



APES 345

REPORTING ON PROSPECTIVE FINANCIAL INFORMATION INCLUDED IN A DISCLOSURE DOCUMENT

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1. Scope and application

- 1.1 Accounting Professional & Ethical Standards Board Limited (APESB) issues professional standard APES 345 *Reporting on Prospective Financial Information included in a Disclosure Document (the Standard)*, which is effective for Engagements commencing on or after 01 January 2009. **Earlier** adoption of this Standard is permitted.
- 1.2 APES 345 sets the standards for Members in Public Practice in the provision of quality and ethical Professional Services in respect of Reporting Service Engagements. The mandatory requirements of this Standard are in **bold** type, preceded or followed by discussion or explanations in grey type. APES 345 should be read in conjunction with other professional duties of Members, and any legal obligations that may apply.
- 1.3 Members in Public Practice in Australia shall follow the mandatory requirements of APES 345 when they undertake Reporting Service Engagements for Clients.**
- 1.4 Members in Public Practice practising outside of Australia shall follow the provisions of APES 345 to the extent to which they are not prevented from so doing by specific requirements of local regulations and/or laws.**
- 1.5 Members in Public Practice shall be familiar with relevant professional standards and guidance notes when providing Professional Services. All Members shall comply with the fundamental principles outlined in the Code.**
- 1.6 The Standard is not intended to detract from any responsibilities which may be imposed by law or regulation.
- 1.7 All references to professional standards are references to those provisions as amended from time to time.
- 1.8 In applying the requirements outlined in APES 345, Members in Public Practice should be guided not merely by the words but also by the spirit of the Standard and the Code.

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2. Definitions

For the purpose of this Standard:

Acceptable Level means a level at which a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that compliance with the fundamental principles is not compromised.

Assurance Engagement means an Engagement in which a conclusion is expressed by a Member in Public Practice designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria. This includes an Engagement in accordance with *Framework for Assurance Engagements* issued by the Auditing and

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Assurance Standards Board (AUASB) or in accordance with specific relevant standards for Assurance Engagements.

Client means an individual, ~~firm^T, entity or organisation to whom or to which Professional Services are provided by a Member in Public Practice in respect of Engagements of either a recurring or demand nature.~~

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Code means APES 110 *Code of Ethics for Professional Accountants*.

Disclosure Document means a document ~~prepared pursuant to statutory or regulatory requirements relating to securities or financial products on which it is intended that a third party should make an investment decision, including a Prospectus, Product Disclosure Statement (PDS), bidders statement, target statement, scheme booklets or explanatory statement as defined in the Corporations Act 2001, explanatory memorandum or similar document.~~^{11, 12}

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Engagement means an agreement, whether written or otherwise, between a Member in Public Practice and a Client relating to the provision of Professional Services by a Member in Public Practice. However, consultations with a prospective Client prior to such agreement are not part of an Engagement.

Engagement Document means the document (i.e. letter, agreement or any other appropriate means) in which the Terms of Engagement are specified in a written form.

Engagement Partner means the Partner or other person in the Firm who is responsible for the Engagement and its performance, and for the report that is issued on behalf of the Firm, and who, where required, has the appropriate authority from a professional, legal or regulatory body.

Engagement Period starts when the Firm accepts the Reporting Service Engagement and ends on the day the securities are allotted.

Engagement Team means all personnel performing an Engagement, including any experts contracted by the Firm in connection with that Engagement.

Financial Interest means an interest in equity or other security, debenture, loan or other debt instrument of an entity, including rights and obligations to acquire such an interest and derivatives directly related to such interest.

Firm means

- (a) A sole practitioner, partnership, corporation or other entity of professional accountants;
- (b) An entity that controls such parties;
- (c) An entity controlled by such parties; or
- (d) An Auditor-General's office or department.

Independence means

- (a) Independence of mind – the state of mind that permits the provision of an opinion without being affected by influences that compromise professional judgement, allowing an individual to act with integrity, and exercise objectivity and professional scepticism; and
- (b) Independence in appearance – the avoidance of facts and circumstances that are so significant a reasonable and informed third

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party, having knowledge of all relevant information, including any safeguards applied, would reasonably conclude a Firm's, or a member of the Engagement Team's integrity, objectivity or professional scepticism had been compromised.

