



Corporations and Related Legislation Amendment Regulation 2013 (No. 1)

Select Legislative Instrument No. 152, 2013

I, Quentin Bryce AC CVO, Governor-General of the Commonwealth of Australia, acting with the advice of the Federal Executive Council, make the following regulation under the Acts specified in Section 3.

Dated 28 June 2013

Quentin Bryce
Governor-General

By Her Excellency's Command

Bernie Ripoll
Parliamentary Secretary to the Treasurer
for the Attorney General and the Minister for Employment and
Workplace Relations

OPC50176 - A

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1 Name of regulation

This regulation is the *Corporations and Related Legislation Amendment Regulation 2013 (No. 1)*.

2 Commencement

This regulation commences on 1 July 2013.

3 Authority

This regulation is made under:

- (a) the *Australian Securities and Investments Commission Act 2001*; and
- (b) the *Business Names Registration (Fees) Act 2011*; and
- (c) the *Corporations Act 2001*; and
- (d) the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*; and
- (e) the *Corporations (Fees) Act 2001*; and
- (f) the *Fair Work (Registered Organisations) Act 2009*; and
- (g) the *Occupational Superannuation Standards Act 1987*; and
- (h) the *Statutory Declarations Act 1959*; and
- (i) the *Superannuation Industry (Supervision) Act 1993*.

4 Schedule(s)

Each instrument that is specified in a Schedule to this instrument is amended or repealed as set out in the applicable items in the Schedule concerned, and any other item in a Schedule to this instrument has effect according to its terms.

***Corporations (Aboriginal and Torres Strait Islander)
Regulations 2007***

9 Paragraph 604-25.01(6)(c)

Repeal the paragraph, substitute:

(c) the Institute of Public Accountants;

Corporations (Fees) Regulations 2001

10 Item 53 of the table in Schedule 1 (including the heading)

Repeal the item.

Corporations Regulations 2001

11 Subregulation 2M.3.03(1) (at the end of the table)

Add:

Remuneration disclosure

17	For any option or right over equity instruments issued or issuable by the disclosing entity and any of its subsidiaries held, whether directly, indirectly or beneficially, by each key management person, or by a close member of the family of that person, or an entity over which the person or the family member has, either directly or indirectly, control, joint control or significant influence, disclosure must be made of the number of rights and options	<ul style="list-style-type: none"> (a) Options and rights held at the start of the reporting period (b) Options and rights granted during the reporting period as compensation (c) Options and rights exercised during the reporting period (d) Options and rights resulting from any other change during the reporting period (e) Options and rights held at the end of the reporting period (f) Options and rights vested at the end of the reporting period (g) Options and rights vested and exercisable at the end of the reporting period (h) Options and rights vested and unexercisable at the end of the
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Schedule 1 Amendments

		reporting period
18	For any equity instrument (other than an option or a right) held directly, indirectly or beneficially, by each key management person, or by a close member of the family of that person, or an entity over which the person or the family member has, either directly or indirectly, control, joint control or significant influence, disclosure must be made of the number of equity instruments	<ul style="list-style-type: none"> (a) Equity instruments held at the start of the reporting period (b) Equity instruments granted during the reporting period as compensation (c) Equity instruments received during the reporting period on the exercise of an option or right (d) Equity instruments resulting from any other change during the reporting period (e) Equity instruments held at the end of the reporting period (f) Equity instruments if included in the number disclosed under paragraph (e), held nominally at the end of the reporting period
19	For a transaction involving an equity instrument, other than share-based payment compensation, that has occurred between a key management person, a close member of the family of that person, or an entity over which the person or the family member has, either directly or indirectly, control, joint control or significant influence and the issuing entity during the reporting period, if the terms or conditions of the transaction were more favourable than those that it is reasonable to expect the entity would have adopted if dealing at arms-length with an unrelated person	<ul style="list-style-type: none"> (a) The nature of each different type of transaction (b) For each transaction, the terms and conditions of the transaction
20	For the aggregate of loans made, guaranteed or secured, directly or indirectly, by the disclosing entity and any of its subsidiaries, in the reporting period in relation to: (a) all key management personnel;	<ul style="list-style-type: none"> (a) The amount outstanding at the start of the reporting period (b) The amount of interest paid and payable in the reporting period to the disclosing entity or to any of the entity's subsidiaries

