

## Basis for Conclusions on AASB 2019-4

*This Basis for Conclusions accompanies, but is not part of, AASB 1054. The Basis for Conclusions was originally published with AASB 2019-4 Amendments to Australian Accounting Standards – Disclosure in Special Purpose Financial Statements of Not-for-Profit Private Sector Entities on Compliance with Recognition and Measurement Requirements.*

### Introduction

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BC1 This Basis for Conclusions summarises the Australian Accounting Standards Board’s considerations in reaching the conclusions in this Standard. It sets out the reasons why the Board developed the Standard, the approach taken to developing the Standard and the bases for the key decisions made. In making decisions, individual Board members gave greater weight to some factors than to others.

### Background

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#### Reasons for issuing this Standard

BC2 Australia is the only jurisdiction with a ‘reporting entity’ concept that effectively permits entities to self-assess what type of financial reporting they do when they are required by legislation or otherwise (such as by a constitutional document) to prepare financial statements in accordance with Australian Accounting Standards (issued by the Australian Accounting Standards Board). Therefore, unlike other jurisdictions, in Australia two similar entities might prepare very different sets of financial statements, one preparing general purpose financial statements using a robust and consistent framework, and the other preparing special purpose financial statements with self-selected requirements. The Board notes that the self-selection is subject to some constraints, imposed by paragraphs 7 and 10 to 12 of AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*.

BC3 Appendix A of AASB 1053 *Application of Tiers of Australian Accounting Standards* defines what a reporting entity is,<sup>1</sup> and Statement of Accounting Concepts SAC 1 *Definition of the Reporting Entity* also sets out the reporting entity concept. Paragraph 41 of SAC 1 states that “Reporting entities shall prepare general purpose financial reports.”<sup>2</sup> In relation to a group, SAC 1 states in paragraph 17 that “the group, which may be termed an economic entity, will be a reporting entity where there exist users dependent on general purpose financial reports for making and evaluating resource allocation decisions regarding the collective operations of the group of entities”.

BC4 An entity that assesses itself to be a non-reporting entity can therefore prepare special purpose financial statements, which are not necessarily consistent, comparable, transparent or enforceable. In particular, special purpose financial statements do not always comply with the recognition and measurement requirements<sup>3</sup> in Australian Accounting Standards and nor do they always disclose that fact. The Board is aware of the view of some, that this situation is acceptable because, by inference, users of special purpose financial statements can demand any information they need. However, the Board has received feedback that in practice that is often not the case. The Board determined that users should be provided with adequate information to enable them to confidently assess an entity’s level of compliance with the recognition and measurement requirements in Australian Accounting Standards in special purpose financial statements or be alerted to areas where this has not been assessed, and is therefore unclear. Such disclosures are expected to better support users in identifying where additional information is required.

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1 “Reporting entity means an entity in respect of which it is reasonable to expect the existence of users who rely on the entity’s general purpose financial statements 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.” AASB 1053, Appendix A.

2 A “‘general purpose financial report’ means a financial report intended to meet the information needs common to users who are unable to command the preparation of reports tailored so as to satisfy, specifically, all of their information needs”. SAC 1, paragraph 6.

3 For those entities that are required to prepare and lodge financial statements with the Australian Securities and Investments Commission (ASIC) by Part 2M.3 of the *Corporations Act 2001*, and who are preparing special purpose financial statements, paragraph 2 of ASIC Regulatory Guide 85 *Reporting requirements for non-reporting entities* states “... ASIC believes that non-reporting entities, which are required to prepare financial reports in accordance with Chapter 2M of the *Corporations Act 2001* (Act), should comply with the recognition and measurement requirements of accounting standards”. For those entities that are required to prepare and lodge financial statements with the Australian Charities and Not-for-profits Commission (ACNC), section 60.10(3) of ACNC Regulations requires financial statements and notes give a ‘true and fair view’, and the determination is required by the charity as well as the auditors in their audit report.

