

WINDMILL PRODUCTION COMPANY

ANNUAL REPORT
2023



Windmill
PICTURES

 WINDMILL
THEATRE CO

Acknowledgement of country.

Everywhere Windmill wanders, we walk softly, we speak respectfully, we hold integrity, we collaborate and create while honouring the truth of reconciliation and the true history of this country.

We know that the land on which we create our work is sacred. We know there were many tribal family clans here before us, and we now sit beside them.

We acknowledge the tribal family clans who are known today as the Kurna Nation (Meyunna people).

We respect all Aboriginal and Torres Strait Islander people from across this sacred land known today as Australia.

Windmill holds a vessel of cultural understanding. This vessel symbolises a renewed journey towards the spirit of humanity and the coming together of all generations of the human family. We walk together with the oldest living cultures to guide these ways of understanding.

Written by Karl Winda Telfer

Senior Cultural Custodian Mullawirra Meyunna – the Dry Forest People



Chair's Report.

It's a pleasure to present this report for a landmark year that saw Windmill achieve the highest level of activity in our 21-year history. We began the year with the staging of the incredible *Hans and Gret* by Lally Katz as part of the Adelaide Festival and ended with the delivery of Series 2 of our television show, *Beep and Mort*. In between we presented theatre in Adelaide, toured regionally, nationally and internationally, and screened our first TV series to kids and families in the UK, Canada, the Middle East and North Africa.

With the company more than tripling its average turnover across its theatre and screen projects in 2023, we're extremely proud to have created more artist employment opportunities than ever before, and to have reached our largest ever

audience of children and families experiencing the joy of Windmill's theatrical work worldwide.

This growth is due to the ongoing success of our strategic decision to pursue an ambitious 'convergence' model across stage and screen. As well as producing, staging and extensively touring our original Australian live works, we have expanded the Windmill theatrical universe to the screen through our puppet-based TV show, *Beep and Mort*. With this show selling to multiple platforms worldwide, we have found a way to find kids wherever they are and introduce them to the unique, heart-warming and off-beat original storytelling our company is known for.

The success of our convergence model has driven us to expand our Executive team to include

two Artistic and Executive Director duos working side by side to manage our two unique entities, Windmill Theatre Company and Windmill Pictures. This new management structure allows clear reporting lines for each arm of the business and creates the opportunity to further invigorate the nourishing exchange between stage and screen that has led to our company's exponential growth in recent years. The appointment of Clare Watson as Artistic Director of the theatre company has brought renewed energy and exciting ideas for the stage that might also translate to screen projects. Meanwhile, the company is thrilled to have retained long-serving Artistic Director Rosemary Myers who has moved her focus across to our screen arm.

This is also our first full calendar year as an independent company limited by guarantee, and we are thrilled to be reporting on our annual activities in the following pages.

The Board and team sincerely thank the State and Federal government for their ongoing support of the company and to our many partners and donors listed in the following pages. Thanks also to our industry partners and company friends for your ongoing collegiality and support.

And finally, thank you to our artists for your incredible talents and, as always, so much love and gratitude to our audiences for joining us on the ride.

Richard Harris, Chair



Grug and the Rainbow
A Windmill Theatre Company production
Image: Thomas McCammon

Executive Summary.

2023 was a remarkable year for Windmill Production Company, achieving our highest level of activity, artist employment and audience reach in our 21-year history.

During the period, Windmill's convergence model across stage and screen came to full fruition seeing both our theatre and independently funded screen arm working at capacity.

The year began with *Hans and Gret* by Lally Katz in the Adelaide Festival. This new premiere saw us extend our collaboration with experience design agency Sandpit, to create a highly original interactive work for teenagers and families that exploded the conventional theatrical form through a unique activation of the Queen's Theatre.

In partnership with the City of Charles Sturt, Windmill toured *Grug and the Rainbow* to six metropolitan venues and libraries as a part of the Lit For Life Festival. This pilot initiative provided free tickets to disadvantaged early education and community groups aimed at fostering engagement with the arts to drive early literacy outcomes.

Hiccup toured extensively across 2023 beginning with the restart of our international touring program with a five-city tour of the USA across April and May.

On return to Australia, *Hiccup* set out on one of our largest ever Australian tours performing across New South Wales, Victoria, Tasmania and Western Australia.

In between NSW and WA, *Hiccup* returned home to Adelaide as

we presented a return season of this highly popular show in the Adelaide Festival Centre's Space Theatre.

Alongside *Hiccup's* travels we rounded out our touring program for the year with *Grug and the Rainbow* at Awesome Festival in Perth.

Windmill also delivered an education program that included our longstanding Free Seats initiative which sees us give away up to 15% of all tickets for SA presentations to disadvantaged school students alongside a public workshop program and teacher professional learning opportunities. Additionally, we delivered a major artist in residence program aligned to *Hans and Gret* and a suite of innovative learning resources.

To ensure broad access, we

implemented a comprehensive access and inclusion program, actively working to remove barriers to our work and ensuring that all young people, regardless of their circumstance, can comfortably and safely attend the theatre.

In addition to our core theatre activity, we continued our innovative collaboration as creative partner of the live stage show, *Bluey's Big Play* with Andrew Kay and BBC Studios. In 2023 the show performed an incredible 391 performances to an audience of 715,967 across the USA, Australia and the UK.

Simultaneously, the second series of Windmill Pictures' television show, *Beep and Mort* was fast tracked into production. With a team of 168 artists and crew, Series 2 was produced across 2023 and delivered in

late November. *Beep and Mort* screens on ABC Kids and iview and has sold across the world including to the UK, Canada, the Middle East, North Africa, Qantas Airlines, Google and iTunes.

For the first time, the company expanded its executive leadership through the recruitment of Clare Watson as the theatre company's new Artistic Director and the promotion of Ross McHenry to Executive Director of theatre operations. Rosemary Myers remains in the role of Artistic Director of Windmill Pictures and Kaye Weeks transitioned to Executive Director of Windmill Pictures.

Throughout the period, the company maintained its target financial reserves and the Windmill Board membership remained stable, retaining a high

level of corporate governance across the company's activities.

Significantly, the company saw more than a tripling of its regular turnover due to its expanded activity, resulting in more artist employment opportunities and a significant growth and broadening of audience reach. Windmill employed a record 265 artists, crew and arts workers during the 12-month period and its unique house-style of original, Australian storytelling was experienced by an audience of well over 10 million across Australia and the world.

We are pleased to provide further detail of our activities and the results achieved by the company in the following pages.



Beep and Mort
Behind the scenes - Series 2
Image: Claudio Raschella



”
Finding a well-paced, holistic theatre experience for children under eight is difficult, but Windmill Theatre has created something exceptional.
ARTSHUB - BLUEY'S BIG PLAY

2023 highlights.

741,830 total theatre audiences

552 total theatre performances

10,000,000+ episode views of *Beep and Mort* (Australia only)

265 people employed (excludes *Bluey's Big Play*)

\$9.34m total turnover (excludes *Bluey's Big Play*)

Bluey's Big Play
BBC Studios and Andrew Kay in association with
QPAC's Out of the Box and Windmill Theatre Company.
Image: Darren Thomas

Windmill worldwide.



Beep and Mort (countries screening)



Bluey's Big Play



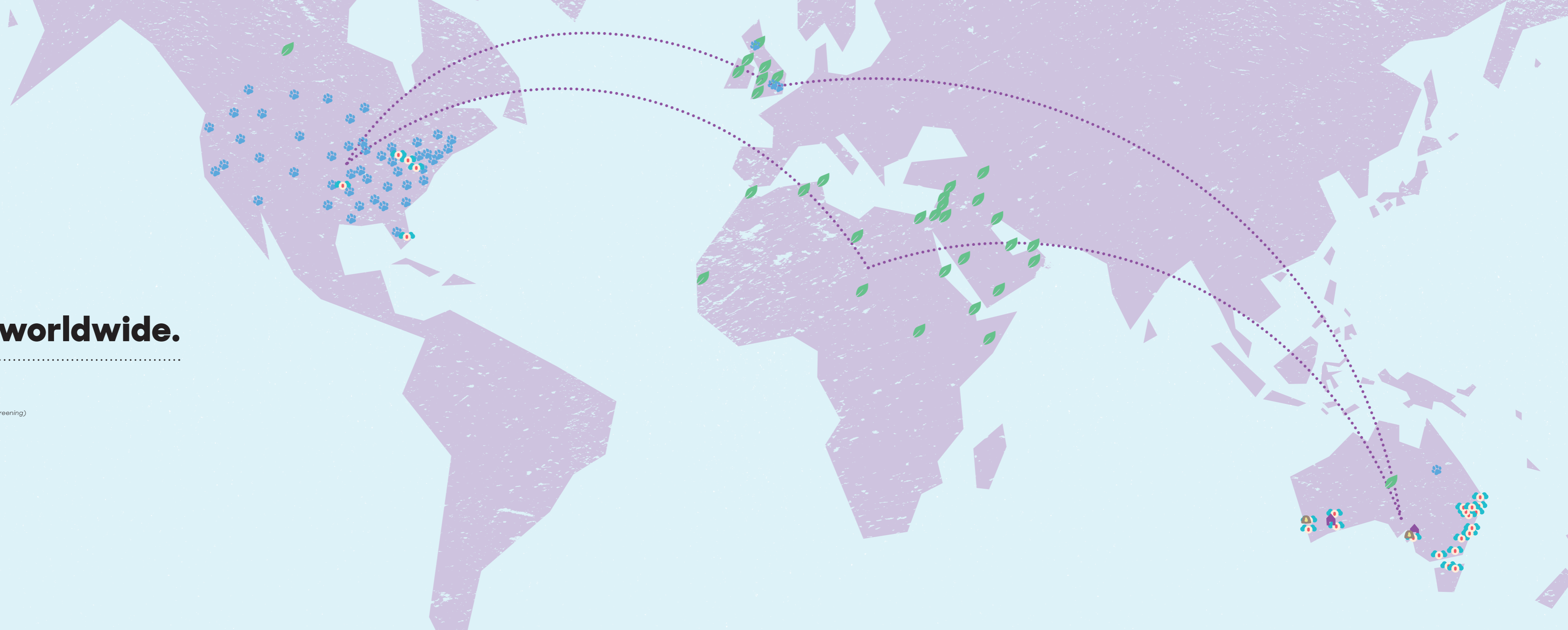
Grug and the Rainbow



Hans and Gret



Hiccup





It's risky stuff, made all the more so by the ingenious use of technology on an individual level... a marvel.