Member in Public Practice means a Member, irrespective of functional classification (e.g. audit, tax, or consulting) in a Firm that provides Professional Services. The term is also used to refer to a Firm of Members in Public Practice and means a practice entity as defined by the applicable professional body.

Partner means any individual with authority to bind the Firm with respect to the performance of an Engagement.

Product Disclosure Statement means a statement as defined in Part 7.9 of the *Corporations Act 2001*.

Professional Services means services requiring accountancy or related skills performed by a Member in Public Practice including accounting, auditing, taxation, management consulting and financial management services.

Prospective Financial Information means financial information of a predictive character based on assumptions about events that may occur in the future and on possible actions by an entity.

Prospectus means any prospectus, notice, circular, advertisement or invitation for applications or offers from the public to subscribe for or purchase, or offers to the public for subscription or purchase of any shares in, or debentures of, or any units of shares in, or units of debentures of a company or proposed company or other entity or trust which is lodged with the Australian Securities and Investment Commission.

Reporting Service Engagement means an Engagement in connection with a Disclosure Document which contains Prospective Financial Information.

Those Charged with Governance includes those persons accountable for ensuring that the entity achieves its objectives, with regard to reliability of financial reporting, effectiveness and efficiency of operations, compliance with applicable laws, and reporting to interested parties. Those charged with governance include management only when it performs such functions.

3. Fundamental responsibilities of Members in Public Practice

3.1 Members in Public Practice undertaking Reporting Service Engagements shall comply with Section 100 *Introduction and Fundamental Principles* of the Code and relevant legislation.

3.2 Members in Public Practice shall comply with Section 220 *Conflict of Interest* and Section 280 *Objectivity – All Services* in the Code

Public interest

- 3.3 In accordance with Section 100, Introduction and Fundamental Principles¹ of the Code, Members in Public Practice shall observe and comply with their public interest obligations when they provide Professional Services in respect of Reporting Service Engagements.

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Professional Independence

- 3.4 When engaged to perform a Reporting Service Engagement which requires Independence or purports to be independent, a Member in Public Practice shall comply with Independence as defined in this Standard.
- 3.5 A Member in Public Practice shall consider whether the circumstances of the Reporting Service Engagement make the Engagement an Assurance Engagement under the *Framework for Assurance Engagements* issued by the Auditing and Assurance Standards Board.
- 3.6 Where a Reporting Service Engagement is an Assurance Engagement, the Member in Public Practice shall comply with Section 290 *Independence – Assurance Engagements* of the Code.
- 3.7 A Member in Public Practice shall not act as an advocate in respect of a Reporting Service Engagement which requires Independence or purports to be independent.

Professional competence and due care

- 3.8 Members in Public Practice performing Reporting Service Engagements shall maintain professional competence and take due care in the performance of their work in accordance with Section 130 *Professional Competence and Due Care* of the Code.
- 3.9 Where a Reporting Service Engagement requires the consideration of matters that are outside the professional expertise of the Member in Public Practice, the Member shall seek expert assistance or advice from a suitably qualified third party on those matters outside the Member's professional expertise or decline the Reporting Service Engagement. The Member shall disclose in any reports issued in connection with a Disclosure Document the extent of the reliance upon the advice of such a third party.
- 3.10 When planning to use the work of a suitably qualified third party, a Member in Public Practice shall assess the professional competence and objectivity of that third party and the appropriateness and adequacy of the work performed.

- 3.11 In undertaking a Reporting Service Engagement, a Member in Public Practice should consider the contents of any guidance in respect of such services issued by the professional accounting bodies and appropriate regulatory authorities.

Confidentiality

- 3.12 In accordance with Section 140 *Confidentiality* of the Code, a Member in Public Practice who acquires confidential information in the course of a Reporting Service Engagement for a Client shall not use that information for any purpose other than the proper performance of the Reporting Service Engagement for that Client.
- 3.13 Unless a Member in Public Practice has a legal obligation of disclosure, the Member shall not convey any information relating to a Client's affairs to a third party without the Client's permission.
- 3.14 Where a Client has given a Member in Public Practice permission to disclose confidential information to a third party, it is preferable that this permission is in writing. Where oral permission is obtained, a contemporaneous note should be made and kept on file by the Member recording the relevant details of the Client's approval.
- 3.15 Where a Member in Public Practice provides confidential information in accordance with a legal obligation of disclosure, the Member shall notify the Client or the relevant third party as soon as practicable, provided that there is no legal prohibition against such notification.