- BC5 In developing this Standard, the Board considered the findings of AASB Research Report 11 *Review of Special Purpose Financial Statements: Large and Medium Sized Australian Charities* and feedback obtained from the not-for-profit private sector regarding the public interest nature of the sector and the needs of financial statement users with regard to the consistency and transparency of special purpose financial statements.
- BC6 The research examining the reporting practices of large and medium charities lodging financial statements with the ACNC in 2016 estimates that approximately 36% of those charities declared that they were preparing special purpose financial statements based on data obtained from the 2016 Annual Information Statements lodged with the ACNC. It is estimated that, of those charities preparing and lodging special purpose financial statements, approximately 26% state compliance with recognition and measurement requirements in Australian Accounting Standards. 30% state non-compliance with the recognition and measurement requirements in Australian Accounting Standards. It is not clear for the remaining 44% whether or not they complied with the recognition and measurement requirements in Australian Accounting Standards.<sup>4</sup> Research also indicates that there are issues with the accuracy of charities stating they are preparing general purpose financial statements.<sup>5</sup>
- BC7 In addition to it being difficult for the researchers to understand the extent of alignment of an entity's accounting policies to the recognition and measurement requirements in Australian Accounting Standards, the researchers were also unable to ascertain whether or not an entity had fully consolidated its subsidiaries or equity accounted all its investments in associates and joint ventures.
- BC8 The Board discussed the results of the research outlined above and also feedback obtained from respondents to user surveys, along with evidence supporting the existence of users of financial statements, including special purpose financial statements.<sup>6</sup> The Board also noted the importance of consistency, comparability, transparency and enforceability in financial reporting to special purpose financial statement users, and that at times users and other stakeholders were unaware that some special purpose financial statements (where the preparation of financial statements in compliance with Australian Accounting Standards is required by legislation or otherwise) did not comply with all the recognition and measurement requirements in Australian Accounting Standards including consolidation. Adoption of the new disclosures in this Standard helps address these issues.
- BC9 The Board was also particularly concerned that the quality of disclosures in a significant number of special purpose financial statements is not adequate to enable a user to determine what additional information they might need. As noted in paragraph BC6 above research indicated that, for 44% of medium and large charities lodging special purpose financial statements with the ACNC, it was unclear to the academics conducting the research whether or not the entities in question complied with the recognition and measurement requirements in Australian Accounting Standards. The Board considers this to be unacceptable given the feedback received from users regarding consistency and transparency of special purpose financial statements including comparability of the recognition and measurement requirements (refer paragraph BC5 above).
- BC10 In light of the Board's current broader project proposing to remove the ability for certain entities to prepare special purpose financial statements when they are required to comply with Australian Accounting Standards,<sup>7</sup> the Board considered whether it was necessary and timely to require an entity preparing special purpose financial statements to disclose whether or not the accounting policies applied in the financial statements comply with all the recognition and measurement requirements in Australian Accounting Standards. These new disclosures are an interim measure aimed at addressing these concerns given the project proposing to remove special purpose financial statements will take some time, particularly for the not-for-profit entities.
- BC11 In considering whether such disclosure was necessary, the Board also considered whether any existing disclosure requirements in Australian Accounting Standards or other pronouncements required the disclosure of similar information.
- BC12 The Board noted that paragraph 117 of AASB 101 *Presentation of Financial Statements*, which applies not only to general purpose financial statements but also directly to the special purpose financial statements of

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4 Research Report 11.

5 Appendix 2, Research Report 11.

6 Financial statements lodged with the ACNC are available from the ACNC's website for no cost, therefore it is reasonable to expect that financial statements are being accessed by public users. Research Report 11 noted that of the approximately 16,000 charities lodging financial statements with the ACNC in 2016, approximately one third declared that they were preparing special purpose financial statements.

7 This project proposes to remove ability for certain entities to prepare special purpose financial statements when they are required to comply with Australian Accounting Standards via a phased approach, firstly in relation to for-profit entities and, in due course, in relation to not-for-profit entities.

entities required to prepare financial reports in accordance with the *Corporations Act 2001*,<sup>8</sup> requires an entity to disclose its significant accounting policies. The Board also noted that, where it applies, paragraph 6.1 of Accounting Professional and Ethical Standard APES 205 *Conformity with Accounting Standards* (October 2015) issued by the Accounting Professional and Ethical Standards Board (APESB) also requires that an entity's special purpose financial statements clearly identify "the significant accounting policies adopted in the preparation of the special purpose financial statements".<sup>9</sup> The Board however noted that while these disclosures provide information about an entity's accounting policies, they would not necessarily provide users with sufficient information about an entity's compliance with all the recognition and measurement requirements in Australian Accounting Standards.

- BC13 On the basis of the considerations outlined in paragraphs BC2-BC12 above, the Board decided that an amendment to Australian Accounting Standards to require entities to disclose an explicit statement as to whether or not the accounting policies applied in the financial statements comply with all the recognition and measurement requirements in Australian Accounting Standards was urgently needed to provide greater transparency to users of publicly lodged special purpose financial statements and to improve the comparability of special purpose financial statements. The Board also acknowledged that disclosure of this information is not sufficient to address the problems of special purpose financial reporting, however it provides a practical interim means of improving the quality of information provided to users of special purpose financial statements.
- BC14 The Board noted that, when preparing the required disclosure, entities would need to consider how their existing accounting policies compare with all the recognition and measurement requirements in Australian Accounting Standards. While the Board confirmed that the amendment would not require an entity to change its existing accounting policies, understanding how closely the entity's existing accounting policies are aligned to the recognition and measurement requirements in Australian Accounting Standards would also help entities assess the impact of any future transition from special purpose financial statements to general purpose financial statements.

## Issue of Exposure Draft ED 293

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- BC15 The Board's proposals with respect to the disclosures in special purpose financial statements finalised in this Standard were exposed for public comment in July 2019 as part of Exposure Draft ED 293 *Amendments to Australian Accounting Standards – Disclosure in Special Purpose Financial Statements of Compliance with Recognition and Measurement Requirements* (ED 293).
- BC16 The significant issues considered by the Board in developing ED 293 are addressed in the following section.

