

**Deloitte.**



**Australian financial reporting  
guide**

12th Edition (October 2022)

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#### IMPORTANT INFORMATION

The information in this document is current as of 28 October 2022. Entities should ensure any developments occurring after this date are appropriately taken into account. This publication is updated on a regular, 'as needed' basis. The latest edition can be found at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).



#### Looking for what's new in financial reporting for a particular reporting period?

As this document is only updated on an 'as needed' basis, it does not contain our summary of new and updated pronouncements and guidance. This analysis is instead included in our *Tier 1 models and reporting considerations* publication, which can be accessed at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

# 1 Introduction

## Welcome to the eleventh edition of our guide to financial reporting in Australia

Financial reporting in Australia is governed through legislation, regulations, accounting standards, professional standards and more.

Australia's continued compliance with International Financial Reporting Standards (IFRS® Accounting Standards) is critical in global capital markets. The Australian Accounting Standards Board also sets accounting standards for various categories of entities, which results in a more comprehensive reporting framework.

The removal of the reporting entity concept for many for-profit entities and the introduction of the Simplified Disclosures framework is one of the more significant changes in the financial reporting landscape in recent years. The new requirements mandatorily applied from an entity's first financial year ending on or after 30 June 2022.

In addition, the global momentum toward a baseline set of sustainability disclosures standards has rapidly accelerated with the formation of the International Sustainability Standards Board (ISSB), which aims to publish its first IFRS Sustainability Disclosure Standards as early as possible in 2023. Over time we anticipate that Australia will align mandatory climate disclosure requirements with major global markets including New Zealand, the United Kingdom and the European Union and that the ISSB standards will become a regulatory requirement.

The interaction of the various financial reporting requirements can be complex and this guide is designed be an adjunct to corporate governance frameworks to assist entities understand and respond to their financial reporting obligations.

In this edition we've made updates to:

- Significantly expand the information on sustainability disclosures (including climate-risk disclosures), including global and Australian developments and the exposure drafts issued by the ISSB
- Include additional guidance on the financial reporting requirements of Australian financial services (AFS) licensees
- Reflect the removal of the grandfathered large proprietary company lodgement exemption
- Incorporate newly issued pronouncements and other guidance, and provide further examples, information and explanation of key requirements.

We trust you continue to find the Guide a useful tool.

October 2022



“This guide is designed to help you navigate the sometimes complex Australian financial reporting framework”

**Alison White**  
**National Leader**  
**Accounting Technical**

# 2 About this guide

This guide provides a comprehensive analysis of the financial reporting framework in Australia, to allow entities to understand and efficiently meet financial reporting obligations

## 2.1 How to use this guide

We have developed this *Australian financial reporting guide* (guide) has been developed to assist in understanding the general financial reporting requirements applying to the majority of entities reporting in Australia under the *Corporations Act 2001*. Set out below is a summary of how to use this guide:



### Step 1. Categorise the entity

Australian financial reporting requirements are driven by the type of the entity. This *guide* is predominantly focused on entities reporting under the *Corporations Act 2001*, which defines various categories of entities, their reporting requirements and their reporting deadlines. More guidance is available in **Section 3 Types and classifications of entities**.



### Step 2. Understand the reporting mandate

In addition to the core requirements of the *Corporations Act 2001*, some entities have additional reporting considerations arising under other mandates such as the ASX Listing Rules, 'general purpose financial statements' requirement arising under the *Tax Administration Act 1953*, constitution requirements, agreements or funding arrangements. More information is available in **Section 4 Reporting mandate**.



### Step 3. Determine which type of financial statements should be prepared

Australia's reporting framework operates using 'Tiers' of general purpose financial statements depending, for for-profit entities, whether they have public accountability. Some entities can also prepare special purpose financial statements. More information can be found in **Section 5 The Australian differential reporting framework**.



### Step 4: Understand the key requirements for financial statements

The layout and composition of the financial statements and notes are governed by various factors, including the *Corporations Act 2001*, Australian Accounting Standards and other regulations. More information can be found in **Section 6 Preparation of annual financial reports** and **Section 7 Preparation of half-year financial reports**.



### Step 5. Consider sustainability disclosures (including climate)

Now more than ever, businesses are committing to greater measurement and reporting on climate and sustainability performance. More information on these how entities can prepare for likely forthcoming requirements is contained in **Section 8 Sustainability disclosures (including climate-risk disclosures)**



### Step 6. Other financial reporting considerations

Having prepared the key financial report, entities may need to consider other reporting obligations including continuous disclosure, concise financial reports, climate related disclosures and relevant financial reporting. More information on these topics is in **Section 9 Other financial reporting considerations**.



### Step 7. Access the relevant model financial statements

Based on the analysis performed, obtain the relevant model financial statements to provide illustrative examples of the presentation and disclosure requirements applicable to the entity. Guidance on choosing the version of the model financial statements to use can be found in **Section 10 Deloitte model financial statements**.

## 2.2 Effective date

Unless otherwise noted, the information in this guide has been updated for developments to and including 28 October 2022.

## 2.3 Abbreviations

The following abbreviations are used in this guide:

Abbreviation	Description
AASB	Australian Accounting Standards Board
ABRS	Australian Business Registry Services
ACN	Australian Company Number
ACNC	Australian Charities and Not-for-profits Commission
ACNC Act	<i>Australian Charities and Not-for-profits Commission Act 2012</i>
ACNC Reg	<i>Australian Charities and Not-for-profits Commission Regulation 2013</i>
AFS licensee	Australian Financial Services license holder
AGM	Annual General Meeting
ARBN	Australian Registered Body Number
ARFN	Australian Registered Fund Number
ASA	Australian Auditing Standard issued by the Auditing and Assurance Standards Board
ASIC	Australian Securities & Investments Commission
ASIC-CI / ASIC-CO	Australian Securities and Investments Commission Corporations Instrument / Class Order issued pursuant to s.341(1) of the <i>Corporations Act 2001</i>
ASIC-RG	Australian Securities and Investments Commission Regulatory Guide
ASX	Australian Securities Exchange
ASX-GN	Australian Securities Exchange Guidance Note
ASX-LR	Australian Securities Exchange Listing Rule
ATO	Australian Tax Office
Australian Accounting Standards	Australian Accounting Standards issued by the Australian Accounting Standards Board
CCIV	Corporate Collective Investment Vehicle
Corporations Act	The <i>Corporations Act 2001</i> (as amended)
Deloitte model financial statements	The various editions of the model financial statements summarised in section 10 of this guide
ED	Exposure Draft issued by the Australian Accounting Standards Board
ESG	Environment, social and governance
GPFS	General purpose financial statements
IASB	International Accounting Standards Board (IASB®)
IFRS Accounting Standards	IFRS® Standards issued by the IASB
IFRS Sustainability Disclosure Standards	IFRS Sustainability Disclosure Standards issued by the International Sustainability Standards Board (ISSB)
Int	Interpretation issued by the Australian Accounting Standards Board
ISSB™	International Sustainability Standards Board
ITAA 1997	<i>Income Tax Assessment Act 1997</i>

Abbreviation	Description
RDR	Financial reporting requirements applying to entities applying Australian Accounting Standards – Reduced Disclosure Requirements in accordance with AASB 1053 <i>Tiers of Australian Accounting Standards</i> as in force prior to annual reporting periods beginning on or after 1 July 2021 (see section 5.7)
Reg	Regulation of the <i>Corporations Regulations 2001</i>
Registrar	The Commissioner of Taxation as Registrar of the Australian Business Registry Services (ABRS)
s.	Section of the <i>Corporations Act 2001</i>
Simplified Disclosures	Financial reporting requirements applying to entities applying Australian Accounting Standards – Simplified Disclosures in accordance with AASB 1053 <i>Tiers of Australian Accounting Standards</i> (see section 5.6)
SPFS	Special purpose financial statements
Tax Administration Act	<i>Tax Administration Act 1953</i>
Tier 1	Financial reporting requirements applying to entities with public accountability and other entities choosing to apply Tier 1 reporting requirements in accordance with AASB 1053 <i>Tiers of Australian Accounting Standards</i> (see section 5.4.2)

# 3 Types and classifications of entities

The different types and classifications of entities defined in and governed by the Corporations Act and ACNC Act influence for example whether or not the entity is required to prepare a financial report and if so whether or not it has to be audited and lodged with ASIC or the ACNC.








This section provides a high-level overview of the following types and classifications of entities:

Topic	What is covered
3.1 Companies	<ul style="list-style-type: none"> <li>Information about the various types of companies that can be registered under the Corporations Act.</li> <li>Details of the classification of proprietary companies and companies limited by guarantee</li> <li>Requirements for foreign companies.</li> </ul>
3.2 Not-for-profit entities	A high-level overview of the regulation of not-for-profit entities under the ACNC Act
3.3 Other types of entities	<p>Other types of entities due to the requirements of the Corporations Act or other requirements, which are relevant for financial reporting purposes, including:</p> <ul style="list-style-type: none"> <li>Disclosing entities</li> <li>Registered schemes</li> <li>Crowd-source funded entities</li> <li>Passport funds</li> <li>Mutual entities</li> <li>Stapled entities</li> <li>Australian Financial Services Licence (AFSL) holders.</li> </ul>
3.4 New Registrar requirements	An introduction to the Commonwealth business registry scheme administered by Australian Business Registry Services (ABRS), including discussion of the requirements for directors of certain companies to have a director identification number (Director ID).

## 3.1 Companies

### 3.1.1 Types of companies

The following types of companies can be registered under the Corporations Act (s.112(1)):

Type of company	Abbreviation (s.149)	Public companies*	Proprietary companies	CCIVs
<b>Limited by shares<sup>1</sup></b> A company formed on the principle of having the liability of its members limited to the amount (if any) unpaid on the shares respectively held by them (s.9).	Ltd or Pty Ltd			
<b>Limited by guarantee<sup>1</sup></b> A company formed on the principle of having the liability of its members limited to the amounts that the members undertake to contribute to the property of the company if it is wound up (s.9).	Ltd		-	-
<b>Unlimited with share capital</b> A company whose members have no limit placed on their liability (s.9) and which is incorporated with a share capital.	Pty <sup>2</sup>			
<b>No liability company<sup>3</sup></b> A company may only register as a no liability company if: <ul style="list-style-type: none"> <li>• The company has a share capital</li> <li>• The company's constitution states that its sole objects are mining purposes (as defined in s.9 of the Corporations Act)</li> <li>• The company has no contractual right under its constitution to recover calls made on its shares from a shareholder who fails to pay them (s.112(2)).</li> </ul>	NL		-	-
<b>Corporate collective investment vehicle<sup>4</sup></b> A company limited by shares, has a sole director that is a public company that holds an Australian financial services licence, and has at least one sub-fund (s.1222).	CCIV			

\* A public company is a company other than a proprietary company or CCIV (s.9) and can be listed or unlisted.

### 3.1.2 Proprietary companies

Companies registered under the Corporations Act as proprietary companies must:

- Be limited by shares or an unlimited company with share capital, which means that companies limited by guarantee and no liability companies cannot be proprietary companies
- Not have more than 50 non-employee shareholders, although shareholders connected with 'CSF offers' (i.e. crowd-sourced funding) do not count for this purpose (s.113(1), (2))
- Except in limited circumstances, not do anything that would require disclosure to investors under Chapter 6D of the Corporations Act, i.e. the fundraising provisions of the Act. However, a proprietary company is permitted to raise funds using a 'CSF offer' (i.e. using crowd-source funding) so long as it meets the necessary requirements of the Corporations Act for such offers (s.113(3)) (see section 3.3.2).

<sup>1</sup> A limited public company must have the word "Limited" (or an abbreviation of it) at the end of its name (with limited exceptions). A limited proprietary company must have the words "Proprietary Limited" at the end of its name (s.148(2), s.149).

<sup>2</sup> An unlimited proprietary company must have the word "Proprietary" (or an acceptable abbreviation of it) at the end of its name (s.148(3), s.149).

<sup>3</sup> A no liability company must have the words "No Liability" (or an abbreviation of it) at the end of its name (s.148(3), s.149).

<sup>4</sup> A corporate collective investment vehicle must have the expression "Corporate Collective Investment Vehicle" (or an acceptable abbreviation of it) at the end of its name (s.1222E, s.1222F, s.148). In addition, each sub-fund of the CCIV must have the name "Sub-fund" (or an acceptable abbreviation, being "SF") at the end of its name (s.1222V(2), s.1222X).



### Classification of proprietary companies for financial years beginning on or after 1 July 2019

The Corporations Act classifies a proprietary company as either a large proprietary company or a small proprietary company by reference to a test based on the amounts of consolidated revenue, consolidated gross assets and employees of the entity. These tests are prescribed in the definition of a large proprietary company and small proprietary company in s.45A(3) and s.45A(2) respectively, and the amounts specified in these definitions may be varied by the Regulations.

The *Corporations Amendment (Proprietary Company Thresholds) Regulations 2019* made in April 2019 amended the thresholds with effect from 1 July 2019. The application of these amendments is stated as applying in relation to the 2019-20 financial year and later financial years.

Accordingly, the amended thresholds apply to **financial years beginning on or after 1 July 2019**. An entity is classified as a large proprietary company or small proprietary company for a financial year if it satisfies at least two of the conditions noted for *Large* or *Small* below respectively<sup>5</sup>:

Condition	Value - Large	Value - Small
<b>Consolidated revenue</b> for the financial year of the company and the entities it controls (if any)	\$50 million or more	Less than \$50 million
Value of the <b>consolidated gross assets</b> at the end of the financial year of the company and the entities it controls	\$25 million or more	Less than \$25 million
Number of <b>employees</b> of the company and the entities it controls at the end of the financial year	100 or more	Less than 100

### Determining amounts for the purposes of classification

Section 45A of the Corporations Act requires that when counting employees, part-time employees be taken into account as an appropriate fraction of a full-time equivalent.

Consolidated revenue and the value of consolidated gross assets are calculated in accordance with the accounting treatment specified by Australian Accounting Standards in force at the relevant time (even if the standards do not otherwise apply to the company). Accordingly, for the purposes of classification, a proprietary company will need to determine the consolidated revenue and consolidated gross assets that would be presented if the entity prepared consolidated financial statements, even though there may be no requirement to prepare consolidated financial statements (see section 6.1.6), or prepare financial statements at all (see sections 4.4.1 and 4.5.1).



**For a discussion on the reporting mandate for large proprietary companies and small proprietary companies, see section 4.4 and section 4.5 respectively.**

### 3.1.3 Small companies limited by guarantee

In terms of s.45B a company is a small company limited by guarantee in a particular financial year if:

- It is a company limited by guarantee for the whole of the financial year
- It is not a deductible gift recipient at any time during the financial year
- Either<sup>6</sup>:
  - Where the company is not required by the Australian Accounting Standards to be included in consolidated financial statements – the revenue of the company for the financial year is less than \$250,000, or

<sup>5</sup> For financial years beginning prior to 1 July 2019, the amounts of each of the values in the table below were halved, i.e. consolidated revenue of \$25 million, consolidated gross assets of \$12.5 million and 50 employees. These are the amounts included in s.45A, but which are amended by Corporations Regulations from 1 July 2019.

<sup>6</sup> Section 45B(2) of the Corporations Act notes that the amounts specified may be varied by the Corporations Regulations. At the time of publishing this document, no specified amounts have been varied by the Regulations.

- Where the company is required by the Australian Accounting Standards to be included in consolidated financial statements – the consolidated revenue of the consolidated entity for the financial year is less than \$250,000
- It is *not* one of the following:
  - A Commonwealth company for the purposes of the *Commonwealth Authorities and Companies Act 1997*
  - A subsidiary of a Commonwealth company for the purposes of that Act
  - A subsidiary of a Commonwealth authority for the purposes of that Act
- It has not been a transferring financial institution of a State or Territory within the meaning of clause 1 of Schedule 4 to the Act (i.e. Corporations Act)
- It is not a company that is permitted to use the expression building society, credit society or credit union under section 66 of the Banking Act 1959 at any time during the financial year.

Section 45B of the Corporations Act requires that revenue and consolidated revenue be calculated in accordance with Australian Accounting Standards in force at the relevant time (even if the standards do not otherwise apply to the company).

### 3.1.4 CCIVs



**The CCIV regulatory framework was introduced into the Corporations Act by the *Corporate Collective Investment Vehicle Framework and Other Measures Act 2022* and is further enabled by a number of regulations and rules. The CCIV regime commenced on 1 July 2022.**

CCIVs are an additional type of company under the Corporations Act used for funds management purposes.

The CCIV regime was introduced to align Australia's regulatory framework with international regimes that are similar in nature and better understood by offshore investors and fund managers. CCIVs operate within a corporate structure and have a legal form of a company limited by shares with most of the powers, rights, duties and characteristics of a company. Many of the features in place for registered schemes (see section 3.3.2) are also in place for CCIVs (e.g. the requirement to have a compliance plan).

A CCIV has the following features:

- It is a company incorporated with share capital, which may be redeemable at the member's option (similar to a member's right to withdraw from a managed investment scheme)
- The CCIV tax framework provides flow-through tax treatment for investors, by leveraging the existing trust taxation framework and the existing attribution flow-through regime
- It has a sole corporate director that is a public company and must hold an Australian financial services licence (see section 3.3.7). It cannot otherwise have any officers or employees
- It may be either retail or wholesale, with differing levels of regulation applied to each classification. A CCIV is a wholesale CCIV unless it has at least one investor that is a 'retail client' (i.e. where securities in the CCIV were issued or transferred to them in circumstances that would have required a Product Disclosure Statements (PDS) under the Corporations Act) in which case it is a retail CCIV
- It has at least one sub-fund, with each sub-fund given an Australian Registered Fund Number (ARFN)
- Shares issued by the CCIV must be referable to a single sub-fund and there is flexibility to issue, redeem or repurchase shares (if permitted by the entity's constitution). Accordingly, the normal provisions of the Corporations Act dealing with the issue and reduction of capital do not apply to CCIVs
- Retail CCIVs must prepare financial reports and directors' reports for each sub-fund of the CCIV.

In preparation for the commencement of the CCIV regime, in March 2022, ASIC released [Consultation Paper CP 360 Corporate collective investment vehicles: Preparing for the commencement of the new regime](#). In late June 2022, ASIC released [Report REP 728 Response to submissions on CP 360 Corporate collective investment vehicles: Preparing for the commencement of the new regime](#), which contains ASIC's responses to issues raised on CP 360. In addition, ASIC updated a number of existing regulatory guides and released a new legislative instrument to support the implementation of CCIV regime. More information can be found in [ASIC Media Release 22-152MR ASIC releases new and update guidance for corporate collective investment vehicles](#).



See section 4.2 for a discussion on the reporting mandate for sub-funds of retail CCIVs.

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### 3.1.5 Foreign companies

In general, a foreign company is a body corporate that is incorporated outside Australia (except for a corporation sole or exempt public authority) or an unincorporated body formed outside Australia (in certain circumstances) (s.9).

A foreign company that carries on business in Australia must be registered under the Corporations Act<sup>7</sup>. For this purpose, s.601CD(2) notes that a foreign entity carries on business in Australia if it offers debentures in Australia or is a guarantor body for debentures offered in Australia and Part 2L.1 of the Corporations Act applies to the debentures. In addition, s.18 to s.22 outline when an entity is carrying on business in Australia or a State or Territory, including:

- Having a place of business in Australia
- Establishing or using a share transfer office or share registration office in Australia
- Administering, managing, or otherwise dealing with, property situated in Australia, or in a State or Territory, as an agent, legal personal representative or trustee, whether by employees or agents or otherwise.

In addition, a number of activities are listed s.21(3) which would not in themselves cause a body corporate to be seen as carrying on business in Australia, e.g. maintaining a bank account, accepting orders outside of Australia and conducting an isolated transaction that is completed within a period of 31 days (not being one of a number of similar transactions repeated from time to time).



See section 9.3 for a discussion on the reporting requirements for foreign companies.

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<sup>7</sup> The interpretation of an entity carrying on a business in Australia is judgemental and would usually involve the input of legal counsel. The summary that follows is for reference purposes only.

## 3.2 Not-for-profit entities

### 3.2.1 Types of not-for-profit entities

Currently, Australian Accounting Standards define a not-for-profit entity as an entity whose principal objective is not the generation of profit<sup>8</sup>. A not-for-profit entity can be a single entity or a group of entities comprising the parent entity and each of the entities that it controls. Generally, a not-for-profit entity is an organisation that does not operate for the profit, personal gain or other benefit of particular people (for example, its members, the people who run it or their friends or relatives). Not-for-profit organisations fall within two broad categories for tax purposes namely charities and other types of not-for-profit organisations.

### 3.2.2 Registration with the ACNC

The ACNC is an independent regulator of charities and not-for-profit entities.

A charity must be registered with the ACNC in order to receive charity tax concessions from the Federal Government, including applying for an income tax exemption, GST concessions and fringe benefits tax rebates or exemptions. Some (but not all) charities are also able to be a deductible gift recipient (DGR) which allows donors to make tax-deductible donations to the charity.

#### What is a charity?

A charity is defined in section 5 of the *Charities Act 2013* as a not-for-profit entity, all of the purposes of which are:

- Charitable purposes that are for the public benefit, or
- Purposes that are incidental or ancillary to, and in furtherance or in aid of, those charitable purposes of the entity.

Furthermore, none of the entity's purposes can be 'disqualifying purposes' (as defined) and the entity cannot be an individual, political party or government entity.

Charitable purposes include (*Charities Act 2012*, section 12):

- Advancing health
- Advancing education
- Advancing social or public welfare
- Advancing religion
- Advancing culture
- Promoting reconciliation, mutual respect and tolerance between groups of individuals in Australia
- Promoting or protecting human rights
- Preventing or relieving the suffering of animals
- Advancing the natural environment
- Purposes beneficial to the general public and analogous to the other charitable purposes
- Institution whose principal activity is to promote the prevention or control of diseases in human beings
- Public benevolent institution.

More information about the legal meaning of a charity for ACNC purposes can be found on the [ACNC website](#).



**See section 4.10 for a discussion on the reporting requirements for entities registered with the ACNC.**

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<sup>8</sup> This definition is derived from paragraph Aus6.1 in AASB 102 *Inventories*, and also is reproduced in paragraph Aus6.1 of AASB 116 *Property, Plant and Equipment* and paragraph Aus6.1 of AASB 136 *Impairment of Assets*. AASB Exposure Draft ED 291 *Not-for-Profit Entity Definition and Guidance* proposed to amend the definition of a 'not-for-profit entity' to be "an entity whose primary objective is to provide goods or services for community or social benefit and where any equity has been provided with a view to supporting that primary objective rather than for a financial return to equity holders". However, at its [April 2021 meeting](#), the AASB decided to not proceed with the proposals in ED 291 and instead retain the current definition of 'not-for-profit' entity in Australian Accounting Standards.

### 3.2.3 Not-for-profit entities incorporated under the Corporations Act

Some not-for-profit entities may be incorporated as companies under the Corporations Act, e.g. as a company limited by guarantee. Where such entities are registered under the ACNC Act, many of the financial reporting requirements of the Corporations Act do not apply. However, where such entities are not registered with the ACNC, they are required to comply with the Corporations Act. In this case of entities registered as companies limited by guarantee, the financial reporting requirements will be driven by whether they are classified as small companies limited by guarantee (see section 3.1.3).

## 3.3 Other types of entities

### 3.3.1 Disclosing entities

Section 111AC of the Corporations Act defines a disclosing entity as a corporation that issues *enhanced disclosure securities*.

Enhanced disclosure securities (referred to as 'ED securities' in the Corporations Act) include:

- Securities of a body or undertaking that are included in the official list of a prescribed financial market, i.e. Asia Pacific Exchange Limited, ASX Limited, Chi-X Australia Pty Ltd, National Stock Exchange of Australia Limited, SIM Venture Securities Exchange Ltd, but excluding certain Crown entities and exempt foreign entities (s.111AE, Reg 1.0.02A, Reg 1.2A.01)
- Securities, except for debentures and managed investment products, held by more than 100 persons issued pursuant to a disclosure document under Chapter 6D of the Corporations Act (i.e. the fundraising provisions of the Act) (s.111AF)
- Managed investment products held by 100 or more persons issued pursuant to product disclosure statements under Chapter 7 of the Corporations Act and others issued under certain recognised offers (s.111AFA)
- Foreign passport fund products held by 100 or more persons resident in Australia (s.111AFB)
- Securities issued as consideration for an acquisition under an off-market takeover bid or compromise or arrangement (s.111AG).

Disclosing entities include:

- Listed entities and listed registered schemes
- Entities and registered schemes which raise funds pursuant to a prospectus
- Entities and registered schemes which offer securities other than debentures as consideration for an acquisition of shares in a target company under a takeover scheme
- Entities whose securities are issued under a compromise or scheme of arrangement.

The following entities are exempt from the disclosing entity provisions of the Corporations Act:

- A public authority of a State or Territory or an instrumentality or agency of the Crown in right of a State or Territory
- A public authority of the Commonwealth or an instrumentality or agency of the Crown in right of the Commonwealth, the relevant traded debt securities of which are guaranteed by the Government of the Commonwealth.

The Regulations may also exempt particular entities from some or all of the disclosing entity provisions of the Corporations Act. The Regulations currently exempt certain foreign companies issuing securities under foreign scrip offers (Reg 1.2A.02) and foreign companies issuing securities under employee share schemes (Reg 1.2A.03). ASIC also has the power to exempt entities from the disclosing entity provisions of the Corporations Act.



See section 4.2 for a discussion on the reporting mandate for disclosing entities.

### 3.3.2 Registered schemes

#### Managed investment schemes

Managed investment schemes are also known as 'managed funds', 'pooled investments' or 'collective investments'. Examples include cash management trusts, property trusts, share trusts and many agricultural schemes. These differ from CCIVs (see section 3.1.4) as they are not incorporated or formed as companies under the Corporations Act, but are in the form of a trust or another form of corporate entity under other legislation. However, some managed investments schemes are required to be registered (see below) and are then captured by the financial reporting requirements of the Corporations Act.

Under the Corporations Act, a managed investment scheme has the following features (s.9):

- People contribute money or money's worth as consideration to acquire rights to benefits produced by the scheme (whether those rights are actual, prospective or contingent and whether they are enforceable or not)
- Any of the contributions are to be pooled, or used in a common enterprise, to produce financial benefits, or benefits consisting of rights or interests in property, for the members who hold interests in the scheme
- The members do not have day-to-day control over the operation of the scheme (whether or not they have the right to be consulted or to give directions).

In addition, a time-share scheme is also a managed investment scheme.

There are number of items that are specifically excluded from being a managed investment scheme under the definition, including:

- Certain partnerships that have 20 or more members (e.g. actuaries, medical practitioners, architects, legal practitioners and accountants)
- Body corporates not operating time-sharing schemes
- Schemes where all members are bodies corporate and are related to each other and the body corporate promoting the scheme
- A franchise
- Statutory funds maintained under the *Life Insurance Act 1995*
- Regulated superannuation funds, approved deposit funds, pool superannuation trusts and public sector superannuation schemes under the *Superannuation Industry (Supervision) Act 1993*
- Schemes operated by an Australian authorised deposit-taking institution (ADI) in the ordinary course of their banking business
- Issues of debentures or convertible notes by a body corporate
- Barter schemes
- Certain retirement village schemes
- The provision of crowd-funding services
- Various other schemes, either by definition or regulation.

### When a scheme must be registered

A 'registered scheme' is defined in the Corporations Act as a managed investment scheme that is registered under section 601EB of the Corporations Act. A managed investment scheme must be registered under the Corporations Act if (s. 601ED):

- It has more than 20 members, or
- It was promoted by a person, or an associate of a person, who was, when the scheme was promoted, in the business of promoting managed investment schemes, or
- ASIC has determined (and given written notice to each of the operators of the schemes) that a number of managed investment schemes are closely related and that each of them has to be registered at any time when the total number of members of all of the schemes exceeds 20.



See section 4.2 for a discussion on the reporting mandate for registered schemes.

### 3.3.3 Crowd-sourced funded entities

Amendments introduced into the Corporations Act in 2017 and 2018 permit small unlisted entities to make offers of securities using crowd-sourced funding.

In order to take advantage of the crowd-sourced funding requirements, the entity must be an 'eligible CSF company', which requires the following conditions to be met (s.738H):

- The entity must be a public company limited by shares, or a proprietary company that has at least 2 directors and meets any other requirements prescribed by the Regulations
- The entity must have its principal place of business in Australia
- A majority of the company's directors (excluding alternate directors) must ordinarily reside in Australia
- Neither the company, nor any related party of the company, is a listed corporation or has a substantial purpose of investing in securities or interests in other entities or schemes.

In addition, the company must meet an assets and turnover test, as follows (s.738H(2)):

Condition	Value
<b>Value of consolidated gross assets of the company and all its related parties<sup>9</sup></b>	<i>Less than \$25 million*</i>
<b>Consolidated annual revenue</b> of the company and all of its related parties	<i>Less than \$25 million*</i>

\* The Corporations Regulations may prescribe a different amount

Entities eligible to raise funds are subject to an annual limit of \$5 million in funds raised using crowd-sourced funding and comply with the various requirements of the Part 6D.3A of the Corporations Act.

### ASIC guidance

ASIC [Regulatory Guide 261](#) *Crowd-sourced funding: Guide for companies* explains when a company is eligible to make an offer of shares under the crowd-sourced funding (CSF) regime in the Corporations Act and what obligations, including disclosure obligations, apply.

This guide also explains the reporting, audit and corporate governance requirements that apply to public companies and proprietary companies making CSF offers.



**For a discussion on the reporting mandate for entities involved in crowd sourced funding, see section 4.3 in respect of public companies and section 4.5 in respect of small proprietary companies.**



**Certain public companies taking advantage of the crowd-sourced funding provisions of the Corporations Act are also eligible to adopt the temporary corporate governance concessions available to these entities. More information about the concessions can be found in section 4.3.2**

## 3.3.4 Passport funds

### Background

The Asia Region Funds Passport provides a multilateral framework that allows eligible funds to be marketed across economies participating in the passport scheme with limited additional regulatory requirements. The scheme is a result of Australia, Japan, Korea, New Zealand and Thailand signing a Memorandum of Cooperation (MOC) on the *Establishment and Implementation of the Asia Region Funds Passport*, which took effect on 30 June 2016.

The Passport scheme is intended to support the development of an Asia-wide managed funds industry through improved market access and regulatory harmonisation, with the objective of bringing benefits for Australia and the Asia region.

The necessary legislation to implement the Passport scheme in Australia was made in 2018.

### Australian passport funds

An Australian registered scheme (see section 3.3.2) or sub-fund of a retail CCIV (see section 3.1.4) can be registered as an Australian passport fund under Part 8A.3 of the Corporations Act. This then permits those entities to offer passport fund products in jurisdictions participating in the passport fund scheme, subject to meeting the other requirements of the scheme.

Australian passport funds are subject to the financial reporting requirements for disclosing entities, registered schemes or CCIVs (see section 4.2).

### Notified foreign passport funds

A foreign passport fund is any passport fund where the home economy is not Australia. Such funds are not able to offer a foreign passport fund product in Australia unless they are a notified foreign passport fund.

<sup>9</sup> A related party for these purposes is a related body corporate of the company (i.e. a holding company or subsidiary of the entity, or subsidiary of the holding company of the entity), or any entity controlled by a person who controls the company or an associate of that person (s.738G(3)).

A notified foreign passport fund is a fund from an eligible passport fund country where the operator of the fund has submitted to ASIC a notice to offer interests in the fund in Australia and that notice has not been rejected within the prescribed period (s.1213C). For these purposes, the prescribed period is 15 business days beginning on the day after the notice of intent is lodged, or an agreed extended period (s.1213D).

A notified foreign passport fund has authority to offer foreign passport fund products in Australia and is treated as a managed investment scheme for the purposes of the Corporations Act.

ASIC has released [Regulatory Guide RG 138 Foreign Passport Funds](#), which provides a guide for foreign passport fund operators seeking to enter, or operating in, Australia under the Asia Region Funds Passport.



**Notified foreign passport funds are governed by the financial reporting and other requirements of the Corporations Act, albeit in a modified form. More information about the financial reporting requirements for notified foreign passport funds can be found in section 4.6.**

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### 3.3.5 Mutual entities

Under amendments to the Corporations Act made by the *Treasury Laws Amendments (Mutual Reforms) Act 2019*, 'mutual entities' were created as a new class of entity under the Corporations Act.

Under s.51M, a company is a mutual entity if it is registered under the Corporations Act and the company's constitution provides that a person has no more than one vote at a general meeting of the company for each capacity in which the person is a member of the company.

Provided they meet certain requirements, mutual entities are eligible to issue 'MCIs' (short for 'mutual capital instruments') and are also eligible to take advantage of certain transitional arrangements to change their constitution to enable the entity to issue MCIs. This allows mutual entities to issue equity capital without risking their mutual structure or status. This is intended to provide mutual entities with access to a broader range of capital raising and investment options. This includes mutual entities who are incorporated as companies limited by guarantee which otherwise would not have the power to issue shares under the Corporations Act.

Classification as a mutual entity does not have any direct reporting obligations on the entity's reporting obligations under the Corporations Act, but can have other impacts including rights on demutualisation and taxation consequences.

### 3.3.6 Stapled entities

A stapled entity is an entity whose securities are 'stapled' to the securities of another entity by means of a contractual arrangement. The stapled securities cannot be traded or transferred independently and are quoted at a single price. Therefore, all owners of the one entity are also owners of the other entity and the financial performance of an investment in a stapled security is dependent on the financial performance of all the entities whose securities are stapled.

Australia permits business entities to issue stapled securities and this structure has been used in Australia by, for example, real estate investment trusts (REITs) and infrastructure funds.



### 3.3.7 Australian Financial Services (AFS) licensees

Entities or a person conducting a financial services business in Australia must have an Australian financial services licence. ASIC is the regulator of the financial service industry.

Under section 766A of the Corporations Act a person provides a *financial service* if they:

- Provide financial product advice (as defined in s.766B)
- Deal in a financial product (as defined in s.766C)
- Make a market for a financial product (as defined in s.766D)
- Operate a registered scheme
- Operate the business and conduct the affairs of a CCIV or is a corporate director of a CCIV (s.1241C)
- Provide a custodial or depository service (as defined in s.766E)
- Provide a crowd-funding service (as defined in s.766F)
- Provide a claims handling and settling service (as defined in s.766G)
- Provide a superannuation trustee service (as defined in s.766H)
- Engage in conduct of a kind prescribed by regulations made for the purposes of s.766A(1)(f) – this includes the provision of financial product advice to an employer about the choice of a fund to which to contribute for the benefit of those employees for whom there is no chosen fund (within the meaning of the *Superannuation Guarantee (Administration) Act 1992*) (Reg 7.1.28AA).



**AFS licensees have financial reporting obligations under Chapter 7 of the Corporations Act. Such entities may also have a financial reporting obligation under Chapter 2M of the Corporations Act. More information about the financial reporting requirements AFS licensees can be found in section 5.2.**

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## 3.4 New Registrar requirements

### 3.4.1 Background

In 2020, the Federal Parliament passed [legislation](#) that established a new Commonwealth business registry scheme. The legislation has the effect of transferring the administration of various business registers maintained by ASIC and the Commissioner of Taxation to a new body, Australian Business Registry Services (ABRS). Under [Commonwealth Registers \(Appointment of Registrars\) Instrument 2021](#), the Registrar for the purposes of the Corporations Act (and various other acts) was appointed as the person holding or performing the duties of the Commissioner of Taxation (from time to time).

A number of amendments in [Treasury Laws Amendment \(Registries Modernisation and Other Measures\) Act 2020](#) auto-commenced on 22 June 2022 and had the effect of transferring registry functions and powers from ASIC to the Registrar, as well as other changes to modernise the registry law. Accordingly, from commencement of the relevant sections of the amending Act (22 June 2022), financial reporting lodgement and other obligations imposed on entities by the Corporations Act would have required lodgement or registration with the Registrar, rather than ASIC.

However, [Treasury Laws Amendment \(2022 Measures No.1\) Act 2022](#) retrospectively amended the auto-commencement date of the [Treasury Laws Amendment \(Registries Modernisation and Other Measures\) Act 2020](#) and also introduced transitional and validation provisions which had the effect of unwinding the auto-commencement of the earlier act and treating events between the commencement of the two acts as if the law in effect on 21 June 2022 applied (i.e. prior to auto-commencement). As a result, the transfer of registry functions and powers from ASIC to the Registrar will not auto-commence until a day fixed by proclamation, or otherwise they will auto-commence on 1 July 2026.

It was intended that the Registrar would assume legal responsibility for registry functions and powers with the progressive transfers of the registers onto the new ABRS platform in line with the Modernising Business Registers (MBR) program delivery. [Corporations Act – Transitional Registry Operations Data Standard 2022](#) allows actions to be taken through ASIC notices, forms, or systems or any other means by which the action would have been done by ASIC prior to the commencement of the instrument.

More information can be found on the [ATO's website](#).

### 3.4.2 Director Identification numbers

[Treasury Laws Amendment \(Registries Modernisation and Other Measures\) Act 2020](#) amended the Corporations Act and [Corporations \(Aboriginal and Torres Strait Islander\) Act 2006](#) to require certain directors to be registered and obtain a Director Identification Number (Director ID). The Director ID amendments commenced on 4 April 2021 and a new website to begin the registration of directors were launched in November 2021. These provisions have not been impacted by the deferral of the auto-commencement of certain other provisions of the [Treasury Laws Amendment \(Registries Modernisation and Other Measures\) Act 2020](#) discussed in section 3.4.1 and remain effective.

The creation of Director IDs is designed to address fraudulent activities by directors (such as illegal phoenix activity which is also subject to an [ASIC phoenix surveillance campaign](#)) and to assist regulators and external administrators in performing their duties. Each director is required to undergo an identity verification process and obtain a unique Director ID, which remains with the person for life.

#### Directors that need to be registered

A person appointed as a director of a body corporate registered under the Corporations Act or the [Corporations \(Aboriginal and Torres Strait Islander\) Act 2006](#) must apply to the ABRS for a Director ID. This includes alternate directors acting in that capacity but does not include other officers such as company secretaries or 'shadow directors'. Registration is required regardless of the director's title.

As a result, directors of the following entities are required to apply for a Director ID:

- Companies incorporated under the Corporations Act
- Registered foreign companies registered under Part 5B.2 of the Corporations Act
- Registered Australian bodies, where registration is required under the Corporations Act (i.e. it has an ARBN)
- Aboriginal and Torres Strait Islander corporations incorporated under the [Corporations \(Aboriginal and Torres Strait Islander\) Act 2006](#).

## Registration timetable

Registration is subject to a transitional process, as follows:

### *Directors under the Corporations Act*

<b>Date person became a director</b>	<b>Deadline to apply for a Director ID</b>
On or before 31 October 2021	By 30 November 2022
Between 1 November 2021 and 4 April 2022	Within 28 days of appointment
From 5 April 2022	Before appointment

### *Directors under the Corporations (Aboriginal and Torres Strait Islander) Act 2006*

<b>Date person became a director</b>	<b>Deadline to apply for a Director ID</b>
On or before 31 October 2022	By 30 November 2023
From 1 November 2022	Before appointment



More information about the Director ID requirements can be found on the [ABRS website](#).

# 4 Reporting mandate

The main reporting mandate for entities arises under the Corporations Act and ASX Listing Rules or the ACNC Act, and depends on how the entity is classified.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
<b>Corporations Act requirements</b>		
4.1 Overview of the requirements of the Corporations Act	An overview of the key financial reporting requirements of the Corporations Act and general ASIC concessions for wholly-owned entities	All entities captured by the Corporations Act
4.2 Disclosing entities, registered schemes and CCIVs	Preparation, audit and lodgement of financial reports	Disclosing entities, registered schemes and retail CCIV sub-funds under the Corporations Act
4.3 Public companies	Preparation, audit and lodgement of financial reports	Public companies under the Corporations Act (that are not disclosing entities)
4.4 Large proprietary companies	Preparation, audit and lodgement of financial reports	Proprietary companies meeting the definition of a large proprietary company under the Corporations Act
4.5 Small proprietary companies	Preparation, audit and lodgement of financial reports	Proprietary companies meeting the definition of a small proprietary company under the Corporations Act
4.6 Notified foreign passport funds	Reporting requirements for notified foreign passport funds	Passport funds that have been registered as notified foreign passport funds under the Corporations Act
4.7 AFS licensees	Reporting requirements for AFS licensees	AFS licensees licenced under Chapter 7 of the Corporations Act
<b>Other considerations</b>		
4.8 ASIC	Information about how ASIC modifies the operation of financial reporting and allied requirements of the Corporations Act	All entities which are subject to the Corporations Act, depending on each entity's circumstances
4.9 ASX	The additional financial reporting obligations arising under the ASX Listing Rules and how they interact with the Corporations Act	Entities that have securities listed on the ASX
4.10 ACNC	Reporting obligations arising for charities registered with the ACNC	Not-for-profit charities
4.11 GPFS for country-by-country reporting entities	Additional requirements for general purpose financial statements arising under section 3CA of the Tax Administration Act	'Country by country reporting entities' (broadly, entities or groups with more than A\$1 billion in income) where the entity has not lodged general purpose financial statements with ASIC

## 4.1 Overview of the requirements of the Corporations Act

### 4.1.1 General requirements of the Corporations Act

#### Overview

Part 2M.3 *Financial Reporting* of the Corporations Act sets out the requirements for financial reporting which includes requirements relating to:

- Preparing annual financial reports and directors' reports
- Auditing the annual financial report
- Lodging the annual report with ASIC
- Preparing, auditing and lodging half year reports and directors' reports with ASIC (discussed in section 7).

AFS licensees also need to consider the financial reporting requirements under Chapter 7 of the Corporations Act. More information about these requirements can be found in section 4.7 and section 5.2.

Once an entity has determined whether or not it is required to prepare a financial report and directors' report under the Corporations Act it can then determine the type of report required to be prepared under the Australian Accounting Standards (discussed in section 5).

#### Requirement to prepare annual financial reports

Although all entities incorporated under the Corporations Act are required to keep financial records (s.285(1)), not all entities are required to prepare annual financial reports and directors' reports. This section assists in determining whether an entity is required to prepare an annual report under Part 2M.3 of the Corporations Act, by reference to the classification of the entity.

#### Requirement for the annual report to be audited

In general, an entity that is required to prepare a financial report is also required to have that financial report audited under Part 2M.3 of the Corporations Act (specifically s.301). However, there are a number of additional requirements and exceptions, depending on the nature of the entity.

The key exemptions under the Corporations Act for relief from the requirement for audit include:

- Small proprietary companies preparing financial reports due to a shareholder or ASIC direction where the direction does not require an audit
- Small companies limited by guarantee
- Companies raising funds under the crowd-sourced funding provisions of the Act, where the total funds raised are less than \$3 million.

In addition, ASIC has provided audit relief in certain circumstances through Class Orders and Corporations Instruments.

#### Requirement to lodge the annual financial report with ASIC

In general terms, most annual financial reports prepared under the Corporations Act are required to be lodged with ASIC. However, there are some limited exemptions in the Corporations Act itself, and additional ASIC Corporations Instruments and Class Orders that provide relief from the requirement to lodge financial reports with ASIC in certain circumstances.

#### Requirement to prepare half-year financial reports

The Corporations Act has specific requirements for the preparation of half-year financial reports by disclosing entities. Disclosing entities broadly include listed entities and listed registered schemes and listed retail CCIVs<sup>10</sup>, and entities, registered schemes and retail CCIV sub-funds which raise funds pursuant to a prospectus and other widely held entities (see section 3.3.1 for more information).

More information about half-year financial reporting can be found in section 7.

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<sup>10</sup> A retail CCIV with one sub-fund, or a sub-fund of a retail CCIV (with only one sub-fund), may be included in the official list of a prescribed financial market operated in Australia. However, other CCIVs and sub-funds (being retail CCIVs with more than one sub-fund, wholesale CCIVs, and their sub-funds) are prohibited from being listed as such. These restrictions do not affect the ability to quote a security in a CCIV on a financial market, such as the ASX Quoted Assets Market, subject to the rules of that financial market. A security in a CCIV (regardless of the number of its sub-funds) may be quoted on a financial market, subject to the relevant requirements of that market.

## 4.1.2 Summary of annual reporting requirements by type of entity

The table below summarises the information in the following sections:

Type of entity	Financial report required?	Audit of financial report required?	Lodgement of financial report with ASIC or ACNC required?
<b>Disclosing entities, registered schemes and retail CCIV sub-funds (section 4.2)</b>	Yes	Yes	Yes (unless lodged with the ASX)
<b>Public companies (section 4.3)</b>			
<ul style="list-style-type: none"> <li>Public companies registered with the ACNC</li> </ul>	<i>(Not required under the Corporations Act – see below for ACNC requirements)</i>	<i>(Not required under the Corporations Act – see below for ACNC requirements)</i>	<i>(Not required under the Corporations Act – see below for ACNC requirements)</i>
<ul style="list-style-type: none"> <li>Public companies taking advantage of relief from the requirement to prepare a financial report (e.g. ASIC-CI 2016/785)</li> </ul>	No	n/a	n/a
<ul style="list-style-type: none"> <li>Small company limited by guarantee subject to ASIC or member request (s.294A and s.294B)</li> </ul>	Yes	Only if requested by ASIC or the shareholders	Only if requested by ASIC
<ul style="list-style-type: none"> <li>Other small companies limited by guarantee</li> </ul>	No	n/a	n/a
<ul style="list-style-type: none"> <li>Public companies limited by guarantee meeting the requirements of s.301(3) which have elected for the financial report to be reviewed</li> </ul>	Yes	Review rather than audit	Yes
<ul style="list-style-type: none"> <li>Public companies covered by section 738ZI at the end of the financial year, i.e. certain public companies eligible for the limited governance requirements under the crowd-sourced funding provisions of the Corporations Act prior to 19 October 2018<sup>11</sup></li> </ul>	Yes	Only where the company has raised \$3 million or more from all crowd-sourced funding offers it has made	Yes
<ul style="list-style-type: none"> <li>All other public companies</li> </ul>	Yes	Yes	Yes
<b>Large proprietary companies (section 4.4)</b>			
<ul style="list-style-type: none"> <li>Large proprietary companies taking advantage of relief from the requirement to prepare a financial report (e.g. ASIC-CI 2016/785)</li> </ul>	No	n/a	n/a
<ul style="list-style-type: none"> <li>Large proprietary companies that are 'grandfathered' under s.319(4) or ASIC-CI 2015/840<sup>12</sup></li> </ul>	Yes	Yes	See footnote 12
<ul style="list-style-type: none"> <li>Large proprietary companies granted relief from the requirement to have the financial report audited (i.e. ASIC-CI 2016/784)</li> </ul>	Yes	No	Yes
<ul style="list-style-type: none"> <li>All other large proprietary companies</li> </ul>	Yes	Yes	Yes

<sup>11</sup> The concessions are only available to companies that register as, or convert to, a public company in accordance with the previous public company crowd-sourced funding regime under the Corporations Act and which also meet the other requirements for related corporate governance concessions before the 'eligibility end date', being 19 October 2018. From this date, the *Corporations Amendment (Crowd-sourced Funding for Proprietary Companies) Act 2018* commenced, which permits proprietary companies to also raise funds using crowd-sourced funding and accordingly, the concessions are no longer necessary (see section 3.3.2).

<sup>12</sup> Grandfathered large proprietary companies were removed from the Corporations Act by *Treasury Laws Amendment (2022 Measures No. 1) Act 2022*, effective from 10 August 2022. Accordingly, the information in this row is only relevant for grandfathered large proprietary companies for financial years ending before 10 August 2022.

Type of entity	Financial report required?	Audit of financial report required?	Lodgement of financial report with ASIC or ACNC required?
<b>Small proprietary companies (section 4.5)</b>			
<ul style="list-style-type: none"> <li>Small proprietary companies raising funds pursuant to the crowd sourced funding provisions of the Corporations Act</li> </ul>	Yes	Only where the company has raised \$3 million or more from all crowd-sourced funding offers it has made	Yes
<ul style="list-style-type: none"> <li>Small proprietary companies controlled by foreign company taking advantage of relief from the preparation of the financial report (e.g. ASIC-CI 2017/204)</li> </ul>	No	n/a	n/a
<ul style="list-style-type: none"> <li>Small proprietary companies controlled by a foreign company taking advantage of relief from the requirement to have the financial report audited (i.e. ASIC-CI 2016/784)</li> </ul>	Yes	No	Yes
<ul style="list-style-type: none"> <li>Other small proprietary companies controlled by foreign companies where the entity is not consolidated in financial statements lodged with ASIC</li> </ul>	Yes	Yes	Yes
<ul style="list-style-type: none"> <li>Small proprietary companies where ASIC or shareholders have requested the preparation of a financial report</li> </ul>	Yes	Only if requested by ASIC or the shareholders	Only if requested by ASIC
<ul style="list-style-type: none"> <li>All other small proprietary companies</li> </ul>	No	n/a	n/a
<b>Notified foreign passport funds (section 4.6)</b>			
	Yes (using home jurisdiction requirements)	Yes (using home jurisdiction requirements)	Yes
<b>AFS licensees (section 4.7)</b>			
	Yes (under Chapter 7 of the Corporations Act in addition to any requirement under Chapter 2M)	Yes	Yes
<b>Entities registered with the ACNC<sup>13</sup> (section 4.10)</b>			
<ul style="list-style-type: none"> <li>Small registered entities</li> </ul>	No (Annual information statement only)	No	No (Annual information statement only)
<ul style="list-style-type: none"> <li>Medium registered entities</li> </ul>	Yes (in addition to the annual information statement)	Review only	Yes
<ul style="list-style-type: none"> <li>Large registered entities</li> </ul>	Yes (in addition to the annual information statement)	Yes	Yes

<sup>13</sup> Includes public companies incorporated under the Corporations Act that are registered with the ACNC.

### 4.1.3 Reporting deadlines

Section 319 of the Corporations Act requires a disclosing entity, registered scheme, retail CCIV sub-fund and notified foreign passport fund to lodge financial reports with ASIC within three months after the end of the financial year.

All other companies required to lodge financial reports under the Corporations Act must lodge those annual financial reports within four months after the end of the financial year unless they are not required to lodge with ASIC (as outlined in this section).

AFS licensees reporting under Chapter 7 of the Corporations Act as also required to lodge financial statements with ASIC using Form FS70, with deadlines depending on the nature of the entity.

Entities listed on the ASX will also need to consider the reporting deadlines under the ASX Listing Rules. Entities that are country by country reporting entities for tax purposes also need to consider the lodgement requirements and deadlines for GPFS under tax law (see section 4.10.1).

Entities registered with the ACNC are not subject to Part 2M.3 of the Corporations Act, but have reporting requirements under the ACNC Act (see section 4.10). The deadline for lodgement with the ACNC is 6 months after the end of the entity's financial year.



**See section 6.8 for a summary of the reporting deadlines under the Corporations Act, ASX Listing Rules and ACNC Act.**

### 4.1.4 General relief for wholly-owned subsidiaries

#### Financial report preparation, lodgement and audit relief

ASIC Corporations (*Wholly owned Companies*) Instrument 2016/785 exempts certain wholly-owned subsidiaries from the following requirements:

- Prepare a financial report and directors' report
- Have the financial report audited
- Distribute the financial report, directors' report and auditors' report to members
- Lay the reports before an annual general meeting
- Lodge the reports with ASIC
- In certain cases, appoint an auditor.

The relief granted by the instrument applies in relation to financial years ending on or after 1 January 2017. Prior to this date, relief was granted under ASIC Class Order 98/1418 and entities obtaining relief under that Class Order continue to be able to obtain relief under the Corporations Instrument. Entities seeking relief must be a party to a deed of cross guarantee in respect of each financial year (termed the 'relevant financial year') where the relief is to be applied, and otherwise comply with the other conditions of the instrument, as outlined below.

#### When relief is available

The relief under the Corporations Instrument is only available where all of the conditions outlined below are satisfied.

#### Nature of the entity

- The company is a public company, large proprietary company or a small proprietary company to which s.292(2)(b) applies (i.e. a foreign controlled small proprietary company)
- The company was not, at any time during the relevant financial year, a disclosing entity, a borrower in relation to debentures (or a guarantor of such a borrower), or a financial services licensee

#### Holding entity

- The company has a holding company at the end of the relevant financial year, the relevant financial year and the financial year of the holding company ended on the same date, and the holding entity is not a small proprietary company

#### Opt-in notice

- If the entity has not relied on the relief in the instrument in a prior period (or relied on the equivalent relief in ASIC Class Order 98/1418), or the holding entity of the company was not the same for the relevant financial year and the preceding financial year, that it has lodged Form 389 with ASIC in the required format and within the relevant time



### **Initial procedures in applying for relief**

- The company has undertaken the initial procedures in applying for relief before the end of the first financial year in which the company has taken advantage of the relief under the instrument or a previous order (refer to the Corporations Instrument for the specific requirements)

### **Annual resolution**

- The directors of the company have considered the advantages and disadvantages of the company remaining a party to the deed of cross guarantee and taking advantage of the relief afforded by the instrument and made a resolution to remain a party to the deed of cross guarantee or seek to revoke the deed

### **Deed of cross guarantee**

- The company:
  - Remained a wholly-owned entity of the holding entity at all times from the end of the financial year until the relevant documents are lodged with ASIC in respect of the financial year, or
  - Otherwise became a party to a deed of cross guarantee with another holding entity within one month of ceasing to be a wholly-owned entity of the holding company, and has no reason to believe at the relevant time the company may not be able to obtain relief under the instrument in respect of its next financial year
- Except in relation to a deed of cross guarantee lodged with ASIC before 1 July 2004 – a company holds office as trustee under the deed of cross guarantee and if the person holding office as trustee under the deed of cross guarantee is a group entity within the meaning of that deed, another person that is a company holds office as alternative trustee under that deed
- Where the deed of cross guarantee was lodged with ASIC before 1 July 2004 – the deed was approved by ASIC for the purposes of a previous order
- The deed of cross guarantee (and any relevant assumption deed) has been lodged with ASIC before the end of the relevant financial year and where that lodgement occurred on or after 1 July 2004, an original of a certificate relating to that deed has also been lodged with ASIC (by a lawyer as to the preparation, execution and enforceability of the deed)

### **Foreign entities**

- Each member of the 'closed group' other than the holding entity is a company incorporated in Australia, or a body incorporated in Australia, the United Kingdom, New Zealand, Singapore or Hong Kong and the requirements for any foreign entities being a party to the deed of cross guarantee have been met (refer to the Corporations Instrument for the specific requirements)

### **Not regulated by APRA**

- At the end of the relevant financial year, no party to the deed of cross guarantee was a body that is regulated by the Australian Prudential Regulation Authority (APRA)

### **Variations to the deed of cross guarantee**

- Neither the company nor the holding entity have terminated, repudiated or attempted to repudiate or terminate or agreed to any variation of the deed of cross guarantee except by the permitted methods in the instrument

### **Consolidated financial statements**

- The holding entity has prepared consolidated financial statements together with notes for the relevant financial year in accordance with the instrument (which depends on whether the holding entity is an Australian company or a registered foreign company), those consolidated financial statements include adequate provision in relation to the liabilities of any parties to the deed of cross guarantee which are not consolidated
- The notes to the consolidated financial statements include:
  - A short statement of the nature of the deed of cross guarantee
  - Lists the parties to the deed of cross guarantee as the end of the relevant financial year (separately identifying the members of the 'closed group' and the other members of the 'extended closed group')
  - Details of parties to the deed of cross guarantee added, removed or subject to a notice of disposal
  - Details of any entities at the end of the immediately preceding financial year but which were ineligible for relief in respect of the relevant financial year
  - Where the consolidated financial statements cover entities that are not members of the closed group, additional consolidation information in respect of the consolidation of the entities that are members of the closed group
  - Where the consolidated financial statements cover entities that are not parties to the deed of cross guarantee, additional consolidation information in respect of the consolidation of the entities that are parties to the deed of cross guarantee
  - Where there are parties to the deed of cross guarantee which are not controlled by the holding entity, additional consolidation information in respect of those parties, either individually or in aggregate

- The director's declaration (and certain other documents) of the holding entity for the relevant financial year includes a statement as to whether there are reasonable grounds to believe that the members of the extended closed group will be able to meet any liabilities to which they are, or may become, subject because of the deed of cross guarantee

#### **Auditor of the holding entity**

- If the holding entity's financial report is required to be audited, the auditor of the holding company is satisfied that the stipulated conditions of the instrument have been complied with

#### **Compliance with conditions**

- The company has complied with the conditions (see below) and certain continuing conditions of ASIC Class Order 98/1418 as continued in force by the instrument.

For the purposes of the above requirements, the 'relevant time' is four months after the end of the financial year.

#### **Additional conditions**

The additional conditions of the instrument are:

- Where a company ceases to rely on relief of the instrument and does not lodge an annual financial report prepared under Chapter 2M of the Corporations Act, that it lodges with ASIC a notice using Form 399
- Where a company relies on the relief available under the instrument and ceases to be a wholly-owned entity of the holding company, the company must prepare a financial report and directors report for the financial year and lodge those documents with ASIC unless certain conditions are met.

In some cases, ASIC may give notice to a company that may not rely on the relief available under the instrument, or may not rely on that relief for the relevant financial year.

### **4.1.5 General relief for entities under external administration**

#### **Overview**

A company does not cease to have the status of a company on the appointment of an external administrator. Accordingly, unless ASIC relief applies, obligations that are imposed on a company, including the financial reporting and AGM obligations, continue to apply while the company is under external administration. An external administrator is obliged to use their powers to cause the company to comply with its legal obligations, including the financial reporting and AGM obligations.

[ASIC Corporations \(Externally-Administered Bodies\) Instrument 2015/251](#) provides relief in various situations involving companies, registered schemes, passport funds and others<sup>14</sup>. ASIC has also published [ASIC Regulatory Guide RG 174 Relief for externally administered companies and registered schemes being wound up](#) (RG 174), which provides an overview of the relief available.

In addition, companies can apply to ASIC for individual relief.

#### **Companies in liquidation**

Under *Corporations (Externally-Administered Bodies) Instrument 2015/251*, a company does not have to comply with Part 2M.3 of the Corporations Act (and so does not have to prepare and lodge audited financial reports) where certain conditions are met.

In order to take advantage of the relief, the company must have adequate arrangements in place to answer, within a reasonable period of time and without charge, any reasonable questions asked by a member of the company about the winding up.

The relief applies where a liquidator has been appointed prior to the day the company would otherwise have been required to lodge a financial report for a financial year or half-year, and in respect of earlier financial years in certain circumstances.

Relief under this part of the Instrument is not available where any of the following apply:

- The company holds an Australian financial services licence
- The company has an administrator appointed, or

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<sup>14</sup> In January 2021, ASIC released [Consultation Paper 337 Externally administered companies: extending financial reporting and AGM relief](#), which proposed to amend the relief available in *ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251*. In October 2021, ASIC subsequently made [ASIC Corporations \(Amendment\) Instrument 2021/506](#), which amended *ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251* with effect from 6 October 2021. The analysis that follows incorporates the impacts of the amending instrument.

- The company is subject to a deed of company arrangement.

Public companies availing themselves of the relief under this part of the Instrument are also relieved from the obligation to hold an annual general meeting (AGM).

### **Companies under external administration but not liquidation**

Under *Corporations (Externally-Administered Bodies) Instrument 2015/251*, companies that are under external administration are permitted a 'deferral period' for compliance with certain financial reporting requirements of the Corporations Act. The 'deferral period' is a minimum of six months and up to a maximum of 24 months after the day of appointment of a voluntary administrator, controller or provisional liquidator (termed the 'relevant external administrator' in the Instrument).

The effect of this part of the Instrument is that a relevant external administrator may have a longer period in which to comply with the financial reporting, and other, requirements of the Corporations Act in the period initially after appointment. The relief in the order in respect of financial reporting is designed to avoid the depletion of limited financial resources on financial reporting compliance activities, and to respond to limited human resources available.

The 'deferral period' applies to:

- Sending of the financial report to members of the company (s.314, s.315)
- Sending reports to members on request (s.316(2), 316A(3))
- Lodging financial reports and half-year reports with ASIC (s.319(1), s.320(1)).

During the period of the deferral, the company must have adequate arrangements in place to answer, within a reasonable period of time and without charge, any reasonable questions asked by a member of the company about the external administration.

Additionally, a public company that is under external administration does not have to hold an AGM during the deferral period, but must hold an AGM within 2 months after the end of the deferral period and lay before that AGM all outstanding financial reports deferred during the deferral period.

Companies taking advantage of these deferrals must arrange for a notice of the company's intention to rely on the deferral(s) both in a prominent place on the company's website (if any) and in a place that is readily accessible on a website maintained by the relevant external administrator. Furthermore, if the company is listed on a prescribed market (such as the ASX), a notice must also be included on a website maintained by the operator of the financial market.

The relief under this part of the Instrument does not provide relief from the obligations under the law in their entirety, but simply provides a longer time frame for compliance in the first period after the initial appointment of a relevant external administrator.

### **Registered schemes being wound up**

Under *ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251*, insolvent registered schemes are not required to comply with Part 2M.3 of the Corporations Act (and so do not have to prepare financial reports), where:

- The registered scheme is in the process of being wound up by a time no later than the day the responsible entity would otherwise have been required to lodge a report for the scheme for a financial year or half-year
- The responsible entity has lodged a notice telling ASIC that the winding up has commenced, or a person appointed to wind up the scheme (under s.601NF) has lodged a notice with ASIC that they have been appointed by the Court to take responsibility for ensuring the scheme is wound up
- The responsible entity or the person appointed to wind up the scheme has lodged a copy of a scheme insolvency resolution.

The relief only applies to registered schemes which have been determined to be insolvent. RG 174 explains that a registered scheme cannot technically become insolvent because a scheme is not a separate legal entity that incurs debts in its own right. The responsible entity is the legal entity that holds the scheme property and incurs debts to scheme creditors on behalf of the scheme. A registered scheme may generally be described as 'insolvent' when scheme property is insufficient to meet the scheme liabilities to scheme creditors as they fall due, whether or not the responsible entity, as a separate legal entity, is itself insolvent or under some form of external administration.

### **Other relief available under the Instrument**

The Instrument also provides certain relief, depending upon the meeting necessary conditions, in respect of:

- Financial services licensees being wound up or under other external administration
- Notified foreign passport funds being wound up.

#### **4.1.6 Consideration of other requirements**

Notwithstanding the analysis in this section regarding reporting requirements under the Corporations Act, an entity may be captured by other requirements which require the preparation of financial statements.

##### **ATO GPFS requirements**

Pursuant to s.3CA of the Tax Administration Act, an entity may be required to prepare and lodge GPFS with the ATO if it is a CBC reporting entity for Australian tax purposes. GPFS lodged with the ATO do not need to be prepared for the entity itself in all cases. See section 4.10.1 for more information about the GPFS requirements.

##### **Constituting or another document requiring financial statements**

For annual periods beginning on or after 1 July 2021, the requirement to prepare GPFS in accordance with Australian Accounting Standards applies to private sector for-profit entities where their constituting or another document (such as a loan agreement) requires the preparation of financial statements in accordance with 'Australian Accounting Standards', so long as that document was created or amended on or after 1 July 2021. For more information, see section 5.1.

##### **Voluntarily preparation of GPFS**

For annual periods beginning on or after 1 July 2021, a for-profit entity (private sector or public sector) that voluntarily prepares GPFS must prepare those financial statements in accordance with Australian Accounting Standards and the revised *Conceptual Framework for Financial Reporting*. See section 5.1 for more information about these requirements.

