



EXPOSURE DRAFT
COMPILED AUDITING STANDARD

ED 04/12
(December 2012)

Proposed Auditing Standard on Review Engagements ASRE 2415
Review of a Financial Report – Company Limited by Guarantee
(Re-issuance of ASRE 2415)

Issued for Comment by the **Auditing and Assurance Standards Board**

Draft

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Commenting on this Exposure Draft

Comments on this Exposure Draft should be forwarded so as to arrive by no later than 8 February 2013. Comments should be addressed to:

The Chairman
Auditing and Assurance Standards Board
PO Box 204
Collins Street West
Melbourne Victoria 8007
AUSTRALIA
E-mail: edcomments@auasb.gov.au

A copy of all non-confidential submissions will be placed on public record on the AUASB website: www.auasb.gov.au

Obtaining a Copy of this Exposure Draft

This Exposure Draft is available on the AUASB website: www.auasb.gov.au

Contact Details

Auditing and Assurance Standards Board
Level 7, 600 Bourke Street
Melbourne Victoria 3000
AUSTRALIA

Phone: (03) 8080 7400
Fax: (03) 8080 7450
E-mail: enquiries@auasb.gov.au

Postal Address:

PO Box 204
Collins Street West
Melbourne Victoria 8007
AUSTRALIA

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PREFACE

Reasons for Issuing ED 04/12

The Auditing and Assurance Standards Board (AUASB) is proposing to re-issue Auditing Standard on Review Engagements ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee*, pursuant to the requirements of the legislative provisions and the Strategic Direction explained below.

The AUASB is an independent statutory committee of the Australian Government established under section 227A of the *Australian Securities and Investments Commission Act 2001*, as amended (ASIC Act). Under section 336 of the *Corporations Act 2001*, the AUASB may make Auditing Standards for the purposes of the corporations legislation. These Auditing Standards are legislative instruments under the *Legislative Instruments Act 2003*.

Under the Strategic Direction given to the AUASB by the Financial Reporting Council (FRC), the AUASB is required, inter alia, to develop auditing standards that have a clear public interest focus and are of the highest quality.

Main Proposals

This proposed Auditing Standard on Review Engagements establishes requirements and provides application and other explanatory material regarding the assurance practitioner's responsibilities when accepting, conducting and reporting on an engagement to review an annual financial report for a company limited by guarantee.

This proposed standard is a compilation of ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee* (issued June 2010) and Amending Standard ASA 2013-1. Changes made to ASRE 2415 by ASA 2013-1 arise from the AUASB's proposed issuance of revised Standard on Review Engagements, ASRE 2400 *Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity*.

The proposed changes to ASRE 2415 are primarily to update references to other AUASB standards and delete references no longer relevant. The amendments do not add to, or change, the requirements in the existing standard, ASRE 2415.

Proposed Operative Date

It is intended that this proposed Auditing Standard on Review Engagements will be operative for financial reporting periods commencing on or after 1 July 2013. Early adoption is permitted.

Main changes from existing ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee* (June 2010)

The main differences between this proposed Auditing Standard on Review Engagements and the Auditing Standard on Review Engagements that it supersedes, ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee* (June 2010), are included in the Tables of Differences provided as an attachment to this Exposure Draft.

Request for Comments

Comments are invited on this Exposure Draft of the proposed re-issuance of ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee* by no later than 8 February 2013. The AUASB is seeking comments from respondents on the following questions:

1. Have applicable laws and regulations been appropriately addressed in the proposed standard?

Proposed Auditing Standard on Review Engagements ASRE 2415
Review of a Financial Report – Company Limited by Guarantee (Re-issuance of ASRE 2415)

2. Are there any references to relevant laws or regulations that have been omitted?
3. Are there any laws or regulations that may, or do, prevent or impede the application of the proposed standard, or may conflict with the proposed standard?
4. What, if any, are the additional significant costs to/benefits for auditors and the business community arising from compliance with the main changes to the requirements of this proposed Auditing Standard? If there are significant costs, do these outweigh the benefits to the users of audit services?
5. Are there any other significant public interest matters that constituents wish to raise?