THE ADVERTISER - HANS AND GRET



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Windmill Theatre Company.

2023 was a year of big changes and big achievements for Windmill Theatre Company.

In March we premiered *Hans and Gret*, written by Lally Katz, based on an original concept by Rosemary Myers and directed by new Artistic Director Clare Watson as a part of the Adelaide Festival. Made possible through major collaboration funding from Arts South Australia and funding through the Federal Government's Restart Investment to Sustain and Expand (RISE) Fund, *Hans and Gret* was a co-production between Windmill and experience design and technology development company Sandpit. The show used innovative custom app technology to augment the audiences experience of the work, delivering differentiated narratives for children and

parents and inviting young people to participate in the onstage action. *Hans and Gret's* innovative design and delivery in the Queen's Theatre as a part of the Adelaide Festival resulted in a sold-out school season and highly acclaimed festival premiere success at the box office.

In May, we partnered with the City of Charles Sturt to deliver 13 performances of *Grug and the Rainbow* to outer-metropolitan Adelaide venues and libraries as a part of the inaugural Lit for Life Festival. This new initiative provided free tickets for disadvantaged families and school groups through their local libraries and was designed to encourage early literacy outcomes and engagement with the performing arts and public library service. The tour resulted in a series of sold-

out performances and strong engagement from communities who had not previously attended live performances, delivering strongly on our promise to provide accessible early theatre experiences for South Australian children.

Hiccup toured extensively across the year, beginning with the restart of our international touring program in the USA. In April and May, *Hiccup* toured Fayetteville, McLean, Cleveland, West Palm Beach and the Pittsburgh International Children's Festival, marking our first international engagement since the onset of the pandemic in March 2020. Our return to North American touring reconsolidated our longstanding touring partnership with US-based agents Holden and Arts Associates, re-establishing Windmill as a

leading national exporter of live performance and as a major South Australian arts employer through our touring programs.

On return to Australia, *Hiccup* embarked on one of our most extensive ever regional Australian tours visiting 20 cities across the country. With performances in Wollongong, Wyong, Canberra, Bairnsdale, Devonport, Burnie, Launceston, Geelong, Port Macquarie, Coffs Harbour, Murwillumbah, the Gold Coast, Tamworth, Gunnedah, Narrabri, Armidale, Esperance, Kalgoorlie, Margaret River and Bunbury, the tour was truly national in scope. Our touring programs continue to deliver exceptional performance outcomes to regional centres across Australia, ensuring our reputation as a company for all Australian children and young people.

In between the NSW and WA legs of the *Hiccup* tour, the show returned to Adelaide for a two-week season in the Space Theatre at the Adelaide Festival Centre, delivering a highly successful school holiday season to Adelaide audiences.

In September, *Grug and the Rainbow* visited Awesome Festival in Perth, playing in the Theatre Underground at the WA State Theatre Centre. This presentation further consolidated this important presenter relationship and Windmill's reputation for delivering high quality festival performances with leading partners.

Throughout the year *Sun Runners*, our digital co-production with award-winning WA based company Audioplay, continued to play online on demand including as a part of the



Hans and Gret

A Windmill Theatre Company and Sandpit co-production
Pictured: Dylan Miller, Emily Liu, Tameka Lawlor
Image: Claudio Raschella

Windmill Theatre Company.

schools' program for Adelaide's DreamBIG Festival and through site specific activations at Casula Powerhouse's Way Out West Festival and the Surrey International Children's Festival in Canada.

Across 2023 we continued our relationship as creative partner of the live stage show *Bluey's Big Play* in collaboration with Andrew Kay and BBC Studios. The show performed extensively across the USA, continuing an epic tour that commenced at Madison Square Gardens in November 2022 and continued across the entirety of 2023. Our relationship with *Bluey's Big Play* provided further employment outcomes for South Australian artists and showcased the work of Rosemary Myers and resident designer Jonathon Oxlade on a huge global stage, earning

wide acclaim. In December of 2023 a second touring company commenced a UK tour alongside the US company's ongoing performances. Rosemary Myers travelled to the UK to rehearse and deliver the production's UK premiere which included an extended run at the Southbank Centre's Royal Festival Hall in London. In total, across 2023 *Bluey's Big Play* performed to more than 715,967 people across 391 performances in the US, UK and Australia.

in numbers.

741,830 total audience in 2023

161 venues across Australia, USA and the United Kingdom

715,967 audience members saw *Bluey's Big Play*

25,863 saw an original Windmill Theatre production

97 people employed*

**excludes Bluey's Big Play*

Creative Development.

With the appointment of Artistic Director Clare Watson, we engaged a host of new collaborators to begin development on two major works. In December, the first development of *Moss Piglet*, a new work for children 4-8, commenced in Adelaide with creatives including Gareth Davies, Elena Carapetis, Dylan Miller and Larissa McGowan. *Moss Piglet* will premiere in October 2024 at the Adelaide Festival Centre, Space Theatre.

Work also commenced on the development of the major festival work *Mama Does Derby*, a large-scale, site-specific work co-created by Clare Watson and writer Virginia Gay. We plan to engage local roller derby teams for the premiere season and in each touring location as a community chorus.



Moss Piglet creative development
A Windmill Theatre Company production
Pictured: Dylan Miller, Elena Carapetis
Image: Thomas McCommon



Hans and Gret
A Windmill Theatre Company and Sandpit co-production
Pictured: Tameka Lawlor, Antoine Jelk
Image: Claudio Raschella



Hans and Gret

World premiere season, Adelaide Festival

When Hans and Gret's mum arrives home from a radical health retreat with the years literally shaved off her, their lives are thrown into chaos.

As parents become teenagers again and kids all over their community start disappearing, the pair are led down a seductive forest path that will see them leave everything they know behind.

Part teenage fever-dream, part dystopian nightmare, *Hans and Gret* warps reality to epically reinvent a classic fairytale and turn it into a tripped-out psychological thriller pulsing with danger, betrayal, and dread.

Based on an original concept by Rosemary Myers and written by Lally Katz *Hans and Gret* is an anarchic, knife-edge world premiere that uses immersive audio technology to plunge audiences into a dangerous world of seduction, mind control and candy.

2023 saw a sold out season as part of the Adelaide Festival.

Writer: Lally Katz
Director: Clare Watson
Concept: Rosemary Myers
Designer: Jonathon Oxlade
Composer, Sound Designer, Sound System Designer: Brendan Woithe
Lighting Designer: Richard Vabre
Dramaturg: Sam Haren
Movement Consultant: Larissa McGowan
Cast: Gareth Davies, Dylan Miller, Jo Stone, Jim Smith, Antoine Jelk, Temeka Lawlor, Emily Liu, Chrissie Page, May Sim, Georgia Polischko, Zara Blight, Stella Byrne, Chloe Dowd

World premiere season, Adelaide Festival
Adelaide, Kurna Country (SA)

3 - 12 March



Hiccup
A Windmill Theatre Company production
Pictured: Chiara Gabrielli, Nathan O'Keefe
Image: Thomas McCammon



Hiccup

Adelaide return season, Australia + USA touring

It's a perfect, balmy night in the outback. A sleep-deprived camper, a cheeky quokka and an emu with a penchant for creating wild inventions, awake to discover that a koala has come down with a stubborn and ear-shatteringly loud case of the hiccups.

The three embark on an epic journey through the night that sees them frantically eat, sing and invent their way towards a cure before the sun comes up.

Hiccup is a hilarious rooking musical extravaganza about working together, finding friendship and how to, once and for all, stop the hiccups.

Co-Creator, Writer, Directors: Ellen Steele and Jude Henshall
Designer: Jonathon Oxlade
Composer: Ross McHenry
Lighting Designer: Chris Petridis
Puppet-maker and Consultant: Tamara Rewse
Cast: Lachlan MacLeod, Kidaan Zelleke, Taylor Nobes, Antoine Jelk, Elleni Karagiannidis, Elizabeth Hay, Chiara Gabrielli, Ellen Steele, Anthony Taufau

Australian national tour

Wollongong, Tharawal Country (NSW)
Wyong, Darkinjung Country (NSW)
Canberra, Ngunawal Country (ACT)
East Gippsland, Kurnai Country (VIC)
Burnie, Tommeginne Country (TAS)
Launceston, Tyrrenotepanner Country (TAS)
Narre Warren (VIC)
Geelong, Gulidjan Country (VIC)
Port Macquarie, Biripi Country (NSW)
Coffs Harbour, Gumbainggir Country (NSW)
Murwillumbah, Bundjalung Country (NSW)
Gold Coast, Bundjalung Country (QLD)
Esperance, Wudjari Country (WA)
Bunbury, Wardandi Country (WA)
Davenport, Punnilerpanner Country (TAS)

Tamworth, Kamilaroi Country (NSW)
Gunnedah, Kamilaroi Country (NSW)
Narrabri, Kamilaroi Country (NSW)
Armidale, Anaiwan/Kamilaroi Country (NSW)
Kalgoorlie, Wangkatja Country (WA)
Margaret River, Wadandi Country (WA)

USA touring

Fayetteville, Arizona (USA)
McLean, Virginia (USA)
Cleveland, Ohio (USA)
West Palm Beach, Florida (USA)
Pittsburgh, Pennsylvania (USA)



Bluey's Big Play

Adelaide return season, Australia + USA touring

Wackadoo! *Bluey's Big Play* is a theatrical adaptation of the Emmy® award-winning children's television series. Made for the fans, this is the Heelers in their first live theatre show.

