



ACCOUNTING STANDARDS BOARD

STANDARD OF GENERALLY RECOGNISED ACCOUNTING PRACTICE

CONSOLIDATED FINANCIAL STATEMENTS (GRAP 35)

Acknowledgement

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GRAP 35

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CONSOLIDATED FINANCIAL STATEMENTS

This Standard was originally issued by the Accounting Standards Board (the Board) in November 2007. Since then, it has been amended by:

- Consequential amendments when the following Standards of GRAP became effective on 1 April 2023:
 - GRAP 25 *Employee Benefits*, issued April 2021.



Introduction

This pronouncement is set out in paragraphs .01 to .68. All paragraphs in this pronouncement have equal authority. The status and authority of appendices are dealt with in the preamble to each appendix. This pronouncement should be read in the context of its objective, its basis for conclusions and/or the basis for conclusions of its international equivalent, if applicable, the *Preface to the Standards of GRAP* and the *Framework for the Preparation and Presentation of Financial Statements*¹.

Standards of GRAP and Interpretations of the Standards of GRAP should also be read in conjunction with any directives issued by the Board prescribing transitional provisions, as well as any regulations issued by the Minister of Finance regarding the effective dates of the Standards, published in the Government Gazette.

Directives should be read in conjunction with the applicable Standards of GRAP and Interpretations of the Standards of GRAP.

¹ In June 2017, the Board replaced the *Framework for the Preparation and Presentation of Financial Statements* with the *Conceptual Framework for General Purpose Financial Reporting*.

Objective

- .01 The objective of this Standard is to establish principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.
- .02 To meet the objective in paragraph .01, this Standard:
- (a) requires an entity (the controlling entity) that controls one or more other entities (controlled entities) to present consolidated financial statements;
 - (b) defines the principle of control, and establishes control as the basis for consolidation;
 - (c) sets out how to apply the principle of control to identify whether an entity controls another entity and therefore must consolidate that entity;
 - (d) sets out the accounting requirements for the preparation of consolidated financial statements; and
 - (e) defines an investment entity and sets out an exception to consolidating particular controlled entities of an investment entity.

Scope

- .03 *An entity that prepares and presents financial statements under the accrual basis of accounting shall apply this Standard in the preparation and presentation of consolidated financial statements for the economic entity.***

Transfer of functions and mergers

- .04 This Standard does not deal with the accounting requirements for transfer of functions or mergers and their effect on consolidation (see the Standards of GRAP on *Transfer of Functions Between Entities Under Common Control* (GRAP 105), *Transfer of Functions Between Entities Not Under Common Control* (GRAP 106) or *Mergers* (GRAP 107)).

Presentation of consolidated financial statements

- .05 *An entity that is a controlling entity shall present consolidated financial statements. This Standard applies to all entities, except that a controlling entity need not present consolidated financial statements if it meets all the following conditions:***
- (a) *it is itself a controlled entity and the information needs of users are met by its controlling entity's consolidated financial statements, and, in the case of a partially owned controlled entity, all its other owners, including those not otherwise entitled to vote, have been informed about, and do not object to, the entity not presenting consolidated financial statements;***

- (b) its debt or equity instruments are not traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets);***
- (c) it did not file, nor is it in the process of filing, its financial statements with a securities commission or other regulatory organisation for the purpose of issuing any class of instruments in a public market; and***
- (d) its ultimate or any intermediate controlling entity produces financial statements that are available for public use and comply with the Standards of GRAP, in which controlled entities are consolidated or are measured at fair value in accordance with this Standard.***

- .06 This Standard does not apply to post-employment benefit plans or other long-term employee benefit plans to which the Standard of GRAP on *Employee Benefits* applies.
- .07 *A controlling entity that is an investment entity shall not present consolidated financial statements if it is required, in accordance with paragraph .57, to measure all of its controlled entities at fair value.***
- .08 A controlled entity is not excluded from consolidation because its activities are dissimilar to those of the other entities within the economic entity, for example, the consolidation of Government Business Enterprises with other public sector entities. Relevant information is provided by consolidating such controlled entities and disclosing additional information in the consolidated financial statements about the different activities of controlled entities. For example, the disclosures required by the Standard of GRAP on *Segment Reporting* help to explain the significance of different activities within the economic entity.
- .09 The exemption from preparing consolidated financial statements in paragraph .05 does not apply where the information needs of a controlled entity's users would not be met by the consolidated financial statements of its controlling entity. Many controlling entities that are either wholly owned or partially owned, represent key sectors or activities of government, and the purpose of this Standard is not to exempt such entities from preparing consolidated financial statements. In this situation the information needs of certain users may not be served by the consolidated financial statements of its controlling entity.
- .10 An entity may be required (for example, by legislation, or by external users) to prepare aggregated financial statements which are for a different economic entity than that required by this Standard. Although such financial statements fall outside the scope of this Standard and would not comply with the requirements in this Standard, an entity could use the guidance in this Standard in the preparation of such aggregated financial statements.

Definitions

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

Benefits *are the advantages an entity obtains from its involvement with other entities. Benefits may be financial or non-financial. The actual impact of an entity's involvement with another entity can have positive or negative aspects.*

Binding arrangement *is an arrangement that confers enforceable rights and obligations on the parties to the arrangement as if it were in the form of a contract. It includes rights from contracts or other legal rights.*

Consolidated financial statements *are the financial statements of an economic entity in which the assets, liabilities, net assets, revenue, expenses and cash flows of the controlling entity and its controlled entities are presented as those of a single economic entity.*

Control *An entity controls another entity when the entity is exposed, or has rights, to variable benefits from its involvement with the other entity and has the ability to affect the nature or amount of those benefits through its power over the other entity.*

A controlled entity *is an entity that is controlled by another entity.*

A controlling entity *is an entity that controls one or more entities.*

A decision maker *is an entity with decision making rights that is either a principal or an agent for other parties.*

An economic entity *is a controlling entity and its controlled entities.*

An investment entity *is an entity that:*

- (a) obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;*
- (b) has the purpose of investing funds solely for returns from capital appreciation, investment revenue, or both; and*
- (c) measures and evaluates the performance of substantially all of its investments on a fair value basis.*

A non-controlling interest *is the net assets in a controlled entity not attributable, directly or indirectly, to a controlling entity.*

Power *consists of existing rights that give the current ability to direct the relevant activities of another entity.*

Protective rights *are rights designed to protect the interest of the party holding those rights without giving that party power over the entity to which those rights relate.*

Relevant activities (for the purpose of this Standard) are activities of the potentially controlled entity that significantly affect the nature or amount of the benefits that an entity receives from its involvement with that other entity.

Removal rights are rights to deprive the decision maker of its decision making authority.

Terms defined in other Standards of GRAP are used in this Standard with the same meaning as in those Standards.

Binding arrangement

.12 Binding arrangements can be evidenced in several ways:

- (a) a contract concluded between the parties;
- (b) legislation, supporting regulations or similar means including, but not limited to, laws, regulation, policies, decisions concluded by authorities such as cabinet, executive committees, boards, municipal councils and ministerial orders; or
- (c) through the operation of law, including common law.

A binding arrangement is often, but not always, in writing, in the form of a contract or documented discussions between the parties.

Economic entity

- .13 The term economic entity is used in this Standard to define, for financial reporting purposes, a group of entities comprising the controlling entity and any controlled entities. Other terms sometimes used to refer to an economic entity include administrative entity, financial entity, consolidated entity, and group. An economic entity may include entities with both social policy and commercial objectives.
- .14 The determination of the economic entity will need to be made having regard to the constitutional arrangements in place, in particular the ways in which government power is limited and allocated, and how the government system is set up and operates. For example, an executive, legislature and judiciary, may collectively form an economic entity in respect of which there is a user need for consolidated financial statements.

Control (see Appendix A paragraphs AG2. to AG87.)

- .15 ***An entity, regardless of the nature of its involvement with another entity, shall determine whether it is a controlling entity by assessing whether it controls the other entity.***
- .16 ***An entity controls another entity when it is exposed, or has rights, to variable benefits from its involvement with the other entity and has the ability to affect the nature and amount of those benefits through its power over the other entity.***

- .17 Thus, an entity controls another entity if and only if the entity has all the following:**
- (a) power over the other entity (see paragraphs .20 to .27);**
 - (b) exposure, or rights, to variable benefits from its involvement with the other entity (see paragraphs .28 to .32); and**
 - (c) the ability to use its power over the other entity to affect the nature or amount of the benefits from its involvement with the other entity (see paragraphs .33 to .38).**
- .18 An entity shall consider all facts and circumstances when assessing whether it controls another entity. The entity shall reassess whether it controls another entity if facts and circumstances indicate that there are changes to one or more of the three elements of control listed in paragraph .17 (see Appendix A paragraphs AG82. to AG87.).**
- .19 Two or more entities collectively control another entity when they must act together to direct the relevant activities. In such cases, because no single entity can direct the activities without the co-operation of the others, no single entity controls the other entity. Each entity would account for its interest in the other entity in accordance with the applicable Standard of GRAP, such as the Standards of GRAP on *Investments in Associates and Joint Ventures* (GRAP 36), *Joint Arrangements* (GRAP 37), or *Financial Instruments* (GRAP 104).**

Power

- .20 An entity has power over another entity when the entity has existing rights that give it the current ability to direct the relevant activities, i.e. the activities that significantly affect the nature or amount of the benefits from its involvement with the other entity. The right to direct the financial and operating policies of another entity indicates that an entity has the ability to direct the relevant activities of another entity and is frequently the way in which power is demonstrated in the public sector.**
- .21 Power arises from rights. In some cases assessing power is straightforward, such as when power over another entity is obtained directly and solely from the voting rights granted by equity instruments such as shares, and can be assessed by considering the voting rights from those shareholdings. However, public sector entities often obtain power over another entity from rights other than voting rights. They may also obtain power over another entity without having an equity instrument providing evidence of a financial investment. An entity may have rights conferred by other binding arrangements. These rights may give an entity power to require the other entity to deploy assets or incur liabilities in a way that affects the nature or amount of benefits received by the first-mentioned entity. The assessment of whether such rights give rise to power over another entity may be complex and require more than one factor to be considered.**

- .22 An entity can have power over another entity even if it does not have responsibility for the day-to-day operation of the other entity or the manner in which prescribed functions are performed by that other entity. Legislation may give statutory bodies or statutory officers powers to carry out their functions independently of government. For example, the Auditor-General and Statistics South-Africa usually have statutory powers to obtain information and publish reports without recourse to government and the judiciary often has special powers to give effect to the concept of judicial independence. Legislation may also set out the broad parameters within which the statutory body is required to operate, and result in the statutory body operating in a manner consistent with the objectives set by Parliament or a similar body. The existence of statutory powers to operate independently does not, of itself, preclude an entity having the ability to direct the operating and financial policies of another entity with statutory powers so as to obtain benefits. For example, the independence of the South African Reserve Bank in relation to monetary policy does not preclude the possibility of the South African Reserve Bank being controlled. All facts and circumstances would still need to be considered.
- .23 Under the Constitution of the Republic of South Africa, 1996, national, provincial and local governments have constitutional independence. However, in certain circumstances, for example, through national legislation, an entity in one sphere of government may intervene in the administration of an entity in another sphere of government, if that other entity cannot and does not fulfil its executive obligation. For example, an entity in the provincial sphere of government may intervene in the administration of a municipality if that municipality is unable to fulfil its constitutional or legislative mandate. During this period, circumstances must be evaluated to establish whether the provincial sphere of government has power over the municipality in the form of existing rights that gives it the ability to direct the municipality's relevant activities for consolidation purposes in terms of this Standard.
- .24 The existence of rights over another entity does not necessarily give rise to power for the purposes of this Standard. An entity does not have power over another entity solely due to the existence of:
- (a) regulatory control (see Appendix A paragraph AG12.); or
 - (b) economic dependence (see Appendix A paragraphs AG41. to AG42.).
- .25 An entity with the current ability to direct the relevant activities has power even if its rights to direct have yet to be exercised. Evidence that the entity has been directing the relevant activities of the entity being assessed for control can help determine whether the entity has power, but such evidence is not, in itself, conclusive in determining whether the entity has power over the entity being assessed for control. In the case of an entity established with predetermined activities, the right to direct the relevant activities may have been exercised at the time that the entity was established.

- .26 If two or more entities each have existing rights that give them the unilateral ability to direct different relevant activities, the entity that has the current ability to direct the activities that most significantly affect the nature or amount of benefits from that entity has power over that other entity.
- .27 An entity can have power over an entity being assessed for control even if other entities have existing rights that give them the current ability to participate in the direction of the relevant activities, for example when another entity has significant influence. However, an entity that holds only protective rights does not have power over another entity (see Appendix A paragraphs AG29. to AG31.), and consequently does not control the other entity.

Benefits

- .28 An entity is exposed, or has rights, to variable benefits from its involvement with an entity being assessed for control when the benefits that it seeks from its involvement have the potential to vary as a result of the other entity's performance. Entities become involved with other entities with the expectation of positive financial or non-financial benefits over time. However, in a particular reporting period, the actual impact of an entity's involvement with the entity being assessed for control can be only positive, only negative or a mix of both positive and negative.
- .29 The entity's benefits from its involvement with the entity being assessed for control can be only financial, only non-financial or both financial and non-financial. Financial benefits include returns on investment such as dividends or similar distributions and are sometimes referred to as "returns". Non-financial benefits include advantages arising from scarce resources that are not measured in financial terms and economic benefits received directly by service recipients of the entity. Non-financial benefits can occur when the activities of another entity are congruent with, (that is, they are in agreement with), the objectives of the entity and support the entity in achieving its objectives. For example, an entity may obtain benefits when another entity with congruent activities provides services that the first entity would have otherwise been obliged to provide. Congruent activities may be undertaken voluntarily or the entity may have the power to direct the other entity to undertake those activities. Non-financial benefits can also occur when two entities have complementary objectives (that is, the objectives of one entity add to, and make more complete, the objectives of the other entity).
- .30 The following examples illustrate financial benefits that an entity may receive from its involvement with another entity:
 - (a) dividends, variable interest on debt securities, other distributions of economic benefits;
 - (b) exposure to increases or decreases in the value of an investment in another entity;

- (c) exposure to loss from agreements to provide financial support, including financial support for major projects;
- (d) cost savings (for example, if an entity would achieve economies of scale or synergies by combining the operations or assets of the other entity with its own operations or assets);
- (e) residual interests in the other entity's assets and liabilities on liquidation of that other entity; or
- (f) other exposures to variable benefits that are not available to other entities.

.31 Examples of non-financial benefits include:

- (a) the specialised knowledge of another entity;
- (b) the value to the entity of the other entity undertaking activities that assist the entity in achieving its objectives;
- (c) improved outcomes;
- (d) more efficient delivery of outcomes;
- (e) more efficient or effective production and delivery of goods and services;
- (f) having an asset and related services available earlier than otherwise would be the case; or
- (g) having a higher level of service quality than would otherwise be the case.

.32 Although only one entity can control another entity, more than one party can share in the benefits of that other entity. For example, holders of non-controlling interests can share in the financial benefits such as surpluses or distributions from an entity or the non-financial benefits such as congruence of activities with desired outcomes.

Link between power and benefits

.33 An entity controls another entity if the entity not only has power over the entity being assessed for control and exposure or rights to variable benefits from its involvement with the other entity, but also has the ability to use its power to affect the nature or amount of the benefits from its involvement with the entity being assessed for control.

.34 The existence of congruent objectives alone is insufficient for an entity to conclude that it controls another entity. In order to have control the entity would also need to have the ability to use its power over the entity being assessed for control to direct that other entity to work with it to further its objectives.

.35 *An entity with decision making rights shall determine whether it is a principal or an agent in undertaking transactions with third parties. An entity shall also determine whether another entity with decision making rights is acting as an agent for the entity. An agent is a party primarily engaged to undertake*

transactions with third parties on behalf of and for the benefit of another party or parties (the principal(s)) and therefore does not control the other entity when it exercises its decision making authority. Thus, sometimes a principal's power may be held and exercisable by an agent, but on behalf of the principal.

