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Sir David Tweedie
International Accounting Standards Board
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Dear David

***Discussion Paper Preliminary Views on an improved Conceptual Framework
for Financial Reporting: The Reporting Entity***

The Australian Accounting Standards Board (AASB) is pleased to provide comments on the abovenamed Discussion Paper. In forming its views on the Discussion Paper, the AASB held a Roundtable with constituents and considered comments it received in response to its Invitation to Comment on the Discussion Paper.

The AASB generally supports the proposed concepts for private sector businesses. It also supports a notion of a reporting entity that is broader than a legal entity although it prefers a description of a reporting entity that creates an explicit link with the objective of financial reporting and users of general purpose financial reports.

The AASB particularly supports the group reporting entity perspective in preparing consolidated financial statements.

The AASB's comments on specific aspects of those proposed concepts are in the attached submission.

Implications for not-for-profit entities

The Appendix to the submission provides the AASB's comments on potential implications of the proposed concepts for not-for-profit entities. These comments are principally provided for Phase G of the Framework project. In addition, the AASB considers it might be useful for the IASB and FASB to be aware of these implications, especially to identify opportunities to use concepts and terminology that are sufficiently broad to apply to private sector businesses and other types of entity, as noted below.

The AASB is responsible for developing a conceptual framework applicable to all Australian reporting entities, regardless of the sector in which those entities operate. The AASB's approach so far has been to add to the IASB *Framework* text for entities not addressed by that

Framework, but only to the extent necessary. It would assist the AASB and other national standard setters applying the IASB *Framework* if the expressions used in the revised IASB *Framework* were as sector-neutral as possible.

If you have queries regarding any matters in this submission, please contact Ahmad Hamidi (ahamidi@asb.gov.au) or me.

Yours sincerely

A handwritten signature in dark ink, reading "David Boymal" followed by a vertical line.

David Boymal
Chairman

Preliminary Views on an improved Conceptual Framework for Financial Reporting: *The Reporting Entity*

Specific Comments in Relation to Private Sector Businesses

Section 1: The reporting entity concept

Question 1

Do you agree that what constitutes a reporting entity should not be limited to business activities that are structured as legal entities? If not, why?

1. The AASB supports having a notion of a reporting entity that is broader than activities that are structured as legal entities because users may have a need for information about a business that is not defined by legal boundaries. There are many entities in the for-profit sector that need to report, but which are not structured as legal entities. Examples include partnerships in some jurisdictions, associations, and similar entities that engage in business activities without being incorporated, or otherwise having a legal identity.
2. Australia applies the IASB Framework with limited modifications for not-for-profit entities. There are entities in the not-for-profit sector about which there is significant interest but which may not have a legal status. Not limiting reporting entities to legal entities would be helpful in maintaining this approach when revising the current domestic Framework based on the outcome of the IASB-FASB Conceptual Framework project.

Question 2

Do you agree that the conceptual framework should broadly describe (rather than precisely define) a reporting entity as a circumscribed area of business activity of interest to present and potential equity investors, lenders and other capital providers? If not, why? For example, do you believe that the conceptual framework should establish a precise definition of a reporting entity? If so, how would you define the term? Do you disagree with including reference to equity investors, lenders and other capital providers in the description (or definition) of a reporting entity? If so, why?

3. The AASB agrees that the conceptual framework should broadly describe the reporting entity rather than precisely define it. However, the term 'business' can have different connotations in different contexts and may need to be defined or clarified. 'Business' has a specific defined meaning in IFRS 3, which might not be the intended meaning at a conceptual level.

Section 2: Group reporting entity

Question 3

Do you agree that the risks and rewards model does not provide a conceptually robust basis for determining the composition of a group reporting entity and that, except to the extent that it overlaps with the controlling entity model (as discussed in paragraphs 102 and 103), the risks and rewards model should not be considered further in the reporting entity phase of the conceptual framework project? If not, why?

