

**Accounting Standard**

**AASB 124**  
December 2005

# **Related Party Disclosures**



**Australian Government**

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**Australian Accounting  
Standards Board**

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ISSN 1036-4803

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Australian Accounting Standard AASB 124 *Related Party Disclosures* is set out in paragraphs 1 to Aus25.9.3. All the paragraphs have equal authority. Terms defined in this Standard are in *italics* the first time they appear in the Standard. AASB 124 is to be read in the context of other Australian Accounting Standards, including AASB 1048 *Interpretation and Application of Standards*, which identifies the Australian Accounting Interpretations. In the absence of explicit guidance, AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies.

## **PREFACE**

### **Reasons for Issuing AASB 124**

The Australian Accounting Standards Board (AASB) has implemented the Financial Reporting Council's policy of adopting the Standards of the International Accounting Standards Board (IASB) for application to reporting periods beginning on or after 1 January 2005. The AASB's Standards have been changed to adopt the IASB Standards effective at that date by replacing relevant existing AASB Standards with Australian Standards equivalent to the International Financial Reporting Standards (IFRSs) of the IASB.

As part of this process, AASB 124 *Related Party Disclosures*, the Australian equivalent to IAS 24 *Related Party Disclosures*, was issued in July 2004, to become effective for annual reporting periods beginning on or after 1 January 2005. AASB 124 provided relief to disclosing entities from the disclosures otherwise required in relation to key management personnel (KMP), because disclosing entities were required to comply with the more detailed disclosure regime in AASB 1046 *Director and Executive Disclosures by Disclosing Entities*, effective for reporting periods ending on or after 30 June 2004.

When AASB 1046 was issued, the Board was aware it would need revision before the end of 2005, since it refers to AASB Standards that will become ineffective at the end of 2005, when they are replaced by the Australian equivalents to IFRSs. In considering the revision of AASB 1046, the Board reached the conclusion that it would be preferable to include its requirements in AASB 124, as additional disclosure items, breaking down the aggregates required by IAS 24, rather than retaining AASB 1046 as a separate Standard. In respect of non-corporate entities in the private sector, the Board also concluded that AAS 22 *Related Party Disclosures* should be withdrawn in favour of AASB 124.

In issuing this Standard, withdrawing AASB 1046 and adding certain disclosures to AASB 124, the Board has taken the opportunity to reconsider the application of AASB 124. When the financial statements of a parent are presented with the consolidated financial statements, AASB 1046 applied only to the consolidated financial statements. The Board has decided to remove parent entity relief in relation to AASB 124, paragraphs 1 to 22, in order to achieve IFRS compliance by parent entities. In many cases the KMP of the parent will be the same as the KMP of the group and removing the relief will be inconsequential. In some cases the KMP will be different. The Board notes that there is no relief for parent entities in IAS 24. The Board has also decided to maintain parent entity relief in relation to AASB 124, paragraphs Aus25.1 to Aus25.9.3, as these are additional Australian paragraphs and requirements that have no impact on IFRS compliance.

Listed companies would, however, still have to consider the section 300A requirements of the *Corporations Act 2001*, since they apply to both the separate and consolidated financial statements. Due to the similarity in definitions between section 300A in the *Corporations Act* and KMP in AASB 124, the Board expects the KMP group (or groups) for a listed company will generally include all executives identified by section 300A of the *Corporations Act*.

The Board has decided to remove the definitions of specified director, executive and specified executive (including the requirement to specify at least five executives with the highest authority) and rely solely on the definition of KMP in AASB 124. The Board considers that the term KMP captures the relevant people responsible for an entity's governance and it provides an explicit link to the notions underlying AASB 124.

The Board has reconsidered the exemption provided in AASB 124 to disclosing entities that comply with the more detailed regime of individual disclosures required by AASB 1046. In the interests of ensuring unambiguous compliance with IFRSs, it has decided that disclosing entities be required to provide, in respect of compensation of KMP, the same group totals required to be disclosed by all other for-profit reporting entities and in addition the more detailed disclosures on the compensation of individuals, currently required by AASB 1046. Therefore, the Board removed the partial exemption for disclosing entities from AASB 124.

AASB 124 requires disclosure of the compensation of KMP (on an aggregate, not individual, basis) divided into five categories (the four in AASB 119 *Employee Benefits* plus share-based payment in AASB 2 *Share-based Payment*). As part of the realignment of the disclosure requirements in AASB 1046 to accord with the new Australian equivalents to IFRSs, substantial changes have been made to the definitions and the layout of the requirements as well as the deletion of much of the commentary. It is not intended that these changes diminish the quality and quantity of disclosures required from disclosing entities.