## 4.2 Disclosing entities, registered schemes and CCIVs

### 4.2.1 Preparation of annual financial report

#### Disclosing entities

In addition to the requirement to prepare an annual financial report, disclosing entities (see section 3.3.1) are required to comply with the 'disclosing entity provisions' of the Corporations Act, which include:

- Expanded financial reporting requirements under Chapter 2M of the Corporations Act, including:
  - The preparation of a remuneration report (only where the disclosing entity is a listed company, see section 6.1.7)
  - The requirement to prepare and lodge a half-year financial report (see section 7)
- The continuous disclosure obligations arising under s.675 and s.676 (see section 9.1)

#### **ASIC Relief for entities ceasing to be disclosing entities before the annual reporting deadline<sup>15</sup>**

Under *ASIC Corporations (Disclosing Entities) Instrument 2016/190*, companies or registered schemes that cease being disclosing entities are not required to apply the 'disclosing entity provisions' of the Corporations Act for a financial reporting period if certain conditions are met. In order for the relief to apply, the entity must cease to be a disclosing entity within the following timeframes:

Type of entity	Latest date to stop being a disclosing entity to be eligible for relief
Company	Before the earlier of three months after the end of the relevant financial year and 21 days before the date of the next Annual General Meeting (where required) after the end of that year
Registered scheme	Before the day three months after the end of the relevant financial year

If the entity meets these deadlines, in order to take advantage of the relief:

- The directors must resolve (before the relevant dates noted above) that there are no reasons to believe that the entity may become a disclosing entity before the end of the financial year immediately after the relevant financial year
- The entity must comply with the financial reporting requirements of the Corporations Act as if it were not a disclosing entity. For instance, if the entity is a public company, it would generally have a requirement to prepare and lodge a financial report with ASIC unless other exemptions or relief applies (see section 4.3). However, such entities would not be required to prepare a remuneration report in those financial statements as this requirement only applies to disclosing entities (see section 6.1.7).

#### Registered schemes

In general, all registered schemes are required to prepare an annual financial report under the Corporations Act.

Registered schemes being wound up may be able to take advantage of *Corporations (Externally-Administered Entities) Instrument 2015/251* (see section 4.1.5). Where the registered scheme is also a disclosing entity, it may be eligible for the relief in *ASIC Corporations (Disclosing Entities) Instrument 2016/190* in certain cases (discussed above).

#### CCIVs

Only retail CCIVs are required to prepare financial reports under Part 2M.3 of the Corporations Act (s.1232(1)). However, Part 8B.4 of the Corporations Act modifies these requirements to take into account the structure of CCIVs, including:

- Requiring annual financial reports and directors reports for each sub-fund of the CCIV and modifying the application of Part 2M.3 to refer to each sub-fund of the CCIV rather than the CCIV itself (s.1232C)
- Requiring the application of certain provisions applicable to registered schemes to apply in a similar manner to CCIVs (s.1232E)
- Modifying references to directors to instead be references to the corporate director of the CCIV (including in respect of resolutions of directors) (s.1232).

Wholesale CCIVs may prepare financial reports but are not required to do so under the Corporations Act (s.1232(3)).

<sup>15</sup> See section 7.1 for a discussion of the impacts on half-year financial reporting under the Corporations Act.

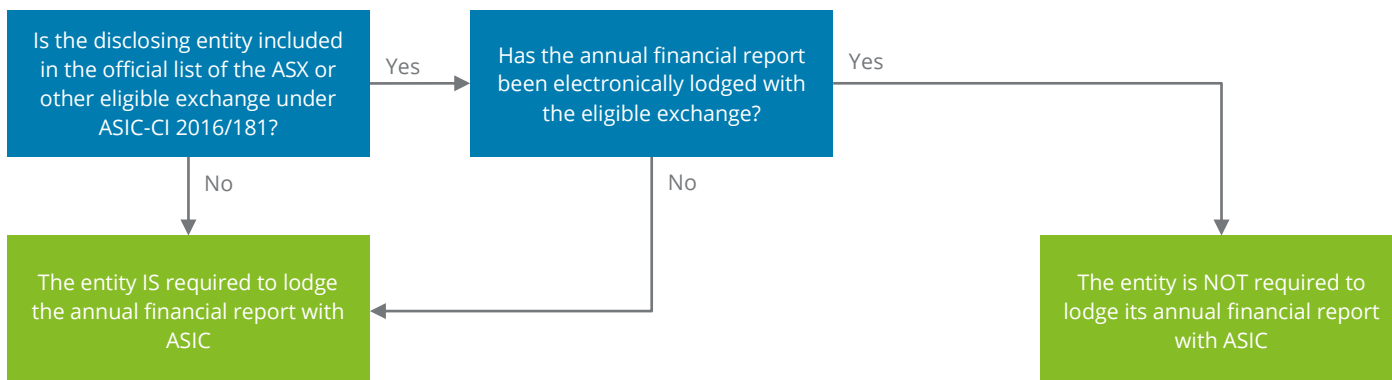
## 4.2.2 Audit of annual financial report

Disclosing entities and registered schemes must have their financial report audited and obtain an auditor's report (s.301(1)). Retail CCIVs must also have the financial report of each of its sub-funds audited and obtain an auditor's report (s.1232G(1))<sup>16</sup>.

In addition, companies that are required to prepare a remuneration report as part of the directors' report (see section 6.1.7) must have that report audited (s.308(3C)).

## 4.2.3 Lodging the annual financial report with ASIC

### Summary flowchart – lodgement of the financial report



### General requirements

A copy of the financial report, directors' report and auditor's report for the financial year (including any concise report for the period) of each disclosing entity, registered scheme or sub-fund of a retail CCIV is required to be lodged with ASIC (s.319(1)). The timeline for lodgement is within three months after the end of the financial year.

### Dual lodgement relief for listed entities

[ASIC Corporations \(Electronic Lodgement of Financial Reports\) Instrument 2016/181](#), allows disclosing entities listed on the ASX Limited (ASX), National Stock Exchange of Australia Limited (formerly Stock Exchange of Newcastle Limited) (NSX), SIM Venture Securities Exchange Limited (SIM VSE) and Sydney Stock Exchange Limited (formerly Asia Pacific Stock Exchange Limited) (SSX) (whose financial markets are together the 'eligible financial market' for the purposes of the instrument) to lodge reports electronically with the relevant market operator without also having to separately lodge the reports with ASIC.

This relief is limited to listed disclosing entities that are companies or registered schemes and which are admitted to the official list of an eligible financial market. The listed disclosing entity must have adequate arrangements in place to ensure a signed copy of the eligible report is kept for a period of not less than seven years from the time of electronic lodgement.

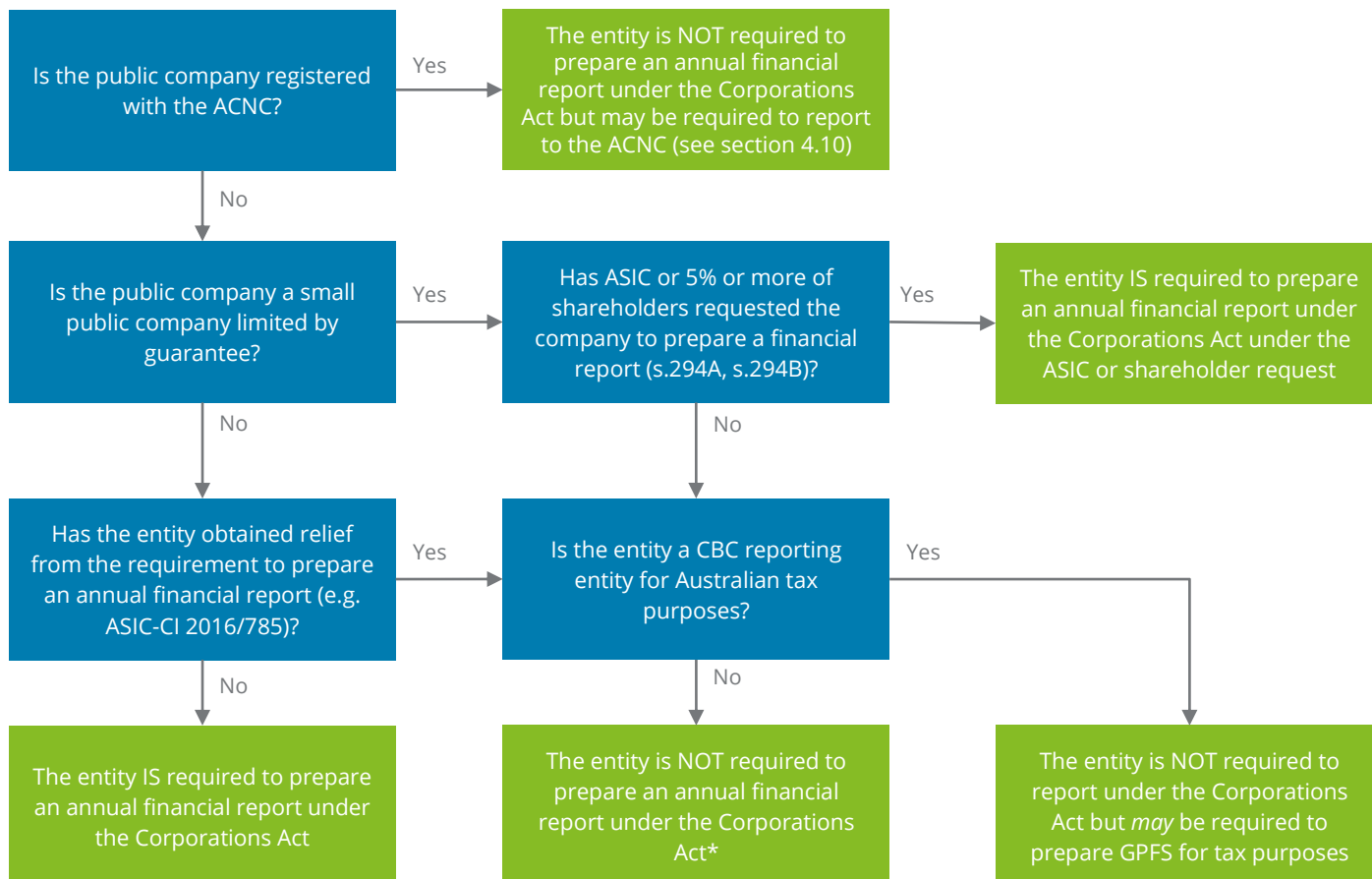
ASIC [Regulatory Guide 28](#) *Relief from dual lodgement of financial reports* (RG 28) sets out the arrangements ASIC has agreed with ASX to avoid the need for dual lodgement of the reports.

<sup>16</sup> Wholesale CCIVs do not have an obligation to prepare financial reports under the Corporations Act and accordingly do not have an audit requirement. Where a wholesale CCIV choose to prepare a financial report, it may also choose to have that audit report audited.

## 4.3 Public companies

### 4.3.1 Preparation of annual financial report

#### Summary flowchart – preparation of a financial report



\* The entity may be required to prepare financial statements in other circumstances (see section 4.1.6)

#### General requirements

Public companies (see section 3.1) are generally required to prepare a financial report in accordance with Part 2M.3 of the Corporations Act *unless*:

- The public company is a small company limited by guarantee (see below)
- The entity is eligible for relief under an ASIC Class Order or Corporations Instrument, e.g. where the entity qualifies for relief under *ASIC Corporations (Wholly-owned Entities) Instrument 2016/786* (see section 4.1.4) or *ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251* (see section 4.1.5).

Even though an entity may be excluded from preparing financial reports under the Corporations Act, the entity may need to consider:

- Whether it is a CBC reporting entity<sup>17</sup> that is captured by the GPFS requirements (see section 4.11)
- From 1 July 2021, whether its constituting or another document (e.g. a loan agreement) requires the preparation of financial statements in accordance with Australian Accounting Standards (see section 5.5.6).

<sup>17</sup> As a result of changes made to the ITAA 1997 and Tax Administration Act by *Treasury Laws Amendment (2020 Measures No. 1) Act 2020*, the requirement arising under tax law for certain entities to lodge GPFS with the ATO was transferred from 'significant global entities' to 'country by country reporting entities' (CBC reporting entities). This change broadened the number of entities potentially subject to the GPFS requirements. These changes are effective for income years commencing on or after 1 July 2019.

### Small companies limited by guarantee

A small company limited by guarantee (see section 3.1.3) is not required to prepare a financial report under Part 2M.3 of the Corporations Act unless:

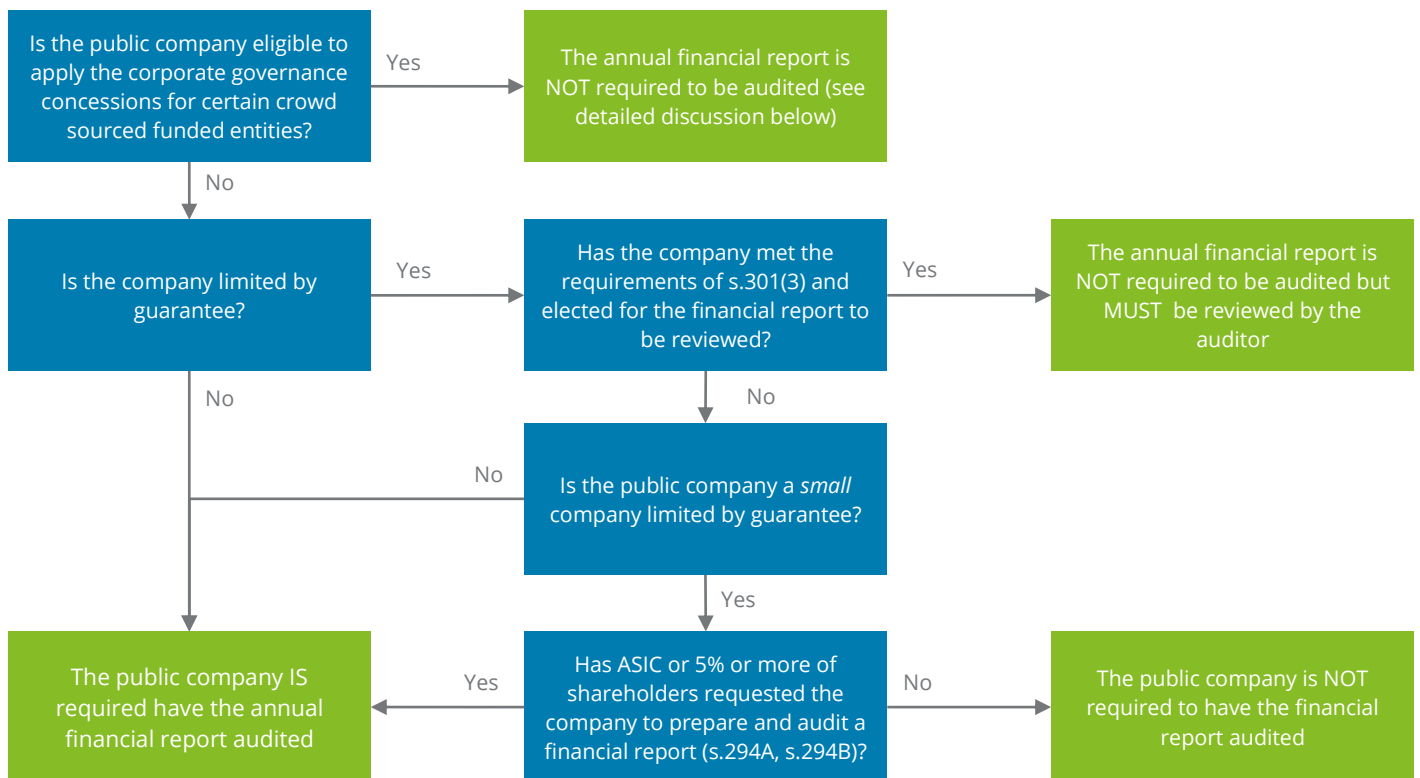
- 5% or more of the members request that a financial report be prepared, or
- ASIC requests that a financial report be prepared.

If 5% or more of the members request that a financial report be prepared (s.294A), a directors' report need not be prepared and the financial report need not be prepared in accordance with Australian Accounting Standards if the members' request specifies that a directors' report is not required and that Australian Accounting Standards need not be complied with. In addition, the financial report need only be audited or reviewed if the members' request asks for the financial report to be audited or reviewed.

If ASIC requests that a financial report be prepared (s.294B), the financial report is to be prepared in accordance with the request, i.e. the request may or may not require that the financial report be prepared in accordance with Australian Accounting Standards or be subject to audit.

### 4.3.2 Audit of the annual financial report

#### Summary flowchart – audit of the annual financial report



### Concessions available for certain public companies undertaking crowd-sourced funding

The Corporations Act contains a number of corporate governance concessions that are available to certain crowd-sourced funding entities, which are designed to reduce the barriers to entities adopting the public company structure in order to raise crowd-sourced funding. With the extension of the crowd source funding regime to proprietary companies during 2018 (see the general eligibility requirements in section 3.3.3), these concessions have become less important.

These corporate governance concessions are only available to companies that register as, or convert to, a public company after the commencement of the crowd-sourced funding regime under the Corporations Act and meet the other requirements of the crowd sourced funding regime (see section 3.3.3). Furthermore, the entity must have done so prior to the commencement of the *Corporations Amendment (Crowd-sourced Funding for Proprietary Companies) Act 2018* (being 19 October 2018)



### **Eligibility for relief**

In order to be eligible for the corporate governance concessions, a company must be covered by s.738ZI. A company is covered by s.738ZI if the company was registered as a public company limited by shares or was converted from a proprietary company to a public company limited by shares before the commencement of the *Corporations Amendment (Crowd-sourced Funding for Proprietary Companies) Act 2018* (being 19 October 2018) and complied with the other requirements of that section.

In essence, the corporate governance concessions apply only to public companies that are registered as or convert to a public company limited by shares, that state they are intending to take advantage of the crowd-sourced funding provisions of the Corporations Act, and have done so prior to commencement of the crowd sourced funding regime for proprietary companies.

Furthermore, the relief is only available if a crowd-sourced funding offer is made within a short period of time, and the relief then only applies for a period of five years after which the normal requirements for public companies apply.

### **Audit relief**

Under s.301(5), a company need not have its financial report for a financial year audited if:

- The company is covered under s.738ZI at the end of the financial year, i.e. certain public companies eligible for limited governance requirements under the crowd-sourced funding part of the Corporations Act (as noted above)
- As at the end of the financial year, the company has raised less than \$3 million from all crowd-sourced funding offers it has made at any time.

Similarly, a public company that is covered by s.738ZI just after it is registered as a public company is not required to appoint an auditor (s.327A(1A)). If a public company is no longer covered by s.738ZI or raises more than \$3 million using crowd-sourced funding, it must appoint an auditor (s.328C, s.328D) and the above relief is not available.

A company that takes advantage of the audit relief is not required to include a copy of the auditor's independence declaration in its directors' report (s.298(1AC) and s.298(1AD)).

### **Other relief**

Public companies qualifying for the corporate governance concessions are also able to avail themselves of relief in respect of reporting to members and from holding an AGM. See section 6.8.7 for more information about these concessions.

### **Audit relief for certain companies limited by guarantee**

Under s.301(3), a company limited by guarantee may have its financial report for a financial year reviewed, rather than audited, if:

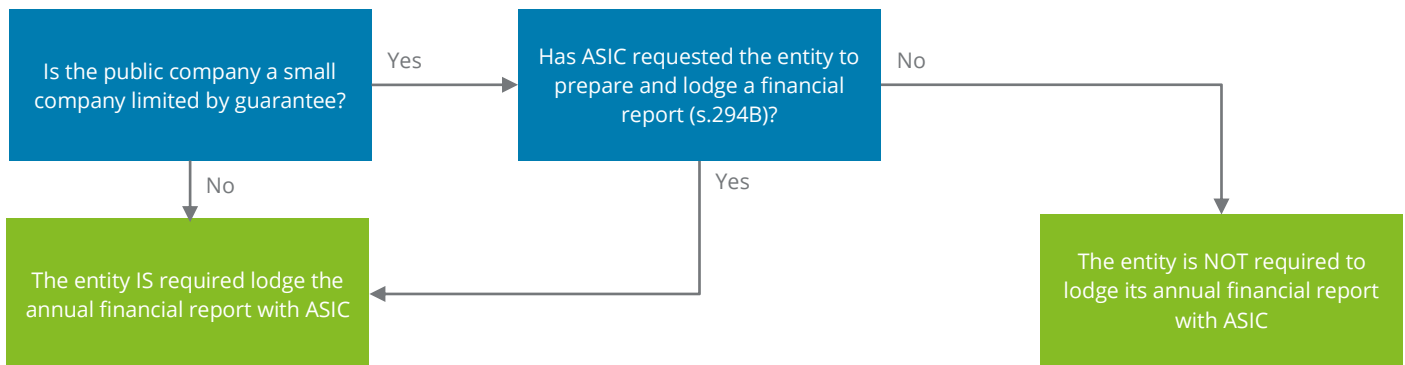
- The company is *not* one of the following:
  - A Commonwealth company for the purposes of the Public Governance, Performance and Accountability Act 2013<sup>18</sup>
  - A subsidiary of a Commonwealth company for the purposes of that Act
  - A subsidiary of a Commonwealth authority for the purposes of that Act
- One of the following is true:
  - The company is not required by the Australian Accounting Standards to be included in consolidated financial statements and the revenue of the company for the financial year is less than \$1 million
  - The company is required by the Australian Accounting Standards to be included in consolidated financial statements and the consolidated revenue of the consolidated entity for the financial year is less than \$1 million.

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<sup>18</sup> A Commonwealth company is a Corporations Act company that the Commonwealth controls, where control has the meaning defined in the *Public Governance, Performance and Accountability Act 2013*. It does not include subsidiaries of a Commonwealth company, a corporate Commonwealth entity or Future Fund Board of Guardians.

### 4.3.3 Lodging the annual financial report with ASIC

#### Summary flowchart- lodgement of the financial report



#### General requirements

In general, public companies are required to prepare and lodge an annual financial report with ASIC (s.319(1)). The deadline for lodgement is four months after the end of the financial year (s.319(3)(b)). However, under s.319(2)(b), the lodgement requirement does not apply if the annual financial report is being prepared for a small company limited by guarantee (see section 3.1.3) in response to a member’s request (s.294A) or ASIC request (s.294B). ASIC may request the annual financial report to be lodged (s.294B(4)).

## 4.4 Large proprietary companies

### 4.4.1 Preparation of annual financial report

#### Summary flowchart – preparation of a financial report



\* The entity may be required to prepare financial statements in other circumstances (see section 4.1.6)

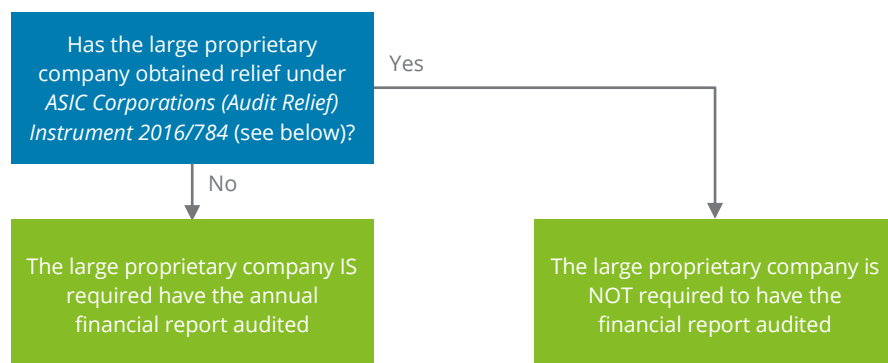
#### General requirements

Large proprietary companies (see section 3.1.2) are generally required to prepare a financial report in accordance with Part 2M.3 of the Corporations Act unless they are eligible for relief under an ASIC Class Order or Corporations Instrument, e.g. where the entity qualifies for relief under *ASIC Corporations (Wholly-owned Entities) Instrument 2016/785* (see section 4.1.3) or *ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251* (see section 4.1.5).

Even though a large proprietary company may be excluded from preparing financial reports under the Corporations Act, the entity may need to consider whether it is a country by country reporting entity for tax purposes that is captured by the GPFS requirements under tax law (see section 4.11).

## 4.4.2 Audit of the annual financial report

### Summary flowchart – audit of the financial report



### General requirements

Large proprietary companies (see section 3.1.2) are generally required to prepare a financial report in accordance with Part 2M.3 of the Corporations Act (see section 4.4.1) and to have the financial report audited.

However, the requirement to have the financial report audited is amended for certain large proprietary companies that were not audited for a financial year ending during 1993, or in any later financial year, from the audit requirements of the Corporations Act provided certain conditions are satisfied (see below).

### Audit relief for large proprietary companies

#### Limited relief in certain circumstances

[ASIC Corporations \(Audit Relief\) Instrument 2016/784](#) relieves large proprietary companies that were not audited for a financial year ending during 1993, or in any later financial year<sup>19</sup>, from the audit requirements of the Corporations Act provided certain conditions are satisfied.

The relief does not apply to large proprietary companies that are:

- Large 'grandfathered' proprietary companies under the former s.319(4) of the Corporations Law (see *Relief from lodgement for 'grandfathered' large proprietary companies* on page 44)
- Disclosing entities (see *Disclosing entities* on page 36)
- Borrowers in relation to debentures
- Guarantors of borrowers in relation to debentures
- A financial services licensee.

#### Conditions to qualify for relief

To qualify for audit relief, the following conditions must be satisfied in relation to the company's financial report for a financial year (the 'relevant financial year'):

- During the period of three months before the commencement of relevant financial year and ending four months after the end of the relevant financial year, all of the directors and all of the members must pass a unanimous resolution that an audit is not required and formal notification of the resolution must be lodged with ASIC (using Form 382) unless the company relied on the relief available under the Corporations Instrument or Class Order 98/1417 in respect of the financial year immediately preceding the relevant financial year. Before passing the members' resolution, the members must have been provided, either in the notice of meeting or in material accompanying a circular resolution, with a statement by the directors stating whether, in their opinion, the cost of having the financial statements audited outweighs the expected benefits of the audit and setting out their reasons for that opinion, before so resolving

<sup>19</sup> [ASIC Regulatory Guide 115](#) *Audit relief for proprietary companies* notes "relief under the instrument is only available to companies that have not had an audit in 1993 or a later year. This may include companies that have been registered or incorporated since 1993 and that have not had an audit since registration or incorporation" (RG 115.93). Accordingly, newly incorporated entities that have not previously had an audit may be eligible for relief where all the conditions of the instrument are met.

- Written notice that an audit is required has not been received from a director, members who control 5% or more of the votes that might be cast at a general meeting of the company or any person who is owed approved subordinated debt by the company (subject to certain conditions in each case)
- The directors' declaration for each financial year which ended on or after 1 July 1998 (up to and including the relevant financial year) must include an unqualified statement that there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable (or for certain previous financial years, that the company would be able to pay its debts as and when they fell due)
- The company must have procedures which enable all the directors to assess whether the company is able to pay its debts as and when they become due and payable
- Management accounts (incorporating an income statement, statement of changes in equity, balance sheet and cash flow statement) must be prepared on at least a quarterly basis within one month after the end of the relevant quarter
- The directors have resolved, at the end of each quarter and at the time the resolution is made, that total liabilities do not exceed 70% of total tangible assets and that the company was able to pay all its debts as and when they become due and payable. Where consolidated management accounts are prepared, total liabilities do not exceed 70% of total consolidated tangible assets
- If the company is a party to any deed of cross guarantee under *ASIC Corporations (Wholly-owned Companies) Instrument 2016/785*, the directors have resolved each quarter that the total consolidated liabilities did not exceed 70% of the total consolidated tangible assets in respect of either the closed group or extended closed group (as defined in that ASIC-CI 2016/785)
- The directors have resolved, at the end of the relevant financial year and at the time the resolution is made, total liabilities do not exceed 70% of total tangible. If relevant, total consolidated liabilities also do not exceed 70% of total consolidated tangible assets for the company and its controlled entities, and where the company is a party to any deed of cross guarantee under *ASIC Corporations (Wholly-owned Companies) Instrument 2016/785*, that total consolidated liabilities did not exceed 70% of the total consolidated tangible assets in respect of either the closed group or extended closed group
- The company, and consolidated entity where consolidated financial statements are required under the Corporations Act, must have made a profit from ordinary activities after related income tax expense for the relevant financial year or the financial year preceding the relevant financial year
- The year end financial statements must be prepared by a prescribed accountant (who may be an employee of the company) in accordance with APES 315 *Compilation of Financial Information* and must be accompanied by a compilation report prepared in accordance with APES 315.

### Additional requirements

In addition, the company must comply with the following requirements:

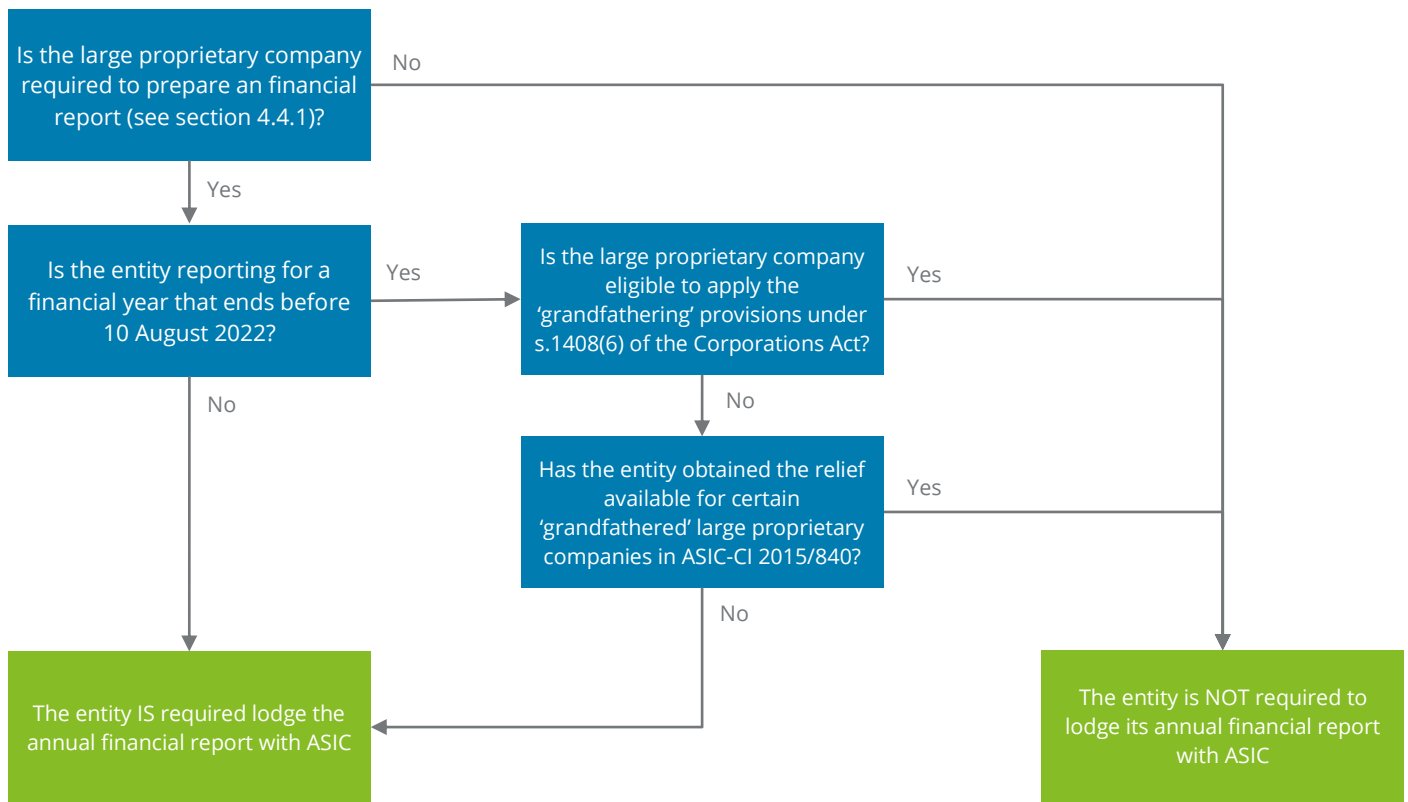
- Where a shareholder or person who is owed approved subordinated debt requests a copy of the management accounts or a directors' resolution regarding the above items, the company must make these available to the requesting party in accordance with the requirements of the Instrument
- The financial report and the directors' report for the relevant financial year and the immediately preceding financial year must substantially comply with Chapter 2M of the Corporations Act
- The company must lodge its financial report and directors' report for the relevant financial year and the immediately preceding financial year with ASIC in accordance with the requirements of the Corporations Act
- The directors' report must include a statement that the financial report has not been audited, in reliance on *ASIC Corporations (Audit Relief) Instrument 2016/784*, and that the requirements of the instrument have been complied with
- A registered company auditor to whom the Company has granted access to any of the books of the Company has not indicated to the Company, any of its directors or other officers that, if the financial report of the Company for the relevant financial year were audited in accordance with Division 3 of Part 2M.3 of the Act, the auditor's report may contain a modified opinion within the meaning of paragraph 5(b) of Auditing Standard ASA 705 *Modifications to the Opinion in the Independent Auditor's Report*, and there are no material disagreements or unresolved issues as between the company and any such auditor in relation to accounting treatments or amounts that may appear in the financial report of the company for the relevant financial year
- If the relief is not applied for the financial year immediately following a financial year which the relief was applied, a notice that the company has ceased to apply the relief must be lodged with ASIC (using Form 396).



Further guidance is available in [ASIC Regulatory Guide 115 Audit relief for proprietary companies](#)

### 4.4.3 Lodging the annual financial report with ASIC

#### Summary flowchart- lodgement of the financial report



#### General requirements

Large proprietary companies (see section 3.1.2) are generally required to lodge their annual financial report with ASIC (s.319(1)). The deadline for lodgement is four months after the end of the financial year (s.319(3)(b)).

#### Relief from lodgement for 'grandfathered' large proprietary companies



#### Removal of 'grandfathered' large proprietary company status

The Federal Parliament passed the [Treasury Laws Amendment \(2022 Measures No. 1\) Act 2022](#) in August 2022. The effect of these amendments was to repeal s.1408(6) (relating to the 'grandfathered' status for certain large proprietary companies) and *ASIC Corporations (Exempt Proprietary Companies) Instrument 2015/840* (which preserves the 'grandfathered status' of certain entities). These amendments commenced on 10 August 2022 but included transitional provisions that permit the lodgement relief to apply to financial years of previously grandfathered large proprietary companies that ended before commencement date (10 August 2022). Therefore, the discussion in this section is only applicable to financial years ending before 10 August 2022.

In accordance with the former s.319(4) of the Corporations Law, which continues to apply in accordance with s.1408(6) of the Corporations Act for financial years ending before 10 August 2022, (i.e. the 'grandfather clause'), large proprietary companies that were classified as 'exempt proprietary companies' as at 30 June 1994 and continue to meet the definition of 'exempt proprietary company' at all times subsequent to 30 June 1994 are relieved from the requirement to lodge a financial report with ASIC, provided:

- The company was an exempt proprietary company on 30 June 1994
- The company continues to meet the definition of 'exempt proprietary company' (as in force at 30 June 1994) at all times since 30 June 1994
- The company was a large proprietary company at the end of the first financial year after 9 December 1995

- The company's financial statements for the financial year ending during 1993 and each later financial year have been audited before the deadline (i.e. four months after the end of the year)
- Within 4 months after the end of the first financial year after 9 December 1995, the company lodged with ASIC a notice that the company has applied for the lodgement relief granted by s.319(4).

*ASIC Corporations (Exempt Proprietary Companies) Instrument 2015/840* ensured that entities did not lose their grandfathered status because of taking advantage of extensions of deadlines provided by ASIC, e.g. deadline extensions given on transition to Australian Accounting Standards that are equivalent to IFRS Accounting Standards (in 2005) and in response to the COVID-19 pandemic (for various periods during 2020-2022).

*ASIC Corporations (Exempt Proprietary Companies) Instrument 2015/840* also allowed certain large proprietary companies to retain their grandfathered status despite not having met the grandfathering conditions in particular circumstances that do not detract from the conditions underlying their exempt status. These circumstances include, for example, the company having a foreign company shareholder (provided the company was not controlled by a foreign company), or having an authorised trustee company as a non-beneficial member.

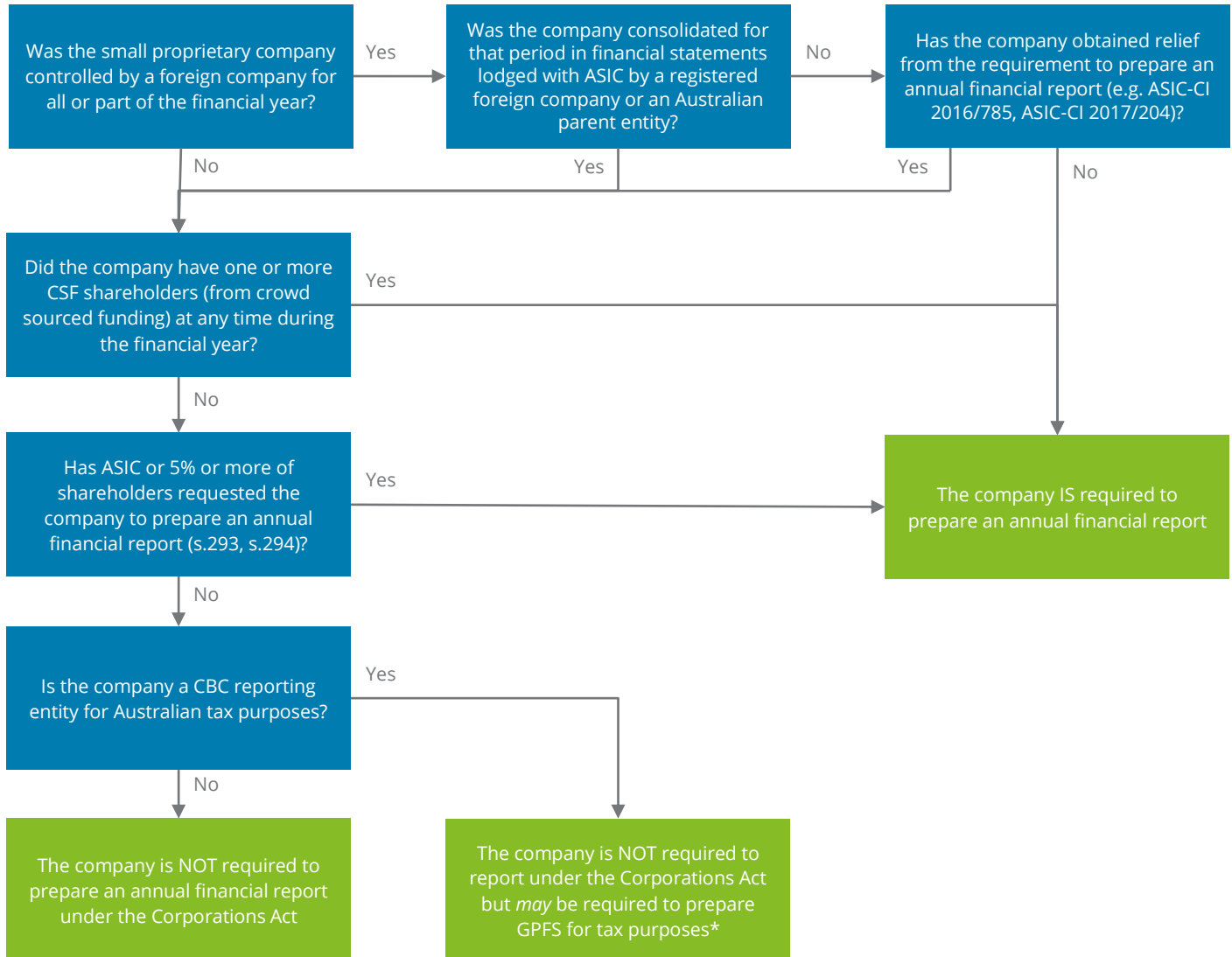
To have taken advantage of this relief, the entity must:

- Have been an exempt proprietary company within the meaning of the Corporations Law on 30 June 1994 and continued to meet that definition of an exempt proprietary company at all times until the deadline for reporting to members for the relevant financial year
- Had its financial statements and financial reports for the financial year ending during 1993 and each later financial year audited before the deadline for reporting to members (except where an ASIC extension applied)
- Not have been a disclosing entity, a borrowing corporation or a borrower or guarantor at any time after 9 December 1995 and before the deadline for reporting to members for the relevant financial year.

## 4.5 Small proprietary companies

### 4.5.1 Preparation of annual financial report

#### Summary flowchart – preparation of a financial report



\* The entity may be required to prepare financial statements in other circumstances (see section 4.1.6)

#### General requirements

A small proprietary company (see section 3.1.2) is not required to prepare a financial report under Part 2M.3 of the Corporations Act *unless*:

- It was controlled by a foreign company for all or part of the year and it is not consolidated for that period in financial statements for that year lodged with ASIC by a registered foreign company or a company, registered scheme or disclosing entity (s.292(2)(b)) (subject to the application of *ASIC Corporations (Foreign-Controlled Company Reports) Instrument 2017/204* discussed below)
- It has one or more 'CSF shareholders' at any time during the year, i.e. it has raised funds using crowd sourced funding (s.292(2)(c)) (see section 3.3.2)
- If 5% or more of the shareholders request that a financial report be prepared (s.293), a directors' report need not be prepared and the financial report need not be prepared in accordance with Australian Accounting Standards if the shareholders' request specifies that a directors' report is not required and that Australian Accounting Standards need not be complied with. In addition, the financial report need only be audited if the shareholders' request asks for the financial report to be audited

- If ASIC requests that a financial report be prepared (s.294), the financial report is to be prepared in accordance with the request, i.e. the request may or may not require that the financial report be prepared in accordance with Australian Accounting Standards, be subject to audit, or lodged with ASIC.

Even though an entity may be excluded from preparing financial reports under the Corporations Act, the entity may need to consider whether it is a country by country reporting entity for tax purposes that is captured by the GPFS requirements under tax law (see section 4.11).

### Lodgement of a foreign parent's consolidated financial statements

A foreign-controlled small proprietary company is not required to prepare a financial report for a period if it is consolidated into consolidated financial statements for that period lodged with ASIC (s.292(2)(b)).

[ASIC Regulatory Guide 58](#) *Reporting requirements: Registered foreign companies and Australian companies* (RG 58), puts forward ASIC's view that s.292(2)(b) is not intended to allow a foreign parent company to lodge its financial statements with ASIC when there is no lodgement requirement for that company under the Corporations Act.

ASIC goes on to note that the Corporations Act only requires the lodgement of financial statements by foreign companies that are registered foreign companies (see section 9.3). Accordingly, for the purposes of the foreign-controlled small proprietary company's obligations under Part 2M.3 of the Corporations Act, ASIC will not accept lodgement of the financial statements of a foreign parent that is not a registered foreign company in substitution for the financial report, directors' report and auditor's report of the entity itself.

Furthermore, ASIC notes that a registered foreign company is required to lodge financial information once in every calendar year and at intervals of no more than 15 months (s.601CK), whereas the lodgement deadline for a foreign-controlled small proprietary company is four months after the end of its financial year. Accordingly, if a foreign-controlled small proprietary company wishes to avoid having to prepare and lodge a financial report under Part 2M.3 of the Corporations Act, it must ensure that the registered foreign company's (i.e. the parent's) consolidated financial statements are lodged under s.601CK within four months of the end of its financial year. ASIC may consider applications for relief under s.340 to extend this time frame (see [ASIC Regulatory Guide 43](#) *Financial reports and audit relief*).

### Relief for eligible foreign controlled small proprietary companies

When a company is a foreign controlled small proprietary company that is not part of a 'large group', it may qualify for relief from preparing a financial report under *ASIC Corporations (Foreign-Controlled Company Reports) Instrument 2017/204*.

A 'group' is a 'large group' when, on a combined basis, the 'group' satisfies at least two of the following conditions for the financial year of the company in question (i.e. the small proprietary company):

Condition	Value (from 1 July 2019) <sup>20</sup>
Combined <b>revenue</b> of the group for the relevant financial year	\$50 million or greater
Combined value of the <b>gross assets</b> of the group at the end of the relevant financial year	\$25 million or greater
Number of <b>employees</b> of the group (part time employees being counted as an appropriate fraction of a full-time equivalent) at the end of the financial year	100 or more

<sup>20</sup> The full definition of a large group in the Instrument notes that the amounts specified in s.45A may be varied to any other amount prescribed for the purposes of paragraph 45A(2) of the Corporations Act. The thresholds have been amended by *Corporations Amendment (Proprietary Company Thresholds) Regulations 2019* with effect from 1 July 2019 and apply to the 2019-2020 and later financial years (Reg 10.30.01) (see section 3.1.2). For financial years beginning before 1 July 2019 the thresholds listed were half of the amounts (i.e. consolidated revenue of \$25 million, consolidated assets of \$12.5 million and 50 employees).



For the purposes of the above requirements, a 'group' is defined to comprise:

- (a) The entity in question
- (b) Any other entity which controlled the entity at any time during, or at the end of, the financial year and which was registered or formed in Australia or carries on business in Australia (in its own right)
- (c) Any other entity (a corresponding entity) which is controlled at any time, or at the end of, the financial year by a foreign company which at the same time controls the entity and which is incorporated or formed in Australia and carries on business in Australia during that part of the financial year when it is controlled by the same foreign company as controls the entity
- (d) Any entity which is controlled at any time during, or at the end of, the financial year by the entity
- (e) Any entity which is controlled by any corresponding entity in (c) during that part of the financial year when the corresponding entity is controlled by the same foreign company that controls the entity.

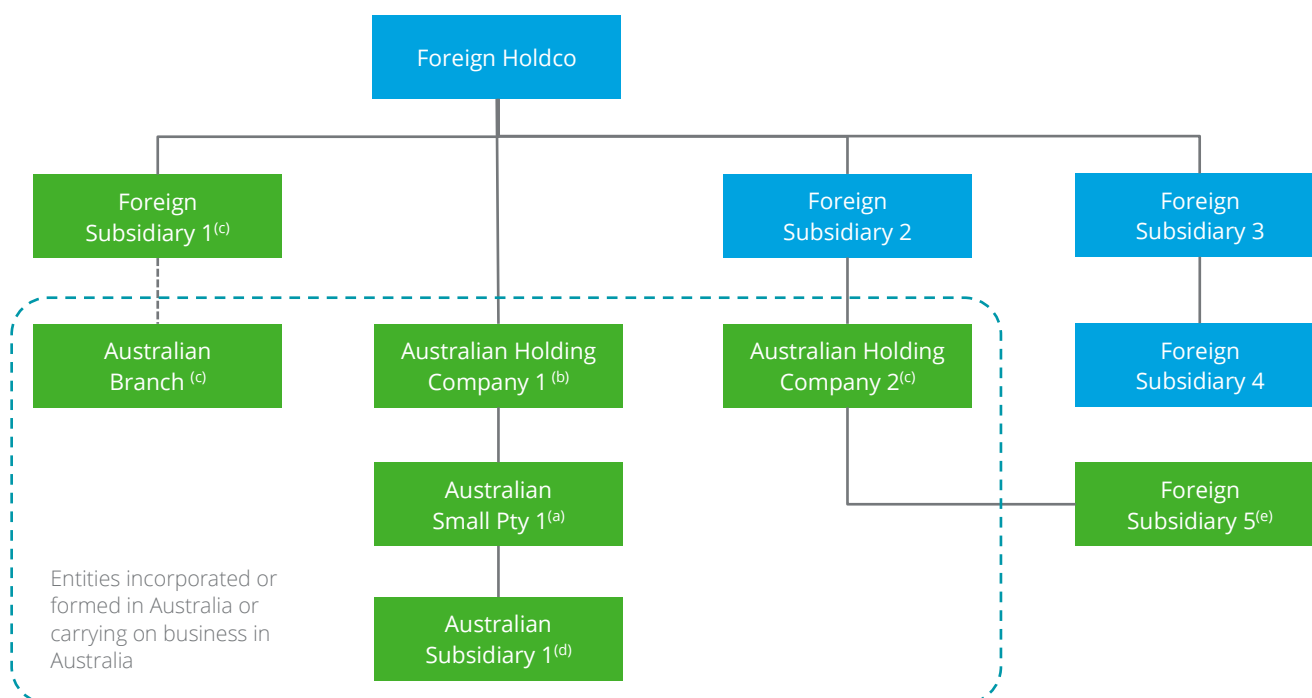
Determining the combined revenue, gross assets and number of employees is a process similar to consolidation except that it only includes the entities that fall within the definition of 'group'. In effect, the 'large group' test is applied to all of the foreign parent's interests in Australia, including any foreign subsidiaries held by those Australian interests.

In order to qualify for relief, all the following conditions must be met:

- The company must not be part of a 'large group' controlled by a foreign company (see above)
- The directors of the company must have resolved no earlier than 3 months before the start of the relevant financial year that the relief should apply
- The company relied upon the relief in the immediately previous financial year, or the entity has lodged Form 384 during the period ending 3 months before the commencement of the financial year and ending 4 months after the end of the relevant financial year, or the company has previously relied on the relief but could not rely on the relief because ASIC notified the company it could not rely on the relief in the instrument for a particular financial year
- The relief was not taken advantage of in a prior period and the company lodged an annual financial report for that period or the company stopped relying on the relief and lodged a Form 394 during a period commencing 3 months before the commencement of the financial year and ending 4 months after the end of the financial year
- ASIC has not notified the company that it may not rely on the relief in the instrument, or has notified the company that it may not rely on the relief in the instrument but has subsequently revoked or varied the notice so that it does not cover the relevant financial year.

### Example

In the group structure below, entities that are coloured green would be included in the 'group' for the purposes of *ASIC Corporations (Foreign-Controlled Company Reports) Instrument 2017/204*. The combined revenue, gross assets and employees of those entities would be tested against the thresholds in the instrument. If two or more of the thresholds are exceeded, then the group would be a 'large group' and the small proprietary company (Australian Small Pty 1) would not be able to avail itself of the relief in the instrument and would therefore be required to prepare an annual financial report under Part 2M.3 of the Corporations Act (unless other relief is available). The instrument has no impact on the financial reporting obligations of other Australian entities in the group (i.e. Australian Holding Company 1, Australian Holding Company 2, Australian Subsidiary 1 and the Australian Branch).



The notes attached to the diagram above are in respect of **Australian Small Pty 1**:

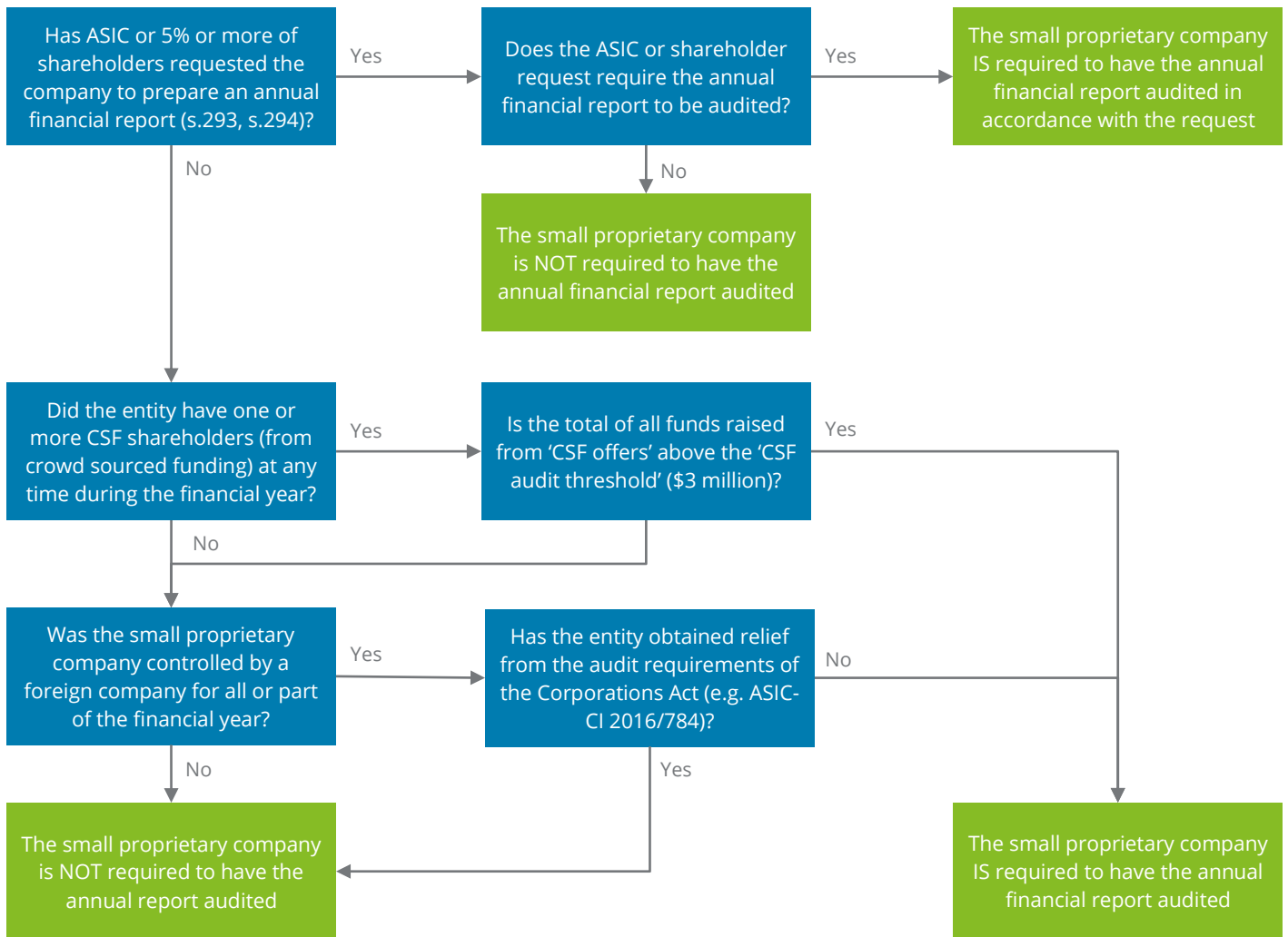
- (a) The entity in question (Australian Small Pty 1).
- (b) Any other entity which controlled the entity at any time during, or at the end of, the financial year and which was registered or formed in Australia or carries on business in Australia (in its own right) (Australian Holding Company 1<sup>21</sup>).
- (c) Any other entity (a corresponding entity) which is controlled at any time, or at the end of, the financial year by a foreign company which at the same time controls the entity and which is incorporated or formed in Australia and carries on business in Australia during that part of the financial year when it is controlled by the same foreign company as controls the entity (Foreign Subsidiary 1 [including Australian Branch] and Australian Holding Company 2)<sup>22</sup>.
- (d) Any entity which is controlled at any time during, or at the end of, the financial year by the entity (Australian Subsidiary 1).
- (e) Any entity which is controlled by any corresponding entity in (c) during that part of the financial year when the corresponding entity is controlled by the same foreign company that controls the entity (Foreign Subsidiary 5).

<sup>21</sup> Note that if Australian Holding Company 1 prepares consolidated financial statements and lodges them with ASIC, in which Australian Small Pty 1 and Australian Subsidiary 1 are consolidated, there would be no requirement for Australian Small Pty 1 to prepare a financial report under the Corporations Act (see 'General requirements' earlier in this section), and accordingly the ASIC instrument would not need to be considered.

<sup>22</sup> For this purpose, a branch is not an entity in its own right and accordingly, where a foreign entity operates a branch in Australia, it is the entire foreign entity that is considered to be an entity for the purposes of the instrument. Accordingly, in this example, it is Foreign Subsidiary 1 (which includes Australian Branch) that is included in the assessment and its total revenue, gross assets and employees are included in the large/small assessment under the instrument.

## 4.5.2 Audit of the annual financial report

### Summary flowchart – audit of the financial report



#### Audit relief for foreign controlled small proprietary companies

ASIC Corporations (Audit Relief) Instrument 2016/784 relieves foreign controlled small proprietary companies that were not audited for a financial year ending during 1993, or in any later financial year, from the audit requirements of the Corporations Act provided certain conditions are satisfied. The conditions for audit relief are the same as those prescribed for large proprietary companies, as outlined in section 4.4.3.

#### Relief for certain small proprietary companies undertaking crowd sourced funding

##### Audit relief

Where a small proprietary company is required to prepare an annual financial report because it has raised funds using crowd source funding under the Corporations Act, the entity will generally also be required to have that financial report audited.

However, if the company has raised a total of less than the 'CSF audit threshold' from all the 'CSF offers' it has ever made, it is *not* required to have the financial report audited (s.301(2)(b)). For these purposes:

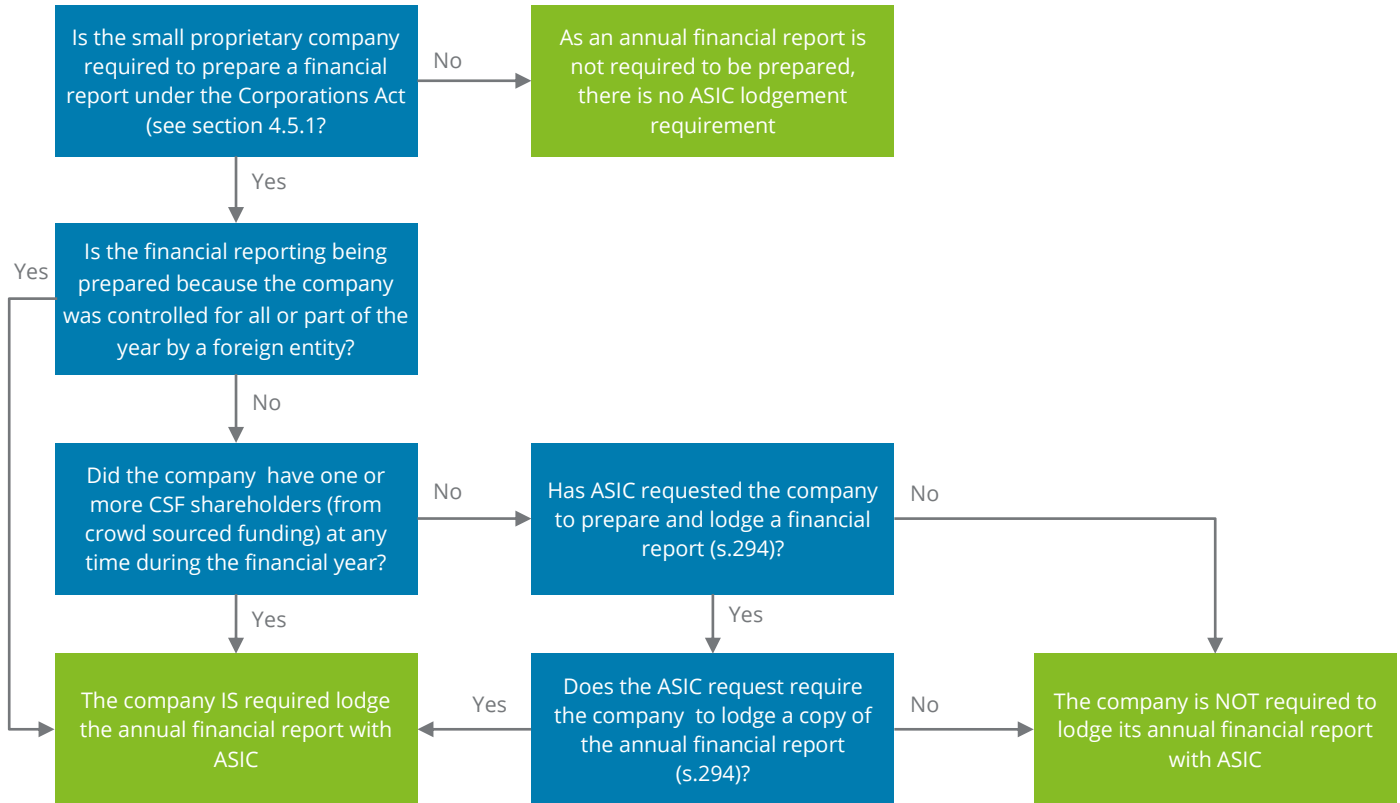
- The 'CSF audit threshold' is \$3 million, or such other amount as is prescribed by the Corporations Regulations (no such amount has currently been prescribed)
- 'CSF offers' are fundraising offers made by the company under the crowd source funding provisions of the Corporations Act (i.e. Part 6D.3A).

**Modified reporting to members**

A small proprietary company that has one or more 'CSF shareholders' (i.e. members who became shareholders under a crowd sourced funding offer) at the end of the financial year only needs to provide its annual report (and concise report if any) via a website and does not need to notify shareholders of alternative ways of receiving the reports (s.314(1AF)).

**4.5.3 Lodging the annual financial report with ASIC**

**Summary flowchart- lodgement of the financial report**



**General requirements**

If a small proprietary company is required to prepare an annual financial report, the requirement to lodge that financial report with ASIC depends on the reporting mandate requiring the preparation of that annual financial report (see section 4.5.1):

Reason the small proprietary company is preparing an annual financial report	Circumstances in which the financial report must be lodged with ASIC
Members requested the annual financial report be prepared (s.293)	Not required
ASIC requested an annual financial report be prepared (s.294)	Depends on the nature of the request from ASIC, i.e. the request will stipulate if lodgement is required
The entity was controlled by a foreign company for all or part of the year and it is not consolidated for that period in financial statements for that year lodged with ASIC by an Australian company, registered scheme or disclosing entity, or a registered foreign company (and the relief in <i>ASIC Corporations (Foreign-Controlled Company Reports) Instrument 2017/204</i> was not available to the entity, or not applied by the entity)	The annual financial report must always be lodged with ASIC
The entity has raised funds using crowd-sourced funding (see section 3.3.2)	The annual financial report must always be lodged with ASIC

The requirement to lodge applies even though the entity may not be required to have the annual financial report audited due to the nature of the shareholder or ASIC request, or where the entity has raised funds using crowd sourced funding and is under the 'CSF audit threshold' (see section 4.5.2).

## **4.6 Notified foreign passport funds**

### **4.6.1 Preparation of annual financial report**

Notified foreign passport funds (see section 3.3.4) are required to prepare a report for the fund in accordance with the financial reporting requirements applying to the fund under the passport rules for the home economy for the fund (s.319(1AA)).

Accordingly, such funds would apply the accounting standards and other financial reporting requirements applying in their home jurisdiction, rather than Australian Accounting Standards. Furthermore, such entities are not required to comply with the other Australian-specific reporting requirements of the Corporations Act (such as preparation of a directors' declaration or directors' report), as those requirements only apply to entities incorporated or formed in Australia (s.285(2)).

### **4.6.2 Audit of annual financial report**

Notified foreign passport funds are required to obtain an auditor's report relating to the report prepared in accordance with the financial reporting requirements applying to the fund under the passport rules for the home economy for the fund.

### **4.6.3 Lodging the annual financial report with ASIC**

Under s.319(1AA), a notified foreign passport fund must lodge each of the following with ASIC for each financial year for the fund:

- A copy of a report for the fund for the year, prepared in accordance with the financial reporting requirements applying to the fund under the passport rules for the home economy for the fund, and
- A copy of each auditor's report that relates to the report.

## 4.7 AFS licensees

### 4.7.1 Overview of financial reporting requirements for AFS licensees

#### General requirements

AFS licensees have financial reporting requirements that arise under Chapter 7 of the Corporations Act. A licensee can be a company incorporated under the Corporations Act or may be another type of entity such as an individual or partnership (see section 3.3.7).

Under Chapter 7 of the Corporations Act, AFS licensees must prepare “a true and fair profit and loss statement and balance sheet” in respect of each financial year (s.989B). For these purposes, a financial year is a corporate entity’s financial year (under s.323D, see section 6.2), or otherwise for non-corporate entities, a year ending 30 June (s.989A).

Under the *Corporations Regulations 2001*, the profit and loss statement and balance sheet must be lodged with ASIC in the prescribed form (Reg 7.8.13A). [Form FS70](#) is the prescribed form for these purposes and accordingly has the force of law.