4. The AASB believes that the risks and rewards model as described in the Discussion Paper (DP) would generally not, of itself, provide a robust basis for determining the boundaries of a group reporting entity. However, a risks and rewards analysis may be useful at the standards level to assist in understanding the facts and circumstances surrounding the existence of control.

Question 4

Assuming that control is used as the basis for determining the composition of a group reporting entity, do you agree that:

- (a) **control should be defined at the conceptual level?**
- (b) **the definition of control should refer to both power and benefits?**
5. The AASB is of the view that the concept of control as the basis for determining the boundaries of the group reporting entity should be defined at the conceptual level. The AASB agrees, in principle, with the working definition of control proposed in the DP. Standards level clarifications and commentary would be needed to facilitate its application.
6. It would be helpful if the basis for the wording of the definition of control could be more fully articulated. For example, it would be helpful to explain why the definition refers to ‘increasing’, ‘maintaining’ or ‘protecting’ the amount of benefits and reducing the amount of losses and to know what would be the implications of not including these references.
7. The AASB agrees with the definition of control to include a reference to both power and benefits. However, the DP has not dealt with the benefit criterion in sufficient detail compared with the power criterion. Some benefits are in forms other than cash flows. For example in a stapled securities arrangement¹ where one of the entities is designated as the parent, benefits are represented by the ability to operate jointly rather than cash. The DP uses the phrase ‘cash flows and other benefits’ (paragraphs 68, 92 and 127) but does not elaborate on the meaning of other benefits. It is therefore advantageous that the revised Framework clarifies with greater prominence that the benefits notion covers forms other than cash flows.

Question 5

Do you agree that the composition of a group reporting entity should be based on control? If not, why? For example, if you consider that another basis should be used, which basis do you propose and why?

8. The AASB believes that the default basis for determining the composition of a group reporting entity should be control.
9. Paragraph 78 of the DP refers to it being “unusual to have a majority stake”. It is not clear to the AASB whether the reference to stake is a reference to only ownership. If it is, then the DP inappropriately argues in favour of majority ownership being the primary conceptual criterion for determining whether to include an entity in a group

¹ In Australia, some legal entities have issued equity securities that are combined with (‘stapled to’) the securities issued by another legal entity by virtue of a contractual arrangement between the entities. The securities of each legal entity that form the ‘stapled securities’ cannot be traded or transferred independently and only the stapled securities have a quoted market price. The stapling of the equity securities of two or more legal entities results in those entities having equity holders in common.

reporting entity—although the AASB notes that this may not have been the intended meaning.

Question 6

Assuming that control is used as the basis for determining the composition of a group reporting entity, do you agree that the controlling entity model should be used as the primary basis for determining the composition of a group entity? If not, why?

10. The AASB believes that the controlling entity model should be used as the primary basis for determining the composition of a group reporting entity.

Question 7

Do you agree that the common control model should be used in some circumstances only? If not, why? For example, would you limit the composition of a group reporting entity to the controlling entity model only? Or would you widen the use of the common control model? If you support the use of the common control model, at least in some circumstances, do you regard it as an exception to (or substitute for) the controlling entity model in those circumstances, or is it a distinct approach in its own right? Please provide reasons for your responses.

11. The AASB believes that the proposed description of reporting entity may reduce the need for a common control model as a distinct model for determining the composition of a group reporting entity since any combination of entities can be regarded as a “circumscribed area of business activity” and therefore a reporting entity. Although the controlling entity model can coexist with the proposed reporting entity description, describing the reporting entity in a broad manner may reduce the need for a discussion of both the controlling entity model and common control model at the concepts level, making them issues for consideration at a standards level.

Section 3: Parent entity financial reporting

Question 8

Do you agree that consolidated financial statements should be presented from the perspective of the group reporting entity, not from the perspective of the parent company’s shareholders? If not, why?

12. The reasons for adopting a group reporting entity perspective in preparing consolidated financial statements are similar to those applicable to adopting an entity perspective in preparing the financial statements of an individual reporting entity. Consistent with the entity perspective used in the Objectives phase of IASB-FASB Conceptual Framework project, the AASB supports the presentation of consolidated financial statements from the perspective of a group reporting entity. The AASB emphasises that the entity perspective has for decades been the perspective adopted in standard setting in Australia and has been well received in the Australian financial reporting environment.