The addition to AASB 124 of the disclosures previously required by AASB 1046 does not cause non-compliance with IFRSs. The IASB has stated it regards requirements for more detailed disclosures than the basic disclosures required by AASB 124 as the responsibility of national standard setting bodies. The IASB does not intend to issue an IFRS addressing the same areas covered by AASB 1046.

## **Main Features of this Standard**

### **Application Date**

This Standard is applicable to annual reporting periods ending on or after 31 December 2005. Consistent with the applicability of the Standards to which it refers, AASB 2 and AASB 119, early adoption of this Standard is not permitted for periods beginning before 1 January 2005. This Standard may be applied to annual reporting periods beginning on or after 1 January 2005 that end before 31 December 2005.

### **First-time Application**

Application of this Standard will effectively occur in the first annual reporting period beginning on or after 1 January 2005 in the context of adopting all Australian equivalents to IFRSs for most reporting entities. Accordingly, the requirements of AASB 1 *First-time Adoption of Australian Equivalents to International Financial Reporting Standards*, the Australian equivalent of IFRS 1 *First-time Adoption of International Financial Reporting Standards*, will need to be observed.

### **Transitional Provisions**

Although it is not the first period in which disclosing entities are required to make the disclosures required by paragraphs Aus25.1 to Aus25.9.3, it is the first time that the disclosures are required for KMP rather than specified directors and specified executives. The change in definitions may result in remuneration disclosures for some KMP previously not considered specified directors or specified executives, and therefore comparative information is required for such individuals if they would have been identified as a key management person in the prior period. Additionally there may be changes in compensation calculations as a result of changes in definitions and reference back to AASB 119 and AASB 2 for measurement principles. The Board decided to not include transitional provisions in relation to AASB 124, paragraphs 1 to 22, since it could potentially lead to non-IFRS compliance. The Board also decided to not include transitional provisions in relation to AASB 124, paragraphs Aus25.1 to Aus25.9.3, since the aggregate information already needs to be prepared in order to comply with AASB 124, paragraphs 1 to 22.

### **Scope of Application**

This Standard applies to all entities, except for not-for-profit public sector entities, irrespective of whether they are corporate or non-corporate entities, although paragraphs Aus25.1 to Aus25.9.3 apply only to disclosing entities.

This Standard replaces AASB 1046 (including AASB 1046A), AASB 124 issued in July 2004 and AAS 22. AASB 1046 (including AASB 1046A) applied to disclosing entities. AASB 124 issued in July 2004 applied to for-profit entities. AAS 22 applied to non-corporate entities in the private sector.

The Board decided to extend the application to all entities, excluding not-for-profit public sector entities and consequently withdraw AAS 22, rather than permit private sector non-corporate entities to make a choice as to whether to apply AASB 124 or AAS 22.

## **Disclosures**

In respect of the disclosures required by AASB 1046 for disclosing entities, the revised requirements in this Standard, paragraphs Aus25.1 to Aus25.9.3, remain unchanged in substance, despite the changes in the definitions and terminology. Paragraphs Aus25.1 to Aus25.9.3 reflect the fact that this Standard is a principles based Standard. Paragraphs Aus25.1 to Aus25.9.3 do not include extensive measurement guidance, since the measurement principles are located in other Standards.

The terms 'specified director' and 'specified executive' have been replaced by KMP. The Board considers the term KMP captures the relevant people responsible for an entity's governance. A key management person is a member of KMP.

The term 'remuneration' as used in AASB 1046 is changed to 'compensation', as the Board has decided this best enables IFRS compliance. To ensure articulation with the terminology of the Corporations Act, a definition of remuneration is included in this Standard that specifically equates the two terms. As a result of the amendments in 2004 and 2005 to section 300A of the Corporations Act, the Board decided to incorporate relevant subsections of section 300A in AASB 124 to replace relevant existing requirements in AASB 1046 to help facilitate the application of the Corporations Act and AASB 124 requirements.

The name of the first category of compensation is changed from 'primary benefits' to 'short-term benefits', to accord with the terminology in AASB 119 and AASB 124. The changes to the structure of categories of compensation (refer to paragraph Aus25.4) cause some changes to the classification used in AASB 1046, but it is intended these changes not result in omission from disclosures of information required by AASB 1046.

The Board has decided to delete all the Appendices and additional guidance in this Standard on the grounds that the provision and/or retention of additional guidance could be viewed as interpreting IFRSs, in particular, AASB 2 and AASB 119. The Board decided that interpretative issues should

be raised with the IFRIC and if there is no IFRIC action, possibly as issues for domestic interpretation.