[FS70](#) was reissued on 1 July 2022 and was subsequently revised on 19 September 2022 to clarify that intermediate parent entities are not required to prepare consolidated financial statements if they are eligible for consolidation relief under AASB 10 *Consolidated Financial Statements*<sup>23</sup>. The revised requirements apply to financial years commencing on or after 1 July 2021 (i.e. to coincide with the application date of AASB 2020-2 and AASB 1060).

Form FS70 must be lodged with ASIC as follows:

- If the AFS licensee is not a body corporate, within 2 months after the end of the financial year (i.e. by 31 August as the financial year for such entities ends on 30 June)
- If the AFS licensee is a body corporate that is a disclosing entity, within 3 months after the end of the financial year
- If the AFS licensee is a body corporate that is not a disclosing entity, within 4 months after the end of the financial year.

In addition, Form FS70 must be accompanied by [Form FS71 Auditor’s Report for AFS Licensee](#) in most cases. Limited AFS licensees (that do not deal with money within the meaning of Division 2 of Part 7.8 of the Corporations Act) must also lodge Form FS76 *Limited Australian services licensee annual compliance certificate*.

Where an AFS licensee is a company, it may also have a financial reporting obligation under Chapter 2M of the Corporations Act. The financial reporting requirements applying to AFS licensees depend on whether the entity is reporting under Chapter 7 only or both Chapter 2M and Chapter 7 of the Corporations Act.

#### Foreign AFS licensees

Under [ASIC Corporations \(Foreign Licensees and ADIs\) Instrument 2016/186](#), a foreign company that holds an AFS licence is not required to report under s.989B (among others). Instead, foreign licensees are required to lodge with ASIC at least once in every calendar year and at intervals of not more than 15 months, a certified copy of its balance sheet, cash flow statement and profit and loss statement in such form and containing such particulars as are required by the law applying to the foreign licensee in its place of origin.

Where the entity is a registered foreign company and reports to ASIC under s.601CK of the Corporations Act (see section 9.3.2), compliance with that requirement will also result in meeting this condition under the Corporations Instrument. Accordingly, such entities are not subject to the financial reporting requirements of Form FS70.

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<sup>23</sup> The previous version of Form FS70 effectively required any licensee that had “control of an investee” within the meaning of AASB 10 to present both parent entity and consolidated financial statements. ASIC [subsequently clarified](#) (through a FAQ document) that Form FS70 was “not intended to override the exemption” in AASB 10 where it would otherwise apply. The updates to Form FS70 in September 2022 completed the process of implementing this intention and removes any doubt in interpretation. ASIC also published [Financial reporting and audit: Frequently asked questions \(FAQs\)](#) on its website providing responses to a number of frequently asked questions about the changes (among other topics).

## 4.8 ASIC

### 4.8.1 How ASIC is involved in financial reporting

ASIC is Australia's regulator of Australian companies, markets, financial services and professionals who provide advice in investments, superannuation, insurance, deposit taking and credit. ASIC does not mandate the reporting requirements of an entity. However, it is responsible for regulating compliance with the financial reporting (and auditing) requirements for entities subject to the Corporations Act.

### 4.8.2 Corporations Instruments



#### Improving corporations and financial services law

The Federal Government is exploring the implementation of a program to reduce the complexity of Australia's corporations and financial services laws by making laws more adaptive, efficient and navigable within existing policy settings. The government's intention is that these changes will benefit industry and consumers and be critical to maintaining a strong financial sector.

The program is a result of the Australian Law Reform Commission (ALRC) [Interim Report A Review of the Legislative Framework for Corporations and Financial Services Regulations](#). In addition to impacting the Corporations Act, some of the changes may impact Corporations Instruments issued by ASIC. The government has published [initial proposals](#) and exposure draft legislation to implement some of the suggested reforms, but none have been implemented at the date this publication was finalised.

ASIC issues Corporations Instruments (previously referred to as Class Orders) to:

- Provide exemptions to provisions of Acts administered by ASIC, e.g. the Corporations Act
- Modify or clarify provisions of Acts
- Make declarations about a person(s) subject to provision.

The following significant Corporations Instruments and Class Orders related to financial reporting have been released by ASIC: Links to the text of the instrument are to the latest version of the instrument on <http://www.legislation.gov.au/>.

Instrument number	Issue date	Subject
<b>Class Orders</b>		
13/1050	20/12/2013	<p><b>Financial Reporting by Stapled Entities</b></p> <p>Permits a stapled entity to include, in its financial report or concise report, consolidated financial statements or combined financial statements that include other entities that are stapled issuers in the same stapled group as the relevant entity where the Corporations Act would otherwise not permit the inclusion of those other group members, provided certain conditions are met. This effectively permits the preparation of consolidated or combined financial reports by stapled entities where the Corporations Act would otherwise prevent it.</p> <p>More information: <a href="#">text of the instrument</a></p>
<b>Corporations Instruments</b>		
2015/251	27/05/2015	<p><b>ASIC Corporations (Externally-Administered Bodies) Instrument 2015/251, ASIC Corporations (Amendment) Instrument 2021/506</b></p> <p>Relieves certain entities from the requirements to prepare and lodge financial reports under Part 2M.3 of the Corporations Act and to hold an annual general meeting where a liquidator or administrator has been appointed to the entity, provided certain conditions are met.</p> <p>More information: section 4.1.5, <a href="#">text of the instrument</a> (as amended)</p>
2021/506	01/10/2021	

Instrument number	Issue date	Subject
2015/838	18/09/2015	<p><b>ASIC Corporations (Stapled Group Reports) Instrument 2015/838</b></p> <p>Permits issuers of stapled securities to include their financial statements and the consolidated or combined financial statements of the stapled group in adjacent columns in one financial report, provided certain conditions are satisfied.</p> <p>More information: <a href="#">text of the instrument</a></p>
2015/839	18/09/2015	<p><b>ASIC Corporations (Related Scheme Reports) Instrument 2015/839</b></p> <p>Permits registered schemes with a common responsible entity (or related responsible entities) to include their financial statements in adjacent columns in a single financial report, provided certain conditions are satisfied<sup>24</sup>.</p> <p>More information: <a href="#">text of the instrument</a></p>
2015/840 2020/396 2020/452 2020/1080 2021/976	18/09/2015 22/04/2020 20/05/2020 25/11/2020 01/12/2021	<p><b>ASIC Corporations (Exempt Proprietary Companies) Instrument 2015/840, ASIC Corporations (Amendment) Instrument 2020/396, ASIC Corporations (Amendment) Instrument 2020/452, ASIC Corporations (Amendment) Instrument 2020/1080 and ASIC Corporations (Amendment) Instrument 2021/315 and ASIC Corporations (Amendment) Instrument 2021/976</b></p> <p>Relieves large proprietary companies in which an ownership (but not a controlling interest) is held by a foreign company or which have an authorised trustee company as a non-beneficial member from the requirement to lodge a financial report, directors' report and auditors' report with ASIC, provided certain conditions are satisfied. These conditions include that the company was an exempt proprietary company within the meaning of the Law on 30 June 1994, has met the definition of an exempt proprietary company at all times from 30 June 1994 until the deadline for reporting to members and that financial statements and financial reports for the financial year ending during 1993 and each later financial year have been audited before the deadline for reporting to members.</p> <p><i>Note: <a href="#">ASIC-CI 2020/396</a>, <a href="#">ASIC-CI 2020/452</a>, <a href="#">ASIC-CI 2020/1080</a>, <a href="#">ASIC-CI 2021/315</a> and <a href="#">ASIC-CI 2021/976</a> together amend the relief in ASIC-CI 2015/840 to provide eligible entities an additional month to send the financial report to members in respect of financial years ending between 31 December 2019 and 7 January 2021 (both inclusive) or between 23 June 2021 and 7 July 2021 (both inclusive) or between 24 December 2021 and 7 January 2022 (both inclusive). This temporary relief was provided in response to the COVID-19 crisis.</i></p> <p><b>Note: ASIC-CI 2015/840 has been repealed by <a href="#">Treasury Laws Amendment (2022 Measures No. 1) Act 2022</a> which commenced on 10 August 2022. Transitional provisions retain the relief for periods ending prior to commencement. Accordingly, the relief in this instrument is only available for financial years that ended before 10 August 2022.</b></p> <p>More information: section 4.4.3, <a href="#">text of the instrument</a></p>
2015/841 2021/868	18/09/2015 27/10/2021	<p><b>ASIC Corporations (Non-Reporting Entities) Instrument 2015/841 and ASIC Corporations (Amendment) Instrument 2021/868</b></p> <p>Allows non-reporting entities to take advantage of concessions or other modifications of the recognition and measurement requirements of Australian Accounting Standards that are available to reporting entities, provided that the financial report complies with all recognition and measurement requirements as if it were a reporting entity.</p> <p>More information: <a href="#">text of ASIC-CI 2015/841</a> (as amended)</p>

<sup>24</sup> See section 6.5.6 for equivalent provisions in the Corporations Regulations in respect of CCIVs.



Instrument number	Issue date	Subject
2015/842	18/09/2015	<p><b>ASIC Corporations (Post Balance Date Reporting) Instrument 2015/842</b></p> <p>Permits the presentation of a statement of financial position (and where applicable a consolidated statement of financial position) in the notes to the financial statements explaining the financial effect of material acquisitions and disposals of entities and businesses after the balance date.</p> <p>More information: <a href="#">text of the instrument</a></p>
2016/181	24/03/2016	<p><b>ASIC Corporations (Electronic Lodgment of Financial Reports) Instrument 2016/181</b></p> <p>Relieves listed companies or registered schemes from the requirement to lodge with ASIC a copy of their financial report, directors' report and auditors' report for the financial year (including any concise financial report) and half-year where those reports have already been electronically lodged with the ASX, National Stock Exchange of Australia, SIM Venture Securities Exchange Limited and Sydney Stock Exchange Limited.</p> <p>More information: <a href="#">text of the instrument</a></p>
2016/186	24/03/2016	<p><b>ASIC Corporations (Foreign Licensees and ADIs) Instrument 2016/186</b></p> <p>Relieves certain foreign licensees from the requirement under Division 6 of Part 7.8 of the Corporations Act to prepare and lodge audited financial statements and keep certain financial records in relation to its financial services business.</p> <p>More information: <a href="#">text of the instrument</a></p>
2016/187	15/08/2016	<p><b>ASIC Corporations (Uncontactable Members) Instrument 2016/187</b></p> <p>Relieves public companies, registered schemes and disclosing entities from the requirement to send a full or concise financial report to shareholders where the entity cannot establish the address of a shareholder, provided certain conditions are satisfied.</p> <p>More information: <a href="#">text of the instrument</a></p>
2016/188	15/08/2016	<p><b>ASIC Corporations (Directors' Report Relief) Instrument 2016/188</b></p> <p>Allows companies (including companies limited by guarantee), registered schemes and disclosing entities to transfer certain information otherwise required to be disclosed in the directors' report to a document attached to the financial report and directors' report or to the financial report.</p> <p>More information: <a href="#">text of the instrument</a></p>
2016/189	15/08/2016	<p><b>ASIC Corporations (Synchronisation of Financial Years) Instrument 2016/189</b></p> <p>Permits foreign controlled companies, registered schemes and disclosing entities to synchronise their financial year (annual or half-year) with that of their ultimate foreign parent entity where the foreign parent is required by law to synchronise the financial years of subsidiaries, provided certain conditions are satisfied.</p> <p>More information: section 6.2.4, <a href="#">text of the instrument</a></p>
2016/190	15/08/2016	<p><b>ASIC Corporations (Disclosing Entities) Instrument 2016/190</b></p> <p>Relieves entities from the disclosing entity requirements of Chapter 2M of the Corporations Act where the entity ceases to be a disclosing entity before their deadline and the directors resolve that there are no reasons to believe that the entity may become a disclosing entity before the end of the next financial year. Furthermore, it relieves a disclosing entity from the requirement to prepare and lodge a half-year financial report and directors' report during the first financial year of the entity, where that first financial year lasts for 8 months or less, provided certain conditions are satisfied.</p> <p>More information: <a href="#">text of the instrument</a></p>

Instrument number	Issue date	Subject
2016/191 2022/519 2022/719	24/03/2016 24/06/2022 07/09/2022	<p><b>ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, ASIC Corporations (Amendment) Instrument 2022/519 and ASIC Corporations (Amendment) Instrument 2022/719</b></p> <p>Permits rounding off in the directors' report and financial report where total assets exceed \$10 million, \$1,000 million and \$10,000 million.</p> <p><i>Note: <a href="#">ASIC-CI 2022/519</a> amends the instrument to allow rounding in the financial reports of sub-funds of CCIVs and to accommodate the introduction of Simplified Disclosures through AASB 1060 General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities. <a href="#">ASIC-CI 2022/719</a> corrects a typographical error in the instrument.</i></p> <p>More information: section 6.5.2, <a href="#">text of the instrument</a></p>
2016/784 2021/868	28/09/2016 27/10/2021	<p><b>ASIC Corporations (Audit Relief) Instrument 2016/784 and ASIC Corporations (Amendment) Instrument 2021/868</b></p> <p>This instrument relieves large proprietary companies and foreign controlled small proprietary companies from the audit requirements of the Corporations Act, provided certain conditions are satisfied. These conditions include that the company has not had its financial report audited for any financial year ending during 1993 or since, the directors and members must have passed unanimous resolutions dispensing with an audit, the company must be well managed and in sound financial condition.</p> <p>More information: section 4.4.2, <a href="#">text of ASIC-CI 2016/784</a>, <a href="#">text of ASIC CI 2021/868</a></p>
2016/785 2016/1211 2021/868 2021/976 2022/719	28/09/2016 13/12/2016 27/10/2021 01/12/2021 07/09/2022	<p><b>ASIC Corporations (Wholly owned Companies) Instrument 2016/785, ASIC Corporations (Amendment) Instrument 2016/1211, ASIC Corporations (Amendment) Instrument 2021/868, ASIC Corporations (Amendment) Instrument 2021/976 and ASIC Corporations (Amendment) Instrument 2022/719</b></p> <p>Relieves wholly owned companies from the need to prepare financial reports and have them audited, provided they enter into a deed of cross-guarantee with their holding company and other wholly owned companies. However, if a group wishes to join a company to a deed of cross-guarantee executed before the commencement of ASIC-CI 2016/785, the existing deed will need to be replaced or revised and re-executed so it complies with PF 24 (Pro Forma 24 Deed of cross guarantee).</p> <p><i>Note: <a href="#">ASIC-CI 2020/452</a>, <a href="#">ASIC-CI 2020/1080</a>, <a href="#">ASIC-CI 2021/315</a>, <a href="#">ASIC-CI 2021/976</a> and <a href="#">ASIC-CI 2022/719</a> extend the relevant deadlines in the instrument for one month for financial years ending between 31 December 2019 and 7 January 2021 (both inclusive) or between 23 June 2021 and 7 July 2021 (both inclusive) or between 24 December 2021 and 7 January 2022 (both inclusive), or between 24 June 2022 and 7 July 2022 (both inclusive), in response to the COVID-19 crisis. For instance, entities have five rather than four months to prepare and lodge the necessary consolidated financial statements of the holding company during these periods.</i></p> <p>More information: section 4.1.3, <a href="#">text of the instrument</a>.</p>
2017/204	23/03/2017	<p><b>ASIC Corporations (Foreign-Controlled Company Reports) Instrument 2017/204</b></p> <p>Relieves foreign controlled small proprietary companies from the requirement to prepare, audit and lodge a financial report in circumstances where a financial report is not lodged by the foreign parent entity or intermediate Australian parent entity, provided certain conditions are satisfied. This places foreign-controlled small proprietary companies on a par with other Australian small proprietary companies. See section 4.5.1 for a discussion of this part of the instrument.</p> <p>The instrument also relieves a registered foreign company with characteristics similar to a small Australian proprietary company from the requirements of section 601CK which requires the lodgement of financial statements by registered foreign companies (see section 9.3.2).</p> <p>More information: <a href="#">text of the instrument</a></p>

Instrument number	Issue date	Subject
2020/395	22/04/2020	<p><b>ASIC Corporations (Extended Reporting and Lodgment Deadlines—Unlisted Entities) Instrument 2020/395, ASIC Corporations (Amendment) Instrument 2020/452 and ASIC Corporations (Amendment) Instrument 2020/1080, ASIC Corporations (Amendment) Instrument 2021/315, ASIC Corporations (Amendment) Instrument 2021/868, ASIC Corporations (Amendment) Instrument 2021/976 and ASIC Corporations (Amendment) 2022/719</b></p> <p>Implements temporary measures aimed at facilitating financial reporting by unlisted entities whose reporting processes take additional time due to remote work arrangements, travel restrictions and other impacts of COVID-19. The temporary measures are intended to allow unlisted entities up to one additional month to complete financial reports and have those reports audited, in compliance with the financial reporting and audit requirements of the Corporations Act.</p> <p>The relief under these Instruments together apply to certain unlisted entities for financial years ending between 31 December 2019 and 7 January 2021 (both inclusive) or between 23 June 2021 and 7 July 2021 (both inclusive) or between 24 December 2021 and 7 January 2022 (both inclusive), or between 24 June 2022 and 7 July 2022 (both inclusive).</p> <p>In addition, <a href="#">ASIC-CI 2021/868</a> introduced relief for companies limited by guarantee to extend reporting deadlines for these entities for financial years ending between 23 June 2021 and 7 July 2021 (both inclusive). This was subsequently extended to apply to financial years ending between 23 June 2021 and 7 July 2021 (both inclusive) or between 24 December 2021 and 7 January 2022 (both inclusive) or between 24 June 2022 and 7 July 2022 (both inclusive).</p> <p>More information: <a href="#">text of ASIC CI 2020/395</a>, <a href="#">text of ASIC CI 2020/452</a>, <a href="#">text of ASIC-CI 2020/1080</a>, <a href="#">text of ASIC-CI 2021/315</a>, <a href="#">text of ASIC CI 2021/868</a>, <a href="#">text of ASIC CI 2021/976</a>, <a href="#">text of ASIC CI 2022/719</a></p>
2020/452	20/05/2020	
2020/1080	25/11/2020	
2021/315	26/04/2021	
2021/868	27/10/2021	
2022/719	07/09/2022	
2020/451	20/05/2020	<p><b>ASIC Corporations (Extended Reporting and Lodgment Deadlines—Listed Entities) Instrument 2020/451, ASIC Corporations (Amendment) Instrument 2020/1080 and ASIC Corporations (Amendment) Instrument 2021/315</b></p> <p>Implements temporary measures aimed at facilitating financial reporting by listed entities whose reporting processes take additional time due to current remote work arrangements, travel restrictions and other impacts of COVID-19. The temporary measures are intended to allow listed entities up to one additional month to complete financial reports and have those reports audited, in compliance with the financial reporting and audit requirements of the Corporations Act.</p> <p>The relief under these Instruments together apply to certain listed entities for financial years ending between 31 December 2019 and 7 January 2021 (both inclusive) or between 23 June 2021 and 7 July 2021 (both inclusive).</p> <p>More information: <a href="#">text of ASIC-CI 2020/451</a>, <a href="#">text of ASIC-CI 2020/1080</a>, <a href="#">text of ASIC-CI 2021/315</a></p>
2020/1080	25/11/2020	
2021/315	26/04/2021	
2021/152	24/03/2021	<p><b>ASIC Corporations (COVID-19 Email Lodgement Service—ASIC Corporations (Wholly-owned Companies) Instrument 2016/785) Instrument 2020/612</b></p> <p>Facilitates the electronic lodgement of documents for the purposes of relief under <i>ASIC Corporations (Wholly-owned Companies) Instrument 2016/785</i>. Under this instrument, deeds of cross guarantee, variation deeds, assumption deeds, revocation deeds, notices of disposal, certificates and opt-in and opt-out notices can be lodged by email. However, this instrument does not facilitate electronic execution of deeds, which must be executed under s.127 of the Corporations Act.</p> <p>More information: <a href="#">text of the instrument</a></p>

Instrument number	Issue date	Subject
2021/195	24/03/2021	<p><b>ASIC Corporations (Parent Entity Financial Statements) Instrument 2021/195</b></p> <p>Allows entities to present consolidated financial statements and single entity financial statements in one financial report, and to remove the requirement to include parent entity information specified by regulation 2M.3.01 of the Corporations Regulations. This relieves the entity from the unreasonable burden of incurring costs in preparing, and in some cases having audited, two separate financial reports.</p> <p>This instrument replaces ASIC Class Order [CO 10/654] which ‘sunset’ on 1 April 2021.</p> <p>More information: section 6.5.3, <a href="#">text of the instrument</a></p>
2021/75	26/04/2021	<p><b>ASIC Corporations (Auditor Independence) Instrument 2021/75</b></p> <p>Provides relief to the lead auditor from reporting in the auditor's independence declaration, minor financial interests in an entity audited by an audit firm where the interest is held by any other partner of the firm or their close family members.</p> <p>More information: <a href="#">text of the instrument</a></p>
2021/219 2021/230	26/04/2021 26/04/2021	<p><b>ASIC Corporations (Licence Conditions – Treatment of Lease Assets) Instrument 2021/219 and ASIC Corporations (Amendment) Instrument 2021/230</b></p> <p>Deems that a right-of-use asset arising under a lease is not included in the definition of ‘excluded assets’ and, therefore, will be included in an Australian financial services licensee's adjusted assets calculation.</p> <p>More information: <a href="#">text of ASIC-CI 2021/219</a>, <a href="#">text of ASIC-CI 2021/230</a></p>
2021/770 2021/976 2022/719	07/09/2021 01/12/2021 07/09/2022	<p><b>ASIC Corporations (Extension of Time to Hold AGM) Instrument 2021/770, ASIC Corporations (Amendment) Instrument 2021/976 and ASIC Corporations (Amendment) Instrument 2022/719</b></p> <p>Extends the time for certain classes of companies to hold an AGMs to allow companies to plan and prepare for holding their AGMs in the context of the ongoing COVID-19 pandemic restrictions on gathering and movement, as follows:</p> <ul style="list-style-type: none"> <li>• For public companies with a financial year ending on a date between 21 February 2021 and 7 July 2021, the deadline to hold the AGM is extended by two months</li> <li>• For public companies limited by guarantee with a financial year ending on a date that is between 24 January 2021 and 7 April 2021, the deadline to hold the AGM is extended by four months</li> <li>• For public companies (other than listed public companies) with a financial year ending on a date that is between 24 December 2021 and 7 January 2022 (both inclusive) or between 24 June 2022 and 7 July 2022 (both inclusive), the deadline to hold the AGM is extended by one month.</li> </ul> <p>More information: <a href="#">text of ASIC-CI 2021/770</a>, <a href="#">text of ASIC-CI 2021/976</a>, <a href="#">text of ASIC-CI 2022/719</a></p>

Instrument number	Issue date	Subject
2022/129	02/03/2022	<p data-bbox="392 342 1070 371"><b>ASIC Corporations (Virtual-only Meetings) Instrument 2022/129</b></p> <p data-bbox="392 376 1490 465">Allows the holding of virtual-only meetings of members beyond the expiry of the temporary relief measures introduced by the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> (which expired on 31 March 2022) subject to meeting certain conditions:</p> <ul data-bbox="392 504 1490 656" style="list-style-type: none"> <li data-bbox="392 504 1490 560">• For listed companies, listed registered schemes and unlisted registered schemes, for additional two months from 1 April 2022 to 31 May 2022</li> <li data-bbox="392 564 1490 656">• For unlisted companies, for an additional three months from 1 April 2022 to 30 June 2022 (to coincide with the extension of the time to hold an AGM afforded by <i>ASIC Corporations (Extension of Time to Hold AGM) Instrument 2021/770</i>).</li> </ul> <p data-bbox="392 694 1490 880"><i>Note: This instrument expired on 30 June 2022. After this time, the amendments made to the Corporations Act by the 'Corporations Amendment (Meetings and Documents) Act 2022' will continue to allow companies to hold hybrid meetings incorporating a physical meeting at one or more venues while using virtual meeting technology to enable remote participation. The Act also permits companies and registered schemes to hold meetings using virtual technology only, but this is limited to entities who have amended their constitution to expressly require or permit virtual meetings.</i></p> <p data-bbox="392 913 810 943">More information: <a href="#">text of the instrument</a></p>

### 4.8.3 Entity specific relief

A company may apply to ASIC under s.340 for accounting and audit relief. In these cases, entities should refer to the guidance in:

- [ASIC Regulatory Guide 43](#) *Financial reports and audit relief*, which explains how ASIC may exercise its powers to grant relief from the financial reporting and audit requirements of Pt 2M.2, 2M.3 and 2M.4 of the Corporations Act
- [ASIC Regulatory Guide 51](#) *Applications for relief*, which provides more general guidance on the types of applications that can be made, how to submit applications, ASIC's general approach to applications for relief, and the types of relief available.

## 4.9 ASX

### 4.9.1 Who is the ASX?

The ASX is Australia's primary securities exchange operated by Australian Securities Exchange Ltd. The Corporations Act includes special rules/requirements for listed companies and schemes for example:

- s.300(11)-(12): Specific information to be included in the Annual Directors' report of listed companies
- s.300A: Disclosure of key management personnel remuneration to be provided by listed companies.

### 4.9.2 ASX Listing Rules

In addition to the requirements of the Corporations Act, entities with securities listed on the ASX must also comply with the periodic reporting requirements of the ASX Listing Rules (available at [www.asx.com.au](http://www.asx.com.au)) contained in Chapter 4 *Periodic Disclosure* of the ASX Listing Rules. Furthermore, mining and oil and gas production and exploration entities are required to comply with the ASX Listing Rules contained in Chapter 5 *Additional reporting on mining and oil and gas production and exploration activities*.

The ASX Listing Rules govern inter alia the admission of entities to list securities on the ASX, the disclosure requirements and some aspects of a listed entity's conduct. The Listing Rules are enforceable against a listed entity and their associates under s.793C and s.1101B of the Corporations Act.

#### Securities traded on the ASX quoted assets (AQUA) market

The ASX Listing Rules do not apply to securities admitted to the ASX Quoted Assets (AQUA) market, e.g. exchange traded fund securities and managed fund products. These issuers are instead subject to the ASX Operating Rules. Specifically, Schedule 10A *AQUA Products and the AQUA Trading Market* to the ASX Operating Rules (available at [www.asx.com.au](http://www.asx.com.au)) outlines the requirements for such issuers.

In terms of disclosure requirements, Rule 10A.4.2 sets out the disclosure requirements for managed fund products, and Rule 10A.4.4 sets out the disclosure requirements for exchange traded funds. These rules require, among other things, the issuer to provide the ASX a copy of all periodic reports (including financial reports, directors' reports and auditor's reports) that the issuer is required to lodge with ASIC under the Corporations Act.

#### ASX reporting requirements for entities subject to the ASX Listing Rules

Under chapters 4 and 5 of the ASX Listing Rules, the following additional ASX reporting requirements arise:

Requirement	Summary	Timing
<b>General requirements</b>		
<b>Preliminary final report</b> (Listing Rule 4.3A-4.3B)	Following the end of the financial year of an entity, the entity (in the case of a trust, the responsible entity) must give the ASX the information required by Appendix 4E, unless the entity is a mining exploration entity or oil and gas exploration entity (see section 6.6.1)	No later than two months after the end of the accounting period
<b>Copy of annual reporting documents</b> (Listing Rule 4.5)	The entity must also give the ASX a copy of the documents lodged with ASIC under s.319 of the Corporations Act if it is a disclosing entity, or otherwise provide the information lodged under s.601CK of the Corporations Act	No later than three months after the end of the accounting period
<b>Copy of annual report</b> (Listing Rule 4.7)	The entity must give the ASX a copy of the annual report, and any concise report, given to shareholders under s.314 of the Corporations Act, or for entities not established in Australia, a copy of the annual report provided to its shareholders under the law of the place of its establishment	Earlier of the first day the entity sends the document to security holders and the last day for the document to be given to security holders (under s.315 of the Corporations Act or other law)
<b>Additional information</b> (Listing Rule 4.10)	The annual report given to the ASX must include additional information that is prescribed by Listing Rule 4.10, including a corporate governance statement, information about the entity's securities and their distribution, details of substantial shareholders and other items	As immediately above

Requirement	Summary	Timing
<b>Half-year report</b> (Listing Rule 4.2A)	The entity must provide the ASX with a copy of the documents that a disclosing entity must lodge with ASIC under s.320 of the Corporations Act, or if the entity is not established in Australia, a half-year report that is required in its home jurisdiction (where such a report is not prepared, the entity is required to prepare an equivalent half-year report).	Mining exploration entities and oil and gas exploration entities - no later than 75 days after the end of the accounting period  Other entities – no later than two months after the end of the accounting period
<b>Appendix 4D</b> (Listing Rule 4.2A.3)	The entity must provide the ASX the information required by Appendix 4D, unless the entity is a mining exploration entity or oil and gas exploration entity.	No later than two months after the end of the accounting period
<b>Requirements applying in specific circumstances</b>		
<b>Additional disclosures on change of balance date</b> (Listing Rule 4.4A)	An entity, other than a mining exploration entity or oil and gas exploration entity, which changes its annual reporting date such that its next annual accounts cover a period longer than 12 months, must provide the information required by Appendix 4F for the initial 12 month period.	Within two months after the end of the 12 months period since its previous balance date
<b>Quarterly cash flow report</b> (Listing Rule 4.7B)	Entities (other than an investment entity, mining producing entity, mining exploration entity, oil and gas producing entity or oil and gas producing entity) admitted to the official list under Listing Rule 1.3.2(b) <sup>25</sup> (or where that rule is applied in certain circumstances) are required to give the ASX the information required by Appendix 4C on a quarterly basis.	Within one month after the end of each quarter
<b>Quarterly activity reports</b> (Listing Rule 4.7C)	Entities required to provide an Appendix 4C (discussed immediately above) are also required to provide a quarterly activity report to the ASX at the same time as the Appendix 4C is provided each quarter. The quarterly activity report provides information about the business activities for the quarter, comparisons to 'use of funds' statements included in prospectuses (in certain cases) and information about payments to the related parties of the entity.	Within one month after the end of each quarter
<b>Disclosures where securities are the main asset</b> (Listing Rule 4.8)	If a listed entity's main asset are securities in an unlisted entity, the listed entity is required to give the ASX the latest accounts of the unlisted entity, together with any auditor's report or statement, when it gives the ASX its annual report.	Earlier of the first day the entity sends the document to security holders and the last day for the document to be given to security holders (under s.315 of the Corporations Act or other law)
<b>Securities and loans to unlisted entities</b> (Listing Rule 4.9)	If a listed entity has investments in unlisted entities, or loans or advances to an unlisted entity as part of its assets, the listed entity must give the ASX the latest accounts of the unlisted entity if the ASX asks.	On ASX request
<b>CDIs on issue for dual listed entities</b> (Listing Rule 4.11)	An entity that has a dual listing on the ASX and an overseas exchange and has CHESS Depository Interests (CDIs) issued over quoted securities must complete Appendix 4A	Within five business days of the end of each month

<sup>25</sup> Listing Rule 1.3.2(b) applies on admission to the official list where half or more of the entity's total tangible assets (after raising any funds) are cash or in a form readily convertible to cash, and the entity has commitments consistent with its business objectives to spend at least half of its cash and assets in a form readily convertible to cash.

Requirement	Summary	Timing
<b>Net tangible asset backing for investment entities</b> (Listing Rule 4.12)	An investment entity <sup>26</sup> is required to disclose its net asset backing of its quoted securities on a monthly basis.	Immediately it is available and in any event not later than 14 days after the end of each month
<b>Mining and oil and gas production and exploration entities</b>		
<b>Quarterly reporting</b> (Listing Rules 5.1-5.5)	Mining and oil and gas producing and exploration entities are required to provide the ASX with a quarterly report outlining their activities for the quarter. The nature of the information to be provided depends upon whether the entity is a mining or oil and gas entity, and whether the entity is a producing or exploration entity. In addition, mining and oil and gas exploration entities are required to give the ASX the information required in Appendix 5B (quarterly cash flow report).	No later than one month after the end of each quarter
<b>Reporting on mining activities</b> (Listing Rules 5.6-5.24)	These requirements relate to the reporting of exploration results, mineral resources, ore reserves, historical and foreign estimates and production targets by mining entities. There are specific requirements that must be included in a mining entity's annual report, including details of mining tenements (for exploration entities) and a mineral resources and ore reserves statement (for mining entities).	In conjunction with the relevant market announcement or annual report
<b>Reporting on oil and gas activities</b> (Listing Rules 5.25-5.44)	Provides details of how information from oil and gas activities is to be prepared and given to the ASX. There are specific requirements that must be included in an oil and gas entity's annual report, including details of petroleum tenements (for exploration entities) and a reserves statement and reconciliation of petroleum reserves holdings against that from the previous year (for oil and gas entities).	In conjunction with the relevant market announcement or annual report



See section 6.6 for a discussion on the annual reporting requirements of the ASX Listing Rules for listed entities.

### 4.9.3 Reporting deadlines

Chapter 4 *Periodic Disclosure* of ASX Listing Rules sets out reporting deadlines for entities and registered schemes listed on the ASX. See section 6.8 for a summary of the reporting deadlines under both the Corporations Act and ASX Listing Rules.

### 4.9.4 Continuous disclosure

See section 9.1 for a discussion on an entity's continuous disclosure obligations under inter alia [ASX Listing Rule 3 Continuous disclosure](#).

<sup>26</sup> An investment entity is an entity which, in ASX's opinion, is an entity to which both of the following apply: (1) Its activities or the principal part of its activities consist of investing (directly or through a child entity) in listed or unlisted securities or derivatives and (2) Its objectives do not include exercising control over or managing any entity, or the business of any entity, in which it invests.



### 4.9.5 Other exchanges

In addition to the ASX, other exchanges in Australia include the following:

Stock exchange	Comment
National Stock Exchange of Australia (NSX)	NSX is a stock exchange that caters specifically for the listing of small to medium enterprises. It is owned by NSX Limited which is listed on ASX. Entities listed on the NSX are required to comply with the NSX listing rules which prescribe the requirements for obtaining and maintaining a listing of securities on the NSX.
Cboe Australia (formerly Chi-X-Australia)	Cboe Australia (formerly Chi-X Australia) is a stock exchange and derivatives market operator licensed and regulated by ASIC. It provides an alternate to trading on the ASX and potential for lower costs. Cboe Australia is owned by Cboe Global Inc, which operates the largest exchange in Europe, as well as the second and third largest exchanges in Canada and the United States, respectively. Entities listed on Cboe Australia are required to comply with the Cboe Australia operating rules and procedures.
IR Plus Securities Exchange Ltd (previously SIM Venture Securities Exchange Ltd)	IR Plus previously held an Australian Market License ("AML") granted under the Corporations Act. Compliance by the exchange with the obligations imposed under the Corporations Act and via the terms of the AML is regulated by ASIC.
Sydney Stock Exchange Limited (SSX)	SSX is a securities exchange in Australia that provides opportunities for growth oriented companies to raise the capital for expansion from a range of domestic and international investors, especially from the Asia-Pacific region. In accordance with the requirements of the Corporations Act, entities listed on the SSX are required to comply with the SSX operating rules.



The NSX listing rules are available at [www.nsx.com.au](http://www.nsx.com.au)

The Cboe Australia operating rules and procedures are available at [www.cboe.com.au](http://www.cboe.com.au)

The SIM VSE listing rules are available at [simvse.com.au](http://simvse.com.au)

The SSX operating rules are available at [www.apx.com.au](http://www.apx.com.au)

## 4.10 ACNC registered entities



### Remake of ACNC Regulations

The existing *Australian Charities and Not-for-profits Commission Regulation 2013*, which outline the requirements of the Australian Charities and Not-for-profits Register, the governance standards and external conduct standards applying to charities registered with the ACNC and requirements for registered charities' annual financial reports, are scheduled to automatically sunset on 1 April 2023.

In July 2022., Treasury released [draft regulations](#) in order to remake the *Australian Charities and Not-for profits Commission Regulation 2013* before it sunsets. [Australian Charities and Not-for-profits Commission Regulations 2022](#) was released in late September 2022. The regulations contain minor amendments to reflect current drafting practice, improve clarity, and to remove provisions, such as transitional reporting arrangements, that are no longer required.

The commencement date of the Regulations is 1 April 2023. The information below does not reflect the updated Regulations.

### 4.10.1 ACNC registered entities incorporated under the Corporations Act

Where an entity that is incorporated under the Corporations Act is registered with the ACNC, many of the provisions of the Corporations Act do not apply to the entity, including the provisions dealing with financial reporting and audit (s.111L). Instead, the entity is required to comply with the ACNC Act. This may be the case where an entity registered as a public company limited by guarantee with ASIC is also registered as a charity with the ACNC. Generally, a charity that is a company limited by guarantee should contact:

- ASIC for anything relating to its corporate status (including notification of auditor resignation or removal)
- The ACNC for anything relating to its charitable status (including submission of the annual information statement and/or financial report).

### 4.10.2 Classification of entities for ACNC reporting purposes

The reporting obligations for entities registered with the ACNC depend upon the size of the entity, based on the entity's total annual revenue. The table below sets out the revenue thresholds for the various classifications under the ACNC Act (s.205-25).

Classification	Total annual revenue (2021-22 and later financial years)*	Total annual revenue (Earlier financial years)
Small registered entity	Less than \$500,000	Less than \$250,000
Medium registered entity	\$500,000 or more, but less than \$3 million	\$250,000 or more, but less than \$1 million
Large registered entity	\$3 million or more	\$1 million or more

\* Section 205-25 of the ACNC Act contains set numeric amounts for each classification but these are subject to any thresholds prescribed for the purposes of the definitions of small, medium and large registered entities. The *Australian Charities and Not-for-profits Commission Amendment (2021 Measures No. 3) Regulations 2021* amends the thresholds with effect to the 2021-22 financial year and later financial years (ACNC Reg 305.5(2)). Therefore the thresholds shown in the table illustrate the binding thresholds for these periods.

Total annual revenue is determined in accordance with Australian Accounting Standards (even if those standards don't apply to the entity) (ACNC Act, s.202-25(4)). The [ACNC website](#) notes that revenue excludes other income (i.e. income from transactions that are not part of the charity's ordinary activities but affect the charity's profit and loss).

### 4.10.3 Annual information statement

All entities registered with the ACNC are required to give an annual information statement to the ACNC Commissioner in the approved form (ACNC Act, s.60-5(1)). This statement must be given to the ACNC Commissioner no later than 31 December in the following financial year (ACNC Act, s.60-5(2)), i.e. within six months of the end of the reporting period. The standard ACNC reporting period is the financial year, 1 July to 30 June. If the entity has a substituted accounting period, the deadline is six months after the end of the reporting period.

#### 4.10.4 Requirement for annual financial reports

Medium and large registered entities are required to give the ACNC Commissioner an annual financial report by 31 December of the following financial year (ACNC Act, s.60-10), i.e. within six months of the end of the reporting period. If the entity has a substituted accounting period, the deadline is six months after the end of the reporting period.

Small registered entities are not required to prepare an annual financial report, but may choose to do so. Such reports may be prepared on a cash or accruals basis and the entity can choose to submit the report to the ACNC.

#### 4.10.5 Requirement for audit or review

Medium registered entities must have the annual financial report audited or reviewed (ACNC Act, s.60-20). Large registered entities must have the annual financial report audited (ACNC Act, c.60-25).

#### 4.10.6 Requirements for errors in lodged documents

Where a material error is identified in the annual information statement or annual financial report that has been submitted to the ACNC, the charity is required to submit an amended statement or financial report with the ACNC<sup>27</sup>.

For small registered charities, this amendment is due within 60 days of the error being identified. For medium registered charities and large registered charities, the amendment is due within 28 days of the error being identified.

#### 4.10.7 Summary of reporting obligations

The table below summarises the reporting requirements for the various classifications of entities.

Classification	Total annual revenue (2021-22 and later financial years)	Annual information statements required?	Annual financial report required?	Assurance requirement?	Time period to relodge if an error is identified
Small registered entity	Less than \$500,000	Yes	No	n/a	60 days
Medium registered entity	\$500,000 or more, but less than \$3 million	Yes	Yes	Review or audit	28 days
Large registered entity	\$3 million or more	Yes	Yes	Audit	28 days



#### Further information on the reporting requirements for not-for-profit entities

More information on the reporting requirements for entities registered with the ACNC is available at [www.acnc.gov.au](http://www.acnc.gov.au).

<sup>27</sup> This requirement is set out on the [ACNC website](http://www.acnc.gov.au). ACNC Reg 40.1 requires additional information to be included on the Australian Charities and Not-for-profits Register in situations where the ACNC Commissioner becomes aware that an annual information statement or annual financial report for a financial year was incorrect.

## 4.11 GPFS for country-by-country reporting entities



**The Income Tax Assessment Act contains two related concepts: significant global entities (SGEs) and CBC reporting entities. Whilst accounting issues can arise in relation to SGEs (particularly in applying the modified 'control' requirements under the SGE definition), the financial reporting obligation to prepare GPFS only applies to CBC reporting entities. This section focuses on the GPFS requirement applying to CBC reporting entities.**

### 4.11.1 Legislative changes effective from income years beginning on or after 1 July 2019

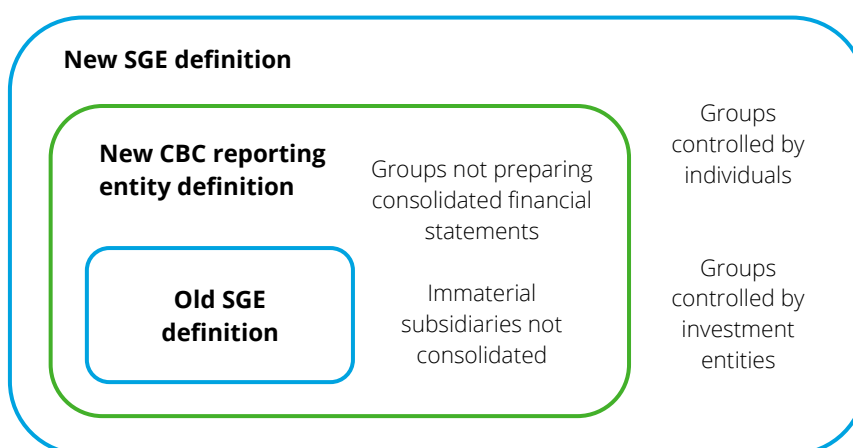
In May 2020, the Federal Parliament made *Treasury Laws Amendment (2020 Measures No.1) Act 2020* (available at [www.legislation.gov.au](http://www.legislation.gov.au)). This Act amended the Income Tax Assessment Act and Tax Administration Act to extend the definition of a significant global entity (SGE) and introduce a new concept of a 'Country-by-Country reporting entity' (which the legislation also terms a 'CBC reporting entity').

The amendments:

- Transfer the requirement to prepare GPFS arising under s.3CA of the Tax Administration Act from SGEs to CBC reporting entities
- Require entities to ignore accounting exemptions from consolidation when testing whether the annual global income meets or exceeds the A\$1 billion threshold to be a SGE or CBC reporting entity (there are differences between how these are treated for the SGE and CBC reporting entity definitions)
- Require entities to determine annual global income (and so whether the entity is a SGE or CBC reporting entity) for a 'notional listed company group' (NLCG) in some cases. This has the effect of ensuring that annual global income is determined on a consolidated basis, even though that amount may not be disclosed in the financial statements of the ultimate parent entity (because financial statements are not prepared, or are only prepared on a stand alone basis).

The SGE and CBC reporting entity definitions are related and linked. However, entities will be required to calculate their annual global income under two different definitions when determining whether the relevant SGE or CBC reporting entity requirements apply to them. CBC reporting entities are effectively a subset of SGEs and remain subject to the SGE provisions, including the significant penalties applying to SGEs.

The following diagram shows how the old and current definitions are related (note that only those entities within the green box are subject to the GPFS requirement under s.3CA of the Tax Administration Act).



Entities identified as SGEs prior to 1 July 2019 will generally meet the CBC reporting entity definition. This is because the annual global income for the CBC reporting group will continue to be determined for the same (or more) entities as under the previous SGE definition. As a result, these entities will continue to be subject to the GPFS requirements as a CBC reporting entity. In addition, additional entities may fall into the CBC reporting group and so may also have a GPFS requirement (e.g. immaterial subsidiaries that have not been consolidated previously).

The amendments were operative from 1 July 2020 but apply to income years and periods beginning on or after 1 July 2019.



For more information about the tax legislation changes, see our [Clarity publication Tax legislation expands entities required to prepare general purpose financial statements](#).

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#### 4.11.2 Overview

Section 3CA of the Tax Administration Act requires a corporate tax entity to lodge a 'general purpose financial statement' (GPFS) with the Australian Tax Office (ATO) in specific circumstances (the 'GPFS requirements'). The GPFS requirements apply in addition to any reporting obligations arising under the Corporations Act.

The GPFS requirements apply to 'country-by-country entities' (CBC reporting entities) that are a corporate tax entity (lodging tax returns) and either Australian resident entities or a foreign resident corporate tax entity that operates an Australian permanent establishment (as defined in the *Income Tax Assessment Act 1936*). However, where the entity has already lodged a GPFS with ASIC within the time provided under s.319(3) of the Corporations Act (see section 4.1.3), it is not required to lodge a GPFS with the ATO.

In essence, this means that unless a CBC reporting entity that is otherwise captured by the GPFS requirements lodges GPFS with ASIC within the relevant timeframes, the entity will be required to lodge GPFS with the ATO.

The GPFS requirements apply where an entity's income year for tax purposes commences on or after 1 July 2016. Amendments made in 2020 by *Treasury Laws Amendment (2020 Measures No. 1) Act 2020* (available at [www.legislation.gov.au](http://www.legislation.gov.au)) apply to income years beginning on or after 1 July 2019<sup>28</sup>.

In broad terms, the application of the GPFS requirements requires the following steps:

- **Determine if the entity is a CBC reporting entity for tax purposes.** The GPFS requirements can only apply to CBC reporting entities as defined under tax law. The key test in the legislation is the amount of consolidated 'annual global income' of the CBC reporting parent of the entity (which may be the entity itself), specifically whether that income is greater than A\$1 billion. However, there are considerations of what items are included in the determination of income. See section 4.11.3
- **Determine if the CBC reporting entity is captured by the GPFS requirements.** The GPFS requirements only apply to corporate tax entities, including permanent establishments operating and lodging tax returns in Australia, and only where those entities have not already lodged GPFS with ASIC. Accordingly, an entity can be a CBC reporting entity but still not have to meet the GPFS requirements under the Tax Administration Act. See section 4.11.4
- **Where GPFS are required, understand the choices available.** The enabling legislation for the GPFS requirements contemplates various options for satisfying the lodgement requirements, in terms of both the entity for which GPFS are lodged, and the accounting standards used in those GPFS. See section 4.11.5.



#### Further guidance and resources on the GPFS requirements

We have prepared an edition of our *Clarity* publication, which explores the issues surrounding the GPFS requirements arising under tax law and provides insight into their interpretation through analysis and examples. The publication is available at [www.deloitte.com/au/clarity](http://www.deloitte.com/au/clarity).

A compiled version of the Tax Administration Act is also available at [www.legislation.gov.au](http://www.legislation.gov.au).

The ATO's guidance on applying the GPFS requirements is available at [www.ato.gov.au](http://www.ato.gov.au).

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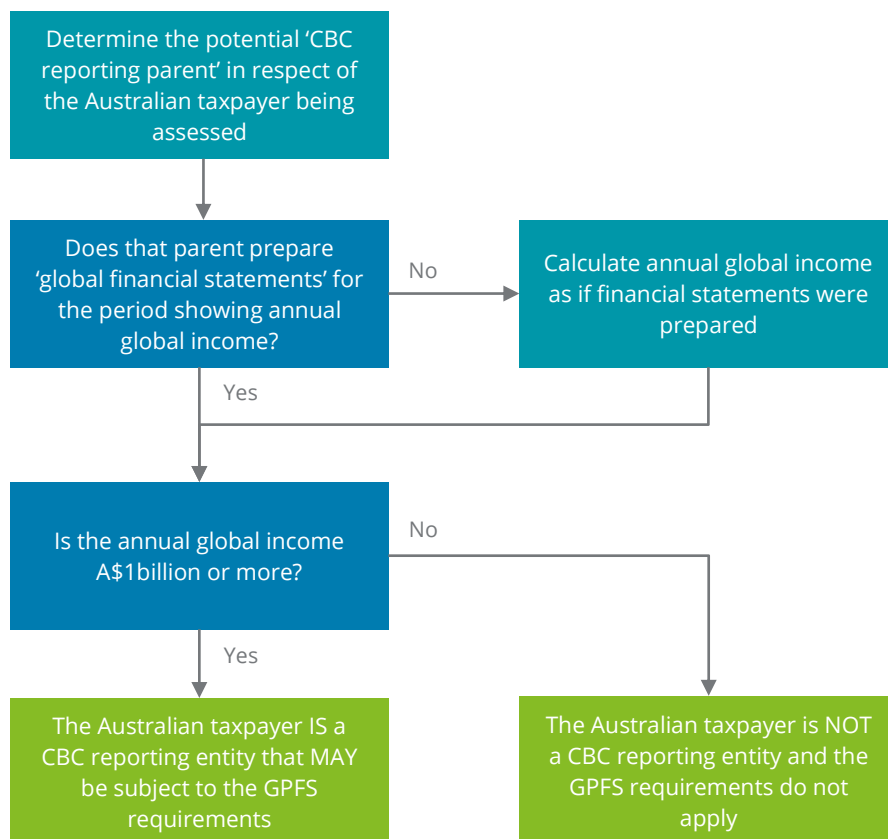
<sup>28</sup> *Treasury Laws Amendment (2020 Measures No. 1) Act 2020* amended the Income Tax Assessment Act and Tax Administration Act to extend the definition of a significant global entity (SGE) and introduce the 'CBC reporting entity' concept. Only CBC reporting entities that are corporate tax entities (lodging a tax return) are subject to the GPFS requirements in section 3CA of the Tax Administration Act. Prior to this Act, the GPFS requirements applied to SGEs that were a corporate tax entity (lodging tax returns).

### 4.11.3 Determine if an entity is a CBC reporting entity for tax purposes

Broadly, a CBC reporting entity is an entity, or a member of a 'CBC reporting group', that has annual global income of A\$1 billion or more.

The definition of a CBC reporting entity focuses on identifying a 'CBC reporting parent' and determining whether the global financial statements of that parent discloses, or would disclose, annual global income exceeding the A\$1 billion threshold. Each of the entities that are controlled by the CBC reporting entity and are, or would be, consolidated for accounting purposes, are members of the CBC reporting group.

The flowchart below outlines the legislative determination process to determine if an entity is CBC reporting entity:



#### What is a 'CBC reporting parent'?

For the purposes of determining whether an entity may be a CBC reporting entity, a 'CBC reporting parent' is an entity that is not an individual and is not controlled by another member of the CBC reporting group and which has annual global income of A\$1 billion or more.

In applying this definition, the concept of control is determined applying Australian Accounting Standards or, where those standards do not apply, commercially accepted principles relating to accounting (ITAA 1997 s.815-375). However, a member of a CBC reporting group may not be consolidated in the global financial statements because it is immaterial for accounting purposes. In this situation, the entity remains a member of the CBC reporting group and so is a CBC reporting entity (ITAA 1997 s.815-380, 960-575(4)(b)).

Where entities are members of two potential CBC reporting groups, they will be a member of the larger CBC reporting group (measured in respect to the group with the most members). This approach is intended to prevent duplication of CBC reporting requirements within what is effectively the same group.

This means:

- There is no requirement that the CBC reporting parent be incorporated, registered or otherwise operating in Australia (even though the Australian taxpayer assessing whether it is a CBC reporting entity may itself be incorporated, registered or otherwise incorporated in Australia)
- A CBC reporting parent can be an Australian entity if that entity is not controlled by another entity, i.e. the CBC reporting parent does not need to be a foreign entity
- A CBC reporting entity can be a single entity, i.e. there is no requirement for a consolidated group to exist for an entity to be a CBC reporting entity
- An entity directly owned and controlled by an individual can be a CBC reporting entity, i.e. it is the entity, not the individual, which is seen as the CBC reporting entity.

### **What are 'global financial statements'?**

Global financial statements for the CBC reporting parent must be prepared in accordance with Australian Accounting Standards (issued by the AASB) and where audited, audited in accordance with Australian Auditing Standards (issued by the Australian Auditing and Assurance Standards Board). Where these standards do not apply, commercially accepted principles relating to accounting and auditing can be applied, so long as they ensure the financial statements give a true and fair view of the financial position and performance of the entity (or consolidated entity) (ITAA 1997 s.960-570).

In addition, the global financial statements must be for the most recent period (not necessarily the income year) for which they have been prepared, and end no later than the end of the relevant period and no earlier than 12 months before the start of the relevant period. Where the information is not in Australian dollars, the ATO guidance prescribes that translations of amounts included in the global financial statements be performed using average exchange rates for the period.

### **What is 'annual global income'?**

The annual global income of a CBC reporting parent for a period is the total annual income of all the members of the group of entities that are consolidated in the global financial statements in accordance with accounting principles.

If the CBC reporting parent does not prepare global financial statements, or if the financial statements do not show the annual global income of the CBC reporting group, the entity instead considers a 'notional listed company group' (NLCG).

A NLCG is a group of entities that would be required to be consolidated as a single group under applicable accounting rules if any member of the group (such as the parent entity) was a listed company (ITAA 1997 s.960-575). Listed companies are required to prepare consolidated financial statements and so the lack of a legal requirement to prepare consolidated financial statements is ignored.

Actual preparation of financial statements is not required, but annual global income must be determined as if it were disclosed in those financial statements (which will be on a consolidated basis if the entity has subsidiaries which are required to be consolidated under the relevant accounting standards or under the assumption that one of the members of the group was a listed company). In other words, the annual global income must be determined even if global financial statements are not prepared and determined on a consolidated basis even if financial statements are not prepared on a consolidated basis.

Consideration of the wider NLCG concept might apply in situations such as the following:

- Entities that are, or are ultimately controlled by, entities that have no other requirement to prepare financial statements or were only required to prepare stand alone financial statements. This may apply to groups headed by trusts, partnerships, co-operatives and similar entities
- Entities controlled by foreign entities where that foreign entity has no obligation to prepare financial statements (or prepares stand alone financial statements) in the foreign jurisdiction
- Branches of foreign entities operating permanent establishments in Australia that do not have an obligation to prepare financial statements in their home jurisdiction
- Australian corporate groups where consolidated financial statements were not previously prepared, e.g. unlisted corporate entities that are not 'reporting entities' preparing stand-alone special purpose financial statements (i.e. without consolidating subsidiaries).

The legislation uses the term ‘income’ and uses it in the context of accounts prepared in accordance with Australian Accounting Standards, or if they do not apply, commercially acceptable principles (e.g. IFRS Accounting Standards or local generally accepted accounting principles).

The ATO guidance on significant global entities<sup>29</sup> indicates that annual global income is the total income that goes to the determination of profit or loss in accordance with AASB 101 *Presentation of Financial Statements* including revenue and gains that go to the determination of profit or loss but excluding items included in other comprehensive income.

The ATO guidance clearly intends a broad reading of “income”, meaning gains should be included in income when measuring a CBC reporting parent’s global annual income. Such gains are included as part of income on a net basis in accordance the applicable accounting standards. Furthermore, the ATO guidance states that “the term ‘income’ for the purposes of annual global income includes the net amount (*whether positive or negative*), as long as that net amount is in accordance with the applicable accounting standards” (emphasis added). Therefore, in some cases, net losses may be included in (i.e. *reduce*) the overall annual global income.

Because net gains or losses may be one off or variable in nature, they may cause entities to move in and out of the CBC reporting entity definition from period to period as transactions occur.

Nothing in the definition of annual global income requires the entity to operate on a global basis. Accordingly, an Australian based entity that only operates in Australia can still be a CBC reporting entity if the A\$1 billion income threshold is met by the CBC reporting parent (which may be the entity itself).

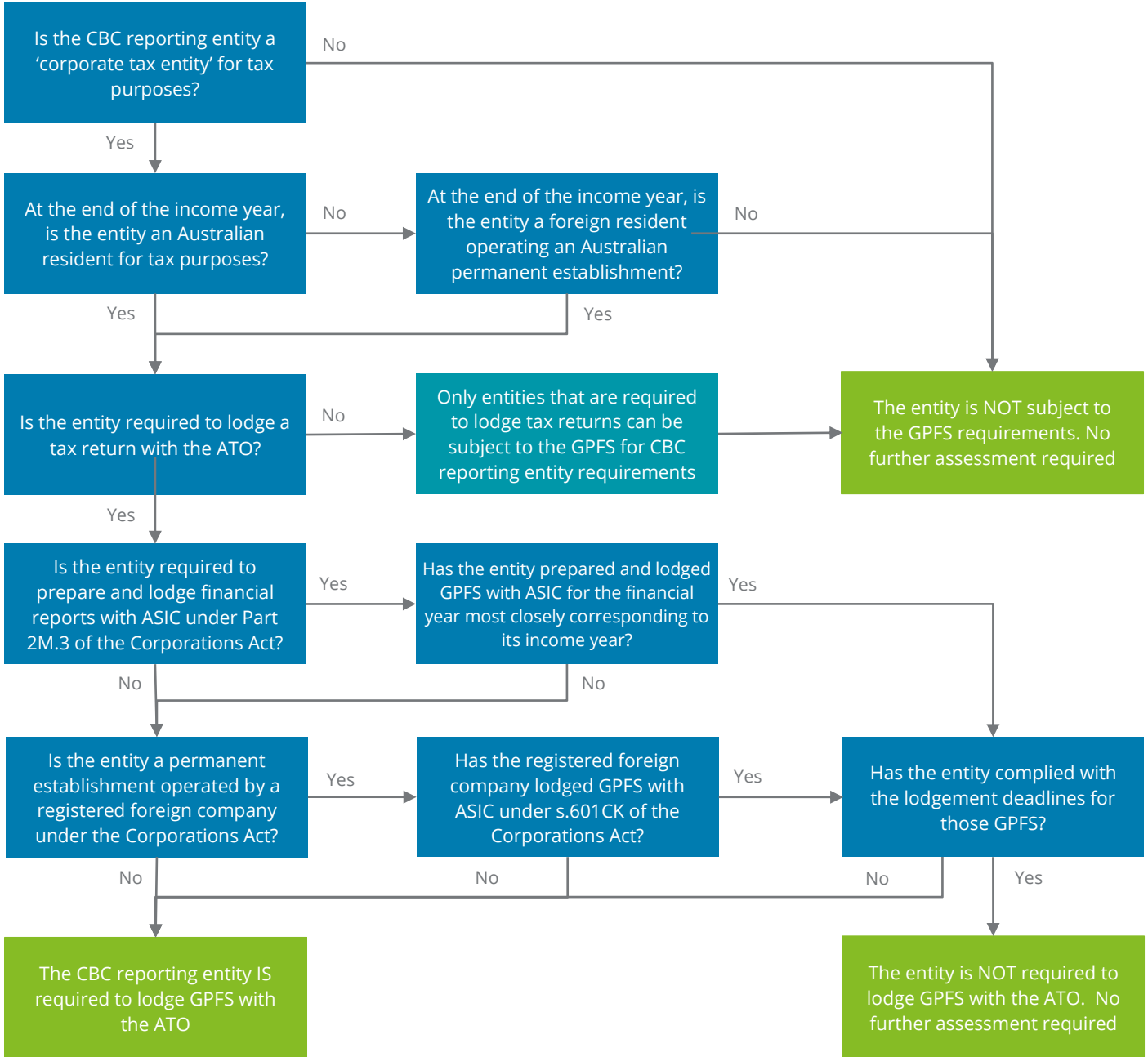
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<sup>29</sup> Available at [www.ato.gov.au](http://www.ato.gov.au). This guidance is also relevant for determining the annual global income for CBC reporting entities as the income concepts are effectively the same for both the significant global entity and CBC reporting entity definitions (as is confirmed in the ATO guidance on [country-by-country reporting entities](#)), the key difference being which consolidation exemptions are ignored for each definition, and which entities can be the ultimate parent. For the purposes of determining whether an entity is a significant global entity, the investment entity consolidation exemption is ignored when determining annual global income, and an individual can be a global parent entity. However, these do not apply when determining whether an entity is a CBC reporting entity, as the investment entity consolidation exemption is applied and the CBC parent entity cannot be an individual (but can be a company, trust, partnership or other entity). Furthermore, under both definitions, immaterial subsidiaries not consolidated, and the lack of consolidated financial statements of a parent, do not preclude the entity from meeting the definition.



#### 4.11.4 Determine if the CBC reporting entity is captured by the GPFS requirements

Having determined an entity is a CBC reporting entity, the next step is to determine whether the entity is subject to the GPFS requirements. The flowchart below outlines the decision process in making this determination, which is further explained on the following pages.



## What is a corporate tax entity?

The *Income Tax Assessment Act 1997* includes the following types of entities as being 'corporate tax entities' (ITAA 1997 s.960-115):

- Companies
- Corporate limited partnerships
- Public trading trusts.

Only these types of entities can be captured by the GPFs requirements<sup>30</sup>. Accordingly, partnerships (other than corporate limited partnerships), trusts and non-corporate entities are generally not considered corporate tax entities and therefore cannot be subject to the GPFs requirements.

## Requirement to lodge a tax return

Because the GPFs requirements links the timeframe for compliance to the lodgement of the entity's tax return (Tax Administration Act s.3CA(2)), the ATO's guidance takes the view that only CBC reporting entities required to lodge a tax return with the ATO for a particular income year can be subject to those requirements for that period.

Accordingly, an entity may be a CBC reporting entity but will not be required to lodge GPFs with the ATO if the entity is not required to lodge a tax return.

## Lodgement of GPFs with ASIC under Part 2M.3 of the *Corporations Act 2001*

The GPFs requirements only apply if a CBC reporting entity has not lodged GPFs with ASIC for the financial year most closely corresponding to the income year. Accordingly, if an entity is obliged to prepare and lodge financial reports with ASIC under the *Corporations Act*, it may choose to lodge GPFs with ASIC and avoid the GPFs requirement to lodge GPFs with the ATO.

## Permanent establishments operated by registered foreign companies

Only certain foreign companies are required to be registered as 'registered foreign companies' under the *Corporations Act* (specifically Part 5B.2 of the Act, see section 9.3). This may be the case where a foreign entity operates a branch in Australia.

Only registered foreign companies can lodge financial reports under s.601CK of the *Corporations Act*. In other words, ASIC cannot accept the lodgement of financial reports of foreign entities unless the entity is required to be registered as a registered foreign company<sup>31</sup>.

The ATO guidance on the GPFs requirements takes the view that where a foreign registered company operates a permanent establishment and lodges GPFs under s.601CK (within the appropriate deadlines), there is no obligation to lodge GPFs with the ATO under the GPFs requirements.

## Requirement to lodge with ASIC within given timeframes

The GPFs requirements do not apply to an entity where the entity has already lodged GPFs with ASIC within the time provided under s.319(3) of *Corporations Act*. The deadline in s.319(3) for lodgement of financial reports with ASIC prepared under Part 2M.3 of the *Corporations Act 2001* is generally three or four months after the end of the entity's financial year, depending on the nature of the entity.

The ATO guidance contains administrative relief for late lodgement with ASIC. Under this relief, the ATO will accept that a CBC reporting entity has satisfied its GPFs obligations where the entity lodges GPFs with ASIC after the deadline in s.319(3) but *before* the due date for lodgement of the entity's income tax return for the relevant period. Where the relief is adopted, the entity is required to notify the ATO of the late lodgement. Updates to the guidance made in April 2019 explicitly provided that this relief applies to registered foreign companies lodging GPFs under s.601CK.