Why the entity perspective should be adopted

13. The entity perspective reflects the interest of a range of stakeholders and not just owners. This is consistent with contemporary developments in financial reporting where, in addition to disclosure of financial information, disclosures relating to

environmental and social factors are increasingly being considered. A single perspective of the owner is no longer acceptable to the broad range of users who seek increased levels of disclosure about the impact of the entity's activities on various aspects of economic and social life.

14. Under the entity perspective the information content of the financial statements is determined by reference to a broad range of users. This is the essence of general purpose financial reporting. Thus, general purpose nature of financial statements is consistent with the entity perspective. With the development of large listed entities where there is a separation between ownership and management, both liabilities and proprietorship items are regarded as sources of capital. From the entity viewpoint, the owners are providers of finance as are lenders and other creditors. The financial statements become a means of communicating financial information by management to external parties such as owners, lenders and suppliers who rely on information in general purpose financial statements.
15. Governments, including regulators, and the public see large entities as separate and distinct from the equityholders with an existence and objective of their own. Accordingly, the broad community view of most large businesses is consistent with an entity perspective.

Why the proprietary perspective is not helpful

16. The proprietary perspective may work for partnerships and other forms of business activity that involves the direct participation of equityholders in the entity's management. However, adopting a proprietary perspective in circumstances where activities are performed through large entities with numerous shareholders who are detached from the management and where there is a wide range of users who rely on the financial information for making decisions is not consistent with the objective of general purpose financial reporting.
17. The proposed description of a reporting entity is not consistent with the proprietary perspective since it recognises that the circumscribed area of business activity is of interest to capital providers who are separate from this area of business activity. The separate existence of the reporting entity from capital providers is the essence of the entity perspective.
18. The proprietary perspective is not consistent with legal provisions that give companies an existence separate from equityholders. By law, the company owns the assets and assumes the obligations of the business, not the entity's equityholders. The limited liability feature undermines the proprietary perspective since equityholders' responsibility is limited to their holding in the entity.

Entity perspective in consolidated financial statements

19. A group reporting entity perspective results in financial statements that recognise the assets, liabilities, income and expenses under the control of the parent, and therefore meets the needs of a broader group of users than parent entity equity investors. In addition, a parent entity focus can give rise to inappropriate and irrelevant information in the context of some groups such as with stapled securities arrangements.
20. The group reporting entity encompasses both the parent and subsidiaries and its financial statements present the results of a single economic entity. The economic entity view is consistent with the entity perspective where outside equity interests are treated no differently from parent entity interests in a subsidiary. Preparing financial

statements from the perspective of the parent is inconsistent with this view of a group reporting entity since it draws a distinction between the parent entity and other entities within the group. Taken to its logical conclusion, the proprietary view would lead to proportional consolidation at the standards level.

21. Some argue that, from a stewardship point of view, the management of the group is only accountable to parent entity shareholders. However, it seems evident that the performance of the management, which also relates to subsidiaries, is considered both by parent entity equityholders and the holders of non-controlling interests in their resource allocation decisions.
22. The group reporting entity perspective is consistent with the focus on a wide range of users on the grounds that it views the effect of transactions and other events from the perspective of the entire economic entity rather than a constituent part. The AASB believes that the entity perspective would not compromise the information needs of the parent entity equityholders, rather it ensures the provision of information that satisfies the needs of those equityholders as well as other users. Moreover, the adoption of a group reporting entity perspective would not mean that disclosure of information for particular use by parent entity equityholders cannot be devised at the standards level. For example, at the standards level it can be decided how to deal with information requirements regarding gains and losses arising from transactions with non-controlling interests or goodwill attributable to non-controlling interests.

Question 9

Do you agree that consolidated financial statements provide useful information to equity investors, lenders and other capital providers? If not, why?

