


Working Paper  
2020/03 – Reporting  
Requirements of  
Five Types of Entities

**MCGUINNESS INSTITUTE**  
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# 1.0 Introduction

*Working Paper 2020/03 – Reporting Requirements of Five Types of Entities* assembles the legislation and instruments that govern disclosure requirements for the annual reports and financial statements of five types of entities:

1. Companies
2. Crown entities
3. Government departments
4. Local government
5. Registered charities.

The Institute has a major report in progress, *Report 17 – Building a Reporting Framework Fit for Purpose* (*Report 17* is part of *Project ReportingNZ*<sup>1</sup>). The Report explores New Zealand’s information infrastructure with an aim to improving the system to ensure it is robust, effective, flexible and durable. This collation of legislation has been designed to inform the policy knots discussed, and recommendations made in *Report 17*.

This working paper follows on from previous publications:

- *Working Paper 2020/02 – The Role of a Directors’ Report: An analysis of the legislative requirements of selected Commonwealth countries* (May 2020)
- *Discussion Paper 2019/01 – The Climate Reporting Emergency: A New Zealand case study* (October 2019)
- *Working Paper 2019/06 – Analysis of Climate Change Reporting in the Public and Private Sectors* (September 2019)
- *Working Paper 2019/05 – Reviewing Voluntary Reporting Frameworks Mentioned in 2017 and 2018 Annual Reports* (September 2019)
- *Working Paper 2018/03 – Analysis of Climate Change Reporting in the Public and Private Sectors* (July 2018)
- *Working Paper 2018/01 – NZSX-listed Company Tables* (March 2018)

The aim of this working paper is to collate and compare the reporting requirements found in legislation for the five data sets and to highlight any unnecessary complexities, gaps or areas of the system that could be improved.

The reporting framework has evolved on an entity by entity basis over varying time frames. This made it necessary to locate each entity’s reporting requirements in legislation and then work backwards to determine how the framework operates in practice.

This analysis highlights the differences and commonalities across the reporting framework and questions why companies have a lower standard of transparency than government entities and registered charities. Requirements for the former tend to focus on the financial statements of a small number of companies, while requirements for the latter focus on annual reports. The exception to this is listed companies, which are also required to publish annual reports on their website and deliver annual reports to NZX. The overarching question is whether the balance of requirements across entities is appropriate.

Please note that there are a number of other entity types that also have reporting requirements but are outside of the scope of this research. For example, incorporated societies, charitable trusts and registered unions. Although the scope of this exercise was narrow, it was difficult to complete due to the disjointed nature of the reporting framework. Notably, the financial reporting framework was significantly easier to review than the annual reporting framework. When reviewing the tables in Section 2 and the observations in Section 3, it is important to note that although annual reports are often required to contain financial statements, for the purposes of this research, annual reports are reviewed as though they do not include financial statements.

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1 For more on *Project ReportingNZ*, please see the *ReportingNZ* website at [www.reportingnz.org](http://www.reportingnz.org).

Section 2 provides observations made following the review of the reporting requirements of the five types of entities, this includes specific observations on annual reports and on financial statements. Section 3 (Tables 1-5) includes five tables that provide an overview of the reporting requirements for the annual report and the financial statements of the five types of entities. Section 4 (Tables 6 and 7) contain the same information as Tables 1-5, but are structured to emphasise different aspects of the reporting framework. Section 4 enables comparison of each entity type's annual report and financial statement reporting requirements based on four key areas of reporting practices: 1) content requirements, 2) preparation timing requirements, 3) accessibility requirements and 4) assurance requirements. The appendices at the end of the working paper contain the corresponding legislative excerpts (if the reader wishes to explore them in more detail).

## 2.0 Observations

### 2.1 General observations

- For some entity types, the legal requirements for annual reports imply that financial statements are included as a component of the annual report. However, in general, they are treated as separate publications in law. In contrast to financial statements, annual reports are not tightly managed to ensure compliance in terms of content, timing, accessibility.
- As a general rule, public sector legislation tends to focus on annual reports (which includes financial statements and statements of performance), whereas private sector legislation tends to focus on financial statements.
- There is a distinction between the preparation of annual reports or financial statements and requirements for those reports and statements to be published. This is not always clear in law despite the fact it has significant implications for how the framework operates in practice for report users.

### 2.2 Specific observations on annual reports

This section deals specifically with annual report reporting requirements (Section 4, Table 6).

#### a) Preparation and accessibility (including publishing obligations for selected for-profit entities)

- Public sector organisations are required not only to prepare annual reports but also to make them public. In contrast, private sector organisations are required to prepare annual reports but are generally not required to make them public (the only exception is FMC reporting entities that are e-reporting entities, which are required to keep their annual reports on their websites for five years; see Table 6, row 3(d). Although government departments and Crown entities are required to ‘publish’ their reports and local authorities are required to make them ‘publicly available’, there is no specification as to how this should be done; see Table 6, row 3(d).
- For public sector organisations, there seems to be a greater leniency regarding the timing of report preparation. For example, for government departments and Crown entities, the preparation is required to occur ‘as soon as practicable’ after the end of each financial year. There is no explanation in the legislation as to what exactly this means. The exception is local government, where a time frame of four months after the end of each financial year is specified in legislation.
- There is no requirement for registered charities to produce annual reports. The reason for this is unclear, although they are subject to some specific disclosure requirements, including the requirement to prepare and file annual returns under s 41 of the Charities Act 2005. See Table 6 (all Charities columns). However, under *PBE FRS 48 – Service Performance Reporting* (which takes effect in January 2021), Tiers 1 and 2 charities will be required to prepare a Statement of Service Performance which will required entities to:
  - (a) Provide users with sufficient contextual information to understand why the entity exists, what it intends to achieve in broad terms over the medium to long term, and how it goes about this; and
  - (b) Provide users with information about what the entity has done during the reporting period in work (XRB, 2019, p. 5).

Tier 3 and 4 charities are already required to prepare a Statement of Service Performance within the financial statements which is based on two elements:

- (a) Outcomes: what the entity is seeking to achieve in terms of its impact on society; and
- (b) Outputs: the goods or services that the entity delivered during the year (XRB, 2018a, p. 16; XRB, 2018b, p. 12)

## b) Content

- The content requirements for annual reports in the public sector are far broader than those of the private sector. For example, compare the reporting requirements in s 211 of the Companies Act 1993 with the other legislative requirements in Table 6, row 1. The public sector also focusses on comparing ‘intended performance’ with ‘actual performance’, whereas companies are not required to do this. The private sector tends to focus only on actual results.