Directed by Rosemary Myers and designed by Jonathon Oxlade, *Bluey's Big Play* sees the global TV phenomenon burst onto the stage. With an original story by *Bluey's* creator Joe Brumm and an original score by Joff Bush, *Bluey's Big Play* was nominated for an Olivier for Best Family Production.

Presented by BBC Studios and Andrew Kay in association with QPAC's Out of the Box and Windmill Theatre Company.

USA touring

Clemmens Performing Arts Centre - Elmira, New York
 Madison Square Garden - New York, New York
 The Kennedy Centre - Washington, District of Columbia
 Hershey Theatre - Hershey, Pennsylvania
 Kimmel Cultural Campus - Philadelphia, Pennsylvania
 ECU Centre for the Arts - Richmond, Kentucky
 The Chicago Theatre - Chicago, Illinois
 Juanita K. Hammons Hall - Springfield, Missouri
 Majestic Theatre - San Antonio, Texas
 Walton Arts Centre - Fayetteville, Arkansas
 Century II Performing Arts Centre - Wichita, Kansas
 Civic Centre - Des Moines, Iowa
 Miller High Life Theatre - Milwaukee, Wisconsin
 BJCC Concert Hall - Birmingham, Alabama
 Heymann Performing Arts Centre - Lafayette, Louisiana
 Texas Trust CU Theatre - Grand Prairie, Texas
 Abraham Chavez Theatre - El Paso, Texas
 Arizona Federal Theatre - Phoenix, Arizona
 Sacramento Memorial Auditorium - Sacramento, California
 Mechanics Bank Theatre - Bakersfield, California
 Golden Gate Theatre - San Francisco, California
 Centennial Hall - Tucson, Arizona
 Dolby Theatre - Los Angeles, California
 Pioneer Centre - Reno, Nevada
 San Jose Centre - San Jose, California
 Arlene Schnitzer Concert Hall - Portland, Oregon
 First Interstate Centre for the Arts - Spokane, Washington

The Paramount Theatre - Seattle, Washington
 Toyota Centre - Kennewick, Washington
 Velma V. Morrison Centre - Boise, Idaho
 The Eccles Theatre - Salt Lake City, Utah
 Fred Kavli Theatre - Thousand Oaks, California
 Segerstrom Centre For The Arts - Costa Mesa, California
 Balboa Theatre - San Diego, California
 Embassy Theatre - Fort Wayne, Indiana
 Auditorium Theatre - Rochester, New York
 Landmark Theatre - Syracuse, New York
 Steven Tanger Center - Greensboro, North Carolina
 Chrysler Hall - Norfolk, Virginia
 Toyota Oakdale Theatre - Wallingford, Connecticut
 The Stanley Theatre - Utica, New York
 The VETS Providence - Providence, Rhode Island
 Proctors Theatre - Schenectady, New York
 Boch Center Wang Theatre - Boston, Massachusetts
 Shea's Performing Arts Center - Buffalo, New York
 Santander Performing Arts Centre - Reading, Pennsylvania
 Fox Theatre - Detroit, Michigan
 Altria Theatre - Richmond, Virginia
 North Charleston Performing Arts Centre - North Charleston, South Carolina
 Straz Centre - Tampa, Florida
 Walt Disney Theatre at Dr. Phillips Centre - Orlando, Florida
 Koger Centre for the Arts - Columbia, South Carolina
 Peace Center - Greenville, South Carolina
 Belk Theater - Charlotte, North Carolina

Columbia County Performing Arts Centre - Georgia
 Fox Theatre - Atlanta, Georgia
 The Long Centre - Austin, Texas
 Carson Centre - Paducah, Kentucky
 Tennessee Performing Arts Centre - Nashville, Tennessee
 Durham Performing Arts Centre - Durham, North Carolina
 Clay Centre - Charleston, West Virginia
 Old National Centre - Indianapolis, Indiana
 River Centre Adler Theatre - Davenport, Iowa
 The Fabulous Fox Theatre - St. Louis, Missouri
 Washington Pavilion - Sioux Falls, South Dakota
 Kauffman Centre - Kansas City, Missouri
 Moran Theatre - Jacksonville, Florida
 Robinson Centre - Little Rock, Arkansas
 Tulsa Performing Arts Centre - Tulsa, Oklahoma
 Broward Centre - Ft. Lauderdale, Florida
 Saenger Theatre - Pensacola, Florida
 Brown Theatre, Wortham Centre - Houston, Texas
 KeyBank State Theatre - Cleveland, Ohio
 Overture Centre for The Arts - Madison, Wisconsin
 Lyric Opera House - Baltimore, Maryland
 Saenger Theatre - New Orleans, Louisiana

Bluey's Big Play
 BBC Studios and Andrew Kay in association with
 QPAC's Out of the Box and Windmill Theatre Company.
 Image: Darren Thomas



Grug and the Rainbow

South Australian metropolitan tour

After a rainy day, Grug heads outside to see a beautiful rainbow striped across the sky. He tries to sneak up on it, climbing hills and mountains in an attempt to reach it... but it's always just out of his grasp.

In a magical adaptation of Ted Prior's beloved picture books, *Grug and the Rainbow* sees our grassy little friend embark on an epic adventure to bask in the colours of the illusive rainbow.

Presented by Libraries SA with funding support of the Libraries Board of South Australia and the Government of South Australia.

Director: Sam Haren
Designer: Jonathon Oxlade
Composer: DJ TR!P
Lighting Designer: Chris Petridis
Puppet Maker: Tamara Rewse
Remount Director: Ellen Steele
Cast: Kidaan Zelleke, Elleni Karagiannidis Antoine Jelk

Various metropolitan libraries across South Australia, Kurna Country.
3 - 16 May 2023

Awesome International Arts Festival
 Perth, Whadjuk Nyoongar Country (WA)
23 - 30 September 2023

Grug and the Rainbow
 A Windmill Theatre Company production
 Pictured: Kidaan Zelleke, Elleni Karagiannidis Antoine Jelk
 Image: Thomas McCammon



Education Program.

In 2023, Windmill delivered an innovative and diverse education program that provided meaningful arts education experiences to children and young people.

As part of our South Australian schools' program, we presented 29 dedicated schools performances to a total audience of 3,521 students across seasons of *Hans and Gret*, *Hiccup* and *Grug and the Rainbow*. All performances were delivered with dedicated curriculum-aligned digital learning resources created by expert performing arts educators.

In support of the premiere of *Hans and Gret*, an artist-in-residence project took place that engaged Wirreanda and Woodville High Schools. Working with director Corey McMahon, each school developed,

rehearsed and premiered their own original production of *Hansel and Gretel* resulting in a major performance and assessment outcome for each school supported by creatives from *Hans and Gret*, and the Windmill production team.

In 2023 Windmill provided public art workshops as a part of our school holiday season of *Hiccup* as well school workshops delivered in partnership with the Adelaide Zoo and the Adelaide Festival's Create4Adelaide initiative. The Create4Adelaide workshops resulted in a public presentation outcome as part of the 2024 Adelaide Festival.

Windmill also ran professional development workshops for teachers in partnership with Outreach Education and the Step Outside the Classroom program.

Throughout the year our access and inclusion program provided a range of services to ensure that young people could safely attend our works without barriers. Access was a fundamental consideration throughout the development process of *Hans and Gret*. To ensure best practice, we engaged Access2Arts to consult on the creative development of the world premiere season. Access2Arts provided guidance on the implementation of the show's technical and audience participation elements and general audience experience for young people with access needs. Auslan and audio description services were also provided for all seasons in SA, as well as accessible website and booking pathways.



in numbers.

3,521 students attended a Windmill production in South Australia

70 schools attended a Windmill production

38 teachers participated in professional development workshops

26% tickets were given away free of charge to disadvantaged schools as part of our Free Seats Program

12,637 engagements on Windmill's digital education resources



Windmill Pictures.

2023 was a pivotal year for Windmill's screen initiative with both Rosemary Myers and Kaye Weeks transitioning from the company's theatre arm into the respective roles of Artistic Director and Executive Director of Windmill Pictures.

Windmill Pictures' screen project for 2023 was *Beep and Mort* Series 2, commissioned by ABC Kids and supported by Screen Australia, the South Australian Film Corporation and distributed by ABC Commercial.

Having delivered *Beep and Mort* Series 1 in October of 2022 the Windmill Pictures team continued to assist the ABC with the promotion of the program through ABC Kids and iView as well as selling it internationally with ABC Commercial.

Simultaneously, *Beep and Mort* Series 2 was fast-tracked and, over the course of 2023, went through pre-production, production, post-production and delivery for broadcast on the ABC in late November. Across the two series there are now 40 x 11-minute episodes or 20 x 22-minute (commercial half hours).