### Significant issues

#### Scope

- BC17 In deciding who should be required to make the disclosures proposed in ED 293, the Board considered *The AASB's For-Profit Entity Standard-Setting Framework* and *The AASB's Not-for-Profit Entity Standard-Setting Framework*, and decided the proposals would be consistent with both frameworks and therefore ED 293 proposed that they should apply to for-profit and not-for-profit entities.
- BC18 In making this decision, the Board had particular regard to the following factors:
- (a) the uncertainty about whether or not the accounting policies applied in the financial statements comply with all the recognition and measurement requirements in Australian Accounting Standards described in paragraph BC6 above, coupled with the findings of AASB Research Report 12 *Financial Reporting Practices of For-Profit Entities Lodging Special Purpose Financial Statements* (August 2019)<sup>10</sup> significantly adversely impacts financial statement users in both the for-profit and not-for-profit sectors;

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<sup>8</sup> And indirectly through other legislation that imposes the application of AASB 101 in the preparation of special purpose financial statements. For example, the *Australian Charities and Not-for-profits Commission Act 2012*, through section 60.30 of the *Australian Charities and Not-for-profits Commission Regulation 2013*, requires charities lodging special purpose financial statements with the ACNC to comply with AASB 101, despite the fact that the application paragraph of that Standard does not directly encompass them.

<sup>9</sup> Paragraph 6.1(c) of APES 205.

<sup>10</sup> Research Report 12 examined the financial reporting practices of for-profit entities, including large proprietary companies, small foreign-controlled proprietary companies, for-profit unlisted public companies and other small proprietary companies, lodging financial statements with ASIC. Research Report 12 noted that when performing their initial assessment as to whether or not the accounting policies applied in the special purpose financial statements complied with the recognition and measurement requirements in Australian

- (b) financial statement users have noted during AASB outreach to date<sup>11</sup> the lack of, and need to improve, comparability, consistency, transparency and enforceability in special purpose financial statements;
  - (c) the evidence of diversity in the application of, and compliance with, the recognition and measurement requirements in Australian Accounting Standards in special purpose financial statements noted in Research Report 11 (refer to paragraph BC6 above) and Research Report 12;<sup>12</sup>
  - (d) the significant number of charities preparing special purpose financial statements and the low levels of explicit statements of compliance with the recognition and measurement requirements in Australian Accounting Standards therein (refer paragraph BC6 above); and
  - (e) the requirements of Australian Auditing Standards as they relate to special purpose financial statements (refer to paragraph BC26 below).
- BC19 When deciding which for-profit and not-for-profit entities should be required to make the disclosures proposed in ED 293, the Board considered whether the disclosures should be required by:
- (a) all entities preparing special purpose financial statements (including those preparing financial statements voluntarily); or
  - (b) all entities preparing special purpose financial statements that are required by legislation or otherwise to comply with Australian Accounting Standards; or
  - (c) only those entities preparing special purpose financial statements that are directly subject to AASB 101 and AASB 1054 *Australian Additional Disclosures*<sup>13</sup>, as set out in paragraph 2 of AASB 1054 and paragraph 7 of AASB 1057 *Application of Australian Accounting Standards*, (and, indirectly, any entities required through legislation to comply with AASB 101 and AASB 1054, such as entities lodging special purpose financial statements with the ACNC as they are required by legislation to comply with AASB 101 and AASB 1054 (as noted in footnote 8 to paragraph BC12 above)).
- BC20 The Board considered that while there was merit in requiring all entities required by legislation or otherwise to comply with Australian Accounting Standards preparing special purpose financial statements to make the disclosure proposed in ED 293 (ie those entities include paragraph BC19(b)), to do so was not warranted. This is consistent with the current scope of Australian Accounting Standards and the Board's role and expertise, which is to determine the appropriate accounting framework and accounting standards that should apply where legislation, regulation or other authority requires the preparation of financial statements that comply with Australian Accounting Standards.
- BC21 The Board did acknowledge that if the disclosures were required only by entities subject to AASB 101 and AASB 1054, there may be a large number of entities preparing special purpose financial statements when required to comply with Australian Accounting Standards that would not be required to make the disclosures (eg entities outside the scope of the *Corporations Act 2001* and entities not required to comply with the ACNC's reporting requirements applying to special purpose financial statements). The Board however made the observation that many of these entities are expected to fall within the scope of APES 205, as the intention of APES 205 is to set requirements for members<sup>14</sup> who are involved in the preparation, presentation, audit, review or compilation of financial statements for entities that are outside the scope of the *Corporations Act 2001*. Therefore, to possibly mitigate (albeit not eliminate) concerns about entities outside the scope of AASB 101 and AASB 1054 not being required to make the disclosures, the matter was raised with staff of the APESB as to whether the APESB might consider, following its own due process, making any consequential amendments to APES 205 consistent with the amendments to the affected Australian Accounting Standard proposed in ED 293. Subsequent to the issue of ED 293, the Board noted that the matter

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Accounting Standards, it was initially unclear to the researchers whether or not 34% of the entities in question complied with the recognition and measurement requirements in Australian Accounting Standards.

