for obsolescence)		121,042
10	Prepayments		
	Current		
	Prepayments	387,453	722,545
	Prepaid deposits	28,350	18,236
		415,803	740,781
	Non-current		
	Prepayments	3,024,875	1,258,000
	• •	3,024,875	1,258,000
		_	

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

å 7

11 Property, plant and equipment								
In AUD	Land	Buildings on leasehold land	Buildings	Player facility	Plant and equipment	Motor vehicles	Capital work in progress	Total
Cost								
Balance at 1 November 2017	145,455	7,037,136	475,410	20,061,772	5,313,652	198,443	383,001	33,614,869
Additions	1	203,210	1	1	438,240	ı	1	641,450
Transfers	1	,	1	1	33,337	ı	(33,337)	ı
Balance at 31 October 2018	145,455	7,240,346	475,410	20,061,772	5,785,229	198,443	349,664	34,256,319
Accumulated depreciation and impairment losses								
Balance at 1 November 2017	•	2,304,233	227,448	4,014,702	4,639,365	122,271	•	11,308,019
Depreciation for the year	'	259,742	22,624	501,544	560,923	15,544	'	1,360,377
Balance at 31 October 2018	-	2,563,975	250,072	4,516,246	5,200,288	137,815	-	12,668,396
Carrying amounts								
At 31 October 2017	145,455	4,732,903	247,962	16,047,070	674,287	76,172	383,001	22,306,850
At 31 October 2018	145,455	4,676,371	225,338	15,545,526	584,941	60,628	349,664	21,587,923

The Club leases the land on which the Administration Building and Player Facility are situated from the SANFL. This lease is due to expire in 2048. The Club has exclusive rights to certain assets at Adelaide Oval for a period expected to be not less than 60 years (2014 to 2073).

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

	For the year ended 31 October 2016		
	In AUD	2018	2017
12	Trade and other payables		
	Current		
	Trade payables	806,638	1,587,466
	Accrued expenses	2,401,056	2,728,932
	Goods and services tax	708,402	371,080
	SANFL game development grant liability ⁽ⁱ⁾	724,091	717,080
		4,640,187	5,404,558
	Non-current		
	SANFL game development grant liability ⁽ⁱ⁾	5,768,446	6,236,748
	(i) In March 2014, the Club committed to support the development of football in So Development Grant payable to the SANFL over the next 15 years. The liability f recognised at its net present value.	•	
13	Unearned income		
	Current		
	Income received in advance	6,973,623	4,945,883
14	Loans and borrowings		
	Current		
	Commercial bills	1	-
	Non-current		
	Commercial bills	-	1,212,891
	The effective interest rate on short term borrowings was 5.24% (2017: 4.91%).		
	As at 31 October 2018, the Club has a loan facility of \$5,000,000 (2017: \$5,000,000) maturing March 2019.	with Bendigo and Ade	elaide Bank,

15 Provisions

Current

Liability for long service leave	759,626	710,025
Liability for annual leave	479,360	395,962
	1,238,986	1,105,987
Non-current		
Liability for long service leave	262,148	179,893

During the year, the Club recognised \$1,816,726 contribution to defined contribution plans in the profit or loss (2017: \$1,793,400).

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

16 Issued Capital

Share capital

The Parent Company is limited by guarantee. If the Company is wound up, the Articles of Association state that each member is required to contribute any sums unpaid on shares held towards meeting any outstanding obligations of the Company. At 31 October 2018, there is one member (2017: one member).

Nature and purpose of the reserves

Establishment reserves

Establishment reserves represents administration and consultancy costs contributed by the South Australian National Football League in the formation of the Adelaide Football Club.