Series 2 employed a total of 168 artists and crew across the production with a combination of expertise from both television and theatre industries.

in numbers.

10,000,000+ episodes views

(Australia only)

168 people employed

\$6.4m spend for *Beep and Mort*

20 new episodes premiered on ABC Kids and ABC iView

2 awards

5 new international partners

International Sales.

Series & Episodes	Partner	Territory	Term
S1, E11	Stellar (Qantas)	Australia	01/09/2023 – 29/02/2024
S1, E15	Stellar (Qantas)	Australia	01/04/2024 – 30/09/2024
S1, 18 episodes (excl Ep 8, 12)	belN NEO	MENA (Algeria, Bahrain, Chad, Djibouti, Egypt, Iran, Iraq, Jordan, The Kingdom of Saudi Arabia, Kuwait, Lebanon, Libya, Mauritania, Morocco, Oman, Qatar, Somalia, South Sudan, Sudan, Syria, Tunisia, United Arab Emirates, Yemen, West Bank, Gaza Strip and geographical area under Palestinian governance.)	01/01/2024 – 31/12/2027
S1	Sky UK	England, Scotland, Wales, Northern Ireland, Republic of Ireland, Channel Islands, Isle of Man, Gibraltar and British Forces Overseas Bases.	12/02/2023 – 11/02/2026
S2	Sky UK	England, Scotland, Wales, Northern Ireland, Republic of Ireland, Channel Islands, Isle of Man, Gibraltar and British Forces Overseas Bases.	01/03/2024 – 28/02/2027
S1 + S2	DHX TV (Wildbrain TV)	Canada	S1: 01/09/2023 – 31/08/2026 S2: 01/03/2024 – 28/02/2027
S1 (10 episodes)	Google iTunes	Australia	Ongoing



NPAPF Priority KPIs.

Priority 01. Address diversity areas outlined in the Partnership Framework (33.iv) with particular reference to artists, key creatives, programming and audiences.

Mechanism	Measure	Target	Outcome
Policy development	Development and implementation of whole-of-organisation diversity policy	Develop Diversity Action Plan Develop First Nations engagement strategy	Achieved
Commissioning	Number of new commissions led by artists from diverse backgrounds	1 new work (touring)	Achieved
Casting	Percentage of casting that meets one or of more of Windmill's diversity categories; CALD, Disability, First Nations, LGBTQIA+ or Under 35	25% of casting meets one or more diversity categories	Achieved
Audience development	Percentage of student audiences from disadvantaged schools	15% of total SA school show tickets given away free to disadvantaged students	Achieved

Priority 02. Commission, develop and present new Australian work that reflects contemporary Australia.

Mechanism	Measure	Target	Outcome
Programming	Percentage of new Australian works in season	100%	Achieved
Innovation	Number of projects that explore new stories and innovative new modes of storytelling	1	Achieved
Research and development	Research new artists, creative partners and dynamic ideas for Windmill program	1 new artist, partner or dynamic idea explored for Windmill program	Achieved
Creative development	Number of shows in creative development over 2-3 year cycles	1 new creative development	Achieved

Priority 03: Build capacity in the South Australian theatre sector. Develop partnerships and collaborations. Work nationally with other organisations to present works for young audiences and families and broaden audience engagement. Demonstrate leadership on sector specific concerns.

Mechanism	Measure	Target	Outcome
Artist employment	Number of artists and arts workers contracted to deliver Windmill seasons, tours and screen projects	Minimum 80 artists per year	Achieved
Partnerships	Number of collaborations with other state and national cultural organisations including festivals, venues and companies	10	Achieved
Industry support	Number of South Australian independent productions or artists supported by Windmill staff and/or infrastructure	2	Achieved
Industry leadership	Number of initiatives that demonstrate leadership in; new artistic forms, collaborative models, national or international market development or special projects	1	Achieved

NPAPF Priority KPIs.

Priority 04. Improve access and participation in the arts through touring and presenting work nationally, to regional and remote communities and internationally.

Mechanism	Measure	Target	Outcome
National touring	Number of national tours including to regional and remote communities	2	Achieved
International market development and re-opening (following COVID)	Number of engagements with international partners including; showcasing of digital content, participation in digital market-place events, maintenance of stakeholder relationships and touring	2	Achieved
Audience development	Global audience numbers for Windmill Theatre Company and Windmill Pictures	Minimum 80,000 per annum	Achieved
Screen convergence model	Number of major film or television projects created in partnership with screen entities to leverage original content from Windmill stage productions	1	Achieved

Priority 05. Provide creative opportunities for South Australian children, through touring works to schools and delivery of education programs.

Mechanism	Measure	Target	Outcome
SA regional touring	Number of SA regional venues visited	0	-
Education projects	Number of digital, physical or location specific arts projects that allow young people to interact with Windmill productions	1	Achieved
Deep engagement with disadvantaged schools	Number of bespoke arts education projects or unique artist engagement projects for disadvantaged schools	1	Achieved
Education resources or training	Number of education resources or teacher training opportunities delivered by Windmill	2	Achieved



Beep and Mort Series 2
Pictured: Mort, Beep
Image: Claudio Raschella

Board, staff and creatives.

Board

Richard Harris (Chair)
Ruth Ambler (Deputy Chair)
Rosey Batt
Deonne Smith
Chris Stewart
Luke Culhane
Sophie Doyle (until July 2023)

Windmill Theatre Company

Clare Watson, Artistic Director
Ross McHenry, Executive Director
Emma Biglands, Business Manager
Alex Hayley, Production Manager
Abigail Heuer, Production Coordinator & Stage Manager
Jana Drummond, Producer
Anthony Nocera, Marketing & Communications Manager
Sarah Pledge, Development & Marketing Executive
Gemma Winter Harris, Administration & Finance Officer

Windmill Pictures

Rosemary Myers, Artistic Director
Kaye Weeks, Executive Director & Producer
Madison Thomas, Associate Producer

Key Creatives

Aaron Gully
Amanda Blair
Anna Steen
Anthony Taufan
Antoine Jelk
Ashton Malcolm
Brendan Woithe
Chiara Gabrielli
Chris Edser
Chrissie Page
Chris Petridis
Chloe Dowd
Clare Watson
Cleland Jones
Corey McMahon
Dylan Miller
Elena Carapetis
Elizabeth Hay
Ellen Steele
Eleni Karagiannidis
Emily Liu
Ezra Juanta
Fleur Elise Noble

Gareth Davies
Georgia Polischko
Gus Wesson
Harry Covill
Jacob Williams
James Smith
Jethro Francis
Jo Stone
Joe Smith
Jonathon Oxlade
Jude Henshall
Karryn de Cinque
Kidaan Zelleke
Lachlan McLeod
Lally Katz
Larissa McGowan
Mabel McHenry
Mark McKenna
Matt Crook
May Sim
Meg Wilson
Michael Kumnick
Mitchell Butel

Nathan O'Keefe
Orla Eve
Polly Swaine
Poppy Smith
Rachael Maza
Rachel Burke
Richard Vabre
Rory Walker
Sam Haren
Savannah Gunn
Sid Ion
Stella Bryne
Tamara Rewse
Tara McHenry
Taylor Nobes
Temeka Lawlor
Tjarrah Hernstridge
Virginia Gay
Zak Appleby
Zara Blight
Zoe Coelho
Zoë Dunwoodie

Supporters.

A huge thank you to our donors who help us deliver awesome experiences to children, young people and families all over Australia.

An extra special thanks to the Windmill Studio Collective for supporting us in the development and presentation of our new work in 2023, *Hans and Gret*.

Studio Collective

Ronald & Sharie Bannear, Rosey Batt, Helen Black, Joanna Collins AM, Jane Doyle, Michael Farquharson, Rick Frollich (Tynte Flowers), Sue Gredley, Joanne Griffiths, Philip Henschke, Ana and Christopher Koch Foundation Fund, Judy & George Potter, Diane Ranck, Roger & Helen Salkeld, Steve Smith & Kaye Weeks, Chris & Sue Stewart



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Financial statements.

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Beep and Mort Series 2
Pictured: Mort, Pop
Image: Claudio Raschella



Windmill Production Company Limited

ABN 44 621 278 948

AUDITOR'S INDEPENDENCE DECLARATION

We declare that, to the best of our knowledge and belief, there have been no contraventions of any applicable code of professional conduct in relation to the audit of the financial report of Windmill Production Company Limited for the period ended 31 December 2023.

HLB Mann Judd

HLB Mann Judd Audit (SA) Pty Ltd
Chartered Accountants

Adelaide, South Australia
17 April 2024

Jon Colquhoun
Director

hlb.com.au

HLB Mann Judd Audit (SA) Pty. Ltd. ABN: 32 166 337 097

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Windmill Production Company Limited

ABN 17 654 493 213

DIRECTORS' REPORT

The Directors present their report, together with the consolidated financial statements, on Windmill Production Company Limited and its subsidiaries for the financial year ended 31 December 2023.