11 Such outreach included responses received on ITC 39, user surveys, participation of stakeholders at ITC 39 roundtable events and targeted outreach with not-for-profit private sector stakeholders.

12 Research Report 12 estimated that of those for-profit non-disclosing entities preparing and lodging special purpose financial statements 66% explicitly stated that they followed the recognition and measurement requirements in Australian Accounting Standards, 10% were assessed to have complied with the recognition and measurement requirements in Australian Accounting Standards based on a qualitative review of the accounting policies, despite the absence of an explicit statement to that effect, 10% did not comply with the recognition and measurement requirements in Australian Accounting Standards (of which only 0.5% clearly stated so), and the extent of compliance (or otherwise) with the recognition and measurement requirements in Australian Accounting Standards of the remaining 14% was unclear.

13 And AASB 107 *Statement of Cash Flows*, AASB 108 and AASB 1048 *Interpretation of Standards*, although they were not considered appropriate candidates to give effect to the amendments proposed in ED 293, as noted in paragraph BC23 below.

14 APES 205 defines a member as "a member of a professional body that has adopted this Standard as applicable to their membership as defined by that professional body". APES 205 is therefore applicable, to and mandatory for, accounting professionals who are members of CPA Australia, Chartered Accountants Australia and New Zealand or the Institute of Public Accountants. This includes accountants working in accounting firms (of all sizes), the corporate sector and in government. Therefore, although its reach is limited, it is broader than that of AASB 1054.

was considered by the APESB, and that the APESB were not proposing amendments to APES 205 (of a nature consistent with those proposed in ED 293) at that time, however they did consider it an important issue to seek stakeholder views on. Accordingly, the Explanatory Memorandum to Exposure Draft 03/19 *Proposed revisions to APESB Pronouncements* included commentary on this matter and sought specific feedback from their stakeholders. After considering this feedback, the APESB decided not to amend APES 205.

BC22 For the reasons outlined in paragraph BC20-BC21 above, the Board decided it was not necessary to broaden the application paragraphs of AASB 101 or AASB 1054, and therefore ED 293 proposed the amendment should apply in the manner described in paragraph BC19(c) above.

BC23 The Board then considered whether the disclosure requirement should be effected through AASB 101 or AASB 1054. They were identified as the only two reasonable candidates as vehicles for housing the requirements because they already have related requirements: AASB 101 includes requirements relating to the disclosure of accounting policies and compliance with Standards, and AASB 1054 includes requirements relating to compliance with Australian Accounting Standards and explicitly refers to special purpose financial statements. The Board’s preferred approach was to amend AASB 1054 because the amendment is Australian-specific, specifically relates to special purpose financial statements, and is consistent with the objective of AASB 1054 “... to set out Australian-specific disclosure requirements that are in addition to the disclosure requirements of International Financial Reporting Standards”.

### **Disclosures regarding the basis for the decision to prepare special purpose financial statements**

BC24 Paragraph 9 of AASB 1054 requires an entity to disclose whether the financial statements are general purpose or special purpose. The Board decided that entities should also be required to disclose the reasons why the preparation of special purpose financial statements was considered appropriate.

BC25 In making this decision, the Board noted that APES 205 contains a requirement for entities to identify “the purpose for which the Special Purpose Financial Statements have been prepared”<sup>15</sup> and therefore entities within the scope of APES 205 should already be including this information in special purpose financial statements, however mandating it in an Australian Accounting Standard would help ensure users are provided with useful information.

BC26 The Board also noted the requirements of Australian Auditing Standards and the existing responsibilities of those charged with governance and auditors with respect to the selection and application of an entity’s financial reporting framework. In particular, the Board noted the requirements in ASA 800 *Special Considerations – Audits of Financial Reports Prepared in Accordance with Special Purpose Frameworks* which for example require that “the auditor shall obtain an understanding of the steps undertaken by management to determine that the applicable financial reporting framework is acceptable in the circumstances”<sup>16</sup> and also ASA 700 *Forming an Opinion and Reporting on a Financial Report* which for example requires that “the auditor shall evaluate whether the financial report adequately refers to or describes the applicable financial reporting framework”.<sup>17</sup>

### **Disclosures regarding compliance with all the recognition and measurement requirements in Australian Accounting Standards**

BC27 When deciding what information about compliance with all the recognition and measurement requirements in Australian Accounting Standards should be disclosed, the Board considered the following alternatives in developing ED 293:

Option	Information to be disclosed
Option 1	Contextual information about the entity, being where the entity has subsidiaries, investments in associates or investments in joint ventures, and whether or not they have been consolidated or equity accounted in a manner consistent with the requirements set out in Australian Accounting Standards.  If the entity has not consolidated its subsidiaries or equity accounted its investments in associates or joint ventures in a manner consistent with the requirements set out in Australian Accounting Standards, the entity shall disclose that fact and the reasons why. If the entity is a not-for-profit entity, and it has not determined whether or not its interests in other entities

<sup>15</sup> Paragraph 6.1(c) of APES 205.