## c) Audit

- Government departments and local authorities are the only entity types (out of the five reviewed) for which annual reports must be audited; see Table 6, row 4. However, *ISA (NZ) 720 – The Auditor’s Responsibility Relating to Other Information* requires the auditor to review whether information in the annual report aligns with the financial statements (XRB, 2015, p. 8).

## d) Penalties

- With one exception, there is no penalty in legislation for failure to prepare annual reports on time. The exception is for companies that fail to prepare an annual report within five months of the balance date (see Table 6, row 2). The absence of penalties among the public sector is due to the ‘particular conceptual problem [of] the Crown punishing itself’, although there is provision for ‘individuals employed by the Crown [to] be subject to the same criminal liability as the equivalent people employed in the private sector’ (LDAC, 2018, pp. 54–55).
- The size and types of penalty for offences such as failure to prepare an annual report, failure to make an annual report available and failure to provide the required content in an annual report are not consistent when compared across entity types (see Tables 1-5).

## 2.3 Specific observations on financial statements

This section deals specifically with financial reporting requirements (Section 4, Table 7).

### a) Preparation and accessibility (including filing obligations for selected for-profit entities)

- For those entity types that have specific timing requirements for preparation of their financial statements, the timing requirement ranges from preparation within four to six months after the balance date or end of financial year; see Table 7, row 2.
- Generally, requirements for FMC reporting entities are stricter than for other companies. For example, FMC reporting entities must file within four months after the balance date, rather than the five months required for all other companies; see Table 7, row 2.
- For companies that are required to file financial statements, the cost of filing is \$201.25 (inc. GST), but the cost for FMC reporting entities is \$256.45 (inc. GST). For more information on the varying filing costs (Companies Office, n.d. [b]). The Companies Office may also issue infringement notices to directors of a company which carries an infringement fee of \$7,000 under the Companies Act 1993.
- For companies that are required to file financial statements, the late fee is \$25 for lodging up to 25 days after the due date, or \$100 for more than 25 working days after the due date (Companies Office, n.d.[a]); see Table 7, row 3(b).
- There is no filing fee for a registered charity’s annual return if its total gross income is under \$10,000. For smaller registered charities (Tier 3 & 4), if the return is uploaded online the fee is \$51.11 and if the return is posted or completed by email the fee is \$76.67 (Charities Register, n.d.).
- For listed companies, the NZX annual membership fee is between NZ\$38,800 and NZ\$76,700 for onshore participants and between US\$30,500 and US\$60,100 for offshore participants (NZX, 2019, pp. 5, 6).

**b) Content**

- Government departments and Crown entities are required to compare ‘actual’ financial statements with ‘forecast’ financial statements; see Table 7, row 1.

**c) Audit**

- Companies can choose to opt out of audit requirements under s 207J of the Companies Act 1993. The approximate number and nature of companies that use this concession is unknown.

**d) Penalties**

- Companies and registered charities are the only entity types (out of the five reviewed) where penalties apply for failing to prepare financial statements on time and for failure to meet the content requirements for financial statements; see Table 7, row 1.
- Charities that do not comply risk being deregistered; see Table 7, row 2. As noted in the specific observations on annual reports, it is very rare for legislation to provide for fines against government entities due to ‘important practical and legal policy issues’ (LDAC, 2018, p. 54).



## 3.0 Annual report and financial statement reporting requirements for five types of entities

This section includes Tables 1–5 which present the annual report and financial statement reporting requirements for each of the five entity types based on content requirements, preparation timing requirements, accessibility requirements and assurance requirements.

Table 1: Annual report and financial statement reporting requirements for companies

Table 2: Annual report and financial statement reporting requirements for Crown entities

Table 3: Annual report and financial statement reporting requirements for government departments

Table 4: Annual report and financial statement reporting requirements for local government

Table 5: Annual report and financial statement reporting requirements for registered charities

The following notes are to be read in conjunction with the five tables included in this section and the comparative tables in Section 4.

1. For this appendix, annual reporting requirements exclude financial statements. The purpose of this is to highlight 'financial statements' and 'annual reports without financial statements' as two separate types of policy instruments available to policy-makers.
2. Further detail on reporting requirements can be found in *Working Paper 2018/04 – Legislation Shaping the Reporting Framework: A compilation* and *Working Paper 2020/01 – 'Directors' Report' Legislative Requirements: A review of New Zealand and other selected Commonwealth jurisdictions*.
3. When discussing local government, the tables exclude reporting requirements for council-controlled organisations.
4. Government departments, as discussed in these tables, exclude the reporting requirements of Financial Statements of the Government; they are set out separately in legislation.
5. There is a difference between the requirement to prepare and the requirement to make a report or statement public.
6. Where an entity is required to prepare financial statements in accordance with GAAP, the specific accounting standards that it must apply will depend on whether it is classified as a public benefit entity or a for-profit entity, whether it has public accountability and whether it is large. XRB standard *A1 Application of the Accounting Standards Framework* provides the requirements for determining which accounting standards apply to an entity.

**Table 1: Annual report and financial statement reporting requirements for companies**

See Appendix 1 for the accompanying legislative excerpts.