The AUASB prefers that respondents express a clear opinion on whether the proposed Auditing Standard on Review Engagements, as a whole, is supported and that this opinion be supplemented by detailed comments, whether supportive or critical, on the above matters. The AUASB regards both supportive and critical comments as essential to a balanced review of the Auditing Standard on Review Engagements.

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Proposed Auditing Standard on Review Engagements ASRE 2415
Review of a Financial Report – Company Limited by Guarantee (Re-issuance of ASRE 2415)

COMPILATION DETAILS

Auditing Standard on Review Engagements ASRE 2415 Review of a Financial Report – Company Limited by Guarantee, as Amended

This compilation will take into account amendments made up to and including 31 March 2013 and will be prepared on 31 March 2013 by the Auditing and Assurance Standards Board (AUASB).

This compilation is not a separate Auditing Standard made by the AUASB. Instead, it is a representation of ASRE 2415, as amended by another Auditing Standard which is listed in the Table below.

Table of Standards

Standard	Date Made	Operative Date
<u>ASRE 2415</u>	30 June 2010	30 June 2010 [Periods ending]
<u>ASA 2013-1</u>	31 March 2013 (proposed)	1 July 2013 [Periods commencing] <u>EARLY ADOPTION PERMITTED</u>

Table of Amendments

Paragraph Affected	How Affected	By ... [paragraph]
<u>4</u>	Delete reference to superseded standard, ASRE 2410 (issued 8/08).	To be advised.
<u>Footnote 2</u>	Delete reference to superseded standard, ASRE 2410 (issued 8/08).	To be advised.
<u>9</u>	Delete reference to superseded standard, ASRE 2410 (issued 8/08).	To be advised.
<u>11</u>	Add issue date.	To be advised.
<u>Footnote 2</u>	Delete reference to superseded standard, ASRE 2410 (issued 8/08). Add amendment date.	To be advised.
<u>Footnote 3</u>	Add reference to proposed revised ASRE 2400.	To be advised.
<u>A1</u>	Editorial correction.	To be advised.
<u>Footnote 7</u>	Delete reference to superseded standard, ASRE 2410 (issued 8/08). Add amendment date.	To be advised.
<u>Footnote 8</u>	Add reference to proposed revised ASRE 2400.	To be advised.

AUTHORITY STATEMENT

The Auditing and Assurance Standards Board (AUASB) makes this Auditing Standard on Review Engagements ASRE 2415 *Review of a Financial Report – Company Limited by Guarantee*, pursuant to section 227B of the *Australian Securities and Investments Commission Act 2001* and section 336 of the *Corporations Act 2001*.

This Auditing Standard on Review Engagements is to be read in conjunction with ASA 101 *Preamble to Australian Auditing Standards, as amended*, which sets out the intentions of the AUASB on how the Australian Auditing Standards, operative for financial reporting periods commencing on or after 1 January 2010, are to be understood, interpreted and applied.

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AUDITING STANDARD ON REVIEW ENGAGEMENTS ASRE 2415

Review of a Financial Report – Company Limited by Guarantee

Application

1. This Auditing Standard on Review Engagements applies to a review of a financial report for a financial year for a company limited by guarantee in accordance with the *Corporations Act 2001* (the Act).

Operative Date

2. This Auditing Standard on Review Engagements is operative for financial reporting periods commencing on or after 1 July 2013. [Note: For operative dates of paragraphs changed or added by an Amending Standard, see Compilation Details.]

Introduction

Scope of this Auditing Standard on Review Engagements

3. This transitional Auditing Standard on Review Engagements deals with the responsibilities of the auditor to review the financial report of a company limited by guarantee that has elected, under section 301(3) of the Act, to have its financial report reviewed instead of audited. It also deals with the form and content of the review report, which is based on the example review reports contained within existing review standards.¹
4. This Auditing Standard on Review Engagements does not apply to the review of a half-year financial report under the Act. Refer *ASRE 2410 Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity* or *ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity*, as applicable.

Objective

5. The objective of the auditor, is to plan and perform the review of a financial report prepared by a company limited by guarantee, to enable the auditor to express a conclusion whether, on the basis of the review, anything has come to the auditor's attention that causes the auditor to believe that the financial report is not prepared, in all material respects, in accordance with the applicable financial reporting framework.