<sup>16</sup> Paragraph 8 of ASA 800.

<sup>17</sup> Paragraph 15 of ASA 700.

Option	Information to be disclosed
	give rise to interests in subsidiaries, associates or joint ventures, the entity shall instead disclose that fact.
Option 2	An explicit statement as to whether or not the financial statements comply with all the recognition and measurement requirements in Australian Accounting Standards and, if not, an indication of where they do not comply.
Option 3	Merely a binary statement regarding compliance or non-compliance with all the recognition and measurement requirements in Australian Accounting Standards, for example either that “the entity has complied with all the recognition and measurement requirements in Australian Accounting Standards” or “the entity has not complied with all the recognition and measurement requirements in Australian Accounting Standards”.
Option 4	Merely a statement of compliance with all the recognition and measurement requirements in Australian Accounting Standards that is, no statement would be required if an entity did not comply with all the recognition and measurement requirements in Australian Accounting Standards.

BC28 The Board decided that Options 1 and 2 together were most appropriate, as they best inform financial statement users about the special purpose financial statements and best address the issues identified in paragraphs BC2-BC12 above.

BC29 In considering the application of Australian Accounting Standards to special purpose financial statements, the Board noted that section 45A of the *Corporations Act 2001* requires the assessment of thresholds for small and large proprietary companies to be determined on a consolidated basis (ie the parent and the entities it controls (subsidiaries)) in accordance with the accounting standards even if the standards do not otherwise apply to some or all of the companies concerned. For the purposes of this section, the question of whether a proprietary company controls another entity is to be decided in accordance with the requirements of Australian Accounting Standards (ie AASB 10 *Consolidated Financial Statements*) even if the standards do not otherwise apply to the company.

BC30 The Board considered whether an explicit statement that an entity does not have subsidiaries, or investments in associates or joint ventures was required. The Board noted that entities preparing either Tier 1 or Tier 2 general purpose financial statements<sup>18</sup> are not required to make these statements and accordingly an explicit statement in these circumstances should not be required.

BC31 The Board decided that in situations where an entity’s financial statements do not consolidate some or all of its subsidiaries, information about the consolidated financial statements of the entity’s parent is likely to be useful to enable financial statement users to at least be able to know if and where they can access some consolidated information, even if it is incorporated into a wider group. While this requirement arguably improves transparency in financial reporting, the Board decided not to mandatorily require disclosure of this information as such information is currently not required to be provided by entities preparing Tier 2 general purpose financial statements. The Board acknowledged that entities preparing Tier 2 general purpose financial statements would already be required to prepare consolidated financial statements and therefore such a disclosure would not be necessary as when preparing general purpose financial statements all subsidiaries must be consolidated (unless the parent entity applies the exemption in AASB 10). Ultimately this is one of the notable differences between special purpose financial statements and general purpose financial statements, as in contrast, where an entity is preparing special purpose financial statements, users cannot be sure whether an entity did not consolidate its subsidiaries due to the exemption in AASB 10 or whether it was because it was determined that the group was not a reporting entity.

BC32 The Board also considered whether to require these entities to identify those subsidiaries that have not been consolidated. Whilst the Board acknowledged that this information might be useful to users of the financial statements, the Board noted that for some entities, particularly those in the not-for-profit private sector, this disclosure might be unduly burdensome, such as where entities are not required to determine whether they have subsidiaries in accordance with AASB 10 to assess their financial reporting requirements. Thus, on balance, the Board decided that ED 293 would not require entities to disclose the identity of subsidiaries that have not been consolidated.

BC33 The Board noted the general requirement in paragraph 117 of AASB 101 to disclose accounting policies provides financial statement users with an explanation of the basis upon which the financial statements have

<sup>18</sup> “Australian Accounting Standards consist of two Tiers of reporting requirements for preparing general purpose financial statements:

- (a) Tier 1: Australian Accounting Standards; and
- (b) Tier 2: Australian Accounting Standards – Reduced Disclosure Requirements.” Paragraph 7 of AASB 1053.

been prepared, but does not provide information regarding how those accounting policies compare with all the recognition and measurement requirements in Australian Accounting Standards. Accordingly, the transparency of special purpose financial reporting is compromised. The Board therefore decided that it was necessary for an entity to explicitly disclose whether or not it complied with all the recognition and measurement requirements in Australian Accounting Standards and to supplement that disclosure with an indication of where they do not comply.