### **Managed Schemes**

The Board decided to retain the application to all disclosing entities, but not provide any specific guidance in relation to disclosing entities managed by third parties, including managed investment schemes (MIS). The Board is of the view that whether such disclosing entities have KMP that are compensated directly or indirectly by the entity is a matter that will need to be assessed based on the facts in each circumstance and that judgement will need to be applied. If diverse or unacceptable practice develops the Board will consider referring the matter to the IFRIC, and if there is no IFRIC action, possibly as an issue for domestic interpretation.



## COMPARISON WITH INTERNATIONAL PRONOUNCEMENTS

### AASB 124 and IAS 24

Paragraphs 1 to 22 of AASB 124 are equivalent to IAS 24 *Related Party Disclosures* as issued and amended by the IASB.

Paragraphs that have been added to this Standard (and do not appear in the text of IAS 24) are identified with the prefix “Aus”, followed by the number of the relevant IASB paragraph and decimal numbering. Paragraphs Aus25.1 to Aus25.9.3 require disclosing entities to provide additional details about key management personnel (KMP) that are not required by IAS 24.

### Compliance with IAS 24

Entities that comply with AASB 124 will simultaneously be in compliance with IAS 24.

Compliance with the additional KMP disclosures required by paragraphs Aus25.1 to Aus25.9.3 of AASB 124 is not needed for IFRS compliance.

### AASB 124 and IPSAS 20

International Public Sector Accounting Standards (IPSASs) are issued by the International Public Sector Accounting Standards Board.

IPSAS 20 *Related Party Disclosures* (October 2002) is drawn primarily from the 1994 version of IAS 24. Apart from the fact that AASB 124 is not required to be applied by not-for-profit public sector entities, the main differences between IPSAS 20 and paragraphs 1 to 22 of AASB 124 are:

- (a) IPSAS 20 contains additional commentary clarifying application to public sector entities;
- (b) AASB 124 includes post-employment benefit plans in the definition of related parties;
- (c) AASB 124 defines compensation as comprising five categories (the four used in AASB 119 *Employee Benefits* and the fifth as in AASB 2 *Share-based Payment*) and requires disclosure of the aggregate compensation of KMP for each category;

- (d) IPSAS 20 requires additional disclosures about KMP, including the number of individuals included in the compensation disclosures as well as specific details relating to loans to individuals;
- (e) IPSAS 20 does not require the disclosure of information about transactions between related parties that occurred on normal terms and conditions;
- (f) IPSAS 20 does not explicitly require disclosure of any balances with related parties; and
- (g) AASB 124 requires disclosures about transactions and balances with related parties to be separated by category of related party and specifies disclosures in greater detail (for example, aggregate amounts of items of similar nature for each category).

In respect of paragraphs Aus25.1 to Aus25.9.3 of AASB 124, IPSAS 20 does not distinguish between entities on the basis of the level of their public accountability and does not contain requirements equivalent to the details required to be disclosed for individuals by disclosing entities.

## ACCOUNTING STANDARD AASB 124

The Australian Accounting Standards Board makes Accounting Standard AASB 124 *Related Party Disclosures* under section 334 of the *Corporations Act 2001*.

Dated 20 December 2005

D.G. Boymal  
Chair – AASB

## ACCOUNTING STANDARD AASB 124

### *RELATED PARTY DISCLOSURES*

#### Objective

1. The objective of paragraphs 1 to 22 of this Standard is to ensure that an entity's financial report contains the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of *related parties* and by transactions and outstanding balances with such parties.
- Aus1.1 The objective of paragraphs Aus25.1 to Aus25.9.3 of this Standard is to require *disclosing entities* to disclose additional information relating to *key management personnel*.

#### Application

- Aus1.2 Subject to paragraph Aus1.3, paragraphs 1 to 22 of this Standard apply to:
- (a) each entity that is required to prepare financial reports in accordance with Part 2M.3 of the Corporations Act and that is a reporting entity;
  - (b) general purpose financial reports of each other reporting entity; and
  - (c) financial reports that are, or are held out to be, general purpose financial reports.
- Aus1.3 Paragraphs 1 to 22 of this Standard do not apply to general purpose financial reports of not-for-profit public sector entities.