- Directors**
The following persons were Directors of the company during the whole of the financial year and to the date of this report, unless otherwise stated:
Richard Harris – Chair
Ruth Ambler – Deputy Chair
Rosey Ball
Luke Culhane
Sophie Doyle (resigned April 2023)
Deonne Smith
Chris Stewart
- State of affairs**
The revenue and expenditure of Windmill Production Company during the year under review was significantly higher than average due to the production of the children's television series *Beep and Mort* which occurred during the period. This level of income and expenditure only occurs in years where Windmill Pictures receives funding for screen projects.
The income and expenditure of Windmill Theatre Company was typical for the level of activity across 2023. Despite the higher than average income and expenditure of the group, the company's reserves remain intact and in the opinion of the Directors there are no significant changes to the underlying state of affairs of Windmill Production Company during the year under review.
- Principal activities**
The principal activity of Windmill Production Company Limited during 2023 was producing, presenting, and promoting high quality performing arts and screen productions for children, young people, families and schools. This included the creation of new work, major presentations in festivals and performing arts centres as well as the production and premiere of an original television series.
- Operating results and review of operations for the year**
The result of the company amounts to a surplus of \$251k for the Group and \$75k for Windmill Theatre (2022 surplus: \$1,044k for the Group and \$773k for Windmill Theatre)
The financial statements have been prepared on a going concern basis with continued financial support from the Commonwealth and State Government in the form of recurrent operating grants.
- Significant changes in state of affairs**
There have been no significant changes in state of affairs.
- Events after the reporting date**
The directors do not anticipate any further developments in the operations of the company which affect the results of subsequent years.
No matters or circumstances have arisen since the end of the calendar year which 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 a future financial year.
- Auditor's independence declaration**
The lead auditor's independence declaration in accordance with section 60-40 of the Australian Charities and Not-for-profits Commission Act 2012, for the year ended 31 December 2023 has been received and can be found on page 3 of the financial statements.

This report is made in accordance with a resolution of the Board of Directors of Windmill Production Company Limited.

Signed on behalf of the Board of Directors:

Director - Windmill Production Company Board
Dated this 16th day of April 2024

Windmill Production Company Limited

ABN 17 654 493 213

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
 For the financial year ended 31 December 2023

	Note	2023		2022	
		Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
REVENUE					
Revenues from Government	2.1	2,256	2,223	1,288	1,288
Screen project revenue	2.2	6,424	-	5,737	-
Program revenue	2.3	493	493	246	246
Salary recoveries	2.4	-	383	-	142
Donations	2.5	113	113	7	7
Service fees	2.6	18	110	12	52
Net assets transferred in	1.3	-	-	289	289
Fair value gain on investments in subsidiaries	1.3	-	-	-	151
Other revenue	2.7	40	35	7	7
TOTAL INCOME		9,344	3,357	7,586	2,182
EXPENSES					
Supplies and services	3.1	2,409	1,942	1,022	714
Employee benefits expenses	3.2	1,203	1,203	630	630
Screen project expenses	3.3	5,342	-	4,825	-
Depreciation and amortisation	3.4	139	137	65	65
TOTAL EXPENSES		9,093	3,282	6,542	1,409
NET RESULT BEFORE INCOME TAX		251	75	1,044	773
Income tax expense		-	-	-	-
NET RESULT AFTER INCOME TAX EXPENSE FOR THE YEAR		251	75	1,044	773
Other comprehensive income for the year		-	-	-	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		251	75	1,044	773

Windmill Production Company Limited

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION
 For the financial year ended 31 December 2023

	Note	2023		2022	
		Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Current assets					
Cash and cash equivalents	4.1	1,582	1,144	1,585	1,283
Receivables	4.2	244	272	105	327
Producer Offset Rebate	4.3	1,884	-	1,588	-
Total current assets		3,710	1,416	3,278	1,610
Non-current assets					
Property, plant and equipment	4.4	97	84	73	73
Right-of-use-assets	4.5	484	484	592	592
Total non-current assets		581	568	665	665
Total assets		4,291	1,984	3,943	2,275
Current liabilities					
Payables	5.1	146	68	143	104
Borrowings	5.2	1,781	-	1,358	-
Lease liabilities	5.2	108	108	108	108
Contract liabilities	5.3	328	328	567	567
Employee benefits	5.4	70	70	74	74
Total current liabilities		2,433	573	2,250	853
Non-current liabilities					
Payables	5.1	19	19	17	17
Lease liabilities	5.2	405	405	495	495
Employee benefits	5.4	139	139	137	137
Total non-current liabilities		563	563	649	649
Total liabilities		2,996	1,136	2,899	1,502
Net assets		1,295	848	1,044	773
Equity					
Retained earnings		1,295	848	1,044	773
Total equity		1,295	848	1,044	773

Windmill Production Company Limited

ABN 17 654 493 213

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 For the financial year ended 31 December 2023

	Retained Earnings \$'000	Total Equity \$'000
Group		
Balance at 1 January 2022	-	-
Net result for the year	1,044	1,044
Balance at 31 December 2022	1,044	1,044
WTC		
Balance at 1 January 2022	-	-
Net result for the year	773	773
Balance at 31 December 2022	773	773
	Retained Earnings \$'000	Total Equity \$'000
Group		
Balance at 1 January 2023	1,044	1,044
Net result for the year	251	251
Balance at 31 December 2023	1,295	1,295
WTC		
Balance at 1 January 2023	773	773
Net result for the year	75	75
Balance at 31 December 2023	848	848

Windmill Production Company Limited

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CONSOLIDATED STATEMENT OF CASH FLOWS
 For the financial year ended 31 December 2023

	Note	2023		2022	
		Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Cash flows from operating activities					
Receipts from Government		2,264	2,225	1,561	1,561
Screen project funding		7,200	-	933	-
Program and other receipts		1,172	1,152	320	320
Deposits recovered		-	-	1	1
Interest received		23	13	3	3
GST recovered from ATO		38	38	-	-
Payments for supplies and services		(3,775)	(2,022)	(1,211)	(842)
Employee benefits payments		(1,245)	(1,245)	(532)	(532)
Screen project expenditure		(5,611)	-	(452)	-
Deposits paid		(2)	(2)	-	-
GST paid to the ATO		(317)	(140)	(96)	(126)
Net cash provided by (used in) operating activities		(253)	19	527	385
Cash flows from investing activities					
Purchases of plant and equipment		(56)	(41)	(14)	(14)
Net cash used in investing activities		(56)	(41)	(14)	(14)
Cash flows from financing activities					
Proceeds from borrowings		423	-	-	-
Repayment of right-of-use building leases		(117)	(117)	(43)	(43)
Net cash provided by (used in) financing activities		306	(117)	(43)	(43)
Net change in cash and cash equivalents		(3)	(139)	470	328
Cash and cash equivalents at beginning of period		1,585	1,283	1,115	955
Cash and cash equivalents at end of period	4.1	1,582	1,144	1,585	1,283

Windmill Production Company Limited

ABN 17 654 493 213

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

About Windmill Production Company

Windmill Production Company Limited trading as Windmill Theatre Co (WTC), was established as a company limited by guarantee on 14 October 2021. WTC is a registered charity under the Australian Charities and Not-for-profit Commission and began business operations on 1 July 2022. WTC received the assets, rights and liabilities of the Australian Children's Performing Arts Company (ACPAC) which was dissolved on 30 June 2022 under the Public Corporations (Australian Children's Performing Arts Company) (Dissolution and Revocation) Regulations 2021.

Registered office and principal place of business of Windmill Production Company Limited:

Level 2/39 Light Square
Adelaide College of the Arts
ADELAIDE SA 5000

1.1 Basis of Preparation

The financial statements are general purpose financial statements prepared in compliance with:

- the requirements of the *Australian Charities and Not-for-profits Commission Act 2012 (ACNC Act)*; and
- relevant Australian Accounting Standards applying simplified disclosures.

The financial statements comprise the consolidated financial statements of WTC and the entities it controls. For the purpose of preparing the financial statements, all entities are accounted for as not-for-profit entities.

The financial statements are prepared based on a 12 month reporting period ending on 31 December with the current year (2023) being WTC's first full financial year. The comparative year (2022) was a transitional year of operation and included results from 1 July 2022 to 31 December 2022 (6 months).

The presentation currency used in these financial statements is Australian dollars (\$) and all amounts in these financial statements are stated in Australian dollars unless otherwise noted.

1.2 Principals of Consolidation

Windmill Production Company Limited has a fully owned subsidiary called Windmill Pictures Pty Ltd which is incorporated under the *Corporations Act 2001* and was established to administer the development of screen projects. Windmill Pictures Pty Ltd has three subsidiaries, also incorporated under the *Corporations Act 2001*, which were established to facilitate a specific screen project called *Beep and Mort*.

In the process of reporting as a single economic entity or Group, all transactions and balances internal to the Group have been eliminated in full. The consolidated financial statements include the value of all revenues, expenses, assets, liabilities and equity of Windmill Production Company Limited and the entities that it controls (its subsidiaries). Details of these subsidiaries are disclosed in Note 6.

To meet its funding body requirements and provide appropriate information to the users of the financial statements, the financial results of the parent entity Windmill Production Company Limited are disclosed separately from the Group throughout the financial statements and the accompanying notes. This is for users to obtain a better understanding of the performance of Windmill Production Company Limited during the reporting period.

WTC - refers to all aspects of operation of Windmill Production Company Limited (trading as Windmill Theatre Company) only.

Group - refers to the financial results of Windmill Production Company being WTC together with the financial results of its subsidiaries (refer to Note 6).

1.3 Business combination

On 30 June 2022 the net assets of ACPAC and its subsidiaries transferred to Windmill Production Company Limited as a result of ACPAC's dissolution. The transfer of identifiable assets acquired and liabilities assumed by Windmill Production Company Limited has been recognised as a business combination. The acquisition date is the date of transfer of ACPAC assets, rights and liabilities.