- .36 When an entity has decision making rights, it should assess whether it controls another entity based on its exposure, or rights, to variable benefits from its involvement with the other entity over which it exercises decision making rights.
- .37 When an entity has delegated its decision making rights, it needs to apply the principles in the Standard of GRAP on *Accounting by Principals and Agents* (GRAP 109) to assess whether it is a party to a principal-agent arrangement, before applying the principles in this Standard to assess control. A principal-agent arrangement results from a binding arrangement in which one entity (an agent), undertakes transactions with third parties on behalf, and for the benefit of, another entity (the principal).
- .38 This Standard requires an entity, who delegates its decision making authority to another entity (i.e. an agent) on specific issues or for specific activities, to assess whether it controls an entity by treating the decision making rights delegated to the agent, as held by it directly. In terms of GRAP 109, an entity is an agent when, in relation to transactions with third parties, all three of the following criteria are present:
 - (a) It does not have the power to determine the significant terms and conditions of the transaction.
 - (b) It does not have the ability to use all, or substantially all, of the resources that result from the transaction for its own benefit.
 - (c) It is not exposed to variability in the results of the transaction.

The entity should consider all facts and circumstances to assess whether it controls that entity.

Accounting requirements

- .39 ***A controlling entity shall prepare consolidated financial statements using uniform accounting policies for like transactions and other events in similar circumstances.***
- .40 ***Consolidation of a controlled entity shall begin from the date the entity obtains control of the other entity and cease when the entity loses control of the other entity.***

Consolidation procedures

- .41 Consolidated financial statements:
 - (a) Combine like items of assets, liabilities, net assets, revenue, expenses and cash flows of the controlling entity with those of its controlled entities.

- (b) Offset (eliminate) the carrying amount of the controlling entity's investment in each controlled entity and the controlling entity's portion of net assets of each controlled entity (see GRAP 105 and GRAP 106, which provides guidance on the treatment of the difference between the consideration paid (if any) and the assets acquired and liabilities assumed).
- (c) Eliminate in full intra-economic entity assets, liabilities, net assets, revenue, expenses and cash flows relating to transactions between entities of the economic entity (surpluses or deficits resulting from intra-economic entity transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra-economic entity losses may indicate an impairment that requires recognition in the consolidated financial statements.

Uniform accounting policies

- .42 If a member of the economic entity uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the consolidated financial statements to ensure conformity with the economic entity's accounting policies.

Measurement

- .43 An entity includes the revenue and expenses of a controlled entity in the consolidated financial statements from the date it gains control until the date when the entity ceases to control the controlled entity. Revenue and expenses of the controlled entity are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. For example, depreciation expense recognised in the consolidated statement of financial performance after the acquisition date is based on the values of the related depreciable assets recognised in the consolidated financial statements at the acquisition date.

Potential voting rights

- .44 When potential voting rights, or other derivatives containing potential voting rights, exist, the proportion of surplus or deficit and changes in net assets allocated to the controlling entity and non-controlling interests in preparing consolidated financial statements is determined solely on the basis of existing ownership interests and does not reflect the possible exercise or conversion of potential voting rights and other derivatives, unless paragraph .45 applies.
- .45 In some circumstances an entity has, in substance, an existing ownership interest as a result of a transaction that currently gives the entity access to the benefits associated with an ownership interest. In such circumstances, the proportion allocated to the controlling entity and non-controlling interests in preparing consolidated financial statements is determined by taking into account the eventual

exercise of those potential voting rights and other derivatives that currently give the entity access to the benefits.

- .46 GRAP 104 does not apply to interests in controlled entities that are consolidated. When instruments containing potential voting rights in substance currently give access to the benefits associated with an ownership interest in a controlled entity, the instruments are not subject to the requirements of GRAP 104. In all other cases, instruments containing potential voting rights in a controlled entity are accounted for in accordance with GRAP 104.

Reporting dates

- .47 *The financial statements of the controlling entity and its controlled entities used in the preparation of the consolidated financial statements shall be prepared as at the same reporting date. When the end of the reporting period of the controlling entity is different from that of a controlled entity, the controlling entity either:***
- (a) *obtains, for consolidation purposes, additional financial information as of the same date as the financial statements of the controlling entity; or***
 - (b) *uses the most recent financial statements of the controlled entity at the time of preparing the consolidation, adjusted for the effects of significant transactions or events that occur between the date of those financial statements and the date of the consolidated financial statements.***

Non-controlling interests

- .48 *A controlling entity shall present non-controlling interests in the consolidated statement of financial position within net assets, separately from the net assets of the owners of the controlling entity.***
- .49 Changes in a controlling entity's interest in a controlled entity that do not result in the controlling entity losing control of the controlled entity are transactions with owners in their capacity as owners.
- .50 *An entity shall attribute the surplus or deficit and each gain or loss recognised directly in net assets to the owners of the controlling entity and to the non-controlling interests. The entity shall also attribute the total amount recognised in the statement of changes in net assets to the owners of the controlling entity and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.***
- .51 *If a controlled entity has outstanding cumulative preference shares that are classified as equity instruments and are held by non-controlling interests, the entity shall compute its share of surplus or deficit after adjusting for the dividends on such shares, whether or not such dividends have been declared.***

Changes in the proportion held by non-controlling interests

- .52** *When the proportion of the net assets held by non-controlling interests changes, an entity shall adjust the carrying amounts of the controlling and non-controlling interests to reflect the changes in their relative interests in the controlled entity. The entity shall recognise directly in net assets any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received, and attribute it to the owners of the controlling entity.*

Loss of control

- .53** *If a controlling entity loses control of a controlled entity, the controlling entity:*
- (a) derecognises the assets and liabilities of the former controlled entity from the consolidated statement of financial position;*
 - (b) recognises any investment retained in the former controlled entity and subsequently accounts for it and for any amounts owed by or to the former controlled entity in accordance with the applicable Standards of GRAP. That fair value shall be regarded as the fair value on initial recognition of a financial asset in accordance with GRAP 104 or the cost on initial recognition of an investment in an associate or joint venture; and*
 - (c) recognises the gain or loss (in accordance with GRAP 105 and GRAP 106) associated with the loss of control attributable to the former controlling interest.*
- .54** *A controlling entity might lose control of a controlled entity in two or more arrangements (transactions). However, sometimes circumstances indicate that the multiple arrangements should be accounted for as a single transaction. In determining whether to account for the arrangements as a single transaction, a controlling entity shall consider all the terms and conditions of the arrangements and their economic effects. One or more of the following indicate that the controlling entity should account for the multiple arrangements as a single transaction:*
- (a) They are entered into at the same time or in contemplation of each other.*
 - (b) They form a single transaction designed to achieve an overall commercial effect.*
 - (c) The occurrence of one arrangement is dependent on the occurrence of at least one other arrangement.*
 - (d) One arrangement considered on its own is not economically justified, but it is economically justified when considered together with other arrangements. An example is when a disposal of an investment is priced below market and is compensated for by a subsequent disposal priced*

above market.

.55 *If a controlling entity loses control of a controlled entity, it shall:*

(a) Derecognise:

- (i) the assets and liabilities of the controlled entity at their carrying amounts at the date when control is lost; and**
- (ii) the carrying amount of any non-controlling interests in the former controlled entity at the date when control is lost (including any gain or loss recognised directly in net assets attributable to them).**

(b) Recognise:

- (i) the fair value of the consideration received, if any, from the transaction, event or circumstances that resulted in the loss of control;**
 - (ii) if the transaction, event or circumstances that resulted in the loss of control involves a distribution of shares of the controlled entity to owners in their capacity as owners, that distribution; and**
 - (iii) any investment retained in the former controlled entity at its fair value at the date when control is lost.**
- (c) Transfer directly to accumulated surplus/deficit, if required by other Standards of GRAP, the amounts recognised directly in net assets in relation to the controlled entity on the basis described in paragraph .56.**
- (d) Recognise any resulting difference as a gain or loss in surplus or deficit (see GRAP 106), or in accumulated surplus or deficit (see GRAP 105) attributable to the controlling entity.**

.56 *If a controlling entity loses control of a controlled entity, the controlling entity shall account for all amounts previously recognised directly in net assets in relation to that controlled entity on the same basis as would be required if the controlling entity had directly disposed of the related assets or liabilities. If a revaluation surplus previously recognised directly in net assets would be transferred directly to accumulated surplus or deficit on the disposal of the asset, the controlling entity shall transfer the revaluation surplus directly to accumulated surplus or deficit when it loses control of the controlled entity.*

Investment entities: Fair value requirement

.57 *Except as described in paragraph .58, an investment entity shall not consolidate its controlled entities. Instead, an investment entity shall measure an investment in a controlled entity at fair value in accordance with GRAP 104.*

.58 *Notwithstanding the requirement in paragraph .57, if an investment entity has a controlled entity that is not itself an investment entity and whose main*

purpose and activities are providing services that relate to the investment entity's investment activities (see Appendix A paragraphs AG98. to AG100.), it shall consolidate that controlled entity in accordance with paragraphs .39 to .56.

- .59** *A controlling entity of an investment entity that is not itself an investment entity shall present consolidated financial statements in which it (i) measures the investments of a controlled investment entity at fair value in accordance with GRAP 104 and (ii) consolidates the other assets and liabilities and revenue and expenses of the controlled investment entity in accordance with paragraphs .39 to .56.*

Determining whether an entity is an investment entity

- .60** *An entity shall consider all facts and circumstances when assessing whether it is an investment entity, including its purpose and design. Appendix A paragraphs AG88. to AG106. describe aspects of the definition of an investment entity in more detail. If facts and circumstances indicate that there are changes to one or more of the three elements that make up the definition of an investment entity, a controlling entity shall reassess whether it is an investment entity.*
- .61** *A controlling entity that either ceases to be an investment entity or becomes an investment entity shall account for the change in its status prospectively from the date at which the change in status occurred (see paragraphs .64 to .65).*

Judgements and assumptions

- .62** *An investment entity shall disclose the information required by paragraph .11 of the Standard of GRAP on Disclosure of Interests in Other Entities about significant judgements and assumptions made in determining that it is an investment entity unless it has all of the following characteristics:*
- (a) it has obtained funds from more than one investor (see Appendix A paragraphs AG89. to AG90.);*
 - (b) it has ownership interests in the form of equity or similar interests (see Appendix A paragraphs AG91. to AG92.); and*
 - (c) it has more than one investment (see Appendix A paragraphs AG96. to AG97.).*
- .63** *The absence of any of these characteristics does not necessarily disqualify an entity from being classified as an investment entity. However, the absence of any of these characteristics means that an entity is required to disclose information about the significant judgements and assumptions made in determining that it is an investment entity.*

Accounting for a change in investment entity status

- .64** *When an entity ceases to be an investment entity, it shall apply GRAP 105, GRAP 106 or GRAP 107 to any controlled entity that was previously measured at fair value in accordance with paragraph .57. The date of the change of status shall be the deemed acquisition date. The fair value of the controlled entity at the deemed acquisition date shall represent the transferred deemed consideration when calculating the difference between the consideration paid (if any) and the assets acquired and liabilities assumed that arises from the deemed acquisition. All controlled entities shall be consolidated in accordance with paragraphs .39 to .52 from the date of change of status.*
- .65** *When an entity becomes an investment entity, it shall cease to consolidate its controlled entities at the date of the change in status, except for any controlled entity that shall continue to be consolidated in accordance with paragraph .58. The investment entity shall apply the requirements of paragraphs .53 and .54 to those controlled entities that it ceases to consolidate as though the investment entity had lost control of those controlled entities at that date.*

Transitional provisions

- .66** *The transitional provisions to be applied by entities on the initial adoption of this Standard are prescribed in a directive(s). The provisions of this Standard should be read in conjunction with each applicable directive.*

Effective date

- .67** *An entity shall apply this Standard for annual financial statements covering periods beginning on or after a date to be determined by the Minister of Finance in a regulation to be published in accordance with section 91(1)(b) of the Public Finance Management Act, Act No. 1 of 1999, as amended.*

Withdrawal of the Standard of GRAP on *Separate Financial Statements* (2005) and the Interpretation of the Standards of GRAP on *Consolidation – Special Purpose Entities* (2010)

- .68** *This Standard is issued concurrently with the Standard of GRAP on *Separate Financial Statements*. Together, the two Standards supersede the Standard of GRAP on *Consolidated and Separate Financial Statements* and the Interpretation of the Standards of GRAP on *Consolidation – Special Purpose Entities* issued in 2005 and 2010 respectively.*

Appendix A - Application guidance

This appendix is an integral part of this Standard.

- AG1. The examples in this Appendix portray hypothetical situations. Although some aspects of the examples may be present in actual fact patterns, all facts and circumstances of a particular fact pattern would need to be evaluated when applying this Standard.

Assessing control

- AG2. To determine whether it controls another entity an entity shall assess whether it has all the following:
- (a) power over the other entity;
 - (b) exposure, or rights, to variable benefits from its involvement with the other entity; and
 - (c) the ability to use its power over the other entity to affect the nature or amount of the benefits from its involvement with the other entity.
- AG3. Consideration of the following factors may assist in making that determination:
- (a) the purpose and design of the other entity (see paragraphs AG5. to AG8.);
 - (b) what the relevant activities are and how decisions about those activities are made (see paragraphs AG13. to AG15.);
 - (c) whether the rights of the entity give it the current ability to direct the relevant activities of the other entity (see paragraphs AG16. to AG56.);
 - (d) whether the entity is exposed, or has rights, to variable benefits from its involvement with the other entity (see paragraphs AG57. to AG59.); and
 - (e) whether the entity has the ability to use its power over the other entity to affect the nature or amount of the benefits from its involvement with the other entity (see paragraphs AG60. to AG74.).
- AG4. When assessing whether it controls another entity, an entity shall consider the nature of its relationship with other parties (see paragraphs AG75. to AG77.).

Purpose and design of another entity

- AG5. An entity shall consider the purpose and design of the entity being assessed for control in order to identify the relevant activities, how decisions about the relevant activities are made, who has the current ability to direct those activities and who benefits from those activities.
- AG6. When the purpose and design of the entity being assessed for control are considered, it may be clear that the entity being assessed for control is controlled by means of equity instruments that give the holder proportionate voting rights,

such as ordinary shares. In this case, in the absence of any additional arrangements that alter decision making, the assessment of control focuses on which party, if any, is able to exercise voting rights sufficient to determine the operating and financing policies of the entity being assessed for control (see paragraphs AG32. to AG52.). In the most straightforward case, the entity that holds a majority of those voting rights, in the absence of any other factors, controls the other entity.

- AG7. To determine whether an entity controls another entity in more complex cases, it may be necessary to consider some or all of the other factors in paragraph AG3.
- AG8. Voting rights may not be the dominant factor in deciding who controls the entity being assessed for control. If there are voting rights they may be limited in scope. The relevant activities of the entity being assessed for control may be directed by means of binding arrangements or provisions in founding documents. In such cases, an entity's consideration of the purpose and design of the entity being assessed for control shall also include consideration of the risks to which the other entity was designed to be exposed, the risks it was designed to pass on to the parties involved and whether the entity is exposed to some or all of those risks. Consideration of the risks includes not only the downside risk, but also the potential for upside.

Power

- AG9. To have power over another entity, an entity must have existing rights that give it the current ability to direct the relevant activities. For the purpose of assessing power, only substantive rights and rights that are not protective shall be considered (see paragraphs AG25. to AG31.).
- AG10. The determination about whether an entity has power depends on the relevant activities, the way decisions about the relevant activities are made and the rights of the entity and other entities in relation to the potentially controlled entity.
- AG11. An entity normally will have power over an entity that it has established when the founding document or enabling legislation specifies the operating and financing activities that are to be carried out by that entity. However, the impact of the founding document or legislation is evaluated in the light of other prevailing circumstances, as all facts and circumstances need to be considered in assessing whether an entity has power over another entity. For example, a government may not have power over a research and development corporation that operates under a mandate created, and limited, by legislation if that or other legislation assigns power to direct the relevant activities to other entities that are not controlled by the government.