- Aus1.4** Subject to paragraph Aus1.5, paragraphs Aus25.1 to Aus25.9.3 of this Standard apply to each disclosing entity, or group of which a disclosing entity is the parent, that is required to prepare financial reports in accordance with Part 2M.3 of the Corporations Act.
- Aus1.5** An entity that is the parent entity in a group and presents its separate financial statements together with the consolidated financial statements in accordance with AASB 127 need not provide in its separate financial statements the disclosures required by paragraphs Aus25.1 to Aus25.9.3 of this Standard.
- Aus1.6** This Standard applies to annual reporting periods ending on or after 31 December 2005.
- Aus1.7** This Standard shall not be applied to annual reporting periods beginning before 1 January 2005.
- Aus1.8** This Standard may be applied to annual reporting periods beginning on or after 1 January 2005 that end before 31 December 2005. An entity that is required to prepare financial reports in accordance with Part 2M.3 of the Corporations Act may apply this Standard to such annual reporting periods when an election has been made in accordance with subsection 334(5) of the Corporations Act. When an entity applies this Standard to such an annual reporting period, it shall disclose that fact.
- Aus1.9** The requirements specified in paragraphs 1 to 22 of this Standard apply to the financial report where information resulting from their application is material in accordance with AASB 1031 *Materiality*.
- Aus1.10** The disclosures required by paragraphs Aus25.1 to Aus25.9.3 of this Standard are deemed material.
- Aus1.11** When applicable, this Standard supersedes:
- (a) *AASB 1046 Director and Executive Disclosures by Disclosing Entities* as notified in the *Commonwealth of Australia Gazette* No S 66 on 28 January 2004;
  - (b) *AASB 1046A Amendments to Accounting Standard AASB 1046* as notified in the *Commonwealth of Australia Gazette* No S 400 on 29 September 2004;

- (c) **AASB 124 *Related Party Disclosures*** as notified in the *Commonwealth of Australia Gazette* No S 294 on 22 July 2004 and amended by AASB 2004-3 *Amendments to Australian Accounting Standards* as notified in the *Commonwealth of Australia Gazette* No S 559 on 23 December 2004; and
- (d) **AAS 22 *Related Party Disclosures*** as issued in May 1993.

## Scope

- 2. **This Standard shall be applied in:**
  - (a) **identifying related party relationships and transactions;**
  - (b) **identifying outstanding balances between an entity and its related parties;**
  - (c) **identifying the circumstances in which disclosure of the items in (a) and (b) is required; and**
  - (d) **determining the disclosures to be made about those items.**
- 3. **This Standard requires disclosure of *related party transactions* and *outstanding balances* in the separate financial statements of a parent presented in accordance with AASB 127 *Consolidated and Separate Financial Statements*.**
- 4. Related party transactions and outstanding balances with other entities in a group are disclosed in an entity's financial report. Intragroup related party transactions and outstanding balances are eliminated in the preparation of consolidated financial statements of the group.

## Purpose of Related Party Disclosures

- 5. Related party relationships are a normal feature of commerce and business. For example, entities frequently carry on parts of their activities through subsidiaries, joint ventures and associates. In these circumstances, the entity's ability to affect the financial and operating policies of the investee is through the presence of *control*, *joint control* or *significant influence*.
- 6. A related party relationship could have an effect on the profit or loss and financial position of an entity. Related parties may enter into transactions that unrelated parties would not. For example, an entity

that sells goods to its parent at cost might not sell on those terms to another customer. Also, transactions between related parties may not be made at the same amounts as between unrelated parties.

7. The profit or loss and financial position of an entity may be affected by a related party relationship even if related party transactions do not occur. The mere existence of the relationship may be sufficient to affect the transactions of the entity with other parties. For example, a subsidiary may terminate relations with a trading partner on acquisition by the parent of a fellow subsidiary engaged in the same activity as the former trading partner. Alternatively, one party may refrain from acting because of the significant influence of another – for example, a subsidiary may be instructed by its parent not to engage in research and development.
8. For these reasons, knowledge of related party transactions, outstanding balances and relationships may affect assessments of an entity's operations by users of financial reports, including assessments of the risks and opportunities facing the entity.

## Definitions

9. **The following terms are used in this Standard with the meanings specified.**

*Close members of the family of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity. They may include:*

- (a) the individual's domestic partner and children;
- (b) children of the individual's domestic partner; and
- (c) dependants of the individual or the individual's domestic partner.

*Compensation includes all employee benefits (as defined in AASB 119 Employee Benefits) including employee benefits to which AASB 2 Share-based Payment applies. Employee benefits are all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Compensation includes:*

- (a) short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave

and paid sick leave, profit-sharing and bonuses (if payable within twelve months of the end of the period) and non-monetary benefits (such as medical care, housing, cars and free or subsidised goods or services) for current employees;

- (b) post-employment benefits such as pensions, other retirement benefits, post-employment life insurance and post-employment medical care;
- (c) other long-term employee benefits, including long-service leave or sabbatical leave, jubilee or other long-service benefits, long-term disability benefits and, if they are not payable wholly within twelve months after the end of the period, profit-sharing, bonuses and deferred compensation;
- (d) termination benefits; and
- (e) share-based payment.