	Annual report	Financial statements
1. Content requirements	<p>Set out in s 211 of Companies Act 1993.</p> <p>If NZX-listed, see additional content requirements in the <i>NZX Listing Rules</i>.</p> <p>Company annual reports must include (unless shareholders holding 95% of the shares opt-out) the company's financial statements as well as further information on: the nature of the company, remuneration, employees and directors, donations and entries in the interests register. If applicable, the annual report must also include the above information for subsidiaries. Listed issuers are also required to make available substantial product holder information under s 293 of Financial Markets Conduct Act 2013.</p>	<p>Must comply with GAAP, if required to under s 201 of Companies Act 1993, s 9 of Financial Reporting Act 2013 and s 460 of Financial Markets Conduct Act 2013.</p> <p>Companies that do not have a statutory requirement must prepare financial statements to sufficiently meet requirements of cl 8 of the Tax Administration (Financial Statements) Order 2014. However, small companies (such as those with income or expenditure less than \$30,000 per year and that are not part of a group of companies) are exempt from minimum requirements under cl 5.</p>
	Penalty	<p>No penalty found.</p> <p>If financial statements fail to comply with an applicable financial reporting standard, the company commits an offence and is liable on conviction to a fine not exceeding \$50,000 under s 207G(2) of Companies Act 1993. Further, its directors are liable on conviction to a fine not exceeding \$50,000 under s 207G(3). Infringement notices may also be issued to directors of the company under s 207Z of the Companies Act 1993. These infringement fees amount to \$7,000 under s 207X of the Companies Act 1993. [Note: it is not clear how these sections of the Companies Act 1993 work in relation to each other and we are considering seeking legal advice.]</p> <p>If company is an FMC reporting entity and its financial statements do not comply with an applicable financial reporting standard and the director is aware of this at the time the financial statements are lodged, the director is liable on conviction to imprisonment for up to 5 years, and/or a fine of up to \$500,000 and the entity is liable on conviction to a fine not exceeding \$2.5 million, under s 461I(2) of Financial Markets Conduct Act 2013.</p>
2. Preparation timing requirements	<p>Broadly, every company that is large (as defined in s 45 of Financial Reporting Act 2013), every company with 10 or more shareholders, every FMC reporting entity, and every company that is a public entity is required to prepare within 5 months of balance date under s 208 of Companies Act 1993.</p> <p>In certain circumstances, shareholders of large companies may opt out under s 208 (4).</p>	<p>Under s 201 of Companies Act 1993, certain companies must prepare financial statements within 5 months of the balance date.</p> <p>However, if the company is an FMC reporting entity, the financial statements must be prepared within 4 months after balance date under s 460(1) of Financial Markets Conduct Act 2013.</p>
	Penalty	<p>Directors liable to conviction which can result in a fine not exceeding \$10,000 under s 374(2) (19) of Companies Act 1993.</p> <p>Fine not exceeding \$50,000 under s 207G of Companies Act 1993.</p> <p>If company is an FMC reporting entity, fine not exceeding \$50,000 under s 461H(2) of Financial Markets Conduct Act 2013.</p> <p>Section 207C of the Companies Act 1993 requires the auditor to send the Auditors' report and a copy of the financial statements to the Companies Office and the XRB if requirements have not been complied with.</p>

**Table 1: Annual report and financial statement reporting requirements for companies cont.**

	Annual report	Financial statements
3. Accessibility requirements (a) Shareholder delivery requirements	Annual report (or notice to the shareholder that they have a right to request an annual report) must be sent to shareholders 20 working days before the annual meeting or, if an annual meeting is unnecessary, within 20 working days after the report is prepared under s 209 of Companies Act 1993.	Must be provided on request from shareholders if prepared under, or for the purposes of, any Inland Revenue Acts under s 207F(2) of Companies Act 1993.  However, if an NZX-listed company, shareholders can access financial statements in the latest annual report on the NZX website - (dating back to 2010).
	Penalty	Directors liable to conviction which can result in a fine not exceeding \$10,000 under s 374(2) (21) of Companies Act 1993.
(b) Regulatory filing requirements	Not required to be filed on a Register but see 3(c) and 3(d).	Some 'large companies' with overseas shareholding must file within 5 months after the balance date under ss 207D(1) and 207E(1) of Companies Act 1993.  All FMC reporting entities must file within 4 months after the balance date with the Companies Register under s 461H(1) of Financial Markets Conduct Act 2013.
	Penalty	Not applicable.
(c) NZX delivery requirements	If NZX-listed, section 3.6.1 of the 2020 NZX Listing Rules requires annual reports to be prepared within three months after the end of the issuer's financial year and delivered to NZX electronically through MAP and made available to Financial Product holders. Under section 3.5.1, financial year and half year announcements are to be delivered electronically via MAP no later than 60 days after the end of each half year and full year.	If NZX-listed, financial statements are included in the annual report and half-year announcement under 2020 NZX Listing Rules 3.7.1 and Appendix 2 of the NZX Listing Rules.
	Penalty	NZX may bring a charge against the Issuer for breach of the rules under section 9.12.5 of the 2020 NZX Listing Rules.
(d) Publication on organisation's website requirements	If an FMC reporting entity is an e-reporting entity, the annual report must remain available on the company's website for at least five years under cls 61D(2) and (3) of the Financial Markets Conduct Regulations 2014.	If an FMC reporting entity is an e-reporting entity, financial statements must accompany the annual report and therefore must remain available on the company's website for at least five years under cl 61D(3) of Financial Markets Conduct Regulations 2014.

**Table 1: Annual report and financial statement reporting requirements for companies cont.**

		Annual report	Financial statements
	Penalty	<p>If an FMC reporting entity, an infringement offence applies under subpart 5 of Part 8 of Financial Markets Conduct Act 2013.</p> <p>Section 97 of the Financial Markets Conduct Act 2013 states that an issuer could receive a fine of up to \$50,000 if information is not lodged with the Registrar.</p>	No penalty found.
4. Assurance requirements		No requirement under legislation.	<p>Broadly, where financial statements are required to be prepared, they must be audited, although some large companies can opt out of audit requirements under s 207J of the Companies Act 1993.</p> <p>Companies outlined in s 206 of the Companies Act 1993 must have the financial statements audited under s 207(1) and this must be carried out in accordance with all applicable auditing and assurance standards under s 207A of Companies Act 1993. The auditor must report to the shareholders under s 207B(1) of Companies Act 1993.</p> <p>If an FMC reporting entity, must be audited by a qualified auditor under s 461D of Financial Markets Conduct Act 2013. Under s 461E of the Financial Markets Conduct Act 2013, a qualified auditor refers to 1) a licensed auditor, 2) a registered audit firm or 3) the Auditor-General or other auditors operating under the Public Audit Act 2001 (if the FMC reporting entity is also a public entity under the Public Audit Act 2001). Under s 461G of Financial Markets Conduct Act 2013, the auditor must send a copy of the audit report and the statements to the FMA and the XRB if parts of the Act have not been complied with.</p>
	Penalty	Not applicable.	<p>If a company fails to audit its financial statements, the company commits an offence and is liable to a fine not exceeding \$50,000 and every director of the company commits an offence and is liable on conviction to a fine not exceeding \$50,000 under s 207G(2) and (3) of Companies Act 1993.</p> <p><b>Section 207C of the Companies Act 1993 requires the Auditor to send the Auditors report and a copy of the financial statements to the Companies Office and the XRB if requirements have not been complied with.</b></p>

**Table 2: Annual report and financial statement reporting requirements for Crown entities**

See Appendix 2 for the accompanying legislative excerpts.