Regulatory control

- AG12. Regulatory control does not usually give rise to power over an entity for the purposes of this Standard. Public sector entities may have wide ranging powers to

establish the regulatory framework within which entities operate, to impose conditions or sanctions on their operations and to enforce those conditions or sanctions. For example, government and other public sector bodies may enact regulations to protect the health and safety of the community, restrict the sale or use of dangerous goods or specify the pricing policies of monopolies. However, when regulation is so tight as to effectively dictate how the entity performs its operations, then it may be necessary to consider whether the purpose and design of the entity is such that it is controlled by the regulating entity.

Relevant activities and direction of relevant activities

AG13. For many entities, a range of operating and financing activities significantly affect the benefits they generate. Any activity that assists in achieving or furthering the objectives of a controlled entity may affect the benefits to the controlling entity. Examples of activities that, depending on the circumstances, can be relevant activities include, but are not limited to:

- (a) using assets and incurring liabilities to provide services to service recipients;
- (b) distributing funds to specified individuals or groups;
- (c) collecting revenue through non-exchange transactions;
- (d) selling and purchasing of goods or services;
- (e) managing physical assets;
- (f) managing financial assets during their life (including upon default);
- (g) selecting, acquiring or disposing of assets;
- (h) managing a portfolio of liabilities;
- (i) researching and developing new services or processes; and
- (j) determining a funding structure or obtaining funding.

AG14. Examples of decisions about relevant activities include but are not limited to:

- (a) establishing operating and capital decisions of an entity, including budgets; and
- (b) appointing and remunerating an entity's management or service providers and terminating their services or employment.

AG15. In some situations, activities both before and after a particular set of circumstances arise or event occurs, may be relevant activities. When two or more entities have the current ability to direct relevant activities and those activities occur at different times, those entities shall determine which entity is able to direct the activities that most significantly affect those benefits consistently with the treatment of concurrent decision making rights (see paragraph .26). The entities concerned shall reconsider this assessment over time if relevant facts or

circumstances change.

Rights that give an entity power over another entity

- AG16. Power arises from rights. To have power over another entity, an entity must have existing rights that give the entity the current ability to direct the relevant activities of the other entity. The rights that may give an entity power can differ.
- AG17. Examples of rights that, either individually or in combination, can give an entity power include but are not limited to:
- (a) rights to give policy directions to the board of directors or equivalent governing body of another entity that give the holder the ability to direct the relevant activities of the other entity;
 - (b) rights in the form of voting rights (or potential voting rights) of another entity (see paragraphs AG32. to AG52.);
 - (c) rights to appoint, reassign or remove members of another entity's management who have the ability to direct the relevant activities;
 - (d) rights to appoint or remove another entity that directs the relevant activities;
 - (e) rights to approve or veto operating and capital budgets relating to the relevant activities of another entity;
 - (f) rights to direct the other entity to enter into, or veto any changes to, transactions for the benefit of the entity;
 - (g) rights to veto key changes to the other entity, such as the sale of a major asset or of the other entity as a whole; and
 - (h) other rights (such as decision making rights specified in a management contract) that give the holder the ability to direct the relevant activities.
- AG18. In considering whether it has power, an entity will need to consider the binding arrangements that are in place and the mechanism(s) by which it has obtained power. Ways in which an entity may have obtained power, either individually or in combination with other arrangements, include:
- (a) legislation or similar means;
 - (b) contractual arrangements;
 - (c) founding documents (for example, memorandum of incorporation); and
 - (d) voting or similar rights.
- AG19. To determine whether an entity has rights sufficient to give it power, the entity shall also consider the purpose and design of the other entity (see paragraphs AG5. to AG8.) and the requirements in paragraphs AG53. to AG56. together with paragraphs AG20. to AG22.
- AG20. In some circumstances it may be difficult to determine whether an entity's rights

are sufficient to give it power over another entity. In such cases, to enable the assessment of power to be made the entity shall consider evidence of whether it has the practical ability to direct the relevant activities unilaterally. Consideration is given, but is not limited, to the following, which, when considered together with its rights and the indicators in paragraphs AG21. and AG22., may provide evidence that the entity's rights are sufficient to give it power over the other entity:

- (a) the entity can appoint or approve the other entity's management who have the ability to direct the relevant activities;
- (b) the entity can direct the other entity to enter into, or can veto any changes to, significant transactions for the benefit of the entity;
- (c) the entity can dominate either the nominations process for electing members of the other entity's board of directors or equivalent governing body or the obtaining of proxies from other holders of voting rights;
- (d) the other entity's management are related parties of the entity (for example, the chief executive officer of the other entity and the chief executive officer of the entity are the same person); or
- (e) the majority of the members of the other entity's board of directors or equivalent governing body are related parties of the entity.

AG21. Sometimes there will be indications that the entity has a special relationship with the other entity, which suggests that the entity has more than a passive interest in the other entity. The existence of any individual indicator, or a particular combination of indicators, does not necessarily mean that the power criterion is met. However, if an entity has more than a passive interest in another entity this may indicate that the entity has other related rights sufficient to give it power or provide evidence of existing power over another entity. For example, the following suggests that the entity has more than a passive interest in the other entity and, in combination with other rights, may indicate power:

- (a) The relationship between the entity and the other entity's operations is one of dependence, such as in the following situations:
 - (i) The entity funds a significant portion of the other entity's operations and the other entity depends on this.
 - (ii) The entity guarantees a significant portion of the other entity's obligations, and the other entity depends on this.
 - (iii) The entity provides critical services, technology, supplies or raw materials to the other entity, and the other entity depends on this.
 - (iv) The entity controls assets such as licences or trademarks that are critical to the other entity's operations and the other entity depends on this.
 - (v) The entity provides management to the other entity (for example, when the entity's personnel have specialised knowledge of the other entity's

operations) and the other entity depends on this.

- (b) A significant portion of the other entity's activities either involve or are conducted on behalf of the entity.
- (c) The entity's exposure, or rights, to benefits from its involvement with the other entity is disproportionately greater than its voting or other similar rights. For example, there may be a situation in which an entity is entitled, or exposed, to more than half of the benefits of the other entity but holds less than half of the voting rights of the other entity.

AG22. Public sector entities often have special relationships with other parties as a result of the indicators listed in paragraph AG21. Public sector entities often fund the activities of other entities. Economic dependence is discussed in paragraphs AG41. to AG42.

AG23. The greater an entity's exposure, or rights, to variability of benefits from its involvement with another entity, the greater is the incentive for the entity to obtain rights sufficient to give it power. Therefore, having a large exposure to variability of benefits is an indicator that the entity may have power. However, the extent of the entity's exposure does not, in itself, determine whether an entity has power over the other entity.

AG24. When the factors set out in paragraph AG20. and the indicators set out in paragraphs AG21. to AG23. are considered together with an entity's rights, greater weight shall be given to the evidence of power described in paragraph AG20.

Substantive rights

AG25. An entity, in assessing whether it has power, considers only substantive rights relating to another entity (held by the entity and others). For a right to be substantive, the holder must have the practical ability to exercise that right.

AG26. Determining whether rights are substantive requires judgement, taking into account all facts and circumstances. Factors to consider in making that determination include but are not limited to:

- (a) Whether there are any barriers (economic or otherwise) that prevent the holder (or holders) from exercising the rights. Examples of such barriers include but are not limited to:
 - (i) Financial penalties and incentives that would prevent (or deter) the holder from exercising its rights.
 - (ii) An exercise or conversion price that creates a financial barrier that would prevent (or deter) the holder from exercising its rights.
 - (iii) Terms and conditions that make it unlikely that the rights would be exercised, for example, conditions that narrowly limit the timing of their

exercise.

- (iv) The absence of an explicit, reasonable mechanism in the founding documents of another entity or in applicable laws or regulations that would allow the holder to exercise its rights.
 - (v) The inability of the holder of the rights to obtain the information necessary to exercise its rights.
 - (vi) Operational barriers or incentives that would prevent (or deter) the holder from exercising its rights (e.g. the absence of other managers willing or able to provide specialised services or provide the services and take on other interests held by the incumbent manager).
 - (vii) Legal or regulatory requirements that limit the manner in which rights may be exercised or that prevent the holder from exercising its rights (e.g. where another entity has statutory powers which permit it to operate independently of the government).
- (b) When the exercise of rights requires the agreement of more than one party, or when the rights are held by more than one party, whether a mechanism is in place that provides those parties with the practical ability to exercise their rights collectively if they choose to do so. The lack of such a mechanism is an indicator that the rights may not be substantive. The more parties that are required to agree to exercise the rights, the less likely it is that those rights are substantive. However, a board of directors or equivalent governing body whose members are independent of the decision maker may serve as a mechanism for numerous entities (or other parties) to act collectively in exercising their rights. Therefore, removal rights exercisable by an independent board of directors or equivalent governing body are more likely to be substantive than if the same rights were exercisable individually by a large number of entities (or other parties).
- (c) Whether the party or parties that hold the rights would benefit from the exercise of those rights. For example, the holder of potential voting rights in another entity (see paragraphs AG49. to AG52.) shall consider the exercise or conversion price of the instrument. The terms and conditions of potential voting rights are more likely to be substantive when the instrument is in the money or the entity would benefit for other reasons (e.g. by realising synergies between the entity and the other entity) from the exercise or conversion of the instrument.
- AG27. To be substantive, rights also need to be exercisable when decisions about the direction of the relevant activities need to be made. Usually, to be substantive, the rights need to be currently exercisable. However, sometimes rights can be substantive, even though the rights are not currently exercisable.
- AG28. Substantive rights exercisable by other parties can prevent an entity from

controlling the entity being assessed for control, to which those rights relate. Such substantive rights do not require the holders to have the ability to initiate decisions. As long as the rights are not merely protective (see paragraphs AG29. to AG31.), substantive rights held by other parties may prevent the entity from controlling the entity being assessed for control even if the rights give the holders only the current ability to approve or block decisions that relate to the relevant activities.

Protective rights

- AG29. In evaluating whether rights give an entity power over another entity, the entity shall assess whether its rights, and rights held by others, are protective rights. Protective rights relate to fundamental changes to the activities of another entity or apply in exceptional circumstances. However, not all rights that apply in exceptional circumstances or are contingent on events are protective (see paragraphs AG15. and AG55.).
- AG30. Because protective rights are designed to protect the interests of their holder without giving that party power over the entity to which those rights relate, an entity that holds only protective rights cannot have power or prevent another party from having power over the entity to which those rights relate (see paragraph .27).
- AG31. Examples of protective rights include but are not limited to:
- (a) A lender's right to restrict a borrower from undertaking activities that could significantly change the credit risk of the borrower to the detriment of the lender.
 - (b) The right of a party holding a non-controlling interest in an entity to approve capital expenditure greater than that required in the ordinary course of operations, or to approve the issue of equity or debt instruments.
 - (c) The right of a lender to seize the assets of a borrower if the borrower fails to meet specified loan repayment conditions.
 - (d) The right of a regulator to curtail or close the operations of entities that are not complying with regulations or other requirements. For example, a pollution control authority may be able to close down activities of an entity that breached environmental regulations.
 - (e) The right to remove members of the board of directors or equivalent governing body of another entity under certain restricted circumstances. For example, a provincial government may be appointed as an administrator if the municipality is unable to make timely decisions about key policies.
 - (f) The right of a liquidator or equivalent when it seizes the assets of an entity that is to be liquidated.
 - (g) The right of an entity providing resources to a public benefit organisation to

demand that, if the public benefit organisation was to be liquidated, the net assets of the public benefit organisation would be distributed to an organisation undertaking similar activities. However, if the entity had the power to determine specifically to where the public benefit organisation's net assets would be distributed upon liquidation, the entity would have substantive rights in relation to the public benefit organisation.

Voting rights

AG32. Where an entity has voting or similar rights in respect of another entity, an entity should consider whether those rights give it the current ability to direct the relevant activities of the other entity. An entity considers the requirements in this section (paragraphs AG33. to AG52.) in making that assessment.

Power with a majority of the voting rights

AG33. An entity that holds more than half of the voting rights of another entity has power in the following situations, unless paragraph AG34. or paragraph AG35. applies:

- (a) the relevant activities are directed by a vote of the holder of the majority of the voting rights; or
- (b) a majority of the members of the board of directors or equivalent governing body that directs the relevant activities are appointed by a vote of the holder of the majority of the voting rights.

Majority of the voting rights but no power

AG34. For an entity that holds more than half of the voting rights of another entity, to have power over that other entity, the entity's voting rights must be substantive, in accordance with paragraphs AG25. to AG28., and must provide the entity with the current ability to direct the relevant activities, which often will be through determining operating and financing policies. If another entity has existing rights that provide that entity with the right to direct the relevant activities and that entity is not an agent of the entity making the assessment of control, the entity making the assessment of control does not have power over the other entity.

AG35. An entity does not have power over another entity, even though the entity holds the majority of the voting rights in the other entity, when those voting rights are not substantive. For example, an entity that has more than half of the voting rights in another entity cannot have power if the relevant activities are subject to direction by a government, court, administrator, receiver, liquidator or equivalent or regulator.

AG36. An entity can have power even if it holds less than a majority of the voting rights of another entity. An entity can have power with less than a majority of the voting rights of another entity, for example, through:

- (a) the power to appoint or remove a majority of the members of the board of

directors or equivalent governing body, and control of the other entity is by that board or by that body (see paragraph AG38.);

- (b) a binding arrangement between the entity and other vote holders (see paragraph AG39.);
- (c) rights arising from other binding arrangements (see paragraph AG40.);
- (d) the entity's voting rights (see paragraphs AG37. and AG43. to AG48.);
- (e) potential voting rights (see paragraphs AG49. to AG52.); or
- (f) a combination of (a) to (e).

Special voting rights attaching to ownership interest (golden share)

AG37. An entity may have the right of decisive vote, thus to veto all other voting rights of another entity. This type of right is sometimes referred to as a "golden share". Such special voting rights may give rise to power. Usually these rights are documented in the founding documents of the other entity (such as memorandum of incorporation), and are designed to restrict the level of voting or other rights that may be held by certain parties. They may also give an entity veto powers over any major change in the other entity, such as the sale of a major asset or the sale of the other entity as a whole.

Control of the board of directors or equivalent governing body

AG38. An entity may have the power to appoint or remove a majority of the members of the board of directors or equivalent governing body as a result of binding arrangements.

Binding arrangements with other vote holders

AG39. A binding arrangement between an entity and other vote holders can give the entity the right to exercise voting rights sufficient to give the entity power, even if the entity does not have voting rights sufficient to give it power without the binding arrangement. However, a binding arrangement might ensure that the entity can direct enough other vote holders on how to vote to enable the entity to make decisions about the relevant activities.

Rights from other binding arrangements

AG40. Other decision making rights, in combination with voting rights, can give an entity the current ability to direct the relevant activities. For example, the rights specified in a binding arrangement in combination with voting rights may give an entity the current ability to direct the operating or financing policies or other key activities of another entity that significantly affect the benefits received by the entity. However, an entity would not control another entity if that other entity were able to determine its policy or programme to a significant extent, (for example, by failing to comply with the binding arrangement and accepting the consequences, or by changing its founding documents or dissolving itself).

Economic dependence

AG41. Economic dependence, alone, does not give rise to power over an entity for the purposes of this Standard. Economic dependence may occur when:

- (a) an entity has a single major client and the loss of that client could affect the existence of the entity's operations; or
- (b) an entity's activities are predominantly funded by grants and donations and it receives the majority of its funding from a single entity.