- BC34 In relation to the requirement to provide an indication of where non-compliance exists (for example, where the entity has not provided for employee entitlements in a manner consistent with the requirements set out in AASB 119 *Employee Benefits*), the Board decided to express a broad principle (ie an indication of where the non-compliance exists) rather than take a more prescriptive approach (eg a description of the extent of non-compliance). This was because, in the Board's view, the explanation of that disclosure requirement in paragraphs IG6-IG8 of the *Implementation guidance and illustrative examples* (as proposed in ED 293) and the implementation guidance and illustrative examples themselves attached to AASB 1054 as non-mandatory material (see paragraph BC36 below) provide sufficient guidance for preparers to understand the nature of the information that is to be disclosed. As illustrated in the *Implementation guidance and illustrative examples* (as proposed in ED 293), the approach taken by the Board also leaves discretion for entities to determine how best to make the disclosure having regard to their particular circumstances and the needs of their users.
- BC35 The Board did however confirm, that in disclosing the required information, the Board did not expect entities to provide quantitative information or reconciliations where their accounting policies do not comply with all the recognition and measurement requirements in Australian Accounting Standards.
- BC36 The Board noted the view of some that, if the differences between an entity's accounting policies and the recognition and measurement requirements in Australian Accounting Standards are extensive, the preparation of the required disclosure could be onerous. To help address this concern, as referred to in paragraph BC34 above, the Board prepared a number of illustrative examples and flowcharts. The *Implementation guidance and illustrative examples* (as proposed in ED 293) is designed to provide examples of how the required information might be disclosed having regard to the existing variation and diversity to compliance with all the recognition and measurement requirements in Australian Accounting Standards in special purpose financial statements currently seen in practice.
- BC37 The Board further noted the view that, depending on the current level of expertise, some entities might find it burdensome to determine whether their accounting policies comply with the recognition and measurement requirements in Australian Accounting Standards. The Board also made the observation that understanding whether or not the entity has complied with all the recognition and measurement requirements in Australian Accounting Standards is a part of good governance and therefore it is reasonable to expect the necessary level of expertise is available, and any costs of acquiring that expertise would be reasonably expected to be outweighed by the benefits. Furthermore, the Board confirmed that the amendment would not require an entity to change its existing accounting policies and therefore is not onerous.
- BC38 While Options 3 and 4 in the table in paragraph BC27 above were not without their advantages, the Board decided they were not the most appropriate alternatives for a number of reasons including:
- (a) a binary disclosure stating only 'non-compliance' as suggested in Option 3 would not be useful as users would not be able to discern an indication of the extent of recognition and measurement compliance or non-compliance; and
  - (b) Option 4 was not appropriate as, if an entity did not make the disclosure, users would also not be able to discern the reason for non-compliance, that is, whether it was a recognition and measurement non-compliance or the omission of a disclosure requirement for example.

Accordingly, any costs that would be saved by adopting Options 3 or 4 relative to Option 2, including that they would result in less voluminous disclosure, would be clearly outweighed by the benefits to users of Option 2.

### **Other issues**

- BC39 Both *The AASB's For-Profit Entity Standard-Setting Framework* and *The AASB's Not-for-Profit Entity Standard-Setting Framework* state that the Board does not currently set standards for special purpose financial statements, as such financial statements should only be prepared where users can tailor them to their own information needs, and therefore do not need a standard-setter or regulator to require the information on their behalf. Accordingly, the Board noted the view that those responsible for the preparation of special purpose financial statements should determine the extent to which they conform with Australian Accounting Standards and therefore it was not necessary for the Board to specify the disclosures proposed in ED 293.

- BC40 Notwithstanding this, “as part of moving legacy regulations out of legislation and into Australian Accounting Standards ...”,<sup>19</sup> and as noted in paragraph BC19(c) above, Australian Accounting Standards AASB 101, AASB 107, AASB 108, AASB 1048 and AASB 1054 apply to special purpose financial statements. The Board considered that this, especially the requirement in paragraph 9 of AASB 1054,<sup>20</sup> together with the needs of users noted in paragraph BC18 above, provided a sufficient basis for requiring the disclosures in special purpose financial statements proposed in ED 293. The Board was particularly concerned that a significant number of special purpose financial statements do not provide adequate disclosures to enable a user to determine whether they do need additional information to meet their needs.

## **Finalisation of ED 293 proposals**

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- BC41 Following the consultation period, and after considering constituent comments received, the Board decided to proceed with issuing this Standard, however in doing so the Board made a number of decisions regarding the final proposals.