	Annual report	Financial statements
<b>1. Content requirements</b>	Set out in ss 151 and 152 of the Crown Entities Act 2004.  Crown entity annual reports must include financial statements, a statement of performance (set out in s 153 of the Crown Entities Act 2004), a statement of responsibility (set out in s 155 of the Crown Entities Act 2004) as well as information on: operations, Ministerial direction, employer status (relating to equal opportunities programs) and payments to members and employees.	Must comply with GAAP, include any other information or explanations needed to fairly reflect the financial operations and financial position and include the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements under s 154(3) of Crown Entities Act 2004.
<b>Penalty</b>	No penalty found.	No penalty found.
<b>2. Preparation timing requirements</b>	As soon as practicable after the end of each financial year under s 150(1) of Crown Entities Act 2004.	As soon as practicable after the end of each financial year under s 154(1) of Crown Entities Act 2004.  Must be provided to the Auditor-General within 3 months after the end of each financial year under s 156(1) of Crown Entities Act 2004.
<b>Penalty</b>	No penalty found.	No penalty found.
<b>3. Accessibility requirements</b>		
(a) Shareholder delivery requirements	Must provide to the responsible Minister no later than 15 working days after receiving the audit report under s 150(1) of Crown Entities Act 2004. Responsible Minister must present it to the House of Representatives within 5 working days, under s 150(3) of Crown Entities Act 2004.	Must accompany the annual report under s 151(1)(c) Crown Entities Act 2004 and therefore must be provided to responsible Minister no later than 15 working days after receiving the audit report under s 150(1) of Crown Entities Act 2004. Responsible Minister must present the entity's annual report to the House of Representatives within 5 working days.
<b>Penalty</b>	No penalty found.	No penalty found.
(b) Regulatory filing requirements	There is no Register for Crown entities unless they are also companies. However, it must be presented to the House of Representatives, see 3(d).	There is no Register for Crown entities, unless they are also companies. However, it must be presented to the House of Representatives, see 3(d).
<b>Penalty</b>	Not applicable.	Not applicable.
(c) NZX delivery requirements	Under Section 3.6.1 of the <i>NZX Listing Rules</i> , if a Crown Entity is NZX-listed it is required to deliver the annual report to NZX electronically through MAP.	If a Crown entity is NZX-listed, financial statements are included in the annual report. Half-year announcements require certain aspects of financial information to be released electronically via MAP – see Section 3.5.1 of the <i>NZX Listing Rules</i> .
<b>Penalty</b>	Not applicable.	Not applicable.
(d) Publication on organisation's website requirements	Must publish as soon as practicable after it has been presented to the House of Representatives, but in any case, not later than 10 working days after the annual report is received by the Minister under s 150(4) of Crown Entities Act 2004. However, this does not specify where it is to be published.	Must accompany the annual report under s 151(1)(c) Crown Entities Act 2004 and therefore must be published as soon as practicable after it has been presented to the House of Representatives, but in any case, not later than 10 working days after the annual report is received by the Minister under s 150(4) of Crown Entities Act 2004. However, this does not specify where it is to be published.
<b>Penalty</b>	No penalty found.	No penalty found.

**Table 2: Annual report and financial statement reporting requirements for Crown entities cont.**

	Annual report	Financial statements
4. Assurance requirements	No requirement under legislation.	Must forward to the Auditor-General within 3 months after the end of each financial year under s 156(1) of Crown Entities Act 2004. Auditor-General must audit the statements and provide an audit report to the Crown entity within 4 months after the end of each financial year under s 156(2) of Crown Entities Act 2004.
Penalty	Not applicable.	No penalty found.

**Table 3: Annual report and financial statement reporting requirements for government departments**

See Appendix 3 for the accompanying legislative excerpts.

	Annual report	Financial statements
1. Content requirements	Set out in ss 45 and 45A(a)–(e) of Public Finance Act 1989.  Must include financial statements and forecast financial statements, as well as information on: the department’s operations, progress on strategic intentions, a statement of responsibility from the Chief Executive, organisational health and capability, expenses and capital expenditure, resource management and departmental agencies.  Section 45AA of the Public Finance Act 1989 sets out additional content requirements for departmental agencies.	Must be prepared in accordance with GAAP under s 45B(1) of Public Finance Act 1989. Specific accounting standards to be applied depend on whether it is classified as a public benefit entity or a for-profit entity, whether it has public accountability, and its size. XRB Standard A1 <i>Application of the Accounting Standards Framework</i> provides the requirements for determining which accounting standards apply to an entity.  Must also include any other information or explanations needed to fairly reflect the department’s financial operations and financial position and the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements under s 45B(2) of Public Finance Act 1989.
	Penalty	No penalty found.
2. Preparation timing requirements	Must prepare ‘as soon as practicable after the end of each financial year’ under s 43(1) of Public Finance Act 1989.	Audited financial statements must be included in annual report of department under s 45(2) (e) of Public Finance Act 1989 and be prepared ‘as soon as practicable after the end of each financial year’ under s 43(1) of Public Finance Act 1989. Must be provided to the Auditor-General within 2 months after the end of the financial year under s 45D of Public Finance Act 1987.
	Penalty	No penalty found.
3. Accessibility requirements (a) Shareholder delivery requirements	Must be presented by responsible Minister alongside audit report to House of Representatives no later than 15 days after the audit report is received under s 44 of Public Finance Act 1989.	Must accompany the annual report under s 45(2)(e) of Public Finance Act 1989.  Must be presented by the responsible Minister to the House of Representatives no later than 15 days after receiving the audit report under s 44 of Public Finance Act 1989.
	Penalty	No penalty found.
(b) Regulatory filing requirements	Not required to be filed with a Registrar but with the House of Representatives, see 3(a).	Not required to be filed with a Registrar but with the House of Representatives.
	Penalty	Not applicable.
(c) NZX delivery requirements	Not applicable.	Not applicable.
	Penalty	Not applicable.
(d) Publication on organisation’s website requirements	Must publish no later than 15 days after presentation to the House of Representatives under s 44(4)(a) of Public Finance Act 1989. However, this does not specify where it is to be published.	Financial statements form part of the annual report, which must be published no later than 15 days after presentation to the House of Representatives under s 44(4)(a) Public Finance Act 1989. However, this does not specify where it is to be published.
	Penalty	No penalty found.
4. Assurance requirements	Must be delivered to the Auditor-General within 2 months of balance date under s 45D(1)(b) of Public Finance Act 1989. Auditor-General must then provide audit report within 3 months after the end of each financial year under s 45D(2) Public Finance Act 1989.	Must be delivered to the Auditor-General within 2 months of balance date under s 45D(1) of Public Finance Act 1989. Auditor-General must then provide audit report within 3 months after the end of each financial year under s 45D(2) of Public Finance Act 1989.
	Penalty	No penalty found.

**Table 4: Annual report and financial statement reporting requirements for local government**

See Appendix 4 for the accompanying legislative excerpts.