AG42. An entity may be able to influence the financial and operating policies of another entity that is dependent on it for funding. However, a combination of factors will need to be considered to determine whether the economic dependence is such that the economically dependent entity no longer has the ultimate power to govern its own financial or operating policies. If an economically dependent entity retains discretion as to whether it will take funding from an entity, or do business with an entity, the economically dependent entity still has the ultimate power to govern its own financial or operating policies. For example, a private school that accepts funding from a government but whose governing body has retained discretion with respect to accepting funds or the manner in which those funds are to be used, would still have the ultimate power to govern its own financial or operating policies. This may be so even if government grants provided to such an entity requires it to comply with specified conditions. Although the entity might receive government grants for the construction of capital assets and operating costs subject to specified service standards or restrictions on user fees, its governing bodies may have ultimate discretion about how assets are used; the entity would therefore control its financial and operating policies. It is also important to distinguish between the operations of an entity and an entity itself. The loss of a major client might affect the viability of the operations of an entity but not the existence of the entity itself.

The entity's voting rights

AG43. An entity with less than a majority of the voting rights has rights that are sufficient to give it power when the entity has the practical ability to direct the relevant activities unilaterally.

AG44. When assessing whether an entity's voting rights are sufficient to give it power, an entity considers all facts and circumstances, including:

- (a) the size of the entity's holding of voting rights relative to the size and dispersion of holdings of the other vote holders, noting that:
 - (i) the more voting rights an entity holds, the more likely the entity is to have existing rights that give it the current ability to direct the relevant activities;
 - (ii) the more voting rights an entity holds relative to other vote holders, the



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more likely the entity is to have existing rights that give it the current ability to direct the relevant activities;

(iii) the more parties that would need to act together to outvote the entity, the more likely the entity is to have existing rights that give it the current ability to direct the relevant activities;

- (b) potential voting rights held by the entity, other vote holders or other parties (see paragraphs AG49. to AG52.);
- (c) rights arising from other binding arrangements (see paragraph AG40.); and
- (d) any additional facts and circumstances that indicate the entity has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

AG45. When the direction of relevant activities is determined by majority vote and an entity holds significantly more voting rights than any other vote holder or organised group of vote holders, and the other shareholdings are widely dispersed, it may be clear, after considering the factors listed in paragraphs AG44(a) to (c) alone, that the entity has power over the other entity.

AG46. In other situations, it may be clear after considering the factors listed in paragraphs AG44(a) to (c) alone that an entity does not have power.

AG47. However, the factors listed in paragraphs AG44(a) to (c) alone may not be conclusive. If an entity, having considered those factors, is unclear whether it has power, it shall consider additional facts and circumstances, such as whether other shareholders are passive in nature as demonstrated by voting patterns at previous shareholders' meetings. This includes the assessment of the factors set out in paragraph AG20. and the indicators in paragraphs AG21. to AG23. The fewer voting rights the entity holds, and the fewer parties that would need to act together to outvote the entity, the more reliance would be placed on the additional facts and circumstances to assess whether the entity's rights are sufficient to give it power. When the facts and circumstances in paragraphs AG20. to AG23. are considered together with the entity's rights, greater weight shall be given to the evidence of power in paragraph AG20. than to the indicators of power in paragraphs AG21. to AG23.

AG48. If it is not clear, having considered the factors listed in paragraphs AG44(a) to (d), that the entity has power, the entity does not control the other entity.

Potential voting rights

AG49. When assessing control, an entity considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has power. Potential voting rights are rights to obtain voting rights of another entity, such as those arising from convertible instruments or options, including forward contracts.

Those potential voting rights are considered only if the rights are substantive (see paragraphs AG25. to AG28.).

- AG50. When considering potential voting rights, an entity shall consider the purpose and design of the instrument, as well as the purpose and design of any other involvement the entity has with the other entity. This includes an assessment of the various terms and conditions of the instrument as well as the entity's apparent expectations, motives and reasons for agreeing to those terms and conditions.
- AG51. If the entity also has voting or other decision making rights relating to the other entity's activities, the entity assesses whether those rights, in combination with potential voting rights, give the entity power.
- AG52. Substantive potential voting rights alone, or in combination with other rights, can give an entity the current ability to direct the relevant activities. For example, this is likely to be the case when an entity holds 40 per cent of the voting rights of another entity and, in accordance with paragraph AG26., holds substantive rights arising from options to acquire a further 20 per cent of the voting rights.

Power when voting or similar rights do not have a significant effect on benefits

- AG53. In assessing the purpose and design of another entity (see paragraphs AG5. to AG8.), an entity shall consider the involvement and decisions made at the inception of the other entity as part of its design and evaluate whether the transaction terms and features of the involvement provide the entity with rights that are sufficient to give it power. Being involved in the design of another entity alone is not sufficient to give an entity control of that other entity. However, involvement in the design of the other entity may indicate that the entity had the opportunity to obtain rights that are sufficient to give it power over the other entity and hence the ability to determine the purpose and design of an entity may give rise to power. In the case of an entity established with most (or all) of its relevant activities predetermined at inception, having the ability to determine the purpose and design of an entity may be more relevant to the control assessment than any on-going decision making rights.
- AG54. In addition, an entity shall consider rights arising from binding arrangements such as call rights, put rights and liquidation rights established at the inception of the other entity. When binding arrangements involve activities that are closely related to the other entity, then these activities are, in substance, an integral part of the other entity's overall activities, even though they may occur outside the legal boundaries of the other entity. Therefore, explicit or implicit decision making rights embedded in binding arrangements that are closely related to the other entity need to be considered as relevant activities when determining power over the other entity.
- AG55. For some other entities, relevant activities occur only when particular circumstances arise or events occur. The other entity may be designed so that the

direction of its activities and the benefits from those activities are predetermined unless and until those particular circumstances arise or events occur. In this case, only the decisions about the other entity's activities when those circumstances or events occur can significantly affect its benefits and thus be relevant activities. The circumstances or events need not have occurred for an entity with the ability to make those decisions to have power. The fact that the right to make decisions is contingent on circumstances arising or an event occurring does not, in itself, make those rights protective.

- AG56. An entity may have an explicit or implicit commitment to ensure that another entity continues to operate as designed. Such a commitment may increase the entity's exposure to variability of benefits and thus increase the incentive for the entity to obtain rights sufficient to give it power. Therefore a commitment to ensure that another entity operates as designed may be an indicator that the entity has power, but does not, by itself, give an entity power, nor does it prevent another party from having power.

Exposure, or rights, to variable benefits from another entity

- AG57. When assessing whether an entity has control of another entity, the entity determines whether it is exposed, or has rights, to variable benefits from its involvement with the other entity.
- AG58. Variable benefits are benefits that are not fixed and have the potential to vary as a result of the performance of another entity. Variable benefits can be only positive, only negative or both positive and negative (see paragraph .28). An entity assesses whether benefits from another entity are variable and how variable those benefits are on the basis of the substance of the arrangement and regardless of the legal form of the benefits. For example:
- (a) In the context of non-financial benefits an entity may receive benefits as a result of the activities of another entity furthering its objectives. The benefits may be variable benefits for the purpose of this Standard because they may expose the entity to the performance risk of the other entity. If the other entity were unable to perform those activities then the entity might incur additional costs, either from undertaking the activities itself or by providing additional funds or other forms of assistance to enable the other entity to continue providing those activities.
 - (b) In the context of financial benefits an entity can hold a bond with fixed interest payments. The fixed interest payments are variable benefits for the purpose of this Standard because they are subject to default risk and they expose the entity to the credit risk of the issuer of the bond. The amount of variability (i.e. how variable those benefits are) depends on the credit risk of the bond. Similarly, fixed performance fees for managing another entity's assets are variable benefits because they expose the entity to the performance risk of

the other entity. The amount of variability depends on the other entity's ability to generate sufficient revenue to pay the fee.

- AG59. A liquidator or equivalent would not normally have rights to variable benefits from its involvement with the entity being liquidated.

Link between power and benefits

Delegated power

- AG60. It is common for public sector entities to be responsible for carrying out government policy. In some cases they may have the authority to act in their own right, in other cases they may act as an agent for another entity (see GRAP 109). For example:

- (a) A government department, which is authorised by another entity to act on its behalf, might act solely as an agent. In such cases the department would not control the other entity and would not consolidate it.
- (b) An entity may establish a trust to carry out specified activities and appoints the trustee. The trustee is responsible for making decisions about the financing and operating activities of the trust in accordance with the trust deed. If the entity can replace the trustee at its discretion, the entity would need to assess whether it controls the trust given that, for example, it would be exposed, or have rights, to variable benefits in terms of the extent to which its objectives are achieved or furthered through the activities of the trust.

- AG61. An entity may delegate its decision making authority to an agent on some specific issues or on all relevant activities. When assessing whether it controls another entity, the entity shall treat the decision making rights delegated to its agent as held by the entity directly. In situations where there is more than one principal, each of the principals shall assess whether it has power over the other entity by considering the requirements in paragraphs AG5. to AG56. Paragraphs AG62. to AG74. provide guidance on determining whether, in assessing control, a decision maker is an agent or a principal.

- AG62. A decision maker shall consider the overall relationship between itself, the other entity being managed (and assessed for control) and other parties involved with that entity. In particular, a decision maker shall consider the criteria in GRAP 109 to assess if it is an agent in relation to transactions with third parties. A decision maker will be an agent if all three of the following criteria are present:

- (a) It does not have the power to determine the significant terms and conditions of the transaction.
- (b) It does not have the ability to use all, or substantially all, of the resources that result from the transaction for its own benefit.
- (c) It is not exposed to variability in the results of the transaction.

The factors and the accompanying guidance below, assist a decision maker in determining whether it meets the criteria above and therefore is an agent:

- (i) the scope of its decision-making authority over the other entity (paragraphs AG64. and AG65.);
- (ii) the rights held by other parties (paragraphs AG66. to AG69.);
- (iii) the remuneration to which it is entitled in accordance with the remuneration agreement(s) (paragraphs AG70. to AG72.); and
- (iv) the decision maker's exposure to variability of benefits from other interests that it holds in the other entity (paragraphs AG73. and AG74.).

Different weightings shall be applied to each of the factors on the basis of particular facts and circumstances.

- AG63. Determining whether a decision maker is an agent requires an evaluation of all the criteria listed in paragraph AG62. unless a single party holds substantive rights to remove the decision maker (removal rights) and can remove the decision maker without cause (see paragraph AG67.).

The scope of the decision making authority

- AG64. The scope of a decision maker's decision making authority is evaluated by considering:
- (a) the activities that are permitted according to the decision making agreement(s) and specified by law; and
 - (b) the discretion that the decision maker has when making decisions about those activities.
- AG65. A decision maker shall consider the purpose and design of the other entity, the risks to which the other entity was designed to be exposed, the risks it was designed to pass on to the parties involved and the level of involvement the decision maker had in the design of another entity. For example, if a decision maker is significantly involved in the design of the other entity (including in determining the scope of decision making authority), that involvement may indicate that the decision maker had the opportunity and incentive to obtain rights that result in the decision maker having the ability to direct the relevant activities.

Rights held by other parties

- AG66. Substantive rights held by other parties may affect the decision maker's ability to direct the relevant activities of another entity. Substantive removal or other rights may indicate that the decision maker is an agent, but this assessment should be made after considering all the factors listed in paragraph AG62.
- AG67. When a single party holds substantive removal rights and can remove the decision maker without cause, this may be sufficient to conclude that the decision

maker is an agent. If more than one party holds such rights (and no individual party can remove the decision maker without the agreement of other parties) those rights are not, in isolation, conclusive in determining that a decision maker acts primarily on behalf and for the benefit of others. In addition, the greater the number of parties required to act together to exercise rights to remove a decision maker and the greater the magnitude of, and variability associated with, the decision maker's other economic interests (i.e. remuneration and other interests), the less the weighting that shall be placed on this factor.

- AG68. Substantive rights held by other parties that restrict a decision maker's discretion shall be considered in a similar manner to removal rights when evaluating whether the decision maker is an agent. For example, when a decision maker that is required to obtain approval from a small number of other parties for its actions, it may be an indication that the decision maker is an agent. (See paragraphs AG25. to AG28. for additional guidance on rights and whether they are substantive).
- AG69. Consideration of the rights held by other parties shall include an assessment of any rights exercisable by another entity's board of directors or equivalent governing body and their effect on the decision-making authority (see paragraph AG26(b)).

Remuneration

- AG70. The greater the magnitude of, and variability associated with, the decision maker's remuneration relative to the benefits expected from the activities of the other entity, the more likely the decision maker is a principal.
- AG71. In determining whether it is a principal or an agent the decision maker shall also consider whether the remuneration agreement includes only terms, conditions or amounts that are customarily present in arrangements for similar services and level of skills negotiated on an arm's length basis.
- AG72. A decision maker cannot be an agent unless the conditions set out in paragraphs AG74(a) and (b) are present. However, meeting those conditions in isolation is not sufficient to conclude that a decision maker is an agent.

Exposure to variability of benefits from other interests

- AG73. A decision maker that holds other interests in another entity (e.g. investments in the other entity or provides guarantees with respect to the performance of the other entity), shall consider its exposure to variability of benefits from those interests in assessing whether it is an agent. Holding other interests in another entity may indicate that the decision maker is the principal.
- AG74. In evaluating its exposure to variability of benefits from other interests in the other entity a decision maker shall consider the following:
- (a) The greater the magnitude of, and variability associated with, its economic interests, considering its remuneration and other interests in aggregate, the

more likely the decision maker is a principal.

- (b) Whether its exposure to variability of benefits is different from that of the other entities that receive benefits from the entity being assessed for control and, if so, whether this might influence its actions. For example, this might be the case when a decision maker holds subordinated interests in, or provides other forms of credit enhancement to, another entity.
- (c) The decision maker shall evaluate its exposure relative to the total variability of benefits of the other entity. This evaluation is made primarily on the basis of benefits expected from the activities of the other entity but shall not ignore the decision maker's maximum exposure to variability of benefits of the other entity through other interests that the decision maker holds.

Relationship with other parties

- AG75. When assessing control, an entity shall consider the nature of its relationship with other parties and whether those other parties are acting on the entity's behalf (i.e. they are "de facto agents"). The determination of whether other parties are acting as de facto agents requires judgement, considering not only the nature of the relationship but also how those parties interact with each other and the entity.
- AG76. Such a relationship need not involve a binding arrangement as defined in this Standard. GRAP 109 indicates that rights and obligations, for the various parties to the arrangement, can also be established through past actions which, over time, results in either party having no realistic alternative but to act in a certain way in relation to the arrangement. This may also give rise to a binding arrangement. A party is a de facto agent when the entity has, or those that direct the activities of the entity have, the ability to direct that party to act on the entity's behalf. In these circumstances, the entity shall consider its de facto agent's decision making rights and its indirect exposure, or rights, to variable benefits through the de facto agent together with its own when assessing control of another entity.
- AG77. The following are examples of such other parties that, by the nature of their relationship, might act as de facto agents for the entity:
- (a) The entity's related parties.
 - (b) A party that received its interest in the other entity as a contribution or loan from the entity making the assessment of control.
 - (c) A party that has agreed not to sell, transfer or encumber its interests in the other entity without the entity's prior approval (except for situations in which the entity and the other party have the right of prior approval and the rights are based on mutually agreed terms by willing independent parties).
 - (d) A party that cannot finance its operations without subordinated financial support from the entity.

- (e) Another entity for which the majority of the members of its board of directors or equivalent governing body or for which its management are the same as those of the entity.
- (f) A party that has a close operational relationship with the entity, such as the relationship between a professional service provider and one of its significant clients.

Control of specified assets

AG78. An entity shall consider whether it treats a portion of another entity as a deemed separate entity and, if so, whether it controls the deemed separate entity.

AG79. An entity shall treat a portion of another entity as a deemed separate entity if and only if the following condition is satisfied:

Specified assets of the other entity (and related credit enhancements, if any) are the only source of payment for specified liabilities of, or specified other interests in, the other entity. Parties other than those with the specified liability do not have rights or obligations related to the specified assets or to residual cash flows from those assets. In substance, none of the benefits from the specified assets can be used by the remaining portion of the other entity and none of the liabilities of the deemed separate entity are payable from the assets of the remainder of the other entity. Thus, in substance, all the assets, liabilities and equity instruments of that deemed separate entity are ring-fenced from the overall other entity. Such a deemed separate entity is often called a “silo”.