23. We agree that consolidated financial statements that use the concept of control in determining the composition of group reporting entity satisfy the objective of financial reporting, that is providing information to users to enable them to make decisions. This does not, however, mean that in some instances additional information about the parent entity in the form of separate financial statements, or disclosures in consolidated financial statements, is not needed.

Question 10

Do you agree that the conceptual framework should not preclude the presentation of parent-only financial statements, provided that they are included in the same financial report as consolidated financial statements? If not, why?

24. The AASB agrees that the conceptual framework should not preclude the presentation of parent entity related information whether in the form of parent-only financial statements or disclosure in the consolidated financial statements. The AASB believes that parent-only financial statements would only provide useful information if they are published in conjunction with consolidated financial statements. This is because parent-only financial statements are not regarded as general purpose financial statements on the grounds that they do not recognise the assets, liabilities, income and expenses under the control of the parent on a line-by-line basis.
25. Some parent entity information may be needed by stakeholders to assess the liquidity and solvency of the entity in which they have a direct investment. Furthermore, Australian law currently requires dividends to be paid out of the profits of the

individual entity and therefore parent-only information would be useful in assessing the entity's ability to pay dividends.

26. The AASB undertook a study of the information needs of the users of parent entity financial statements in 2003. Among other things, the study concluded that parent entity financial statements are more likely to be needed by users when the parent:
- (a) conducts substantive operations, including treasury operations;
 - (b) is a borrowing entity;
 - (c) singularly guarantees the debt of one or more of the subsidiaries; or
 - (d) is unable to gain unfettered access to the cash flows of subsidiaries.

The study recommended that, in the absence of the above circumstances, the consolidated financial report should, among other things, merely disclose:

- (a) the parent entity's shareholders' funds, including dividends and related tax credits, if different from the consolidated amounts;
 - (b) the manner in which the group is structured, including which entity within the group conducts the major trading and treasury operations;
 - (c) in which entities the group's borrowings and contingent liabilities reside; and
 - (d) guarantees and indemnities in place, including which entities are party to the guarantees.
27. The AASB notes that there is ambiguity regarding the meaning of the word 'included' in Question 10. For example, a customary way of including parent-only financial statements in the consolidated financial report is by preparing two columns, one reflecting consolidated figures and the other column showing parent-only figures. The DP should clarify that the way the parent-only financial statements are included in the same report as consolidated financial statements will be dealt with at the standards level.

Section 4: Control Issues

Question 11

With regard to the concept of control, in the context of one entity having control over another, do you agree that:

- (a) **establishing whether control exists involves assessing all the existing facts and circumstances and, therefore, that there are no single facts or circumstances that evidence that one entity has control over another entity in all cases, nor should any particular fact or circumstances—such as ownership of a majority voting interest—be a necessary condition for control to exist? If not, why?**
28. The AASB believes that whether an entity has control of another entity will always be a question to be decided in the light of the prevailing circumstances. The determination of the existence of control will entail the exercise of professional skill and judgement by the preparer (and auditor) of the financial report with a view to representing the situation faithfully. Faithful representation may entail additional disclosures about the application of judgement. Accordingly, the AASB agrees that there is no single fact or circumstance that evidences that one entity controls another entity in all cases nor