***Control*** is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

***Joint control*** is the contractually agreed sharing of control over an economic activity.

***Key management personnel*** are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

***Related party*** – a party is related to an entity if:

- (a) directly, or indirectly through one or more intermediaries, the party:
  - (i) controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);
  - (ii) has an interest in the entity that gives it significant influence over the entity; or
  - (iii) has joint control over the entity;
- (b) the party is an associate (as defined in AASB 128 *Investments in Associates*) of the entity;

- (c) the party is a joint venture in which the entity is a venturer (see AASB 131 *Interests in Joint Ventures*);
- (d) the party is a member of the key management personnel of the entity or its parent;
- (e) the party is a *close member of the family of an individual* referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of employees of the entity, or of any entity that is a related party of the entity.

A *related party transaction* is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

*Significant influence* is the power to participate in the financial and operating policy decisions of an entity, but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.

**Aus9.1** The following terms are also used in this Standard with the meaning specified.

*Director* means:

- (a) a person who is a director under the Corporations Act; and
- (b) in the case of entities governed by bodies not called a board of directors, a person who, regardless of the name that is given to the position, is appointed to the position of member of the governing body, council, commission or authority.

*Disclosing entity* is defined in the Corporations Act.

*Remuneration* is *compensation* as defined in this Standard.



- Aus9.1.1 Although the defined term ‘compensation’ is used in this Standard rather than the term ‘*remuneration*’, both words refer to the same concept and all references in the Corporations Act to the remuneration of directors and executives is taken as referring to compensation as defined and explained in this Standard.
10. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.
11. In the context of this Standard, the following are not necessarily related parties:
- (a) two entities simply because they have a *director* or other member of key management personnel in common, notwithstanding (d) and (f) in the definition of ‘related party’;
  - (b) two venturers simply because they share joint control over a joint venture;
  - (c)
    - (i) providers of finance;
    - (ii) trade unions;
    - (iii) public utilities; and
    - (iv) government departments and agencies;simply by virtue of their normal dealings with an entity (even though they may affect the freedom of action of an entity or participate in its decision-making process); and
  - (d) a customer, supplier, franchisor, distributor or general agent with whom an entity transacts a significant volume of business, merely by virtue of the resulting economic dependence.

## Disclosure

12. **Relationships between parents and subsidiaries shall be disclosed irrespective of whether there have been transactions between those related parties. An entity shall disclose the name of the entity’s parent and, if different, the ultimate controlling party. If neither the entity’s parent nor the ultimate controlling party produces financial reports available for public use, the name of the next most senior parent that does so shall also be disclosed.**

- Aus12.1** When any of the parent entities and/or ultimate controlling parties named in accordance with paragraph 12 is incorporated or otherwise constituted outside Australia, an entity shall:
- (a) identify which of those entities is incorporated overseas and where; and
  - (b) disclose the name of the ultimate controlling entity incorporated within Australia.
13. To enable users of financial reports to form a view about the effects of related party relationships on an entity, it is appropriate to disclose the related party relationship when control exists, irrespective of whether there have been transactions between the related parties.
14. The identification of related party relationships between parents and subsidiaries is in addition to the disclosure requirements in AASB 127, AASB 128 and AASB 131, which require an appropriate listing and description of significant investments in subsidiaries, associates and jointly controlled entities.
15. When neither the entity's parent nor the ultimate controlling party produces financial reports available for public use, the entity discloses the name of the next most senior parent that does so. The next most senior parent is the first parent in the group above the immediate parent that produces consolidated financial statements available for public use.
- 16. An entity shall disclose key management personnel compensation in total and for each of the following categories:**
- (a) short-term employee benefits;
  - (b) post-employment benefits;
  - (c) other long-term benefits;
  - (d) termination benefits; and
  - (e) share-based payment.
- 17. If there have been transactions between related parties, an entity shall disclose the nature of the related party relationship as well as information about the transactions and outstanding balances necessary for an understanding of the potential effect of the relationship on the financial statements. These disclosure**

requirements are in addition to the requirements in paragraph 16 to disclose key management personnel compensation. At a minimum, disclosures shall include:

- (a) the amount of the transactions;
- (b) the amount of outstanding balances and:
  - (i) their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement; and
  - (ii) details of any guarantees given or received;
- (c) provisions for doubtful debts related to the amount of outstanding balances; and
- (d) the expense recognised during the period in respect of bad or doubtful debts due from related parties.