On the transfer of the net assets of ACPAC and its subsidiaries, Windmill Production Company Limited assessed the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, operating and accounting policies and other conditions in existence at the acquisition-date. No consideration was transferred for the net assets of ACPAC and its subsidiaries, resulting in the difference between the consideration and the net assets being recognised as a gain directly in profit or loss of Windmill Production Company Limited on the acquisition-date.

Business combinations are initially accounted for on a provisional basis. Windmill Production Company Limited can retrospectively adjust the provisional amounts recognised and also recognise additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the

Windmill Production Company Limited

ABN 17 654 493 213

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1.3 Business combination (continued)

acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

The disclosures related to gaining control of ACPAC and its subsidiaries on 30 June 2022 are detailed below:

The following ACPAC assets and liabilities were transferred:	
	\$'000
Cash and cash equivalents	955
Receivables	104
Property, plant and equipment	70
Total assets	1,129
Payables	123
Other liabilities	377
Employee benefits	189
Total liabilities	689
Net ACPAC assets transferred	440

The following assets and liabilities of Windmill Pictures Pty Ltd and its subsidiaries were transferred:

Cash and cash equivalents	161
Receivables	26
Film asset	4,373
Total assets	4,560
Borrowings	1,358
Payables	98
Contract liabilities	3,255
Total liabilities	4,711
Net Windmill Pictures Pty Ltd liabilities transferred	(151)

Total net assets (both ACPAC and Windmill Pictures) transferred

289

The net assets transferred to Windmill Production Company Limited is recognised on the Statement of Comprehensive Income.

The net liabilities of Windmill Pictures Pty Ltd and its subsidiaries were transferred directly by the transfer of shareholding of Windmill Pictures Pty Ltd on 30 June 2022. The fair value change in investment has been recognised in the Statement of Comprehensive Income.

There have been no additional business combinations in 2023.

1.4 Summary of significant accounting policies

(a) Revenue and other income

Revenues from Government

Operating grant funds provided by the Department for Education and Creative Australia under the Tripartite Funding Agreement between the State Government, Australian Government and Windmill Production Company Limited are recognised on receipt in accordance with AASB 1058.

Special purpose grants received from Creative Australia and the State Government are recognised at the point in time when the performance obligation is met, in accordance with AASB 15. Prior to this, special purpose grants are recognised in the Statement of Financial Position as a contract liability until the performance obligations are completed. Where no sufficiently specific performance obligation is stipulated, special purpose grants are recognised on receipt under AASB 1058.

Windmill Production Company Limited

ABN 17 654 493 213

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(a) Revenue and other income (continued)

Screen project income

Screen project income is recognised in accordance with AASB 15. Australian Broadcasting Corporation (ABC), Screen Australia (SA) and South Australian Film Corporation (SAFC) provide funding for the development and production of two Windmill Pictures Pty Ltd screen projects which were delivered in October 2022 and November 2023.

Program revenue

Program revenues are recognised in accordance with AASB 15 at the completion of a season (the performance obligation). Presenter fees, box office income and other program recoveries for future productions and productions in progress at reporting date are recognised in the Statement of Financial Position as a contract liability until the production is complete.

Salary recoveries and service fees

Salary recoveries and service fees are recognised in accordance with AASB 15 at the completion of the performance obligation.

Donations

Donations are recognised when the entity obtains control over the funds, which is generally on receipt.

Sundry/miscellaneous income

Sundry revenue from the sale of goods and services is recognised upon the delivery of goods and services to the customer.

Gain on disposal of non-current assets

When a non-current asset is disposed, the gain or loss is calculated by comparing proceeds received with its carrying amount and is taken to the Statement of Comprehensive Income.

(b) Income Tax

Windmill Production Company Limited is exempt from income tax under Division 50 of the Income Tax Assessment Act 1997 and holds a deductible gift recipient status for the "Windmill Production Company Limited Public Fund".

The controlled entities of Windmill Production Company Limited are not tax exempt and any tax expense is recognised on the Statement of Comprehensive Income as the current income tax expense plus deferred income tax expense.

(c) Goods and Services Tax (GST)

Income and expenses are recognised net of GST except when the GST incurred on a purchase of goods and services is not recoverable from the Australian Taxation Office (ATO), in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated inclusive of GST.

Cash flows include GST in the Statement of Cash Flows.

(d) Property, plant and equipment

Plant and equipment with a value equal to or in excess of \$3,000 is capitalised, otherwise it is expensed. Plant and equipment is recorded at fair value. AASB 13 Fair Value Measurement defines fair value as the price that would be received to sell an asset in an orderly transaction between market participants, in the principal or most advantageous market, at the measurement date.

Depreciation and amortisation are calculated on a straight-line basis over the estimated useful life for the following classes of assets:

Class of asset	Useful life
Right-of-use buildings	Lease term
Computer equipment	3 – 5 years
Office equipment	5 – 7 years
Production equipment	5 – 7 years

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the company. Gains and losses between the carrying amount and the disposal proceeds are recognised on the Statement of Comprehensive Income.

Windmill Production Company Limited

ABN 17 654 493 213

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(e) Right-of-use assets

Right-of-use buildings leased by WTC are recorded at cost.

Short-term leases of 12 months or less and low value leases where the underlying asset value is less than \$15,000 are not recognised as right-of-use assets. The associated lease payments are recognised as an expense and are disclosed in note 3.1.

(f) Impairment of assets

Plant and equipment is assessed for indication of impairment at each reporting date. Where there is an indication of impairment, the recoverable amount is estimated. An amount by which the asset's carrying amount exceeds the recoverable amount is recorded as an impairment loss.

There were no indications of impairment of plant and equipment at 31 December 2023.

(g) Cash and cash equivalents

Cash and cash equivalents are measured at nominal values.

(h) Trade and other receivables

Receivables arise in the normal course of selling goods and services. Receivables are normally settled within 30 days after the issue of an invoice or the goods/services have been provided under a contractual arrangement.

Statutory receivables do not arise from contracts with customers. They are recognised and measured similarly to contractual receivables but are not classified as financial instruments for disclosure purposes.

Receivables are non-interest bearing. Receivables are held with the objective of collecting contractual cash flows and they are measured at amortised cost.

(i) Trade and other payables

Payables and accruals are raised for all amounts owing but unpaid. Sundry payables are normally settled within 30 days from the date the invoice is first received. All payables are non-interest bearing. The carrying amount of payables represents fair value due to their short-term nature.

The net amount of GST recoverable from the ATO is included as part of receivables. However, if a net GST payable arises then this amount would be disclosed in this payables note.

Employment on-costs include ReturnToWorkSA levies and superannuation contributions and are settled when the respective employee benefits that they relate to is discharged.

WTC makes contributions to several externally managed superannuation schemes. These contributions are treated as an expense when they occur. There is no liability for payments to beneficiaries as they have been assumed by the respective superannuation schemes. The only liability outstanding at reporting date relates to any contributions due but not yet paid to the superannuation schemes.

(j) Contract Liabilities

Amounts disclosed as contract liabilities are consideration received from presenters, Creative Australia or the Department of the Premier and Cabinet for which revenue is recognised upon completion of the programs.

The program relate to touring programs and productions being held in future financial years.

(k) Employee benefits

Short term employee benefits

Employee benefits accrue as a result of services provided up to the reporting date that remain unpaid. Long-term employee benefits are measured at present value and short-term employee benefits are measured at nominal amounts.

The annual leave liability is expected to be payable within 12 months and is measured at the undiscounted amount expected to be paid.

No provision has been made for sick leave as all sick leave is non-vesting and the average sick leave taken in future years by employees is estimated to be less than the annual entitlement for sick leave.

Long Service Leave – measurement

AASB 119 Employee Benefits contains the calculation methodology for long service leave liability. AASB 119 Employee Benefits requires the use of the yield on long-term Commonwealth Government Bonds as the discount rate in the measurement of the long service leave liability.

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(k) Employee benefits (continued)

The financial effect of the changes in the long-term Commonwealth Government Bond yield in the current year is not material. The impact on future periods is impracticable to estimate. The salary inflation rate is 2.5% for long service leave liability.

Current long service leave reflects the portion of leave expected to be settled in the next 12 months, based on previous experience and known application for leave.

The liability for long service leave is recognised after an employee has completed 5 years of service. This calculation is consistent with WTC's experience of employee retention and leave taken. Details about the measurement of long service leave liability is provided at Note 10.1.

(l) Lease liabilities

A lease liability is recognised at the commencement date of a lease.

(m) Current and Non-Current Classification

Assets and liabilities that are to be sold, consumed or realised as part of the normal 12 month operating cycle have been classified as current assets or current liabilities. All other assets and liabilities are classified as non-current.

(n) Critical Accounting Estimates and Judgments

The Directors make estimates and judgements during the preparation of these financial statements regarding assumptions about current and future events affecting transactions and balances. These estimates and judgements are based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

There are no carrying amounts which are significantly impacted by estimate or judgment.

2 REVENUES

2.1 Revenues from Government

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Department for Education operating grant	1,187	1,187	1,160	1,160
Creative Australia operating grant	517	517	92	92
Creative Australia special purpose grants	245	245	36	36
SA Government special purpose grants	279	274	-	-
Other grants	28	-	-	-
Total Revenues from Government	2,256	2,223	1,288	1,288

\$228,667 in project grants from Creative Australia and \$45,000 in project grants from the State Government were received for program touring activity scheduled to be delivered in 2024. As the performance obligations have not been met, a contract liability is recognised, refer to Note 5.3.