AG80. When the condition in paragraph AG79. is satisfied, an entity shall identify the activities that significantly affect the benefits of the deemed separate entity and how those activities are directed in order to assess whether it has power over that portion of the other entity. When assessing control of the deemed separate entity, the entity shall also consider whether it has exposure or rights to variable benefits from its involvement with that deemed separate entity and the ability to use its power over that portion of the other entity to affect the amount of the benefits from that entity.

AG81. If the entity controls the deemed separate entity, the entity shall consolidate that portion of the other entity. In that case, other parties exclude that portion of the other entity when assessing control of, and in consolidating, the other entity.

Continuous assessment

AG82. An entity shall reassess whether it controls another entity if facts and circumstances indicate that there are changes to one or more of the three elements of control listed in paragraph .17.

AG83. If there is a change in how power over another entity can be exercised, that change must be reflected in how an entity assesses its power over another entity.

For example, changes to decision making rights can mean that the relevant activities are no longer directed through voting rights, but instead other agreements, such as contracts, give another party or parties the current ability to direct the relevant activities.

- AG84. An event can cause an entity to gain or lose power over another entity without the entity being involved in that event. For example, an entity can gain power over another entity because decision making rights held by another party or parties that previously prevented the entity from controlling another entity have lapsed.
- AG85. An entity also considers changes affecting its exposure, or rights, to variable benefits from its involvement with another entity. For example, an entity that has power over another entity can lose control of that other entity if the entity ceases to be entitled or have the ability to receive benefits or to be exposed to obligations, because the entity would fail to satisfy paragraph .17(b) (e.g. if a contract to receive performance-related fees is terminated).
- AG86. An entity shall consider whether its assessment that it acts as an agent or a principal has changed. Changes in the overall relationship between the entity and other parties can mean that an entity no longer acts as an agent, even though it has previously acted as an agent, and vice versa. For example, if changes to the rights of the entity, or of other parties, occur, the entity shall reconsider its status as a principal or an agent (also see GRAP 109).
- AG87. An entity's initial assessment of control or its status as a principal or an agent would not change simply because of a change in market conditions (e.g. a change in the other entity's benefits driven by market conditions), unless the change in market conditions changes one or more of the three elements of control listed in paragraph .17 or changes the overall relationship between a principal and an agent (also see GRAP 109).

Determining whether an entity is an investment entity

- AG88. An entity shall consider all facts and circumstances when assessing whether it is an investment entity, including its purpose and design. Paragraphs AG89. to AG106. describe aspects of the definition of an investment entity in more detail.

Number of investors

- AG89. The definition of an investment entity requires that the entity have one or more investors. An investment entity may have several investors who pool their funds to gain access to investment management services and investment opportunities that they might not have had access to individually. Having several investors would make it less likely that the entity, or other members of the economic entity containing the entity, would obtain benefits other than capital appreciation or investment revenue.
- AG90. However, in the public sector it is also common for an investment entity to be

formed by, or for, a single controlling entity that represents or supports the interests of a wider group of investors (e.g. a pension fund, government investment fund or trust).

Ownership interests

- AG91. An investment entity is typically, but is not required to be, a separate legal entity. The investors in an investment entity will often, but not always, have ownership interests in the form of equity or similar interests (e.g. partnership interests), to which proportionate shares of the net assets of the investment entity are attributed. The definition of an investment entity does not specify that all investors must have the same rights. Having different classes of investors, some of which have rights only to a specific investment or groups of investments or which have different proportionate shares of the net assets, does not preclude an entity from being an investment entity.
- AG92. The definition of an investment entity does not specify that the investors must have an ownership interest that meets the definition of net assets in accordance with other applicable Standards of GRAP. An entity that has significant ownership interests in the form of debt that does not meet the definition of net assets may still qualify as an investment entity, provided that the debt holders are exposed to variable returns from changes in the fair value of the entity's net assets.

Purpose

- AG93. The definition of an investment entity requires that the purpose of the entity is to invest solely for returns from capital appreciation, investment revenue (such as dividends or similar distributions, interest or rental revenue), or both. Documents that indicate what the entity's investment objectives are, such as the entity's mandate, the founding documents, offering memorandum, publications distributed by the entity and other corporate or partnership documents, will typically provide evidence of an investment entity's purpose. Further evidence may include the manner in which the entity presents itself to other parties; for example, an entity may present its objective as providing medium-term investment for capital appreciation.
- AG94. An entity that has additional objectives that are inconsistent with the purpose of an investment entity would not meet the definition of an investment entity. Examples of when this may occur are as follows:
- (a) an investor whose objective is to jointly develop, produce or market products with its investees. The entity will earn returns from the development, production or marketing activity as well as from its investments;
 - (b) an investor whose objectives require it to be aligned with the economic, social or environmental policies of another entity. For example, if an entity is required to align its investment policies with other objectives such as owning certain operations or improving employment outcomes; and

- (c) an investor whose individual investment decisions have to be ratified or approved by a controlling entity or which is required to follow the direction of a controlling entity. Such ratifications, approvals or decisions are likely to be inconsistent with the purpose of an investment entity.

AG95. An entity's purpose may change over time. In assessing whether it continues to meet the definition of an investment entity, an entity would need to have regard to any changes in the environment in which it operates and the impact of such changes on its investment strategy.

Demonstrating purpose through holding more than one investment

AG96. An investment entity may have a number of ways in which it can demonstrate that its purpose is to invest funds for capital appreciation, investment revenue or both. One way is by holding several investments to diversify its risk and maximise its returns. An entity may hold a portfolio of investments directly or indirectly, for example by holding a single investment in another investment entity that itself holds several investments.

AG97. There may be times when the entity holds a single investment. However, holding a single investment does not necessarily prevent an entity from meeting the definition of an investment entity. For example, an investment entity may hold only a single investment when the entity:

- (a) is in its start-up period and has not yet identified suitable investments and, therefore, has not yet executed its investment plan to acquire several investments;
- (b) has not yet made other investments to replace those it has disposed of;
- (c) is established to pool investors' funds to invest in a single investment when that investment is unobtainable by individual investors (e.g. when the required minimum investment is too high for an individual investor); or
- (d) is in the process of being disestablished.

Investment related services and activities

AG98. An investment entity may provide investment-related services (e.g. investment advisory services, investment management, investment support and administrative services), either directly or through a controlled entity, to third parties as well as to its controlling entity or other investors, even if those activities are substantial to the entity, subject to the entity continuing to meet the definition of an investment entity.

AG99. An investment entity may also participate in the following investment-related activities, either directly or through a controlled entity, if these activities are undertaken to maximise the investment return (capital appreciation or investment revenue) from its investees and do not represent a separate substantial activity or

a separate substantial source of revenue to the investment entity:

- (a) providing management services and strategic advice to an investee; and
- (b) providing financial support to an investee, such as a loan, capital commitment or guarantee.

AG100. If an investment entity has a controlled entity that is not itself an investment entity and whose main purpose and activities are providing investment-related services or activities that relate to the investment entity's investment activities, such as those described in paragraphs AG98. to AG99., to the entity or other parties, it shall consolidate that controlled entity in accordance with paragraph .58. If the controlled entity that provides the investment-related services or activities is itself an investment entity, the controlling investment entity shall measure that controlled entity at fair value in accordance with paragraph .57.

Exit strategies

AG101. An entity's investment plans also provide evidence of its purpose. One feature that differentiates an investment entity from other entities is that an investment entity does not plan to hold its investments indefinitely; it holds them for a limited period. Because equity investments and non-financial asset investments have the potential to be held indefinitely, an investment entity shall have an exit strategy documenting how the entity plans to realise capital appreciation from substantially all of its equity investments and non-financial asset investments. An investment entity shall also have an exit strategy for any debt instruments that have the potential to be held indefinitely, for example perpetual debt investments. The entity need not document specific exit strategies for each individual investment but shall identify different potential strategies for different types or portfolios of investments, including a substantive time frame for exiting the investments. Exit mechanisms that are only put in place for default events, such as a breach of contract or non-performance, are not considered exit strategies for the purpose of this assessment.

AG102. Exit strategies can vary by type of investment. For investments in private equity securities, examples of exit strategies include an initial public offering, a private placement, a trade sale of an operation, distributions (to investors) of ownership interests in investees and sales of assets (including the sale of an investee's assets followed by a liquidation of the investee). For equity investments that are traded in a public market, examples of exit strategies include selling the investment in a private placement or in a public market. For real estate investments, an example of an exit strategy includes the sale of the real estate through specialised property dealers or the open market.

AG103. An investment entity may have an investment in another investment entity that is formed in connection with the entity for legal, regulatory, tax or similar operating reasons. In this case, the investment entity investor need not have an exit strategy

for that investment, provided that the investment entity investee has appropriate exit strategies for its investments.

Fair value measurement

AG104. An essential element of the definition of an investment entity is that it measures and evaluates the performance of substantially all of its investments on a fair value basis, because using fair value results in more relevant information than, for example, consolidating its controlled entities or using the equity method for its interests in associates or joint ventures. In order to demonstrate that it meets this element of the definition, an investment entity:

- (a) provides investors with fair value information and measures substantially all of its investments at fair value in its financial statements whenever fair value is required or permitted in accordance with the Standards of GRAP; and
- (b) reports fair value information internally to the entity's management (as defined in the Standard of GRAP on *Related Party Disclosures*), who use fair value as the primary measurement attribute to evaluate the performance of substantially all of its investments and to make investment decisions.

AG105. In order to meet the requirement in paragraph AG104(a), an investment entity would:

- (a) elect to account for any investment property using the fair value model in the Standard of GRAP on *Investment Property* (GRAP 16);
- (b) elect the exemption from applying the equity method in GRAP 36 for its investments in associates and joint ventures; and
- (c) measure its financial assets at fair value using the requirements in GRAP 104.

AG106. An investment entity may have some non-investment assets, such as a head office property and related equipment, and may also have financial liabilities. The fair value measurement element of the definition of an investment entity applies to an investment entity's investments. Accordingly, an investment entity need not measure its non-investment assets or its liabilities at fair value.



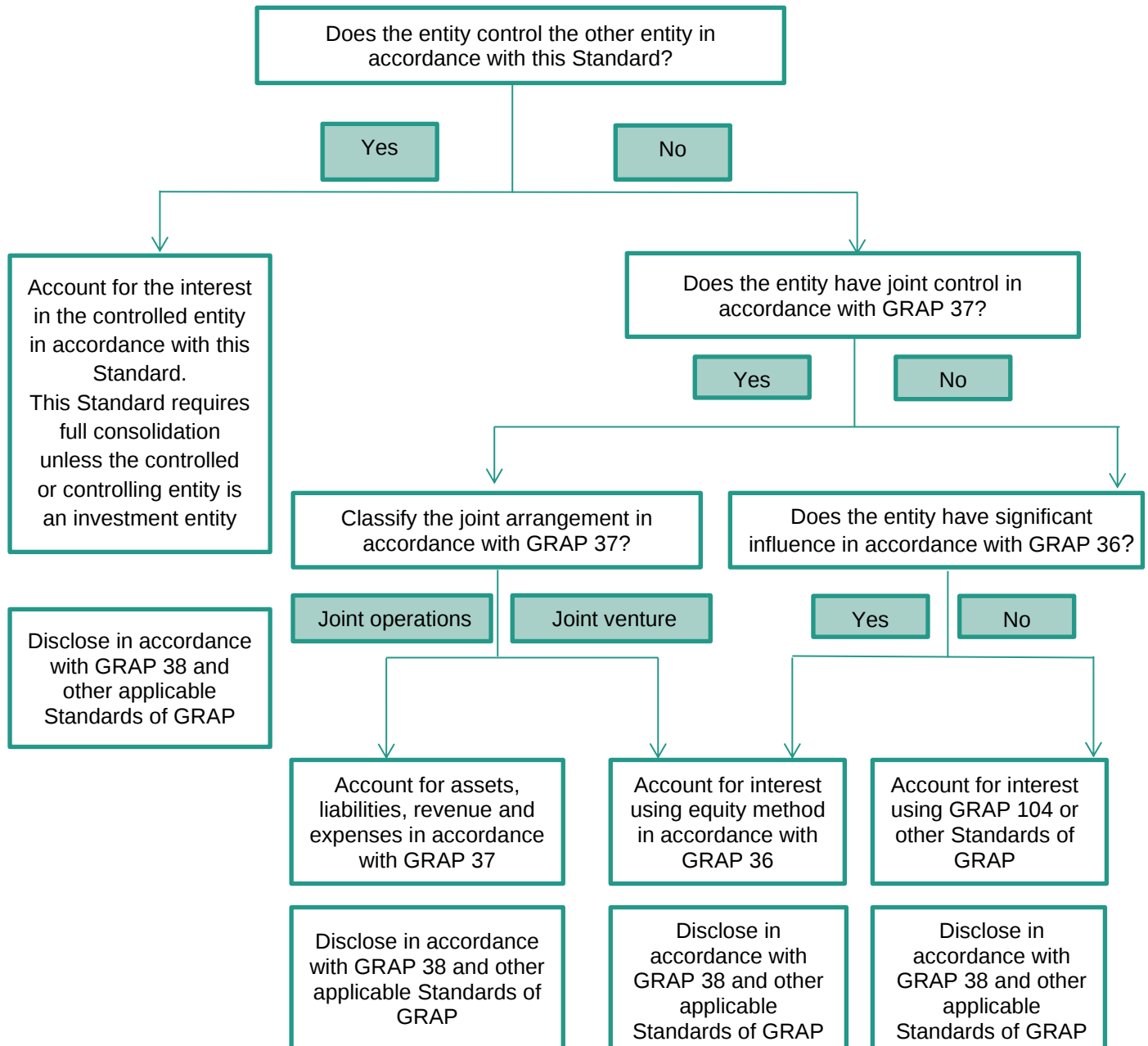
Appendix B - Implementation guidance

This guidance accompanies, but is not part of, this Standard.

Nature of relationship with another entity

IG1. The diagram below summarises the accounting for various types of involvement with another entity.

Flowchart 1: Forms of Involvement with Other Parties



Appendix C - Illustrative examples

This appendix is illustrative only and does not form part of this Standard. The purpose of this appendix is to illustrate the application of this Standard and to assist in clarifying its meaning.

- IE1. The examples in this appendix portray hypothetical situations. Although some aspects of the examples may be present in actual fact patterns, all facts and circumstances of a particular fact pattern would need to be evaluated when applying this Standard.

Power (see Appendix A paragraphs AG9. to AG56.)

- IE2. The following example illustrates an assessment of whether power exists for the purposes of this Standard.

Example 1

A provincial department partially funds the activities of a municipality. Some of this funding is required to be spent on specified activities. The municipality has a council that is elected every five years by the local community. The council decides how to use the municipality's resources for the benefit of the local community. The activities of the municipality are diverse and include library services, provision of leisure facilities, management of refuse and wastewater, and enforcement of building and health and safety regulations. These activities are the relevant activities of the municipality. Many of these activities also coincide with the interests of the provincial department. Despite its partial funding of the municipality's activities, the provincial department does not have the power to direct the relevant activities of the municipality. The rights of the municipality over the relevant activities preclude the provincial department from having control.

Regulatory control (see Appendix A paragraph AG12.)

- IE3. The following examples illustrate various forms of regulatory control. None of these forms of regulatory control give rise to power over the relevant activities for the purposes of this Standard. However, those examples do not rule out that there may be instances where power over the relevant activities for the purposes of this Standard may derive from regulatory control.

Example 2

A pollution control authority has the power to close down the operations of entities that are not complying with environmental regulations. The existence of this power does not constitute power over the relevant activities.

Example 3

A city has the power to pass zoning laws to limit the location of fast food outlets or to ban them altogether. The existence of this power does not constitute power over the relevant activities of the fast food outlets.

Example 4

A government agency has the power to regulate entities and establish price ceilings for entities that distribute electricity. Government agency does not have an ownership interest in the electricity distributors and does not receive financial benefits from the electricity distributors, nor has control as a result of the power to impose regulatory control. Any other powers would need to be separately assessed.