4. Professional Engagement and other matters

- 4.1 A Member in Public Practice shall document and communicate the Terms of Engagement to provide the Reporting Service Engagement in accordance with APES 305 *Terms of Engagement*.
- 4.2 A Member in Public Practice who is approached by a potential Client to undertake a Reporting Service Engagement shall comply with the requirements of Section 210 *Professional Appointment* of the Code.
- 4.3 A Member in Public Practice who has utilised the services of a suitably qualified third party in connection with the performance of the Reporting Service Engagement shall not disclose the opinion or the name of that third party without the prior consent of that party unless the Member has a legal obligation of disclosure.

4.4 A Member in Public Practice shall gather sufficient and appropriate evidence by such means as inspection, inquiry, computation and analysis to ensure that the conclusions, for which the Member is responsible, are properly supported. When determining the extent and quality of evidence necessary, the Member shall exercise professional judgement, considering the nature of the Reporting Service Engagement, Terms of the Engagement and the use to which the Disclosure Document will be put.

5. Relationships that create threats to the fundamental principles

5.1 This section describes specific circumstances arising out of relationships with the Client, which may create threats to the fundamental principles in the Code. Consideration should always be given to what a reasonable and informed third party having knowledge of all relevant information, including safeguards applied, would reasonably conclude to be unacceptable. In situations when no safeguards are available to reduce the threat to an Acceptable Level, the only possible actions are to eliminate the activities or interest creating the threat, or refuse to accept or continue the Reporting Service Engagement.

5.2 Threats to the fundamental principles may be created by any of the following interests or relationships:

- o Financial Interests;
- o Loans and guarantees;
- o Close business relationships with the Client;
- o Employment relationships with the Client;
- o Family and personal relationships.

6. The provision of other Professional Services

6.1 The provision of other Professional Services by a Member in Public Practice to the Client may create threats to compliance with the fundamental principles in the Code. Consequently, it is necessary to evaluate the significance of any threat created by the provision of such Professional Services. In some cases it may be possible to eliminate or reduce such threats by applying safeguards. In other cases no safeguards may be available to reduce the threats to an Acceptable Level. In such a situation, either the Reporting Service Engagement or the other Professional Services should not be carried out. In this Standard "other Professional Services" comprise any Engagement in which a Member provides Professional Services to a Client other than pursuant to a Reporting Service Engagement.

6.2 Prior to accepting an Engagement to provide other Professional Services, the Member in Public Practice shall consider and evaluate the significance of any threats identified. If the threats are other than insignificant, the Member shall consider and apply safeguards as necessary to reduce the threats to an Acceptable Level.

6.3 A Member in Public Practice shall refuse an Engagement to provide other Professional Services in circumstances where, the Engagement Partner responsible for the Reporting Service Engagement considers it probable that a reasonable and informed third party having knowledge of all relevant information including safeguards applied would regard the objectives of the Engagement to provide the other Professional Service, proposed to be undertaken during the Engagement Period, as being inconsistent with the objectives of the Reporting Service Engagement.

7. Documentation

7.1 A Member in Public Practice shall prepare working papers in accordance with this Standard that appropriately document the work performed, including aspects of the Engagement that have been provided in writing. The documentation prepared by the Member shall:

- provide a sufficient and appropriate record of the procedures performed for the Reporting Service Engagement;
- identify the source of significant information the Member has used in the conduct of the Reporting Service Engagement; and
- demonstrate that the Reporting Service Engagement was carried out in accordance with this Standard and all other Professional Standards applicable to the Reporting Service Engagement, including policies and procedures established in accordance with²¹ APES 320 *Quality Control for Firms*, and any applicable ethical, legal and regulatory requirements.