Definitions

6. For the purposes of this Auditing Standard on Review Engagements, the following terms have the meanings attributed below:
 - (a) A company limited by guarantee means a company limited by guarantee whose obligations are set out in section 285A of the Act.
 - (b) A registered company auditor includes an individual who meets the requirements of section 324BE of the Act.
 - (c) Revised Legislation means *Corporations Amendment (Corporate Reporting Reform) Act 2010*.
7. The term “auditor” as used in this Auditing Standard, refers to a registered company auditor or an individual taken to be a registered company auditor under section 324BE of the Act.

¹ See Appendix 1 for an illustrative example review report.

8. The term “financial report”, as used in this Auditing Standard, refers to a financial report for a financial year. A financial report for a financial year may be for a period that is greater than or less than 12 months.

Requirements

Applicable Standards

Company Previously Audited

9. When a company limited by guarantee elects to have its financial report reviewed instead of audited, an auditor who has conducted an audit of the previous financial report of the company in accordance with the Act and the Australian Auditing Standards, shall, in the first financial reporting period under the revised legislation, conduct the review in accordance with: ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity as amended.² (Ref: Para. A1)
- (a) ~~ASRE 2410 Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity; or~~
- (b) ~~ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity as applicable. (Ref: Para. A1)~~

Company Not Previously Audited by the Auditor

10. When a company limited by guarantee elects to have its financial report reviewed instead of audited, an auditor who has not conducted an audit of the previous financial report of the company in accordance with the Act and the Australian Auditing Standards, shall conduct the review in accordance with ASRE 2400 Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity.³ (Ref: Para. A2)
11. For purposes of this Auditing Standard, requirements under ASRE 2400 (issued August 2008) are identified in **bold-type** in that standard.⁴

General Principles

12. The auditor shall comply with relevant ethical requirements relating to the review of the financial report.⁵ (Ref: Para. A3)
13. The auditor shall implement quality control procedures that are applicable to the individual engagement.⁶

* * *

² See ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity* (Compiled), issued August 2008. For financial reporting periods commencing on or after 1 January 2010, see ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, issued October 2009, as amended.

³ See ASRE 2400 *Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity*, issued August 2008. For financial reporting periods commencing on or after 1 July 2013, see ASRE 2400 *Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity*, proposed issue date - March 2013.

⁴ See ASA 100 *Preamble to AUASB Standards*, paragraph 9(a).

⁵ See ASA 102 *Compliance with Ethical Requirements when Performing Audits, Reviews and Other Assurance Engagements*, as amended.

⁶ See ASA 220 *Quality Control for an Audit of a Financial Report and Other Historical Financial Information*, as amended, which may be helpful in determining quality control procedures applicable to a review engagement.

Application and Other Explanatory Material

Applicable Standards

Company Previously Audited (Ref: Para. 9)

- A1. At the time of the amendments to the Act there will be companies limited by guarantee that have been in existence for some time and will have appointed an auditor. Where that auditor has conducted an audit of the company's previous financial report, that auditor will have obtained an understanding of the company and its environment, including the company's internal control, in accordance with the Australian Auditing Standards. Accordingly, the auditor conducting a review, does so in accordance with ASRE 2410.⁷ ASRE 2410 is to be read in conjunction with *ASA 100 Preamble to AUASB Standards* ~~or~~ and *ASA 101 Preamble to Australian Auditing Standards*, as amended; and as applicable.

Company Not Previously Audited by the Auditor (Ref: Para. 10)

- A2. A company limited by guarantee may engage an auditor, who has not conducted an audit of the company's previous financial report, to conduct a review of its financial report. In such cases, that auditor will not have recently obtained an understanding of the company and its environment, including the company's internal control, through compliance with Australian Auditing Standards. Accordingly, that auditor conducts the review in accordance with ASRE 2400.⁸ ASRE 2400 is to be read in conjunction with *ASA 100 Preamble to AUASB Standards*.

General Principles (Ref: Para. 12)

- A3. When complying with the fundamental ethical principles in accordance with ASRE 2400, an auditor with no previous engagement experience with the company, pays particular attention to the principle of professional competence and due care.

⁷ See ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity* (Compiled), issued August 2008. For financial reporting periods commencing on or after 1 January 2010, refer ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, (issued October 2009), as amended.