Example 5

A gambling board (GB) is a government agency that regulates casinos and other types of gambling in a state, and enforces state gambling legislation. The GB is responsible for promulgating rules and regulations that govern the conduct of gambling activities in the province. The rules and regulations stem from legislation. The legislation was passed by the legislature and sets forth the broad policy with regards to gambling; while the rules and regulations provide detailed requirements that must be satisfied by a gambling establishment, its owners, employees, and vendors. The rules and regulations cover a broad range of activity, including licencing, accounting systems, rules of casino games, and auditing.

The GB also has authority to grant or deny licences to gambling establishments, their ownership, employees, and vendors. In order to obtain a licence, an applicant must demonstrate that they possess good character, honesty and integrity. Licence application forms typically require detailed personal information. Based upon the type of licence being sought, an applicant may also be required to disclose details regarding previous business relationships, employment history, criminal records, and financial stability.

Although the rules and regulations have an impact on how gambling establishments operate, the GB does not have power over the relevant activities (as defined in this Standard) of the gambling establishments. The regulations apply to all gambling establishments and each establishment has a choice as to whether it wishes to engage in gaming or not. The purpose of the gambling legislation and regulations is to protect the public, rather than to establish a controlling interest in the gambling establishments.

Relevant activities and direction of relevant activities (see Appendix A paragraphs AG13. to AG15.)

IE4. The following examples illustrate assessments of whether an entity has the power to direct the relevant activities of another entity for the purposes of this Standard.

Example 6

Entities A and B, form another entity, Entity C, to develop and market a medical product. Entity A is responsible for developing and obtaining regulatory approval of the medical product — that responsibility includes having the unilateral ability to

make all decisions relating to the development of the product and to obtaining regulatory approval. Once the regulator has approved the product, Entity B will manufacture and market it — Entity B has the unilateral ability to make all decisions about the manufacture and marketing of the product. If all the activities — developing and obtaining regulatory approval as well as manufacturing and marketing of the medical product — are relevant activities, Entity A and Entity B each needs to determine whether they are able to direct the activities that *most* significantly affect the benefits from Entity C. Accordingly, Entity A and B each need to consider whether developing and obtaining regulatory approval or the manufacturing and marketing of the medical product is the activity that most significantly affects the benefits from Entity C and whether they are able to direct that activity. In determining which entity has power, entities A and B would consider:

- (a) the purpose and design of Entity C;
- (b) the factors that determine the surplus, revenue and value of Entity C as well as the value of the medical product;
- (c) the effect of their decision making authority on Entity C's performance with respect to the factors in (b); and
- (d) their exposure to variability of benefits from Entity C.

In this particular example, the entities would also consider:

- (a) the uncertainty of, and effort required in, obtaining regulatory approval (considering their record of successfully developing and obtaining regulatory approval of medical products); and
- (b) which entity controls the medical product once the development phase is successful.

Rights that give an entity power over another entity (See Appendix A paragraphs AG16. to AG28.)

IE5. The following examples illustrate assessments of whether an entity has the power to direct the relevant activities of another entity for the purposes of this Standard.

Example 7

A housing agency establishes a community housing programme that provides low cost housing. The programme is operated under an agreement with an incorporated association. The association's only activity is to manage the community housing facility. The association has no ownership instruments.

The relevant activities of the association comprise:

- reviewing and selecting applicants for housing;
- the day-to-day operation of the housing programme;

- maintaining the houses and common facilities; and
- improving and extending the housing facilities.

The board of directors of the association has 16 members, with eight appointed by (and subject to removal by) the housing agency. The chair is appointed by the board from amongst the appointees of the housing agency, and has a casting vote that is rarely exercised. The board meets regularly and reviews reports received from the association's management. Based on these reports, the board may confirm or override management decisions. In addition, the board makes decisions on major issues such as significant maintenance and investing further capital to build additional housing, after reviewing vacancy levels and the demand for housing.

The housing agency owns the land on which the housing facilities stand and has contributed capital and operating funds to the association since it was established. The association owns the housing facilities.

The association retains any surplus resulting from the operation of the facilities and under its founding documents is unable to provide a direct financial return to the housing agency. The above fact pattern applies to examples 7A and 7B. Each example is considered in isolation.

Example 7A

Based on the facts and circumstances outlined above, the government housing agency controls the association.

The housing agency has rights that give it the current ability to direct the relevant activities of the association, regardless of whether it chooses to exercise those rights.

The housing agency appoints eight members on the board of directors, one of whom will become the chair, who has a casting vote. As a result, the housing agency has power over the association through substantive rights that give it the current ability to direct the relevant activities of the association, regardless of whether the housing agency chooses to exercise those substantive rights.

The housing agency also has exposure or rights to variable benefits from its involvement with the association. The housing agency obtains non-financial benefits through the association furthering its social objective of meeting the need for low-cost community housing. Although not able to receive direct financial benefits, the housing agency obtains indirect benefits through its ability to direct how the financial returns are to be employed in the community housing programme.

The housing agency also satisfies the final control criterion. Through its appointees on the board, the housing agency has the ability to use its power to affect the nature and amount of its benefits from the association.

The housing agency satisfies all three criteria for control and therefore the housing agency controls the association.

Example 7B

In this example, the facts of Example 7A apply, except that:

- (a) the association's board of directors is elected through a public nomination and voting process that does not give rights to the housing agency to appoint board members; and
- (b) decisions made by the association's board are reviewed by the housing agency, which may offer advice to the association.

Based on the revised facts and circumstances outlined above, the housing agency does not have substantive rights relating to the association and therefore does not have power over the association.

The housing agency's social objectives in relation to low-cost community housing are still being achieved and therefore it will still obtain direct non-financial benefits.

However, congruence of objectives alone is insufficient to conclude that one entity controls another entity (see paragraph .34).

The housing agency does not have power and consequently does not have the ability to use power to affect the nature or amount of the agency's benefits. The housing agency is unable to satisfy two of the three control criteria and therefore the housing agency does not control the association.

Example 8

A government has the right to appoint and remove the majority of members of a statutory body. This power has been used by previous governments. The current government has not done so because it does not wish, for political reasons, to be regarded as interfering in the activities of the statutory body. In this case the government still has substantive rights, even though it has chosen not to use them.

Example 9

A municipality has a policy that, where it holds land that is surplus to its requirements, it should make the land available for affordable housing. The municipality establishes terms and conditions to ensure that the housing provided remains affordable and available to meet local housing needs.

In accordance with this policy, the municipality sold part of a site to a housing association for R1 to provide 20 affordable homes. The remainder of the site was sold at open market value to a private developer.

The contract between the municipality and the housing association specifies what the land can be used for, the quality of housing developments, on-going reporting and performance management requirements, the process for return of unused land

and dispute resolution. The land must be used in a manner consistent with the municipality's policy for affordable housing.

The agreement also has requirements regarding the housing association's quality assurance and financial management processes. The housing association must demonstrate that it has the capacity and authority to undertake the development. It must also demonstrate the added value that can be achieved by joining the municipality's resources with that of the housing association to address a need within a particular client group in a sustainable way.

The board of the housing association is appointed by the members of the housing association. The municipality does not have a representative on the board.

Based on the facts and circumstances outlined above, the municipality does not hold sufficient power over the association to direct its relevant activities and therefore does not control the association. The municipality may receive indirect, non-financial benefits from the association in that the municipality's social objectives in relation to low-cost community housing are being furthered by the activities of the housing association. However, congruence of objectives alone is insufficient to conclude that one entity controls another (see paragraph .34). In order to have power over the housing association the municipality would need to have the ability to direct the housing association to work with the municipality to further the municipality's objectives.

Example 10

An entity being assessed for control has annual shareholder meetings at which decisions to direct the relevant activities are made. The next scheduled shareholders' meeting is in eight months. However, shareholders that individually or collectively hold at least 5 per cent of the voting rights can call a special meeting to change the existing policies over the relevant activities, but a requirement to give notice to the other shareholders means that such a meeting cannot be held for at least 30 days. Policies over the relevant activities can be changed only at special or scheduled shareholders' meetings. This includes the approval of material sales of assets as well as the making or disposing of significant investments.

The above fact pattern applies to examples 10A to 10D. Each example is considered in isolation.

Example 10A

An entity holds a majority of the voting rights in the other entity. The entity's voting rights are substantive because the entity is able to make decisions about the direction of the relevant activities when they need to be made. The fact that it takes 30 days before the entity can exercise its voting rights does not stop the entity from having the current ability to direct the relevant activities from the moment the entity acquires the shareholding.

Example 10B

An entity is party to a forward contract to acquire the majority of shares in the other entity. The forward contract's settlement date is in 25 days. The existing shareholders are unable to change the existing policies over the relevant activities because a special meeting cannot be held for at least 30 days, at which point the forward contract will have been settled. Thus, the entity has rights that are essentially equivalent to the majority shareholder in example 10A above (i.e. the entity holding the forward contract can make decisions about the direction of the relevant activities when they need to be made). The entity's forward contract is a substantive right that gives the entity the current ability to direct the relevant activities even before the forward contract is settled.

Example 10C

An entity holds a substantive option to acquire the majority of shares in the other entity that is exercisable in 25 days and is deeply in the money. The same conclusion would be reached as in example 10B.

Example 10D

An entity is party to a forward contract to acquire the majority of shares in the other entity, with no other related rights over the other entity. The forward contract's settlement date is in six months. In contrast to the examples above, the entity does not have the current ability to direct the relevant activities. The existing shareholders have the current ability to direct the relevant activities because they can change the existing policies over the relevant activities before the forward contract is settled.

Power without a majority of the voting rights and special voting rights attaching to ownership interests (see Appendix A paragraphs AG36. to AG37.)

IE6. The following examples illustrate assessments of whether special voting rights attaching to ownership interests in another entity give rise to power for the purposes of this Standard.

Example 11

Government has privatised a company and, in order to protect its national interests, it has used a "golden share" mechanism. The "golden share" does not have any value or give any percentage rights to the capital of the company. The golden share states that control of the company or a 24 per cent stake in the company cannot be sold without the permission of the government. The government has protective rights, not substantive rights.

Example 12

Government sold all of its shares in a company, but kept a golden share (with a nominal value of one Rand). The golden share granted a national department (as

the holder of the share) a 15 per cent shareholding in the company, and consequently the ability to block any potential takeover of the business. It also required that the chairman of the board and the chief executive be citizens of the country. The rationale for the golden share was to protect the company from an overseas acquisition, principally on the grounds of national security. Government has protective rights, not substantive rights.

Control of the board or other governing body (see Appendix A paragraph AG38.)

IE7. The following example illustrates assessments of whether an entity has control of the board or governing body of another entity for the purposes of this Standard. The existence of such control may provide evidence that an entity has sufficient rights to have power over another entity.

Example 13

A national museum is governed by a board of trustees who are chosen by the national department responsible for funding the museum. The trustees have freedom to make decisions about the operation of the museum.

The department has the power to appoint the majority of the museum's trustees. The department has the potential to exercise power over the museum.

Economic dependence (see Appendix A paragraphs AG41. to AG42.)

IE8. The following examples illustrate assessments of whether dependence on funding from another entity gives rise to power in the context of this Standard.

Example 14

A research institution is one of many institutions that receive the majority of their funding from government. The institutions submit proposals and the funding is allocated through a tendering process. The research institution retains the right to accept or decline funding.

The government does not control the research institution because the research institution can choose to decline funding from the government, seek alternative sources of funding or cease to operate.

Example 15

A catering entity has a binding arrangement to supply food to a public school. The arrangement is between the company and the Department of Education. The departmental contracts generate the majority of the revenue of the catering entity. There are general requirements, set out in regulations, which are applicable to all such arrangements including nutritional standards and policies on procurement. For example, the arrangements specify how much produce must be purchased locally.

Current arrangements are for a period of five years. At the end of this period, if the catering entity wishes to continue supplying school meals it is required to go through a tendering process and compete with other entities for the business.

The department does not control the catering entity because the catering entity can choose to stop supplying school meals, seek other work, or cease to operate.

Example 16

An international donor funds a project in the country. The donor uses a small, local agency to run the project. The local agency has its own management board but is highly dependent on the donor for funding. The agency retains the power to turn down funding from the donor.

The international donor does not control the local agency because the agency can choose not to accept funding from the donor and seek alternative sources of funding, or cease to operate.

Voting rights (see Appendix A paragraphs AG43. to AG48.)

IE9. The following examples illustrate assessments of whether an entity with less than a majority of the voting rights in another entity has the practical ability to direct the relevant activities unilaterally, and whether its rights are sufficient to give it power over that other entity for the purposes of this Standard.

Example 17

An entity acquires 48 per cent of the voting rights of another entity. The remaining voting rights are held by thousands of shareholders, none individually holding more than 1 per cent of the voting rights. None of the shareholders have any arrangements to consult any of the others or make collective decisions. When assessing the proportion of voting rights to acquire, on the basis of the relative size of the other shareholdings, the entity determined that a 48 per cent interest would be sufficient to give it control. In this case, on the basis of the absolute size of its holding and the relative size of the other shareholdings, the entity concludes that it has a sufficiently dominant voting interest to meet the power criterion without the need to consider any other evidence of power.

Example 18

Entity A holds 40 per cent of the voting rights of another entity and twelve other investors each hold 5 per cent of the voting rights of the other entity. A shareholder agreement grants Entity A the right to appoint, remove and set the remuneration of management responsible for directing the relevant activities. To change the agreement, a two-thirds majority vote of the shareholders is required. In this case, Entity A concludes that the absolute size of its holding and the relative size of the other shareholdings alone are not conclusive in determining whether it has rights sufficient to give it power. However, Entity A determines that its contractual right to appoint, remove and set the remuneration of management is sufficient to conclude that it has power over the other entity. The fact that Entity A might not have exercised this right or the likelihood of Entity A exercising its right to select, appoint or remove management shall not be considered when assessing whether Entity A

has power.

Example 19

Entity A holds 45 per cent of the voting rights of another entity. Two other investors each hold 26 per cent of the voting rights of the other entity. The remaining voting rights are held by three other shareholders, each holding 1 per cent. There are no other arrangements that affect decision making. In this case, the size of Entity A's voting interest and its size relative to the other shareholdings are sufficient to conclude that Entity A does not have power. Only two other investors would need to co-operate to be able to prevent Entity A from directing the relevant activities of the other entity.

Example 20

An entity holds 35 per cent of the voting rights of another entity. Three other shareholders each hold 5 per cent of the voting rights of the other entity. The remaining voting rights are held by numerous other shareholders, none individually holding more than 1 per cent of the voting rights. None of the shareholders has arrangements to consult any of the others or make collective decisions. Decisions about the relevant activities of the other entity require the approval of a majority of votes cast at relevant shareholders' meetings — 75 per cent of the voting rights of the other entity have been cast at recent relevant shareholders' meetings. In this case, the active participation of the other shareholders at recent shareholders' meetings indicates that the entity would not have the practical ability to direct the relevant activities unilaterally, regardless of whether the entity has directed the relevant activities because a sufficient number of other shareholders voted in the same way as the entity.

Potential voting rights (see Appendix A paragraphs AG49. to AG52.)

IE10. The following examples illustrate assessments of whether potential voting rights are substantive for the purposes of this Standard.

Example 21

Entity A holds 70 per cent of the voting rights of another entity. Entity B has 30 per cent of the voting rights of the other entity as well as an option to acquire half of Entity A's voting rights. The option is exercisable for the next two years at a fixed price (and is expected to remain so for that two-year period). Entity A has been exercising its votes and is actively directing the relevant activities of the other entity. In such a case, Entity A is likely to meet the power criterion because it appears to have the current ability to direct the relevant activities. Although Entity B has currently exercisable options to purchase additional voting rights (that, if exercised, would give it a majority of the voting rights in the other entity), the terms and conditions associated with those options are such that the options are not considered substantive.