- should any particular fact or circumstance act as a necessary condition for the existence of control.
29. The AASB believes, however, that the clarification of this principle is a standards level issue since it would need to be complemented by detailed analysis of some of the facts and circumstances encountered in practice.
- (b) **the concept of control should include situations in which control exists but might be temporary? If not, why?**
30. The AASB believes that during the time that control is held and until such time as control ceases, the subsidiary is part of the group reporting entity and needs to be reflected in the consolidated financial statements. Accordingly, the AASB agrees that the concept of control should include temporary control.
31. There may be a need to address practical issues that arise from temporary control at a standards level. For example, there are issues that may need to be addressed in relation to parent entities that are investment vehicles and which regularly buy and sell interests in controlled entities.
- (c) **the control concept should not be limited to circumstances in which the entity has sufficient voting rights or other legal rights to direct the financing and operating policies of another entity, but rather should be a broad concept that encompasses economically similar circumstances? If not, why?**
32. The AASB agrees with the statement. For example, it may be possible to control the voting rights of another entity without holding a majority interest in the voting rights. This would happen where, in the absence of another entity dominating the composition of the board of directors, voting rights held by one entity, while less than 50 per cent, constitute a majority of those voting rights that can be exercised in a coordinated manner.
- (d) **in the absence of other facts and circumstances, the fact that an entity holds enough options over voting rights that, if and when exercised, would place it in control over another entity is not sufficient, in itself, to establish that the entity currently controls that other entity? If not, why?**
33. The AASB agrees with the statement.
- (e) **to satisfy the power element of the definition of control, power must be held by one entity only? In other words, do you agree that the power element is not satisfied if an entity must obtain the agreement of others to direct the financing and operating policies of another entity? If not, why?**
34. The AASB agrees. A significant feature of control is that the controlling entity's power to direct is not shared with others. The capacity to act, which is at the core of the power element, cannot be shared or divided. An entity lacks this capacity and therefore power if it needs the agreement of other parties to act.
- (f) **having 'significant influence' over another entity's financing and operating policy decisions is not sufficient to establish the existence of control of that other entity? If not, why?**

35. The AASB agrees that significant influence is not sufficient to establish the existence of control. When there is significant influence, the investor controls the asset it holds, being its equity interest in the investee, but it does not control the individual underlying assets and liabilities of the investee, nor any proportion of them.

Question 12

Should any of the above control issues be addressed at the standards-level rather than at the concepts level? If so, which issues and why?

36. The AASB believes that issues of 'principle' should be discussed at the concepts level and the interpretation or clarification of those principles when applied to practical situations should be relegated to the standards level. Accordingly, issues covered by paragraph 141(a), (b) and (d), that is 'determining when one entity has control over another', 'control other than by legal rights, and 'power is not shared with others' should be discussed at the concepts level. Issues noted in paragraph 141(e), that is 'control, joint control, and significant influence' have traditionally been discussed at the standards level. While it would be appropriate to discuss control and joint control at the concepts level, it is arguable that 'significant influence' may not be appropriate for a conceptual analysis. Initial consideration of the issue by G4+1 group of standard setters in 2001 points to the difficulty of defining the term unambiguously. Interpretation of the capacity to exercise control is a standards level issue and issues under paragraph 141(c), that is 'latent control and treatment of options' would fall into this category.

Question 13

Are there any other conceptual issues, relating either to the control concept or to some other aspect of the reporting entity concept, that are not addressed in this discussion paper and should be addressed at the concepts level? If so, which issues and why?

37. The issue of control where there is less than a majority interest (either in capital or voting rights) needs to be clarified as a standards level issue.

Appendix

AASB's Comments on Implications of the Proposed Concepts if They Were Applied to Not-For-Profit Entities

The reporting entity concept

- A1. It is important in the context of the not-for-profit sector that the reporting entity can be an entity that is not a legal entity. In the not-for-profit sector, there may be organisations with distinct existence that might lack legal status but in respect of which there are users who are interested in their activities and to whom their management should be accountable. A limitation on reporting entities being legal entities would be particularly inappropriate in the not-for-profit sector where entities about which there is significant user interest and demand for accountability may not have a legal status.
- A2. If the term 'business activity' is perceived as having a for-profit connotation, it may not be suitable in a not-for-profit context. The AASB agrees with the Monitoring Group's² view that it would be appropriate to consider using a term other than 'business activity' that could be applied in both a for-profit and a not-for-profit context.
- A3. Not-for-profit entities have potentially a different and wider user group than the entities in the for-profit sector. They comprise resource providers, recipients of goods and services, parties performing a review or oversight function and management and governing bodies. Accordingly, the AASB agrees with the comments of the Monitoring Group that the DP's focus on capital providers as users of financial reports in its description of a reporting entity is too narrow for application in the not-for-profit sector. The AASB agrees with the Monitoring Group's view that funders and financial supporters should also be identified as capital providers and that the recipients of goods and services and members of not-for-profit entities should also be considered primary user groups for not-for-profit entities and the description or definition of a reporting entity should be amended accordingly.
- A4. The AASB also supports the Monitoring Group's account of some other reporting entity issues that may arise in the not-for-profit sector, in particular whether and in which circumstances branches or other sub-entities of a not-for-profit entity constitute reporting entities. An example may be when fundraising occurs at a branch level and where user decisions are made and the discharge of accountability is appropriate at that sub-entity level.