⁸ See ASRE 2400 *Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity*, (issued August 2008). For financial reporting periods commencing on or after 1 July 2013, see ASRE 2400 *Review of a Financial Report Performed by an Assurance Practitioner Who is Not the Auditor of the Entity*, (proposed issue date - March 2013).

Conformity with International Standards on Review Engagements

This Auditing Standard on Review Engagements has been made for Australian legislative purposes and there is no equivalent International Standard on Review Engagements (ISRE) issued by the International Auditing and Assurance Standards Board (IAASB), an independent standard-setting board of the International Federation of Accountants (IFAC).

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Appendix 1

(Ref: Para. 3)

EXAMPLE AUDITOR’S REVIEW REPORT

The following example auditor’s review report is to be used as a guide only and will need to be adapted according to the review engagement requirements and circumstances. It is based on the example review reports contained in the Appendices of ASRE 2400 and ASRE 2410.

Example 1: Financial report of a company limited by guarantee prepared under the Corporations Act 2001. The financial reporting framework is designed to achieve fair presentation.

EXAMPLE OF AN UNMODIFIED REVIEW REPORT

INDEPENDENT AUDITOR’S REVIEW REPORT

To the members of [name of company]

Report on the Financial Report

We [I]⁹ have reviewed the accompanying financial report of [name of company], which comprises the statement of financial position as at 30 June 20XX, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors’ declaration.¹⁰

Directors’ Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our [My] responsibility is to express a conclusion on the financial report based on our [my] review. We [I] conducted our [my] review in accordance with Auditing Standard on Review Engagements ASRE 2415 *Review of a Financial Report - Company Limited by Guarantee*, in order to state whether, on the basis of the procedures described, we [I] have become aware of any matter that makes us [me] believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company’s financial position as at 30 June 20XX and its performance for the year ended on that date; and complying with the Australian Accounting Standards and *Corporations Regulations 2001*. ASRE 2415 requires that we [I] comply with the ethical requirements relevant to the review of the financial report.

A review of a financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us [me] to obtain assurance that we [I] would become aware of all

⁹ When an individual is taken to be a registered company auditor under section 324BE of the Act, the auditor’s report is to be written in singular form.

¹⁰ When the auditor is aware that the financial report will be included in a document that contains other information, the auditor may consider, if the form of presentation allows, identifying the page numbers on which the reviewed financial report is presented.

significant matters that might be identified in an audit. Accordingly, we [I] do not express an audit opinion.

Independence

In conducting our [my] review, we [I] have complied with the independence requirements of the *Corporations Act 2001*. We [I] confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of [name of company], would be in the same terms if given to the directors as at the time of this auditor's report.*

Conclusion

Based on our [my] review, which is not an audit, we [I] have not become aware of any matter that makes us [me] believe that the financial report of [name of company] is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the company's financial position as at 30 June 20XX and of its performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards and *Corporations Regulations 2001*.

Report on Other Legal and Regulatory Requirements

[Form and content of this section of the review report will vary depending on the nature of the auditor's other reporting responsibilities].

[Auditor's signature]¹¹

[Date of the auditor's review report]¹²

[Auditor's address]

* Or, alternatively, include statements (a) to the effect that circumstances have changed since the declaration was given to the relevant directors; and (b) setting out how the declaration would differ if it had been given to the relevant directors at the time the auditor's report was made.

¹¹ The auditor's review report is required to be signed in one or more of the following ways: the name of the audit firm, the name of the audit company or the personal name of the individual auditor as appropriate.

¹² The date of the auditor's report is the date the auditor signs the report.

Tables of Differences — ASRE 2415 and Existing ASRE 2415

Summary of Main Differences — ASRE 2415 and Existing ASRE 2415

The table below details the main differences (excluding editorial amendments) between this proposed Auditing Standard on Review Engagements and existing ASRE 2415.

Item #	New Standard Para. No.	Requirements/Significant Guidance Extract	Commentary
1	<u>See Compilation Details - Table of Amendments</u>	<u>Primarily changes to references.</u>	<p><u>There are no significant differences between the proposed ASRE 2415 and the existing ASRE 2415.</u></p> <p><u>Proposed amendments are to update references to other AUASB standards and make minor editorial changes.</u></p> <p><u>There are no changes to requirements.</u></p>

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