### **Feedback from respondents on ED 293**

- BC42 The Board received 14 formal comment letters on ED 293, and undertook targeted outreach with key stakeholders including professional bodies and regulators.
- BC43 The key feedback received on ED 293 indicated that overall the majority of respondents agreed that the proposals set out in ED 293 would increase the transparency and comparability of special purpose financial statements, however a number of respondents had concerns about the costs that may be incurred by entities in making the disclosures proposed in ED 293 exceeding the benefits of the resulting information. Respondents were particularly concerned about the costs of the ED 293 proposals exceeding any benefits for for-profit private sector entities given the ED 293 proposals were intended to be only a short-term measure for these entities. This is because the broader project proposing to remove the ability for certain for-profit private sector entities to prepare special purpose financial statements when they are required to comply with Australian Accounting Standards is expected to be completed by 30 June 2020.
- BC44 The Board considered this feedback and decided that in order to better balance any additional costs with any benefits to financial statement users, it was necessary to limit the scope of this Standard to apply only to not-for-profit private sector entities. This is because the broader project to remove the ability for certain not-for-profit entities to prepare special purpose financial statements when required to comply with Australian Accounting Standards would take some time. The Board also decided to amend the required disclosures related to compliance with Australian Accounting Standards to reduce any costs that may be incurred in complying with the new disclosures. The significant matters considered by the Board in making these decisions are addressed below.

### **Scope**

- BC45 The Board decided that the requirements of this Standard should apply only to not-for-profit private sector entities required by legislation or otherwise to comply with AASB 1054, such as medium and large charities with revenue greater than \$250,000, registered with the ACNC and required to comply with the ACNC’s reporting requirements relating to special purpose financial statements and companies limited by guarantee lodging financial reports with ASIC. The Board noted the ACNC expressed support for increased transparency of financial reporting in the charities sector with the additional disclosure requirements being viewed as a positive step towards greater transparency, accountability and good governance.
- BC46 As noted in paragraph BC44 above, the disclosure requirements were amended (refer paragraphs BC48-BC57 below) to not require not-for-profit private sector entities to undertake more effort than they already have in regards to assessing compliance or otherwise with the recognition and measurement requirements in Australian Accounting Standards, as they could state that they have not made an assessment of compliance with the recognition and measurement requirements in Australian Accounting Standards (refer paragraph BC49) if they wish to. The Board acknowledged that there is less clarity regarding compliance with the recognition and measurement requirements in Australian Accounting Standards in the special purpose financial statements of charities and considered that the new disclosures provide appropriate information for users without these entities incurring undue costs. The Board also confirmed the new disclosures should apply to not-for-profit private sector entities for annual reporting periods ending on or after 30 June 2020.

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19 Paragraph 14 of both *The AASB’s For-Profit Entity Standard-Setting Framework* and *The AASB’s Not-for-Profit Entity Standard-Setting Framework*.

20 Paragraph 9 of AASB 1054 requires an entity to disclose whether the financial statements are general purpose financial statements or special purpose financial statements.



BC47 When deciding to limit the application of this Standard to not-for-profit private sector entities only, the Board noted feedback from respondents to ED 293 (refer paragraph BC43 above) that if the proposals in ED 297 *Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities* to remove the ability for certain for-profit private sector entities to prepare special purpose financial statements are finalised as proposed, so that they are effective for annual reporting periods beginning on or after 1 July 2020, the requirements of this Standard would only be relevant for a short period of time for these for-profit private sector entities. The Board therefore considered that the costs to prepare the disclosures in this Standard for these for-profit private sector entities would arguably outweigh the benefits. If however the proposals in ED 297 are not finalised as proposed, the Board will reconsider the application of the requirements in this Standard for for-profit private sector entities.

### **Disclosure requirements**

BC48 In order to simplify the new disclosures and minimise any possible burden associated with preparing the new disclosures, the Board decided to amend the disclosure requirements to adopt a two-step approach to assessing and disclosing compliance with the recognition and measurement requirements in Australian Accounting Standards and also clarified a number of other aspects of the disclosure requirements.

BC49 The Board decided that not-for-profit private sector entities required to apply this Standard should assess, for each material accounting policy applied and disclosed in the special purpose financial statements, whether the policy does not comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128 *Investments in Associates and Joint Ventures*). If a material accounting policy does not comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128), that fact shall be disclosed with an indication of how it does not comply. Alternatively, if a not-for-profit private sector entity has not made this assessment, it should disclose that fact.

BC50 After making the disclosures noted in paragraph BC49, the not-for-profit private sector entity will then disclose, whether the financial statements overall:

- (a) comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128) - that is there are no material accounting policies disclosed in the special purpose financial statements that would not comply and have not been assessed in respect of the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128);
- (b) do not comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128) - that is there are one or more instances of material accounting policies disclosed in the special purpose financial statements that do not comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128); or
- (c) compliance with all the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128) has not been assessed - that is there are one or more instances where the not-for-profit private sector entity has not assessed whether or not the material accounting policies disclosed in the special purpose financial statements comply with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128).

BC51 The Board decided to include an option for a not-for-profit private sector entity to disclose that they have not assessed whether or not the accounting policies disclosed in the special purpose financial statements comply with all the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128), because allowing an entity to make such a disclosure would require minimal additional effort (as entities would not be required to complete additional assessment of compliance with the recognition and measurement requirements in Australian Accounting Standards but merely make the disclosures based on their existing understanding of the entity's accounting policies). This disclosure, however, would highlight potential instances of non-compliance with the recognition and measurement requirements in Australian Accounting Standards to users of the special purpose financial statements, as well as potential governance issues, and would also allow users of the special purpose financial statements to seek additional information if required.