2.2 Screen project revenue

Beep and Morf – season 1	94	-	3,969	-
Beep and Morf – season 1 Producer Offset Rebate	-	-	1,588	-
Beep and Morf – season 2	4,446	-	180	-
Beep and Morf – season 2 Producer Offset Rebate	1,884	-	-	-
Total screen project revenue	6,424	-	5,737	-

Australian Broadcasting Corporation (ABC), Screen Australia (SA) and South Australian Film Corporation (SAFC) provided funding for the development and production of *Beep and Morf* Season 1 and 2 (a Windmill Pictures Pty Ltd screen project). Season 1 was delivered in October 2022 and Season 2 was delivered in November 2023.

The Producer Offset rebate represents 30% of the qualifying spend on each *Beep and Morf* Season. The offset is received on the completion of the final tax return. For Season 1, this was received in May 2023. For Season 2, the rebate is expected to be received by June 2024.

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

2.3 Program revenue

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Box office	116	116	113	113
Presenter fees	303	303	81	81
Partnership fees	70	70	6	6
Other program revenue	4	4	46	46
Total program revenue	493	493	246	246

\$53,875 in presenter and partnership fees was received for program touring activity scheduled to be delivered in 2024. As the performance obligations have not been met, a contract liability is recognised, refer to Note 5.3.

2.4 Salary recoveries

Windmill Pictures Pty Ltd	-	383	-	142
Total salary recoveries	-	383	-	142

WTC employees provided services to subsidiaries and the costs associated with the services were recharged.

2.5 Donations

Individuals	25	25	7	7
Trusts and Foundations	88	88	-	-
Total donations	113	113	7	7

2.6 Service fees

Directing fees	18	-	12	12
Producing fees	-	20	-	10
Administration fees	-	40	-	10
Marketing fees	-	50	-	20
Total service fees	18	110	12	52

In 2023 WTC provided producing, administrative and marketing services to its subsidiary, Windmill Pictures Pty Ltd. These expenses were recharged based on commercial rates for similar services. In addition, in both 2023 and 2022 WTC provided additional directing services to a third party.

2.7 Other revenue

Interest	24	13	3	3
Miscellaneous revenue	4	3	4	4
In-kind sponsorship	12	12	-	-
Cost recoveries	-	7	-	-
Total other revenue	40	35	7	7

3. EXPENSES

3.1 Supplies and services

Artist/contractor expenses	697	619	441	259
Production costs	858	858	171	171
Theatre costs	77	77	62	62
Marketing and publicity expenses	188	128	92	69
Insurance	8	8	14	14
IT and communications	32	32	18	18
Education and program expenses	22	22	16	16
Audit fees	26	16	24	14
Producing and Directing expenses	232	-	13	-
Minor capital expenses	9	8	4	1
Production storage costs (short term lease)	17	-	1	1
Legal fees	11	9	43	14
Travel	67	25	53	10
Professional fees	36	29	31	31
Interest Expense	33	27	11	11
Fees and membership expenses	19	11	5	5
Other sundry expenses	77	73	23	18
Total supplies and services	2,409	1,942	1,022	714

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

3.1 Supplies and services (continued)

In 2023, legal fees paid to Macleay Williams Lawyers and WRP Legal & Advisory totals \$11,000 (2022: \$43,000) and relate to work performed in relation to *Beep and Morf* Season 1 and Season 2 contracts.

Remuneration of Auditor

During the year the following fees were paid or payable for services provided to WTC and its subsidiaries:

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Auditor-General's Department South Australia for ACPAC financial statement audit	-	-	4	4
HLB Mann Judd Pty Ltd for WTC and WPPL financial statement audit	26	16	20	10
Total audit services provided	26	16	24	14

3.2 Employee benefits expenses

Salaries and wages	964	964	494	494
Annual leave and long service leave	105	105	60	60
Employment on-costs – superannuation	114	114	67	67
Employment on-costs - other	20	20	9	69
Total employee benefits expenses	1,203	1,203	630	630

3.3 Screen project expenses

Beep and Morf – Season 1	-	-	4825	-
Beep and Morf – Season 2	5,342	-	-	-
Total screen project expenses	5,342	-	4,825	-

Screen project expenses relate to the direct and indirect costs for the television series *Beep and Morf*. Season 1 costs were initially recognised on the Statement of Financial Position until the date the television series was delivered in October 2022 at which time they were recognised as expenditure on the Statement of Comprehensive Income. Season 2 started production in April 2023 and was delivered in October 2023. All the expenses relating to Season 2 have been recognised as expenditure on the Statement of Comprehensive Income.

3.4 Depreciation and amortisation

Right-of-use asset	108	108	54	54
Computer equipment	7	7	3	3
Office equipment	4	4	2	2
Production equipment	20	18	6	6
Total depreciation and amortisation	139	137	65	65

4. ASSETS

4.1 Cash and cash equivalents

Cash at bank	1,582	1,144	1,585	1,283
Total cash and cash equivalents	1,582	1,144	1,585	1,283

4.2 Receivables

Trade debtors	5	250	86	114
GST input tax receivable	9	9	10	22
Accrued income	218	1	7	189
Deposits paid	4	4	-	-
Prepayments for future productions	1	1	2	2
Other prepayments	7	7	-	-
Total receivables	244	272	105	327

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

4.3 Producer Offset Rebate

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Beep and Morf	1,884	-	1,588	-
Total Producer Offset Rebate	1,884	-	1,588	-

The Producer Offset Rebate represents the 30% of qualifying Australian production expenditure for both Seasons of *Beep and Morf*. The rebate is received on completion of the final tax returns for the production companies. The rebate for Season 1 was received in May 2023. For Season 2, the Producer Offset rebate expected in May 2024.

4.4 Property, plant and equipment

Production equipment				
Production equipment at cost	129	114	73	73
Less accumulated depreciation	(49)	(47)	(28)	(28)
Total production equipment	80	67	45	45

Office equipment

Office equipment at cost	41	41	41	41
Less accumulated depreciation	(34)	(34)	(30)	(30)
Total office equipment	7	7	11	11

Computer equipment

Computer equipment at cost	44	44	44	44
Less accumulated depreciation	(34)	(34)	(27)	(27)
Total computer equipment	10	10	17	17

Total property, plant and equipment	97	84	73	73
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Reconciliation:

		2023			
		Production Equip. \$'000	Office Equip. \$'000	Computer Equip. \$'000	Total \$'000
Carrying amount at beginning of period	Note	45	11	17	73
Acquisitions		55	-	-	55
Depreciation/amortisation	3.4	(20)	(4)	(7)	(31)
Assets written off		-	-	-	-
Carrying amount at end of period		80	7	10	97

WTC

		2023			
		Production Equip. \$'000	Office Equip. \$'000	Computer Equip. \$'000	Total \$'000
Carrying amount at beginning of period	Note	45	11	17	73
Acquisitions		40	-	-	40
Depreciation/amortisation	3.4	(18)	(4)	(7)	(29)
Assets written off		-	-	-	-
Carrying amount at end of period		67	7	10	84

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

4.5 Right-of-use assets

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Right-of-use buildings				
Right-of-use buildings	646	646	646	646
Less accumulated depreciation	(162)	(162)	(54)	(54)
Total right-of-use buildings	484	484	592	592
Reconciliation:				
			2023	
			Modbury Storage \$'000	AC Arts Office \$'000
				Total \$'000
Carrying amount at beginning of period	Note	147	445	592
Acquisitions		-	-	-
Depreciation/amortisation	3.4	(27)	(81)	(108)
Assets written off		-	-	-
Carrying amount at end of period		120	364	484

WTC leases office and rehearsal space at TAFE SA Adelaide College of the Arts, Light Square and a Storage facility at TAFE Tea Tree Gully Campus, Modbury. The lease liabilities relating to the right-of-use assets are disclosed in note 5.2. Expenses related to leases, including depreciation and interest expenses, are disclosed in note 3.

5. LIABILITIES

5.1 Payables

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Current				
Trade creditors	29	6	36	15
Accrued expenses	18	13	3	3
PAYG Payable	49	23	20	20
Audit fee	25	15	20	10
Employment on-costs	10	10	64	56
GST input tax payable	15	-	-	-
Total current payables	146	67	143	104
Non-current				
Employment on-costs	19	19	17	17
Total non-current payables	19	19	17	17
Total payables	165	86	160	121

5.2 Other financial liabilities

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Current				
Borrowings – loan payable to Fulcrum Media	1,781	-	1,358	-
Lease liability	108	108	108	108
Total other current financial liabilities	1,889	108	1,466	108
Non-current				
Lease liability	405	405	495	495
Total non-current other financial liabilities	405	405	495	495
Total other financial liabilities	2,294	513	1,961	603

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

5.2 Other financial liabilities (continued)

Lease liabilities

WTC lease agreements were entered into from 1 July 2022 with TAFE SA for office and storage rental.

Borrowings

In July 2021, Beep and Mort Pty Ltd (borrower) entered into a loan agreement ("Producer Offset Loan Facility Agreement"). This loan was entered into to provide cash flow for the production of the TV series, *Beep and Mort*, whilst awaiting receipt of the Australian Taxation Office's Producer Offset tax rebate. The total drawdown in the period prior to 1 July 2022 was \$1,357,672, and the facility has a variable interest rate equal to the base rate plus 4.25% per annum. The loan was repaid in full in May 2023.

In February 2023, Beep and Mort S2 Pty Ltd (borrower) entered into a loan agreement ("Producer Offset Loan Facility Agreement"). This loan was entered into to provide cash flow for the production of Season 2 of the TV series, *Beep and Mort*, whilst awaiting receipt of the Australian Taxation Office's Producer Offset tax rebate. The total drawdown in the period was \$1,781,112, and the facility has a variable interest rate equal to the base rate plus 4% per annum. The loan will be repaid on lodgement of the final tax return and receipt of the Producer Offset from the ATO. It is expected this will be by June 2024.