Capital and leasing commitments

(I) Player and coaching remuneration contracts

The Club negotiates individual contracts of varying length and terms for each of the football players and coaching staff. Certain players are entitled to receive base payments regardless of their level of performance or number of games played, as well as entitlements should player employment contracts be terminated before expiry. Selected coaching staff are also entitled to performance related payments. As contract terms in this regard vary considerably, with some future payments dependent upon number of matches played, level of performance, whether players remain on approved lists and early termination, it is not practical to estimate the total future commitments or contingencies under playing and coaching contracts. However, base contractual commitments are as follows:

In AUD	2018	2017
Payables		
Within one year	17,142,500	15,312,893
One year or later and no later than five years	24,144,400	17,730,000
	41,286,900	33,042,893

(II) Adelaide Oval Underwrite Agreement

In March 2014, the Club entered an agreement with the SANFL to facilitate the relocation of football from AAMI Stadium to Adelaide Oval and to assist the SANFL to repay its debt.

Previously where the Club used Adelaide Oval as its home ground, it paid a fixed amount as an Underwrite Fee. As part of the Adelaide Oval Commercial Review undertaken in the 2018 year, these underwrite payments will cease in 2019.

As the initial term of the Sub-licence Agreement to play football at Adelaide Oval has a term of 20 years, the minimum lease payments are being recognised as an expense on a straight-line basis. The following table summarises the minimum lease payments in the years in which the actual payment is to be made.

At 31 October, the future minimum payments under the club funding deed are non-cancellable, and will be treated as an operating lease, which are payable as follows:

In AUD	2018	2017
Within one year		1,504,000
One year or later and no later than five years	<u>-</u>	2,040,000
More than five years	-	5,610,000
	<u> </u>	9,154,000

During the year, an underwrite expense of \$216,063 operating lease expense was recognised in profit or loss. (2017: \$695,000). As a result of the Adelaide Oval Underwrite Agreement changes noted above, the annual operating lease expense should remain consistent at \$216,063 in 2019 and ongoing. The expense has been fully prepaid and there are no further cash payments to be made.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

Related parties

Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Club and includes the directors and executive management.

Executive management comprises:

A Fagan Chief Executive Officer S Smallacombe Chief Financial Officer Chief Operating Officer N Smart D Johnston Chief Commercial Officer

B Burton Head of Football

I Shuttleworth General Manager, Media & Communications N McArdle General Manager, Strategy & Projects

C Wood General Manager, People, Performance & Culture

The total key management personnel compensation recognised during the year was \$2,934,734 (2017: \$2,623,044).

Transaction with related parties

Transactions between the Club and related parties are on normal commercial terms no more favourable than those available to other external parties.

(I) Directors' transactions

During the year the directors purchased club membership and coterie packages, finals tickets, attended Club functions, made donations and contributed towards fundraising auctions. The terms and conditions of the transactions with the directors and their director related entities were no more favourable than those available, or which might be reasonably expected to be available, on similar transactions to non-director related entities on an arm's length basis.

In AUD	2018	2017
Net (income)/expenses from director related entities including GST:		
Maxxia	-	58,645
Alma Hotel	432	5,000
Port Lincoln Hotel	-	1,061
Hackney Hotel	890	1,591
Bendigo and Adelaide Bank	(245,938)	(131,231)
Rundle Mall Management Authority	-	(15,768)
University of South Australia	(310,762)	9,400
Adelaide Festival Centre	-	(500)
Department of Premier and Cabinet	(300,000)	-

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

18 Related parties (continued)

(II) Australian Football League (AFL)

The AFL became a related party in 2014 when it became the sole voting member of the Company.

The Club entered into the following transactions with the AFL:

In AUD	2018	2017
Distribution to the Club	12,676,532	10,944,941
Net goods and services		
Revenue	2,342,284	3,398,276
Expenses	(3,791,424)	(3,838,334)
Net expense	(1,449,140)	(440,058)
Net receivables/(payables)	(371,148)	(404,508)

19 Subsequent events

No matters subsequent to the reporting date have been identified which would have a material effect on the Club's financial statements at 31 October 2018.