BC52 The Board confirmed that it is their expectation that the new disclosures are intended to identify instances of non-compliance with the recognition and measurement requirements in Australian Accounting Standards that are material to the special purpose financial statements. The Board considered whether an entity that has disclosed non-compliance with the recognition and measurement requirements in Australian Accounting Standards (except for requirements set out in AASB 10 or AASB 128) for an accounting policy that is not material to the entity, could still claim that its financial statements overall complied with the recognition and

measurement requirements in Australian Accounting Standards. The Board confirmed if there is one instance of a material accounting policy applied and disclosed in the special purpose financial statements not complying with the recognition and measurement requirements in Australian Accounting Standards or not being assessed, the entity cannot claim that its financial statements overall comply with all the recognition and measurement requirements in Australian Accounting Standards.

- BC53 The Board acknowledged the diversity in views regarding whether or not consolidation and the equity method of accounting are recognition and measurement requirements, presentation and disclosure requirements, neither or both, and the effect this diversity in views may have on the ability of an entity to determine whether or not they have complied with all the recognition and measurement requirements in Australian Accounting Standards.
- BC54 The Board considered whether the recent amendment to paragraph 9 of AASB 1053 made via AASB 2019-1 *Amendments to Australian Accounting Standards – References to the Conceptual Framework* clarified that consolidation and the equity method of accounting are recognition and measurement requirements, however noted that the intention of this amendment was to provide certainty that an entity not consolidating or equity accounting must apply the transitional provisions in AASB 1 or AASB 108, and the Board had determined to not make a conclusive decision on it.
- BC55 For the avoidance of doubt the Board decided to make it clear that for the purposes of the disclosures in paragraphs 9A(c) and 9A(d) of this Standard, recognition and measurement requirements exclude consolidation and the equity method of accounting as the application of consolidation and the equity method of accounting are the subject of separate disclosure requirements in this Standard.
- BC56 The Board also reconsidered the proposal in ED 293 to relieve a not-for-profit entity from the requirement to determine whether or not its interests in other entities give rise to interests in subsidiaries, associates or joint ventures. The Board acknowledged that there may be some instances where a not-for-profit private sector entity may be required by legislation to make this determination to assess their financial reporting requirements, and therefore decided that this relief should only be available where there is no legislative requirement for a not-for-profit entity to make this determination. For example, and as noted in paragraph BC29, section 45A of the *Corporations Act 2001* requires the assessment of thresholds for small and large proprietary companies to be determined on a consolidated basis (ie the parent and the entities it controls (subsidiaries)) in accordance with the accounting standards even if the standards do not otherwise apply to some or all of the companies concerned. While it is not common, it is possible for a not-for-profit entity to be structured using a proprietary company structure and the entity would therefore be subject to section 45A of the *Corporations Act 2001*.
- BC57 The *Implementation guidance and illustrative examples for not-for-profit private sector entities* was updated to reflect these decisions of the Board.

### **Due process**

- BC58 In responding to the specific feedback from respondents to ED 293 regarding the costs of the proposed disclosures exceeding any benefits and the short term nature of the proposals, particularly for for-profit private sector entities, the Board considered that as the disclosures required by this Standard apply only to not-for-profit private sector entities and are less burdensome than those proposed in ED 293 (while still providing users with useful information regarding whether or not an entity has complied with the recognition and measurement requirements in Australian Accounting Standards), there was no need to undertake further due process and re-expose the requirements of this Standard.
- BC59 The Board also decided that notwithstanding its decision to limit the scope of the requirements in this Standard to not-for-profit private sector entities, issuing a fatal-flaw review version of this Standard for public comment was not required as the Board did not make any other major changes to the proposals in ED 293.
- BC60 The Board also informed other regulators of the outcome of ED 293, to help them identify whether there are any regulatory consequences of the proposed disclosure requirements.

### **Effective date**

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- BC61 The Board confirmed that the narrow scope amendment in this Standard is an interim measure, until the broader project proposing to remove the ability for certain entities to prepare special purpose financial statements is completed (which would take some time for not-for-profit entities), and confirmed, as outlined in this Basis for Conclusions, that the amendment is urgently needed to provide more transparency to the users of publicly lodged special purpose financial statements of not-for-profit private sector entities and to increase the comparability of special purpose financial statements with other special purpose financial statements and general purpose financial statements.

- BC62 As noted in paragraph BC37 above, the amendments do not require entities to change their existing accounting policies or perform additional assessment of compliance with the recognition and measurement requirements in Australian Accounting Standards, and therefore the information required to be disclosed is based on an entity's existing financial reporting policies and practices. Accordingly, it is not necessary to provide an extended operative date.
- BC63 Based on the above, the Board decided this Standard should be effective for annual periods ending on or after 30 June 2020, with early voluntary disclosure allowed.