18. The disclosures required by paragraph 17 shall be made separately for each of the following categories:

- (a) the parent;
- (b) entities with joint control or significant influence over the entity;
- (c) subsidiaries;
- (d) associates;
- (e) joint ventures in which the entity is a venturer;
- (f) key management personnel of the entity or its parent; and
- (g) other related parties.

19. The classification of amounts payable to, and receivable from, related parties in the different categories as required in paragraph 18 is an extension of the disclosure requirement in AASB 101 *Presentation of Financial Statements* for information to be presented either on the balance sheet or in the notes. The categories are extended to provide a more comprehensive analysis of related party balances and apply to related party transactions.

20. The following are examples of transactions that are disclosed if they are with a related party:
- (a) purchases or sales of goods (finished or unfinished);
  - (b) purchases or sales of property and other assets;
  - (c) rendering or receiving of services;
  - (d) leases;
  - (e) transfers of research and development;
  - (f) transfers under licence agreements;
  - (g) transfers under finance arrangements (including loans and equity contributions in cash or in kind);
  - (h) provision of guarantees or collateral; and
  - (i) settlement of liabilities on behalf of the entity or by the entity on behalf of another party.

Participation by a parent or subsidiary in a defined benefit plan that shares risks between group entities is a transaction between related parties (see paragraph 34B of AASB 119 as issued in December 2004).  
*[Note: This part of paragraph 20 applies only to accounting periods beginning on or after 1 January 2006 and to accounting periods beginning before 1 January 2006 and on or after 1 January 2005 for those entities that choose to early-adopt AASB 119 (December 2004) and AASB 2004-3 before 1 January 2006.]*

21. Disclosures that related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.
22. **Items of a similar nature may be disclosed in aggregate except when separate disclosure is necessary for an understanding of the effects of related party transactions on the financial statements of the entity.**

## **Effective Date of IAS 24**

23. [Deleted by the AASB]

## **Withdrawal of IAS 24 (reformatted 1994)**

24. [Deleted by the AASB]

## **Other Key Management Personnel Disclosures by Disclosing Entities**

**Aus25.1** Paragraphs Aus25.2 to Aus25.9.3 of this Standard apply to each disclosing entity (subject to parent entity relief) that is required to prepare financial reports in accordance with Part 2M.3 of the Corporations Act. The disclosures required of disclosing entities by paragraphs Aus25.2 to Aus25.9.3 are in addition to those required by paragraphs 1 to 22.

**Aus25.2** **The following details about each key management person shall be disclosed:**

- (a) **the name of the person;**
- (b) **the position held; and**
- (c) **where the period of responsibility is less than the reporting period, the date or dates identifying the period of responsibility.**

**Aus25.3** **If any of the following changes occur in the period after the reporting date and prior to the date when the financial report is authorised for issue, the name, position and date for each person involved shall be disclosed for:**

- (a) **each change in the chief executive officer and directors of the entity; and**
- (b) **the retirement of any key management person (other than a director or chief executive officer).**

## **Compensation**

**Aus25.4** **For each key management person, the following components of the categories required by paragraph 16, shall be disclosed:**

- (a) **short-term employee benefits. Amounts in this category shall be divided into at least the following components:**

- (i) cash salary, fees and short-term compensated absences;
  - (ii) short-term cash profit-sharing and other bonuses;
  - (iii) non-monetary benefits; and
  - (iv) other short-term employee benefits;
- (b) post-employment benefits. Amounts in this category shall be divided into at least the following components:
- (i) pension and superannuation benefits; and
  - (ii) other post-employment benefits;
- (c) other long-term employee benefits, separately identifying amounts attributable to long-term incentive plans;
- (d) termination benefits; and
- (e) share-based payment. Amounts in this category shall be divided into at least the following components:
- (i) equity-settled share-based payment transactions:
    - (A) shares and units;
    - (B) options and rights;
  - (ii) cash-settled share-based payment transactions; and
  - (iii) all other forms of share-based payment compensation (including hybrids).