Accordingly, as long as an entity has lodged GPFs with ASIC before the due date of its income tax return for the relevant period, and also notified the ATO of any late lodgement (as noted in the ATO's guidance), there is no obligation to prepare and lodge GPFs

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<sup>30</sup> Note that the broader CBC reporting requirements under tax law can still apply to CBC reporting entities that are not corporate tax entities. For more information about the broader CBC reporting requirements, see [www.ato.gov.au](http://www.ato.gov.au).

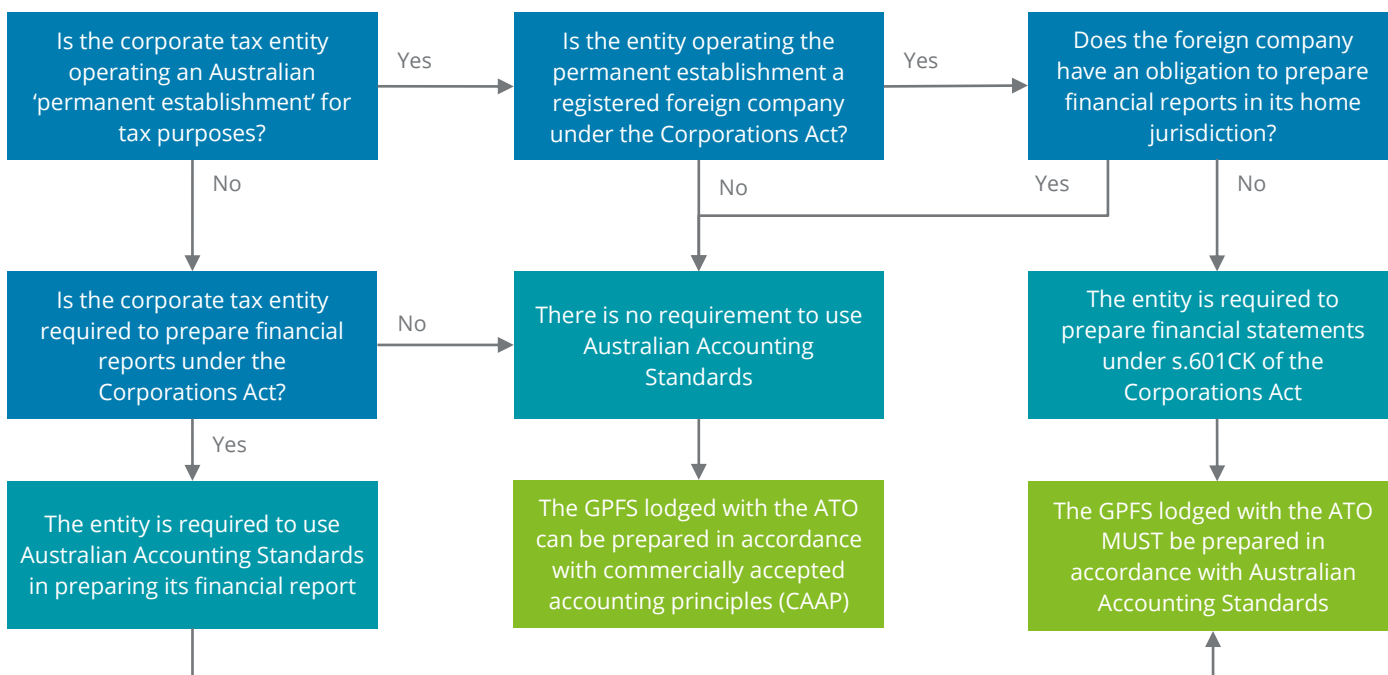
<sup>31</sup> This is confirmed in ASIC Regulatory Guide 58 *Reporting by registered foreign companies and Australian companies with foreign shareholders* (available at [asic.gov.au](http://asic.gov.au), see RG 58.11).

with the ATO. Where the entity has a substituted accounting period for tax purposes, equivalent timelines will apply based on the timeline for the lodgement of the entity's tax return.

#### 4.11.5 Understanding the choices available where GPFS are required

The GPFS requirements effectively include a number of choices as to how to achieve compliance.

The flowchart below summarises the decision making process to determine which accounting standards should be applied in the preparation of GPFS to be lodged with the ATO, in light of the requirements of the *Tax Administration Act 1953* and the ATO's guidance. This section also deals with determining the entity for which GPFS are prepared, as the two concepts are linked.



#### Legislative definition of 'general purpose financial statement'

Section 3CA(5) of the *Tax Administration Act 1953* provides the following:

*"For the purposes of this section, a general purpose financial statement in relation to an entity:*

- (a) must be prepared in accordance with:*
  - (i) the accounting principles, or*
  - (ii) if the accounting principles do not apply in relation to the entity – commercially accepted principles relating to accounting;*
- and*
- (b) if the entity is a member of a group of entities that are consolidated for accounting purposes as a single group – must relate to:*
  - (i) the entity; or*
  - (ii) the entity and some or all of the other members of the group."*

Because the legislation contemplates compliance being achieved in various ways, entities may, depending on their circumstances, have choices in:

- Which accounting standards are used in the preparation of GPFS lodged to meet the GPFS requirements, i.e. Australian Accounting Standards (by virtue of the definition of "accounting principles") or 'commercially accepted accounting principles' (the term used in the ATO's guidance, referred to as 'CAAP')
- Which entity prepares GPFS in meeting the GPFS requirements, i.e. the taxpayer itself (stand-alone financial statements), or consolidated financial statements that consolidate the entity (either consolidated GPFS for the entity itself, or a parent).

Because of the lack of clarity in the legislation dealing with these choices and their applicability, the ATO's guidance was developed to provide the ATO's views on how it will administer these matters.

## Understanding the basis of the ATO's guidance

In practical terms, the ATO's guidance provides a very strict reading of the requirements in section 3CA(5), by linking the 'CBC reporting entity' concept to the corporate tax entity which is subject to Australian tax. Accordingly, many entities are likely to be required to prepare GPFS in accordance with Australian Accounting Standards (whether for the entity itself or a parent).

The discussion below sets out how the ATO's views are applied in practice.

## Entities with a reporting obligation under Part 2M.3 the Corporations Act

Australian Accounting Standards generally apply in relation to all entities with an obligation to prepare financial reports under Part 2M.3 of the Corporations Act, due to requirements of s.296<sup>32</sup>.

As a result, Australian Accounting Standards must be applied in preparing the GPFS lodged by the entity notwithstanding for which entity those GPFS are being prepared. For example, an entity with a reporting obligation under Part 2M.3 wishing to lodge a global parent's GPFS, would have to prepare those GPFS in accordance with Australian Accounting Standards regardless of what accounting standards the global parent would otherwise apply. Converting the financial statements of a foreign parent to be compliant with Australian Accounting Standards is not necessarily a straightforward process.

The ATO guidance takes the view that Australian Accounting Standards will not automatically apply in circumstances where ASIC has otherwise relieved the entity, through a Corporations Instrument or Class Order, from preparing financial reports under Part 2M.3 of the Corporations Act<sup>33</sup>. In these cases, the GPFS lodged will *not* have to comply with Australian Accounting Standards unless it required to do so for other reasons.

## Registered foreign companies reporting under s.601CK of the Corporations Act

A registered foreign company may operate a permanent establishment in Australia and so be subject to the GPFS requirements.

The interaction of the registered foreign company provisions with the GPFS requirements depends upon whether the registered foreign company is required to prepare financial statements in its own jurisdiction:

- **Registered foreign company is *not* required to prepare financial statements in its jurisdiction.** In these circumstances, the company will be subject to subsections 601CK(5), (5A) and (6) of the Corporations Act. These subsections require the entity to prepare the financial statements lodged with ASIC as if it were a public company required to comply with Part 2M.3. As public companies are required to apply Australian Accounting Standards, the GPFS lodged with the ATO for these entities must also be prepared in accordance with Australian Accounting Standards
- **Registered foreign company is required to prepare financial statements in its jurisdiction.** In these circumstances, the GPFS lodged with the ATO can be prepared in accordance with Australian Accounting Standards or commercially accepted accounting principles (CAAP). This is because s.601CK does not impose a requirement to prepare the information lodged with ASIC to be in accordance with Australian Accounting Standards.

Some closely held registered foreign companies that are not part of a 'large group' may be eligible for relief from s.601CK of the *Corporations Act 2001* under *ASIC Corporations (Foreign Controlled Company Reports) Instrument 2017/204* (see section 9.3.2). In these cases, the GPFS lodged with the ATO can be prepared in accordance with Australian Accounting Standards or commercially accepted accounting principles (CAAP) as the requirements in subsections 601CK(5), (5A) and (6) will not apply to the entity.

Other permanent establishments operated by foreign entities that are not registered foreign companies are not subject to these additional considerations and have a choice of which accounting standards are applied in preparing their GPFS, i.e. Australian Accounting Standards or commercially accepted accounting principles (CAAP).

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<sup>32</sup> There are exceptions, such as certain small proprietary companies preparing financial reports by direction and notified foreign passport funds. However, for the purposes of the GPFS requirements, these exceptions are unlikely to be applicable and Australian Accounting Standards would apply to the entity.

<sup>33</sup> The [ATO guidance](#) was updated in April 2021. Previously, the text of the guidance referred only to entities eligible for ASIC relief "because your parent lodges with ASIC consolidated financial statements prepared in accordance with Australian Accounting Standards incorporating your financial position and performance" as being *required* to prepare GPFS in accordance with Australian Accounting Standards. The amendments made in April 2021 to the text immediately preceding Example 4 appeared to broaden the requirement to use Australian Accounting Standards in GPFS lodged with the ATO to *any* entity that is relieved by an ASIC Corporations Instrument or Class Order from a requirement to report under Part 2M.3 of the Corporations Act. However, the main table included in the guidance clearly notes that entities relieved from preparing financial reports by ASIC can prepare their GPFS in accordance with CAAP (Item 3 in Table 1).

## Options on the GPFS to be lodged

The ATO's guidance acknowledges that there are a number of ways to satisfy the GPFS requirements when preparing and lodging GPFS.

Depending upon the nature of the entity, the following GPFS may be able to be lodged:

- **GPFS of the affected taxpayer**, consolidated for accounting purposes as a single group (i.e. consolidated in accordance with relevant accounting standards including all subsidiaries of the entity required to be consolidated under AASB 10, including any relevant offshore subsidiaries and branches)
- **GPFS of the affected taxpayer, prepared for the entity alone** (the guidance refers to these as 'stand-alone GPFS'), subject to any relevant accounting standard requirements<sup>34</sup>
- **GPFS of a parent of the affected taxpayer**, which includes the financial position and financial performance of the affected taxpayer, i.e. consolidates the affected taxpayer. The updates to the ATO guidance made in April 2019 clarify that these consolidated financial statements can be for any parent of the affected taxpayer, i.e. it does not need to be the ultimate Australian or global parent, but can be any parent of the entity preparing consolidated GPFS.

The critical point is that the GPFS for any of the above entities must be prepared in accordance with Australian Accounting Standards if the affected taxpayer is:

- Subject to Part 2M.3 of the Corporations Act, i.e. has an obligation to prepare financial reports where that obligation has not been relieved by an ASIC Corporations Instrument or Class Order
- Subject to s.601CK(5), (5A) and (6) of the Corporations Act, i.e. is a registered foreign company that does not have an obligation to prepare financial reports in its own jurisdiction and is therefore required to prepare financial reports in accordance with Australian Accounting Standards, or
- Otherwise has a requirement to prepare financial reports in accordance with Australian Accounting Standards.

The obligation to prepare GPFS in accordance with Australian Accounting Standards applies when lodging those GPFS in accordance with the GPFS requirements, regardless of whether the entity for which those GPFS are being prepared would otherwise be subject to a different reporting framework. For example, if an affected taxpayer has a reporting obligation under the Corporations Act and has U.S. parent, if it chooses to lodge the consolidated GPFS of that parent in meeting the GPFS requirements, those GPFS would need to be prepared in accordance with Australian Accounting Standards.

Other affected taxpayers have some choice over which accounting principles are applied. Therefore, if the affected taxpayer does not have an obligation to prepare financial reports in accordance with Australian Accounting Standards, it may choose to use Australian Accounting Standards or 'commercially accepted accounting principles' (CAAP).

## What are 'commercially accepted accounting principles' (CAAP)?

The ATO's guidance indicates that the following accounting standards and principles will be accepted as 'commercially accepted accounting principles' for the purposes of the GPFS requirements:

- IFRS Accounting Standards
- Accounting standards that are IFRS compliant as published on IFRS.org (such as Australian Accounting Standards or IFRS as adopted by the European Union)
- US generally accepted accounting principles
- Accounting standards that are accepted by ASX Limited from time to time for the purposes of the ASX Listing Rules.

Where other accounting standards listed above do not apply in an entity's particular circumstances, the ATO's guidance indicates that the principles and guidance provided in Australian Auditing Standard ASA 210 *Agreeing the Terms of Audit Engagements* can assist in determining whether the accounting standards applied in preparing GPFS are accepted as CAAP.

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<sup>34</sup> The preparation of 'stand-alone GPFS' is subject to the requirements of the accounting framework being applied. For example, under Australian Accounting Standards, the ability for an entity to prepare stand-alone GPFS when it has subsidiaries is limited to certain limited exceptions. More information about this issue can be found in our *Clarity* publication on GPFS for CBC reporting entities, available at [www.deloitte.com/au/clarity](http://www.deloitte.com/au/clarity).

# 5 The Australian differential reporting framework

Having determined financial statements are required to be prepared, the next step is to determine the type of those financial statements.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
5.1 Private sector for-profit entities	An overview of the differential reporting framework applicable to private sector for-profit entities	Private sector for-profit entities
5.2 AFS licensees	Additional financial reporting considerations for AFS licensees	AFS licensees
5.3 Not-for-profit entities and certain other entities	A discussion on how not-for-profit and exempt for-profit entities determine the appropriate reporting framework to apply	Not-for-profit entities and certain for-profit entities with a non-legislative requirement to prepare financial statements
5.4 GPFS	An overview of GPFS and the two Tier reporting framework	Entities preparing GPFS
5.5 Transitioning between reporting frameworks	The transition requirements when moving between financial reporting tiers and from SPFS to GPFS	Entities moving to a different reporting tier or from SPFS to GPFS
5.6 Simplified Disclosures	An overview of the Tier 2 reporting framework applying to annual reporting periods beginning on or after 1 July 2021	Private sector for-profit entities, not-for-profit entities or other entities require to, or eligible to, apply Tier 2 reporting requirements
5.7 Reduced Disclosure Requirements	A brief review of the Tier 2 reporting framework applying to annual reporting periods beginning before 1 July 2021	Private sector for-profit entities, not-for-profit entities or other entities require to, or eligible to, apply Tier 2 reporting requirements
5.8 Special purpose financial statements	An overview of the preparation of SPFS	Entities eligible to prepare SPFS
5.9 Reporting framework comparison	A comparison of the various financial reporting frameworks under which financial statements can be prepared in Australia	All entities



### Removal of the reporting entity concept

The AASB has made *AASB 2020-2 Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities*. This Australian Accounting Standard removes the ‘reporting entity’ concept discussed in this section for many private sector for-profit entities. The requirements apply to annual reporting periods beginning on or after 1 July 2021. This section reflects the effects of AASB 2020-2.

## 5.1 Private sector for-profit entities

### 5.1.1 Background to the reporting framework for private sector for-profit entities

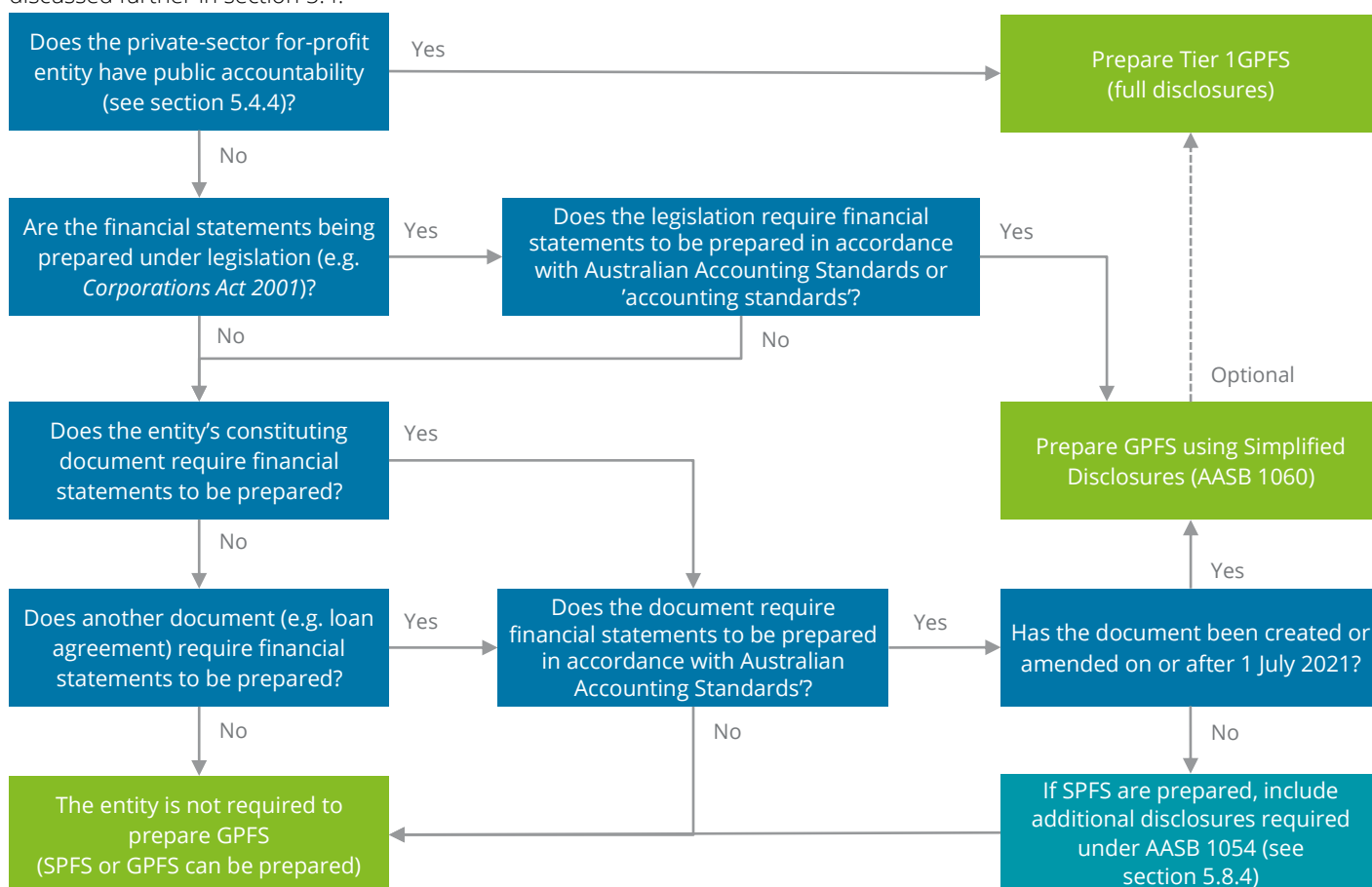
In March 2020, the AASB issued *AASB 2020-2 Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities* (AASB 2020-2).

Overall, the amendments eliminated the application of the ‘reporting entity’ concept<sup>35</sup> by impacted entities. The AASB made these changes to deal with conflicts with the ‘reporting entity’ guidance in the revised *Conceptual Framework for Financial Reporting*. Accordingly, impacted entities are also required to apply the revised *Conceptual Framework*.

The amendments removed the ability for many private sector for-profit entities to prepare SPFS and such entities are therefore required to prepare GPFS. The amendments apply to annual reporting periods beginning on or after 1 July 2021. Accordingly, these requirements apply to financial years ending on or after 30 June 2022.

### 5.1.2 Overview flowchart (excluding AFS licensees)

The flowchart below outlines the decision-making process for private sector for-profit entities (other than AFS licensees, which are discussed in section 5.1.4) to determine if they are required to prepare GPFS, and if required which type. The types of GPFS are discussed further in section 5.4.



For more information about the removal of the reporting entity concept, see our [Clarity publication Removal of special purpose financial statements](https://www.deloitte.com/au/clarity), available at [www.deloitte.com/au/clarity](https://www.deloitte.com/au/clarity).

<sup>35</sup> See section 5.3.2 for more information about the reporting entity concept, which is still available for not-for-profit entities and certain private sector for-profit entities that have a non-legislative requirement to prepare financial statements. The reporting entity concept was also applicable for other for-profit entities for annual reporting periods beginning *before* 1 July 2021.



### 5.1.3 For-profit entities that are not permitted to prepare SPFS

The requirement to prepare GPFS impacts a broad range of private sector for-profit entities, specifically where such entities are:

- Required by legislation (of an Australian government) to prepare financial statements in accordance with 'Australian Accounting Standards' or 'accounting standards' (AASB 1057.2(e)). This includes:
  - Entities preparing financial statements under the Corporations Act, including for-profit entities that are public companies, registered schemes, large proprietary companies (as well as grandfathered proprietary companies<sup>36</sup>), small proprietary companies controlled by a foreign company, small proprietary companies with crowd-sourced funding, retail CCIV sub-funds and financial service licensees
  - Other entities that are required to prepare financial statements under other legislation, such as some co-operatives, incorporated associations and higher education providers
- Required by their constituting document (e.g. trusts, partnerships, self-managed superannuation funds or joint arrangements) or another document (e.g. a loan agreement) to prepare financial statements in accordance with 'Australian Accounting Standards', but only where the document is created or amended on or after 1 July 2021 (AASB 1057.2(f)).

### 5.1.4 Applicability to trusts and similar entities with non-legislative financial statement requirements

Entities such as trusts, partnerships, joint arrangements and self-managed superannuation funds commonly have non-legislative requirements to prepare financial statements in their constituting documents. Many of these documents require those financial statements to be prepared in accordance with Australian Accounting Standards, and accordingly, would be required to prepare GPFS if they are for-profit entities.

However, as part of the research and consultation process that led to the removal of special purpose financial statements for private sector for-profit entities, the AASB decided to provide an exemption from the requirement to prepare GPFS for existing for-profit private sector entities with non-legislative financial statements requirements. However, this exemption is only available where the constituting document or another document has been created or last amended before 1 July 2021.

Therefore, if such an entity amends its constituting or another document on or after 1 July 2021 for any reason, and the amended document refers to a requirement to prepare financial statements in accordance with Australian Accounting Standards, subsequent financial statements will be required to be GPFS.

In relation to amendments made after 1 July 2021, the requirement to prepare GPFS applies even if the amendment itself does not impact the financial reporting requirements of the document. If an entity amends any such document, the financial reporting requirements should also be considered and amended at the same time (if necessary) to ensure desired financial reporting outcomes occur.

It is important to note that the requirements to prepare GPFS do not apply where a non-legislative document requires financial statements to be prepared only in accordance with 'accounting standards' rather than Australian Accounting Standards. This is a key difference to a reporting mandate arising under a legislative requirement where reference to 'accounting standards' also triggers a requirement for GPFS.

### 5.1.5 Other non-legislative requirements for financial statements

The requirement to prepare GPFS applies to private sector for-profit entities where any document created or amended on or after 1 July 2021 requires the preparation of financial statements in accordance with Australian Accounting Standards. For example, where the entity enters into a loan agreement on or after 1 July 2021, and the agreement requires financial statements prepared in accordance with Australian Accounting Standards, the financial statements must be prepared as GPFS.

This applies broadly, i.e. to any private sector for-profit entity (and not just trusts and similar entities). For instance, this applies where a small proprietary company that is otherwise exempt from preparing financial statements enters into a loan agreement which requires the preparation of financial statements in accordance with Australian Accounting Standards.

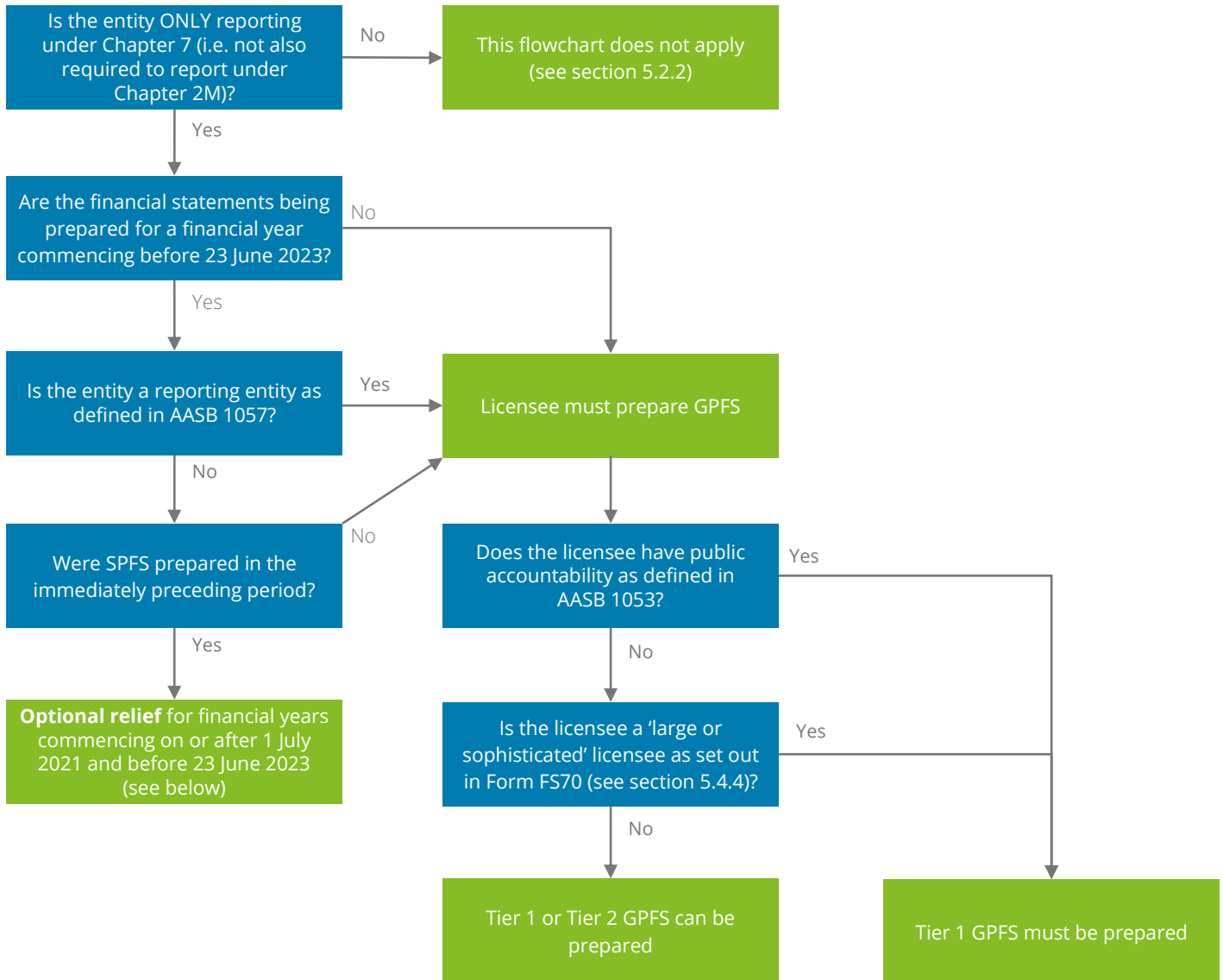
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<sup>36</sup> The lodgement exemption for grandfathered proprietary companies has been removed with effect to annual reporting periods ending on or after 10 August 2022 (see section 4.4.3).



## 5.2 AFS licensees

### 5.2.1 Preparation of financial statements under Chapter 7 of the Corporations Act Summary



#### Optional relief under FS70 for financial years commencing before 23 June 2023

Form FS70 provides transitional relief to licensees reporting under Chapter 7 of the Corporations Act that meet *all* of the following requirements (FS70, clause 11B):

- The licensee is not required to prepare financial statements under Chapter 2M of the Corporations Act
- The licensee is not a reporting entity within the meaning of the first paragraph of the definition of “reporting entity” in *AASB 1057 Application of Accounting Standards* (note this definition is applied even though it would not otherwise apply the entity due to the amendments made by AASB 2020-2)
- The licensee prepared SPFS in the immediately prior financial year.

In these circumstances, the licensee can choose to prepare financial statements that only disclose (Form FS70, clause 11B):

- The profit or loss account and balance sheet

- Information that would have been required by Australian Accounting Standards for SPFS for years commencing 1 July 2020 (i.e. before AASB 2020-2 became applicable and removed the ability of many for-profit entities to prepare SPFS)
- Information necessary to give a true and fair view.

In effect, eligible entities reporting only under Chapter 7 of the Corporations Act can:

- Continue to prepare SPFS in respect of a financial year commencing on or after 1 July 2021 and before 23 June 2022
- Not present comparative information in their GPFS for financial years commencing before 23 June 2023 to the extent that comparative information was not presented in their immediately previous period (which may be the first year of compliance).

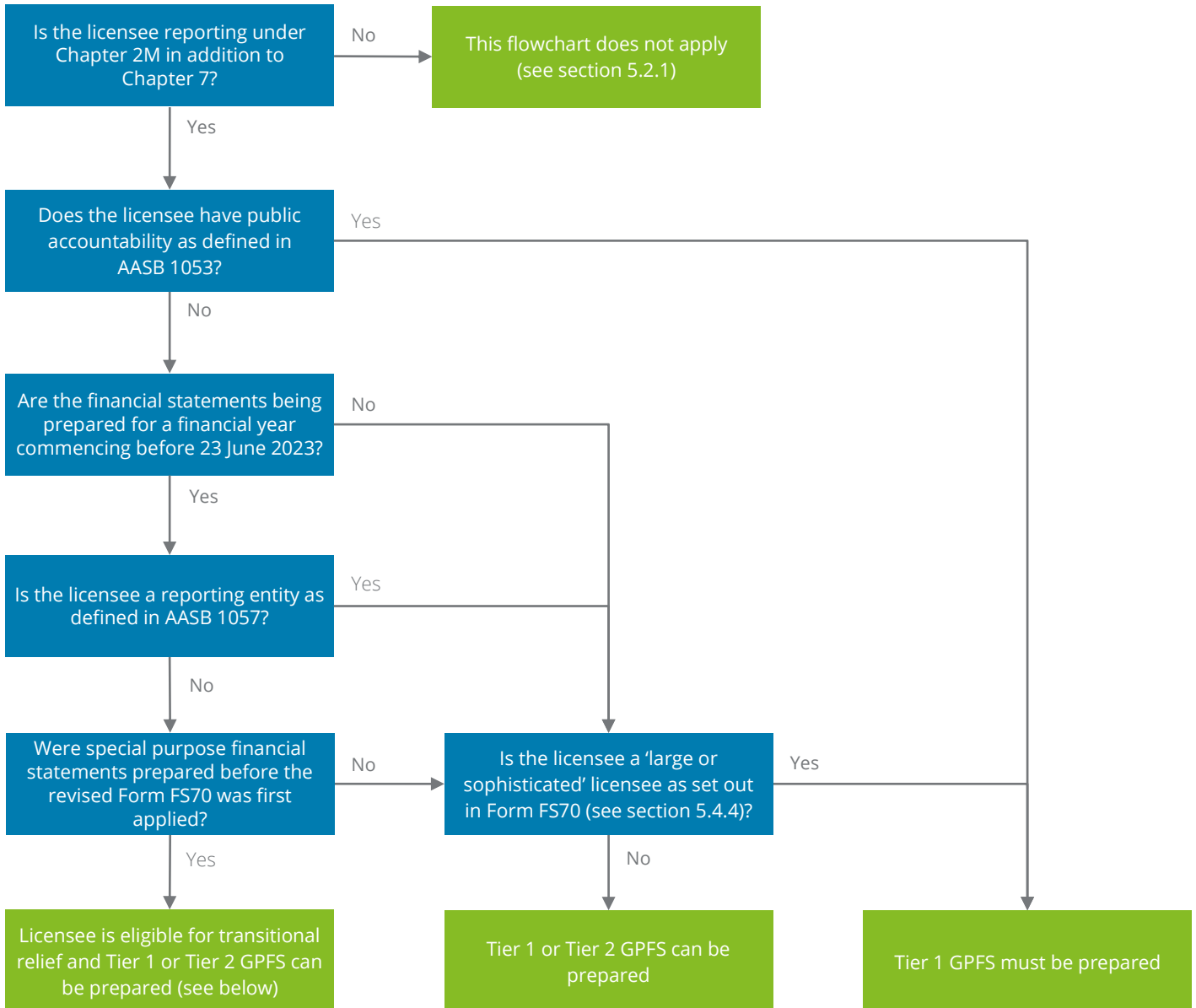
The relief is only available in respect of financial years commencing before 23 June 2023 (and only in respect of comparative information in the second financial year after introduction of the new requirements). After this period, the entity is required to prepare GPFS with full comparative information.

### **Relief for licensees that are a natural person**

Financial statements of a licensee that is a natural person may exclude revenues and expenses that do not relate to any business of the licensee or all revenue and expenses that do not relate to a financial services business of the licensee, provided the exclusion is noted in the financial statements (Form FS70, clause 11A).

## 5.2.2 Preparation of financial statements by licensees required to report under Chapter 2M of the Corporations Act

### Summary



### GPFS must be prepared in all cases

All AFS licensees preparing financial statements under Chapter 2M of the Corporations Act must prepare GPFS for financial years commencing on or after 1 July 2021, regardless of whether or not any transitional relief is available. This is because the amendments made by the AASB to remove the reporting entity concept and require GPFS are effective for all entities reporting under Chapter 2M of the Corporations Act (see section 5.1.1).

### Optional relief under Form FS70 for financial years commencing before 23 June 2023

FS70 provides transitional relief to licensees that ASIC has effectively 'deemed' to have public accountability (due to being a 'large or sophisticated' licensee) where they are reporting under Chapter 2M and meet *all* of the following requirements (FS70, clause 11B):

- The licensee is not a reporting entity within the meaning of the first paragraph of the definition of "reporting entity" in AASB 1057 *Application of Accounting Standards* (note this definition is applied even though it would not otherwise apply to the entity due to the amendments made by AASB 2020-2)
- The licensee prepared SPFS in the immediately prior financial year
- The entity does not have public accountability as defined in AASB 1053 (i.e. regardless of whether it is a 'large or sophisticated' licensee as set out in FS70).

In these circumstances, the licensee can choose to prepare Tier 1 or Tier 2 GPFS under the transitional provisions even though the entity would otherwise be required to prepare Tier 1 GPFS (FS70, clause 11B). In effect, this transitional concession permits certain entities that are in a 'large or sophisticated' category of licensees and that do not have public accountability under Australian Accounting Standards to:

- Prepare Tier 2 GPFS in respect of a financial year commencing 1 July 2021 to 23 June 2022
- Not present comparative information in their Tier 1 GPFS for financial years commencing before 23 June 2023 to the extent that comparative information was not presented in their immediately previous period (which may be the first year of compliance).

The relief is only available in respect of financial years commencing before 23 June 2023 (and only in respect of comparative information in the second financial year after the new requirements were introduced). After this period, the licensee will be required to prepare Tier 1 GPFS if it has public accountability or is in a large or sophisticated licensee category.

### 5.2.3 Requirement for consolidated and parent entity financial statements in some cases

Form FS70 requires that a licensee must include both parent entity and consolidated information in its financial statements prepared for the purposes of Form FS70 if the licensee had 'control of an investee' as defined in AASB 10 *Consolidated Financial Statements* (AASB 10) at any time during the financial year, except that an intermediate parent entity need not present consolidated financial statements where an exemption in Australian Accounting Standards applies (Form FS70, clause 11(a)(iii)).

Accordingly, AFS licensees reporting under the Corporations Act that are:

- Ultimate Australian parent entities are required to prepare consolidated financial statements together with the financial statements of the parent entity ('four columns')
- Intermediate parent entities are not required to prepare consolidated financial statements where they meet the requirements for the consolidation exemption in AASB 10.

Where consolidated and parent entity financial statements are required, AFS licensees should prepare 'four column' financial statements (i.e. current period and comparative period information for both the consolidated group and the parent entity), including the accompanying note disclosures. Including a parent entity note within the consolidated financial statements (instead of parent entity columns and related notes) would not meet the requirements of Form FS70.

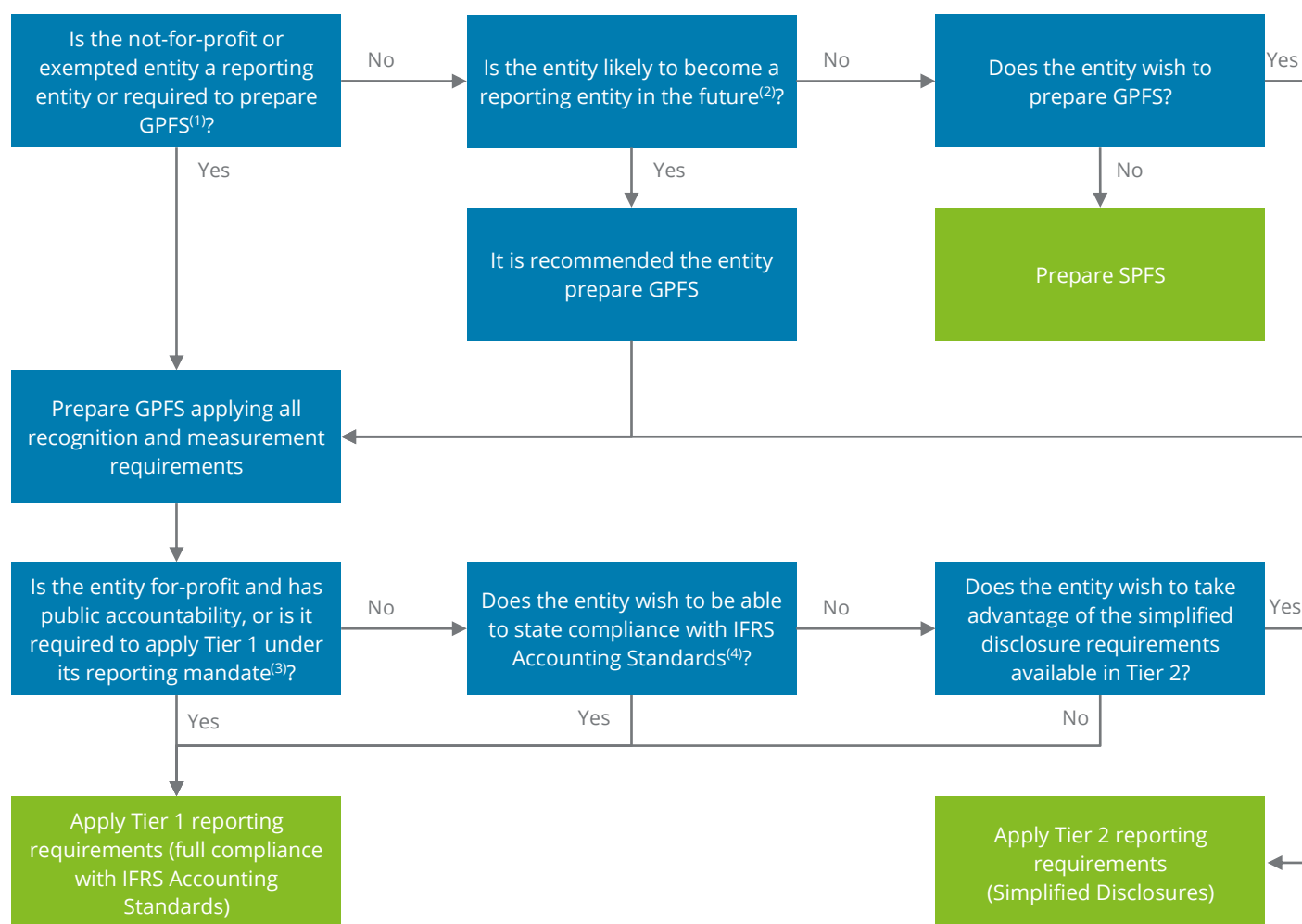
## 5.3 Not-for-profit entities and certain other entities

### 5.3.1 Overview

Not-for-profit entities and private-sector for-profit entities exempted from the requirement to prepare GPFS (see section 5.1.4) need to consider the reporting entity concept as defined in SAC 1 *Definition of the Reporting Entity* (SAC 1).

The decision chart below can be used by not-for-profit entities and certain other entities to determine which financial reporting requirements apply, which is supplemented by the discussions in the sections that follow.

#### Decision chart for not-for-profit entities and other entities exempt from preparing general purpose financial statements



- (1) The reporting entity concept is discussed below 5.3.2. Entities required to prepare a GPFS under s.3CA of the Tax Administration Act should answer 'No' to this question unless they are required to prepare GPFS for another reason. The requirements arising under the Tax Administration Act for the lodgement of GPFS by CBC reporting entities which applies to income years beginning on or after 1 July 2016 (and modified for income years beginning on or after 1 July 2019) is discussed in section 4.10.1. These requirements may require the preparation of GPFS even though they are not otherwise required to be prepared under the Corporations Act (although there may be a choice in the entity for which those GPFS are prepared).
- (2) For example, if the entity is considering listing its securities in an initial public offering (IPO), reverse takeover or similar transaction. Where an entity is already in the process of issuing debt or equity securities in a public market, it meets the definition of public accountability and will mandatorily fall into Tier 1 reporting. See section 5.4.2 for a discussion on the reporting framework.
- (3) Public accountability concept is discussed in section 5.4.4. Note that it would be unusual for a for-profit entity that is not a reporting entity to have public accountability.
- (4) Only for-profit private sector entities are able to make an unreserved statement of compliance with IFRS under AASB 101 *Presentation of Financial Statements* and only where the Tier 1 recognition, measurement, presentation and disclosure requirements have been fully applied.

## 5.3.2 The reporting entity concept



### Removal of the reporting entity concept

AASB 2020-2 *Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities* removed the ‘reporting entity’ concept discussed in this section for many private sector for-profit entities with effect from annual reporting periods beginning on or after 1 July 2021.

The analysis in this section is **not** relevant to (AASB 1057, Appendix):

- For-profit private sector entities that are required by legislation to prepare financial statements that comply with either Australian Accounting Standards or accounting standards
- Other for-profit private sector entities that are required only by their constituting document or another document to prepare financial statements that comply with Australian Accounting Standards, provided that the relevant document was created or amended on or after 1 July 2021
- Other for-profit entities (private sector or public sector) that elect to prepare GPFS.



### AASB project on the not-for-profit entities financial reporting framework

In September 2022, the AASB published a Discussion Paper [Development of Simplified Accounting Requirements \(Tier 3 Not-for-Profit Private Sector Entities\)](#). The Discussion Paper proposes developing a stand-alone Australian Accounting Standard which would contain the accounting requirements for smaller not-for-profit private sector entities and would represent a ‘Tier 3’ in the overall Australian financial reporting framework. The AASB developed the proposals with the objective of providing simpler accounting while improving the comparability and quality of financial reporting, and reducing costs for smaller not-for-profit private sector entities.

During the consultation, the AASB will also consider removing the ability of not-for-profit private sector entities to prepare SPFS. This would mean the application of the *Conceptual Framework for Financial Reporting* would be extended to not-for-profit entities and so remove the existing reporting entity concept under SAC 1 *Definition of the Reporting Entity* for these entities. This would be consistent with the framework for private sector for-profit entities and mean that “reporting entity” would refer to the entity preparing the financial statements (rather than the classification of the entity and therefore which type of financial statements should be prepared).

The Discussion Paper is open for comment until 31 March 2023.

## Background

The reporting entity concept was adopted by the Australian accounting profession in 1992 in an attempt to reduce the reporting requirements imposed on certain entities by the application of Australian Accounting Standards. Under this concept, only ‘reporting entities’ were required to prepare a financial report in compliance with all Australian Accounting Standards and Interpretations, referred to as GPFS.

‘Non-reporting entities’ (i.e. entities that were not considered to be reporting entities), had the option to prepare SPFS in compliance with those Australian Accounting Standards and Interpretations considered necessary to enable the financial reports to meet the special purpose needs of the users (see section 5.8). Non-reporting entities can also choose to prepare GPFS.

## Entities eligible to apply the reporting entity concept

AASB 1057 *Application of Australian Accounting Standards* defines ‘AusCF entities’ as (AASB 1057:AusCF1):

- Not-for-profit entities
- For-profit entities that are not applying the *Conceptual Framework for Financial Reporting*.

AusCF entities apply the definition of ‘reporting entity’ in AASB 1057 and SAC 1 *Definition of Reporting Entity* (SAC 1).

## Definition of reporting entity

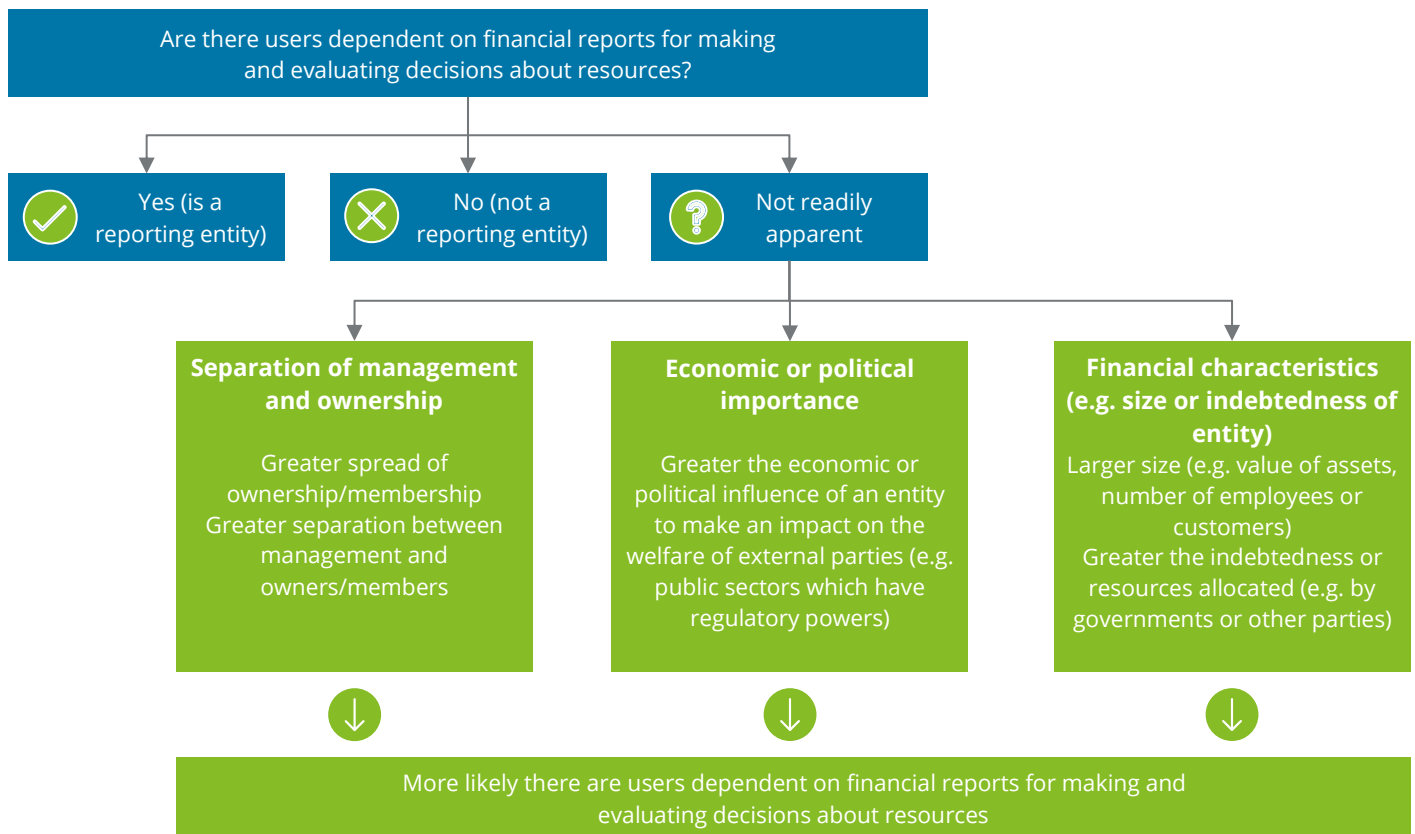
A 'reporting entity' is defined in AASB 1057 as follows:

*"An entity in respect of which it is reasonable to expect the existence of users who rely on the entity's general purpose financial reports for information that will be useful to them for making and evaluating decisions about the allocation of resources. A reporting entity can be a single entity or a group comprising a parent and all of its subsidiaries."*

As the concept of the reporting entity is related to the information needs of users, it is evident that the creation of a company, statutory authority or other organisational structure does not of itself mean that the entity or organisation will qualify as a reporting entity. Judgement is required in determining whether an entity satisfies the criterion to be classified as a reporting entity (SAC 1:23)

## Identification of reporting entities

Below is a diagram illustrating the factors to consider in determining whether or not an entity is a reporting entity from SAC 1. This is discussed in further detail below.



In many instances, it will be apparent whether or not there are users who are dependent on the general purpose financial reports of an entity for making and evaluating resource allocation decisions. However, for entities where it is not apparent whether such dependent users exist, the primary factors set out in paragraphs 20 to 22 of SAC 1 should be considered to determine whether or not an entity is a reporting entity. These three factors are listed above. (SAC 1:19).

In developing the amendments introduced by AASB 2020-2 *Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities*, the AASB identified a number of problems with the application of the reporting entity concept and the preparation of SPFS. The AASB noted evidence that clearly indicates the existence of users who would benefit from having access to GPFS including (AASB 2020-2:BC40):

- Regular purchases of copies of financial statements lodged with ASIC
- Data aggregators relying on publicly available information to assist their clients with determining the viability, capacity and credit risk associated with a company
- Indications from Federal Treasury that there is an expectation that there are users dependent on the GPFS of large proprietary companies.



## 5.4 GPFS

### 5.4.1 GPFS definition

GPFS are defined in AASB 1057 *Application of Australian Accounting Standards* as follows:

*“Financial statements that are intended to meet the needs of users who are not in a position to require an entity to prepare reports tailored to their particular information needs”<sup>37</sup>.*

The *Conceptual Framework for Financial Reporting* notes that the objective of general purpose financial reporting is to provide financial information about the reporting entity that is useful to existing and potential investors, lenders and other creditors in making decisions relating to providing resources to the entity (paragraph 1.2). Those decisions involve decisions about:

- Buying, selling or holding equity and debt instruments
- Providing or settling loans and other forms of credit, or
- Exercising rights to vote on, or otherwise influence, management’s actions that affect the use of the entity’s economic resources.

### 5.4.2 Tiers of GPFS



#### AASB project on the not-for-profit entities financial reporting framework

In September 2022, the AASB published a Discussion Paper [Development of Simplified Accounting Requirements \(Tier 3 Not-for-Profit Private Sector Entities\)](#). The Discussion Paper proposes developing a stand-alone Australian Accounting Standard which would contain the accounting requirements for smaller not-for-profit private sector entities and would represent a ‘Tier 3’ in the overall Australian financial reporting framework. The AASB developed the proposals with the objective of providing simpler accounting while improving the comparability and quality of financial reporting, and reducing costs for smaller not-for-profit private sector entities.

During the consultation, the AASB will also consider removing the ability of not-for-profit private sector entities to prepare SPFS. This would mean that private sector not-for-profit entities would be required to prepare GPFS, but there would be a third tier of GPFS that would be applied by smaller not-for-profit entities.

The Discussion Paper is open for comment until 31 March 2023. This section does not contain further analysis of the proposed Tier 3’ of GPFS for not-for-profit entities.

AASB 1053 *Application of Tiers of Australian Accounting Standards* sets out how different categories of entities preparing GPFS apply the two GPFS tiers:

- **Tier 1: Australian Accounting Standards:**
  - Incorporates IFRS Accounting Standards issued by the IASB and includes additional requirements that are specific to Australian entities
  - Most for-profit entities applying Tier 1 Australian Accounting Standards make an unreserved statement of compliance with IFRS Accounting Standards in the notes to the financial statements. Entities reporting under the Corporations Act are also required to include reference to the statement of compliance in the directors’ declaration

<sup>37</sup> AASB 101 *Presentation of Financial Statements* also contains a definition of general purpose financial statements which is slightly different to, but consistent with, the definition in AASB 1057.

• **Tier 2: Australian Accounting Standards – Simplified Disclosures:**

- Comprises the recognition and measurement requirements of Tier 1 but substantially fewer required disclosures
- In addition, all presentation requirements are applied, with the exception of the requirement in some circumstances to present a third statement of financial position and the additional option available under Tier 2 to prepare a statement of income and retained earnings in place of a statement of comprehensive income and a statement of changes in equity (in some circumstances)
- An entity applying Tier 2 may elect to comply with additional Tier 1 requirements. Tier 2 financial reports include a statement of compliance with ‘Australian Accounting Standards –Simplified Disclosures’ rather than IFRS Accounting Standards.

**5.4.3 Application of Tier 1 and Tier 2**

AASB 1053 outlines the categories of entities that are required to apply each tier. Under Australian Accounting Standards, for-profit private sector entities that have public accountability and Australian Government, State, Territory and Local governments are required to comply with Tier 1 requirements (AASB 1053:11). Other reporting entities can choose to comply with Tier 1 or Tier 2 reporting requirements unless their reporting mandate requires the use of one particular tier (e.g. a loan agreement may require Tier 1 financial statements).

The application of Tier 1 and Tier 2 reporting in accordance with Australian Accounting Standards (and, in respect of AFS licensees, Form FS70), by entity sector, is set out in the following table:

Entity sector	Tier 1	Tier 2 (Simplified Disclosures)
For-profit private sector entities (other than AFS licensees)	Publicly accountable entities (including specific examples)	Non-publicly accountable entities
AFS licensees	Licensees: <ul style="list-style-type: none"> <li>• Holding client monies</li> <li>• In a ‘large or sophisticated’ category listed in Form FS70</li> <li>• Having public accountability</li> </ul>	Other licensees
Not-for-profit private sector entities	Choice of applying Tier 1 or Tier 2 requirements	
Public sector entities	Australian Government, State, Territory and Local Governments, and General Government Sectors (GGs) of Australian Government, State and Territory Governments (subject to AASB 1049)	All other public sector entities

In some cases, the entity/s reporting mandate may require the entity to apply Tier 1. Additionally, entities that may be expected to be required to prepare Tier 1 reports in the future, e.g. expected to list on the ASX or issue securities, may wish to elect to apply Tier 1 requirements even though they are not required to do so.

**5.4.4 Public accountability Requirements under Australian Accounting Standards**

In relation to for-profit private sector entities, the key determinant of which reporting tier to apply depends on the public accountability concept (AASB 1053:11(a)). The AASB has based the definition of ‘public accountability’ on the equivalent definition in the IASB *IFRS for SMEs*<sup>®</sup> Standard.

In accordance with AASB 1053 *Application of Tiers of Australian Accounting Standards*, an entity has public accountability if (AASB 1053:Appendix A):

- Its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets), or
- It holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses.

The definition deems a for-profit private sector entity to have public accountability in the following circumstances:

Definition inclusion	Examples
The entity's debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market*	Entities listed (debt or equity) on the ASX, National Stock Exchange of Australia (NSX) or Bendigo Stock Exchange (BSX) or any global stock exchange Entities with American Depository Receipts (ADRs) on issue Entities listed on the Alternative Investment Market (AIM) of the London Stock Exchange
The entity holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses	Banks, credit unions, insurance companies, securities brokers/dealers, mutual funds and investment banks (AASB 1053:B4)

\* A public market is a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets

In addition to the definition, AASB 1053 specifies a number of for-profit entities that are deemed to have public accountability (AASB 1053:B2):

- Disclosing entities, even if their debt or equity instruments are not traded in a public market or are not in the process of being issued for trading in a public market
- Co-operatives that issue debentures
- Registered managed investment schemes
- Superannuation plans regulated by the Australian Prudential Regulation Authority (APRA) other than Small APRA Funds as defined by APRA Superannuation Circular No. III.E.1 *Regulation of Small APRA Funds*, December 2000
- Authorised deposit-taking institutions (ADIs).

Some entities may also hold assets in a fiduciary capacity for a broad group of outsiders because they hold and manage financial resources entrusted to them by clients, customers or members not involved in the management of the entity. However, if they do so for reasons incidental to a primary business (as, for example, may be the case for travel or real estate agents, schools, charitable organisations, co-operative enterprises requiring a nominal membership deposit and sellers that receive payment in advance of delivery of the goods or services such as utility companies), that does not make them publicly accountable (AASB 1053:B3).

## Additional considerations for AFS licensees

### **Holding of client monies**

ASIC media release [22-128MR](#) *ASIC announces financial reporting changes for AFS licensees* states that AFS licensees holding client monies (within the meaning of the Corporations Act, *Corporations Regulations 2001* and associated ASIC instruments) automatically have public accountability (within the meaning of that term in AASB 1053). Therefore, all such licensees are required to prepare Tier 1 GPFS.

### **'Large or sophisticated' licensees**

The application of the public accountability requirements under AASB 1053 may be unclear in the case of some AFS licensees. In order to avoid doubt as to whether particular licensees have public accountability, ASIC amended Form FS70 to require the preparation of Tier 1 financial statements by a number of categories of what are termed 'large or sophisticated licensees with greater market impact' in ASIC media release 22-182MR. This has the effect of 'deeming' those categories of licensees to have public accountability. This means any licensee in the prescribed categories must prepare Tier 1 GPFS even though it may not be considered to have public accountability under AASB 1053. The distinction between having public accountability under AASB 1053 and being in one the prescribed categories is important in applying the transitional provisions provided in Form FS70 for financial years commencing before 23 June 2023 (see page 83).

Accordingly, under Form FS70, Tier 1 financial statements must be prepared by AFS licensees that are (Form FS70, clause 11(a)(ii)):

- Regulated by APRA
- Participants in a licensed market (i.e. a market operating under an Australian market licence granted under s.795B of the Corporations Act<sup>38</sup>)
- Participants in a clearing and settlement facility
- Retail over-the-counter derivative issuers (as defined in regulation 61 of the [ASIC Supervisory Cost Recovery Regulations 2017](#))
- Wholesale electricity dealers (as defined in regulation 62 of the [ASIC Supervisory Cost Recovery Regulations 2017](#))
- Corporate advisors that deal in financial products (as defined in regulation 63 of the [ASIC Supervisory Cost Recovery Regulations 2017](#))
- Over-the-counter derivative traders (as defined in regulation 66 of the [ASIC Supervisory Cost Recovery Regulations 2017](#))
- Wholesale trustees (as defined in regulation 37 of the [ASIC Supervisory Cost Recovery Regulations 2017](#))
- Responsible entities of registered schemes
- Corporate directors of a corporate collective investment vehicle (CCIV)
- Providers of a custodial or depository service
- Operators of an investor directed portfolio service (IDPS) (as defined in ASIC Class Order [CO 13/763]).

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<sup>38</sup>“Licensed market” is defined in s.761A. The ASIC website has listing of licensed [domestic](#) and [foreign](#) financial markets operating in Australia.

## 5.5 Transitioning between reporting frameworks



### Changes in transitional arrangements

The AASB has made AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* and AASB 2020-2 *Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities*.

Simplified Disclosures replaced Reduced Disclosure Requirements with effect from reporting periods beginning on or after 1 July 2021 and transitional requirements for entities moving to Simplified Disclosures were introduced at the same time. The AASB subsequently made AASB 2021-1 *Amendments to Australian Accounting Standards – Transition to Tier 2: Simplified Disclosures for Not-for-Profit Entities* and AASB 2022-2 *Amendments to Australian Accounting Standards – Extending Transitional Relief under AASB 1* to modify the transitional arrangements applying on transition to Simplified Disclosures.

The information in this section discusses the transitional requirements applying to entities for annual reporting periods beginning on or after 1 July 2021.

### 5.5.1 Background

From 2005, all Australian for-profit entities preparing and lodging financial statements under the Corporations Act, and many other entities, were effectively required to follow at least the recognition and measurement requirements of Australian Accounting Standards that are equivalent to IFRS Accounting Standards in preparing their financial reports. In the case of entities reporting under the Corporations Act, [ASIC Regulatory Guide RG 85](#) *Reporting requirements for non-reporting entities* explains ASIC's view that recognition and measurement requirements of all Australian Accounting Standards should be followed as a consequence of the requirements of the Corporations Act and the mandatory Australian Accounting Standards which must be applied<sup>39</sup>.

The differential reporting framework (Tier 1 and Tier 2, together with SPFS) necessitated transitional requirements and the application of AASB 1 *First-time Adoption of Australian Accounting Standards* for entities moving from Tier 2 or SPFS to Tier 1 financial statements, as first-time Tier 1 financial statements need to apply AASB 1 in order for the financial statements to include a statement of compliance with IFRS (see section 6.4.2)<sup>40</sup>.

AASB 1 links its application to an entity making an unreserved statement of compliance with Australian Accounting Standards or IFRS Accounting Standards. IFRS 1 *First-time Adoption of International Financial Reporting Standards* only mentions the entity making an unreserved statement of compliance with IFRS Accounting Standards as IFRS Accounting Standards do not generally have differing requirements for particular categories of entities.

As a result, in order to claim compliance with IFRS Accounting Standards, Australian Accounting Standards require a for-profit private sector entity moving to Tier 1 reporting (i.e. based on full IFRS Accounting Standards with all disclosures) to apply AASB 1 on transition. However, where an entity has previously claimed compliance with IFRS Accounting Standards in any previous period, the entity has the additional option under AASB 1 for retrospective application of Australian Accounting Standards in accordance with AASB 108 *Accounting Policies, Changes in Estimates and Errors*.

<sup>39</sup> RG 85 was updated by ASIC in March 2022 to reflect the revised financial reporting framework for private sector for-profit entities. This update did not alter ASIC's view regarding applying the recognition and measurement requirements of Australian Accounting Standards in SPFS prepared in accordance with the Corporations Act (where permitted). For more information about which entities can prepare SPFS under the Corporations Act, see section 5.8.

<sup>40</sup> The IFRS Foundation now refers to International Financial Reporting Standards as comprising IFRS Accounting Standards (issued by the IASB) and IFRS Sustainability Disclosure Standards (issued by the ISSB). Section 295(4)(ca) of the Corporations Act requires "if the company, registered scheme or disclosing entity has included in the notes to the financial statements, in compliance with the accounting standards, an explicit and unreserved statement of compliance with international financial reporting standards—that this statement has been included in the notes to the financial statements". AASB 101 *Presentation of Financial Statements* requires that "[a]n entity whose financial statements comply with IFRSs shall make an explicit and unreserved statement of such compliance in the notes". Accordingly, until such time as any amendments are made to these requirements, the statement of compliance should refer to "International Financial Reporting Standards" rather than "IFRS Accounting Standards".