Group reporting entity

- A5. Under the proprietary perspective, the assumption is that the entity is an instrument of equity investors to increase their wealth. Such an assumption does not necessarily hold in the case of not-for-profit entities where the measurement of profit from the

² The Group consists of Chairs and senior staff members of standard-setting bodies in Australia, Canada, New Zealand and the United Kingdom. The group has been monitoring the development of the IASB-FASB joint conceptual framework project from the perspective of private and public sector not-for-profit entities. Its comments on the applicability to not-for-profit entities in the private and public sectors of the concepts proposed in the DP can be reached on the AASB website at www.aasb.gov.au.

owners' perspective is not the underlying objective of financial reporting. Accordingly, adoption of a proprietary perspective would be problematic for jurisdictions such as Australia where the same concepts, principles and rules are intended to be used for both the for-profit and not for-profit entities under a sector-neutral policy.

Control issues

- A6. The AASB concurs with the Monitoring Group's view that, in the context of not-for-profit entities, the application of control (as defined to date by standard-setting bodies) has sometimes been difficult and the proposed definition should be assessed against the range of circumstances that arise in the not-for-profit sector to determine whether the definition is appropriate and whether additional commentary could be developed to assist in standards-level decisions.
- A.7 As noted in the attached submission, the DP has not dealt with the benefit criterion in sufficient detail compared with the power criterion. There is a need for a broader notion of benefits than cash flows particularly in the not-for-profit sector. In a not-for-profit context benefits could flow in the form of satisfying the objectives of the controlling entity, in the form of delivery of goods or services to the controlling entity or to beneficiaries on behalf of the controlling entity. A controlling entity may derive both financial and/or non-financial benefits from a controlled entity.
- A8. The DP could usefully address the relationship between regulation and control. Some of a government's legislative powers establish the regulatory framework within which entities operate. It is generally accepted that such regulatory power does not constitute control possessed by the government or a government-controlled entity over the assets deployed by these entities. For example, although a government authority may have the power to close down the operations of entities that do not comply with emission control regulations, this power does not constitute control by that authority because it only has a regulatory power.
- A9. The ability of governments to change legislation raises the question of whether governments possess the capacity to direct the financing and operating policies of a wide range of private sector entities such as charities, other not-for-profit entities and even private sector for-profit entities. Presently, it is widely held that the 'currently exercisable control' should be the principle adopted and therefore the capacity of governments to legislate to control certain private sector entities or expropriation of certain assets does not amount to control. This view is consistent with the general conclusion in paragraph 155 of the DP that when an option holder holds sufficient options that, if exercised, would place it in control of another entity, that is not sufficient, in itself, to establish that the option holder has present control over that other entity.
- A10. In some situations an entity is economically dependent on another entity but retains discretion as to whether it will take funding from, or do business with, the entity. In this case, the first entity has the ultimate power to govern its own financing or operating policies, and accordingly is not controlled by the other entity. An example is where an entity can influence the financing and operating policies of another entity that is engaged in charitable activities because the charity is dependent on it for funding. Here, in the absence of other circumstances, the agreement to provide funding would not, in itself, constitute control by the funding entity.

- A11. Not-for-profit entities in the private sector are generally characterised by the absence of defined ownership interests that can be sold, transferred or redeemed or that convey an entitlement to a share of a residual distribution of resources, including on liquidation of the entity. In assessing control relationships, further consideration may be necessary of issues that arise as a consequence of this characteristic.