5.3 Contract liabilities

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Commonwealth and State Government Presenter and partnership fees	274	274	489	489
Total other liabilities	328	328	567	567

5.4 Employee benefits

	2023		2022	
	Group \$'000	WTC \$'000	Group \$'000	WTC \$'000
Current				
Annual leave	70	70	74	74
Total current employee benefits	70	70	74	74
Non-current				
Long service leave	139	139	137	137
Total non-current employee benefits	139	139	137	137
Total employee benefits	209	209	211	211

6. Subsidiaries

The consolidated financial statements for the period ending 31 December 2023 incorporates the results and the assets and liabilities of the following controlled entities in accordance with the accounting policy described in Note 1.2. WTC and its subsidiaries together are referred to in this financial report as the Group or the Consolidated entity.

Subsidiaries are fully consolidated from the date on which WTC gains control and are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between members of the Consolidated entity are eliminated.

Controlled Entity	Holding	
	2023 %	2022 %
Windmill Pictures Pty Ltd	100	100
Mollyvale Holdings Pty Ltd	100	100
Beep and Mort Pty Ltd *	-	52
Beep and Mort S2 Pty Ltd	52	52

* Company was de-registered and wound up in December 2023.

Windmill Production Company Limited

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

6. Subsidiaries (continued)

Controlled Entity	Principle Activities
Windmill Pictures Pty Ltd	Facilitates the development of original and stage-to-screen adaptations of Windmill's productions.
Mollyvale Holdings Pty Ltd	Rights holder of TV series 'Beep and Mort' intellectual property.
Beep and Mort Pty Ltd	The production company or 'maker' of the TV series 'Beep and Mort' Season 1. Facilitates all TV series production income and expenditure. Company was wound up in December 2023.
Beep and Mort S2 Pty Ltd	The production company or 'maker' of the TV series 'Beep and Mort' Season 2. Facilitates all TV series production income and expenditure.

7. Related party transactions

Related parties of WTC include its subsidiaries Windmill Pictures Pty Ltd, Mollyvale Holdings Pty Ltd, Beep and Mort Pty Ltd, Beep and Mort S2 Pty Ltd and all key management personnel and their close family members.

Disclosures relating to key management personnel are set out in Note 8.

Related party transactions between entities in the consolidated group have been eliminated.

8. Key management personnel

Key management personnel include the members of the Board and the Executives of Windmill.

No members of the Board of Directors received remuneration from WTC for their role as Directors during the reporting period ended 31 December 2023 (2022: nil).

Total remuneration (wages, superannuation, paid leave) for key management personnel was \$531k in 2023 (2022: \$227k).

Transactions with key management personnel

During the period 1 January 2023 to 31 December 2023 an additional \$258k (2022: \$21k), was paid to key Windmill Executives in addition to their ordinary remuneration.

No members of the Board of Directors received any other payment during the reporting period ended 31 December 2023 (2022: nil).

9. Unrecognised commitments

There are no commitments for WTC and its controlled entities at 31 December 2023.

10. Contingent assets

WTC is not aware of any contingent assets and liabilities.

11. Events after the end of reporting period

Adjustments are made to amounts recognised in the financial statements, where an event occurs after 31 December and before the date the financial statements are authorised for issue, where those events provide information about conditions that existed at 31 December 2023.

Note disclosure is made about events between 31 December and the date the financial statements are authorised for issue where the events relate to a condition which arose after 31 December and which may have a material impact on the results of subsequent years.

There were no events at the end of the reporting period that have material financial implications on these financial statements.

Windmill Production Company Limited

ABN 17 654 493 213

DIRECTORS' DECLARATION

The Directors of the company declare that:

In the opinion of the Directors of Windmill Production Company Limited:

- the financial statements and notes are in accordance with the *Australian Charities and Not-for-profits Commission Act 2012* and
 - comply with the Australian Accounting Standards - Reduced Disclosure Requirements; and
 - give a true and fair view of the company's financial position as at 31 December 2023 and of the performance for the year ended on that date
- there are reasonable grounds to believe that the company is able to pay its debts as and when they become due and payable.

This declaration is made in accordance with subsection 60.15(2) of the *Australian Charities and Not-for-profit Commission Regulations 2022*.

On behalf of the Board of Directors of Windmill Production Company Limited.



Director - Windmill Production Company Board
Dated this 16th day of April 2024

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the special purpose financial report of Windmill Production Company Ltd ("the Company") which comprises the consolidated statement of financial position for the period ending 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period then ended, and notes to the financial statements, including a summary of material accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with Division 60 of the *Australian Charities and Not-for-profits Commission Act 2012*, including:

- a) giving a true and fair view of the Company's financial position as at 31 December 2023 and of its financial performance and cash flows for the period then ended; and
- b) complying with Australian Accounting Standards – Simplified Disclosures and Division 60 of the *Australian Charities and Not-for-profits Commission Regulation 2022*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibilities of Management and Directors for the Financial Report

Management is responsible for the preparation of the financial report that gives a true and fair view in accordance with the Australian Accounting Standards – Simplified Disclosures and the *Australian Charities and Not-for-profits Commission Act 2012* and for such internal control as management determines is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

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

The Directors are responsible for overseeing the Company's financial reporting process.

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Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

HLB Mann Judd Audit (SA) Pty Ltd
Chartered Accountants

Adelaide, South Australia
17 April 2024

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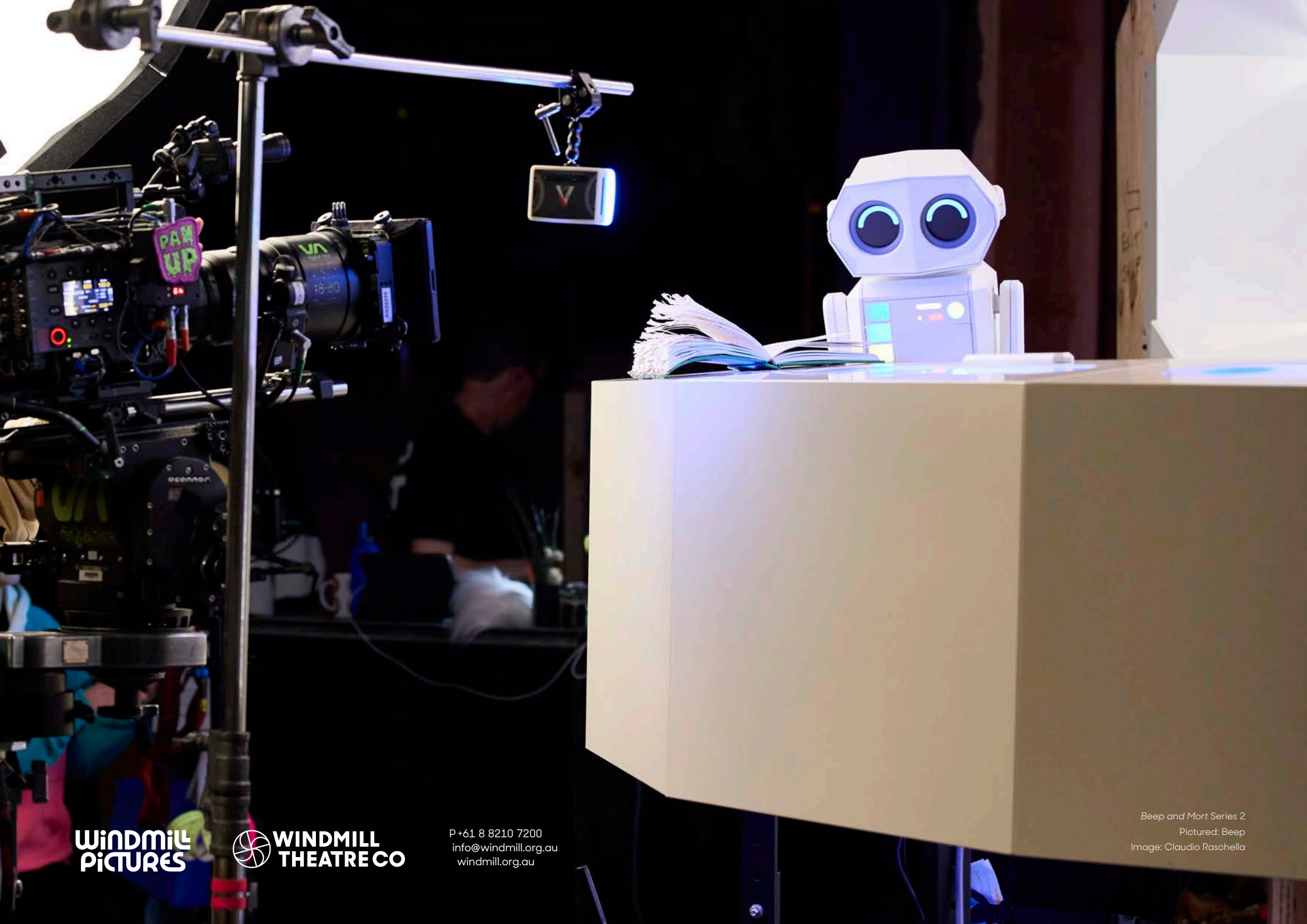
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Jon Colquhoun
Director

The kids were with them every step of the way, singing and clapping along, cheering the triumphs and lamenting the disappointments, and loving every bit.

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PICTURES**

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Beep and Mort Series 2
Pictured: Beep
Image: Claudio Raschella