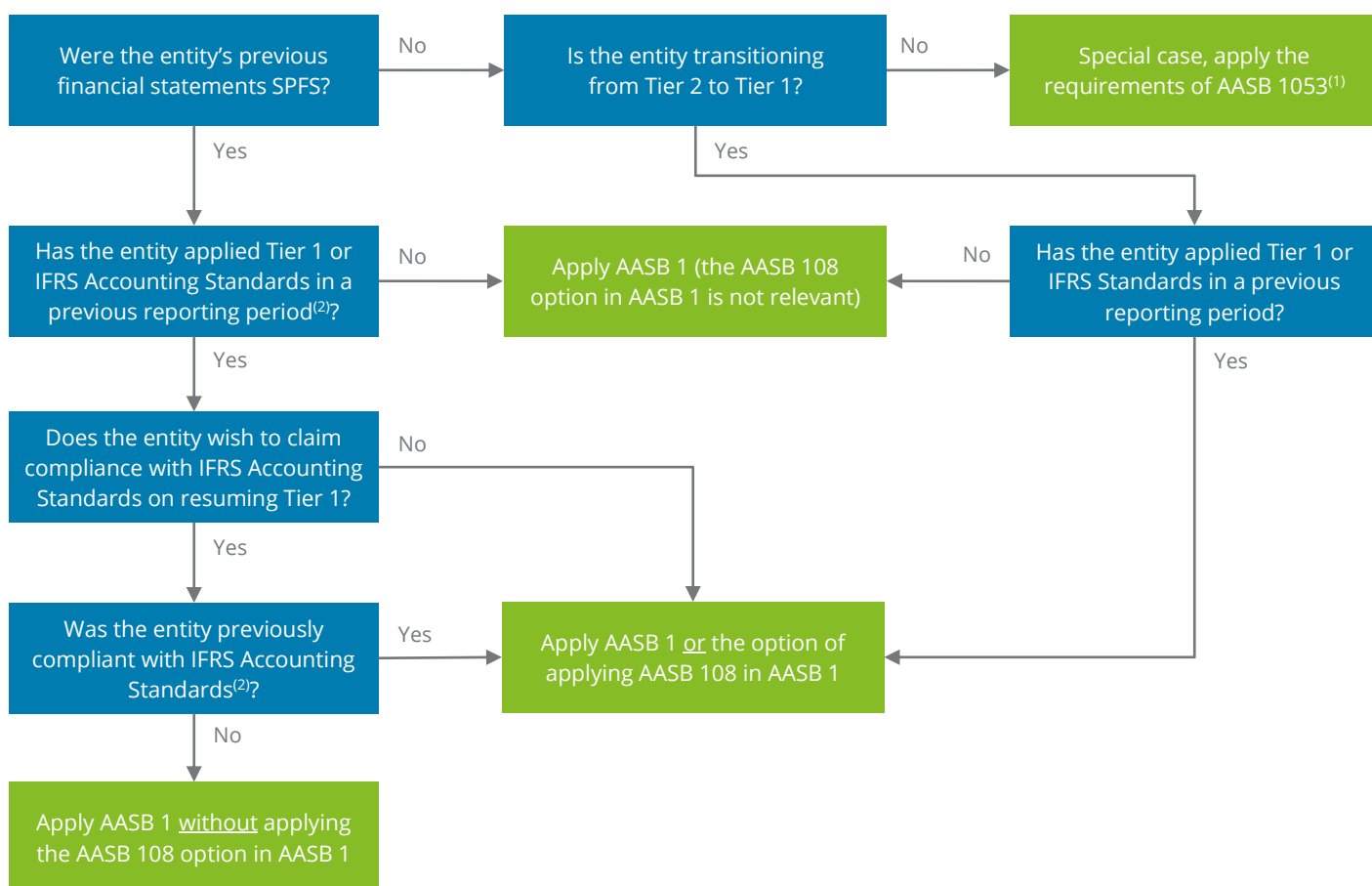
The application of AASB 1 is required even if the entity's previous reports, prepared as SPFS or Tier 2 reports, were fully compliant with the recognition and measurement requirements of IFRS Accounting Standards. As a result, the AASB's transitional requirements need to be considered in light of the requirements of IFRS Accounting Standards to ensure for-profit entities adopting the Tier 1 requirements can make an unreserved statement of compliance with IFRS Accounting Standards.

With the need for IFRS Accounting Standards compliance in mind, the transitional requirements applying to entities moving between Tier 1 and Tier 2, or moving from SPFS to either Tier 1 or Tier 2, are necessarily complex.

### 5.5.2 Summary flowcharts

The flowcharts below provide a summary of the decision making process for the majority of cases for for-profit private sector entities when transitioning between reporting frameworks.

#### Transitioning to Tier 1

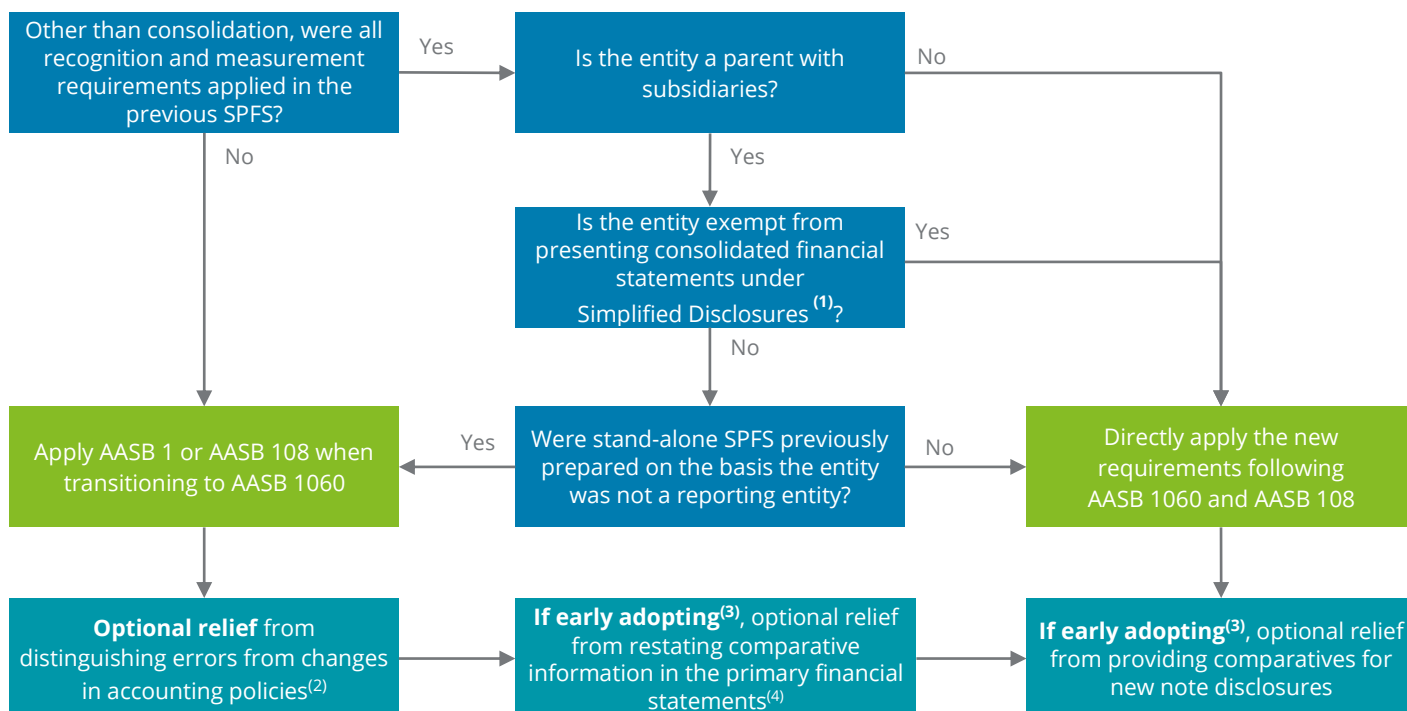


(1) This might arise where the entity has never prepared financial statements under Australian Accounting Standards and is doing so for the first time in order to meet the GPFs requirements. In this case, the applicable transition framework will depend on whether the entity has ever made a statement of compliance with IFRS Accounting Standards (however, note footnote 40 on page 92).

(2) In other words, the entity has complied with the recognition, measurement, presentation and disclosure requirements of Australian Accounting Standards or IFRS Accounting Standards in all relevant respects (including consolidation and equity accounting where required). An entity may apply Tier 1 but not make a statement of compliance with IFRS Accounting Standards, e.g. certain not-for-profit or public sector entities.

### Transition from SPFS to Simplified Disclosures (for-profit entities)

The flowchart below (summarised from AASB 1053 Appendix C and Appendix E) outlines the decision making process on transition from SPFS to Simplified Disclosures for a private sector for-profit entity<sup>41</sup>:



(1) Not all entities that are parents are required to present consolidated financial statements when applying Simplified Disclosures. For example, if the entity is an investment entity that is not permitted to present consolidated financial statements under Simplified Disclosures, whether the entity was previously considered a reporting entity or not does not result in a new requirement to consolidate on Transition to Simplified Disclosures. Accordingly, such entities continue to measure their subsidiaries at fair value and cannot apply AASB 1. Similarly, entities are not required to present (but may choose to present) consolidated financial statements where they meet the requirements of paragraphs 4-Aus4.2 of AASB 10 *Consolidated Financial Statements*, including (among other requirements) that an ultimate or any intermediate parent produces financial statements available for public use that comply with International Financial Reporting Standards, Australian Accounting Standards or Australian Accounting Standards – Simplified Disclosures. However, an ultimate Australian parent must present consolidated financial statements in all cases, unless it is an investment entity, in which case it must measure all subsidiaries at fair value through profit or loss (AASB 10:Aus4.2).

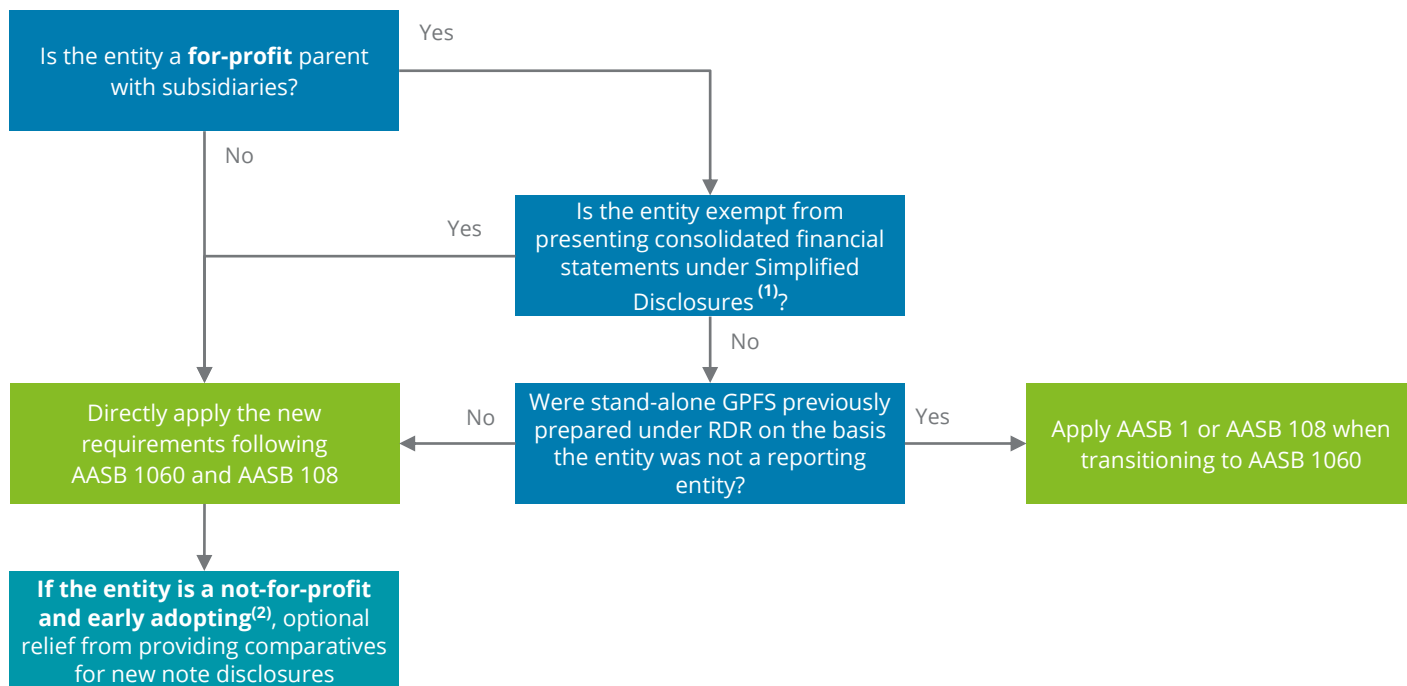
(2) Only applies to periods beginning before 1 July 2022.

(3) AASB 1060 applies to annual reporting period beginning on or after 1 July 2021. The relief available when early adopting would only apply where AASB 1060 is applied to a reporting period beginning before 1 July 2021.

(4) Relief from restating comparative information on transition from SPFS on early adoption of Simplified Disclosures is only available to a for-profit private sector entity that applies AASB 1 on transition. Where AASB 108 is being applied, comparative information must be fully restated.

<sup>41</sup> AASB 1060 is mandatory for impacted for-profit entities for reporting periods beginning on or after 1 July 2021. Accordingly, most entities will transition to AASB 1060 by 1 July 2022. However, entities newly requiring financial statements after this date (e.g. a small proprietary company becoming a large proprietary company) have fewer options on transition, in that they must distinguish errors from changes in accounting policies. The transitional requirements for not-for-profit entities are not the same as for-profit entities. The AASB has a not-for-profit financial reporting framework project underway to consider if and if so, how, not-for-profit entities currently preparing SPFS should transition to Tier 2 or a possible Tier 3 framework. However, the AASB has made amendments providing some transitional relief for not-for-profit entities previously preparing GPFS.

### Transition from RDR to Simplified Disclosures



(1) Not all entities that are parents are required to present consolidated financial statements when applying Simplified Disclosures. For example, if the entity is an investment entity that is not permitted to present consolidated financial statements under Simplified Disclosures, whether the entity was previously considered a reporting entity or not does not result in a new requirement to consolidate on Transition to Simplified Disclosures. Accordingly, such entities continue to measure their subsidiaries at fair value and cannot apply AASB 1. Similarly, entities are not required to present (but may choose to present) consolidated financial statements where they meet the requirements of paragraphs 4-Aus4.2 of AASB 10 *Consolidated Financial Statements*, including (among other requirements) that an ultimate or any intermediate parent produces financial statements available for public use that comply with International Financial Reporting Standards, Australian Accounting Standards or Australian Accounting Standards – Simplified Disclosures. However, an ultimate Australian for-profit parent must present consolidated financial statements in all cases, unless it is an investment entity, in which case it must measure all subsidiaries at fair value through profit or loss (AASB 10.Aus4.2). However, not-for-profit entities and for-profit entities that are not applying the *Conceptual Framework for Financial Reporting* (basically those for-profit entities exempt from mandatory application of Simplified Disclosures) are able to continue to apply the reporting entity concept and avoid consolidation if the other criteria in AASB 10 are met.

(2) AASB 1060 applies to annual reporting periods beginning on or after 1 July 2021. The exemption from providing comparative information for new note disclosures is only available to not-for-profit entities that apply AASB 1060 to a reporting period beginning before 1 July 2021 (AASB 1060:B1(c)).



### 5.5.3 Transition scenarios

The table below summarises the transitional provisions arising under AASB 1053 when moving between various reporting frameworks.

Source	Reporting framework applied in the most recent previous financial statements	Extent of application of recognition and measurement requirements in the most recent previous financial statements <sup>42</sup>	Statement of compliance in the most recent previous financial statements	Applicable transition requirement in the current period
<b>Transition to Tier 1 reporting requirements:</b>				
AASB 1053:18	SPFS	Recognition and measurement requirements of Australian Accounting Standards applied or not applied	N/A	Apply all the requirements of AASB 1
AASB 1053:21	Tier 2 reporting requirements	All recognition and measurement requirements of Australian Accounting Standards applied	N/A	<ul style="list-style-type: none"> <li>Apply AASB 1, if claiming compliance with IFRS Accounting Standards</li> <li>Do not apply AASB 1, if a not-for-profit entity not claiming compliance with IFRS Accounting Standards</li> </ul>
<b>Transition to Tier 2 (Simplified Disclosures):</b>				
AASB 1053:18A(a)	SPFS	Recognition and measurement requirements of Australian Accounting Standards not applied or selectively applied	N/A	<ul style="list-style-type: none"> <li>Apply all requirements of AASB 1, or</li> <li>Apply Tier 2 requirements retrospectively in accordance with AASB 108</li> </ul>
AASB 1053:18A(b)	SPFS	Did not present consolidated financial statements as the entity was not a reporting entity	N/A	<ul style="list-style-type: none"> <li>Apply all requirements of AASB 1, or</li> <li>Apply Tier 2 requirements retrospectively in accordance with AASB 108</li> </ul>
AASB 1053:18A(c)	SPFS	All recognition and measurement requirements of Australian Accounting Standards applied	N/A	Do not apply AASB 1 and continue to apply the recognition and measurement requirements
	RDR	All recognition and measurement requirements of Australian Accounting Standards applied, including consolidation	Contained an explicit and unreserved statement of compliance with Tier 2 reporting requirements	Do not apply AASB 1 and continue to apply the recognition and measurement requirements
AASB 1053:20A	RDR	Did not present consolidated financial statements on the basis the entity was not a reporting entity	Contained an explicit and unreserved statement of compliance with Tier 2 reporting requirements	<ul style="list-style-type: none"> <li>Apply all requirements of AASB 1, or</li> <li>Apply Tier 2 requirements retrospectively in accordance with AASB 108</li> </ul>

<sup>42</sup> Most recent previous reporting period refers to the period immediately before an entity transitioned to the relevant Tier of reporting requirement in the current year.

Source	Reporting framework applied in the most recent previous financial statements	Extent of application of recognition and measurement requirements in the most recent previous financial statements <sup>42</sup>	Statement of compliance in the most recent previous financial statements	Applicable transition requirement in the current period
<b>Resumption of Tier 1 reporting requirements:</b>				
AASB 1053:19	Tier 2 reporting requirements or SPFS	All recognition and measurement requirements of Australian Accounting Standards applied <i>or</i> Recognition and measurement requirements of Australian Accounting Standards not applied or selectively applied	Did not contain an explicit and unreserved statement of compliance with Tier 1 reporting requirements	<ul style="list-style-type: none"> <li>Apply all requirements of AASB 1, or</li> <li>Apply Tier 1 requirements retrospectively in accordance with AASB 108<sup>43</sup></li> </ul>
<b>Resumption of Simplified Disclosures reporting requirements:</b>				
AASB 1053:19B(d)	SPFS	Did not apply all recognition and measurement requirements of Australian Accounting Standards	Did not contain an explicit and unreserved statement of compliance with Tier 2 reporting requirements	<ul style="list-style-type: none"> <li>Apply all requirements of AASB 1, or</li> <li>Apply Tier 2 requirements retrospectively in accordance with AASB 108</li> </ul>
AASB 1053:19B(e)	Tier 1 or SPFS	Applying all recognition and measurement requirements of Australian Accounting Standards	Did not contain an explicit and unreserved statement of compliance with Tier 2 reporting requirements	Do not apply AASB 1 or the AASB 1 option for retrospective application in accordance with AASB 108 <sup>44</sup>

### 5.5.4 Differences between AASB 1 and AASB 108 on transition

Where entities are required to apply AASB 108, they are generally required to fully retrospectively apply changes in accounting policies that are required by the application of the relevant Australian Accounting Standards (subject to any overriding transitional provisions of individual Australian Accounting Standards where applicable).

AASB 1 contains a number of optional or mandatory exceptions to full retrospective application of all Australian Accounting Standards that can be applied by entities on transition.

The application of AASB 1 can be particularly useful where an entity with subsidiaries is moving from unconsolidated financial statements to consolidated GPFs, as the application of many of the AASB 1 exemptions to full retrospective restatement can substantially reduce the work required.

<sup>43</sup> An entity that is to claim compliance with IFRS Accounting Standards on resuming Tier 1 reporting requirements under AASB 1 paragraph 19, cannot use the AASB 1 option for retrospective application of Accounting Standards in accordance with AASB 108 if it was not previously compliant with IFRS Accounting Standards (AASB 1053:19A).

<sup>44</sup> The entity must disclose the reason it stopped applying Tier 2 reporting requirements and the reason it is resuming the application of Tier 2 reporting requirements (AASB 1053:24).

The table below sets out the most relevant options for entities applying AASB 1 on transition to Simplified Disclosures or Tier 1 that have previously adopted all recognition and measurement requirements of Australian Accounting Standards (except for consolidation and/or equity accounting) in their previous financial statements.

Transition option	Impacts
<p><b>Deemed cost.</b> A deemed cost based on fair value at the date of transition or based on a previous revaluation can be adopted for property, plant and equipment, investment property measured using the cost model, right of use assets and certain intangibles (AASB 1:D5-D8).</p>	<p>Generally increases net assets as a result of higher carrying amounts, but can result in higher depreciation and amortisation and may increase the chances of future impairment losses<sup>45</sup>.</p>
<p><b>Short-cut consolidation method.</b> This permits the goodwill in respect of previously unconsolidated subsidiaries to be determined as the difference between the carrying amount of the investment in the subsidiary and the investor's share of the net assets of the subsidiary at the date of transition (AASB 1:C4(j))<sup>46</sup>.</p>	<p>Provides an easy way to establish the opening position in the consolidated financial statements however, usually results in goodwill that is subject to impairment testing or a gain that is recognised in retained earnings on transition<sup>47</sup>.</p>
<p><b>Reset of cost of investments.</b> An entity is permitted to deem the cost of a subsidiary at either the fair value at the date of transition or the previous GAAP carrying amount (including when applying the short-cut consolidation method immediately above) (AASB 1:D15).</p>	<p>Permits unrecognised changes in the fair value of investments to be recognised, however may increase goodwill on consolidation and increase the chances of impairment in future periods.</p>
<p><b>Reset of foreign currency translation reserve (FCTR).</b> The cumulative translation differences for all foreign operations can be deemed to be zero at the date of transition (AASB 1:D13).</p>	<p>The amount that would be presented as a FCTR is instead recognised in consolidated retained earnings (can be an increase or decrease).</p>
<p><b>Easier tracking of past acquisitions of foreign operations.</b> Fair value adjustments and goodwill arising in respect of foreign operations arising in business combinations occurring before the date of transition can be measured using the entity's functional currency (so are not impacted by future foreign exchange movements) (AASB 1:C2).</p>	<p>The carrying amounts of such assets (before depreciation, amortisation and impairment) do not change as a result of foreign exchange changes, resulting in less volatility in net assets over time.</p>
<p><b>Use of parent entity carrying amounts.</b> An entity may measure its assets and liabilities at the carrying amounts included in a parent's consolidated financial statements (based on the parent's date of transition to Australian Accounting Standards or International Financial Reporting Standards<sup>48</sup>), if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary (AASB 1:D16(a)).</p>	<p>Permits an entity to adopt the carrying amounts used in a parent's financial statements.</p> <p>Using this option can avoid the need to keep two parallel sets of records which may be burdensome and not beneficial to users.</p>

<sup>45</sup> There is no requirement to continue to measure deemed cost assets on the revaluation basis after transition, but entities may choose to do so where permitted by the relevant Australian Accounting Standard. Where the revaluation basis is subsequently used, the deemed cost can effectively reset the asset revaluation reserve to zero on transition to Simplified Disclosures (as the carrying amount and deemed cost are the same amount at transition).

<sup>46</sup> Entities also have the ability to take advantage of the other transitional provisions in respect of past business combinations and acquisitions of investments in associates, interests in joint ventures and interests in joint operations that are outlined in Appendix C of AASB 1. This results in past transactions not being retrospectively restated. However, where any business combination is restated, all subsequent business combinations must also be restated.

<sup>47</sup> A gain would arise where the net assets of the subsidiary (determined in accordance with Australian Accounting Standards) exceeds the carrying amount of the investment in the parent. Such a gain is recognised directly in retained earnings at the date of transition. Furthermore, if the parent did not acquire a subsidiary in a business combination because it created the subsidiary, the parent does not recognise any goodwill (AASB 1:IG27(c)). For a subsidiary that was not acquired in a business combination, a difference may still arise between the carrying amounts of the assets and liabilities and the cost of investment (e.g. because of accumulated profits of the subsidiary). Any such difference should be recognised in retained earnings or some other appropriate category of equity (e.g. if the entity maintains a specific reserve for AASB 1 adjustments).

<sup>48</sup> AASB 2022-2 *Amendments to Australian Accounting Standards – Extending Transitional Relief under AASB 1* added a reference to “IFRS” in AASB 1:D16(a), effective for annual reporting periods ending on or after 30 June 2022.

## 5.5.5 Considering additional disclosures on transition

An entity preparing GPFS for the first time need not only consider which Australian Accounting Standards apply to the transition, but it also needs to consider the additional disclosures to be included in those GPFS.

Where AASB 1 is applied in Tier 1 GPFS, there are a raft of disclosures to be considered, including reconciliations from prior reported amounts. These disclosures are substantially less, but not eliminated, for Simplified Disclosures GPFS.

Similarly, where accounting policies change when applying AASB 108, additional disclosures are required under that Standard (or, for entities applying Simplified Disclosures, AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*).

Even where full recognition and measurement requirements of all Australian Accounting Standards have been previously applied in preparing SPFS, additional disclosures are recommended to alert users of the GPFS of the change in presentation.

## 5.5.6 Specific considerations on transition to Simplified Disclosures

### Summary of alternatives

The table below outlines the transition requirements and optional relief for private sector for-profit entities on transition to Simplified Disclosures:

Transitional approach	When it is available?	Who is eligible?
<b>Application of AASB 1 First-time Adoption of Australian Accounting Standards (AASB 1)</b>	When the new requirements are adopted (moving from SPFS to GPFS)	Entities moving from SPFS to Tier 1 Entities moving from SPFS to Simplified Disclosures where <b>all</b> the recognition and measurement requirements of all Australian Accounting Standards <b>have not</b> been previously applied (including consolidation and equity accounting)
<b>Direct application of AASB 1060 and its transitional requirements in the context of AASB 108</b>	When the new requirements are adopted (moving to Simplified Disclosures)	Entities moving from SPFS or Reduced Disclosure Requirements to Simplified Disclosures where <b>all</b> the recognition and measurement requirements of all Australian Accounting Standards <b>have</b> been previously applied (including consolidation and equity accounting)
<b>Optional relief from restating comparative information in primary financial statements</b>	Reporting periods beginning <b>before 1 July 2021</b> (i.e. early adoption)	Entities moving from SPFS to Simplified Disclosures where <b>all</b> the recognition and measurement requirements of all Australian Accounting Standards <b>have not</b> been previously applied (including consolidation and equity accounting)
<b>Optional relief from providing comparative information for new note disclosures</b>	Reporting periods beginning <b>before 1 July 2021</b> (i.e. early adoption)	Entities moving from SPFS to Simplified Disclosures
<b>Optional relief from distinguishing errors from changes in accounting policy</b>	Reporting periods beginning <b>before 1 July 2022</b> (i.e. first year of mandatory application)	Entities moving from SPFS to Simplified Disclosures where <b>all</b> the recognition and measurement requirements of all Australian Accounting Standards <b>have not</b> been previously applied (including consolidation and equity accounting)

### Basic principles

The transitional requirements applying when transitioning from SPFS or RDR to GPFS (Tier 1 or Simplified Disclosures) are included in AASB 1053 *Application of Tiers of Australian Accounting Standards* (AASB 1053) and depend on (AASB 1053:18, 18A, 19, 20A):

- The nature of the GPFS being subsequently prepared (Tier 1 or Simplified Disclosures)
- In the case of Tier 1, whether the entity has previously made a statement of compliance with IFRS Accounting Standards
- In the case of Simplified Disclosures:
  - Whether or not the entity presented consolidated SPFS or RDR GPFS

- In the case of SPFS, the extent to which recognition and measurement requirements of all Australian Accounting Standards were previously applied.

In general, AASB 1053 requires entities to either apply AASB 1 or AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors* (AASB 108). Entities able to apply AASB 1 are able to take advantage of its mandatory and optional exceptions from full retrospective restatement, including an option to adopt a 'short cut' method for previously unconsolidated subsidiaries, resetting of the foreign currency translation reserve and the adoption of 'deemed cost' for assets. Entities applying AASB 108 when transitioning to either Tier 1 or Simplified Disclosures will generally be required to fully retrospectively apply all requirements of Australian Accounting Standards.

The transitional approach adopted also dictates the transitional disclosures required. In the case of Simplified Disclosures, these are quite extensive, but less than those required in Tier 1 GPFS under AASB 1. Tier 2 entities that early adopted AASB 1060 were also able to take advantage of additional transitional relief, avoiding the need to provide certain comparative and transition information (AASB 1053:Appendix E).

## **Moving from RDR to Simplified Disclosures**

### ***For-profit entities***

When the AASB introduced Simplified Disclosures, AASB 1053 did not contain specific provisions dealing with for-profit entities moving from the existing RDR to Simplified Disclosures. These entities were already required to apply all recognition and measurement requirements of Australian Accounting Standards. However, some of these entities may have prepared stand-alone RDR GPFS if they were not considered a reporting entity and had a foreign parent that prepared consolidated financial statements in accordance with IFRS Accounting Standards. For instance, subsidiaries of global multinationals may have adopted this approach in meeting the GPFS for CBC reporting entity requirements (see section 4.11).

In order to clarify transition for these entities, the AASB made *AASB 2022-2 Amendments to Australian Accounting Standards – Extending Transitional Relief under AASB 1*. This Amending Standard introduced paragraph 20A into AASB 1053 which clarifies that a for-profit private sector entity meeting the following criteria are able to choose to apply AASB 1 or AASB 108 on transition to Simplified Disclosures:

- Its most recent previous annual financial statements in compliance with Tier 2 reporting requirements, including an explicit and unreserved statement of compliance with Tier 2 reporting requirements
- It did not present consolidated financial statements, on the basis that neither the parent nor the group was a reporting entity (as defined in AASB 1057)
- Is preparing consolidated financial statements for the first time in compliance with Tier 2 – Simplified Disclosures.

### ***Not-for-profit entities***

Some not-for-profit entities are required to prepare GPFS under their reporting mandate, consider themselves to be reporting entities, or choose to prepare GPFS for other reasons. Where these entities have previously prepared RDR GPFS, these entities will be required to transition to Simplified Disclosures for reporting periods beginning on or after 1 July 2021.

Amendments made by the AASB in early 2021<sup>49</sup> provide not-for-profit entities transitioning from RDR to Simplified Disclosures with limited transitional provisions that only apply on early adoption of AASB 1060. These entities may elect not to present comparative information in the notes to the financial statements if the entity did not disclose the comparable information in its most recent previous GPFS (AASB 1060:B1(c)).

## **Moving from SPFS to Simplified Disclosures**

Entities moving from SPFS to Simplified Disclosures GPFS have a more complex transition roadmap than many other entities (e.g. entities transition to Tier 1 for the first time). In general:

- Entities that have complied with all recognition and measurement requirements (including consolidation where relevant), are required to directly apply AASB 1060, including the restatement of comparatives in accordance with AASB 108 (unless eligible for the relief from comparatives for new note disclosure on early adoption). The recognition and measurement requirements

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<sup>49</sup> The amendments were made by AASB 2021-1 *Amendments to Australian Accounting Standards – Transition to Tier 2: Simplified Disclosures for Not-for-Profit Entities*.

do not change for these entities, they are not permitted any additional transitional relief, but will generally have additional disclosures

- Entities that have not fully complied with all recognition and measurement requirements are able to apply AASB 1 or AASB 108, and can take advantage of additional relief in either the first year of mandatory application, or on early adoption
- Entities required to prepare consolidated GPFS under Simplified Disclosures (i.e. where 'stand-alone' SPFS were previously prepared) have the option of applying AASB 1 or AASB 108 (even if the stand-alone SPFS otherwise complied with all recognition and measurement requirements). These entities are also entitled to additional relief.

It is important to note that most private sector for-profit entities preparing SPFS under the Corporations Act should have applied the recognition and measurement requirements of all Australian Accounting Standards in accordance with the guidance in [ASIC Regulatory Guide RG 85 Reporting requirements for non-reporting entities](#). RG 85 is also the reason many SPFS were previously prepared on a stand-alone basis, i.e. without consolidation, as in ASIC's view the "sole determining factor as to whether consolidated financial statements are required is whether the group is a reporting entity" (ASIC RG 85:29).

The table below summarises the relief available, depending on the SPFS previously prepared, whether the entity is required to prepare consolidated GPFS under the new requirements, and the extent of recognition and measurement applied.

Type of SPFS previously prepared	Transitional approach to adopt <sup>(1)</sup>	Error vs. accounting policy relief <sup>(2)?</sup>	Options if early adopted	
			Comparatives relief in primary statements?	New disclosure relief?
<b>Entities with subsidiaries but exempt from consolidation under Simplified Disclosures<sup>(3)</sup></b>				
Stand-alone with full recognition and measurement	AASB 1060 and AASB 108	No	No	Yes
Stand-alone without full recognition and measurement	AASB 1 or AASB 108	Yes	Yes	Yes
<b>Entities with subsidiaries requiring consolidated GPFS under Simplified Disclosures<sup>(4)</sup></b>				
Consolidated with full recognition and measurement	AASB 1060 and AASB 108	No	No	Yes
Consolidated without full recognition and measurement	AASB 1 or AASB 108	Yes	Yes	Yes
Stand-alone with full recognition and measurement	AASB 1 or AASB 108	Yes	Yes	Yes
Stand-alone without full recognition and measurement	AASB 1 or AASB 108	Yes	Yes	Yes
<b>Entities without subsidiaries</b>				
Stand-alone with full recognition and measurement	AASB 1060 and AASB 108	No	No	Yes
Stand-alone without full recognition and measurement	AASB 1 or AASB 108	Yes	Yes	Yes

(1) See section 5.5.4 for an overview of the differences between applying AASB 1 and AASB 108 on transition.

(2) This relief provides an optional exemption from differentiating between errors and accounting policy changes on transition. Where applicable, this relief is only available for financial reporting periods beginning on or before 1 July 2022.

(3) This would apply where an Australian parent prepares consolidated GPFS under Tier 1 or Simplified Disclosures and the entity meets the conditions in AASB 10:4(a) to not prepare consolidated financial statements (mostly applicable to wholly owned subsidiaries), or where the entity is an investment entity that measures all of its subsidiaries at fair value through profit or loss.

(4) There is no 'general' exemption from consolidation under Simplified Disclosures. Specific exemptions are included in AASB 10 *Consolidated Financial Statements* (as noted in footnote (3) above) and it is an Australian-specific requirement that the ultimate Australian parent prepares consolidated financial statements (unless it is an investment entity). Accordingly, many Australian parents with subsidiaries will be required to prepare consolidated financial statements.

## 5.6 Simplified Disclosures



### More information about Simplified Disclosures

The following publications explore the Simplified Disclosure regime in more detail:

- [Clarity publication](#) *Removal of special purpose financial statements*
- [Clarity publication](#) *Simplified Disclosures – Transition options and opportunities.*

Both these publications are available at [www.deloitte.com/au/clarity](http://www.deloitte.com/au/clarity).

### 5.6.1 The Simplified Disclosures reporting framework

Simplified Disclosures comprises the recognition and measurement requirements of Tier 1 (including consolidation and the equity method of accounting) but substantially reduced disclosure requirements when compared to Tier 1 (AASB 1053:9). Therefore, entities adopt the same recognition and measurement requirements whether they apply Tier 1 or Tier 2.

Similarly, the presentation requirements of Tier 1 and Tier 2 are the same, except for:

- The requirement to present a third statement of financial position, which is required in Tier 1 financial statements when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or reclassifies items in its financial statements
- The option of not presenting a statement of changes in equity in Tier 2 financial statements, whereby an entity presents a single statement of income and retained earnings in place of a statement of changes in equity provided certain conditions are met.

The disclosure requirements for Tier 2 financial statements are included in AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*.

The disclosure requirements in AASB 1060 are based on the IASB *IFRS for SMEs* Standard. AASB 1060 closely aligns the disclosures made by 'Tier 2' entities with those applying under the *IFRS for SMEs* Standard, adjusted for differences between the requirements of the *IFRS for SMEs* Standard and existing Australian Accounting Standards (which themselves are compliant with IFRS Accounting Standards for private sector for-profit entities). Disclosure requirements in AASB 1060 are cross referenced to the relevant paragraph in the *IFRS for SMEs* Standard where they are based on that Standard.

### 5.6.2 Requirement for consolidation and equity accounting

The requirement to prepare GPFS in accordance with the recognition and measurement requirements of all Australian Accounting Standards may mean that entities with investments in subsidiaries, joint ventures or associates would be required to adopt consolidation and equity accounting principles.

Under Simplified Disclosures an ultimate Australian parent entity is always required to prepare consolidated financial statements where it has subsidiaries (unless it measures those subsidiaries at fair value because it is an investment entity). Accordingly, these entities cannot prepare 'stand-alone' general purpose financial statements where it is a subsidiary of a foreign parent entity preparing financial statements in accordance with IFRS Accounting Standards. This is because all ultimate Australian parent entities are required to consolidate and apply equity accounting.

This does not impact wholly-owned or partly-owned subsidiaries of Australian parent entities where the requirements to obtain an exemption from consolidated financial statements in AASB 10 *Consolidated Financial Statements* are otherwise met.

For more information on when consolidated financial statements are required under the Corporations Act, see '*Consolidated, stand-alone and four column financial statements*' in section 6.1.1.



## 5.7 Reduced Disclosure Requirements



### Application of Reduced Disclosure Requirements

The AASB has made AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*. The Simplified Disclosures framework replaced RDR with effect from reporting periods beginning on or after 1 July 2021. The information below applies to entities preparing Tier 2 financial statements for period beginning before 1 July 2021 (where the entity has not elected to apply AASB 1060 early.)

### 5.7.1 Background

The AASB's approach to determining the RDR was largely guided by the IASB's approach in developing the disclosure requirements for the *IFRS for SMEs* Standard.

The AASB has utilised the following principles in determining the Tier 2 RDR disclosures<sup>50</sup>:

- When Tier 2 recognition and measurement requirements are the same as those under the *IFRS for SMEs* Standard – disclosures omitted by the IASB in developing the disclosure requirements for the *IFRS for SMEs* Standard are also excluded from the RDR
- When Tier 2 recognition and measurement requirements are not the same as those under the *IFRS for SMEs* Standard – the 'user need' and 'cost benefit' principles applied by the IASB in developing its *IFRS for SMEs* Standard have been utilised in determining the RDR.

Unlike the IASB, which has introduced IFRS Accounting Standards and the *IFRSs for SMEs* Standard, there is only one 'suite' of standards in Australia for application by both Tier 1 and Tier 2 entities. AASB 1057 *Application of Australian Accounting Standards* specifies the types of entities and financial statements to which the Australian Accounting Standards apply. When necessary, each Australian Accounting Standard sets out disclosure requirements from which Tier 2 entities are exempt by shading the exempted requirements and adding specific 'RDR' paragraphs.

### 5.7.2 Comparison of RDR with Tier 1

Whilst there are numerous exceptions, the table below broadly summarises the disclosure matters generally retained and those omitted from the RDR.

Disclosure items generally retained	Disclosure items generally omitted
<ul style="list-style-type: none"> <li>• Format and layout of the primary financial statements</li> <li>• Descriptions of accounting policies and methods</li> <li>• Key amounts included in the financial statements, e.g. impairment and reversals, breakdown of revenue, discontinuing operations, fair value adjustments, gains and losses</li> <li>• Movement schedules, e.g. share-based payments, property, plant and equipment, intangible assets, goodwill, and investment property</li> <li>• Reconciliations of key transactions and balances, e.g. business combination breakdowns, income tax expense and deferred tax balances</li> <li>• Significant uncertainties and judgements</li> <li>• Information about the entity and its related parties (but not necessarily details of transactions and balances).</li> </ul>	<ul style="list-style-type: none"> <li>• Detailed narrative disclosure, e.g. nature and extent of risks arising from financial instruments under AASB 7, standards on issue but not yet effective</li> <li>• Detailed information on how amounts have been measured, e.g. share-based payments, fair values</li> <li>• Supplementary information about key transactions, balances and events, e.g. financial information about associates/joint ventures, alternate presentation of profit or loss information, impairment, defined benefit plan liabilities</li> <li>• Many additional Australian disclosures, e.g. audit fees, franking credits, reconciliation of net operating cash flows to profit or loss</li> <li>• Most disclosures required by Interpretations.</li> </ul>

<sup>50</sup> See section 5.5.6 for a discussion of the developments in relation to Tier 2 financial statements.



## 5.8 Special purpose financial statements



### Restriction on preparation of SPFS

AASB 2020-2 *Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities* removed the ability of many private sector for-profit entities to prepare SPFS with effect from annual reporting periods beginning on or after 1 July 2021.

The analysis in this section is **not** relevant to (AASB 1057:Appendix):

- For-profit private sector entities that are required by legislation to prepare financial statements that comply with either Australian Accounting Standards or accounting standards
- Other for-profit private sector entities that are required only by their constituting document or another document to prepare financial statements that comply with Australian Accounting Standards, provided that the relevant document was created or amended on or after 1 July 2021
- Other for-profit entities (private sector or public sector) that elect to prepare GPFS.

### 5.8.1 Overview

SPFS are financial statements which are other than GPFS. SPFS can be prepared by not-for-profit entities reporting under the Corporations Act in instances where an entity is required to prepare financial statements under the Corporations Act. Alternatively, SPFS may be prepared for non-Corporations Act purposes (where permitted) (see section 5.8.2).

SPFS can be seen as a category of the wider concept of special purpose financial reports. Special purpose financial reports may also be prepared for purposes other than reporting financial performance and financial position (e.g. a banking covenant compliance report or an extract of certain financial information) and may or may not comply, or partially comply, with the recognition, measurement, presentation and disclosure requirements of Australian Accounting Standards.

### 5.8.2 Entities that can prepare SPFS

The following are *not* impacted by the requirement to prepare GPFS under Australian Accounting Standards, and accordingly can choose to prepare SPFS:

- For-profit private sector entities with a non-legislative requirement (i.e. their constituting or another document) to prepare financial statements in accordance with 'Australian Accounting Standards', but only where the constituting document or another document creating that requirement has not been created or amended on or after 1 July 2021
- Entities voluntarily preparing financial statements, or preparing financial statements for other purposes, e.g. small proprietary companies that choose to prepare a financial report for the directors' information needs (unless those requesting stipulate the use of Australian Accounting Standards)
- Not-for-profit entities. Reporting requirements for these entities are subject to a separate AASB project<sup>51</sup>
- Other types of financial reports, e.g. financial reports of friendly societies, superannuation funds and retirement villages, or other financial reports not in the form of financial statements.

### 5.8.3 Requirements for SPFS prepared under the Corporations Act

SPFS prepared by a not-for-profit entity for lodgement under the Corporations Act for a financial year must consist of (s.295(1))<sup>52</sup>:

- Financial statements as required by the Australian Accounting Standards for the period (s.296(1)). These comprise a statement of financial position, statement(s) of comprehensive income, statement of changes in equity and statement of cash flows
- Notes to the financial statements, as required by the Corporations Regulations and Australian Accounting Standards
- A directors' declaration.

In addition, the financial report must include a directors' report (s.298(1)).

<sup>51</sup> See section 5.4.2 for more details of proposals arising from the AASB project.

<sup>52</sup> Private sector for-profit entities are not permitted to prepare SPFS under the Corporations Act for annual reporting periods beginning on or after 1 July 2021 (see section 5.1.3).

## Australian Accounting Standards to be applied

In accordance with AASB 1057 *Application of Australian Accounting Standards*, the following Australian Accounting Standards and Interpretations apply to not-for-profit entities required to prepare a financial report in accordance with Part 2M.3 of the Corporations Act, irrespective of whether they are reporting entities or not:

- AASB 101 *Presentation of Financial Statements*
- AASB 107 *Statement of Cash Flows*
- AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*
- AASB 1048 *Interpretation of Standards*
- AASB 1053 *Application of Tiers of Australian Accounting Standards*
- AASB 1054 *Australian Additional Disclosures*
- AASB 1057 *Application of Australian Accounting Standards*.

These requirements are also reinforced in [ASIC Regulatory Guide RG 85](#) *Reporting requirements for non-reporting entities* (RG 85.22).

The minimum compliance requirements mean that disclosures that are required in the above noted Australian Accounting Standards have to be included in the financial statements.

For any other Australian Accounting Standards, only the recognition and measurement requirements apply (discussed below), but the disclosure requirements are not mandatory. Non-reporting entities include disclosures that are not otherwise required because the information is considered useful or is necessary to provide a true and fair view (see section 6.5.1).

For example, this means that a company with property, plant and equipment must recognise and measure it in accordance with AASB 116 *Property, Plant and Equipment*, but is not required to include a reconciliation of the movements in property, plant and equipment during the year in the notes in the financial statements. However, an accounting policy for property, plant and equipment must be disclosed (if material) because AASB 108 requires the disclosure of that policy<sup>53</sup>.

## Application of recognition and measurement requirements

In [ASIC Regulatory Guide RG 85](#) *Reporting requirements for non-reporting entities*, ASIC notes that the Australian Accounting Standards provide a framework for determining a consistent definition of 'financial position' and 'profit or loss'. Without such a framework the figures in financial statements would lose their meaning. Financial statements prepared under the Corporations Act must be prepared within the framework of Australian Accounting Standards to ensure that the following requirements of the Corporations Act are met:

- The financial statements give a true and fair view (s.297)
- The financial statements do not contain false or misleading information (s.1308).

Therefore, in accordance with ASIC's view, the recognition and measurement requirements of all Australian Accounting Standards and Interpretations must be applied in order to determine profit or loss and financial position.

The recognition and measurement requirements of Australian Accounting Standards and Interpretations include requirements relating to depreciation of non-current assets, impairment of goodwill, accounting for income tax, lease accounting, measurement of inventories, recognition and measurement of liabilities for employee benefits, recognition and measurement of financial instruments, and recognition and measurement of provisions.

In addition, those Australian Accounting Standards and Interpretations which deal with the classification of items must be applied, for example the provisions of AASB 132 *Financial Instruments: Presentation* concerning the classification of financial instruments as debt or equity.

In relation to the requirement to prepare consolidated financial statements, ASIC RG 85 notes the "sole determining factor as to whether consolidated financial statements are required is whether the group is a reporting entity" (RG 85.29).

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<sup>53</sup> AASB 2021-2 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates* amends AASB 108 to require the disclosure of material accounting policy information, rather than the disclosure of significant accounting policies. Material accounting policy information in relation to property, plant and equipment may include, for example, whether property, plant and equipment is measured on the cost basis or revaluation basis.

ASIC has also issued [ASIC Corporations \(Non-Reporting Entities\) Instrument 2015/841](#) (dated 18 September 2015) to ensure that non-reporting entities are able to take advantage of concessions or other modifications of the recognition and measurement requirements of Australian Accounting Standards that are available for reporting entities, such as concessions available under AASB 1 *First-time Adoption of Australian Accounting Standards* and transitional provisions or other concessions available under a non-mandatory Australian Accounting Standard. This relief is available provided the non-reporting entity takes all reasonable steps to ensure that the relevant report complies with all recognition and measurement requirements as if it were a reporting entity.

#### 5.8.4 Specific disclosures in SPFS of certain for-profit entities

AASB 1054 requires the following disclosures in SPFS of a for-profit private sector entity that is required only by its constituting document or another document (created before 1 July 2021 and not amended on or after that date) to prepare financial statements that comply with Australian Accounting Standards (AASB 1054.9C)<sup>54</sup>:

- Disclose the basis on which the decision to prepare SPFS was made
- Disclose the following about the material accounting policies applied in the SPFS, if not already required by another Australian Accounting Standard:
  - The measurement basis (or bases) applied in preparing the SPFS
  - The other accounting policies applied that are relevant to an understanding of the special purpose financial statements
- When a change in a material accounting policy has an effect on the current period or any prior period, disclose the following, if not already required by another Australian Accounting Standard:
  - The nature of the change in accounting policy
  - The reasons why applying the new accounting policy provides reliable and more relevant information
  - To the extent practicable, the amount of the adjustment for each financial statement line item affected, shown separately:
    - For the current period
    - For each prior period presented
    - In the aggregate for periods before those presented
  - An explanation if it is impracticable to determine the amounts to be disclosed (referred to immediately above).
  - Financial statements of subsequent periods need not repeat these disclosures
- Where the entity has interests in other entities – disclose whether or not its subsidiaries and investments in associates or joint ventures have been consolidated or equity accounted in a manner consistent with the requirements set out in AASB 10 *Consolidated Financial Statements* or AASB 128 *Investments in Associates and Joint Ventures*, as appropriate. If the entity has not consolidated its subsidiaries or equity accounted its investments in associates or joint ventures consistently with those requirements, it shall also disclose the reasons why that is the case
- For each material accounting policy applied and disclosed in the financial statements that does not comply with all the recognition and measurement requirements in Australian Accounting Standards (except for AASB 10 and AASB 128), disclose an indication of how it does not comply
- Disclose whether or not the financial statements overall comply with all the recognition and measurement requirements in Australian Accounting Standards (except for AASB 10 and AASB 128).

#### Practical implications

The disclosure requirements in SPFS of private sector for-profit entities only applies to some SPFS, specifically those of for-profit private sector entities that have a *non-legislative requirement* that:

- Was created and last amended before 1 July 2021
- Requires the preparation of financial statements in accordance with Australian Accounting Standards.

In other words, the new requirements apply to for-profit entities that are exempt from the requirement to prepare general purpose financial statements due to the removal of the reporting entity concept (see section 5.1.1).

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<sup>54</sup> These requirements were introduced into AASB 1054 by [AASB 2022-4 Amendments to Australian Accounting Standards – Disclosures in Special Purpose Financial Statements of Certain For-Profit Private Sector Entities](#) and are applicable for annual periods ending on or after 30 June 2022.

Example of entities that may be impacted include:

- Trusts, partnerships, co-operatives and similar entities that only have a non-legislative requirement through their constitution or similar document to prepare financial statements in accordance with Australian Accounting Standards
- Entities that only have an obligation to prepare financial statements that comply with Australian Accounting Standards under a loan or other agreement.

### 5.8.5 Specific disclosures required in SPFS of not-for-profit private sector entities

AASB 1054 *Australian Additional Disclosures* requires the following disclosures in SPFS of not-for-profit private sector entities for annual reporting periods ending on or after 30 June 2020 (AASB 1054:9A):

- The basis on which the decision to prepare special purpose financial statements was made
- Where the entity has interests in other entities, whether or not its subsidiaries and associates have been consolidated or equity accounted (or reasons why the entity has not consolidated or equity accounted), or that the entity has not determined whether its interests in other entities give rise to interests in subsidiaries, associates or joint ventures (where permitted by legislation)
- For each material accounting policy applied and disclosed in the financial statements that does not comply with all the recognition and measurement requirements in Australian Accounting Standards (except for the requirements in AASB 10 *Consolidated Financial Statements* or AASB 128 *Investments in Associates and Joint Ventures*), disclose an indication of how it does not comply; or that such an assessment has not been made
- Whether or not the financial statements overall comply with the recognition and measurement requirements in Australian Accounting Standards (except for AASB 10 and AASB 128), or that such an assessment has not been made.

### 5.8.6 Professional requirements in respect of SPFS



#### APESB amendments to APES 205

In June 2022 the APESB issued [Exposure Draft ED 03/22 Proposed Standard: APES 205 Conformity with Accounting Standards](#) (ED 03/22) which proposed to amend APES 205 *Conformity with Accounting Standards* to respond to recent changes to the Australian financial reporting framework, including the removal of the reporting entity concept, new disclosures in SPFS of certain entities and forthcoming changes to accounting policy disclosure.

ED 03/22 did not propose to align disclosures required by APES 205 in SPFS with disclosures required under Australian Accounting Standards on accounting policies and the nature of the reporting framework, but did propose to exempt entities with disclosure obligations about SPFS under AASB 1054 *Australian Additional Disclosures* from the disclosures about SPFS in APES 205.

Comments on the proposals closed on 15 August 2022. At its meeting held on 23 September 2022, the APESB decided to change the term “significant accounting policies” in APES 205 to “material accounting policies”.

The [revised APES 205](#) was issued on 25 October 2022 and is effective from 1 January 2023, with early adoption permitted. More information about the changes are available in the [APESB Technical Alert](#). The changes have not been reflected in this section.

Paragraph 6.1 of APES 205 *Conformity with Accounting Standards*, imposes certain obligations on members of the Australian accounting bodies who are involved in, or are responsible for, the preparation, presentation, audit, review or compilation of an entity's SPFS, except where the SPFS will be used solely for internal purposes. In these circumstances, members of Australian accounting bodies are required to take all reasonable steps to ensure that the SPFS and any associated audit report, review report or compilation report clearly identifies:

- That the financial statements are SPFS
- The purpose for which the SPFS have been prepared
- The significant accounting policies adopted in the preparation and presentation of the SPFS.

The disclosure requirements in APES 205 differ to the disclosure requirements for certain for-profit entities preparing SPFS as required by AASB 1054 (see section 5.8.4) in the following ways:

<b>APES 205 disclosure requirement</b>	<b>AASB 1054 disclosure requirement</b>
The purpose for which the SPFS have been prepared	Statutory basis or other reporting framework, if any, under which the financial statements are prepared and the basis on which the decision to prepare SPFS was made
The significant accounting policies adopted in the preparation and presentation of the SPFS.	Information about the material accounting policies applied in the SPFS, including information about changes in those policies.

In the absence of changes to APES 205, for those for-profit entities which are required to provide the disclosures required AASB 1054 (effective for annual periods ending on or after 30 June 2022) in their SPFS will also need to provide the disclosure requirements of APES 205 in their SPFS.

## 5.9 Reporting framework comparison

The table below illustrates, at a very high level, some of the differences between the various reporting frameworks to assist entities currently preparing SPFS to identify the broad areas where disclosure requirements may change on transition from SPFS to GPFS. Whilst not exhaustive or comprehensive, it illustrates some of the disclosure impacts of moving from SPFS to GPFS under Tier 1, RDR or Simplified Disclosures.

Element	Level of compliance under various frameworks			
	SPFS <sup>(1)</sup>	GPFS (Simplified Disclosures)	GPFS (RDR) <sup>(2)</sup>	GPFS (Tier 1)
Primary financial statements				
- Statement of profit or loss and other comprehensive income (one or two statements)	Full <sup>(3)</sup>	Full <sup>(4)</sup>	Full	Full
- Statement of income and retained earnings	Not permitted	In some cases <sup>(4)</sup>	Not permitted	Not permitted
- Statement of financial position	Full <sup>(3)</sup>	Full	Full	Full
- Statement of changes in equity	Full <sup>(3)</sup>	Full <sup>(4)</sup>	Full	Full
- Statement of cash flows	Full <sup>(3)</sup>	Full	Full	Full
Breakdowns of material and significant balances into component parts (by way of notes)	Some	Full	Full	Full
General information about the entity	Full <sup>(2)</sup>	Full	Full	Full
Significant accounting policies	Full <sup>(2)</sup>	Full	Full	Full
Impact of new and revised Accounting Standards and Interpretations on issue but not yet adopted	Full <sup>(2)</sup>	None	None	Full
Critical accounting judgements and key sources of estimation uncertainty	Full <sup>(3)</sup>	Full	Full	Full
Information about the revenue of the entity	None	Full	Full	Full
Segment information	None	None <sup>(5)</sup>	None	In some cases
Information about income taxes	None	Some	Limited	Full
Information about discontinued operations and assets held for sale	Limited	Limited	Limited	Full
Information about specified components of profit or loss for the year	Limited	Limited	Limited	Full
Information about impairment losses	Limited	Limited	Limited	Full
Information about fair value measurements	None	Limited	Limited	Full
Earnings per share	None	None <sup>(5)</sup>	None	In some cases
Reconciliations of movements in non-current assets	None	Limited	Limited	Full
Information about investments in other entities	None	Limited	Limited	Full
Information about financial instruments (including risk management)	None	Limited	Limited	Full
Information about leases	None	Limited	Limited	Full
Information about defined benefit plans	None	Limited	Limited	Full
Information about related party transactions	None	Limited	Limited	Full
Information about share based payments	None	Limited	Limited	Full
Acquisitions and disposals of businesses	Full <sup>(3)</sup>	Limited	Limited	Full
Further information about cash	Full <sup>(3)</sup>	Limited	Limited	Full
Contingent liabilities and contingent assets	None	Limited	Limited	Full
Remuneration of auditors	Full <sup>(3)</sup>	Full	None	Full

Element	Level of compliance under various frameworks			
	SPFS <sup>(1)</sup>	GPFS (Simplified Disclosures)	GPFS (RDR) <sup>(2)</sup>	GPFS (Tier 1)
Information about imputation (franking) credits	Full <sup>(3)</sup>	Full	None	Full
<p>(1) Prepared for lodgement under Part 2M.3 of the Corporations Act (for annual reporting periods beginning <i>before</i> 1 July 2021 where the entity was not considered a reporting entity). Where necessary to provide a true and fair view of the financial report, additional information would be disclosed even if it was not explicitly required by a particular Australian Accounting Standard. In addition, AASB 101 <i>Presentation of Financial Statements</i> (which was applicable in SPFS prepared under the Corporations Act) has certain overriding requirements in relation to judgements, estimates and additional information that result in additional disclosures in some cases.</p> <p>(2) Entities can only prepare Tier 2 GPFS in accordance with RDR for periods beginning <i>before</i> 1 July 2021. For Tier 2 GPFS prepared for annual reporting periods beginning on or after 1 July 2021, Tier 2 GPFS are prepared in accordance with Simplified Disclosures.</p> <p>(3) 'Full' in this context refers to the disclosure requirements of those Australian Accounting Standards which are mandatorily applicable in SPFS prepared to meet the requirements of Part 2M.3 of the Corporations Act (AASB 1057.7, as in force for annual reporting periods beginning <i>before</i> 1 July 2021). In particular, entities preparing SPFS were required to comply with AASB 101 <i>Presentation of Financial Statements</i>, AASB 107 <i>Statement of Cash Flows</i>, AASB 108 <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>, AASB 1048 <i>Interpretation of Standards</i>, AASB 1053 <i>Application of Tiers of Australian Accounting Standards</i>, AASB 1054 <i>Australian Additional Disclosures</i> and AASB 1057 <i>Application of Australian Accounting Standards</i>. The full disclosure requirements of these standards need to be complied with in SPFS. In some cases, the requirements applying to GPFS will be more extensive in the topic areas covered by the mandatory Australian Accounting Standards due to additional requirements in other Australian Accounting Standards which are not mandatory in SPFS (e.g. AASB 3 <i>Business Combinations</i> requires disclosures about business combinations in addition to the information required by AASB 107, but an entity preparing SPFS would only be required to include the disclosures required by AASB 107).</p> <p>(4) An entity preparing GPFS in accordance with Simplified Disclosures may choose to present a statement of income and retained earnings in place of a statement of comprehensive income and a statement of changes in equity if the only changes to its equity during the periods for which financial statements are presented arise from profit or loss, payment of dividends, corrections of prior period errors, and changes in accounting policy (AASB 1060:26, 62). In effect, entities preparing financial statements in accordance with Simplified Disclosures can choose to prepare a statement of income and retained earnings where they are eligible to do so, even though this statement cannot be presented under the other frameworks.</p> <p>(5) An entity choosing to make these disclosures is required to apply the relevant standard in preparing and presenting the information: AASB 8 <i>Operating Segments</i>, AASB 133 <i>Earnings Per Share</i>, or where interim financial reports are prepared, AASB 134 <i>Interim Financial Reporting</i> (AASB 1060:33).</p>				

# 6 Preparation of annual financial reports

Entities preparing annual financial reports under the Corporations Act need to consider the requirements of the Corporations Act, Australian Accounting Standards and the ASX. Entities registered with the ACNC need to consider the requirements of the ACNC Act.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
6.1 Basic requirements of annual financial reports under the Corporations Act	The Corporations Act requirements for the contents of an annual report, which includes the financial report, directors' report (including the remuneration report for listed entities), the auditor's independence declaration and the audit report.	Entities reporting under the Corporations Act
6.2 Financial years	The Corporations Act requirements for an entity's financial year and when a financial year can be changed to be different than 12 months in length	Entities reporting under the Corporations Act
6.3 Primary financial statements	The presentation requirements of the primary financial statements i.e.: <ul style="list-style-type: none"> <li>• The statement of financial position</li> <li>• The statement(s) of profit or loss and other comprehensive income</li> <li>• The statement of changes in equity</li> <li>• The statement of cash flows</li> </ul>	Entities reporting under the Corporations Act and/or preparing reports in accordance with Australian Accounting Standards
6.4 Specific Australian Accounting Standard requirements	Disclosures and requirements which are specific to entities reporting under the Australian Accounting Standards such as tax consolidation accounting, accounting for goods and services tax and specific disclosures required by AASB 1054 <i>Australian Additional Disclosures</i> .	Entities reporting under the Corporations Act and/or preparing reports in accordance with Australian Accounting Standards
6.5 Other Australian specific considerations	Considerations specific to entities reporting in Australia such as: <ul style="list-style-type: none"> <li>• Disclosure of additional information to give a true and fair view</li> <li>• Rounding off of amounts under ASIC-CI 2016/191</li> <li>• Disclosure of parent entity information</li> <li>• Reporting for entities that have entered into a deed of cross guarantee</li> <li>• Disclosure of JobKeeper information to the ASX or other market</li> </ul>	Entities reporting under the Corporations Act
6.6 ASX Listing Rule requirements	An overview of the requirements of the ASX Listing Rules applicable to entities with securities listed on the ASX.	Entities listed on the ASX
6.7 ACNC reporting requirements	An overview of the financial reporting requirements of the ACNC Act.	Entities registered with the ACNC
6.8 Reporting deadlines	Reporting deadlines for entities reporting under the Corporations Act or ACNC Act, and entities listed on the ASX	Entities reporting under the Corporations Act, ACNC Act, or listed on the ASX



## 6.1 Basic requirements of annual financial reports under the Corporations Act

### 6.1.1 Contents of the financial report

In terms of Part 2M.3 of the [Corporations Act](#) the financial report for a financial year consists of:

- The financial statements for the year
- The notes to the financial statements
- The directors' declaration about the statements and notes (s.295(1)).

### 6.1.2 Directors' declaration

The directors' declaration is a declaration by the directors in respect of the following matters (295(4)):

- Whether, in the directors' opinion, there are reasonable grounds to believe that the company, registered scheme, retail CCIV sub-fund or disclosing entity will be able to pay its debts as and when they become due and payable
- If the company, registered scheme, retail CCIV sub-fund or disclosing entity has included in the notes to the financial statements, in compliance with the accounting standards, an explicit and unreserved statement of compliance with international financial reporting standards – that this statement has been included in the notes to the financial statements<sup>55</sup>
- Whether, in the directors' opinion, the financial statements are in accordance with the Corporations Act, including compliance with Australian Accounting Standards and give a true and fair view of the financial position and financial performance of the entity
- If the company, registered scheme, retail CCIV sub-fund or disclosing entity is listed – that the directors have been given a declaration in relation to the listed entity's financial statements by the chief executive officer and chief financial officer (see section 6.1.3).

The directors' declaration must be made in accordance with a resolution of directors, specify the date on which it is made and be signed by a director (s.295(5)).



An illustrative example of a directors' declaration is included in the various editions of our model financial statements, which are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

### 6.1.3 Declaration by chief executive office and chief financial officer

As noted above, companies, registered schemes, retail CCIV sub-funds and disclosing entities that are listed must comply with additional requirements before the directors' declaration can be made.

The directors' declaration cannot be made until the directors receive a declaration from the chief executive officer and chief financial officer (or their equivalent functions<sup>56</sup>) that, in the person's opinion (s.295A):

- The financial records of the entity for the financial year have been properly maintained in accordance with the record keeping requirements of the Corporations Act (as outlined in s.286)
- The financial statements and notes for the financial year comply with the Australian Accounting Standards
- The financial statements and notes for the financial year give a true and fair view (see section 6.1.4)
- Any other matters prescribed by the regulations.

The declaration made under s.295A must be made in writing, specify the date it is made and the capacity in which the person is making the declaration, and by signed by the person making the declaration (s.295A(3)).