	Annual report	Financial statements
<b>1. Content requirements</b>	<p>Set out in s 98 and Part 3 of Schedule 10 of Local Government Act 2002. Further requirements are set out in the Local Government (Financial Reporting and Prudence) Regulations 2014.</p> <p>The purpose of local government annual reports is to compare intended performance with actual performance and promote accountability to the community for decision-making. Schedule 10 is extensive and requires, amongst other things, information on internal borrowing, insurance of assets, employee staffing levels and remuneration, a statement of service provision and a statement of compliance with statutory requirements to be included in an annual report.</p>	<p>Section 111 of the Local Government Act 2002 requires that the financial statements be prepared in accordance with generally accepted accounting practice.</p> <p>Set out in Schedule 10, s 29 of Local Government Act 2002. Additional information set out in cls 5 and 6 of the Local Government (Financial Reporting and Prudence) Regulations 2014.</p>
Penalty	No penalty found.	No penalty found.
<b>2. Preparation timing requirements</b>	Must prepare and adopt by resolution within 4 months after end of each financial year under s 98(3) of Local Government Act 2002. See also 3(b) below.	Must accompany the annual report, which is required 'within 4 months after the end of the financial year' under s 98(3) of Local Government Act 2002.
Penalty	No penalty found.	No penalty found.
<b>3. Accessibility requirements</b>	Section 9.7 of the 2020 <i>NZX Listing Rules</i> enables the NZX to waive certain requirements. Local authorities who are listed on the NZX Debt Market have the option to request a waiver for certain requirements given they have greater disclosure requirements in the Local Government Act 2002. For example, in January 2020 Auckland City Council chose to waive <i>NZX Listing Rules</i> 3.6.1(b)(ii) and 3.6.3 which require the Council to send a hardcopy of the annual report to shareholders (NZX, 2020c).	No requirement under legislation.
(a) Shareholder delivery requirements		
Penalty	Not applicable.	Not applicable.
(b) Regulatory filing requirements	There is no Register for local government. However, must be sent within 1 month of adoption to the Secretary for Local Government, the Auditor-General and the Parliamentary Library under s 98(6) of Local Government Act 2002.	There is no Register for local government. However financial statements must accompany the annual report, which must be sent within 1 month after adoption to the Secretary for Local Government, the Auditor-General and the Parliamentary Library under s 98(6) of Local Government Act 2002.
Penalty	No penalty found.	Not applicable.
(c) NZX delivery requirements	Not applicable.	Not applicable.
Penalty	Not applicable.	Not applicable.
(d) Publication on organisation's website requirements	Must 'make publicly available' under s 98(4) of Local Government Act 2002. However, this does not specify where it is to be published.	Must accompany the annual report and therefore must be made 'publicly available' under s 98(4) of Local Government Act 2002. However, this does not specify where it is to be published.
Penalty	No penalty found.	No penalty found.



**Table 4: Annual report and financial statement reporting requirements for local government cont.**

<p><b>4. Assurance requirements</b></p>	<p>Must be audited by Auditor-General and contain a report on whether the summary fairly represents its contents under s 99 of Local Government Act 2002.</p>	<p>Must be audited under s 99 of Local Government Act 2002.</p>
<p><b>Penalty</b></p>	<p>No penalty found.</p>	<p>No penalty found.</p>

**Table 5: Annual report and financial statement reporting requirements for registered charities**

See Appendix 5 for the accompanying legislative excerpts.

	Annual report	Financial statements
<b>1. Content requirements</b>	No requirement under legislation.	(i) Where the entity is a specified not-for-profit entity, the financial statements must be prepared in accordance with GAAP under s 42A(1)(a) of Charities Act 2005. The term 'specified not-for-profit entity' is defined under s 46 of the Financial Reporting Act 2013.  (ii) Where the entity is not a specified not-for-profit entity, the financial statements must be prepared in accordance with GAAP, or a non-GAAP standard that applies for the purposes of s 42A(1)(b) of the Charities Act 2005, as defined in s 5(1) of the Financial Reporting Act 2013 under ss 42A(1)(b) and 42A(2) of Charities Act 2005. See for example PBE SFR-C (NFP) <i>Public Benefit Entity Simple Format Reporting – Cash (Not-for-profit)</i> .
Penalty	Not applicable.	Entity and every officer of the entity is liable on conviction to pay a fine not exceeding \$50,000 under s 42B of Charities Act 2005.
<b>2. Preparation timing requirements</b>	No requirement under legislation.	Must accompany the annual return, which is required to be filed 'within 6 months after each balance date' under s 41 of Charities Act 2005.
Penalty	Not applicable.	Charity's registration could be at risk (Personal communication with Charities Services, 24 August 2018). Set out in s 32 of the Charities Act 2005.
<b>3. Accessibility requirements</b>	No requirement under legislation.	No requirement under legislation. See also 3(b).
(a) Shareholder delivery requirements		
Penalty	Not applicable.	Not applicable.
(b) Regulatory filing requirements	No requirement under legislation.	Performance report and annual return must be sent to Charities Register under s 24 of Charities Act 2005.
Penalty	Not applicable.	A charity and every officer is 'liable on conviction to a fine not exceeding \$50,000' under s 42B of Charities Act 2005, if they knowingly do not comply with a 'applicable financial reporting standard' or a non-GAAP standard.
(c) NZX delivery requirements	Not applicable.	Not applicable.
Penalty	Not applicable.	Not applicable.
(d) Publication on organisation's website requirements	No requirement under legislation.	No requirement under legislation.
Penalty	Not applicable.	Not applicable.

**Table 5: Annual report and financial statement reporting requirements for registered charities cont.**

	Annual report	Financial statements
4. Assurance requirements	No requirement under legislation.	<p>(i) Large charitable entities must be audited by a qualified auditor under s 42C of Charities Act 2005. A charitable entity is large in respect of an accounting period if, in each of the 2 preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$1 million or more under s 42D(1)(a) of Charities Act 2005.</p> <p>(ii) Medium sized charitable entities must either be audited or reviewed by a qualified auditor under s 42C of Charities Act 2005. A charitable entity is of medium size in respect of an accounting period if (1) it is not large (as defined above) and (2) in each of the 2 preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$500,000 or more under s 42D(1)(b) of Charities Act 2005.</p> <p>(iii) Other charitable entities do not have assurance requirements.</p>
Penalty	Not applicable.	Entity liable on conviction to pay a fine not exceeding \$50,000 under s 42E of Charities Act 2005.