Example 22

Entity A and two other investors each hold a third of the voting rights of another entity. The other entity's operating activity is closely related to Entity A. In addition to its equity instruments, Entity A also holds debt instruments that are convertible into ordinary shares of the other entity at any time for a fixed price that is out of the money (but not deeply out of the money). If the debt were converted, Entity A would hold 60 per cent of the voting rights of the other entity. Entity A would benefit from realising synergies if the debt instruments were converted into ordinary shares. Entity A has power over the other entity because it holds voting rights of the other entity together with substantive potential voting rights that give it the current ability to direct the relevant activities.

Power when voting or similar rights do not have a significant effect on benefits (see Appendix A paragraphs AG53. to AG56.)

IE11. The following examples illustrate assessments of whether an entity has power in the absence of voting rights or similar rights for the purposes of this Standard.

Example 23

Five local authorities create a separate company to deliver shared services to participating authorities. The company operates under contract to these local authorities. The company's major objective is the provision of services to these local authorities.

The company is owned by all of the participating local authorities with each owning one share and allowed one vote. The chief executive of each municipality is permitted to be a board member of the company. The board of the company is responsible for strategic direction, approval of business cases and monitoring of performance.

For each shared activity there is an advisory group that is responsible for operational management and decision making in relation to that activity. Each advisory group consists of one representative from each municipality.

The benefits of the shared services arrangement are:

- improved levels and quality of service;
- a co-ordinated and consistent approach to the provision of services;
- reductions in the cost of support and administrative services;
- opportunities to develop new initiatives; and
- economies of scale resulting from a single entity representing many councils in procurement.

If further shared service activities are established that lead to the need for further capital, the company will either issue a new class of equity instrument or will form a

controlled entity to hold the interest in the new assets.

The company covers its costs in two ways. It retains a percentage of savings from its bulk purchasing activities and it charges an administrative transaction cost of services provided to the local authorities.

None of the local authorities individually controls the company. In deciding how to account for its interest in the company each local authority would also need to consider whether it is a party to a joint arrangement as defined in GRAP 37.

Example 24

A leisure trust was established as a public benefit organisation, limited by guarantee, to operate and manage sport and leisure facilities on behalf of a municipality. Under the terms of the agreement with the municipality, the leisure trust is responsible for the operational management, delivery and development of the city's sports and leisure facilities. The trust is required to operate the existing leisure facilities of the municipality. The level of service required, including hours of operation and staffing levels, are specified by the municipality. The leisure trust's activities must be consistent with the long-term plan of the municipality and a significant portion of the trusts activities are funded by the municipality. The leisure trust may not create new facilities nor may it engage in any other activities without the approval of the municipality.

If the leisure trust ceases to operate the proceeds must be distributed to another public benefit organisation with similar purposes. The municipality is not responsible for the debts of the leisure trust (its liability is limited to one currency unit).

The municipality controls the leisure trust. By specifying in detail the way in which the leisure trust must operate the municipality has predetermined the leisure trust's activities and the nature of benefits to the municipality.

Example 25

A municipality transfers its recreational facilities, libraries and theatres into a trust.

In creating the trust the municipality expects to benefit from cost savings, increased use of facilities by the public, a more favourable taxation treatment, and better access to funding restricted to charities. The trust can decide the nature and extent of facilities to be provided and can engage in any other public benefit organisation. The board of the trust is elected by the community. The municipality is entitled to have one representative on the board. The trust is required to retain any surplus and use it for the objectives of the trust.

The municipality benefits from the trust's activities but it does not control the trust. The municipality cannot direct how the trust uses its resources.

Example 26

Trust A promotes, supports and undertakes programmes, actions and initiatives to beautify City A. It receives funding from the municipality for various services, including graffiti removal, beautification projects and running environmental events. It reports back to the municipality on its performance in delivering these services. If the trust did not exist the municipality would need to find some other way to deliver these services. The trust also receives assistance through donations and volunteer work by the local community including local businesses, schools, community groups and individuals.

The trust was originally established by an elected official of the municipality.

The governing body of the municipality appoints all the trustees (having regard to certain requirements such as balance in gender and location of trustees). There are between five and twelve trustees. The trustees appoint the officers.

Changes to the trust deed must be approved by the trustees and the governing body of the local authority.

If the trust is wound up, surplus assets must be transferred to a similar public benefit body in the same geographical area. This transfer of assets is subject to the approval of the municipality.

The municipality has a mix of rights over the trust including rights to:

- (a) appoint, reassign or remove members of the trust's management who have the ability to direct the relevant activities;
- (b) approve or veto operating and capital budgets relating to the relevant activities of the trust; and
- (c) veto key changes to the trust, such as the sale of a major asset or of the trust as a whole.

The municipality is able to direct the relevant activities (the services) of the trust through its arrangements in such a way that it is able to affect the costs and quality of the services being provided. The municipality is exposed to variable returns (both the economic effects of the service and the quality of the service). As it uses its power to affect these returns, the municipality controls the trust.

Example 27

Entity A promotes the construction of new houses, the repair and modernisation of existing houses, and the improvement of housing and living conditions. It also facilitates access to housing finance and promotes competition and efficiency in the provision of housing finance.

Entity A established a separate trust which has narrowly defined objectives. The trust's functions are to acquire interests in eligible housing loans and issue

mortgage bonds. Entity A guarantees the bonds issued by the trust but does not provide on-going funding – the trust finances its activities through the revenue from its investments. If the trust is wound up the trust's assets are to be distributed to one or more public benefit organisations. Entity A does not have on-going decision making rights over the trust's activities.

Entity A has power over the relevant activities of the trust because it determined the relevant activities of the trust when it established the trust. Entity A is also exposed to variable benefits both through its exposure to the guaranteed bonds and because the trust's activities, determined by Entity A in establishing the trust, help Entity A to achieve its objectives.

Example 28

A funding agency was established by legislation. It is owned by ten local authorities and the national department. It operates on a for-profit basis. The funding agency will raise debt funding and provide that funding to the participating local authorities. Its primary purpose is to provide more efficient funding costs and diversified funding sources for the local authorities. It may undertake any other activities considered by the board to be reasonably related or incidental to, or in connection with, that operation.

The main benefits to the participating local authorities are the reduced borrowing costs. The board of the funding agency may decide to pay dividends but dividend payments are expected to be low.

The board is responsible for the strategic direction and control of the funding agency's activities. The board will comprise between four and seven directors with a majority of independent directors.

There is also a shareholders' council which is made up of ten appointees of the shareholders (including an appointee from the government). The role of the shareholders' council is to:

- review the performance of the funding agency and the Board, and report to shareholders on that performance;
- make recommendations to shareholders as to the appointment, removal, replacement and remuneration of directors; and
- coordinate shareholders' governance decisions.

The funding agency purchases debt securities in accordance with its lending and/or investment policies, as approved by the board and/or shareholders.

To participate in the funding agency as a principal shareholding authority, each municipality made an initial capital investment of R100 000, provided security against future property taxes and agreed to borrow a set portion of its borrowing needs from the funding agency for a period of three years.

Neither the central government nor the participating local authorities control the funding agency. In deciding how to account for their interest in the funding agency the national department and participating local authorities would also need to consider whether they are parties to a joint arrangement as defined in GRAP 37.

Example 29

Entity A's only activity, as specified in its founding documents, is to purchase receivables and service them on a day-to-day basis for Entity B. The servicing on a day-to-day basis includes the collection and passing on of principal and interest payments as they fall due. Upon default of a receivable Entity A automatically puts the receivable to Entity B as agreed separately in a put agreement between Entity A and Entity B. The only relevant activity is managing the receivables upon default because it is the only activity that can significantly affect Entity A's financial performance. Managing the receivables before default is not a relevant activity because it does not require substantive decisions to be made that could significantly affect Entity A's financial performance — the activities before default are predetermined and amount only to collecting cash flows as they fall due and passing them on to Entity B. Therefore, only Entity B's right to manage the assets upon default should be considered when assessing the overall activities of Entity A that significantly affect Entity A's financial performance. In this example, the design of Entity A ensures that Entity B has decision making authority over the activities that significantly affect the financial performance at the only time that such decision making authority is required. The terms of the put agreement are integral to the overall transaction and the establishment of Entity A. Therefore, the terms of the put agreement together with the founding documents of Entity A lead to the conclusion that Entity B has power over Entity A even though Entity B takes ownership of the receivables only upon default and manages the defaulted receivables outside the legal boundaries of Entity A.

Exposure, or rights, to variable benefits from another entity (see Appendix A paragraph AG57.)

IE12. The following examples illustrate assessments of whether an entity receives variable benefits from another entity for the purposes of this Standard.

Example 30

Research has shown that family friendly policies at universities, which include the provision of quality early childhood education services, are critical in attracting and retaining students and staff. This is particularly important for attracting high-level staff and post-graduate students, which in turn help uphold the reputation of the University and its ability to obtain research funding.

The above background information is relevant to examples 30A and 30B. Each example is considered in isolation.

Example 30A

Entity A has established seven research facilities (although Entity A receives government funding for the research programmes, research facilities have not been established by the government). The facilities operate in Entity A's owned buildings. Each facility has its own manager, staff and budget. The facilities are able to be used by other staff only. Entity A is the licenced provider of research facility. The entity has the right to close facilities or relocate them to other properties. Because the research facility is on Entity A's property the staff are required to comply with the entity's health and safety policies. The management team of the research facility has the ability to determine all other operating policies.

Entity A receives non-financial benefits from having research facilities available. Although Entity A is not involved in the day-to-day running of the facilities, it has the ability to close the facilities or change their hours of operation.

Entity A controls the research facilities.

Example 30B

Research Entity B has made a building available free of charge for the provision of childcare services on its property. The childcare services are provided by an incorporated society. All parents using the childcare centre are members of the society. The members appoint the board of the incorporated society and are in charge of the childcare centres operating and financial policies. The childcare centre is able to be used by staff, students and the general public, with students having priority. Because the childcare centre is on Entity B's property the staff and parents are required to comply with the entity's health and safety policies. The incorporated society is the licenced provider of childcare services. If the incorporated society ceases to operate, its resources must be distributed to a similar non-profit organisation. The incorporated society could choose not to use the Entity's buildings in providing its services.

Although Entity B receives non-financial benefits from having childcare services available on its property it does not have power to direct the relevant activities of the incorporated society. The members of the incorporated society, being the parents of the children, have the power to direct the relevant activities of the incorporated society. Entity B does not control the incorporated society.

Link between power and benefits

Delegated power (see Appendix A paragraphs AG60. to AG63.)

IE13. The following examples illustrate assessments of whether an entity has delegated powers.

Example 31

A provincial government establishes a trust to co-ordinate fundraising efforts for the

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benefit of health programmes and other health initiatives in the province. The trust also invests and manages designated endowment funds. The funds raised are applied to the government owned hospitals and aged care facilities in the province.

The provincial government appoints all the trustees on the board of the trust and funds the trust's operating costs. The trust is a registered public benefit organisation and is exempt from income tax.

Based on the following analysis, the provincial government controls the trust:

- (a) the provincial government can give directions to the trustees, and the trustees have the current ability to direct the relevant activities of the trust. The trustees have power over the trust and the provincial government can replace the trustees at its discretion. The trustees' fiduciary obligation to act in the best interest of the beneficiaries does not prevent the provincial government from having power over the trust;
- (b) the provincial government has exposure and rights to variable benefits from involvement with the trust;
- (c) the provincial government can use its power over the trust to affect the nature and amount of the trust's benefits; and
- (d) the activities of the trust are complementary to the activities of the provincial government.

Example 32

The head of the government department related to finance and taxation (the Treasury) is designated by law as the managing trustee for a number of investment funds. The investment funds are funded by designated taxes and are used to deliver national welfare programmes. The Treasury collects most of the designated tax revenue that relates to these funds. Other agencies also collect some of the revenues and forward these to the Treasury.

The Treasury is delegated the responsibility for administering the funds. For each of the funds, the Treasury immediately invests all receipts credited to the fund, and maintains the invested assets in a designated trust fund until money is needed by the relevant agency.

When the relevant agencies determine that monies are needed, the Treasury redeems securities from the funds' investment balances, and transfers the cash proceeds, including interest earned on the investments, to the programme accounts for disbursement by the agency. The Treasury provides monthly and other periodic reporting to each agency. The Treasury charges a management fee for its services.

The Treasury does not control the funds.

Example 33

A municipality administers ten funds, each relating to a specific district. The funds

hold specified assets (such as land, property and investments) that belonged to districts that previously had their own municipality but which have since been merged with other districts. The funds receive the revenue associated with the assets and certain taxes such as the property taxes for that district. The rights of the funds to hold these specified assets and receive the specified revenue are set out in legislation. The assets and revenue of the fund may be applied solely for the benefit of the inhabitants of the former districts.

The municipality has wide discretion over spending by the funds. Funds must be applied for the benefit of the community in such a manner as using reasonable judgement the municipality thinks proper and having regard to the interests of the inhabitants of the former district. The municipality may apply the fund to spending which is not covered by council taxation. Expenditure charged to the fund must be for purposes permitted by law.

The funds are controlled by the municipality.

Example 34

A decision maker (fund manager) establishes, markets and manages a publicly traded, regulated fund according to narrowly defined parameters set out in the investment mandate as required by its local laws and regulations. The fund was marketed to investors as an investment in a diversified portfolio of equity securities of publicly traded entities. Within the defined parameters, the fund manager has discretion about the assets in which to invest. The fund manager has made a 10 per cent pro rata investment in the fund and receives a market-based fee for its services equal to 1 per cent of the net asset value of the fund. The fees are commensurate with the services provided. The fund manager does not have any obligation to fund losses beyond its 10 per cent investment. The fund is not required to establish, and has not established, an independent board of directors. The investors do not hold any substantive rights that would affect the decision making authority of the fund manager, but can redeem their interests within particular limits set by the fund.

Although operating within the parameters set out in the investment mandate and in accordance with the regulatory requirements, the fund manager has decision making rights that give it the current ability to direct the relevant activities of the fund — the investors do not hold substantive rights that could affect the fund manager's decision making authority. The fund manager receives a market-based fee for its services that is commensurate with the services provided and has also made a pro rata investment in the fund. The remuneration and its investment expose the fund manager to variability of benefits from the activities of the fund without creating exposure that is of such significance that it indicates that the fund manager is a principal.

In this example, consideration of the fund manager's exposure to variability of



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benefits from the fund together with its decision making authority within restricted parameters indicates that the fund manager does not control the fund.

Example 35

A decision maker establishes, markets and manages a fund that provides investment opportunities to a number of investors. The decision maker (fund manager) must make decisions in the best interests of all investors and in accordance with the fund's governing agreements. Nonetheless, the fund manager has wide decision making discretion. The fund manager receives a market-based fee for its services equal to 1 per cent of assets under management and 20 per cent of all the fund's surplus if a specified level of surplus is achieved. The fees are commensurate with the services provided.

Although it must make decisions in the best interests of all investors, the fund manager has extensive decision making authority to direct the relevant activities of the fund. The fund manager is paid fixed and performance-related fees that are commensurate with the services provided. In addition, the remuneration aligns the interests of the fund manager with those of the other investors to increase the value of the fund, without creating exposure to variability of benefits from the activities of the fund that is of such significance that the remuneration, when considered in isolation, indicates that the fund manager is a principal.

The above fact pattern and analysis applies to examples 35A to 35C. Each example is considered in isolation.

Example 35A

The fund manager also has a 2 per cent investment in the fund that aligns its interests with those of the other investors. The fund manager does not have any obligation to fund losses beyond its 2 per cent investment. The investors can remove the fund manager by a simple majority vote, but only for breach of contract.

The fund manager's 2 per cent investment increases its exposure to variability of benefits from the activities of the fund without creating exposure that is of such significance that it indicates that the fund manager is a principal. The other investors' rights to remove the fund manager are considered to be protective rights because they are exercisable only for breach of contract. In this example, although the fund manager has extensive decision making authority and is exposed to variability of benefits from its interest and remuneration, the fund manager's exposure indicates that the fund manager is an agent. Thus, the fund manager concludes that it does not control the fund.