<sup>55</sup> The IFRS Foundation now refers to International Financial Reporting Standards as comprising IFRS Accounting Standards (issued by the IASB) and IFRS Sustainability Disclosure Standards (issued by the ISSB). Section 295(4)(ca) of the Corporations Act requires "if the company, registered scheme or disclosing entity has included in the notes to the financial statements, in compliance with the accounting standards, an explicit and unreserved statement of compliance with international financial reporting standards—that this statement has been included in the notes to the financial statements". AASB 101 *Presentation of Financial Statements* requires that "[a]n entity whose financial statements comply with IFRSs shall make an explicit and unreserved statement of such compliance in the notes". Accordingly, until such time as any amendments are made to these requirements, the statement of compliance should refer to "International Financial Reporting Standards" rather than "IFRS Accounting Standards".

<sup>56</sup> In the case of a retail CCIV sub-fund, references to officers of the entity are instead read as an officer of the CCIV or an officer of the corporate director of the CCIV (s.1232C(4)(a)).

### 6.1.4 True and fair view

Under s.297, the financial statements and notes for a financial year must give a 'true and fair' view of the financial position and performance of the company, registered scheme, retail CCIV sub-fund or disclosing entity, or of the consolidated entity where consolidated financial statements are required<sup>57</sup>.

### 6.1.5 Compliance with Australian Accounting Standards

A financial report for a financial year must comply with Australian Accounting Standards (s.296). However:

- Where a small proprietary company prepares a financial report in response to a shareholder direction, the financial report does not need to be prepared in accordance with Australian Accounting Standards if the direction specifies that the report does not have to comply with those standards (this does not apply where the entity has 'CFS shareholders' at any time during the financial year, i.e. has raised funds using crowd-sourced funding) (s.296(1A))
- Where a small company limited by guarantee prepares a financial report in response to a member direction, the financial report does not need to be prepared in accordance with Australian Accounting Standards if the direction specifies that the report does not have to comply with those standards (s.296(1B)).

All other entities preparing financial reports under the Corporations Act are required to comply with Australian Accounting Standards. However, not all Australian Accounting Standards are applicable to all entities (see AASB 1057 *Application of Australian Accounting Standards*), e.g. AASB 8 *Operating Segments* only applies to entities whose debt or equity instruments are traded in a public market (or in the process of doing so).

Where a non-for-profit entity is a non-reporting entity preparing financial statements under the Corporations Act, [ASIC Regulatory Guide RG 85 Reporting requirements for non-reporting entities](#) notes that ASIC believes financial reports should comply with the recognition and measurement requirements of Australian Accounting Standards (RG 85.11) (see section Requirements for SPFS prepared under the Corporations Act 5.8.3).

### 6.1.6 Consolidated, 'stand-alone' and 'four column' financial statements

The financial statements for the year are the financial statements in relation to the company, registered scheme, retail CCIV sub-fund or disclosing entity required by Australian Accounting Standards unless Australian Accounting Standards require the entity to prepare consolidated financial statements (s.295(2)).

Accordingly, an entity will be required to prepare consolidated financial statements where Australian Accounting Standards require it to do so. AASB 10 *Consolidated Financial Statements* requires an entity that is a parent to present consolidated financial statements, except in the following circumstances:

- Where the parent is an investment entity, in which case the entity must not present consolidated financial statements, but instead measures its subsidiaries at fair value through profit or loss<sup>58</sup> (AASB 10:4B)
- Where the entity is a wholly-owned subsidiary or is a partially-owned subsidiary of another entity and all its other owners, including those not otherwise entitled to vote, have been informed about, and do not object to, the parent not presenting consolidated financial statements. In this case, the entity can choose not to prepare consolidated financial statements, so long as the other requirements of the exemption are met, including that a parent produces financial statements available for public use that comply with IFRS Accounting Standards (AASB 10:4(a)). This exemption is further extended to apply in some additional circumstances, e.g. parents that are not-for-profit entities applying Australian Accounting Standards, and for parents that prepare financial statements in accordance with Simplified Disclosures (AASB 10:Aus4.1). However, no exemption is available where a private sector for-profit entity is the ultimate Australian parent entity that is required by legislation to prepare financial statements that comply with either Australian Accounting Standards or accounting standards (AASB 10:Aus4.2)
- Where the entity is not a reporting entity (see section 5.3.2) and chooses not to prepare consolidated financial statements (on the basis that AASB 10 is not applicable to such entities in accordance with [ASIC Regulatory Guide RG 85 Reporting requirements for non-reporting entities](#)).

<sup>57</sup> Section 297 applies to retail CCIV sub-funds by virtue of s.1232C which requires the provisions of Division 1 of Part 2M.3 to apply in relation to each sub-fund of a retail CCIV.

<sup>58</sup> If an investment entity has a subsidiary that is not itself an investment entity and whose main purpose and activities are providing services that relate to the investment entity's investment activities, it consolidates that subsidiary and applies the requirements of AASB 3 *Business Combinations* to the acquisition of any such subsidiary (AASB 10:31).

If Australian Accounting Standards require the entity to prepare consolidated financial statements, then technically the financial report of the entity can only include the consolidated financial statements and cannot also include single entity financial statements (s. 295(2)(b)). In response to this interpretation of the legal requirements, ASIC has made *ASIC Corporations (Parent Entity Financial Statements) Instrument 2021/195*<sup>59</sup> to allow a parent entity which is required to include consolidated financial statements in its financial report to also include its single entity financial statements in that report (see section 4.8.2).

Examples of circumstances where an entity might apply the ASIC relief to include both the consolidated and single entity financial statements ('four columns') in their financial report include:

- Where an entity is required to present single entity financial statements by its constitution, other Federal or State/Territory legislation, the Australian Prudential Regulation Authority, another regulator, a lender, or a royalty agreement or other contractual arrangement
- Where the directors consider the single entity financial statements provides useful information to the users of the financial report
- Where the entity is an Australian financial services (AFS) licensee, in order to comply with the requirements of Form FS70 to include both parent entity and consolidated financial statements when reporting under Chapter 7 of the Corporations Act (Form FS70, Clause 11(a)(iii))<sup>60</sup>.

### 6.1.7 Directors' report

A company, registered scheme, retail CCIV sub-fund or disclosing entity that is required to prepare an annual report must prepare a directors' report for each financial year (s.298(1))<sup>61</sup>.

#### Summary of requirements

The table below sets out the various requirements for the directors' report in summary terms, and indicates which entities are required to comply with each provision. This table covers in high-level terms the requirements of s.298-300A, and does not include details required by certain companies limited by guarantee or notified passport funds<sup>62</sup>.

Requirement	Listed entities	Unlisted registered schemes and sub-funds of retail CCIVs	Wholly-owned public company subsidiaries	Other public companies	Other entities
<b>General information about the entity</b>					
The entity's principal activities during the year and any significant changes in the nature of those activities					
Review of operations and results of those operations					

<sup>59</sup> *ASIC Corporations (Parent Entity Financial Statements) Instrument 2021/195* replaced ASIC Class Order 10/654 *Inclusion of parent entity financial statements in financial reports* which expired on 1 April 2021.

<sup>60</sup> Under Form FS70, an intermediate parent entity need not present consolidated financial statements where an exemption in Australian Accounting Standards applies (see section 4.7). Furthermore, Form FS70 notes that if a licensee prepares consolidated financial statements for the licensee and its controlled entities, the financial statements attached to the form "can be presented as separate items in the same document as the consolidated financial statements" (Form FS70, Clause 13).

<sup>61</sup> In this context, references to directors are to be read as references to the corporate director of the CCIV or a director of the corporate director of the CCIV (s.1232C(4)(b)).




<sup>62</sup> The requirements for a directors' report for a company limited by guarantee are set out in s.300B, and include a description of the short and long term objectives of the entity, the entity's strategy, principal activities and how those activities assisted in achieving the entity's objectives, and information about how the entity measures its performance (including any key performance indicators used by the entity). In addition, information about directors, directors' meetings, and members' contributions on winding up is required to be included in the report. Notified foreign passport funds are subject to separate reporting requirements (see section 4.6)

Requirement	Listed entities	Unlisted registered schemes and sub-funds of retail CCIVs	Wholly-owned public company subsidiaries	Other public companies	Other entities
Information members may reasonably require to make an informed assessment of the operation of the entity, financial position of the entity, and business strategies and prospects for future financial years					
Details of any significant changes in the entity's state of affairs					
Details of matters or circumstances that have arisen since the end of the financial year impacting the entities operations, results or state of affairs					
Likely developments in the entity's operations in future financial years <sup>63</sup>					
Unissued shares or interests under option at the day the directors' report is made					
Details of the entity's performance in relation to any particular and significant environmental regulations					
<b>Information about directors and officers</b>					
Names of each person who has been a director at any time during or since the end of the financial year					
Details of each director's qualifications, experience and special responsibilities, and details of the meetings held and attended	 (Listed public companies only)				
Details of each director's relevant interests in shares of the company (or any related body corporate), debentures, rights and options over shares, debentures or interests					
Contracts to which the director is a party or entitled to a benefit and that confer a right to call for or deliver shares, debentures or interests	 (Listed companies only)				
Directorships of other listed companies held by any director at any time in the 3 years before the end of the financial year	 (Listed companies only)				
Remuneration report	 (Listed companies only)				

<sup>63</sup> These disclosures are not required where they would result in unreasonable prejudice to the entity. Guidance on when any information should be omitted in the case of 'unreasonable prejudice' can be found in ASIC Regulatory Guide RG 247 *Effective disclosure in an operating and financial review*, which is available at [asic.gov.au](https://asic.gov.au).

Requirement	Listed entities	Unlisted registered schemes and sub-funds of retail CCIVs	Wholly-owned public company subsidiaries	Other public companies	Other entities
Names of any officer that was a partner in an audit firm or director of an audit company that audited the entity					
Details of indemnities given to current or former officers or auditors					 (Companies only)
<b>Equity/interest transactions and holdings</b>					
Details of options granted during or since the end of the financial to directors or any of the 5 most highly remunerated officers (including those granted, and shares or interests issued during or since the end of the financial year)					
Details of each director's interests in shares, debentures, rights or options of the company or any related body corporate	 (Listed companies only)				
Details of relevant interests, or rights or options in the scheme, or contracts with the scheme, owned by or involving a director of the responsible entity	 (Listed registered schemes and listed sub-funds of retail CCIVs only)				
<b>Other information</b>					
Details of distributions paid and those recommended or declared but not yet paid during the financial year					
Details of non-audit services, auditor independence, and other information about individual auditors and registered company auditors in certain circumstances	 (Listed companies only)				
Fees paid to the responsible entity and its associates, details of interests in the scheme held by the responsible entity (including those issued and withdrawn), the value of the scheme's assets, and the total interests in the scheme at the end of the financial year <sup>64</sup>	 (Listed registered schemes and listed sub-funds of retail CCIVs only)				

<sup>64</sup> In the case of sub-funds of a retail CCIV, the requirements are modified as follows: (1) the sub-fund is treated as if it were a registered scheme (2) the corporate director of the CCIV is treated as if it were the responsible entity of the scheme (3) references to "interests in the scheme" are read as references to shares in the CCIV referable to the sub-fund and (4) references to "scheme property" are read as references to the property of the sub-fund (s.1232E).

Requirement	Listed entities	Unlisted registered schemes and sub-funds of retail CCIVs	Wholly-owned public company subsidiaries	Other public companies	Other entities
Details of any proceedings on behalf of the company	 (Listed companies only)				 (Companies only)

### Selective relief for wholly-owned subsidiaries

Wholly-owned subsidiaries of companies incorporated in Australia that are public companies and preparing financial reports under the Corporations Act need not include the following information required by s.300(10) in the directors' report:

- Each director's qualifications, experience and special responsibilities
- The number of meetings of the board of directors held during the year and each director's attendance at those meetings
- The number of meetings of each board committee held during the year and each director's attendance at those meetings
- The qualifications and experience of each person who is a company secretary of the company as at the end of the year.

For the purposes of applying these requirements, 'wholly owned subsidiary' is defined in s.9 to mean a body corporate none of whose members is a person other than:

- The first-mentioned body, or
- A nominee of the first-mentioned body, or
- A subsidiary of the first-mentioned body, being a subsidiary none of whose members is a person other than:
  - The first-mentioned body, or
  - A nominee of the first-mentioned body, or
  - A nominee of such a subsidiary.

### Operating and financial review

For listed entities, s.,299A(1) requires that the directors' report must contain information that shareholders would reasonably require to make an informed assessment of the entity operations, financial position, business strategies, and prospects for future financial years. Such a report is generally referred to as an 'operating and financial review' (OFR) but may be referred to as 'management commentary' or 'management discussion and analysis'.

[ASIC Regulatory Guide RG 247](#) *Effective disclosure in an operating and financial report* outlines ASIC's guidance on providing useful and meaningful information to shareholders or unit holders when preparing the OFR in the directors' report. RG 247 explains that an OFR is designed to enhance the periodic financial reporting regime so that other useful and meaningful information can be made available regularly for the benefit of shareholders.

RG 247 further indicates that an OFR should:

- Contain key information about an entity's operations and financial position, discuss the impact of relevant events throughout the reporting period and provide an overview of business strategies and prospects:
  - Concisely present key information about an entity's operations and financial position for the relevant period, including highlighting and summarising particular aspects of any key information disclosed through past continuous disclosure, as needed
  - Analyse and discuss the impact of transactions and events that have taken place during the reporting period that are relevant to the entity's operations and financial position
  - Provide an overview of the entity's business strategies, and prospects for future years
- Present a narrative and analysis about the entity's results and financial position:

- Contain disclosures tailored to the information needs of shareholders, adapting over time to ensure that the OFR evolves along with the changing needs of shareholders
- Provide a narrative overview that enables shareholders to understand an entity's business performance and the factors underlying its results and financial position
- Contain information that shareholders would reasonably require to make an informed assessment of the entity's operations, financial position, and business strategies and prospects for future financial years. Examples of considerations that may be relevant in determining the level of detail that shareholders would reasonably require include the size of the entity, the age of the entity, the industry in which the entity operates, the complexity of the business, and the performance, activities, strategies and prospects of the entity in the relevant reporting period.

The Regulatory Guide contains further detailed guidance on each aspect.

### Remuneration report

Section 300A of the Corporations Act requires certain information to be disclosed about the remuneration of key management personnel for all listed disclosing entities that are companies. The information is required to be included in the directors' report in a separate and clearly identified section of the report. Commonly this is achieved using the heading '*Remuneration report*'.

Section 300A does not apply to listed retail CCIV sub-funds (s.1232E(3)).



**An illustrative example of a directors' report is included in the various editions of our model financial statements, which are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models). Our *Tier 1 models and reporting considerations* publication also includes an illustrative example of a remuneration report and provides further guidance on the OFR.**

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### 6.1.8 Auditor's independence declaration

An auditor who conducts an audit or review of the financial report for a financial year (or half year) must give the directors of the company, registered scheme, CCIV (in respect of a retail CCIV sub-fund<sup>65</sup>) or disclosing entity a written declaration stating his/her compliance with the independence requirements (s.307C).

The financial report must include a copy of the auditor's independence declaration (s.298(1AA), (1AB)). However, this does not apply to companies eligible for the corporate governance concessions available to certain crowd-sourced funded public companies where an auditor has not been appointed or an audit has not been conducted (see section 4.3.2) (s.298(1AC)).



**An illustrative example of an auditor's independence declaration is included in the various editions of our model financial statements, which are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

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### 6.1.9 Independent audit report

The auditor who audits the financial report for a financial year must give a report to the members of the entity with an opinion on the financial report (s.308(1)).

If the directors' report for the financial year includes a remuneration report, the auditor must also report to members on whether the auditor is of the opinion that the remuneration report complies with section 300A. If not of that opinion, the auditor's report must say why (s.308(3C)).



**Guidance on the independent audit report is included in the various editions of our model financial statements, which are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

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<sup>65</sup> Section 307C applies to retail CCIV sub-funds by virtue of s.1232G which requires the provisions of Division 3 of Part 2M.3 (which includes s.307C) to apply in relation to each sub-fund of a retail CCIV (with some modifications).



## 6.2 Financial years

### 6.2.1 Basic requirements for financial years under the Corporations Act

The requirements for financial years under the Corporations Act for the purposes of financial reporting are contained in s.323D of the Act. In addition, requirements for the financial years of notified foreign passport funds (see section 3.3.4) are contained in s.323DAA of the Act (see section 6.2.9).

In general, the financial year of a company, registered scheme or disclosing entity is a period of 12 months, starting at the end of the previous financial year. The directors may vary the length of the financial year, but not by more than 7 days (s.323D(2)). This permits entities to align their year ends with a particular day of the week, e.g. some retail entities report on a '52 week' basis rather than a 12 month basis.

### 6.2.2 Initial financial year of a newly incorporated entity<sup>66</sup>

An entity's first financial year starts on the day on which it is registered or incorporated and lasts for a period determined by the directors. However, the first financial year cannot be longer than 18 months (s.323D(1)).

This flexibility permits directors of newly incorporated entities to choose a convenient end to its first financial year. For example, the directors of an entity that is incorporated during March 20X1 could choose a financial year ending on 30 June 20X1 (3-4 months in length) or 30 June 20X2 (as this would not be longer than 18 months).

### 6.2.3 Synchronisation with an Australian parent

If an entity is controlled by an Australian company, registered scheme, retail CCIV sub-fund or disclosing entity that has to prepare consolidated financial statements, that entity is required to do whatever is necessary to ensure the financial years of all its consolidated entities are synchronised with its own financial year (s.323D(3)). To facilitate synchronisation, the financial year of the controlled entity can be lengthened or shortened, but cannot exceed 18 months (s.323D(4)).

The synchronisation must be achieved within 12 months after the situation that calls for consolidation arises. For instance, if an entity acquires another entity in a business combination, it will have 12 months in which to change the financial years of the acquired entities if the financial year of the acquired entity does not coincide with its own.

### 6.2.4 Synchronisation with a foreign parent

The ability of an entity to synchronise financial years with a parent under s.323(3) only applies to Australian parents, due to the wording of the section referring to companies, registered schemes and disclosing entities.

Some foreign parents may be subject to equivalent requirements under foreign law to synchronise financial years of subsidiaries (including foreign subsidiaries). In this case, *ASIC Corporations (Synchronisation of Financial Years) Instrument 2016/189* (ASIC-CI 2016/189) permits Australian subsidiaries of such entities to effectively synchronise their financial years with the foreign parent. The new financial year of the entity cannot be longer than 18 months. The relief available under ASIC-CI 2016/189 is subject to a number of conditions and the notes to the financial statements of the Australian subsidiary must include a brief statement as to the relief provided by the instrument.

It is important to note that the relief available under ASIC-CI 2016/189 is not automatic, but is only available where the foreign parent is *required* by foreign law to synchronise financial years of its subsidiaries. Therefore, this relief is not available where the directors of the foreign or Australian parent simply wish to synchronise financial years for convenience. In these cases, the directors of the Australian entities may be able to achieve synchronisation through other mechanisms available under s.323D (see section 6.2.5) or by application to ASIC, although this may require a financial year less than 12 months in some circumstances.

### 6.2.5 Ability to change financial years every five years

Directors of an entity have ability to change financial years where the change is made in good faith in the best interests of the company, registered scheme or disclosing entity. A change in financial year in these circumstances can only result in a financial year that is less than 12 months in length (s.323D(2A)).

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<sup>66</sup> See section 7.1.2 for a discussion of the initial half-year for newly incorporated entities.



However, such a change can only be made if during the previous five financial years there has not been a financial year of the entity that was less than 12 months as a result of relying on s.323D(2A). Therefore, where an entity has synchronised its financial year with an Australian parent, or varied its financial year by not more than 7 days, this will not of itself affect the entity's ability to change its financial year (s.323D(2A)).

## 6.2.6 Summary of requirements for financial years

The table below summarises the options available for determining financial years of entities other than notified foreign passport funds (see section 6.2.9):

Circumstance	When available	Length of financial year
Initial financial year of an entity	When an entity is incorporated or registered	Maximum of 18 months
Subsequent financial year	Every financial year after the initial financial year of the entity	12 months ± 7 days
Synchronisation with an Australian parent	Within 12 months of a requirement to prepare consolidated financial statements arises (e.g. on acquiring an entity with a different financial year to the acquirer)	Maximum of 18 months
Synchronisation with a foreign parent	Where the foreign law applicable to the parent <i>requires</i> the foreign entity to synchronise financial years of its subsidiaries	Maximum of 18 months
Change in financial year once every 5 years	Where the entity has not changed its financial year in the previous 5 years and the change is made in good faith in the best interests of the entity	Less than 12 months

## 6.2.7 Application to ASIC

An entity that is not otherwise permitted to change its year end under s.323D or *ASIC Corporations (Synchronisation of Financial Years) Instrument 2016/189* may apply to ASIC for entity specific relief. In these cases, entities should refer to the guidance in [ASIC Regulatory Guide RG 43 Financial reports and audit relief](#), and more generally, [ASIC Regulatory Guide RG 51 Applications for relief](#).

## 6.2.8 Disclosure

AASB 101 *Presentation of Financial Statements* contains explicit requirements where an entity changes the end of its reporting period. Where an entity presents financial statements for a period longer or shorter than one year, paragraph 36 requires the entity to disclose:

- The reasons for using a longer or shorter period
- The fact that amounts presented in the financial statements are not entirely comparable.

This disclosure may impact the headings of the primary financial statements, column headings and narrative information. Preparers should ensure it is clear to the users of the financial statements for which periods the information is being given.

## 6.2.9 Notified foreign passport funds

Under s.323DAA of the Corporations Act, the financial year for a notified foreign passport fund is:

- A period of 12 months in relation to which the operator of the fund must, under the passport rules for the home economy of the fund, prepare a report in accordance with the financial reporting requirements applying to the fund under those rules, or
- Where the law of the home economy of the fund allows an exception for the report to be prepared for a shorter or longer period, that period.

The definition of a financial year is relevant in relation to the report lodgement requirements applying to the notified foreign passport fund under the Corporations Act (see section 4.6.3).

## 6.3 Primary financial statements

### 6.3.1 Key standards for presentation

#### Tier 1

The following are the key standards outlining the requirements for the presentation of the primary financial statements

Accounting Standard	Key matters dealt with
AASB 101 <i>Presentation of Financial Statements</i>	<ul style="list-style-type: none"> <li>• General features of the financial statements – including use of Australian Accounting Standards, going concern, offsetting, comparative information, and consistency of presentation</li> <li>• Structure and content of financial statements</li> <li>• Statement of financial position requirements – including specific items to be presented on the face, current/non-current distinction (and the option of presentation based on liquidity) and additional information to be disclosed in the notes</li> <li>• Statement of profit or loss and other comprehensive income requirements – including alternatives in how the statement can be presented, specific information to be presented on the face and/or in the notes and the presentation of other comprehensive income</li> <li>• Statement of changes in equity requirements – including items to be presented on the face of the statement or in the notes and other information (such as dividends)</li> <li>• Requirements for the notes – including general requirements for the layout of the notes, the disclosure of accounting policies, judgements made and sources of estimation uncertainty and capital</li> </ul>
AASB 107 <i>Statement of Cash Flows</i>	<ul style="list-style-type: none"> <li>• Requirements for the presentation of a statement of cash flows – including cash flows from operating activities, investing activities and financing activities</li> <li>• Options and requirements for the reporting of cash flows from operating activities</li> <li>• Requirements on when cash flows can be reported on a net basis, how foreign currency cash flows should be reported, the treatment of interest and dividends, taxes and the components of cash and cash equivalents</li> <li>• Additional disclosures regarding changes in ownership interests, non-cash transactions, changes in liabilities arising from financing activities</li> </ul>
AASB 5 <i>Non-current Assets Held for Sale and Discontinued Operations</i>	<ul style="list-style-type: none"> <li>• Requirements for presenting discontinued operations</li> <li>• Requirements for the presentation of a non-current asset or disposal group classified as held for sale</li> </ul>

#### Simplified Disclosures

Disclosures made in Tier 2 financial statements are included in AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*.

However, the presentation requirements of the following Australian Accounting Standards also apply to Simplified Disclosures financial statements as set out in the table below (as listed in AASB 1060:IG1):

Australian Accounting Standard or Interpretation	Paragraphs applicable
AASB 5 <i>Non-Current Assets Held for Sale and Discontinued Operations</i>	Paragraphs 31, 32, 32A, 34, 36 and 37-40
AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>	Paragraphs 15-17
AASB 15 <i>Revenue from Contracts with Customers</i>	Paragraphs 105-109
AASB 16 <i>Leases</i>	Paragraphs 47-50, 88
AASB 112 <i>Income Taxes</i>	Paragraphs 71-78
AASB 119 <i>Employee Benefits</i>	Paragraphs 131-134
AASB 120 <i>Accounting for Government Grants and Disclosure of Government Assistance</i>	Paragraphs 24-31
AASB 132 <i>Financial Instruments: Presentation</i>	Entire Australian Accounting Standard
AASB 1050 <i>Administered Items</i>	Paragraphs 9-21 and 23-25

Australian Accounting Standard or Interpretation	Paragraphs applicable
AASB 1055 <i>Budgetary Reporting</i>	Paragraphs 9-15
Interpretation 17 <i>Distributions of Non-cash Assets to Owners</i>	Paragraphs 23-41

### 6.3.2 Australian specific considerations

#### Presentation of the statement of financial position

Current and non-current assets and liabilities, are generally presented as separate classifications in the statement of financial position. This is subject to an exception when a presentation based on liquidity provides information that is reliable and is more relevant. When this exception applies, an entity presents all assets and liabilities in order of liquidity. With the exception of this guidance, the Australian Accounting Standards do not prescribe the order or format in which an entity presents items in its statement of financial position (AASB 101:60).

The order in which an entity presents items in its statement of financial position does not change the substance in the statement of financial position. Furthermore, a standard approach is not adopted globally. Entities in Australia and continental Europe for example generally present items in a decreasing order of liquidity while entities in North America generally presents items in an increasing order of liquidity. Furthermore, entities in Australia present liability items before capital and reserves where some countries present capital and reserves before liability items.



**An Australian-specific example of the presentation of the statement of financial position can be found in the various editions of our model financial statements, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

## 6.4 Specific Australian Accounting Standard requirements



### Entities applying Simplified Disclosures

Entities applying AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* are required to apply the disclosure requirements in AASB 1060 instead of the disclosure requirements contained in other Australian Accounting Standards (see section 5.6). Accordingly, disclosure requirements outlined in this section may not apply to entities applying Simplified Disclosures. The recognition and measurement requirements, and many presentation requirements, of all Australian Accounting Standards do apply in Simplified Disclosures financial statements.

The Simplified Disclosures requirements apply to annual reporting periods beginning on or after 1 July 2021 but may be early adopted. For more information, see section 5.6.

### 6.4.1 Overview of differences between Australian Accounting Standards and IFRS Accounting Standards for Tier 1 entities

Australian Accounting Standards require additional disclosures specific to entities reporting under Australian Accounting Standards, i.e. in addition to those required by IFRS Accounting Standards. These additional disclosures (which are listed below) are discussed in this section and illustrative disclosures are provided in various editions of our model financial statements (available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models)).

Australian additional disclosures discussed in this section:

- Statement of compliance with IFRS Accounting Standards (discussed in section 6.4.2)
- Tax consolidation accounting (discussed in section 6.4.3)
- Interpretation 1031 *Accounting for the Goods and Services Tax* (GST) (discussed in section 6.4.4)
- Additional Australian disclosures (discussed in section 6.4.5)
- Australian specific requirements in Australian Accounting Standards (discussed in section 6.4.6).

### 6.4.2 Statement of compliance with IFRS Accounting Standards

Consistent with IFRS Accounting Standards, AASB 101 *Presentation of Financial Statements* requires an entity whose financial statements comply with IFRS to make an explicit and unreserved statement of such compliance in the notes. Such a statement of compliance can only be made by private sector for-profit entities that fully comply with the recognition, measurement, presentation and disclosure requirements of IFRS Accounting Standards, i.e. where those entities apply Tier 1 (see section 5.4.2).

The IFRS Foundation now refers to International Financial Reporting Standards as comprising IFRS Accounting Standards (issued by the IASB) and IFRS Sustainability Disclosure Standards (issued by the ISSB). Section 295(4)(ca) of the Corporations Act requires “if the company, registered scheme or disclosing entity has included in the notes to the financial statements, in compliance with the accounting standards, an explicit and unreserved statement of compliance with international financial reporting standards—that this statement has been included in the notes to the financial statements”. AASB 101 requires that “[a]n entity whose financial statements comply with IFRSs shall make an explicit and unreserved statement of such compliance in the notes”. Accordingly, until such time as any amendments are made to these requirements, the statement of compliance should refer to “International Financial Reporting Standards” rather than “IFRS Accounting Standards”.

### 6.4.3 Tax consolidation accounting

Tax consolidation is a system adopted by a number of countries including Australia that treats a group of entities as a single entity for tax purposes. The aim of the system is to reduce administrative costs for government tax departments and compliance costs for taxpayers.

Tax accounting methodology in the consolidated financial statements of entities is clear under AASB 112 *Income Taxes*. AASB 112 requires that in consolidated financial statements, temporary differences be determined by comparing the carrying amounts of assets and liabilities in the consolidated financial statements with the appropriate tax base, determined by reference to the consolidated tax return (AASB 112:11). However, AASB 112 provides no guidance on if, and if so how, tax accounting should be undertaken in the separate financial statements of the various members of a tax consolidated group. As a result, the AASB issued

Interpretation 1052 *Tax Consolidation Accounting* (Int 1052) with the primary objective of providing guidance on how tax consolidation should be treated in the separate financial statements of the members of a tax-consolidated group.

### Allocation of tax consolidation amounts

Int 1052 requires the current and deferred taxes arising in a tax-consolidated group to be allocated to the members of the group when they issue separate financial statements (Int 1052.8).

Acceptable allocation methods include (Int 1052.9):

- A 'stand alone taxpayer' approach for each entity, as if it continued to be a taxable entity in its own right
- A 'separate taxpayer within group' approach for each entity, on the basis that the entity is subject to tax as part of the tax-consolidated group. This method requires adjustments for transactions and events occurring within the tax-consolidated group that do not give rise to a tax consequence for the group or that have a different tax consequence at the level of the group
- A 'group allocation' approach, under which the current and deferred tax amounts for the tax-consolidated group are allocated among each entity in the group (subject to certain limitations).

Int 1052 provides little guidance on how the 'group allocation' method should be implemented. However, it does specifically note that the following 'group allocation' methods would not be considered 'acceptable methods' for the calculation of current and deferred taxes by members of the tax-consolidated group (Int 1052.10, 39):

- A method that allocates only current tax liabilities to an entity in the group that has taxable temporary differences
- A method that allocated deferred taxes to an entity in the group using a method that is fundamentally different from the temporary difference approach required by AASB 112
- A method that allocates no current or deferred tax expense to an entity in the group that has taxable income because the tax-consolidated group has no current or deferred income tax expense
- A method that only allocates current taxes to entities in the group that have accounting profits, with no allocation to entities that have accounting losses
- A method that allocates current taxes to entities in the group on an arbitrary basis, for example on the basis of sales revenue, total assets, net assets or operating profits without adjustment for material items that are not assessable or deductible for tax purposes.

The following table outlines how the various methods are applied:

Area	Stand-alone taxpayer method	Separate taxpayer within group method	Group allocation method
<b>Current tax allocation</b>	Separate calculation	Separate calculation	Allocation of consolidated current tax payable
<b>Deferred tax allocation</b>	Separate calculation	Separate calculation	Allocation of consolidated deferred tax amounts
<b>Treatment of transactions within the group</b>	Considered a transaction with an external party and tax accounted in the same manner as if the transaction were with a party external to the group	Adjusted for when tax accounting so that no tax consequences from the transaction are recognised, i.e. treated as non-taxable	Effectively the same as the separate taxpayer within group method because these transactions have already been eliminated in the consolidated tax calculation
<b>Carrying amounts used in the measurement of deferred taxes</b>	Carrying amounts in the separate financial statements of each entity	Carrying amounts in the separate financial statements of each entity or the consolidated carrying amounts if considered more appropriate	Deferred taxes are measured in the consolidated financial statements by reference to the consolidated carrying amounts and tax values applying under tax consolidation and then allocated to each entity in a rational and systematic manner

Area	Stand-alone taxpayer method	Separate taxpayer within group method	Group allocation method
<b>Tax bases used in the measurement of deferred taxes</b>	By reference to the tax values applying under tax consolidation (reset or otherwise)	By reference to the tax values applying under tax consolidation (reset or otherwise)	See immediately above
<b>Recognition of deferred tax assets</b>	Consider the ability of the entity itself to meet the recognition requirements, based on its own expected future tax position	Consider within the context of the entire tax-consolidated group	Consider within the context of the entire tax-consolidated group

### Accounting by the head entity

Int 1052 requires that the head entity in a tax-consolidated group recognises, in addition to the tax effects of its own transactions, events and balances (Int 1052.12):

- The current tax liability (or asset) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from the subsidiaries in the group
- Assets and liabilities (if any) arising for the head entity under a tax funding arrangement as amounts received from or payable to other entities in the group
- Any difference between the amounts is recognised as a contribution by (or distribution to) equity participants between the head entity and its subsidiaries.

### Accounting by members of the tax-consolidated group

The following specific tax-consolidation adjustments are required in the separate financial statements of each member of the tax-consolidated group (Int 1052.11):

- Current tax liabilities (or assets) recognised for the period by the subsidiary are accounted for as immediately assumed by the head entity
- Deferred tax assets arising from unused tax losses and unused tax credits recognised for the period by the subsidiary are accounted for as immediately assumed by the head entity
- Assets and liabilities (if any) arising for the subsidiary under a tax funding arrangement are recognised as amounts receivable or payable to other entities in the group
- Any difference between the net tax amounts derecognised and the tax-funding arrangement amount recognised is recognised as a contribution by equity participants or a distribution between the subsidiary and the head entity.

Where a subsidiary in a tax-consolidated group is not a direct subsidiary of the head entity, any contributions by (or distribution to) equity participants arising are accounted for as contributions or distributions through the interposed parents (Int 1052.14).

### Effects of tax-consolidation accounting

The effects of the specific tax consolidation adjustments required under Int 1052 are as follows:

- Each entity in the tax-consolidated group recognises its allocated share of the consolidated deferred tax balances and income tax expense (both current and deferred) – thereby showing its true ‘cost of doing business’
- The head entity recognises the group’s aggregate current tax liability and the benefit of any tax losses and tax credits in the tax-consolidated group – as the head entity has the primary obligation for tax and also keeps the benefit of any tax losses and any relevant tax loss credits/offsets under the tax consolidation legislation
- Where amounts payable under any tax-funding arrangement that is in place within the group does not mirror these requirements, the net difference is treated as a contribution from (or distribution to) equity participants – this represents a ‘non-arm’s length transaction’ between related entities, which would only occur due to the ownership interests between those entities.

### ‘Multiple entry consolidated’ (MEC) groups

Int 1052 notes that it applies to ‘multiple entry consolidated’ (MEC) groups in the same way as ‘traditional’ tax-consolidated groups (Int 1052.23).

A MEC group is one where various Australian entities are controlled 100% by a foreign, non-resident parent. All the subsidiaries of the foreign parent together form a tax-consolidated group and one of the Australian entities are designated as the head entity.

Unlike for a 'normal' tax-consolidated group, the ultimate holding company in the wholly-owned group is therefore not automatically considered to be the head entity.

The accounting concepts and approach for MEC groups are the same as for other tax-consolidated groups. However, a number of additional issues can arise due to the lack of one Australian ultimate parent entity being identified as the 'head entity'.

## **Disclosures**

Int 1052 requires a number of disclosures to be made in the financial statements, including the relevance of tax-consolidation to the entity, the method used to allocate current and deferred taxes to members of the group, the nature of any tax funding agreements and details of equity contributions and distributions arising as a result of adopting the accounting required by the Interpretation.

For entities applying Simplified Disclosures, the disclosures are not mandatory, but if disclosures are made, they should be in accordance with the Interpretation.

Where separate financial statements are prepared for an entity that is a member of a tax-consolidated group, the disclosure requirements should be followed to the extent that they are relevant.

In consolidated financial statements without parent entity columns, the following disclosures are relevant:

- In the context of the parent entity disclosures required in the notes to the financial statements by the Corporations Regulations (see section 6.5.3)
- In complying with the requirements of the Interpretation, the name the head entity of the tax-consolidated group, and an explanation as to which entities are members of the tax-consolidated group (usually included in the note to the financial statements where the members of the accounting group are detailed).

## **Impact of tax consolidation on deferred taxes associated with investments**

When preparing the consolidated financial statements the group would need to consider the requirements of Int 1052 (paragraph 54) in respect of unrecognised taxable temporary differences (AASB 112.81(e) and 81(f)) associated with investments in subsidiaries, branches and associates and interests in joint arrangements<sup>67</sup>.

Under the tax law, the taxable profit made by a tax-consolidated group in relation to an entity leaving the group depends on a range of factors, including the tax values and/or carrying values of the assets and liabilities of the leaving entities, which vary in line with the transactions and events recognised in each entity. The taxable profit or loss ultimately made on any disposal of the investments within the tax-consolidated group, and therefore the amounts that would be disclosed in accordance with AASB 112:81(e) and 81(f), will depend upon when each entity leaves the tax-consolidated group and the assets and liabilities that the leaving entity holds at that time.

The amounts (if any) disclosed in the deferred tax note in meeting the requirements of AASB 112 will depend on the view taken by the entity in relation to the deferred tax consequences of investments within tax-consolidated groups and other factors.

There are three main views as to how deferred taxes should be calculated in relation to investments within tax-consolidated groups which are discussed below.

### **'End of time' view**

Under this view, it is assumed that all entities in the tax-consolidated group will eventually leave the group at some point in the future. This would then require an annual computation of the so-called 'exit ACA' calculation in order for the temporary difference associated with the investment to be determined.

There are then two further views as to how this notional 'exit ACA' calculation should be performed:

- Determining the entity's expectations as to when the entity will leave the tax-consolidated group and forecasting what the tax base might be at that point in time, even though there may be no current intention to dispose of the investment

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<sup>67</sup> This disclosure requirement does not apply to entities applying Reduced Disclosure Requirements in their financial reports.

- Performing the calculation based on information available at the reporting date as if the entity were to be disposed at the reporting date.

It would be practically difficult to 'forecast' the likely tax base of an investment within a tax-consolidated group. This is due to the way in which the 'exit ACA' calculation is dependent upon the tax values of the entity's assets and liabilities, thereby changing every time a tax value changes, e.g. tax depreciation, purchase of a new asset, etc.

The alternative approach of calculating the tax base of the investment is to calculate it as the aggregate of all the tax bases available at each reporting date, ignoring the expected method of realisation, i.e. presume it will be sold at reporting date. Some commentators argue that this approach is not consistent with the concept of measuring deferred taxes taking the entity's expectations into account, but at least it would be more easily applied.

The 'end of time' view is conceptually equivalent to the requirement to recognise a deferred tax liability on revalued land even though the entity may have no intention to dispose of the land in the foreseeable future. It also is consistent with the approach taken to other investments outside tax-consolidated groups.

#### **'Change in tax status' view**

Under this view, an entity leaving a tax-consolidated group would be considered a voluntary change in tax status, i.e. the entity no longer is taxed as part of the tax-consolidated group, but is taxed either as a stand-alone taxpayer, or alternatively as part of another tax-consolidated group (with different reset tax values).

Using this approach would result in no deferred tax being recognised until such time as an entity leaves the tax-consolidated group. Whilst the entity was a member of the group, the investment would be considered to have no tax consequences because all transactions and balances between entities in the tax-consolidated group are ignored for tax purposes.

This approach would be consistent with the option of treating the pre-implementation effects of tax consolidation as a change in tax status.

#### **'Foreseeable future' view**

Under this view, any temporary differences (and so deferred taxes) arising from investments within the tax-consolidated group would only be calculated in the event that the entity expects that an investment is expected to leave the group in the foreseeable future.

This then would permit a more realistic temporary difference to be calculated and subsequently recognised as a deferred tax balance (automatically for deferred tax liabilities, but subject to the 'probable' criterion for deferred tax assets).

Although a pragmatic approach, there is limited support for this approach under AASB 112 as the 'foreseeable future' criterion is applied to the recognition requirement for deferred taxes associated with investments, not the measurement of the temporary difference arising.

Because the Group has no current intention to dispose of these investments, a deferred tax liability has not been recognised in relation to investments within the tax-consolidated group. Furthermore, temporary differences that might arise on disposal of the entities in the tax-consolidated group cannot be reliably measured because of the inherent uncertainties surrounding the nature of any future disposal that might occur.

However, in some cases, management of the entity may believe that certain non-taxable transactions could be put in place within the tax-consolidated group before any disposal that could reduce any taxable amount that might arise to nil. In situations where there is no current intention to dispose of investments and because of the existence of these tax planning opportunities, the directors believe the minimum amount of any temporary difference arising would be nil.



**For an illustrative example of the disclosure requirements of Interpretation 1052, see our *Tier 1 models and reporting considerations* publication (the Australian-specific disclosures in the appendices), available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

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#### 6.4.4 Interpretation 1031 Accounting for the Goods and Services Tax (GST)

Interpretation 1031 *Accounting for the Goods and Services Tax (GST)* (Int 1031) clarifies how GST should be recognised in the financial statements but does not require specific disclosures. Int 1031 requires the following:

Source	Requirement
Int 1031.6	Revenues, expenses and assets shall be recognised net of the amount of goods and services tax (GST), except where paragraphs 7 and 8 apply.
Int 1031.7	The amount of GST incurred by a purchaser that is not recoverable from the taxation authority shall be recognised as part of the cost of acquisition of an asset or as part of an item of expense.
Int 1031.8	Receivables and payables shall be stated with the amount of GST included.
Int 1031.9	The net amount of GST recoverable from, or payable to, the taxation authority shall be included as part of receivables or payables in the statement of financial position.
Int 1031.10	Cash flows shall be included in the statement of cash flows on a gross basis, subject to paragraph 11 and to AASB 107 <i>Statement of Cash Flows</i> .
Int 1031.11	The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority shall be classified as operating cash flows.



**Entities preparing Tier 1 financial statements may wish to include additional disclosures in respect of GST, specifically an accounting policy and separate presentation in the notes of material amounts of GST recoverable or payable. Illustrative disclosures can be found in our *Tier 1 models and reporting considerations* publication, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

#### 6.4.5 Additional Australian disclosures

AASB 1054 *Australian Additional Disclosures* (AASB 1054) and AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* set out Australian-specific disclosure requirements that are in addition to the disclosure requirements in IFRS Accounting Standards.

AASB 1054 is applicable to (AASB 1057:7)<sup>68</sup>:

- Not-for-profit entities that are required to prepare financial reports under the Part 2M.3 of the Corporations Act
- General purpose financial statements of not-for-profit entities that are reporting entities
- Entities that elect to prepare financial statements that are, or are held out to be, GPFS
- For-profit private sector entities that are required by legislation to prepare financial statements that comply with either Australian Accounting Standards or accounting standards
- Other for-profit private sector entities that are required only by their constituting document or another document to prepare financial statements that comply with Australian Accounting Standards, provided that the relevant document was created or amended on or after 1 July 2021.

Compliance with AASB 1054 is required in Tier 1 financial statements. Such compliance is not needed for compliance with IFRS Accounting Standards, but is necessary in order to make a statement of compliance with Australian Accounting Standards. In addition, SPFS prepared for lodgement under the Corporations Act must fully comply with AASB 1054. The application of AASB 1054 by entities registered with the ACNC is modified (see section 6.7).

Entities applying Simplified Disclosures are not required to comply with AASB 1054 (AASB 1054:AusA1). However, AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* does include equivalent

<sup>68</sup> The application paragraphs of AASB 1054 have been amended by AASB 2020-2 *Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities*, applicable to annual reporting periods beginning on or after 1 July 2021. The application paragraphs stated in this section are as amended. Prior to annual reporting periods beginning on or after 1 July 2021, AASB 1054 applied to entities that are required to prepare financial reports under the Part 2M.3 of the Corporations Act, GPFS of reporting entities, financial statements that are, or are held out to be, GPFS and for-profit private sector entities that have public accountability and are required by legislation to comply with Australian Accounting Standards.

disclosures in some cases (e.g. a statement of compliance, information about the reporting framework and the disclosure of audit fees and imputation credits).












Below is an overview of the Australian additional disclosures:

Disclosure	Requirements	Tier 1 (AASB 1054)	SPFS (AASB 1054)	RDR <sup>69</sup> (AASB 1054)	Simplified Disclosures (AASB 1060) <sup>70</sup>
<b>Statement of compliance</b>					
Compliance with Australian Accounting Standards	An entity whose financial statements comply with Australian Accounting Standards shall make an explicit and unreserved statement of such compliance in the notes.	✓			
Compliance with Australian Accounting Standards – Reduced Disclosure Requirements <sup>69</sup>	An entity whose financial statements comply with Australian Accounting Standards – Reduced Disclosure Requirements <sup>69</sup> shall make an explicit and unreserved statement of such compliance in the notes.			✓	
Compliance with Australian Accounting Standards – Simplified Disclosures	An entity whose financial statements comply with the recognition and measurement requirements of Australian Accounting Standards, the presentation requirements of those standards as modified by AASB 1060 and the disclosure requirements of AASB 1060 shall make an explicit and unreserved statement of such compliance in the notes <sup>71</sup> .				✓
<b>Reporting framework</b>					
Why financial statements are being prepared	The statutory basis of other reporting framework, if any, under which the financial statements are prepared	✓	✓	✓	✓
Nature of the entity	Whether, for the purposes of the financial statements, the entity is a for-profit or not-for-profit entity	✓	✓	✓	✓
GPFS or SPFS	Disclose in the notes whether the financial statements are GPFS or SPFS.	✓	✓	✓	
Information about SPFS <i>(not-for-profit private sector entities, for annual periods ending on or after 30 June 2020)</i>	In SPFS of not-for-profit private sector entities, information about why SPFS are being prepared, whether or not the financial statements overall comply with the recognition and measurement requirements in Australian Accounting Standards (and the accounting policies not complying with the recognition and measurement requirements), and information where the entity has interests in other entities (see section 5.8.5).		✓ <i>(not-for-profit private sector entities)</i>		

<sup>69</sup> Entities can only prepare Tier 2 GPFS in accordance with RDR for periods beginning *before* 1 July 2021. For Tier 2 GPFS prepared for annual reporting periods beginning on or after 1 July 2021, Tier 2 GPFS are prepared in accordance with Simplified Disclosures.

<sup>70</sup> The disclosure requirements of AASB 1054 do not apply in Simplified Disclosures financial statements, but an equivalent requirement is included in AASB 1060.

<sup>71</sup> Financial statements cannot be described as complying with Australian Accounting Standards – Simplified Disclosures unless they comply with all the listed requirements.

Disclosure	Requirements	Tier 1 (AASB 1054)	SPFS (AASB 1054)	RDR <sup>69</sup> (AASB 1054)	Simplified Disclosures (AASB 1060) <sup>70</sup>
Information about SPFS <i>(certain for-profit private sector entities, for annual periods ending on or after 30 June 2022)</i>	In SPFS of for-profit private sector entities required only by its constituting document or another document (created before 1 July 2021 and not amended on or after that date) to prepare financial statements that comply with Australian Accounting Standards, the basis on which the decision to prepare SPFS was made, disclosures about material accounting policies (including changes in accounting policies and non-compliance with the recognition and measurement requirements of Australian Accounting Standards), whether consolidation and equity accounting has been applied and whether or not the financial statements overall comply with all the recognition and measurement requirements in Australian Accounting Standards (except for AASB 10 and AASB 128) (see section 5.8.4).		 <i>(for-profit private sector entities)</i>		
<b>Specific disclosures</b>					
Audit fees	Disclose audit fees separately for the audit or review of financial statements and all other services (including the nature of the services) performed during the reporting period.				
Imputation credits	Disclose the amount of imputation credits available for use in subsequent reporting periods. The disclosures shall be made separately in respect of New Zealand and Australian imputation credits.				
Reconciliation of net operating cash flow to profit (loss)	When an entity uses the direct method to present its statement of cash flows, the financial statements shall provide a reconciliation of the net cash flow from operating activities to profit (loss).				
Information about IFRS Accounting Standards issued by the IASB but not the AASB	For entities that intend to be compliant with IFRS Accounting Standards, the information required to be disclosed by AASB 108 <i>Accounting Policies, Changes in Accounting Estimates and Errors</i> (specifically paragraphs 30 and 31) for the potential effect of each IFRS pronouncement that has not yet been issued by the AASB.				



For an illustrative example of the above disclosure requirements, see the various editions of our model financial statements, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

## 6.4.6 Australian specific requirements in Australian Accounting Standards

Some Australian Accounting Standards based on IFRS Accounting Standards include Australian-specific paragraphs (labelled as 'Aus' paragraphs). In addition, Australian application paragraphs for each Australian Accounting Standard are included in an Australian-specific Accounting Standard, AASB 1057 *Application of Australian Accounting Standards*.

There are not many 'Aus' paragraphs included in Australian Accounting Standards and those in place deal with limited additional information, including:

- Specific requirements that apply to particular differential reporting frameworks, e.g. requirements that apply only to not-for-profit entities or entities applying Simplified Disclosures
- Limited amendments to the requirements to IFRS Accounting Standards without affecting a for-profit private sector entity's ability to make an unreserved statement of compliance with IFRS Accounting Standards<sup>72</sup>, e.g.:
  - A prohibition on many entities from making a departure from the requirements of Australian Accounting Standards that is contemplated in AASB 101 *Presentation of Financial Statements* (AASB 101:Aus19.1)
  - For 'AusCF entities' (i.e. not-for-profit entities and for-profit entities that are not applying the *Conceptual Framework for Financial Reporting*), requiring an ultimate Australian parent to present consolidated financial statements that consolidate its investments in subsidiaries in accordance with AASB 10 *Consolidated Financial Statements* when either the parent or the group is a reporting entity or both the parent and the group are reporting entities (unless the entity is an investment entity) (AASB 10:AusCFAus4.2)
  - For for-profit entities applying the *Conceptual Framework for Financial Reporting*, requiring an ultimate Australian parent to present consolidated financial statements that consolidate its investments in subsidiaries in accordance with AASB 10 *Consolidated Financial Statements* (unless the entity is an investment entity) (AASB 10:Aus4.2)
  - Specific paragraphs added to AASB 6 *Exploration for and Evaluation of Mineral Resources*, requiring an entity to adopt an 'area of interest' method for the recognition and measurement of exploration and evaluation assets recognised (AASB 6:Aus7.1-Aus7.3)
  - Requiring most general insurance and life insurance contracts to be accounted for in accordance with Australian-specific standards (AASB 1023 *General Insurance Contracts* and AASB 1038 *Life Insurance Contracts*) rather than AASB 4 *Insurance Contracts*<sup>73</sup>
- In limited cases, the inclusion of additional disclosures that are not included in AASB 1054, e.g.:
  - Including in AASB 124 *Related Party Disclosures* a requirement for additional disclosures about parent entities that are not incorporated in Australia and to disclose the name of the ultimate controlling entity incorporated in Australia (AASB 124:Aus13.1)
  - Requiring an entity recognising exploration and evaluation assets for any of its areas of interest in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources* to provide a narrative explanation that recoverability of the carrying amount of the exploration and evaluation assets is dependent upon successful development and commercial exploitation, or alternately, sale of the respective area of interest (AASB 6:Aus24.1)
  - Additional Australian disclosures included in AASB 1023 and AASB 1038.

Each Australian Accounting Standard (where relevant) includes additional provisions in respect of Simplified Disclosures and an additional schedule of any text deleted from IFRS Accounting Standards when making the Australian Accounting Standard.



**Our Tier 1 models and reporting considerations publication include an illustrative example of the 'Aus' requirements in AASB 124 Related Party Disclosures. These models are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

<sup>72</sup> In addition, the impacts of Australian-specific Interpretations also have a similar impact, by effectively requiring Australian entities to account for transactions and events in a particular manner without impacting compliance, e.g. Interpretation 1003 *Australian Petroleum Resource Rent Tax* (requires Australian Petroleum Resource Rent Tax (PRRT) to be accounted for as an income tax), Interpretation 1052 *Tax Consolidation Accounting* (setting accounting requirements within tax-consolidated groups formed in Australia). Some Australia-specific Interpretations also introduce a number of additional disclosures that are in addition to those required by IFRS Accounting Standards.

<sup>73</sup> AASB 4 is being replaced by AASB 17 *Insurance Contracts*, which is applicable to annual reporting periods beginning on or after 1 January 2023.

## 6.5 Other Australian specific considerations

### 6.5.1 True and fair view

Financial statements and notes thereto prepared to satisfy the reporting requirements of the Corporations Act must comply with Australian Accounting Standards and the Corporations Regulations (see section 6.1.1), even if compliance does not result in a true and fair view.

Section 295(3) of the Corporations Act requires directors to provide additional information and explanations when compliance with Australian Accounting Standards and the Corporations Regulations would not give a true and fair view. This additional information and explanation should be given by way of a note to the financial statements.

Furthermore, AASB 101 *Presentation of Financial Statements* does not permit a departure from an Australian Accounting Standard by entities required to prepare financial reports under Part 2M.3 of the Corporations Act, private and public sector not-for-profit entities and entities applying Reduced Disclosure Requirements (AASB 101:Aus19.1).

Similarly, entities applying Simplified Disclosures are not permitted to depart from a requirement in an Australian Accounting Standard, including AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* (AASB 1060.12).

However, 'AusCF entities' (essentially not-for-profit entities and for-profit entities that are not applying the *Conceptual Framework for Financial Reporting*) are required, in the extremely rare circumstances in which management concludes that compliance with a requirement in an Australian Accounting Standard would be so misleading that it would conflict with the objective of financial statements set out in the Framework, to depart from that requirement in the manner set out in paragraph AusCF20 of AASB 101 or AusCF13 of AASB 1060 if the relevant regulatory framework requires, or otherwise does not prohibit, such a departure (AASB 101:AusCF19.1, AASB 1060:AusCF13).

### 6.5.2 Rounding off of amounts

#### General

Under [ASIC Corporations \(Rounding in Financial/Directors' Reports\) Instrument 2016/191](#), the level of rounding permitted in the 'eligible financial report' depends upon the amount of total assets of the company, registered scheme, retail CCIV sub-fund, disclosing entity or financial services licensee<sup>74</sup>.

The table below outlines the thresholds at which the various prescribed levels of rounding are permitted:

Where total assets exceed	Rounding permitted
\$10 million (\$10,000,000)	Rounding off to the nearest thousand dollars is permitted. Each page must clearly indicate where this has been done.
\$1,000 million (\$1,000,000,000)	Rounding off to the nearest hundred thousand dollars is permitted. Each page must clearly indicate where this has been done. These amounts should be presented in the form of a whole number of millions of dollars and one place of decimals representing hundreds of thousands of dollars, with a clear indication that the amounts are presented in millions of dollars.
\$10,000 million (10,000,000,000)	Rounding off to the nearest million dollars is permitted. Each page must clearly indicate where this has been done.

Rounding is not allowed where it could adversely affect decisions about the allocation of scarce resources made by users of the financial report or the discharge of accountability by management or the directors.

<sup>74</sup> The Corporations Instrument also permits rounding in the profit and loss and balance sheet required to be lodged by financial services licensees in accordance with s.989B of the Corporations Act. This report (prepared under s.989B), together with the director's report and financial report (under Part 2M.3 of the Corporations Act), are referred to as the 'relevant eligible report' throughout the instrument. *ASIC Corporations (Amendment) Instrument 2022/519* amended the principal instrument to allow rounding in the financial reports of sub-funds of CCIVs and to accommodate the introduction of Simplified Disclosures through AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*. *ASIC Corporations (Amendment) Instrument 2022/785* corrected a typographical error in the principal instrument.

The relevant financial report or report must state that the company is of a kind referred to in the Corporations Instrument and that amounts in the directors' report and the financial report have been rounded in accordance with the Corporations Instrument.

Amounts rounded down to zero may be indicated by 'nil' or the equivalent thereof. In addition, an item that is rounded down to nil in the financial report for the current and comparative accounting periods may be omitted completely.

### Special rules

The Corporations Instrument applies special rounding requirements in respect of certain amounts disclosed in the financial report or directors report in respect of the following:

- Details, values and aggregates required to be disclosed in the directors' report under s.300(1)(g), s.300(8), s.300(9), s.300(11B), s.300(11C), s.300(13)(a), s.300A(1)(c) and s.300A(1)(e) of the Corporations Act<sup>75</sup>
- Amounts disclosed under paragraph 50 of AASB 2 *Share-based Payment* or paragraph 168 of AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*, such as share-based payment expenses and the amount of liabilities arising from share-based payment transactions
- Remuneration of auditors disclosed under paragraph 10 of AASB 1054 *Additional Australian Disclosures* or paragraph 98 of AASB 1060
- Compensation to key management personnel disclosed under paragraph 17 of AASB 124 *Related Party Disclosures* or paragraph 194 of AASB 1060
- Transactions between related parties disclosed under paragraphs 18, 18A and 19 of AASB 124 *Related Party Disclosures* or paragraphs 196, 198 and 199 of AASB 1060.

The level of rounding of these amounts depends on the 'base' level of rounding adopted:

- Where an entity rounds amounts to the nearest \$100,000 or \$1,000,000, the above items must be rounded only to the nearest \$1,000
- Where a company rounds to the nearest \$1,000, the above items must be presented in whole dollars.

### EPS and option disclosures

In addition:

- Earnings per share may be rounded to one tenth of one cent (disclosed in accordance with AASB 133 *Earnings per Share* paragraphs 66 and 69)
- Information disclosed in accordance with paragraphs 44 and 46 of AASB 2 *Share-based Payment* or paragraph 164 of AASB 1060 and s.300(6)(c), s.300(7)(d) and s.300(7)(e) of the Corporations Act about the prices for shares and options may be rounded to one cent.

### Entities with assets of less than \$10 million

Entities with assets less than \$10 million can round to the nearest dollar except where a different rounding factor is specified for a particular item (ASIC-CI 2016/191 definition of "rounding factor", subsection (e)).

This is confirmed by [ASIC Report REP 488](#) *Response to submissions on CP 240 Remaking ASIC class orders on rounding and other matters*. ASIC states that the Corporations Instrument "specifies that entities with total assets of less than \$10 million can round to the nearest dollar except where a different rounding factor is specified for a particular period" (REP 488.17).

This also means that entities with assets less than \$10 million which round to the nearest dollar (where permitted) should also include the necessary disclosures required under the Corporations Instrument (as discussed below).

### Rounding by lower amounts

Where considered appropriate, and provided certain conditions are satisfied, amounts may be rounded off to a lesser extent than that detailed above. For example, a company with total assets exceeding \$10,000 million may wish to round to the nearest \$1,000 or \$100,000 even though it is permitted to round to the nearest \$1 million.

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<sup>75</sup> Information required by Regulation 2M.3.03 is considered to be caught by the references to s.300A above.

## Comparative information

The level of rounding applied under the Corporations Instrument is based on the amount of total assets at “the end of the relevant period”. Accordingly, the rounding in the ‘relevant eligible report’, including comparative information, should be presented in accordance with the level of rounding permitted and used in the current period.

This is consistent with [ASIC Report REP 488](#) *Response to submissions on CP 240 Remaking ASIC class orders on rounding and other matters*. In this Report, ASIC states its view that “if different quantitative thresholds are met in the current and comparative periods, the amounts presented as comparatives will need to be restated to reflect the current period rounding factor” (REP 488.18).

## Disclosures

An entity that is eligible to apply the Corporations Instrument must ensure that the ‘relevant eligible report’:

- States that the entity is an entity to which the instrument applies and that amounts have been rounded off in accordance with the instrument
- Clearly discloses on each page where amounts have been rounded the extent to which those amounts have been rounded.



**For illustrative disclosures of the requirements of ASIC Corporations (Rounding in Financial/Directors’ Reports) Instrument 2016/191 in the director’s report and financial report, see the various editions of our model financial statements, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

### 6.5.3 Parent entity information

An amendment to the Corporations Act in 2010 removed the requirement for entities to include parent entity columns in their general purpose consolidated financial statements. Instead, information about the parent entity as required by Regulation 2M.3.01 *Disclosures required by notes to consolidated financial statements—annual financial reports* (s.295) must be disclosed in the notes to the consolidated financial statements. Regulation 2M.3.01 defines a parent entity as a company, registered scheme, or disclosing entity that is required by the Australian Accounting Standards to prepare financial statements in relation to a consolidated entity.



**For an illustrative disclosure of the parent entity note, see our *Tier 1 models and reporting considerations* publication and *Tier 2 model financial report*, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

### Providing parent entity information together with consolidated financial information

ASIC has made *ASIC Corporations (Parent Entity Financial Statements) Instrument 2021/195*<sup>76</sup> to allow a parent entity which is required to include consolidated financial statements in its financial report to also include its single entity financial statements in the report (i.e. to show ‘four columns’). This instrument also removes the requirement to include parent entity information in the notes to the financial statements specified by regulation 2M.3.01 of the Corporations Regulations (see section 4.8.2 and “Consolidated, ‘stand-alone’ and ‘four column’ financial statements” in section 6.1.1).

### 6.5.4 Deed of cross guarantee

As discussed under section 4.1.3, *ASIC Corporations (Wholly owned Companies) Instrument 2016/785* relieves certain wholly-owned subsidiaries from the requirement to prepare a financial report and to have the financial report audited, where they enter into a deed of cross guarantee with their parent entity and certain other conditions are satisfied. Under a deed of cross guarantee, the parties guarantee the debts of each other in certain circumstances. One of the significant conditions of the Corporations Instrument is the parent entity prepares consolidated financial statements that includes financial information of the parties to the deed.



**For disclosures that illustrate the requirements of ASIC Corporations (Wholly owned Companies) Instrument 2016/785 in consolidated financial statements, see our *Tier 1 models and reporting considerations* publication and *Tier 2 model financial report*, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

<sup>76</sup> *ASIC Corporations (Parent Entity Financial Statements) Instrument 2021/195* replaced ASIC Class Order 10/654 *Inclusion of parent entity financial statements in financial reports* which expired on 1 April 2021.



### 6.5.5 Additional disclosures in financial reports of retail CCIV sub-funds

Under s.1232D(3), the Corporations Regulations may prescribe additional disclosures in the financial report of a retail CCIV sub-fund.

The Corporations Regulations contain additional disclosure requirements in respect of cross investments between sub-funds of a CCIV (Reg 8B.4.45). Under those regulations, the notes to the financial statements of a retail CCIV sub-fund must include the following disclosures:

- The total number of shares in the CCIV that are assets of the reporting sub-fund and referable to other sub-funds of the CCIV at the end of the financial year, and split of the total into amounts referable to each other sub-fund
- The total value of the referable shares as at the end of the financial year, expressed in Australian dollars, and a split of that total value in the amount referable to each other sub-fund.

In addition, where shares in a CCIV referable to a reporting sub-fund are held by other sub-funds of the CCIV, the reporting sub-fund is required to provide the total number of shares and value of those shares held by other sub-funds in respect of shares of the CCIV:

- Held by other sub-funds of the CCIV at the start of the financial year and at the end of the financial year (the value measured at the value at those dates)
- That became assets of one or more other sub-funds of the CCIV at any time during the financial year (the value measured as at the time each share became an asset)
- That ceased to be assets of one or more other sub-funds of the CCIV at any time during the financial year (the value measured as at the time each share ceased to be an asset).

### 6.5.6 Combining financial reports of sub-funds of a CCIV

The Corporations Regulations modify the financial reporting requirements of the Corporations Act to permit combined financial reports of CCIVs as follows (Reg 8B.4.50):

- A single financial report for a financial year covering one or more sub-funds of a CCIV and a single auditor's report on that financial report (so long as prepared by a single auditor)
- A single directors' report for a financial year covering one or more sub-funds of a CCIV
- A single financial report for a half-year covering one or more sub-funds of the CCIV
- A single concise report for a financial year covering one or more sub-funds of the CCIV.