## 4.0 Comparison between annual report requirements for five types of entities

This section includes Tables 6 and 7 which provide comparisons between reporting requirements of five types of entities for the annual report and the financial statements. The requirements set out in legislation for each entity type are compared in Tables 6 and 7 in regard to content requirements, preparation requirements, accessibility requirements and assurance requirements. Comparisons in this section informed the observations found in Sections 4.2 and 4.3.

**Table 6: Annual report requirements for companies, Crown entities, government departments, local government and registered charities**

Entity type	Annual Report (other than financial statements)				
	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
1. Content requirements	<p>Set out in s 211 of Companies Act 1993.</p> <p>If NZX-listed, see additional content requirements in the 2020 NZX Listing Rules.</p> <p>Company annual reports must include (unless shareholders holding 95% of the shares opt-out) the company's financial statements as well as further information on: the nature of the company, remuneration, employees and directors, donations and entries in the interests register. If applicable, the annual report must also include the above information for subsidiaries. Listed issuers are also required to make available substantial product holder information under s 293 of Financial Markets Conduct Act 2013.</p>	<p>Set out in ss 151 and 152 of the Crown Entities Act 2004.</p> <p>Crown entity annual reports must include financial statements, a statement of performance (set out in s 153 of the Crown Entities Act 2004), a statement of responsibility (set out in s 155 of the Crown Entities Act 2004), as well as information on: operations, Ministerial direction, employer status (relating to equal opportunities programs) and payments to members and employees.</p>	<p>Set out in ss 45 and 45A(a)-(e) of Public Finance Act 1989.</p> <p>Government department annual reports must include financial statements and forecast financial statements, as well as information on the department's: operations, progress on strategic intentions, a statement of responsibility from the Chief Executive, organisational health and capability, expenses and capital expenditure, resource management and departmental agencies.</p> <p>Section 45AA of the Public Finance Act 1989 sets out additional content requirements for departmental agencies.</p>	<p>Set out in s 98 and Part 3 of Schedule 10 of Local Government Act 2002 with additional requirements set out in s 14 of the Local Government (Financial Reporting and Prudence) Regulations 2014. Further requirements are set out in the Local Government (Financial Reporting and Prudence) Regulations 2014.</p> <p>The purpose of local government annual reports is to compare actual performance and promote accountability to the community for decision-making. Schedule 10 is extensive and requires, amongst other things, information on internal borrowing, insurance of assets, employee staffing levels and remuneration, a statement of service provision and a statement of compliance with statutory requirements to be included in an annual report.</p>	<p>No requirement under legislation.</p>
Penalty	No penalty found.	No penalty found.	No penalty found.	No penalty found.	Not applicable.

**Table 6: Annual report requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Annual Report (other than financial statements)					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
2. Preparation timing requirements	Broadly, every company that is large (as defined in s 45 of Financial Reporting Act 2013), every company with 10 or more shareholders, every FMC reporting entity, and every company that is a public entity is required to prepare within 5 months of balance date under s 208 of Companies Act 1993. In certain circumstances, shareholders of large companies may opt out under s 208(4).	As soon as practicable after the end of each financial year a Crown entity must prepare an annual report under s 150(1) of Crown Entities Act 2004.	Must prepare 'as soon as practicable after the end of each financial year' under s 43(1) of Public Finance Act 1989.	Must prepare and adopt by resolution within 4 months after end of each financial year under s 98(3) of Local Government Act 2002. See also 3(b) below.	No requirement under legislation.
	Directors liable to conviction, which can result in a fine not exceeding \$10,000 under s 374(2) (19) of Companies Act 1993.	No penalty found.	No penalty found.	No penalty found.	Not applicable.
3. Accessibility requirements (a) Shareholder delivery requirements	Annual report (or a notice notifying the shareholder that they have a right to request an annual report) must be sent to shareholders 20 working days before the annual meeting or, if an annual meeting is unnecessary, within 20 working days after the report is prepared under s 209 of Companies Act 1993.	Must provide to the responsible Minister no later than 15 working days after receiving the audit report under s 150(1) of Crown Entities Act 2004. The responsible Minister must present the entity's annual report to the House of Representatives within 5 working days, under s 150(3) of Crown Entities Act 2004.	Must be presented by responsible Minister alongside audit report to House of Representatives no later than 15 days after the audit report is received under s 44 of Public Finance Act 1989.	Section 9.7 of the 2020 NZX Listing Rules enables the NZX to waive certain requirements. Local authorities who are listed on the NZX Debt Market have the option to request a waiver for certain requirements given they have greater disclosure requirements in the Local Government Act 2002. For example, in January 2020 Auckland City Council chose to waive NZX Listing Rules 3.6.1(b)(ii) and 3.6.3 which require the Council to send a hardcopy of the annual report to shareholders (NZX, 2020c).	No requirement under legislation.

**Table 6: Annual report requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Annual Report (other than financial statements)					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
Penalty	Directors liable to a conviction which can result in a fine not exceeding \$10,000 under s 374(2)(21) of Companies Act 1993.	No penalty found.	No penalty found.	Not applicable.	Not applicable.
	Not required to be filed with a registrar but see 3(c) and 3(d).	There is no Register for Crown Entities unless it is a company. However, it must be presented to the House of Representatives, see 3(d).	Not required to be filed with a Registrar but must be presented to the House of Representatives, see 3(a).	There is no Registrar for local government. However, must be sent within 1 month of adoption to the Secretary for Local Government, the Auditor-General and the Parliamentary Library under s 98(6) of Local Government Act 2002.	No requirement under legislation.
(b) Registry filing requirements					
Penalty	Not applicable.	Not applicable.	Not applicable.	No penalty found.	Not applicable.
	if NZX-listed, section 3.6.1 of the 2020 NZX Listing Rules requires annual reports to be prepared within three months after the end of the issuer's financial year and delivered to NZX electronically through MAP and made available to Quoted Financial Product holders. Under section 3.5.1, financial year and half-year announcements are to be delivered electronically via MAP no later than 60 days after the end of each half year and full year.	Under Section 3.6.1 of the NZX Listing Rules if a Crown entity is NZX-listed it is required to deliver the annual report to NZX electronically through MAP.	Not applicable.	Not applicable.	Not applicable.
(c) NZX delivery requirements					