20 Economic dependency

A significant portion of income derived by the Club is received from the Australian Football League.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

21 Group entities

In June 2018, the Club acquired the licence to operate the Adelaide Bite Baseball Club. The Adelaide Bite are a participant in the Australian Baseball League. The Club also incorporated more entities listed below to become operational in 2019.

	Country of incorporation	Ownership interest	
		2018	2017
Parent entity			
Adelaide Football Club Limited	Australia		
Controlled entities			
AFC eSports Pty Ltd	Australia	100%	100%
AFC eSports Trust	Australia	100%	100%
Adelaide Baseball Pty Ltd	Australia	100%	-
Adelaide Baseball Trust	Australia	100%	-
ASE Management Pty Ltd	Australia	100%	-
ASEM Trust	Australia	100%	-
Adelaide Sports & Entertainment Pty Ltd	Australia	100%	-
High School e-League Pty Ltd*	Australia	80%	-

*On 1 August 2018, the AFC eSports Pty Ltd entered into an unincorporated High School E-League partnership arrangement to organise, facilitate, manage and operate eSports competitions for high school aged students. The Group holds an 80% beneficial interest in the partnership and accordingly will fully consolidate the income, expenses, assets and liabilities of the partnership and recognise a 20% non-controlling interest. For the year ended 31 October 2018, the partnership did not conduct any activities material to the results of the Group.

Notes to the consolidated financial statements (continued)

For the year ended 31 October 2018

22 Parent entity disclosures

Adelaide Football Club Limited is the parent entity of the Group for the financial year ended 31 October 2018.

	Pare	Parent	
In AUD	2018	2017	
Profit/(loss) for the year	1,381,983	772,736	
Total comprehensive income/loss attributable to the member	1,381,983	772,736	
Financial position of the parent entity at the year end			
Current assets	5,556,133	3,747,691	
Non-current assets	21,547,064	22,306,851	
Total assets	27,103,197	26,054,542	
Current liabilities	12,722,040	11,456,428	
Non-current liabilities	6,030,594	7,629,532	
Total liabilities	18,752,634	19,085,961	
Equity	8,350,563	6,968,581	

As at 31 October 2018 there were no material or significant legal claims or contingencies against the parent entity (2017: \$nil).

Directors' declaration

In the opinion of the directors of Adelaide Football Club Limited (the Company):

- (a) the Company is not publicly accountable;
- the financial statements and notes that are set out on pages 11 to 30, are in accordance with the Corporations Act 2001, including:
 - giving a true and fair view of the Group's financial position as at 31 October 2018 and of its performance for the financial year ended on that date; and
 - complying with Australian Accounting Standards Reduced Disclosure Regime and the Corporations Regulations 2001; and
- (c) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors.

R I Chapman Chairman

Dated at Adelaide this 6th day of February 2019.



Independent Auditor's Report

To the Members of Adelaide Football Club Limited

Opinion

We have audited the *Financial Report* of Adelaide Football Club Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 31 October 2018 and of its financial performance for the year ended on that date; and
- complying with Australian Accounting Standards - Reduced Disclosure Requirements and the Corporations Regulations 2001.

The Financial Report comprises:

- Consolidated statement of financial position as at 31 October 2018;
- Consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended;
- Notes including a summary of significant accounting policies;
- Directors' Declaration.

The *Group* consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group and Company in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

Other Information

Other Information is financial and non-financial information in Adelaide Football Club Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.



Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with Australian Accounting Standards - Reduced Disclosure Requirements and the Corporations Act 2001.
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true
 and fair view and is free from material misstatement, whether due to fraud or error.
- assessing the Group and Company's ability to continue as a going concern and whether the use of the
 going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related
 to going concern and using the going concern basis of accounting unless they either intend to liquidate
 the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: http://www.auasb.gov.au/auditors responsibilities/ar3.pdf. This description forms part of our Auditor's Report.

KPMG

Paul Cenko Partner

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Adelaide

6 February 2019