	and (b) close members of the family of a member of the key management personnel; and (c) an entity over which any of the persons mentioned in paragraphs (a) and (b) have, directly or indirectly, control, joint control or significant influence	(c) The difference between the amount disclosed under paragraph (b) and the amount of interest that would have been charged on an arms-length basis (d) Each write-down and each allowance for doubtful receivables recognised by the disclosing entity or by any of the entity's subsidiaries (e) The amount outstanding at the end of the reporting period (f) The number of key management personnel included in the group aggregate at the end of the reporting period (g) A summary of the terms and conditions of the loans
21	If the aggregate of loans made, guaranteed or secured, directly or indirectly, by the disclosing entity and any of its subsidiaries, in the reporting period in relation to: (a) a particular key management person; and (b) close members of the family of the key management person; and (c) an entity over which any of the persons mentioned in paragraphs (a) and (b) has, directly or indirectly, control, joint control or significant influence; is greater than \$100 000	(a) The amount outstanding at the start of the reporting period (b) The amount of interest paid and payable in the reporting period to the disclosing entity or to any of the entity's subsidiaries (c) The difference between the amount disclosed under paragraph (b) and the amount of interest that would have been charged on an arms-length basis (d) Each write-down and each allowance for doubtful receivables recognised by the disclosing entity or by any of the entity's subsidiaries (e) The amount outstanding at the end of the reporting period (f) The highest amount of the key management person's indebtedness during the reporting period (g) A summary of the terms and

Schedule 1 Amendments

		conditions of the loans
22	For a transaction during the reporting period between the disclosing entity, or any of its subsidiaries, and a key management person, a close member of the family of that person, or an entity over which the key management person or the family member has, directly or indirectly, control, joint control or significant influence, other than a transaction mentioned in item 19, 20 or 21 or subregulation (3B)	<p>(a) Each type of transaction of a different nature</p> <p>(b) The terms and conditions of each type of transaction or, if there are different categories of terms and conditions within a type of transaction, the terms and conditions of each category of transaction</p> <p>(c) For each type of transaction or, if there are different categories of terms and conditions within a type of transaction, for each category of transaction:</p> <ul style="list-style-type: none">(i) the names of the persons involved in the transaction; and(ii) the aggregate amount recognised
23	For each aggregate amount disclosed under item 22	<p>(a) The total of amounts recognised as revenue, separately identifying, if applicable, the total amounts recognised as:</p> <ul style="list-style-type: none">(i) interest revenue; or(ii) dividend revenue <p>(b) The total of amounts recognised as expense, separately identifying, if applicable, the total amounts recognised as:</p> <ul style="list-style-type: none">(i) interest expense; or(ii) write-downs of receivables and allowances made for doubtful receivables <p>(c) Any further disclosures necessary to provide an understanding of the effects of the transactions on the financial statements prepared in accordance with Australian Accounting Standards</p>

24	For each transaction identified under item 22	(a) The total of all assets, classified into current and non-current assets, and, if applicable, any allowance for doubtful receivables at the end of the reporting period (b) The total of all liabilities, classified into current and non-current liabilities
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12 After subregulation 2M.3.03(3)

Insert:

- (3A) For items 20 and 21 of the table in subregulation (1), loans do not include loans involved in transactions in relation to options.

Example: A non-recourse loan is a loan that is a transaction in relation to an option.

- (3B) A transaction with, or an amount that is receivable from or payable under a transaction to, a key management person, a close member of the family of that person, or an entity over which the person or the family member has, directly or indirectly, control, joint control or significant influence, is excluded from the requirements of items 22 to 24 if:

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

13 Division 9 of Part 2M.3

Repeal the Division.

14 Subregulation 7.1.29A(2) (paragraph (c) of the definition of *recognised accountant*)

Repeal the paragraph, substitute:

- (c) a member of the Institute of Public Accountants (*IPA*) who:
 - (i) is entitled to use the letters “MIPA” or “FIPA”; and
 - (ii) is subject to, and complies with, the IPA’s continuing professional education requirements.

15 Schedule 1, table

Omit:

Chapter 2M Financial reports and audit

16 Schedule 1 (table, items 5 to 7)

Repeal the items.

17 Schedule 2 (forms 2M01, 2M02 and 2M03)

Repeal the forms.

Fair Work (Registered Organisations) Regulations 2009

18 Subregulation 4(1)

Omit “National Institute of Accountants” (wherever occurring), substitute “Institute of Public Accountants”.

Occupational Superannuation Standards Regulations

19 Regulation 1

Repeal the regulation, substitute:

1 Name of Regulations

These Regulations are the *Occupational Superannuation Standards Regulations 1987*.

20 Subparagraph 4(1)(b)(i)

Omit “National Institute of Accountants”, substitute “Institute of Public Accountants”.

Statutory Declarations Regulations 1993

21 Item 225 of Schedule 2

Omit “National Institute of Accountants”, substitute “Institute of Public Accountants”.

Superannuation Industry (Supervision) Regulations 1994

22 Item 3 of Schedule 1AAA

Repeal the item, substitute:

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| 3. | Institute of Public Accountants | Member or Fellow |
|----|---------------------------------|------------------|