**Table 6: Annual report requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Annual Report (other than financial statements)						
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities	
Penalty	NZX may bring a charge against the issuer for breach of the rules under the 2020 NZX Listing Rules 9.12.5.	Not applicable.	Not applicable.	Not applicable.	Not applicable.	
(d) Publication on organisation's website requirements	If an FMC reporting entity is an e-reporting entity, the annual report must remain available on the company's website for at least five years under s 61D(2) and (3) of the Financial Markets Conduct Regulations 2014.  Section 97 of the Financial Markets Conduct Act 2013 states that an issuer could receive a fine of up to \$50,000 if information is not lodged with the Registrar.	Must publish its annual report as soon as practicable after it has been presented to the House of Representatives, but in any case, not later than 10 working days after the annual report is received by the Minister under s 150(4) of Crown Entities Act 2004. However, this does not specify where it is to be published.	Must publish no later than 15 days after presentation to the House of Representatives under s 44(4)(a) of Public Finance Act 1989. However, this does not specify where it is to be published.	Must 'make publicly available' under s 98(4) of Local Government Act 2002. However, this does not specify where it is to be published.	No requirement under legislation.	
Penalty	If an FMC reporting entity, an infringement offence applies under subpart 5 of Part 8 of Financial Markets Conduct Act 2013.	No penalty found.	No penalty found.	No penalty found.	Not applicable.	
4. Assurance requirements	No requirement under legislation.	No requirement under legislation.	Must be delivered to the Auditor-General within 2 months of balance date under s 45D(1)(b) of Public Finance Act 1989. Auditor-General must then provide audit report within 3 months after the end of each financial year under s 45D(2) Public Finance Act 1989.	Must be audited by Auditor-General and contain a report on whether the summary fairly represents its contents under s 99 of Local Government Act 2002.	No requirement under legislation.	
Penalty	Not applicable.	Not applicable.	No penalty found.	No penalty found.	Not applicable.	



Table 7 below compares the reporting requirements of five types of entities for financial statements. Comparisons in this section informed the observations found in Sections 3.1 and 3.3.

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
1. Content requirements	<p>Must comply with GAAP, if required to under s 201 of Companies Act 1993, s 9 of Financial Reporting Act 2013 and s 460 of Financial Markets Conduct Act 2013.</p> <p>Companies that do not have a statutory requirement must prepare financial statements to sufficiently meet requirements of cl 8 of the Tax Administration (Financial Statements) Order 2014. However, small companies (such as those with income or expenditure less than \$30,000 per year and that are not part of a group of companies) are exempt from minimum requirements under cl 5.</p>	<p>Must comply with GAAP, include any other information or explanations needed to fairly reflect the financial operations and financial position and include the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements under s 154(3) of Crown Entities Act 2004.</p>	<p>Must be prepared in accordance with GAAP under s 45B(1) of Public Finance Act 1989. Where an entity is required to prepare financial statements in accordance with GAAP, the specific accounting standards that it must apply depend on whether it is classified as a public benefit entity or a for-profit entity, whether it has public accountability, and its size. Standard XRB A1 <i>Application of the Accounting Standards Framework</i> provides the requirements for determining which accounting standards apply to an entity.</p> <p>Must also include any other information or explanations needed to fairly reflect the department's financial operations and financial position and the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements under s 45B(2) of Public Finance Act 1989.</p>	<p>Section 111 of the Local Government Act 2002 requires that financial statements be prepared in accordance with generally accepted accounting practice.</p> <p>Content set out in Schedule 10, s 29 of Local Government Act 2002, with additional content set out in cls 5, 6 and 14 of the Local Government (Financial Reporting and Prudence) Regulations 2014.</p>	<p>(i) Where the entity is a specified not-for-profit entity, the financial statements must be prepared in accordance with GAAP under s 42A(1)(a) of Charities Act 2005. The term 'specified not-for-profit entity' is defined under s 46 of the Financial Reporting Act 2013.</p> <p>(ii) Where the entity is not a specified not-for-profit entity, the financial statements must be prepared in accordance with GAAP, or a non-GAAP standard that applies for the purposes of s 42A(1)(b) of the Charities Act 2005, as defined in s 5(1) of the Financial Reporting Act 2013, under ss 42A(1)(b) and 42A(2) of Charities Act 2005.</p>

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
1. Content requirements cont.	<p>If financial statements fail to comply with an applicable financial reporting standard, the company commits an offence and is liable on conviction to a fine not exceeding \$50,000 under s 207G(2) of Companies Act 1993. Further, its directors are liable on conviction to a fine not exceeding \$50,000 under s 207G(3).</p> <p>If a company is an FMC reporting entity and its financial statements do not comply with an applicable financial reporting standard and the director is aware of this at the time the financial statements are lodged, the director is liable on conviction to imprisonment for up to 5 years, and/or a fine of up to \$500,000 and the entity is liable on conviction to a fine not exceeding \$2.5 million, under s 461(2) of Financial Markets Conduct Act 2013.</p>	No penalty found.	No penalty found.	No penalty found.	<p>See for example PBE SFR-C (NFP) <i>Public Benefit Entity Simple Format Reporting – Cash (Not-for-profit)</i>.</p> <p>Entity and every officer of the entity is liable on conviction to pay a fine not exceeding \$50,000 under s 42B of Charities Act 2005.</p>

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
2. Preparation timing requirements	<p>Set out in s 201 of Companies Act 1993, certain companies must prepare financial statements within 5 months of the balance date.</p> <p>However, if the company is an FMC reporting entity, the financial statements must be prepared within 4 months after balance date under s 460(1) of Financial Markets Conduct Act 2013.</p>	<p>As soon as practicable after the end of each financial year, a Crown entity must prepare financial statements in relation to the entity for that financial year under s 154(1) of Crown Entities Act 2004.</p> <p>They must be provided to the Auditor-General within 3 months after the end of each financial year under s 156(1) of Crown Entities Act 2004.</p>	<p>Audited financial statements must be included in annual report of department under s 45(2) (e) of Public Finance Act 1989 and be prepared 'as soon as practicable after the end of each financial year' under s 43(1) of Public Finance Act 1989. They must be provided to the Auditor-General within 2 months after the end of the financial year under s 45D of Public Finance Act 1989.</p>	<p>Must accompany the annual report, which is required 'within 4 months after the end of the financial year' under s 98(3) of Local Government Act 2002.</p>	<p>Must accompany the annual return, which is required to be filed 'within 6 months after each balance date' under s 41 of Charities Act 2005.</p>
Penalty	<p>Fine not exceeding \$50,000 under s 207G of Companies Act 1993.</p> <p>If a company is an FMC reporting entity, fine not exceeding \$50,000 under s 461H(2) of Financial Markets Conduct Act 2013.</p> <p>Section 207C of the Companies Act 1993 requires the auditor to send the Auditors' report and a copy of the financial statements to the Companies Office and the XRB if requirements have not been complied with.</p>	No penalty found.	No penalty found.	No penalty found.	<p>Set out in s 32 of the <u>Charities Act 2005</u> is the grounds for the removal from the Register of charitable entities (Personal communication with Charities Services, 24 August 2018).</p> <p>'penalty for a failure by a charitable entity to send or deliver to the chief executive an annual return ... within 6 months after each balance date of the entity can result in a penalty of \$200' under c19(2) of the Charities (Fees and Other Matters) Regulations 2006.</p>