Example 35B

The fund manager has a more substantial pro rata investment in the fund, but does not have any obligation to fund losses beyond that investment. The investors can remove the fund manager by a simple majority vote, but only for breach of contract.

In this example, the other investors' rights to remove the fund manager are considered to be protective rights because they are exercisable only for breach of contract. Although the fund manager is paid fixed and performance-related fees that are commensurate with the services provided, the combination of the fund manager's investment together with its remuneration could create exposure to variability of benefits from the activities of the fund that is of such significance that it indicates that the fund manager is a principal. The greater the magnitude of, and variability associated with, the fund manager's economic interests (considering its remuneration and other interests in aggregate), the more emphasis the fund manager would place on those economic interests in the analysis, and the more likely the fund manager is a principal.

For example, having considered its remuneration and the other factors, the fund manager might consider a 20 per cent investment to be sufficient to conclude that it controls the fund. However, in different circumstances (i.e. if the remuneration or other factors are different), control may arise when the level of investment is different.

Example 35C

The fund manager has a 20 per cent pro rata investment in the fund, but does not have any obligation to fund losses beyond its 20 per cent investment. The fund has a board of directors, all of whose members are independent of the fund manager and are appointed by the other investors. The board appoints the fund manager annually. If the board decided not to renew the fund manager's contract, the services performed by the fund manager could be performed by other managers in the industry.

Although the fund manager is paid fixed and performance-related fees that are commensurate with the services provided, the combination of the fund manager's 20 per cent investment together with its remuneration creates exposure to variability of benefits from the activities of the fund that is of such significance that it indicates that the fund manager is a principal. However, the investors have substantive rights to remove the fund manager — the board of directors provides a mechanism to ensure that the investors can remove the fund manager if they decide to do so.

In this example, the fund manager places greater emphasis on the substantive removal rights in the analysis. Thus, although the fund manager has extensive decision making authority and is exposed to variability of benefits of the fund from its remuneration and investment, the substantive rights held by the other investors indicate that the fund manager is an agent. Thus, the fund manager concludes that it does not control the fund.

Example 36

Entity A is created to purchase a portfolio of fixed rate asset-backed securities,

funded by fixed rate debt instruments and equity instruments. The equity instruments are designed to provide first loss protection to the debt investors and receive any residual benefits from Entity A. The transaction was marketed to potential debt investors as an investment in a portfolio of asset-backed securities with exposure to the credit risk associated with the possible default of the issuers of the asset-backed securities in the portfolio and to the interest rate risk associated with the management of the portfolio. On formation, the equity instruments represent 10 per cent of the value of the assets purchased. A decision maker (the asset manager) manages the active asset portfolio by making investment decisions within the parameters set out in Entity A's prospectus. For those services, the asset manager receives a market-based fixed fee (i.e. 1 per cent of assets under management) and performance-related fees (i.e. 10 per cent of surplus) if Entity A's surpluses exceed a specified level. The fees are commensurate with the services provided. The asset manager holds 35 per cent of the equity instruments of Entity A. The remaining 65 per cent of the equity instruments, and all the debt instruments of Entity A, are held by a large number of widely dispersed unrelated third party investors. The asset manager can be removed, without cause, by a simple majority decision of the other investors.

The asset manager is paid fixed and performance-related fees that are commensurate with the services provided. The remuneration aligns the interests of the fund manager with those of the other investors to increase the value of the fund. The asset manager has exposure to variability of returns from the activities of the fund because it holds 35 per cent of the equity instruments and from its remuneration.

Although operating within the parameters set out in Entity A's prospectus, the asset manager has the current ability to make investment decisions that significantly affect Entity A's benefits in the form of returns — the removal rights held by the other investors receive little weighting in the analysis because those rights are held by a large number of widely dispersed investors. In this example, the asset manager places greater emphasis on its exposure to variability of returns of the fund from its net asset interest, which is subordinate to the debt instruments. Holding 35 per cent of the equity instruments creates subordinated exposure to losses and rights to returns of Entity A, which are of such significance that it indicates that the asset manager is a principal. Thus, the asset manager concludes that it controls Entity A.

Investment entities (see Appendix A paragraphs AG88. to AG106.)

IE14. The following examples illustrate assessments of whether an entity is an investment entity for the purposes of this Standard.

Example 37

An entity, Limited Partnership, is formed in 20X1 as a limited partnership with a 10-

year life. The offering memorandum states that Limited Partnership's purpose is to invest in entities with rapid growth potential, with the objective of realising capital appreciation over their life. Entity GP (the general partner of Limited Partnership) provides 1 per cent of the capital to Limited Partnership and has the responsibility of identifying suitable investments for the partnership. Approximately 75 limited partners, who are unrelated to Entity GP, provide 99 per cent of the capital to the partnership.

Limited Partnership begins its investment activities in 20X1. However, no suitable investments are identified by the end of 20X1. In 20X2 Limited Partnership acquires a controlling interest in one entity, ABC Corporation. Limited Partnership is unable to close another investment transaction until 20X3, at which time it acquires equity interests in five additional operating companies. Other than acquiring these equity interests, Limited Partnership conducts no other activities. Limited Partnership measures and evaluates its investments on a fair value basis and this information is provided to Entity GP and the external investors.

Limited Partnership has plans to dispose of its interests in each of its investees during the 10-year stated life of the partnership. Such disposals include the outright sale for cash, the distribution of marketable equity securities to investors following the successful public offering of the investees' securities and the disposal of investments to the public or other unrelated entities.

From the information provided, Limited Partnership meets the definition of an investment entity from formation in 20X1 to 31 December 20X3 because the following conditions exist:

- (a) Limited Partnership has obtained funds from the limited partners and is providing those limited partners with investment management services;
- (b) Limited Partnership's only activity is acquiring equity interests in operating companies with the purpose of realising capital appreciation over the life of the investments. Limited Partnership has identified and documented exit strategies for its investments, all of which are equity investments; and
- (c) Limited Partnership measures and evaluates its investments on a fair value basis and reports this financial information to its investors.

In addition, Limited Partnership displays the following characteristics that are relevant in assessing whether it meets the definition of an investment entity:

- (a) limited Partnership is funded by many investors; and
- (b) ownership in Limited Partnership is represented by units of partnership interests acquired through a capital contribution.

Limited Partnership does not hold more than one investment throughout the period. However, this is because it was still in its start-up period and had not identified suitable investment opportunities.

Example 38

High Technology Fund was formed by Technology Corporation to invest in technology start-up companies for capital appreciation. Technology Corporation holds a 70 per cent interest in High Technology Fund and controls High Technology Fund; the other 30 per cent ownership interest in High Technology Fund is owned by 10 investors. Technology Corporation holds options to acquire investments held by High Technology Fund, at their fair value, which would be exercised if the technology developed by the investees would benefit the operations of Technology Corporation. No plans for exiting the investments have been identified by High Technology Fund. High Technology Fund is managed by an investment adviser that acts as agent for the investors in High Technology Fund.

Even though High Technology Fund's purpose is investing for capital appreciation and it provides investment management services to its investors, High Technology Fund is not an investment entity because of the following arrangements and circumstances:

- (a) Technology Corporation, the controlling entity of High Technology Fund, holds options to acquire investments in investments held by High Technology Fund if the assets developed by those entities would benefit the operations of Technology Corporation. This provides a benefit in addition to capital appreciation or investment revenue; and
- (b) The investment plans of High Technology Fund do not include exit strategies for its investments, which are equity investments. The options held by Technology Corporation are not controlled by High Technology Fund and do not constitute an exit strategy.

Example 39

Real Estate Entity was formed to develop, own and operate retail, office and other commercial properties. Real Estate Entity typically holds its property in separate wholly-owned controlled entities, which have no other substantial assets or liabilities other than borrowings used to finance the related investment property. Real Estate Entity and each of its controlled entities report their investment properties at fair value in accordance with GRAP 16. Real Estate Entity does not have a set time frame for disposing of its property investments, but uses fair value to help identify the optimal time for disposal. Although fair value is one performance indicator, Real Estate Entity and its investors use other measures, including information about expected cash flows, rental revenues and expenses, to assess performance and to make investment decisions. The management of Real Estate Entity do not consider fair value information to be the primary measurement attribute to evaluate the performance of its investments but rather a part of a group of equally relevant key performance indicators.

Real Estate Entity undertakes extensive property and asset management activities,

including property maintenance, capital expenditure, redevelopment, marketing and tenant selection, some of which it outsources to third parties. This includes the selection of properties for refurbishment, development and the negotiation with suppliers for the design and construction work to be done to develop such properties. This development activity forms a separate substantial part of Real Estate Entity's activities.

Real Estate Entity does not meet the definition of an investment entity because:

- (a) Real Estate Entity has a separate substantial activity that involves the active management of its property portfolio, including lease negotiations, refurbishments and development activities, and marketing of properties to provide benefits other than capital appreciation, investment revenue, or both;
- (b) the investment plans of Real Estate Entity do not include specified exit strategies for its investments. As a result, Real Estate Entity plans to hold those property investments indefinitely; and
- (c) although Real Estate Entity reports its investment properties at fair value in accordance with GRAP 16, fair value is not the primary measurement attribute used by management to evaluate the performance of its investments. Other performance indicators are used to evaluate performance and make investment decisions.

Example 40

Government Corporation A was established with the principal activity of providing equity finance to both existing and new enterprises. Its investment objective is to seek capital appreciation and returns. All acquisitions are made on that basis. The strategy of the Corporation is to increase the fair value of investments in order to realise a gain on disposal. Management assesses and monitors fair value of the investments on a regular basis. The Corporation regularly disposes of investments when they reach a certain stage of maturity so as to provide funds for on-going investment opportunities. Any surplus is distributed to the government in the form of dividends.

The Corporation also provides investment related services to the government regarding the government's policies for assisting entities in financial distress. It acts as an agent in managing and implementing some of the government's business incentive schemes. The Corporation is not exposed to any losses or risks as a result of its involvement with these schemes.

The Corporation is an investment entity. It meets all three aspects of the definition of an investment entity.

Basis for conclusions

This basis for conclusions gives the Accounting Standards Board's (the Board's) reasons for accepting or rejecting certain proposals related to the accounting for consolidated financial statements. This basis for conclusions accompanies, but is not part of this Standard.

Background

- BC1. The International Public Sector Accounting Standards Board (IPSASB) issued five Exposure Drafts during 2014 with the objective to align the International Public Sector Standards (IPSAS) on *Consolidated and Separate Financial Statements*, *Investments in Associates* and *Interests in Joint Ventures* with the IFRS Accounting Standards on *Consolidated Financial Statements*, *Joint Arrangements*, *Disclosure of Interests in Other Entities*, and the IAS Standards on *Separate Financial Statements* and *Investments in Associates and Joint Ventures*.
- BC2. As the Board aligns its Standards of GRAP with the equivalent IPSAS, it agreed to include a project on its work programme to align the Standards of GRAP on *Consolidated and Separate Financial Statements* (GRAP 6), *Investments in Associates* (GRAP 7) and *Interests in Joint Ventures* (GRAP 8) with the five IPSAS. These Standards of GRAP will replace GRAP 6, 7 and 8, and were issued together as Exposure Drafts (ED 144 to ED 148) in July 2016.
- BC3. This basis for conclusions summarises the Board's considerations in developing the Standards of GRAP that deals with the accounting for interests in other entities.

Definition of binding arrangement

- BC4. The issuance of the Discussion Paper on *Assets and Liabilities Arising from Non-contractual Arrangements that have the Features of Financial Instruments* in 2012 steered the Board to develop the Standard of GRAP on *Statutory Receivables*, which was issued in 2014. When the Exposure Draft on *Statutory Receivables* (ED 109) was developed, and the consequential amendments to GRAP 104 were considered, the Board noted the inconsistent use of certain terminology in the Standards of GRAP.
- BC5. ED 109 set out a clear principle that receivables could arise from contractual arrangements and statutory (non-contractual) arrangements. The use of these two descriptions raised questions about the terminology used in existing Standards of GRAP. The Board observed that a number of Standards either refer to a specific type of arrangement, e.g. a contractual arrangement (i.e. contract) or, they refer broadly to a "binding arrangement".
- BC6. At that time, the Board made a proposal in ED 109, to review the use of terminology in the existing Standards and develop possible amendments. The Board requested respondents' views on whether the term "binding arrangement", as currently used in the Standards, should be replaced with specific references to statutory (non-contractual) or contractual arrangements (whichever is relevant). As the respondents'

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views on this issue were fairly diverse, the Board agreed that a more thorough analysis was required of how terms such as “binding”, “contractual”, “legal” or equivalent terms are used in the Standards before confirming which terms are most appropriate.

- BC7. With the approval of the five IPSAS that deals with the accounting of interests in other entities, the Board also noted that the IPSASB defined “binding arrangement” in those revisions, and as a result agreed that it would also undertake the analysis of how the term has been used in the IPSAS when it considers the impact of the revisions on the local environment.
- BC8. In aligning GRAP 6, 7 and 8 with the five IPSAS, the Board agreed that an analysis of the use of the terms “binding”, “contractual”, “statutory”, “legal” or equivalent terms across the suite of Standards of GRAP, should be undertaken to standardise the use of the term, and in developing a formal definition for “binding arrangement”.

Developing a definition for binding arrangement

- BC9. The Board issued GRAP 109 during 2015. GRAP 109 explains that a binding arrangement may be evidenced through contracts, legislation or similar means, or through the operation of law. The Board noted that, while the term binding arrangement is used in many different ways in the current suite of Standards, GRAP 109 has the broadest and most concise description of what a binding arrangement constitutes. As a result, the Board used the description in GRAP 109 to do the comparison with the IPSASB’s definition. In this comparison, the Board noted that the IPSASB’s definition and supporting text is not significantly different to the Board’s description of the term in GRAP 109. It was, however, observed that the IPSASB’s definition and supporting text falls short on discussing the ways in which binding arrangements can be evidenced.
- BC10. Given the limited differences, the Board agreed to use the IPSASB’s definition as a basis, and modify it to explain how binding arrangements can be evidenced.
- BC11. GRAP 109 also introduced a new principle which acknowledges that, in the public sector there is often no evidence of a formally documented binding arrangement. In these instances, entities should consider whether an entity’s past actions evidences a binding arrangement. This principle is, however, not found in other Standards of GRAP. While this is an important inclusion, the Board noted that the use of the principle of “past actions evidencing a binding arrangement” was specifically introduced for principal-agent arrangements in GRAP 109, and not as a universal principle attached to all types of binding arrangements. The principle has therefore not been included in the definition of a binding arrangement.



Comparison with the International Public Sector Accounting Standard on *Consolidated Financial Statements* (January 2015)

This Standard is drawn primarily from the International Public Sector Accounting Standard on *Consolidated Financial Statements* (IPSAS 35). The main differences between this Standard and IPSAS 35 are as follows:

- IPSAS 35 describes the residual of total assets after deducting total liabilities as “net assets/equity” whereas this Standard refers to “net assets”.
- IPSAS 35 describes the treatment of goodwill, whereas this Standard refers to the difference between the consideration paid (if any) and the assets acquired and liabilities assumed. The wording is consistent with that used in GRAP 105 and GRAP 106.
- Reference is made in this Standard to “dividends and similar distributions” and “board of directors or equivalent governing body” whereas IPSAS 35 sometimes only refers to “dividends” and “board of directors” or “board of directors and other governing body”.
- Additional guidance has been included to explain the intervention into the administration of one sphere of government by another sphere.
- The requirement to adjust financial statements when the reporting dates of the controlled entity and controlling entity is different, was clarified to require the controlling entity to use the most recent financial statements of the controlled entity at the time of preparing the consolidation.
- Some of the application guidance and illustrative examples have been aligned to clarify the interaction between this Standard and GRAP 109. Currently there is no equivalent IPSAS on *Accounting by Principals and Agents*.
- Some of the illustrative examples in IPSAS 35 have been deleted where they are not applicable to the South African public sector.
- Transitional provisions to this Standard are dealt with differently than in IPSAS 35.