#### **Principles of Compensation**

**Aus25.5** The following details concerning the compensation of each key management person shall be disclosed:

- (a) discussion of board policy for determining the nature and amount of compensation of key management personnel of the entity;

- (b) discussion of the relationship between such policy and the entity's performance;**
- (c) if an element of the compensation of a key management person is dependent on the satisfaction of a performance condition:**
  - (i) a detailed summary of the performance condition;**
  - (ii) an explanation of why the performance condition was chosen;**
  - (iii) a summary of the methods used in assessing whether the performance condition is satisfied and an explanation of why those methods were chosen; and**
  - (iv) if the performance condition involves a comparison with factors external to the entity:**
    - (A) a summary of the factors to be used in making the comparison; and**
    - (B) if any of the factors relates to the performance of another entity, of two or more other entities or an index in which the securities of an entity or entities are included – the identity of that entity, of each of those entities or of the index;**
- (d) for each grant of a cash bonus, performance-related bonus or share-based payment compensation benefit, whether part of a specific contract for services or not, the terms and conditions of each grant affecting compensation in this or future reporting periods, including:**
  - (i) the grant date;**
  - (ii) the nature of the compensation granted;**
  - (iii) the service and performance criteria used to determine the amount of compensation; and**

- (iv) if there has been any alteration of the terms or conditions of the grant since the grant date, the date, details and effect of each alteration;
- (e) for each contract for services between the key management person and the disclosing entity (or any of its subsidiaries), such further explanations as are necessary in addition to those prescribed in subparagraphs (c) and (d) to provide an understanding of how the amount of compensation in the current reporting period was determined and how the terms of the contract affect compensation in future periods;
- (f) if an element of the compensation consists of securities of a body and that element is not dependent on the satisfaction of a performance condition – an explanation of why that element of the compensation is not dependent on the satisfaction of a performance condition;
- (g) an explanation of the relative proportions of those elements of the person’s compensation that are related to performance and those elements of the person’s compensation that are not; and
- (h) if the person is employed by the entity under a contract – the duration of the contract, the periods of notice required to terminate the contract and the termination payments provided for under the contract.

**Modification of Terms of Share-based Payment Transactions**

**Aus25.6** Where the terms of share-based payment transactions (including options or rights) granted as compensation to a key management person have been altered or modified by the issuing entity during the reporting period, the following details shall be disclosed for each such person:

- (a) the date of each alteration of the terms;
- (b) the market price of the underlying equity instrument at the date of alteration;
- (c) the terms of the grant immediately prior to alteration, including the number and class of the underlying equity instruments, exercise price, time remaining until expiry and each other condition in the terms



affecting the vesting or exercise of the option or other right;

- (d) the new terms; and
- (e) the difference between the total of the fair value of the options or other rights affected by the alteration immediately before the alteration and the total of the fair value of those options or other rights immediately after the alteration.

## **Equity Instruments**

### **Different Classes to be Separately Identified**

**Aus25.7** All disclosures required by paragraphs Aus25.7.1 to Aus25.7.5 refer to equity instruments issued or issuable by the disclosing entity and any of its subsidiaries and shall be separated into each class of equity instrument identifying each class by:

- (a) the name of the issuing entity;
- (b) the class of equity instrument; and
- (c) if the instrument is an option or right, the class and number of equity instruments for which it may be exercised.

### **Options and Rights Provided as Compensation**

**Aus25.7.1** The following details of options and rights over equity instruments provided as compensation to each key management person shall be disclosed:

- (a) the number of options and the number of rights that, during the reporting period, have:
  - (i) been granted; and
  - (ii) vested;
- (b) particulars of the terms and conditions of each grant made during the reporting period, including:
  - (i) the fair value per option or right at grant date;

- (ii) the exercise price per share or unit;
- (iii) the amount, if any, paid or payable by the recipient;
- (iv) the expiry date;
- (v) the date or dates when the options or rights may be exercised; and
- (vi) a summary of the service and performance criteria that must be met before the beneficial interest vests in the person.

**Equity Instruments Provided on Exercise of Options and Rights Granted as Compensation**

**Aus25.7.2** The following details of the equity instruments provided as a result of the exercise during the reporting period of options and rights granted as compensation to each key management person shall be disclosed:

- (a) the number of equity instruments;
- (b) when the number of options or rights exercised differs from the number of equity instruments disclosed under (a), the number of options or rights exercised;
- (c) the amount paid per instrument; and
- (d) the amount unpaid per instrument.

**Options and Rights Holdings**

**Aus25.7.3** In respect of options and rights held, whether directly, indirectly or beneficially, by each key management person, including their related parties (as referred to in (e) and (f) of the related party definition), disclosure shall be made of the number:

- (a) held at the start of the reporting period;
- (b) granted during the reporting period as compensation;
- (c) exercised during the reporting period;

- (d) resulting from any other change during the reporting period;
- (e) held at the reporting date;
- (f) vested at the reporting date;
- (g) vested and exercisable at the reporting date; and
- (h) vested and unexercisable at the reporting date.