8. Reporting

8.1 A Member in Public Practice shall take all reasonable steps in accordance with the terms of Engagement^{23,24} to ensure that the Prospective Financial Information that is the subject of the Reporting Service Engagement^{23,24} ~~does not contain false or misleading information, or omit material information.~~

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8.2 A Member in Public Practice shall take all reasonable steps in accordance with the terms of Engagement, to ensure that the Disclosure Document clearly state the basis(s) and key assumptions used in forecasting the Prospective Financial Information.²²

8.3 If, subsequent to the issue of a Disclosure Document, the Member in Public Practice finds that information on which the Reporting Service Engagement is based contains false or misleading information or omits material information, in accordance with legislation and this Standard,²⁶ the Member shall take all reasonable steps to ensure that the Client takes appropriate action to inform anyone who received the previously issued Disclosure Document of the situation.

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8.4 If the Member in Public Practice becomes aware that the Client has not taken appropriate action in terms of paragraph 8.3, the Member shall notify Those Charged with Governance of the Client.

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8.5 If the Member in Public Practice becomes aware that Those Charged with Governance have not taken action appropriate action in accordance with paragraph 8.4, the Member shall consider the Firm's policies and procedures established in accordance with *Acceptance and Continuance of Client Relationships and Specific Engagements of APES 320 Quality Control for Firms* in determining whether to continue acting for the Client in a professional capacity.

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8.6 A Member in Public Practice shall not knowingly or recklessly make a statement or cause another to make a statement in or in connection with a Reporting Service Engagement that, by its content or by an omission, is false or misleading in a material manner.

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9. Communication with Those Charged with Governance

9.1 The Member in Public Practice shall ensure that Those Charged with Governance of the Client, and any other persons or entities the Member is instructed to advise, are appropriately informed on a timely basis of all significant matters arising from the Reporting Service Engagement.

9.2 Matters communicated will generally include the key elements of the Member in Public Practice's consideration of significant matters such as:

- o The principal threats, if any, to objectivity and Independence identified by the Member, including consideration of relationships between the Firm and the Client, its related entities and directors and any other entities directly involved in the transaction which is the subject of the Disclosure Document;
- o Any safeguards adopted and the reasons why they are considered to be effective;
- o The overall assessment of threats and safeguards; and
- o Information about the general policies and processes within the Firm for maintaining objectivity and Independence.

10. Professional fees

10.1 A Member in Public Practice undertaking a Reporting Service Engagement shall be remunerated for such services by way of professional fees computed in accordance with Section 240 *Fees and other Types of Remuneration* of the Code.

10.2 A Member in Public Practice shall not enter into a Contingent Fee arrangement or receive a Contingent Fee for a Reporting Service Engagement requiring Independence or which purports to be independent.

11. Threatened and actual litigation

- 11.1 Where litigation between the Client or its related entities and the Firm, which is other than insignificant, is already in progress, or where the Member in Public Practice considers such litigation to be probable, the Member shall consider the Firm's policies and procedures established in accordance with *Acceptance and Continuance of Client Relationships and Specific Engagements* of APES 320 *Quality Control for Firms* in determining whether to continue acting for the Client in a professional capacity.

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12. Role in due diligence committee

- 12.1 A Member in Public Practice performing a Reporting Service Engagement may be invited to join a due diligence committee established by the Client in respect of the Disclosure Document. The Member should consider the proposed role on the due diligence committee and assess whether that role may give rise to an impairment of objectivity or Independence by creating an advocacy or self-review threat.
- 12.2 Where the Member in Public Practice is of the opinion that membership of the due diligence committee may create an advocacy or self-review threat, the Member shall only participate in the due diligence committee where appropriate safeguards are applied to reduce the threats to an Acceptable Level.
- 12.3 A Member in Public Practice who is undertaking an Assurance Engagement and is invited to participate as a member of a due diligence committee shall consider Section 290 *Independence – Assurance Engagements*, in particular *Application of Framework to Specific Situations* in the Code.
- 12.4 Safeguards that can be implemented by a Member in Public Practice providing Professional Services to a Client are discussed at Sections 100, *Threats and Safeguards*^T and 290, *Independence - Assurance Engagements*^T of the Code.
- 12.5 The Member in Public Practice should consider whether a reasonable and informed third party having knowledge of all relevant information would consider that the safeguards applied by the Member are appropriate in the circumstance.

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Conformity with International Pronouncements

The International Ethics Standard Board for Accountants (IESBA) has not issued a pronouncement equivalent to APES 345.