Each single report must be prepared so that the information in respect of each individual sub-fund is clearly identifiable.

These provisions effectively permit a 'multi-column' approach to the presentation of financial reports for retail CCIV sub-funds, such that the financial and other information in respect of each sub-fund is presented side-by-side in the one report. This is equivalent to the relief provided by *ASIC Corporations (Related Scheme Reports) Instrument 2015/839* for registered schemes.

### 6.5.7 Disclosure of JobKeeper information to the market

#### Background

On 2 September 2021, Federal Parliament passed the [Treasury Laws Amendment \(2021 Measures No. 2\) Bill 2021](#). As part of negotiations, an additional schedule was included in the Bill to require Australian listed entities to announce information to the market about the JobKeeper scheme. This is effected through a new Division being included in Part 2M.3 of the *Corporations Act 2001*. The Bill received Royal Assent on 13 September 2021.

#### Required disclosure

As a result of the amendments, s.323DB of the *Corporations Act 2001* requires Australian listed entities to announce prescribed information to the market about JobKeeper payments.



All listed entities that received a JobKeeper payment, including through a subsidiary, must provide an announcement to the market (such as the ASX, Chi-X, NSX, etc) of the following details:

- The listed entity's name and ABN
- Number of individuals for whom the JobKeeper payment was received in the financial year
- Total sum of all JobKeeper payments received in a JobKeeper fortnight that ended in the financial year
- Whether the entity has made one or more voluntary repayments of JobKeeper amounts received in the financial year and if so, the sum of those payments.

The requirement to make an announcement to the market of the above information applies even though the entity may have already disclosed equivalent information in financial reports, previous announcements or other documents.

ASIC provided the following items to assist entities in complying with the new requirements:

- **A JobKeeper payments notification form** – This [online form](#) permits a listed entity to fill in all the necessary information which will then generate a PDF of the JobKeeper s.323DB notice, which can then be given to the relevant market operator (e.g. ASX)
- **Frequently asked questions** – This [information sheet](#) provides a summary of common questions about complying with s.323DB of the *Corporations Act 2001* and completing the form.

In [Listed@ASX Compliance Update 09/21](#), the ASX asked entities listed on the ASX use the ASIC form to provide the required information on JobKeeper payments. The JobKeeper disclosure should be released to the market as a standalone announcement and the header/title of the announcement should clearly state that it is a 'Jobkeeper payments notice'.

### Periods for which the information need to be disclosed

The effect of the legislation is that the information must be provided for any financial year in which an entity has received a JobKeeper payment. In other words, the legislation requires retrospective disclosure for past financial years in which the entity (or its subsidiaries) received a JobKeeper payment.

### Timing of announcement

The timeline for making the announcement of the information to the market depends upon when the entity lodges its financial report for the relevant financial year:

- If the financial report has been lodged at commencement of the legislation (14 September 2021) – within 60 days after that day (i.e. 13 November 2021, or the next business day)
- Otherwise, within 60 days after lodging the financial report with ASIC.

### Additional announcements are required to provide updates or corrections

Where a notice given to a market operator becomes out of date or is otherwise not correct, the entity is required to provide an updated notice to the market operator within 60 days. For example, if an entity makes the necessary announcement and then subsequently makes a voluntary repayment of JobKeeper amounts received, it would be required to provide an updated notice to the market operator.

### ASIC report

Under s.323DC, ASIC is required to publish on its website a consolidated report of all notices given to relevant market operators and keep it regularly updated.

The ASIC report is available on the [ASIC website](#).

## 6.6 ASX Listing Rule requirements



### Proposed changes to the ASX Listing Rules

During early 2022, the ASX released two proposals to amend the ASX Listing Rules:

- [Proposed ASX rule amendments to facilitate the listing of CCIVs and certain other collective investment vehicles on the ASX market and the quotation of their products on the ASX AQUA market](#). These amendments were originally expected to be finalised and in force by 30 June 2022 (to coincide with the commencement of the CCIV regime)
- [Proposed enhancements to the ASX Listing Rules: Continually improving the reputation and integrity of the ASX market](#). These amendments are expected to be finalised and in force by 1 December 2022.

The commentary in this section has not been updated for these proposals. At the date of finalisation of this publication, the ASX has not released consultation responses to either of these proposals.

### 6.6.1 Requirements for the Appendix 4E

As noted in section 4.9.2, listed entities are required to provide an Appendix 4E preliminary final report to the ASX for each annual reporting period.

The information included in the Appendix 4E and the financial reports upon which it is based must use the same accounting policies. The information must comply with all relevant accounting standards, which may be accounting standards other than Australian Accounting Standards where the entity is a foreign entity.

The requirements to prepare and lodge an Appendix 4E do not apply to mining exploration entities or oil and gas exploration entities.

If an entity becomes aware of any circumstances which are likely to materially affect the results or other information contained in the preliminary final report given to ASX, it must immediately give ASX an explanation of the circumstances and the effects the circumstances are expected to have on the entity's current or future financial performance or financial position (ASX Listing Rule 4.3D).



**For disclosures that illustrate the requirements of ASX Appendix 4E, see our [Tier 1 models and reporting considerations](http://www.deloitte.com/au/models) publication, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

The following information must be included in the Appendix 4E:

Source	Requirement
ASX Appendix 4E, Item 1	<p><b>Details of the reporting period</b></p> <p>Details of the reporting period and the previous corresponding period.</p>
ASX Appendix 4E, Item 2	<p><b>Results for announcement to the market</b></p> <p>Key information in relation to the following, identified as "Results for announcement to the market" must be disclosed:</p> <ul style="list-style-type: none"> <li>• The amount and percentage change up or down from the previous corresponding period of revenue from ordinary activities</li> <li>• The amount and percentage change up or down from the previous corresponding period of profit (loss) from ordinary activities after tax attributable to members</li> <li>• The amount and percentage change up or down from the previous corresponding period of net profit (loss) for the period attributable to members</li> <li>• The amount per security and franked amount per security of final and interim dividends or a statement that it is not proposed to pay dividends</li> <li>• The record date for determining entitlements to the dividends (if any)</li> </ul>

Source	Requirement
ASX Appendix 4E, Items 3-6	<ul style="list-style-type: none"> <li>• A brief explanation of any of the figures in (a)-(d) necessary to enable the figures to be understood.</li> </ul> <p>The information required above must be placed at the beginning of the report. The other information may be presented in whatever way is most convenient, e.g. combined with the body of the report, combined with notes to the accounts, or set out separately.</p> <p><b>Financial statements</b></p> <p>The preliminary final report must include:</p> <ul style="list-style-type: none"> <li>• A statement of comprehensive income together with notes to the statement, prepared in compliance with AASB 101 Presentation of Financial Statements or the equivalent foreign accounting standard</li> <li>• A statement of financial position together with notes to the statement. The statement of financial position may be condensed but must report as line items each significant class of asset, liability, and equity element with appropriate sub-totals</li> <li>• A statement of cash flows together with notes to the statement. The statement of cash flows may be condensed but must report as line items each significant form of cash flow and comply with the disclosure requirements of AASB 107 Statement of Cash Flows, or for foreign entities, the equivalent foreign accounting standard</li> <li>• A statement of retained earnings, or a statement of changes in equity, showing movements.</li> </ul>
ASX Appendix 4E, Item 6	<p><b>Information about dividends and net tangible assets</b></p> <p>The preliminary final report must include:</p> <ul style="list-style-type: none"> <li>• Details of individual and total dividends or distributions and dividend or distribution payments. The details must include the date on which each dividend or distribution is payable and (if known) the amount per security of foreign sourced dividend or distribution</li> <li>• Net tangible assets per security with the comparative figure for the previous corresponding period.</li> </ul>
ASX Appendix 4E, Item 10	<p><b>Entities over which control has been gained or lost</b></p> <p>Details of entities over which control has been gained or lost during the period, including the following:</p> <ul style="list-style-type: none"> <li>• The name of the entity</li> <li>• The date of the gain or loss of control</li> <li>• Where material to an understanding of the report – the contribution of such entities to the reporting entity's profit from ordinary activities during the period and the profit or loss of such entities during the whole of the previous corresponding period.</li> </ul>
ASX Appendix 4E, Item 11	<p><b>Details of associates and joint ventures</b></p> <p>Details of associates and joint venture entities, including the following:</p> <ul style="list-style-type: none"> <li>• The name of the associate or joint venture entity</li> <li>• Details of the reporting entity's percentage holding in each of these entities</li> <li>• Where material to an understanding of the report - aggregate share of profits (losses) of these entities, details of contributions to net profit for each of these entities, and with comparative figures for each of these disclosures for the previous corresponding period.</li> </ul>
ASX Appendix 4E, Item 12	<p><b>Other information</b></p> <p>The report must include any other significant information needed by an investor to make an informed assessment of the entity's financial performance and financial position.</p>
ASX Appendix 4E, Item 13	<p><b>Foreign entities</b></p> <p>For foreign entities, the report must state which set of accounting standards is used in compiling the report.</p>

Source	Requirement
ASX Appendix 4E, Item 14	<p><b>Commentary</b></p> <p>The report must contain a commentary on the results for the period. The commentary must be sufficient for the user to be able to compare the information presented with equivalent information for previous periods. The commentary must include any significant information needed by an investor to make an informed assessment of the entity's activities and results, which would include but not be limited to discussion of the following:</p> <ul style="list-style-type: none"> <li>• The earnings per security and the nature of any dilution aspects</li> <li>• Returns to shareholders including distributions and buy backs</li> <li>• Significant features of operating performance</li> <li>• The results of segments that are significant to an understanding of the business as a whole</li> <li>• A discussion of trends in performance</li> <li>• Any other factors which have affected the results in the period or which are likely to affect results in the future, including those where the effect could not be quantified.</li> </ul>
ASX Appendix 4E, Items 15-17	<p><b>Audit information</b></p> <p>The report must include:</p> <ul style="list-style-type: none"> <li>• A statement as to whether the report is based on accounts which have been audited or subject to review, are in the process of being audited or reviewed, or have not yet been audited or reviewed</li> <li>• If the accounts have not yet been audited and are likely to contain an independent audit report that is subject to a modified opinion, emphasis of matter or other matter paragraph, a description of the modified opinion, emphasis of matter or other matter paragraph</li> <li>• If the accounts have been audited and contain an independent audit report that is subject to a modified opinion, emphasis of matter or other matter paragraph, a description of the modified opinion, emphasis of matter or other matter paragraph.</li> </ul>

### 6.6.2 ASX Corporate Governance Principles and Recommendations

Corporate governance is a system of rules, practices, policies and processes by which a company is directed and controlled. It aims at balancing the interests of a company's stakeholders and furthermore, good corporate governance promotes investor confidence. The ASX Corporate Governance Principles and Recommendations ('Principles and Recommendations') set out recommended corporate governance practices for entities listed on the ASX.

The Principles and Recommendations are not mandatory. As a result, if a listed entity considers that a recommended principles/recommendation is not appropriate for the entity to adopt, it is entitled to not adopt it. However, the entity must explain why it has not adopted the principle/recommendation – seen as the “if not, why not” approach.

Unlisted entities are not required to report against the Principles and Recommendations, however, may choose to adopt the Principles and Recommendations.



**For more information about the requirements of Corporate Governance Principles and Recommendations, see our *Tier 1 models and reporting considerations* publication, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).**

## 6.7 ACNC reporting requirements



### Remake of ACNC Regulations

The existing *Australian Charities and Not-for-profits Commission Regulation 2013*, which outline the requirements of the Australian Charities and Not-for-profits Register, the governance standards and external conduct standards applying to charities registered with the ACNC and requirements for registered charities' annual financial reports, are scheduled to automatically sunset on 1 April 2023.

In July 2022., Treasury released [draft regulations](#) in order to remake the *Australian Charities and Not-for profits Commission Regulation 2013* before it sunsets. [Australian Charities and Not-for-profits Commission Regulations 2022](#) was released in late September 2022. The regulations contain minor amendments to reflect current drafting practice, improve clarity, and to remove provisions, such as transitional reporting arrangements, that are no longer required.

The commencement date of the Regulations is 1 April 2023. In order to explain the transition to the current reporting regime, the information below does not reflect the updated Regulations.

### 6.7.1 Contents of the annual financial report

The annual financial report of an entity registered with the ACNC must have the following components (ACNC Act, s.60.5):

- Financial statements of the registered entity that are required by Australian Accounting Standards (ACNC Act, s.60.10(1))
- The notes to the financial statements that are required by Australian Accounting Standards and any other information necessary to give a true and fair value of the financial position and performance of the registered entity (ACNC Act, s.60.10(2))
- The responsible entity's declaration about the statement and notes.

### 6.7.2 Form of financial statements

In accordance with the ACNC Act (and the associated regulations), the financial statements of an entity registered with the ACNC are required to be prepared in accordance with Australian Accounting Standards. Because ACNC registered entities must be not-for-profit entities (see section 3.2.2), such entities are not required to prepare their annual financial reports as GPFS under Australian Accounting Standards, as the amendments made by *AASB 2020-2 Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities* to require GPFS only applies to certain for-profit entities (see section 5.1). Accordingly, entities registered with the ACNC may prepare SPFS if they are not reporting entities (see section 5.1.4).

The ACNC notes that financial statements submitted can be prepared as SPFS, Tier 1 GPFS or Tier 2 GPFS (Simplified Disclosures)<sup>77</sup>.

### 6.7.3 Minimum requirements for SPFS

#### Basic requirements

The ACNC regulations prescribe compliance with the following prescribed mandatory Australian Accounting Standards in any SPFS lodged with the ACNC by a medium or large entity (ACNC Reg 60.30(2)):

Standard	Applicability at June / December		
	2021	2022	2023
AASB 101 <i>Presentation of Financial Statements</i>	✓	✓	✓
AASB 107 <i>Statement of Cash Flows</i>	✓	✓	✓
AASB 108 <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	✓	✓	✓
AASB 1048 <i>Interpretation of Standards</i>	✓	✓	✓

<sup>77</sup> For annual reporting periods beginning before 1 July 2021, Tier 2 GPFS could be prepared in accordance with Reduced Disclosure Requirements. However, for annual reporting periods beginning on or after 1 July 2021, Tier 2 GPFS must be prepared in accordance with Simplified Disclosures.

Standard	Applicability at June / December		
	2021	2022	2023
AASB 1054 <i>Australian Additional Disclosures</i>	✓	✓	✓
AASB 124 <i>Related Party Disclosures</i> :			
• Disclosure of key management personnel compensation		✓	✓
• Other requirements			✓



### Phase in of new reporting requirements in SPFS

As the above table illustrates, new mandatory reporting requirements are being introduced into SPFS of ACNC registered entities over a number of reporting periods:

- The requirement to disclose remuneration of key management personnel in SPFS is effective for the 2021-22 financial year (i.e. the 2022 Annual Information Statement reporting period) and later financial years.
- The requirement to comply with AASB 124 (or the equivalent requirements in AASB 1060 as noted in the section below) is effective for the 2022-23 financial year (i.e. the 2023 Annual Information Statement reporting period) and later financial years.

### Optional modified application of sections of AASB 1060 equivalent to the prescribed mandatory Australian Accounting Standards

An ACNC registered entity may apply the disclosure requirements of AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*. Where AASB 1060 is applied in preparing the SPFS, the entity is only required to apply AASB 1060 to the extent that it deals with matters in the prescribed mandatory Australian Accounting Standards listed above (ACNC Reg 60.30(2A)).

In effect, an ACNC registered entity can choose to comply with the sections of AASB 1060 that correlate with the full disclosures under the prescribed mandatory Australian Accounting Standards. This may result in fewer disclosures for entities adopting the AASB 1060 version. For example, the entity could comply with the AASB 1060 sections dealing with the statement of cash flows rather than applying AASB 107 itself in full.

Entities choosing to apply the Simplified Disclosures requirements under AASB 1060 that correlate with the full disclosures under the prescribed mandatory Australian Accounting Standards must nevertheless comply with the following requirements in AASB 1054:

- Paragraphs 1-6 – dealing with the objective of AASB 1054, its application and key definitions
- Paragraphs 9, 9A, 9B – dealing with disclosure that the financial statements have been prepared as SPFS and information about those SPFS
- Paragraph 17 – dealing with disclosure of the impacts of IFRS Accounting Standards that have been issued by the IASB but not issued by the AASB.

## Exempted disclosures in respect of key management personnel



### **Key management personnel disclosures only required from 2021-22 financial year (2022 Annual Information Statement reporting period)**

The requirement to disclose remuneration of key management personnel in SPFS is effective for the 2021-22 financial year (i.e. the 2022 Annual Information Statement reporting period) and later financial years.

ACNC registered entities are not required to comply with the requirements to disclose key management personnel compensation under AASB 124 or AASB 1060 in the following circumstances (ACNC Reg 60.30(2B)):

- The entity is a medium registered entity
- The entity is a large registered entity and has only one remunerated individual as key management personnel and does not have key management personnel services provided by a 'separate management entity'.

Furthermore, paragraph 17(a)-(e) of AASB 124 requires disclosure of following remuneration sub-categories:

- Short-term employee benefits
- Post-employment benefits
- Other long-term benefits
- Termination benefits
- Share-based payment.

However, the ACNC Commissioner has exercised discretion that allows charities preparing SPFS and applying AASB 124 to only disclose the total amount of key management personnel remuneration, rather than the above sub-categories.

### **Comparative disclosure relief for first time disclosures of related party transaction and remuneration**

The ACNC Commissioner has decided that comparatives for related party transaction and remuneration disclosures will not be required for the reporting period in the first year of adoption.

## 6.8 Reporting deadlines

### 6.8.1 Summary of reporting deadlines



#### COVID-19 considerations

ASIC and the ASX provided certain extensions in respect of various deadlines for lodgement of documents under the Corporations Act and ASX Listing Rules during the COVID-19 crisis. At the date of finalisation of this publication (28 October 2022) the most recent relief was by ASIC for unlisted entities in respect of the June 2022 financial reporting period.

The deadlines immediately below have **not** been adjusted to reflect any updated lodgement and AGM deadlines. Our model financial statements provide a summary of deadlines for each reporting period (adjusted where relief has been granted). The model financial statements are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

The following tables summarises the reporting deadlines under the Corporations Act, ASX Listing Rules and ACNC Act (where relevant).

#### Listed disclosing entities (ASX)

Source	Requirement	Deadline
<b>Annual financial reporting</b>		
ASX 4.3A, ASX 4.3B	Lodgement of Appendix 4E with the ASX	As soon as available (and no later than 2 months after the year end) <sup>78</sup>
ASX 4.5, ASX 4.5.1	Lodgement of the Corporations Act financial report and concise report with the ASX	As soon as available (and no later than 3 months after the year end)
ASX 4.7.1, ASX 4.7.2	Lodgement of the Corporations Act annual report and concise report with the ASX	First day sent to the members (and the earlier of 21 days before the next AGM or 4 months after the end of the financial year (s.315)) <sup>79</sup>
ASX 4.7.3, ASX 4.7.4	Lodgement of the Appendix 4G with the ASX (and corporate governance statement) (to the extent not included in the annual report)	Same time as annual report distributed to the members
s.314 s.315	Sending of financial report to members	Earlier of 21 days before the next AGM or 4 months after the end of the financial year
s.319	Lodgement of the Corporations Act annual report and concise report with ASIC <sup>80, 81</sup>	n/a (ASIC-CI 2016/181) <sup>82</sup>
<b>Annual general meetings</b>		
s.250N	Hold the AGM <sup>83</sup>	Within 5 months after the year end (if a public company)

<sup>78</sup> Mining exploration entities or oil and gas exploration entities are not required to provide the information set out in the Appendix 4E.

<sup>79</sup> If the entity is not established in Australia but required by the law of the place of its establishment to prepare an annual report and provide it to the members this must be given to the ASX at the same time as distributed to the members (ASX 4.7.2).

<sup>80</sup> An entity need not give ASIC the annual report if it comprises only the documents already given to the ASX under ASX Listing Rule 4.5. The entity must tell ASIC if this is the case.

<sup>81</sup> If the entity is not established in Australia, the annual report must be given to the ASX by the earlier of (a) the first day the entity sends the documents to security holders under the law of the place of its establishment or (b) the last day for the documents to be given to security holders under that law (see ASX Listing Rule 4.7.2).

<sup>82</sup> For more information, see 'Dual lodgement relief for listed entities' in section 4.2.3.

<sup>83</sup> For more information, see section 6.8.4.



## Unlisted entities

Source	Requirement	Unlisted disclosing entities	Public companies	Proprietary companies	Registered schemes and notified foreign passport funds	Unlisted sub-funds of retail CCIVs
<b>Annual financial reporting</b>						
s.314 s.315 s.1232H	Sending of financial report to members	Earlier of 21 days before the next AGM or 4 months after the end of the financial year	Earlier of 21 days before the next AGM or 4 months after the end of the financial year	Within 4 months after the end of the financial year	Within 3 months after the end of the financial year	Within 3 months after the end of the financial year <sup>84</sup>
s.319	Lodgement of the Corporations Act annual report and concise report with ASIC	Within 3 months after the end of the financial year	Within 4 months after the end of the financial year	Within 4 months after the end of the financial year	Within 3 months after the end of the financial year	Within 3 months after the end of the financial year
<b>Annual general meetings</b>						
s.250N	Hold the AGM <sup>85</sup>	Within 5 months after the year end (if a public company)	Within 5 months after the year end (unless exempted)	n/a	n/a	n/a

## AFS licensees

Source	Requirement	Body corporates that are a disclosing entity or registered scheme	Body corporates that are not a disclosing entity	Licensees that are not a body corporate
s.989D Reg 7.8.14A Form FS70	Lodgement of the Form FS70 (and attached financial statements) with ASIC	Within 3 months after the end of the financial year	Within 4 months after the end of the financial year	Within 2 months after the end of the financial year

<sup>84</sup> Retail CCIVs are required to report to members in accordance with the requirements of s.314 (s.1232H). The deadline for reporting is aligned with the requirements applying to registered schemes (s.1232J). Accordingly, the timeline for lodgement is within three months of the end of the financial year (s.315(3)).

<sup>85</sup> For more information, see section 6.8.4.

## Entities registered with the ACNC

The following table summarises the reporting deadlines for annual reports under the ACNC Act.

Source	Requirement	Small	Medium	Large
<b>Annual financial reporting</b>				
ACNC Governance Standard 2: Accountability to members <sup>86</sup>	Sending of financial report to members	Whilst annual financial reports are optional, members should be able to ask for some financial information	Annual financial reports must be maintained and provided to members explaining the charity's financial position	Annual financial reports must be maintained and provided to members explaining the charity's financial position
ACNC Act s.60-10	Lodgement of the annual report with the ACNC <sup>87</sup>	Submission of annual reports are optional unless required by its own governing document. Annual information statements (AIS) however must still be submitted within 6 months from reporting period end	Annual reports must be submitted as part of the Annual Information Statements within 6 months from reporting period end	Annual reports must be submitted as part of the Annual Information Statements within 6 months from reporting period end
<b>Annual general meetings</b>				
ACNC Governance Standard 2: Accountability to members <sup>88</sup>	Hold the Annual General Meeting (AGM) <sup>89</sup>	Organise a meeting at least annually with members (such as an AGM) with opportunities for members to ask questions and vote on resolutions	Organise a meeting at least annually with members (such as an AGM) with opportunities for members to ask questions and vote on resolutions	Organise a meeting at least annually with members (such as an AGM) with opportunities for members to ask questions and vote on resolutions

### 6.8.2 Signing the annual financial report

The directors' report and directors' declaration must be prepared and signed in time to comply with the lodgement and distribution deadlines of the Corporations Act (as detailed above).

The directors' report and directors' declaration (made out in accordance with a directors' resolution) need only be signed by one director, for example, the chair of the board. The board of directors can however choose to have more than one director sign the directors' report or directors' declaration.

### 6.8.3 Notice of members' meetings

In relation to listed companies, 28 days' notice must be given for all members' meetings, unless a longer notice period is specified in the company's constitution (s.249HA).

In relation to proprietary companies and unlisted public companies reporting under the Corporations Act, 21 days notice must be given for all members' meetings (unless a longer notice period is specified in the company's constitution) (s.249H(1)). However, the Corporations Act makes provision for the members to agree to a shorter notice period, other than notice periods for members' meetings in which a resolution will be moved to appoint or remove directors, or remove the auditor of the company (s.249H(2)-(4)).

<sup>86</sup> If a charity meets the definition of Basic Religious Charity, it does not have to answer financial information questions in its Annual Information Statement, submit annual financial reports (regardless of its size), or comply with the ACNC Governance Standards. However, Basic Religious Charities must still meet all other ongoing obligations, including submitting their Annual Information Statement each year.

<sup>87</sup> A company limited by guarantee that is a registered charity only needs to submit an Annual Information Statement to the ACNC (with a financial report, if it is medium or large). It does not have to report to ASIC.

<sup>88</sup> ACNC Governance Standard 2 only applies to charities with members. For example, incorporated associations, companies and unincorporated associations. Other structures, such as trusts, do not have members.

<sup>89</sup> A company limited by guarantee that is a registered charity does not have to comply with the requirement to hold general meetings of members or annual general meetings under the Corporations Act. Instead, it must comply with the requirements of ACNC Governance Standard 2.

### 6.8.4 Holding of AGM

Under s.250N, a public company must hold an annual general meeting (AGM):

- Within 18 months after its registration
- At least once in each calendar year and within 5 months after the end of its financial year<sup>90</sup>.

A wholly-owned public company (i.e. a public company with one member) is not required to hold an AGM under s.250N(4). Similarly, under s.250N(5) and s.250N(6), certain companies eligible for limited governance requirements under s.738ZI (i.e. certain entities raising funds under crowd-sourced funding arrangements, see section 3.3.2) are not required to hold an AGM (see section 6.8.7). This latter concession is only available to companies that register as, or convert to, a public company after the commencement of the crowd-sourced funding regime under the Corporations Act (see section 4.3.2).

#### Form of meeting

The *Corporations Amendment (Meetings and Documents) Act 2021* made permanent changes to the Corporations Act that allows companies and registered schemes to hold hybrid meetings to give shareholder the option of attending either in person or remotely. Wholly virtual meetings may also be used if they are expressly required or permitted by the entity's constitution. The requirements follow earlier temporary concessions introduced in response to the COVID-19 pandemic and are effective from 1 April 2022.

Accordingly, companies and registered schemes may hold meetings that are (s.249R, s.252P):

- A physical meeting – at one or more physical locations
- A hybrid meeting – at one or more physical locations and using technology to allow persons to attend virtually
- A wholly virtual meeting – to allow members to attend virtually, but only if this is expressly permitted or required by the entity's constitution.

### 6.8.5 Where deadlines fall on a weekend or public holiday

Where a deadline under the Corporations Act falls on a Saturday, Sunday or public holiday, section 36(2) of the *Acts Interpretations Act 1901* permits the deadline to be met on the next day that is not a Saturday, Sunday or public holiday.

However, where a deadline arises under the ASX Listing Rules and that deadline falls on a Saturday, Sunday or public holiday, ASX Listing Rule 19.5 requires the deadline to be met by the preceding business day.

### 6.8.6 Special considerations for certain small companies

With the exception of certain foreign controlled small proprietary companies (see section 4.5.1) and entities raising funds through crowd sourced funding (see section 3.3.2), small proprietary companies, and small companies limited by guarantee, are not required to prepare an annual financial report under Part 2M.3 of the Corporations Act, unless requested to do so by either:

- ASIC, or
- A direction given by shareholders with at least 5% of the votes of the company.

#### ASIC request

In the event that a small proprietary company (not otherwise required to prepare and lodge an annual financial report under Part 2M.3 of the Corporations Act), or small company limited by guarantee, is requested by ASIC to prepare and lodge an annual financial report, the deadline for lodgement with ASIC is the date specified in the request (s.294, s.294B).

#### Shareholders' request

In the event that a small proprietary company (not required to prepare an annual financial report under Part 2M.3 of the Corporations Act) or a small company limited by guarantee is requested by 5% or more of the shareholders to prepare and distribute an annual financial report, the deadline for the distribution is the later of (s.315(2), s.316A(4)):

- Two months after the date on which the request is made, and
- Four months after the end of the financial year.

<sup>90</sup> See section 4.8.2 for details of ASIC Corporations Instruments impacting the deadline to hold and format of AGMs as a result of the COVID-19 pandemic.

Where a small proprietary company or small company limited by guarantee is required to prepare an annual financial report in accordance with a shareholders' request, a directors' report need not be prepared and that financial report is not required to be made out in accordance with Australian Accounting Standards where the shareholders' request specifies that a directors' report is not required to be prepared and that compliance with Australian Accounting Standards is not required.

In addition, the annual financial report is only required to be audited where the shareholders' request asks for an audit to be performed (s.293(3), s.294A(3)).

### **6.8.7 Concession available to certain public companies undertaking crowd sourced funding**

The Corporations Act contains a number of corporate governance concessions that are available to certain crowd-sourced funding entities, which are designed to reduce the barriers to entities adopting the public company structure in order to raise crowd-sourced funding. With the extension of the crowd source funding regime to proprietary companies during 2018 (see the general eligibility requirements in section 3.3.2), these concessions have become less important as the need to convert from a proprietary company to a public company in order to take advantage of the crowd-sourced funding provisions is no longer required.

For details of when the concessions are available, see section 4.3.2.

#### **Modified reporting to members**

A company that satisfies the general eligibility criteria to claim the concessions (as noted in section 3.3.3) at the end of the financial year only needs to provide its annual report (and concise report if any) via a website and does not need to notify shareholders of alternative ways of receiving the reports or concise reports (s.314(1AF)).

#### **Relief from holding an annual general meeting (AGM)**

If the financial year end for a public company is within 18 months of the date of registration, or conversion, the company does not need to hold an AGM if it satisfies the requirements to claim the concessions at the end of the financial year (s.250N(5)).

For all subsequent financial years, the company does not need to hold an AGM if it satisfies the requirements to claim the public company concessions at the end of that financial year (s.250N(6)).

# 7 Preparation of half-year financial reports

Some entities have a mandatory obligation to prepare half-year financial reports, or otherwise choose to do so.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
7.1 Requirement for half-year financial reports	An overview of who is required to prepare half-year financial reports under the Corporations Act, and where other reporting mandates for interim reports may arise.	Disclosing entities and other entities required to, or choosing to, prepare interim reports
7.2 Preparation of half-year financial reports	A discussion of the general requirements of the Corporations Act in relation to half-year financial reports, an overview of the requirements of AASB 134 <i>Interim Financial Reports</i> , and the interaction of the requirements with entities preparing Tier 1 and Tier 2 financial reports.	Disclosing entities and other entities required to, or choosing to, prepare interim reports
7.3 Requirement to lodge half-year financial reports	A summary of the requirements to lodge financial reports with ASIC and the ASX and when relief is available.	Disclosing entities
7.4 Additional requirements for ASX listed disclosing entities	Discussion of the additional half-year reporting requirements arising under the ASX Listing Rules.	Disclosing entities listed on the ASX
7.5 Reporting deadlines	A summary of the reporting deadlines applying to half-year financial reports under the Corporations Act and ASX Listing Rules	Disclosing entities

## 7.1 Requirement for half-year financial reports

### 7.1.1 Disclosing entities under the Corporations Act

The Corporations Act has specific requirements for the preparation of half-year financial reports by disclosing entities. Disclosing entities broadly include listed entities, listed registered schemes, listed sub-funds of retail CCIVs, entities and registered schemes which raise funds pursuant to a prospectus and other widely held entities (see section 3.3.1 for more information).

Under s.302 disclosing entities must:

- Prepare a financial report and directors' report for each half year end
- Have the financial report audited or reviewed
- Obtain an auditor's report
- Lodge the half year report, directors' report and audit report with ASIC.

However, entities that cease to be disclosing entities at the time lodgement is due (see section 7.5) are not required to prepare half-year financial reports. For example, a listed entity with a June financial year where a takeover by another entity is completed during January would not have an obligation to prepare half-year financial reports for the preceding December<sup>91</sup>. Further, any requirements under the ASX Listing Rules would need to be considered (as the deadline lodging half-year reports with the ASX is generally shorter than under the Corporations Act).

### 7.1.2 Half-years under the Corporations Act

Under s.323D(5), an entity's half-year is the first six months of an entity's financial year (see section 6.2 for more information about financial years). A half-year can be up to seven days longer or shorter than the six month period.

The flexibility available to the directors in respect of the length of an entity's first financial year (see section 6.2.2) does not extend to the initial half-year. Accordingly, entities wishing to establish an initial half-year period that is not the first six months of the entity's financial year must apply to ASIC for relief (see section 4.8.3). For example, if an entity was incorporated on 15 April 20X1 and determined that its first financial year would be period from 15 April 20X1 to 30 June 20X2, its first half-year would be the six month period from 15 April 20X1 to 14 October 20X1. The entity would need to apply to ASIC if it wanted to establish its first half-year as the period from 15 April 20X1 to 31 December 20X1.

### 7.1.3 ASIC relief for short financial years

Where a disclosing entity has a short first financial year (i.e. of 8 months or less), *ASIC Corporations (Disclosing Entities) Instrument 2016/190* provides relief from the requirements to comply with s.302 or s.306, i.e. there is no requirement to prepare and lodge half-year financial reports in that first financial year.

Listed disclosing entities seeking to take advantage of the relief in the instrument must give notice to the operator of the prescribed financial market (e.g. ASX) that it intends to rely on the instrument. Similarly, unlisted disclosing entities must give notice to ASIC of its intention to rely on the instrument.

### 7.1.4 Other reasons to prepare half-year (or other interim) financial reports

Entities may be required to prepare half-year financial reports for reasons other than being classified as a disclosing entity under the Corporations Act. For instance, the entity may have a requirement for half-year reports under its constitution, a financing or legal agreement, shareholders' agreement or other document.

Additionally, an entity that is not a disclosing entity may nevertheless choose to prepare half-year reports, or interim reports for shorter or longer periods.

In all of these cases, the reporting mandate – mandatory or voluntarily – will determine the form and content of the half-year or other interim report and how it is to be distributed. Accordingly, entities in these situations would not necessarily need to follow the rest of the guidance in this Section 7.

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<sup>91</sup> Note that similar relief is provided for annual reporting periods under *ASIC Corporations (Disclosing Entities) Instrument 2016/190* (see section 4.2.3), rather than being direct legislative relief in the Corporations Act itself.

## 7.2 Preparation of half-year financial reports

### 7.2.1 General requirements under the Corporations Act

Under s.304, half year reports must comply with Australian Accounting Standards and regulations and therefore must be prepared in accordance with AASB 134 *Interim Financial Reporting* as this is the Accounting Standard dealing with interim financial reports.

### 7.2.2 Overview of AASB 134

AASB 134 prescribes the minimum content of an interim financial report and the principles for recognition and measurement in complete or condensed financial statements for an interim period.

In general, the intention of AASB 134 is to provide an 'update' the financial information and other disclosures included in the entity's most recent annual financial report.

In the interest of timeliness and cost considerations and to avoid repetition of information previously reported, AASB 134 may require, or an entity may elect to, provide less information at interim dates as compared with its annual financial statements (AASB 134:6).

Entities applying AASB 134 have a choice between presenting complete or condensed interim financial statements (AASB 134:7).

An interim financial report (including a half-year financial report) has the following minimum requirements (AASB 134:8-8A):

- A condensed statement of financial position
- A condensed statement or condensed statements of profit or loss and other comprehensive income (if the entity presented items of profit or loss in a separate statement in its previous annual financial statements, it should also present interim condensed information in a separate statement)
- A condensed statement of changes in equity
- A condensed statement of cash flows
- Selected explanatory notes.

Where condensed financial statements are presented in an interim financial report, the financial statements must include the headings and subtotals that were included in its most recent annual financial statements and the selected explanatory notes as required by AASB 134 (AASB 134:10).

When an entity takes the alternative of presenting a complete set of interim financial statements, the form and content of the financial statements must conform to the requirements of AASB 101 for a complete set of financial statements, in addition to complying with the requirements of AASB 134.

#### Use of the term 'condensed'

The requirements of AASB 134 will result in the presentation of at least some statements that include all of the line items, headings and subtotals that were presented in the most recent annual financial statements. The question then arises as to whether such statements should, in practice, be described as 'condensed'.

Given that the notes supplementing the interim financial statements are limited, the presentation package taken together is condensed from what would be reported in a complete set of financial statements under AASB 101 and other Australian Accounting Standards.

In such circumstances, the information presented in the statement(s) of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows is condensed – even if the appearance of the statements has not changed. If these interim financial statements were not described as 'condensed', a user might infer that they constitute a complete set of financial statements under AASB 101, which they do not. A complete set of financial statements must include a full note presentation consistent with the annual presentation.

For the full requirements of AASB 134, refer to the Standard, which can be found at [www.aasb.gov.au](http://www.aasb.gov.au).

### 7.2.3 Tier 2 entities

As only disclosing entities are required to prepare half-year financial reports under the Corporations Act and are Tier 1 entities by definition, the need for Tier 2 entities to prepare half-year financial reports (or other interim reports) is likely to occur less often. Furthermore, the form and content of those interim reports will depend on the reporting mandate as noted in section 7.1.4.

#### Simplified Disclosures

The presentation of interim financial reports by Tier 2 entities required to, or choosing to, apply Simplified Disclosures, do not directly apply AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities* in the preparation of those interim financial reports.

As AASB 1060 does not directly address interim financial reports, it instead requires the entity to apply the relevant Australian Accounting Standards (i.e. AASB 134) in preparing and presenting interim financial information (AASB 1060.33).

Accordingly, entities applying Simplified Disclosures will apply the same requirements as Tier 1 entities if they prepare interim financial reports.

#### Reduced Disclosure Requirements<sup>92</sup>

Where entities are required to, or choose to, prepare Reduced Disclosure Requirements half-year financial reports, they are not required to include some of the disclosure requirements set out in AASB 134. AASB 134 sets out disclosure requirements from which Reduced Disclosure Requirements entities are exempt by shading the exempted requirements and adding special 'RDR' paragraphs.

These disclosures in AASB 134 that are *not* required in Reduced Disclosure Requirements half-year (or other interim) financial reports include:

- Segment disclosures
- Disclosure of compliance with Australian Accounting Standards
- Disclosures relating to seasonal information
- Disclosures required by AASB 3 *Business Combinations* in half-year financial reports.

If an entity applying RDR chooses to present these disclosures, they must be prepared in accordance with the relevant Australian Accounting Standards.

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<sup>92</sup> Entities can only prepare Tier 2 GPFS in accordance with RDR for periods beginning *before* 1 July 2021. For Tier 2 GPFS prepared for annual reporting periods beginning on or after 1 July 2021, Tier 2 GPFS are prepared in accordance with Simplified Disclosures.



## 7.3 Requirement to lodge half-year financial reports

### 7.3.1 Corporations Act requirements

Under s.320 of the Corporations Act, an entity that has to prepare or obtain a report for a half-year is required to lodge the report with ASIC within 75 days after the end of the half-year.

### 7.3.2 ASX listed disclosing entities

Under ASX Listing Rule 4.2A, a listed disclosing entity is required to give a copy of the documents the disclosing entity is required to lodge with ASIC under s.320 of the Corporations Act. The deadline for meeting this requirement is earlier than that required under the Corporations Act for many entities (see section 7.5).

Similar requirements apply for entities that are not established in Australia. Where such an entity is not required to prepare half-year accounts, it is required to nonetheless prepare and lodge with the ASX equivalent accounts as those required for an Australian entity (ASX Listing Rule 4.2.1.2A).

### 7.3.3 ASIC dual lodgement relief for listed entities

[ASIC Corporations \(Electronic Lodgement of Financial Reports\) Instrument 2016/181](#), allows listed disclosing entities listed on ASX Limited (ASX), National Stock Exchange of Australia Limited (formerly Stock Exchange of Newcastle Limited) (NSX), SIM Venture Securities Exchange Limited (SIM VSE) and Sydney Stock Exchange Limited (formerly Asia Pacific Stock Exchange Limited) (SSX) (whose financial markets are together the 'eligible financial market' for the purposes of the instrument) to lodge reports electronically with the relevant market operator without also having to separately lodge the reports with ASIC.

This relief is limited to listed disclosing entities that are companies or registered schemes and which are admitted to the official list of an eligible financial market.

ASIC [Regulatory Guide 28](#) *Relief from dual lodgement of financial reports* (RG 28) sets out the arrangements ASIC has agreed with ASX to avoid the need for dual lodgement of the reports.

Half-year reports (prepared under Division 2 of Part 2M.3 of the Corporations Act) are eligible for this relief.

## 7.4 Additional requirements for ASX listed disclosing entities



### Proposed changes to the ASX Listing Rules

During early 2022, the ASX released two proposals to amend the ASX Listing Rules:

- [Proposed ASX rule amendments to facilitate the listing of CCIVs and certain other collective investment vehicles on the ASX market and the quotation of their products on the ASX AQUA market](#). These amendments were expected to be finalised and in force by 30 June 2022 (to coincide with the commencement of the CCIV regime)
- [Proposed enhancements to the ASX Listing Rules: Continually improving the reputation and integrity of the ASX market](#). These amendments are expected to be finalised and in force by 1 December 2022.

The commentary in this section has not been updated for these proposals. At the date of finalisation of this publication, the ASX has not released consultation responses to either of these proposals.

### 7.4.1 ASX Listing Rule requirements

Disclosing entities listed on the ASX are required to comply with additional ASX reporting requirements in relation to half-years.

Under Chapter 4 *Periodic Disclosure* of the ASX Listing Rules, all entities captured by the ASX Listing Rules are required to submit the information required by the Appendix 4D. However, in accordance with ASX Listing Rule 4.2A.3, mining exploration entities and oil and gas exploration entities are not required to submit the information in Appendix 4D (such entities are instead subject to the requirement to submit information in accordance with Chapter 5 of the ASX Listing Rules, including quarterly cash flow reports and quarterly activity reports (see section 4.9.2)).

### 7.4.2 Information to be included in Appendix 4D



For disclosures that illustrate the requirements of ASX Appendix 4D, see our *Model half-year report*, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

The following information must be included in the Appendix 4D:

Source	Requirement
ASX-LR 4.2A.3	ASX listed entities (other than mining exploration entities and oil and gas exploration entities) must provide the following information to the ASX under ASX Listing Rule 4.2A.3:
ASX Appendix 4D, Item 2	<p><b>Results for announcement to the market</b></p> <ul style="list-style-type: none"> <li>• Key information in relation to the following. This information must be identified as 'Results for announcement to the market' and placed at the beginning of the report:                     <ul style="list-style-type: none"> <li>– The amount and percentage change up or down from the previous corresponding period of revenue from ordinary activities</li> <li>– The amount and percentage change up or down from the previous corresponding period of profit (loss) from ordinary activities after tax attributable to members</li> <li>– The amount and percentage change up or down from the previous corresponding period of net profit (loss) for the period attributable to members</li> <li>– The amount per security and franked amount per security of final and interim dividends or a statement that it is not proposed to pay dividends</li> <li>– The record date for determining entitlements to the dividends (if any)</li> <li>– A brief explanation of any of the figures in (i) to (iv) necessary to enable the figures to be understood.</li> </ul> </li> </ul>

Source	Requirement
<p>ASX Appendix 4D, Item 1</p> <p>ASX Appendix 4D, Item 3</p>	<p><b>General information</b></p> <ul style="list-style-type: none"> <li>• Details of the reporting period and the previous corresponding period</li> <li>• Net tangible assets per security with the comparative figure for the previous corresponding period.</li> </ul>
<p>ASX Appendix 4D, Item 4</p>	<p><b>Investments</b></p> <ul style="list-style-type: none"> <li>• Details of entities over which control has been gained or lost during the period, including the following:                             <ul style="list-style-type: none"> <li>– Name of the entity</li> <li>– The date of the gain or loss of control</li> <li>– Where material to an understanding of the report – the contribution of such entities to the reporting entity's profit from ordinary activities during the period and the profit or loss of such entities during the whole of the previous corresponding period</li> </ul> </li> <li>• Details of associates and joint venture entities including the name of the associate or joint venture entity and details of the reporting entity's percentage holding in each of these entities and – where material to an understanding of the report - aggregate share of profits (losses) of these entities, details of contributions to net profit for each of these entities, and with comparative figures for each of these disclosures for the previous corresponding period.</li> </ul>
<p>ASX Appendix 4D, Item 5</p>	<p><b>Distributions</b></p> <ul style="list-style-type: none"> <li>• Details of individual and total dividends or distributions and dividend or distribution payments. The details must include the date on which each dividend or distribution is payable, and (if known) the amount per security of foreign sourced dividend or distribution</li> </ul>
<p>ASX Appendix 4D, Item 6</p>	<ul style="list-style-type: none"> <li>• Details of any dividend or distribution reinvestment plans in operation and the last date for the receipt of an election notice for participation in any dividend or distribution reinvestment plan.</li> </ul>
<p>ASX Appendix 4D, Item 9</p>	<p><b>Audit information</b></p> <ul style="list-style-type: none"> <li>• For all entities, if the accounts contain an independent audit report that is subject to a modified opinion, emphasis of matter or other matter paragraph, a description of the modified opinion, emphasis of matter or other matter paragraph. The audit report or review report must be provided as part of the report to the ASX.</li> </ul>
<p>ASX Appendix 4D, Item 8</p>	<p><b>Additional information for foreign entities</b></p> <ul style="list-style-type: none"> <li>• For foreign entities, which set of accounting standards is used in compiling the report (e.g. International Financial Reporting Standards).</li> </ul>
	<p><b>Presentation of information</b></p> <p>Other than the information identified as 'Results for announcement to the market' (point (a) below), the information may be presented in whatever way is the most clear and helpful to users, e.g. combined with the body of the report, combined with notes to the accounts, or set out separately.</p>

## 7.5 Reporting deadlines



### COVID-19 considerations

ASIC and the ASX have provided certain extensions in respect of various deadlines for lodgement of documents under the Corporations Act and ASX Listing Rules for various reporting periods considering the COVID-19 crisis.

The deadlines below (in section 7.5.1) have **not** been adjusted to reflect the updated deadlines, however our half-year model financial statements provide a summary of deadlines for each reporting period (adjusted where relief has been granted). The model financial statements are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

### 7.5.1 Summary of deadlines for half-years

The following table summarises the reporting deadlines for half-year reports under the Corporations Act and, where relevant, the ASX Listing Rules and ASX Operating Rules (where relevant).

Source	Requirement	Listed disclosing entity	Non-listed disclosing entity
ASX 4.2A, ASX 4.2A.3, ASX 4.2B	Lodgement of Appendix 4D with the ASX	As soon as available (no later than when half-year reports are lodged with ASIC, and no later than 2 months after the half-year end) <sup>93</sup>	n/a
ASX 4.2A, ASX 4.2A.1, ASX 4.2B, ASX Operating Rules <sup>94</sup>	Lodgement of the Corporations Act half-year report with the ASX	As soon as available (no later than when half-year reports are lodged with ASIC, and no later than 2 months after the half-year end, or 75 days after half-year end in respect of certain entities) <sup>95</sup>	n/a
s.320	Lodgement of the Corporations Act half-year report with ASIC	n/a (ASIC-CI 2016/181)	Within 75 days after the half-year end

<sup>93</sup> In accordance with ASX Listing Rule 4.2A.3, mining exploration entities or oil and gas exploration entities are not required to provide the information set out in Appendix 4D. As ASX AQUA market participants are not subject to the ASX Listing Rules (but instead are subject to the ASX Operating Rules), these entities also do not need to provide the information set out in Appendix 4D (see section 4.9.2).

<sup>94</sup> The ASX Listing Rules do not apply to securities admitted to the ASX Quoted Assets (AQUA) market, e.g. exchange traded fund securities and managed fund products. These issuers are instead subject to the ASX Operating Rules. Specifically, Schedule 10A *AQUA Products and the AQUA Trading Market* (available at [www.asx.com.au](http://www.asx.com.au)) outlines the requirements for such issuers. In terms of disclosure requirements, Rule 10A.4.2 sets out the disclosure requirements for managed fund products, and Rule 10A.4.4 sets out the disclosure requirements for exchange traded funds. These rules require, among other things, the issuer to provide the ASX a copy of all periodic reports (including financial reports, directors' reports and auditor's reports) that the issuer is required to lodge with ASIC under the *Corporations Act 2001*. Because these deadlines are linked to the *Corporations Act 2001*, the revised ASIC deadlines apply to these issuers.

<sup>95</sup> In accordance with ASX Listing Rule 4.2B, the deadline for lodgement of the half-year report for mining exploration entities or oil and gas exploration entities is 75 days after the end of the accounting period. This deadline also applies to issuers whose securities are traded on the ASX AQUA market, as the reporting obligations for such issuers are linked to the reporting obligations under the Corporations Act (see section 4.9.2) and ASX Procedures 10A.4.2 and 10A.4.4 require documents to be lodged with the ASX at the same time as they are lodged with ASIC (or in the case of certain foreign ETFs, the timeline for the relevant overseas regulatory authority).

# 8 Sustainability disclosures (including climate-risk disclosures)

A consistent global baseline for sustainability-related financial disclosures is rapidly developing through the IFRS Foundation and ISSB. Over time we anticipate Australia will align mandatory disclosures with other markets through regulation, and accordingly, Australian entities should prepare to embrace the new reporting environment and consider voluntary adoption of forthcoming standards.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
8.1 Key global organisations involved in sustainability reporting	Key global organisations involved in sustainability reporting, with a focus on the International Sustainability Standards Board (ISSB)	All entities
8.2 Understanding the ISSB exposure drafts	An overview of the key proposals in Exposure Draft IFRS S1 <i>General Requirements for Disclosure of Sustainability-related Financial Information</i> and Exposure Draft IFRS S2 <i>Climate-related Disclosures</i> issued by the ISSB	All entities considering, planning or implementing sustainability disclosure and wanting to understand the latest candidate for a global baseline standard reporting
8.3 Australian-specific considerations and developments	An overview of recent developments in the implementation of sustainability reporting in Australia and the key organisations involved	All entities
8.4 AASB/AuASB bulletin views on impacts of climate change on financial reporting	An overview of a bulletin issued by the AASB and AuASB on the impacts of climate change in financial reporting	All entities

## 8.1 Key global organisations involved in sustainability reporting



### Further information

The information below is a high-level summary of selected global organisations involved in sustainability reporting. For more information about these organisations, and other organisations involved in sustainability reporting, see our [dedicated page](#) on IAS Plus.

### 8.1.1 IFRS Foundation / International Sustainability Standards Board

During 2020, the IFRS Foundation Trustees released a [Consultation Paper on Sustainability Reporting](#), in which it outlines how the IFRS Foundation might establish a Sustainability Standards Board and provide for its governance and oversight under the IFRS Foundation's existing arrangements. The consultation paper followed recommendations from many global and regional organisations and government groups (such as the G7) supporting consolidation and reduced fragmentation in sustainability reporting standards.

During 2021, the IFRS Foundation released an [Exposure Draft Proposed Targeted Amendments to the IFRS Foundation Constitution to Accommodate an International Sustainability Standards Board to Set IFRS Sustainability Standards](#), which proposes amendments to the IFRS Foundation Constitution to include revisions to the objectives of the Foundation and the institutional arrangements for an International Sustainability Standards Board (ISSB) ([IFRS in Focus](#), [press release](#)).

In early November 2021, the IFRS Foundation Trustees announced three significant developments to provide global financial markets with high-quality disclosures on climate and other sustainability issues:

- **Creation of a new standard-setting board**

- The creation of a new International Sustainability Standards Board (ISSB) was announced to develop a comprehensive global baseline of high-quality sustainability disclosure standards to meet investors' information needs
- The formation of the ISSB was [welcomed](#) by the International Organization of Securities Commissions (IOSCO) and many other organisations
- Emmanuel Faber was [announced](#) as Chair of the ISSB in December 2021, and in late January 2022, Sue Lloyd was appointed as ISSB Vice-Chair and Janine Guillot appointed as Special Advisor to ISSB Chair

- **Consolidation of various sustainability organisations**

- The IFRS Foundation also announced that leading investor-focused sustainability disclosure organisations were committed to merge into the new board. The merger with the Climate Disclosure Standards Board (CDSB, an initiative of CDP) and the Value Reporting Foundation (VRF, which houses the Integrated Reporting Framework developed by the International Integrated Reporting Council (IIRC) and the SASB Standards) was targeted for completion by the end of June 2022
- In January 2022, the IFRS Foundation [announced](#) the completion of the consolidation of the Climate Disclosure Standards Board (CDSB) into the Foundation
- The IIRC (part of the VRF) had earlier [released](#) an updated version of its <IR> Framework (which are expected to form the basis of a conceptual framework for sustainability reporting) prior to it being merged into the new structure in [early August 2022](#).

- **Prototype pronouncements** – The publication of prototype [climate](#) and [general](#) disclosure requirements developed by the Technical Readiness Working Group (TRWG), which the IFRS Foundation Trustees had formed in March 2021 to undertake preparatory work for the ISSB.

For more information about these developments, see [Purpose-driven Business Reporting in Focus IFRS Foundation creates new board to set global sustainability standards](#).

In March 2022, the Chair and Vice-Chair of the ISSB published two exposure drafts:

- **Exposure Draft IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information (IFRS S1 ED)**- This [exposure draft](#) proposes requiring the disclosure of information about significant sustainability-related risks and opportunities (including, but not limited to, climate change). The exposure draft includes proposals for definitions and requirements that are consistent with the IASB *Conceptual Framework for Financial Reporting*, IAS 1 *Presentation of Financial Statements* and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* pronouncements for financial reporting. Sustainability-related financial disclosures would be required to be published at the same time as the financial statements
- **Exposure Draft IFRS S2 Climate-related Disclosures (IFRS S2 ED)** – This [exposure draft](#) addresses climate change in more detail and incorporates the TCFD recommendations and includes metrics tailored to industry classifications derived from the industry-based Sustainability Accounting Standards Board (SASB).

Given the urgency in global calls for sustainability reporting standards, the ISSB published these exposure drafts before a full contingent of the ISSB was in place (which was [achieved in August 2022](#)). Agreement was sought from the IFRS Foundation Due Process Oversight Committee (DPOC) to proceed with issue of exposure drafts with a view to finalising standards from the proposals by the end of calendar 2022 (in response to feedback received, the ISSB subsequently revised the expected issue date to as early as possible in 2023).

Comments on the proposals closed on 29 July 2022. An extensive number of submissions were made to the ISSB on the exposure drafts. There was a significant level of support for the development of a single global approach to the development of sustainability standards and the approach to build on the TCFD framework.

### 8.1.2 Financial Stability Board / TCFD

In December 2015, at the request of the G20, the Financial Stability Board established an industry-led Task-Force on Climate-related Financial Disclosures (TCFD) that would help “financial market participants understand their climate-related risks”. This request followed the Paris Agreement of December 2015, which committed nearly 200 governments to strengthen the global response to the threat of climate change.

The TCFD published its proposals in 2016 that led to the release of three documents in June 2017 that described and supported the implementation of the task force’s recommendations.

- Final Report: [Recommendations of the Task Force on Climate-related Financial Disclosures](#) (TCFD recommendations), which sets out the task force’s recommendations for helping businesses disclose climate-related financial information. The recommended disclosures focus on climate-related risks (including physical and transitional risks) and opportunities (including better resource efficiency), and related financial impacts on cash flows, assets and liabilities, net income and other metrics. They result in more quantitative financial disclosures and, in particular, reporting metrics about the actual or possible financial impact of climate-related risks
- Annex: [Implementing the Recommendations of the TCFD](#) which provides the next level of detail to help companies implement the recommendations
- Technical Supplement: [The Use of Scenario Analysis in Disclosure of Climate-Related Risks and Opportunities](#), which describes key publicly available scenarios and resources on scenario analysis.

The widely adoptable recommendations are intended to encourage market-led, industry-focused initiatives within the financial reporting envelope, and address governance, strategy, risk management, and metrics and targets. They are applicable to all organisations, with emphasis on the financial sector, including banks, insurance companies, asset managers and asset owners.

The TCFD subsequently published three documents in October 2021 (for more information, see the [TCFD announcement](#)):

- A [2021 status report](#) which notes that disclosure of climate-related financial information aligned with the TCFD recommendations has accelerated over the past year and highlights that further progress is needed
- [Guidance on metrics, targets, and transition plans](#) to support preparers in disclosing decision-useful information and linking those disclosures with estimates of financial impacts
- Updated Annex: [Implementing the Recommendations of the TCFD](#), replacing the annex initially published in 2017 ([TCFD summary of key changes](#)).

In October 2022, the TCFD released its [2022 Status Report](#) which reviewed publicly available reports of over 1,400 companies from eight industries and five regions to better understand current climate-related financial disclosure practices and their evolution.

The report showed steady growth in climate-related financial disclosures on an industry and regional basis over the previous three years and that the number of TCFD recommended disclosures adopted has been steadily increasing, although being short of the total compliance with the entire 11 recommendations of the TCFD.

The TCFD recommendations have been widely adopted and form the basis of, or compliment, many other initiatives.



### Further information

There has been an increase in investor demand for sustainability disclosures and climate related risk disclosures. In order to track and analyse important developments in this crucial area, we have launched a new publication series, [Purpose-driven Business Reporting in Focus](#)

## 8.2 Understanding the ISSB exposure drafts

### 8.2.1 Overview

The objective of IFRS Sustainability Standards is to provide regulation over the presentation of sustainability information. These standards will require an entity to disclose information about the entity's significant sustainability-related risks and opportunities that is useful to the primary users of general purpose financial reporting when they assess enterprise value. The current exposure drafts are structured based on four core pillars of the TCFD.

As noted above (see section 8.1.1), the ISSB is proposing to issue two IFRS Sustainability Disclosure Standards:

- A base standard (based on IFRS S1 ED) which will cover general requirements for disclosure of sustainability-related financial information
- A 'thematic' standard (based on IFRS S2 ED), which will be focused on climate-related disclosure.

The proposed IFRS Sustainability Disclosure Standards:

- Leverage the existing TCFD framework's four pillars of governance, strategy, risk management, and metrics and targets under the existing TCFD framework
- Require disclosure of the governance structures, strategic choices and risk management approaches the company has invested in, in order to respond to identified sustainability and climate risks and opportunities
- Specify that ESG and financial metrics and data be disclosed across thematic and industry-specific domains
- Propose that this information is disclosed as a part of general-purpose financial reporting.

### 8.2.2 General requirements for sustainability-related financial information (IFRS S1 ED)

#### Background and scope

The IFRS S1 ED is inspired by IAS 1 *Presentation of Financial Statements*<sup>96</sup> and sets out the overall requirements for an entity to disclose sustainability-related financial information about all its significant sustainability-related risks and opportunities, to provide the market with a complete set of sustainability-related financial disclosures. Guidance is provided on the qualitative characteristics of useful sustainability-related financial information.

The proposed objective of IFRS S1 is to require an entity to disclose information about its significant sustainability-related risks and opportunities that is useful to the primary users of general purpose financial reporting when they assess enterprise value and decide whether to provide resources to the entity.

A reporting entity would disclose material information about all significant sustainability-related risks and opportunities to which it is exposed. The assessment of materiality would be made in the context of the information necessary for users of general purpose financial reporting to assess enterprise value. An entity's general purpose financial reporting would be required to include a complete, neutral and accurate depiction of its sustainability-related financial information.

<sup>96</sup> The Australian equivalent is AASB 101 *Presentation of Financial Statements*



An entity would apply IFRS S1 in preparing and disclosing sustainability-related financial information in accordance with IFRS Sustainability Disclosure Standards. An entity may apply IFRS Sustainability Disclosure Standards whether the entity's related financial statements are prepared in accordance with IFRS Accounting Standards or another accounting framework.

### Core content

Unless another IFRS Sustainability Disclosure Standard permits or requires otherwise, an entity would provide disclosures about the following core topic areas:

- **Governance** – disclose information over the governance processes, controls and procedures used to monitor and manage sustainability-related risks and opportunities
- **Strategy** – disclose information about the strategy for addressing sustainability-related risks and opportunities that could affect the entity's business model and strategy over the short, medium and long term
- **Risk management** – disclose information about the processes the entity uses to identify, assess and manage sustainability-related risks
- **Metrics and targets** – disclose information about the information used to assess, manage and monitor the entity's performance in relation to sustainability-related risks and opportunities over time.

### General features of sustainability-related financial information

In addition to the core content discussed above, IFRS S1 ED contains a number of general features of sustainability-related financial information in the following categories:

- **Reporting entity** – require the disclosures to be same reporting entity as the related general purpose financial statements and to use the presentation currency of its financial statements
- **Connected information** – information to assess the connections between various sustainability-related risks and opportunities and how this information is linked to information in the general purpose financial statements
- **Fair presentation** – require the faithful representation of sustainability-related risks and opportunities in accordance with the principles set out in IFRS S1
- **Materiality** – define sustainability-related information as material if omitting, misstating or obscuring that information could reasonably be expected to influence decisions that the primary users of general purpose financial reporting (i.e. existing and potential investors, lenders and other creditors) make on the basis of that reporting, which provides information about a specific reporting entity
- **Comparative information** – require the disclosure of comparative information in respect of the previous period for all metrics disclosed in the current period, and for all narrative and descriptive sustainability-related information where relevant to an understanding of the current period's disclosures
- **Frequency of reporting** – require an entity to report its sustainability-related disclosures at the same time as its related financial statements and that the sustainability-related financial disclosures be for the same period as the financial statements
- **Location of information** – require the disclosure of information required by IFRS Sustainability Disclosure Standards as part of its general purpose financial reporting
- **Sources of estimation uncertainty** – identification of metrics it has disclosed that have significant estimation uncertainty, disclosure the sources and nature of the estimation uncertainties and the factors affecting the uncertainties, and ensuring financial data is consistent with corresponding financial data and assumptions in the entity's financial statements, to the extent possible
- **Errors** – require the correction of material prior period errors by restating the comparative amounts for the prior period(s) disclosed under it is impracticable to do so
- **Statement of compliance** – require an entity whose sustainability-related financial disclosures comply with all of the relevant requirements of IFRS Sustainability Disclosure Standards to include an explicit and unqualified statement of compliance.

### 8.2.3 Climate-related disclosures (IFRS S2 ED)

#### Background and scope

IFRS S2 ED is the ISSB's proposal for the first thematic IFRS Sustainability Disclosure Standard.

The proposed objective of IFRS S2 ED is to require an entity to disclose information about its exposure to significant climate-related risks and opportunities, enabling users of an entity's general purpose financial reporting to:

- Assess the effects of significant climate-related risks and opportunities on the entity's enterprise value
- Understand how the entity's use of resources, and corresponding inputs, activities, outputs and outcomes support the entity's response to and strategy for managing its significant climate-related risks and opportunities
- Evaluate the entity's ability to adapt its planning, business model and operations to significant climate-related risks and opportunities.

The proposals would apply to climate-related risks that an entity is exposed to, including physical risks and risks associated with the transition to a lower-carbon economy (transition risks), and climate-related opportunities available to the entity.

#### Core content

Consistent with the broader proposals in IFRS S1 ED, IFRS S2 ED is structured around the TCFD four core elements of governance, strategy, risk management, and metrics and targets, focused on the climate-related theme, rather than sustainability-related risks in general.