#### **Equity Holdings and Transactions**

**Aus25.7.4** In respect of equity instruments (other than options and rights) held directly, indirectly or beneficially by each key management person, including their related parties (as referred to in (e) and (f) of the related party definition), disclosure shall be made of the number:

- (a) held at the start of the reporting period;
- (b) granted during the reporting period as compensation;
- (c) received during the reporting period on exercise of options or rights;
- (d) resulting from any other change during the reporting period;
- (e) held at the reporting date; and
- (f) if any such are included in the number disclosed under subparagraph (e) above, held nominally at the reporting date.

**Aus25.7.5** If transactions involving equity instruments, other than share-based payment compensation, have occurred between a key management person, including their related parties (as referred to in (e) and (f) of the related party definition) and the issuing entity during the reporting period, the nature of each different type of transaction shall be disclosed where the terms or conditions were more favourable than those which it is reasonable to expect the entity would have adopted if dealing at arm's length with an unrelated person. For each such transaction, the details of the terms and conditions shall be disclosed.

## **Loans**

**Aus25.8** The details required by paragraph Aus25.8.1 shall be disclosed separately in respect of each aggregate of loans made, guaranteed or secured, directly or indirectly, by the disclosing entity and any of its subsidiaries to:

- (a) all key management personnel, including their related parties (as referred to in (e) and (f) of the related party definition); and
- (b) each key management person, including their related parties (as referred to in (e) and (f) of the related party definition) by name whose aggregate loan amount exceeded \$100,000 at any time during the reporting period.

**Aus25.8.1** In respect of each aggregate of loans to key management personnel and to each key management person as required by paragraph Aus25.8, the following details shall be disclosed:

- (a) the amount outstanding at the start of the reporting period;
- (b) the amount of interest paid and payable in respect of the reporting period to the disclosing entity and any of its subsidiaries;
- (c) the difference between the amount disclosed in accordance with subparagraph (b) above and the amount of interest that would have been charged on an arm's-length basis;
- (d) each write-down and each allowance for doubtful receivables recognised by the disclosing entity and any of its subsidiaries;
- (e) the amount outstanding at the reporting date;
- (f) for each key management person only, the highest amount of indebtedness during the reporting period;
- (g) for key management personnel only, the number of persons included in the group aggregate at the reporting date; and

- (h) a summary of the terms and conditions of the loans.

Aus25.8.2 For the purposes of paragraphs Aus25.8 and Aus25.8.1 loans do not include loans involved in transactions that are in substance options, including non-recourse loans.

### **Other Transactions and Balances**

**Aus25.9 In respect of transactions during the reporting period between the disclosing entity and any of its subsidiaries and key management personnel, including their related parties (as referred to in (e) and (f) of the related party definition), other than transactions covered by paragraphs Aus25.4 to Aus25.8.1 or excluded by paragraph Aus25.9.3, the following details shall be disclosed:**

- (a) each type of transaction of different nature;
- (b) the terms and conditions of each type of transaction or, where there are different categories of terms and conditions within each type, the terms and conditions of each category of transaction; and
- (c) for each type of transaction or, where there are different categories within each type, each category of transaction:
  - (i) the names of the persons involved; and
  - (ii) the aggregate amount recognised.

**Aus25.9.1 In respect of each aggregate amount disclosed in accordance with paragraph Aus25.9, the following details shall be disclosed:**

- (a) the total of amounts recognised as revenue, separately identifying where applicable the total amounts recognised as:
  - (i) interest revenue; and
  - (ii) dividend revenue;
- (b) the total of amounts recognised as expense, separately identifying where applicable the total amounts recognised as:

- (i) interest expense; and
- (ii) write-downs of receivables and allowances made for doubtful receivables; and
- (c) any further disclosures necessary to provide an understanding of the effects of the transactions on the financial statements.

**Aus25.9.2** In respect of assets and liabilities at the reporting date recognised in relation to transactions identified in accordance with paragraph Aus25.9, disclosure shall be made of:

- (a) the total of all assets, classified into current and non-current assets and, where applicable, any allowance for doubtful receivables at the reporting date; and
- (b) the total of all liabilities, classified into current and non-current liabilities.

**Aus25.9.3** Transactions with and amounts receivable from or payable to a key management person, including their related parties, (as referred to in (e) and (f) of the related party definition), are excluded from the requirements of paragraphs Aus25.9 to Aus25.9.2 when:

- (a) they occur within a normal employee, customer or supplier relationship on terms and conditions no more favourable than those that it is reasonable to expect the entity would have adopted if dealing at arm's length with an unrelated person;
- (b) information about them does not have the potential to affect adversely decisions about the allocation of scarce resources made by users of the financial report, or the discharge of accountability by the key management person; and
- (c) they are trivial or domestic in nature.