Governance	Strategy	Risk management	Metrics and targets
<p><b>Objective</b></p> <p>Disclose information over the governance processes, controls and procedures used to monitor and manage climate-related risks and opportunities.</p>	<p><b>Objective</b></p> <p>Disclose information about the entity's strategy for addressing significant climate-related risks and opportunities.</p>	<p><b>Objective</b></p> <p>Disclose information about the processes the entity uses to identify, assess and manage climate-related risks.</p>	<p><b>Objective</b></p> <p>Disclose information about how the entity manages, monitors and manages its significant climate-related risks and opportunities.</p>
<p><b>Disclosures</b></p> <ul style="list-style-type: none"> <li>• Information about the governance body or bodies with oversight of climate-related risks and opportunities</li> <li>• Information about management's role in those processes.</li> </ul>	<p><b>Disclosures</b></p> <ul style="list-style-type: none"> <li>• The significant climate-related risks and opportunities that the entity reasonably expects could affect its business model, strategy and cash flows, its access to finance and its cost of capital, over the short, medium or long term</li> <li>• The effects of significant climate-related risks and opportunities on the entity's business model and value chain</li> </ul>	<p><b>Disclosures</b></p> <p>The entity's process or processes used to:</p> <ul style="list-style-type: none"> <li>• Identify sustainability-related risks, opportunities</li> <li>• Identify climate-related risks for risk management purposes</li> <li>• Identify, assess and prioritise sustainability-related opportunities</li> <li>• Monitor and manage climate-related risks and opportunities, including related policies</li> </ul>	<p><b>Disclosures</b></p> <ul style="list-style-type: none"> <li>• Information relevant to the cross-industry metric categories, which are relevant to entities regardless of industry and business model</li> <li>• Industry-based metrics which are associated with disclosure topics and relevant to entities that participate within an industry, or whose business models and underlying activities share common features with those of the industry</li> </ul>

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**Governance**



**Strategy**



**Risk management**



**Metrics and targets**

**Disclosures (continued)**

- The effects of significant climate-related risks and opportunities on the entity's strategy and decision-making, including its transition plans
- The effects of significant climate-related risks and opportunities on its financial position, financial performance and cash flows for the reporting period, and the anticipated effects over the short, medium and long term
- The climate resilience of the entity's strategy (including its business model) to significant physical risks and significant transition risks.

**Disclosures (continued)**

- An entity would also disclose:
- The extent to which and how the climate-related risk identification, assessment and management process, or processes, are integrated into the entity's overall risk management process
  - The extent to which and how the climate-related opportunity identification, assessment and management process, or processes, are integrated into the entity's overall management process.

**Disclosures (continued)**

- Other metrics used by the board or management to measure progress towards the targets
- Targets set by the entity to mitigate or adapt to climate-related risks or maximise climate-related opportunities.

**Cross-industry metrics**

The proposals in IFRS S2 ED would require disclosure of information relevant to following cross-industry metric categories:

<b>Metric</b>	<b>Category</b>	<b>Unit of measure</b>
<b>Greenhouse gas emissions (GHG)</b>		
Absolute gross greenhouse gas emissions generated during the reporting period, measured in accordance with the Greenhouse Gas Protocol Corporate Standard, classified as Scope 1, Scope 2 and Scope 3 emissions <sup>97</sup>	Quantitative	Metric tonnes of CO <sub>2</sub> equivalent
Greenhouse gas intensity for each of Scope 1, Scope 2 and Scope 3 emissions	Quantitative	Metric tonnes of CO <sub>2</sub> equivalent per unit of physical or economic output
Separate disclosure of Scope 1 and Scope 2 emissions for: <ul style="list-style-type: none"> <li>• Consolidated accounting group (the parent and its subsidiaries)</li> <li>• Associates, joint ventures, unconsolidated subsidiaries or affiliates not included in the consolidated accounting group</li> </ul>	Quantitative	Metric tonnes of CO <sub>2</sub> equivalent
The approach used to include emissions of associates, joint ventures, unconsolidated subsidiaries or affiliates not included in the consolidated accounting group and the reason or reasons for the entity's choice of approach (including how that relates to the overall objective for metrics and targets in IFRS S2 ED)	Discussion and analysis	n/a

<sup>97</sup> Scope 1 emissions are direct greenhouse gas emissions that occur from sources that are owned or controlled by an entity. Scope 2 emissions are indirect greenhouse emissions that occur from the generation of purchased electricity, heat or steam consumed by an entity. Scope 3 emissions are emissions outside of Scope 2 emissions that occur in the value chain of the reporting entity.

Metric	Category	Unit of measure
<p>For Scope 3 emissions:</p> <ul style="list-style-type: none"> <li>• Include upstream and downstream emissions in the entity's measure</li> <li>• Disclose the categories included within its measure of Scope 3 emissions (so that users can understand which Scope 3 emissions have been included or excluded from the Scope 3 emissions reported)</li> <li>• When the Scope 3 measure include information provided by entities in its value chain, the basis for that measurement</li> <li>• If an entity excludes greenhouse gas emissions from entities in its value chain, the reason for omitting those emissions (e.g. because it is unable to obtain a faithful measure)</li> </ul>	Discussion and analysis	n/a
<b>Transition risks</b>		
The amount and percentage of assets or business activities vulnerable to transition risks	Quantitative	Amount, percentage
<b>Physical risks</b>		
The amount and percentage of assets or business activities vulnerable to physical risks	Quantitative	Amount, percentage
<b>Climate-related opportunities</b>		
The amount and percentage of assets or business activities vulnerable to physical risks	Quantitative	Amount, percentage
<b>Capital deployment</b>		
The amount of capital expenditure, financing or investment deployed towards climate-related risks and opportunities	Quantitative	Amount
<b>Internal carbon prices</b>		
The price for each metric tonne of greenhouse gas emissions that the entity uses to assess the costs of its emissions	Quantitative	Metric tonnes of CO <sub>2</sub> equivalent
An explanation of how the entity is applying the carbon price in decision-making (for example, investment decisions, transfer pricing and scenario analysis)	Discussion and analysis	n/a
<b>Remuneration</b>		
Percentage of executive remuneration recognised in the current period that is linked to climate-related considerations	Quantitative	Percentage
Description of how climate-related considerations are factored into executive remuneration	Discussion and analysis	n/a

## Industry-based metrics

IFRS S2 ED sets out the requirements for identifying, measuring and disclosing information related to an entity's significant climate-related risks and opportunities that are associated with specific business models, economic activities and other common features characterised by participation in an industry. In applying the proposed IFRS Sustainability Disclosure Standard, an entity that participates in a particular industry would be required to provide the information set out in these requirements.

The industry-based disclosure requirements have been derived from SASB Standards and are set out in an appendix to IFRS S2 ED. The requirements are organised by industry, enabling an entity to identify the requirements that are applicable to its business model and associated activities. The proposed IFRS Sustainability Disclosure Standard includes 77 industry classifications across 11 sectors. There are 68 industry-based sets of disclosure requirements in separate volumes. The remaining nine industry classifications do not have climate-related disclosure requirements beyond the cross-industry requirements.

For each industry, disclosure topic(s) related to climate-related risks or opportunities are identified. A set of metrics is associated with each disclosure topic. The disclosure topics represent those climate-related risks and opportunities that have been identified as those that are most likely to be significant to entities in that industry, and the associated metrics are those that have been identified as being most likely to result in the disclosure of information that is relevant to an assessment of enterprise value.

## Climate-related targets

IFRS S2 ED proposes that an entity disclose its climate-related targets, and the following information in respect of each target:

- Metrics used to assess progress towards reaching the target and achieving its strategic goals (referring to and considering the applicability of the industry-based metrics included in IFRS S1 ED and IFRS S2 ED)
- The specific target the entity has set for addressing climate-related risks and opportunities
- Whether the target is an absolute target (a change in absolute emissions over time) or an intensity target (a change in the ratio of emissions to a business metric over time)
- The objective of the target (e.g. mitigation, adaptation or conformance with sector or science-based initiatives)
- How the target compares with those created in the latest international agreement on climate change and whether it has been validated by a third party
- Whether the target was derived using a sectoral decarbonisation approach
- The period over which the target applies
- The base period from which progress is measured
- Any milestones or interim targets.



### Further information

The global landscape of climate and sustainability reporting and disclosure requirements is complex, presenting a significant challenge to preparing and communicating disclosures across industries, sectors and time horizons. Our publication, [Making sense of the ISSB: Navigating climate regulation, compliance and reporting](#) explains the proposed IFRS Sustainability Disclosure Standards, and what they mean for Australian business.

For further technical analysis of the requirements of IFRS S1 ED and IFRS S2 ED, see [iGAAP in Focus Sustainability reporting — ISSB proposes global baseline of sustainability disclosure standards for capital markets](#).

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## 8.3 Australian-specific considerations and developments

### 8.3.1 Council of Financial Regulators

The Council of Financial Regulators (CFR) Working Group on Financial Implications of Climate Change was established in 2017. The working group brings APRA, ASIC, RBA and Treasury together to consider and coordinate actions in relation to understanding and managing climate risks. Under the working group's terms of reference, the group reports to the CFR, as needed, on international developments, emerging regulatory gaps and risks to the financial system in relation to climate change.

As part of its [2022/23 priorities](#), CFR agencies announced they will continue to strengthen the building blocks needed to facilitate high-quality and comparable climate-related disclosures, "in line with the [Federal] Government's commitment to introduce disclosure requirements aligned with international standards".

The document notes that CFR agencies will work towards ensuring that standards are developed and adopted in a way that is appropriate for the Australian regulatory and economic context. Where particular ISSB metrics or disclosure requirements pose challenges for Australian entities given issues with capacity, capability and costs of accessing data and modelling expertise, CFR agencies will explore possible solutions along with government and industry.

### 8.3.2 ASIC

In September 2018, ASIC released a media release, [18-273MR ASIC reports on climate risk disclosure by Australia's listed companies](#). ASIC noted that of the 60 listed companies in its ASX 300 sample, 17% identified climate risk as a material risk to their business. ASIC also noted that while most of the reviewed ASX 100 entities had considered climate risk to the company's business to at least some extent, disclosure practices were considerably fragmented, with information provided to the market in differing forms across a wide range of means of disclosure. In some cases, the review found climate risk disclosures to be far too general, and of limited use to investors.

In August 2019, ASIC updated [ASIC Regulatory Guide 228 Prospectuses: Effective disclosure for retail investors](#) and [ASIC Regulatory Guide RG 247 Effective disclosure in an operating and financial review](#) to:

- Highlight climate change as a systematic risk that could impact an entity's financial prospects for future years and that may need to be disclosed in an operating and financial review (OFR). Example of other risks that may be material for particular entities include digital disruption, new technologies, geopolitical risks and cyber security
- Reinforce disclosures made outside of the OFR (such as under the TCFD recommendations or in a sustainability report) should not be inconsistent with disclosures made in the OFR
- To make it clear that ASIC's general view that the risk of directors being found liable for a misleading or deceptive forward-looking statement in an OFR is minimal provided the statements are based on the best available evidence at the time, have a reasonable basis and there is ongoing compliance with the continuous disclosure obligations when events overtake the relevant statement made in the OFR.

In a [Corporate Finance Update](#) issued in March 2021, ASIC outlined that it had undertaken a further surveillance exercise to examine the climate-change-related disclosure and governance practices of a cohort of large listed companies. The exercise, focusing on the TCFD recommendations, resulted in the following primary observations:

- The quantity of climate-related disclosure has increased materially, but quality still varies significantly
- There is limited consistency in the adoption, application and disclosure of specific scenarios and underlying assumptions
- Board oversight of climate risk was evident across all surveillance targets
- 'Greenwashing' was prevalent in some disclosures reviewed.

For listed entities disclosing, or working toward disclosure, under the TCFD recommendations, ASIC considers that:

- Disclosing material assumptions underpinning scenario analysis of physical and transitional risks increases transparency
- Obtaining independent assurance supports the reliability of disclosures
- Updating material climate-related disclosures may be necessary and appropriate when underlying facts change.

In a [speech](#) given by ASIC Commissioner Sean Hughes at the Governance Institute of Australia Fellows Roundtable in October 2021, the following four core messages on climate risk from the Corporate Finance Update were explained in further detail:

- **Consider climate risk** – directors and officers of listed companies must understand and continually reassess existing and emerging risks, including both physical and transitional climate risk
- **Develop and maintain strong and effective corporate governance** – boards should be comfortable with the level of oversight they maintain over climate risks and opportunities and the governance structures in place to assess, manage and disclose these risks and opportunities
- **Comply with the law** – compliance with laws relating to the operating and financial review for listed companies and other requirements for prospectuses or continuous disclosure requirements should include material climate-related disclosures and whether those disclosures have been made and updated where necessary and appropriate
- **Disclose useful information to investors** – listed companies with material exposure to climate risk should consider reporting under the TCFD framework, as this provides information that is useful for investors.

In its [focus areas](#) for financial reporting at 30 June 2022, ASIC also noted that climate change risk could have a material impact on the future prospects of entities. ASIC further recommended that directors may also consider whether to disclose information that would be relevant under the TCFD recommendations.

### 8.3.3 Standard setters

The AASB and AUASB together previously released a bulletin on *Climate-related and other emerging risks disclosures: assessing financial statement materiality using AASB Practice Statement 2 (APS 2)* which guides directors, preparers and auditors when preparing and auditing financial statements for their half and full year ends. In early May 2019, the AASB and AUASB released an [updated version of the bulletin](#) (dated April 2019). Further information about the bulletin can be found in section 8.4.

In November 2021, the FRC, AASB and AUASB (the 'Boards') issued [Position Statement Extended External Reporting and Assurance](#). In the Position Statement, the Boards recognise there is a desire for authoritative guidance on extended external reporting in Australia and are taking steps to ensure Australia adopts a reporting regime that meets the needs of users of financial and non-financial reporting information and supports Australia's international competitiveness.

In December 2021 the AASB and AUASB issued a joint [staff article](#) *Globally consistent reporting for sustainability-related information - Australian perspectives* which provides an overview of the Australian perspective on recent global sustainability-related developments and the considerations for what approach the AASB and AUASB may take in response to those developments.

Operating within the existing institutional framework, the AASB intends to develop reporting requirements for non-financial information and the AUASB intends to simultaneously update relevant assurance standards, which are already capable of addressing current voluntary disclosures.

In November 2021 the AASB issued [Invitation to Comment ITC 48 Extended External Reporting](#) to seek feedback on the AASB's proposed position that, as an initial step, the voluntary adoption of the recommendations put forward by the TCFD should be used as the basis for extended external reporting. Comments on the AASB's Invitation to Comment closed on 28 January 2022.

The AASB agreed at its February 2022 meeting to finalise the Position Statement which supports the voluntary application of the TCFD recommendations. The AASB also acknowledged significant support for the Board to undertake a project on sustainability reporting arising from feedback to its agenda consultation and made preliminary decisions toward the development of a project plan (for more information see [AASB Action Alert](#)). [Position Statement Extended External Reporting Framework](#) was released in March 2022 and notes that the AASB "supports the voluntary adoption of the recommendations made by the Task Force on Climate-related Financial Disclosures (TCFD)".

Following the issue of the ISSB's exposure drafts in April 2022 (see section 8.2), the AASB issued an equivalent Exposure Draft, [ED 321 Request for Comment on ISSB \[Draft\] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and \[Draft\] IFRS S2 Climate-related Disclosures](#), seeking feedback in the Australian context. ED 321 outlines the AASB's preliminary decision to position Australian sustainability-related reporting requirements as a separate suite of standards, which leaves the decision to mandate sustainability-related financial reporting with the relevant Australian legislators. Comments on the AASB's proposals closed on 15 July 2022.

In the October 2022 Federal Budget, the Federal Government announced funding for Treasury and the AASB “to develop and introduce climate reporting standards for large businesses and financial institutions, in line with international reporting requirements”. The timing of adoption in Australia is currently unclear, but entities are encouraged to start preparing now.

### **8.3.4 ASX Listing Rules requirements**

The ASX Corporate Governance Principles and Recommendations (see section 6.6.2) states climate change is expected to be considered by the entity’s risk management framework. Boards are encouraged to monitor the adequacy of their organisation’s risk management strategy (for financial and non-financial risk). Entities are also encouraged to improve climate and other non-financial risk disclosure by focusing on material environmental and social risks, including by reference to the TCFD recommendations.

### **8.3.5 APRA**

The Australian Prudential Regulation Authority (APRA) expects to observe a continuous improvement in the sophistication of entities’ management of climate change risks and preparations for the transition to a low-carbon economy, including the increased adoption of the TCFD recommendations. APRA has indicated that it will be embedding the assessment of climate risk into its ongoing supervisory activities.

### **8.3.6 Treasury**

Treasury will work with ASIC and industry to deliver the Government’s commitment to standardise climate disclosure requirements for large, listed companies and financial institutions. This will include consultation on options and models for introducing globally aligned climate reporting requirements, as well as on the scope and timing of any mandatory obligations.

Treasury is also closely monitoring legislative and regulatory developments in key jurisdictions that are developing more prescriptive climate-related disclosure requirements, including through active engagement by Treasury posts and consultation with counterparts in other jurisdictions.

### **8.3.7 Legislation**

The Federal Parliament has passed the [Climate Change Act 2022](#) which sets a 43% reduction in Australia’s net greenhouse gas emissions by 2030 and a net zero target for 2050. The [Climate Change \(Consequential Amendments\) Act 2022](#) makes consequential amendments to existing federal legislation in order to support the effective implementation of the *Climate Change Bill 2022*. These legislative developments provide the framework for further initiatives to achieve the targets.



## 8.4 AASB/AuASB bulletin views on impacts of climate change on financial reporting

### 8.4.1 Background

In the AASB/AuASB bulletin, the boards set out their view that investor expectations mean that entities cannot treat climate-related risks as merely a matter of corporate social responsibility and may need to consider them in the context of their financial statements.

The bulletin notes that entities preparing financial statements in accordance with Australian Accounting Standards should consider:

- Whether investors could reasonably expect that emerging risks, including climate-related risks, could affect the amounts and disclosures reported in the financial statements and have indicated the importance of such information to their decision making
- What disclosures about the impact of climate-related risks and other emerging risks on the assumptions made in preparing the financial statements are material to the financial statements in light of the guidance in AASB Practice Statement 2 *Making Materiality Judgements* (equivalent to IASB Practice Statement 2 of the same name).

The flowchart below provides guidance for entities to consider in assessing what disclosures about climate related and other emerging risks are material to the financial statements:



Source: AASB-AUASB joint bulletin - Climate-related and other emerging risks disclosures: assessing financial statement materiality using AASB Practice Statement 2.

## 8.4.2 Specific financial reporting considerations under the bulletin

The bulletin explains that the disclosures in the notes to the financial statements should focus on specific issues and assumptions made that are relevant to the amounts recognised in the financial statements and should not be of a 'boilerplate' nature.

Climate-related risks could have implications on the financial statements, some of which are discussed below:

Impact on financial reporting	Relevant Australian Accounting Standards	Thinking it through
<b>Asset impairment</b>	AASB 136 <i>Impairment of Assets</i>	Climate-related risks could be an indicator of impairment for an entity's asset/group of assets. Entities must consider the impact of these risks on impairment calculations, for example forecasts of future cash flows, and any relevant disclosure requirements under AASB 136, where this impact is significant.
<b>Changes in the useful life of assets</b>	AASB 116 <i>Property, Plant and Equipment</i> and AASB 138 <i>Intangible Assets</i>	Climate-related risks could reduce the expected useful lives of an entity's assets or create stranded assets, and as a result would affect the depreciation/amortisation expense recognized every year.
<b>Changes in the fair-valuation of assets</b>	AASB 13 <i>Fair Value Measurement</i>	The measurement of fair values of assets could be impacted by climate-related risks and this should be factored into the fair value calculations. This could, for example, impact the discount rate used or the forecast of future cash flows. Entities impacted by these risks, should disclose the assumptions around including these in the fair value calculations.
<b>Recognition of provisions and contingent liabilities</b>	AASB 137 <i>Provisions, Contingent Liabilities and Contingent Assets</i>	Climate-related risks could lead to recognition of additional provisions and contingent liabilities, as outlined below: <ul style="list-style-type: none"> <li>• Provision for onerous contracts driven by potential loss of revenues/increased costs</li> <li>• Provision for decommissioning a plant or rehabilitating environmental damage in extractive industries as a result of shortened project lives or regulatory changes</li> <li>• Contingent liabilities related to potential litigation and fines/penalties due to stricter regulations.</li> </ul>
<b>Changes in expected credit losses for loans and other financial assets.</b>	AASB 9 <i>Financial Instruments</i> and AASB 7 <i>Financial Instruments Disclosures</i>	AASB 9 requires use of forward-looking information to recognise expected credit losses. The impact of climate-related risks on the borrower must be considered when determining whether credit risk of the financial assets has increased significantly since initial recognition.
<b>Disclosure of climate-related risks</b>	AASB 101 <i>Presentation of Financial Statements</i>	Information related to climate-related risks will be relevant to the understanding of the financial statements if investors could reasonably expect that these risks have a significant impact on the entity and this would influence their decisions. AASB 101 requires disclosure of such information in the notes to the financial statements.

The bulletin discusses each of the above in more detail explaining how climate-related risks could have these impacts and which Australia Accounting Standards need to be considered. It is expected that entities, at a minimum, should consider the physical and transition risks as listed above in determining what risks could affect them and to what extent. As noted, this assessment should take into consideration not only the entity's operations, but also the supply or value chain. As a result, climate risks could affect entities not just directly, but indirectly as well.



### Further information

We have prepared a *Clarity* publication, which more fully explores the disclosure of climate-related risks. The publication is available at [www.deloitte.com/au/clarity](http://www.deloitte.com/au/clarity).

# 9 Other financial reporting considerations

In addition to the core reporting requirements of the Corporations Act and the ACNC Act, entities also need to consider several other requirements and recommendations in their overall reporting.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
9.1 Continuous disclosure	An overview of continuous disclosure obligations required by the ASX and Corporations Act.	Disclosing entities
9.2 Concise reports	An overview of the requirements of the Corporations Act which permit an entity to prepare a concise report in addition to their full financial report.	Companies, registered schemes, retail CCIV sub-funds and disclosing entities that elect to prepare a concise report
9.3 Foreign companies	An overview of the Corporations Act and ASX Listing Rule reporting requirements for foreign companies.	Foreign companies registered in Australia
9.4 Tax transparency reporting	An overview of the voluntary reporting under the Board of Taxation Tax Transparency Code.	Large and medium entities reporting under the code (essentially corporate taxpayers with Australian turnover exceeding A\$500 million and A\$100 million respectively)
9.5 Payment times reporting scheme	A brief overview of the requirement to disclose payment information under the Payment Times Reporting Scheme (PTRS) and its interaction with financial reporting.	Large businesses under the PTRS definitions.
9.6 Relevant financial reporting	An overview of the relevant financial reporting techniques which can be applied to ensure that users of financial statements are provided with relevant and reliable information that is useful. This section also includes an illustrative example of a disclosure after applying the techniques of relevant financial reporting.	All entities

## 9.1 Continuous disclosure

Chapter 6CA of the Corporations Act sets out an entity's continuous disclosure obligations, which is dependent on the type of entity.



### Amendments to the continuous disclosure obligations under the Corporations Act

The Federal Parliament passed the [Treasury Laws Amendment \(2021 Measures No. 1\) Act 2021](#) in August 2021. The effect of these amendments was to make permanent the temporary changes to Australia's continuous disclosure laws originally made in May 2020 in response to the COVID-19 pandemic. Under the amendments, companies and their officers will only be liable for civil penalty proceedings in respect of continuous disclosure obligations where they have acted with "knowledge, recklessness or negligence". More information can be found in the [Treasurer media release](#).

The information below has been updated to reflect these amendments.

### 9.1.1 Listed disclosing entities bound by disclosure requirements in market listing rules

Listed disclosing entities bound by disclosure requirements in market listing rules (such as the ASX) are subject to continuous disclosure obligations under s.674 and s.674A of the Corporations Act.

In accordance with s.674(2):

- If the entity has information that is required to be notified to a market operator (e.g. the ASX)
- The information is not generally available
- A reasonable person would expect the information, if it were generally available, to have a material effect on the price or value of an entity's securities,

the entity must notify the market operator of that information in accordance with the relevant market listing rules.

However, an entity is only subject to the financial services civil penalty provisions for breaches of s.674A and not s.674. Under s.674A(2), an entity is required to notify a market operator if "the entity knows, or is reckless or negligent with respect to whether, the information would, if it were generally available, have a material effect on the price or value of ED securities of the entity".

### 9.1.2 Continuous disclosure obligations arising under the ASX Listing Rules

#### ASX Listing Rule 3.1

Chapter 3 of the ASX Listing Rules (available at [www.asx.com.au](http://www.asx.com.au)) sets out the continuous disclosure requirements with which an entity listed on the ASX must comply. Under ASX Listing Rule 3.1 a listed entity must immediately inform the ASX of information that is expected to have a material effect on the price or value of the entity's securities, once the entity becomes aware of the information.

The following are examples of the type of information that could require disclosure under listing rule 3.1:

- A transaction that will lead to a significant change in the nature or scale of the entity's activities
- A material mineral or hydro-carbon discovery
- A material acquisition or disposal
- The granting or withdrawal of a material licence
- The entry into, variation or termination of a material agreement
- Becoming a plaintiff or defendant in a material law suit
- The fact that the entity's earnings will be materially different from market expectations
- The appointment of a liquidator, administrator or receiver
- The commission of an event of default under, or other event entitling a financier to terminate, a material financing facility
- Under subscriptions or over subscriptions to an issue of securities (a proposed issue of securities is separately notifiable to the ASX under listing rule 3.10.3)
- Giving or receiving a notice of intention to make a takeover
- Any rating applied by a rating agency to an entity or its securities and any change to such a rating.

Listing rule 3.1 however, does not apply to information under the following conditions (ASX Listing Rule 3.1A):

- One of the following applies to the information:
  - It would be a breach of a law to disclose the information
  - The information concerns an incomplete proposal or negotiation
  - The information comprises matters of supposition or is insufficiently definite to warrant disclosure
  - The information is generated for the internal management purposes of the entity
  - The information is a trade secret
- The ASX agrees that the information is confidential
- A reasonable person would not expect the information to be disclosed.

### ASX guidance on compliance with ASX Listing Rule 3.1

[ASX Guidance Note 8](#) *Continuous Disclosure: Listing Rules 3.1 – 3.1B* provides more detailed information to help listed entities understand and comply with their continuous disclosure obligations.

The ASX has also published [Continuous Disclosure: an Abridged Guide](#), which is designed to assist listed entities and their officers to understand and comply with their continuous disclosure obligations under the ASX Listing Rules. This document is a summarised form of ASX Guidance Note 8.

### Other specified disclosure requirements

In addition, [Chapter 3](#) of the ASX Listing Rules has a number of other specific disclosure requirements in relation to particular transactions or events, e.g.:

- Takeover bids, buy-backs and capital transactions (including information about the conversion of convertible securities, proposed and actual issues of equity and debt securities, calls, instalments or other amounts paid up on partly paid equity securities, reorganisations of capital, and the issue or cessation of securities issued under employee incentive schemes or otherwise)
- Information about dividends, distributions and interest payments in relation to quoted securities
- Details of escrow restrictions over securities
- Outcomes of resolutions put to a meeting of security holders, changes in office holders, registers of offices
- Copies of documents sent to security holders and security holder requisitions, or to overseas stock exchanges
- Specific disclosures if loans are an asset of the entity
- Information about ownership limits
- Directors' interests
- Record dates for corporate actions, including any changes for a proposed record date.

### 9.1.3 Unlisted disclosing entities and other disclosing entities not subject to s.674

Unlisted disclosing entities (and other disclosing entities not subject to s.674 of the Corporations Act) are subject to continuous disclosure obligations under s.675 of the Corporations Act. Section 675 requires these entities to make material information (i.e. information that would, if available, have a material effect on the price or value of the entities securities) available to ASIC as soon as practicable after becoming aware of it.

[ASIC Regulatory Guide 198](#) *Unlisted disclosing entities: Continuous disclosure obligations* provides guidance on how unlisted disclosing entities should comply with their continuous disclosure obligations under the Corporations Act. Under this Regulatory Guide, ASIC permits unlisted entity to effectively satisfy their continuous disclosure obligations under s.675 by making the information available on the entity's website, rather than lodging the information with ASIC.

In order to take advantage of this alternative, unlisted disclosing entities must:

- Be satisfied that most of its investors are likely to look for information of this kind on its website
- Notify existing and new investors that it makes disclosure available in this way
- Disclose any material information on its website in a timely fashion in accordance with the good practice guidance in the Regulatory Guide.

## 9.2 Concise reports

### 9.2.1 Concise reporting concept

In accordance with s.314(1) a company, registered scheme, retail CCIV sub-fund<sup>98</sup> or disclosing entity (excluding companies limited by guarantee) may elect to provide its members with a concise report instead of a full financial report. However, in accordance with s.316 a member may request the company, registered scheme, retail CCIV or disclosing entity to send the full financial report, directors' report and auditor's report instead of the concise report<sup>99</sup>.

Concise reports were originally introduced with the aim of reducing costs in relation to annual reports. Concise reports aim to provide members with information relevant to evaluating the performance and prospects of the business, without giving them fully detailed accounting disclosures.

The requirements of the Corporations Act relating to concise financial reports are based on the view that a concise financial report can provide members with information relevant to evaluating the business, without giving them fully detailed accounting disclosures. For some members, the provision of less detailed information is expected to be sufficient to meet member's needs for an understanding of the financial performance, financial position and financing and investing activities of the company, registered scheme, retail CCIV sub-fund or disclosing entity. The minimum content required in a concise report is intended to provide sufficient information to permit members to identify if and when they consider it would be useful to obtain more comprehensive and detailed information by requesting a copy of the full financial report.

### 9.2.2 Contents of a concise report

Under s.314(2) a concise report for a financial year consists of:

- A concise financial report prepared in accordance with 'accounting standards made for the purpose of s.314(2)' (being AASB 1039 *Concise Financial Reports*, see section 9.2.4)
- The directors' report
- An audit report
- A copy of any qualification and of any statements included in the emphasis of matter section of the auditor's report on the financial report
- A statement that the report is a concise financial report and a full financial report and auditor's report will be sent to any member free of charge on request.

The Corporations Act does not require the concise financial report to include a directors' declaration. However, to be consistent with the preparation of the full financial report the preparation of a directors' declaration is encouraged.

### 9.2.3 Requirements for the contents of the concise reports

The financial statements and specific disclosures required in a concise financial report must be derived from the financial report of the entity. Any other information included in a concise financial report must be consistent with the financial report of the entity. Where an entity is the parent of a group, AASB 1039 applies to the consolidated financial statements of the entity and the notes to those statements, and does not require that parent financial information be provided.

The directors' report in the concise financial report must be the same as that in the financial report, except that references to notes in the financial statements are omitted. However, where any of the following information has been transferred out of the directors' report into a document forming part of the annual report in accordance with ASIC-CI 2016/188, the concise report must include the documents that contain this information:

- Auditors' independence declaration (s.298(1AA)(c))
- Information to give a true and fair view (s.298(1A))
- General information about operations and activities (s.299)
- Information about the entity's operations, financial position, business strategies and future prospects (s.299A).

In addition, any page references in the directors' report must be updated as necessary.

<sup>98</sup> Under s.1232H, s 314 applies to a retail CCIV in relation to each sub-fund and permits a concise report for a sub-fund.

<sup>99</sup> Certain concessions are available for eligible public companies using crowd-sourced funding (see section 4.3.2)

### 9.2.4 AASB 1039 Concise Financial Reports

The AASB has made AASB 1039 *Concise Financial Reports* (AASB 1039) to be used when preparing concise financial reports under s.314(2).

The purpose of AASB 1039 is to specify the minimum content of a concise report, which is as follows:

- A statement of profit or loss and comprehensive income for the annual reporting period which in terms of AASB 101:10A may be presented as either:
  - A single statement with the profit or loss section presented first followed directly by the other comprehensive income, or
  - In two separate but consecutive statements.
- A statement of financial position as at the end of the annual reporting period
- A statement of cash flows for the annual reporting period
- A statement of changes in equity for the annual reporting period
- Certain specific note disclosure.

Where there are particular features of the operations and activities of the entity that are significant, the entity may need to provide additional information in the concise financial report if it is likely that the concise financial report would be misleading without such disclosures. Similarly, members benefit from industry-specific disclosures, for example, disclosure of additional information by mining companies in relation to exploration and evaluation expenditure and decommissioning costs, and by banks and other financial institutions in relation to doubtful debts.

The content required in a concise financial report is derived from the financial report of the entity. Any other information included in a concise financial report shall be consistent with the financial report of the entity. This means that the accounting policies relating to recognition and measurement applied in the preparation of a concise financial report to be the same as those adopted in the preparation of the financial report (AASB 1039 paragraphs 12 and 13).

Although AASB 1039 prescribes the minimum information to be disclosed in a concise financial report, it does not prescribe the format in which the information is to be presented. The format for the presentation of information in a concise financial report is developed having regard to the particular circumstances of the entity and the presentation of relevant, reliable, understandable and comparable information about the entity's financial performance, financial position and financing and investing activities. Entities are encouraged to develop a format that best meets the information needs of their members (AASB 1039.14).

For the full requirements of AASB 1039, refer to the Standard, which can be found at [www.aasb.gov.au](http://www.aasb.gov.au).

## 9.3 Foreign companies

### 9.3.1 Requirements for registration

In general, foreign companies are not permitted to carry on business in Australia (within the meaning of that term for the purposes of the Corporations Act) unless they are registered (s.601CD). A company becomes registered by lodging Form 402 *Application for registration as a foreign company* with ASIC, together with the prescribed supporting documents. Registered companies are given an Australian Registered Body Number (ARBN) and must have a local agent in Australia.

### 9.3.2 Corporations Act reporting requirements

#### General requirements

Under s.601CK, registered foreign companies are required, at least once in every calendar year, lodge with ASIC a copy of its:

- Balance sheet made up to the end of its last financial year
- Cash flow statement for its last financial year
- Profit and loss statement for its last financial year.

The documents are to be provided in such form and containing such particulars and including copies of such documents as the company is required to prepare under the laws applying in its place of origin. The documents must be accompanied by a statement in writing that the copies are true copies of the documents so required, which is met by using Form 405 *Statement to verify financial statements of a foreign company*.

If ASIC believes the documents do not sufficiently disclose a registered foreign company's financial position, it has the discretion to require a foreign company to lodge additional documents, which may be required to be audited (s.601CK(3)).

More information about the requirements for registered foreign companies can be found in [ASIC Regulatory Guide 58 Reporting by registered foreign companies and Australian companies with foreign shareholders](#) (ASIC RG 58).

#### Where documents are not prepared

Where a registered foreign company is not required by the law of its place of incorporation to prepare a balance sheet, cash flow statement or profit or loss statement, the registered foreign company is required to prepare those documents as if the company were a public company incorporated under the Corporations Act (s.601CK(5), (5A) and(6)).

In this case, the entity would be required to comply with Australian Accounting Standards in preparing these documents, as these standards would apply to public companies incorporated under the Corporations Act.

#### Relief for certain entities

Registered foreign companies are not required to lodge financial reports with ASIC if all conditions of [ASIC Corporations \(Foreign-Controlled Company Reports\) 2017/204](#) are met (see section 4.8.2).

In summary terms, in order to be eligible for relief, the entity must:

- Be subject to similar requirements to those applying to proprietary companies (see section 3.1.2), such as the restriction on the number of shareholders and fundraising
- Not be required to prepare financial statements under the law of its jurisdiction
- Not be a disclosing entity, borrowing corporation or guarantor of a borrowing corporation at any time during the year
- Not be considered 'large' under a test similar to that applied to proprietary companies (see section 3.1.2)
- Either:
  - Not be part of a 'large group' (by reference to revenue, asset and employees), or
  - Is covered in consolidated financial statements for the whole financial year lodged with ASIC by a company, registered foreign company or disclosing entity controlling the entity for the entire financial year.

Entities eligible for relief must still lodge an annual return with ASIC using ASIC Form 406 *Annual return of a foreign company*.



### Specific relief for New Zealand entities

s.601CDA(a) permits the regulations to prescribe particular countries for which the foreign company requirements of the Corporations Act, insofar as they apply to the requirement to lodge documents or copies of documents, do not apply. Corporations Regulation 5B.2.05 *Prescribed countries (Act s 601CDA(a))* currently lists New Zealand as the only prescribed country for these purposes.

Accordingly, a New Zealand company that carries on business in Australia is not required to lodge information or a copy of a document with ASIC under s.601CK if the company has given the information or a copy of the document to an authority equivalent to ASIC in New Zealand.

### 9.3.3 Foreign companies listed on the ASX

The ASX Listing Rules permit foreign companies to list on the ASX. One of the requirements for such entities to be listed is that the entity is a registered foreign company carrying on business in Australia under the Corporations Act.

In some cases, a foreign company may list on the ASX as an 'ASX Foreign Exempt Listing' where the entity is listed on a foreign exchange, is subject to listing rules (or their equivalent) in its home exchange, and meets various other conditions. Entities that are listed on the ASX as a 'ASX Foreign Exempt Listing' are not required to comply with the periodic reporting requirements of the ASX Listing Rules (see section 4.9.2). Instead, such entities are required to immediately provide to the ASX all the information that it provides to its home exchange and also make an annual statement that it continues to meet the listing rules of its home exchange (ASX Listing Rules 1.11-1.15).

Other foreign entities are required to comply with the ASX Listing Rules as appropriate, including the periodic reporting requirements under Chapter 4 of the ASX Listing Rules (see section 4.9.2). These rules include some modifications to the general requirements, including:

- Permitting entities to utilise accounting standards other than those applying in Australia when preparing financial information, so long as those accounting standards are acceptable to the ASX
- Requiring the lodgement of annual reporting documents the entity lodges under s.601CK of the Corporations Act in lieu of financial reports under Part 2M.3 of the Corporations Act
- Requiring the lodgement of half-year reporting documents the entity lodges under the law in its home jurisdiction rather than those required by the Corporations Act<sup>100</sup>.

### 9.3.4 Foreign residents operating a permanent establishment in Australia

In accordance with s.3CA of the Tax Administration Act, foreign residents that operate a permanent establishment in Australia are subject to a requirement to lodge GPFS with the ATO.

In general, a foreign resident that is a member of a consolidated group whose annual global income exceeds A\$1 billion will be subject to the requirement, unless the entity is otherwise required to lodge, and lodges, GPFS with ASIC.

More information about the GPFS requirements can be found in section 4.11.

In addition, foreign entities operating permanent establishments in Australia should also consider voluntary reporting under the Tax Transparency Code (see section 9.4).

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<sup>100</sup> Where the entity is not required to prepare half-year reports under the law in its home jurisdiction, it is required to prepare such reports under Chapter 4 of the ASX Listing Rules.

## 9.4 Tax transparency reporting



### Federal government proposals for mandatory tax transparency reporting

In August 2022, the Federal Government published a [consultation paper](#), *Multinational Tax Integrity and Tax Transparency*. Comments on the consultation paper closed on 2 September 2022. As part of the consultation, feedback was sought on whether legislating the Tax Transparency Code to include country-by-country reporting would provide a suitable basis for a mandatory transparency reporting framework.

Furthermore, feedback was requested that if the Tax Transparency Code was used as a basis for mandating country-by-country reporting in Australia, whether there are additional tax disclosures that multinational enterprises should be required to report, such as related party expenses, intangible assets, deferred tax and effective tax rate per jurisdiction.

As part of the October 2022 Federal Budget, the Federal Government announced:

- Large multinationals (defined as significant global entities) would be required to prepare for public release of certain tax information on a country by country (CbC) basis and a statement on their approach to taxation, for disclosure by the ATO
- Australian public companies (listed and unlisted) would be required to disclose information on the number of subsidiaries and their country of tax domicile.

The proposals have not advanced as at the date of finalisation of this publication.

The information below discusses the requirements of the existing Tax Transparency Code.

### 9.4.1 Background

The Federal Government Board of Taxation released its voluntary [Tax Transparency Code](#) in February 2016. The code was developed by the Board of Taxation in response to a request from the Federal Government:

- To encourage large and medium-sized businesses to publicly disclose their tax affairs to highlight those that are paying their fair share and to encourage all businesses not to engage in aggressive tax avoidance
- For large businesses to take the lead, to become more transparent and help educate the public about their compliance with Australia's tax laws.

The Code is set of principles and minimum standards to guide disclosure of tax information by businesses. Although it is voluntary, the Federal Government expects responsible large and medium business operating in Australia to adopt the Code.

There is no prescribed timing for the release of annual tax transparency code reports and they are generally published on an entity's website. Signatories to the code are encouraged to notify the ATO after publishing a tax transparency report on their website<sup>101</sup>.

The Board of Taxation undertook a post-implementation review of the code in 2018 and subsequently published a [consultation paper](#) in 2019 that proposed amendments to the code, to expand the minimum standards and clarify a number of other matters. An appendix to the consultation paper outlines the proposed updated Tax Transparency Code. At the date of finalisation of this publication (28 October 2022) an updated version of the code had not been released.

As part of development of the code, the Board of Taxation requested the AASB to develop guidance to assist entities to meet certain aspects of the code. The AASB issued an [Invitation to Comment](#) in 2017 containing draft guidance to assist entities, but has not finalised the guidance at the date of this publication<sup>102</sup>.

<sup>101</sup> The ATO has [published information](#) about its involvement in tax transparency code reporting.

<sup>102</sup> As part of its [Agenda Consultation 2022-2026](#), the AASB noted that the draft guidance had been issued in 2017 and noted that further work on the guidance may form part of its ongoing work program. Comments on the consultation closed on 18 February 2022. In its [Feedback Statement](#)

The draft AASB guidance explains how to apply accounting concepts in the development of disclosures in accordance with the code, outlines how to calculate various amounts, discusses audit implications of the amounts, and outlines considerations for entities in determining whether to include disclosures in their financial report. An appendix also includes illustrative disclosures.

### 9.4.2 Classification of entities for the purposes of the code

The classification of entities for the purposes of the code depends on the entity's 'TTC Australian turnover'. This is determined based on turnover arising in Australia, as follows:

- For Australian headquartered businesses – the turnover of the Australian entity, or the tax consolidated group headed by the Australian parent
- For foreign multinational businesses – the turnover of the accounting consolidated group headed by the foreign parent to the extent the turnover relates to any Australian entity or Australian tax-consolidated group, or is attributable to a permanent establishment in Australia.

There are two categories of entities for the purposes of the code, as follows:

Classification	TTC Australian turnover
Large business	A\$500 million or more
Medium business	More than A\$100 million but less than A\$500 million




Because of the way in which 'TTC Australian turnover' is defined, there may be number of entities within a group that may be impacted. The code does not prescribe the level of aggregation at which these groups of entities may choose to report (e.g. a consolidated report is acceptable).

### 9.4.3 Key disclosures

The table below outlines the key disclosures in the code. The code identifies a number of disclosures as being a 'minimum' requirement and also notes additional disclosure that may be included depending on the entity's circumstances. Note that this summary does not include the proposed amendments in the Board of Taxation 2019 consultation paper (as they have not been finalised):

Code part	Information to disclose	Minimum requirement?	Large businesses	Medium businesses
<b>Part A</b>	A reconciliation of accounting profit to income tax expense, and from income tax expense to income tax paid or income tax payable (identifying temporary and non-temporary differences)			
	An Australian accounting effective tax rate (ETR) and a global ETR for the worldwide accounting consolidated group calculated based on company tax expense			
	An additional ETR based on total tax expense, including taxes other than income tax (particularly in some industries)			
<b>Part B</b>	The tax policy, tax strategy and governance summary should provide information about the business's tax policy or tax strategy, including its: <ul style="list-style-type: none"> <li>• Approach to risk management and governance arrangements</li> <li>• Attitude towards tax planning</li> <li>• Accepted level of risk in relation to taxation</li> <li>• Approach to engagement with the ATO.</li> </ul>			

on the agenda consultation issued in August 2022, in response to a possible accounting standards research project on AASB 112 and tax transparency, the statement notes "many respondents suggested further research is needed to understand whether disclosure requirements under AASB 112 meet user needs" but this project is not listed as being retained in, or explicitly removed from., the AASB's work programme.

Code part	Information to disclose	Minimum requirement?	Large businesses	Medium businesses
<b>Part B (cont)</b>	Additional information identified as of interest to the community: <ul style="list-style-type: none"> <li>An overview of the business's operations (perhaps adapted from the directors' report)</li> <li>Its approach to engagement with other tax authorities</li> <li>A description of the assurance regimes it is subject to, e.g. internal audit, external audit, Advance Compliance Agreements, Advance Pricing Arrangements and ATO pre-lodged compliance review.</li> </ul>			
	A tax contribution summary, with core and optional elements: <ul style="list-style-type: none"> <li>Disclosure of Australian corporate income tax</li> </ul>			
	<ul style="list-style-type: none"> <li>Disclosure of other Australian taxes and imposts paid to government, for example Petroleum Resource Rent Tax, royalties, excises, payroll taxes, stamp duties, fringe benefits tax and state taxes</li> <li>Disclosure of government imposts collected by the business on behalf of others, e.g. GST and Pay As You Go withholding taxes.</li> </ul>			
	An international related party dealings summary should provide a qualitative disclosure of key categories of dealings with offshore related parties which have a material impact on the business's Australian taxable income, including the nature of material categories of dealings and the country in which the related party is located.			



An illustrative example of how a Tax Transparency Report can be presented is set out in our *Tier 1 models and reporting considerations* publication, available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models).

## 9.5 Payment times reporting scheme

### 9.5.1 What is the Payment Times Reporting Scheme?

The Payment Times Reporting Scheme (PTRS) was introduced by the *Payment Times Reporting Act 2020* (and other enabling legislation) and is designed to provide transparency on when larger businesses pay their small business suppliers. The scheme commenced on 1 January 2021.

Under the PTRS, captured entities are required to report every six months of their income year, and submit the necessary reports with three months of the end of each period. Reporting is done through an online portal and reported information is available through the [Payment Times Reports Register](#).

### 9.5.2 Entities required to report under the PTRS

Business that are constitutionally covered, run a business in Australia and earn over \$100 million in annual income are required to report under the PTRS. In addition, the PTRS applies to:

- Entities earnings over \$10 million total annual income that are members of a controlling corporation with over \$100 million in combined income. (The PTRS requires businesses to report at an individual level rather than on a consolidated basis, in order for small businesses to obtain information about the payment performance of individual businesses in a group). Group reporting is available in certain circumstances
- Commonwealth companies and corporate entities that earn over \$100 million total income a year.

Entities registered with the ACNC under the ACNC Act are not required to report, but can choose to do so.

### 9.5.3 Information reported under the PTRS

Consistent with the objective of the PTRS, the information reported under the scheme is focused on payment terms and information. In broad terms, the types of information reported include:

- Information about the entity, any group membership and the period for which information is being reported
- The standard payment period for small suppliers in calendar days, and any changes in those payment periods
- The shortest and longest actual standard payment periods, and any changes
- The proportion of invoices paid, and the value of invoices paid, within 20 days, 21-30 days, 31-60 days, 61-90 days, 91-120 days and more than 120 days
- Information about invoice and tendering practices
- The proportion of all small business invoice payments to all invoice payments
- Information about any supply chain financing arrangements that are provided or used for small business suppliers.

More information about the disclosures required can be found on the [Payment Times Reporting Regulator website](#).

### 9.5.4 Interaction with financial reporting requirements

Whilst the PTRS is not primarily a financial reporting obligation, it is important to consider consistency between information of information contained in the entity's PTRS reporting and financial reporting.

For example, the scheme requires details of supply chain finance that is provided or used with small business suppliers. From a financial reporting perspective, there is continuing support for clear and transparent disclosure of the impacts of supply chain financing arrangements in financial reports, particularly in light of the [December 2020 IFRIC agenda decision](#) on supply chain financing arrangements and [IASB proposals](#) for additional disclosure on these arrangements. Accordingly, entities should ensure the information provided under the PTRS is consistent with these disclosure requirements.

## 9.6 Relevant financial reporting

### 9.6.1 The purpose of financial reporting

There is a widely held perception amongst both preparers and users that financial reports are less relevant than they could be. Over the years, the piecemeal addition of new disclosure requirements combined with the use of technical jargon and/or boilerplate language has, in many cases, led to financial statements that are unwieldy, lacking in coherency and therefore difficult to understand.

There has been a continued push by both Australian and international regulators and standard setters towards encouraging meaningful communication rather than just compliance in financial reporting. For instance, ASIC has stated it encourages efforts to communicate information more clearly in financial reports and will not pursue immaterial disclosures that may add unnecessary clutter to financial reports.

The purpose of 'relevant financial reporting' is to improve financial statement disclosure, thereby enabling the directors to tell their 'story' in a more effective manner and to ensure that users are provided with relevant and reliable information that is useful. With this as the focus, there is a range of ways to make financial statements more relevant from 'quick wins' to a 'complete overhaul'.

### 9.6.2 Impact of the IASB disclosure initiative

The IASB's disclosure initiative project is implementing improvements to IFRS Accounting Standards to assist entities in making more relevant disclosure in their financial reports.

AASB 101 *Presentation of Financial Statements* notes that entities are able to use judgements when applying an Australian Accounting Standard when determining what information to disclose in their financial statements. The Standard provides guidance on the application of materiality to financial statements, aggregation, disaggregation and sub-totals in the primary financial statements and the ordering and grouping of the notes to the financial statements.

For example, paragraph 114 of AASB 101 provides the following examples of systematic ordering or grouping of the notes:

- Giving prominence to the areas of its activities that the entity considers to be most relevant to an understanding of its financial performance and financial position, such as grouping together information about particular operating activities
- Grouping together information about items measured similarly such as assets measured at fair value
- Following the order of the line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position.

Entities should exercise judgement when considering how to apply the disclosure requirements of AASB 101 in order to provide relevant information to users and to enhance the understandability and comparability of its financial statements, taking into account regulatory requirements where appropriate.

In addition, the IASB and AASB have issued Practice Statement 2 *Making Materiality Judgements*. The Practice Statement provides guidance on the general characteristics of materiality, a four-step process entities can use in making materiality judgements, and guidance on how to make materiality judgements in specific circumstances. Both boards have also issued amendments to AASB 108/IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* clarifying the definition of material (AASB 2018-7 *Amendments to Australian Accounting Standards – Definition of Material* in the case of the AASB).

Furthermore, the IASB and AASB have released further amendments to AASB 101/IAS 1 *Presentation of Financial Statements* and AASB 108/IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* to clarify the definition of accounting estimates and to improve accounting policy disclosures so that they provide more useful information to investors and other primary users of the financial statements (AASB 2021-2 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates* and equivalent amendments in respect of Simplified Disclosures in AASB 2021-6 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies: Tier 2 and Other Australian Accounting Standards*). In particular, the amendments require companies to disclose their *material* accounting policy information rather than their *significant* accounting policies and provide guidance on how to apply the concept of materiality to accounting policy disclosures.

For example, standardised information or information that only duplicates or summarises the requirements of Australian Accounting Standards are less useful to users of financial statements. However, an entity is likely to consider accounting policy information material to its financial statements if that information relates to material transactions, other events or conditions and the accounting policy:

- Has changed during the period
- Was chosen from alternatives permitted by Australian Accounting Standards
- Was developed in accordance with AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors* in the absence of an Australian Accounting Standard that specifically applies
- Relates to an area for which the entity is required to make significant judgements and assumptions
- Relates to complex accounting, and users of the entity's financial statements would otherwise not understand the relating transactions, other events or conditions.

Except for the amendments to AASB Practice Statement 2 (which provide non-mandatory guidance and therefore do not have an effective date), the amendments made by AASB 2021-2 and AASB 2021-6 are applicable to annual reporting period beginning on or after 1 January 2023. Early adoption is available and may be attractive for many entities seeking to reduce the amount of accounting policy information included in their financial reports.

The IASB continues to explore additional sub-projects in its overall disclosure initiative project, and further amendments and guidance are expected in the future.

### 9.6.3 Techniques that entities can use

Examples of techniques that can be applied to create relevant financial reporting are shrink, structure and sharpen:

#### Shrink

- Remove 'boiler-plate' accounting policy narrative that is not applicable to the client (particularly where the amendments in AASB 2021-2 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates* or AASB 2021-6 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies: Tier 2 and Other Australian Accounting Standards* are applied). Do not disclose accounting policies that might only become relevant in the future
- Only discuss Australian Accounting Standards that have been issued, but that are not yet effective, where these are material to the entity
- Tailor disclosures about significant judgements and estimates to only include those items that have a material impact on the financial statements
- Remove immaterial note disclosures (for example, disclosure of prepayments and disclosure of insignificant defined benefit schemes)
- Apply materiality assessments to financial instrument disclosures and other disclosures
- Make use of cross-referencing to avoid repetition within the financial report
- Make reductions through the creative use of tables, graphs, graphics and font.

#### Structure

- Reorder disclosures in order of importance with the most relevant information presented first. For example, notes relating to performance presented first, with notes relating to less material items presented last
- Group related notes together. For example:
  - Performance notes (segment report, revenue and expenses, taxation and working capital)
  - Group structure notes (business acquisitions, subsidiaries, deed of cross guarantee and parent entity information)
- Include accounting policy narrative within the note to which it relates. For example, include the property, plant and equipment accounting policy within the property, plant and equipment note
- Improve structure through the creative use of tables, graphs, graphics and font
- Include details of significant estimates and judgements within the note to which they relate.

#### Sharpen

- Tailor disclosures to describe the actual circumstances of the company
- Avoid the use of generic 'boiler plate' language
- Replace accounting jargon and technical language with plain English. For example, use short sentences, full terms instead of abbreviations, simple language and active voice in written narrative
- Improve the design through creative use of tables, graphs, graphics, colour and font.

The key message of relevant financial reporting is to ensure that the disclosures are relevant to the entity's specific circumstances. Each entity is different and the key disclosures will accordingly be different for every entity.

The example disclosures on the following pages are intended as an example of the techniques used in preparing relevant financial reports. Certain disclosures have been reduced or removed as they are not considered material or relevant in the context of the entity's circumstances. However, other entities may find the example disclosures do not represent the best way to present their particular circumstances and instead develop their own disclosures using the techniques illustrated, rather than focusing on the disclosures as a 'boilerplate' for how to produce relevant financial reports.

### 9.6.4 Illustrative disclosure

In order to assist entities applying the techniques outlined in this section to create relevant financial reports, below is an illustrative disclosure of Note 19 - *Property, plant and equipment* presented in our Tier 1 model financial statements for financial years ending on 31 December 2020.

The example below is suitable as a **guide** only. Entities should consider their respective circumstances and amend and adapt the disclosures as necessary. We recommend that you compare the below illustrative disclosure with the illustrative disclosure in Note 19 of our Tier 1 model financial statements in order to better understand the differences between the two illustrative disclosures.

**Source**

## International GAAP Holdings Limited Assets and liabilities used in operations

...

### Note 19. Property, plant and equipment

Applying the techniques to create relevant financial reporting, the group has **structured** its financial statements by grouping the notes into the below categories. The property, plant and equipment note is included in the 'Assets and liabilities used for operations' category:

- Financial performance
- Assets and liabilities used for operations
- Capital structure and risk management
- Other

AASB 116:73(a)  
AASB 116:73(d),(e)  
AASB 116:74 (b)

AASB 116:73(d)  
AASB 116:73(d)  
AASB 13:93(e)

AASB 13:93(e)

	Land and buildings \$'000	Plant and machinery \$'000	Fixtures and fittings \$'000	Total \$'000
<b>Year ended 31 December 20X0</b>				
<b>At 1 January 20X0</b>				
Gross carrying amount				
Accumulated depreciation and impairment loss				
Carrying amount				
Additions				
Disposals				
Depreciation				
Exchange differences				
Others [describe]				
<b>Balance at 31 December 20X0</b>				





## Note 19. Property, plant and equipment (continued)

AASB 116 *Property, Plant and Equipment* does not specifically require a reconciliation of both the gross carrying amount and accumulated depreciation and impairment. The disclosure requirements include the following:

AASB 116:73(d)

- The gross carrying amount and the accumulated depreciation (aggregated with accumulated impairment losses) at the beginning and end of the period

AASB 116:73(e)

- A reconciliation of the carrying amount at the beginning and end of the period showing the movements during the period (set out in AASB 16.73(d)).

The Group has **changed the structure** of its financial statements by including accounting policies in the relevant subsection of the property, plant and equipment note. Furthermore, the Group has **shrunk** the property, plant and equipment accounting policy by disclosing only key accounting policies and not including details of accounting policies where there is no accounting policy choice under Australian Accounting Standards. As an alternate the Group could include all key accounting policies in a separate subsection in the property, plant and equipment note.

### Freehold land and buildings

AASB 116:73(a),(b),  
77(a), (b)

AASB 13:91(a), 93(d),  
93(h)(i)

Freehold land and buildings are measured at fair value such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

Qualified independent valuers [*Name of valuers*] were engaged in the current and prior year to perform the valuations.

Land valuations are based on the comparisons with transactions of similar property and are a 'Level 2' fair value measurement. The fair value of buildings is estimated based on adjusted estimated replacement costs and are a 'Level 3' fair value measurement. These valuation methods are significantly impacted by market prices for land and by changes in construction costs and notional depreciation factors for buildings.

### Assets pledged as security

AASB 116:74(a)

Freehold land and buildings with a carrying amount of \$ \_\_\_\_ (20X0: \$ \_\_\_\_ ) have been pledged to secure borrowings of the Group (see note \_\_\_\_ ). The Group is not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

In addition, the Group's obligations under finance leases (see note 36), all of which relate to plant and machinery and have a carrying amount of \$ \_\_\_\_ (20X0: \$ \_\_\_\_ ), are secured by the lessors' title to the leased assets.

The group has **shrunk** its property, plant and equipment note by making use of cross-referencing to avoid repetition within the financial report and focusing the disclosures on those that are considered most material and relevant to the entity's circumstances. In addition, information about the fair value hierarchy has been incorporated into the narrative, as this valuation approach applies to both land and buildings and to each of those classes in their entirety and so the amounts are evident from the reconciliation amount above.

However, in doing this it is important that the relevant disclosures required by AASB 116 are disclosed where they are material or relevant to the entity's specific circumstances (e.g. information about the original cost of property, plant and equipment measured on the fair value basis, detailed information about significant inputs and other factors affecting the fair value of property, plant and equipment, the existence and amounts of restrictions on title, and property, plant and equipment pledged as security for liabilities, or other requirements).

## Note 19. Property, plant and equipment (continued)

The Deloitte Tier 1 model financial statements indicate that “There were no transfers between Level 1 and Level 2 during the year.” (AASB 13.93(c)). AASB 13 *Fair Value Measurement* does not specifically require (or recommend) a statement to be disclosed where there have been no transfers of amounts between Level 1 and Level 2 of the fair value hierarchy. Therefore the group has **shrunk** its financial statements by removing this disclosure.

### Impairment losses recognised in the year

AASB 136:130(a)-(g)

During the year, as the result of the unexpected poor performance of a manufacturing plant, the Group carried out a review of the recoverable amount of that manufacturing plant and the related equipment. These assets are used in the Group’s [name segment] reportable segment. The review led to the recognition of an impairment loss of \$ \_\_\_\_, which has been recognised in profit or loss. The Group also estimated the fair value less costs of disposal of the manufacturing plant and the related equipment, which is based on the recent market prices of assets with similar age and obsolescence. The fair value less costs of disposal is less than the value in use and hence the recoverable amount of the relevant assets has been determined on the basis of their value in use. The discount rate used in measuring value in use was \_\_\_\_ per cent per annum. No impairment assessment was performed in 20X1 as there was no indication of impairment.

AASB 136:131

Additional impairment losses recognised in respect of property, plant and equipment in the year amounted to \$ \_\_\_\_. These losses are attributable to greater than anticipated wear and tear. Those assets have been impaired in full and they belonged to the Group’s [name segment] reportable segment.

AASB 136:126(a)

The impairment losses have been included in profit or loss in the (other expenses/cost of sales] line item.

The group has **shrunk** the impairment disclosure by including, what it considers to be material information.

As an alternate, the group could **change the structure** its property, plant and equipment note by including information about the impairment of property, plant and equipment in a separate note which discloses the required information about the impairment of goodwill and all non-financial assets.

AASB 101:125, 129

### Key estimates

During the current year, the directors determined that the useful lives of certain items of equipment should be shortened, due to developments in technology.

The financial effect of this reassessment, assuming the assets are held until the end of their estimated useful lives, is to increase the depreciation expense in the current financial year and for the next 3 years, by the following amounts:

Year ending	\$'000s
20X1	
20X2	
20X3	
20X4	

The Group has **changed the structure** of its financial statements by including key sources of estimation uncertainty in the relevant note.

As an alternate the key judgements and estimations could be incorporated in the relevant sub-section of the property, plant and equipment note (as opposed to in a separate sub-section of the property, plant and equipment note).

# 10 Deloitte model financial statements

Deloitte Touche Tohmatsu has designed various model financial statements which can be used as a guide to assist the majority of entities meet their general financial reporting requirements.

## Roadmap to this section

Topic	What is covered	Who does it apply to?
10.1 Summary of Deloitte model financial statements	A summary of the various editions of our model financial statements	Entities preparing financial reports
10.2 Other considerations	Other considerations in relation to model financial statements, including a discussion of entities applying Reduced Disclosure Requirements and the availability of global resources	Entities preparing financial reports

## 10.1 Summary of Deloitte model financial statements

The table below summarises our available model financial statements:

Series	Applicable to	When updated
<b>Tier 1 models and reporting considerations publication</b>	Entities with public accountability (see section 5.4.4) and other entities choosing to apply Tier 1	For December (with update of Australian-specific information for June)
<b>Tier 2 model financial report</b> (Reduced Disclosure Requirements, see section 10.2.2)	Entities adopting Simplified Disclosures and applying AASB 1060 <i>General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Entities</i>	For June
<b>Model half-year financial report</b>	Listed entities and other disclosing entities (see section 3.3.1) and other entities choosing to apply AASB 134 <i>Interim Financial Reporting</i>	For December
<b>Special purpose model financial statements</b>	Prior to July 2021, entities that are not reporting entities (see section 5.3.2). From July 2021, certain not-for-profit entities that are not reporting entities and certain private sector for-profit entities that meet specific criteria (see section 5.8.2)	As needed
<b>Illustrative AASB 1056 financial report for superannuation entities</b>	Superannuation entities applying AASB 1056 <i>Superannuation Entities</i>	As needed
<b>Model managed investment scheme annual report</b>	Managed investment schemes	As needed



The model financial statements referred to in the above table are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models)

## 10.2 Other considerations

### 10.2.1 Checklists

We also produce the following checklists:

- **Tier 1 financial reporting checklist.** This is a guide to required accounting, presentation and disclosure under International Financial Reporting Standards (IFRS® Accounting Standards) and Australian-specific requirements for Tier 1 entities
- **Tier 2 Simplified Disclosures checklist.** This is a guide to required presentation and disclosure under Simplified Disclosures.



The latest versions of the Tier 1 financial reporting checklist and Tier 2 Simplified Disclosures checklist are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models)

### 10.2.2 Entities applying RDR

Entities preparing RDR are exempt from some of the disclosure requirements applicable to Tier 1 entities as set out in Australian Accounting Standards (as illustrated in the Tier 1 model financial statements).

The Australian Accounting Standards set out disclosure requirements from which Tier 2 entities applying RDR are exempt by shading the exempted requirements and adding special 'RDR' paragraphs. RDR was replaced by 'Australian Accounting Standards – Simplified Disclosures' with effect from annual reporting periods beginning on or after 1 July 2021 (see section 5.5.6).

Recent editions of our Tier 1 model financial statements include disclosures that apply to Tier 1 GPFS. They **do not** illustrate the disclosures applicable to Reduced Disclosure Requirements GPFS.



Entities applying RDR to financial reporting periods ending before 1 July 2021 should refer to the 2019 and earlier editions of our model financial statements, which are available at [www.deloitte.com/au/models](http://www.deloitte.com/au/models)

### 10.2.3 IFRS model financial statements and checklists

In addition to the Australian model financial statements discussed in this section, global IFRS model financial statements and comprehensive IFRS checklists are available. These resources provide guidance that Australian entities may find useful as a reference in preparing their own financial statements.



The global editions of our IFRS model financial statements and checklists are available at [www.iasplus.com/models](http://www.iasplus.com/models).

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