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
3. Accessibility requirements (a) Shareholder delivery requirements	Must be provided on request by shareholders if prepared under, or for the purposes of, any Inland Revenue Acts under s 207F(2) of Companies Act 1993. However, if a NZX-listed company, shareholders can access financial statements in the latest annual report on the NZX website.	Must accompany the annual report under s 151(1)(c) of Crown Entities Act 2004. Must be provided to its responsible Minister no later than 15 working days after receiving the audit report under s 150(1) of Crown Entities Act 2004. The responsible Minister must present the entity's annual report to the House of Representatives within 5 working days.	Must accompany the annual report under s 45(2)(e) of Public Finance Act 1989. Must be presented by the responsible Minister to the House of Representatives no later than 15 days after receiving the audit report under s 44 of Public Finance Act 1989.	No requirement under legislation.	No requirement under legislation. See also 3(b).
Penalty	No penalty found.	No penalty found.	No penalty found.	Not applicable.	Not applicable.
(b) Regulatory filing requirements	Some 'large companies' with overseas shareholding must file within 5 months after the balance date under ss 207D(1) and 207E(1) of Companies Act 1993. All FMC reporting entities must file within 4 months after the balance date with the Companies Registrar under s 461H(1) of Financial Markets Conduct Act 2013.	There is no Register for Crown Entities, unless it is a company. However, it must be presented to the House of Representatives, see 3(d).	Not required to be filed with a Registrar but with the House of Representatives.	There is no Register for local government. However, financial statements must accompany the annual report, which must be sent within 1 month after adoption to the Secretary for Local Government, the Auditor-General and the Parliamentary Library under s 98(6) of Local Government Act 2002.	Requirement to send performance report and annual return to Charities Services Register under s 24 of Charities Act 2005.

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
Penalty	<p>\$25 for lodging with Registrar up to 25 working days after due date or \$100 for more than 25 working days after (Companies Office, n.d.[a]).</p> <p>If an FMC reporting entity fails to lodge and the Registrar notifies the FMA, the company can be issued an infringement notice and be liable for an infringement penalty of \$7500 or a fine of up to \$50,000 under s 461H(2) of Financial Markets Conduct Act 2013 (Companies Office, n.d.[a]).</p> <p>Infringement notices may also be issued to directors of the company under s 207Z of the Companies Act 1993. These infringement fees amount to \$7,000 under s 207X of the Companies Act 1993.</p>	Not applicable.	Not applicable.	Not applicable.	<p>A charity and every officer is 'liable on conviction to a fine not exceeding \$50,000' under s 42B of Charities Act 2005, if they knowingly do not comply with a 'applicable financial reporting standard' or a non-GAAP standard.</p>
(c) NZX delivery requirements	<p>If NZX-listed, financial statements are included in the annual report. Half-year announcements require certain aspects of financial information to be released electronically via MAP – see Appendix 2 of the 2020 NZX Listing Rules.</p>	<p>If a Crown entity is also NZX-listed, financial statements are included in the annual report. Half-year announcements require certain aspects of financial information to be released electronically via MAP – see Appendix 2 of the NZX Listing Rules.</p>	Not applicable.	Not applicable.	Not applicable.

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
Penalty	NZX may bring a charge against the Issuer for breach of the rules under Section 9.12.5 of the <i>2020 NZX Listing Rules</i> .	Not applicable.	Not applicable.	Not applicable.	Not applicable.
(d) Publication on organisation's website requirements	Must accompany the annual report if an FMC reporting entity is an e-reporting entity and therefore must remain available on the company's website for at least five years under cl 61D(3) of Financial Markets Conduct Regulations 2014.	Must accompany the annual report under s 151(1)(c) Crown Entities Act 2004 and therefore must be published as soon as practicable after it has been presented to the House of Representatives, but in any case, not later than 10 working days after the annual report is received by the Minister under s 150(4) of Crown Entities Act 2004. However, this does not specify where it is to be published.	Must form part of the annual report and therefore be published no later than 15 days after presentation to the House of Representatives under s 44(4)(a) of Public Finance Act 1989. However, this does not specify where it is to be published.	Must accompany the annual report and therefore must be made 'publicly available' under s 98(4) of Local Government Act 2002. However, this does not specify where it is to be published.	There is no requirement under legislation to make performance report (financial statements) public on own website.
Penalty	No penalty found.	No penalty found.	No penalty found.	No penalty found.	Not applicable.

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
4. Assurance requirements	<p>Broadly, where financial statements are required to be prepared, they must be audited, although some large companies can opt out of audit requirements under s 207(1) of the Companies Act 1993.</p> <p>Companies outlined in s 206 of the Companies Act 1993 must have the financial statements audited under s 207(1) of Companies Act 1993 and this must be carried out in accordance with all applicable auditing and assurance standards under s 207A of Companies Act 1993. The auditor must report to the shareholders under s 207B(1) of Companies Act 1993.</p> <p>If an FMC reporting entity, must be audited by a qualified auditor under s 461D of Financial Markets Conduct Act 2013. Under s 461E of the Financial Markets Conduct Act 2013, a qualified auditor refers to 1) a licensed auditor, 2) a registered audit firm or 3) the Auditor-General or other auditors operating under the Public Audit Act 2001 (if the FMC reporting entity is also a public entity under the Public Audit Act 2001). Under s 461G of Financial Markets Conduct Act 2013, the auditor must send a copy of the audit report and the statements to the FMA and the XRB if parts of the Act have not been complied with.</p>	<p>A Crown entity must forward to the Auditor-General, the Crown entity's annual financial statements within 3 months after the end of each financial year under s 156(1) of Crown Entities Act 2004. The Auditor-General must audit the statements and provide an audit report to the Crown entity within 4 months after the end of each financial year under s 156(2) of Crown Entities Act 2004.</p>	<p>Must be delivered to the Auditor-General within 2 months of balance date under s 45D(1) of Public Finance Act 1989. Auditor-General must then provide audit report within 3 months after the end of each financial year under s 45D(2) of Public Finance Act 1989.</p>	<p>Must be audited under s 99 of Local Government Act 2002.</p>	<p>(i) Large charitable entities must be audited by a qualified auditor under s 42C of Charities Act 2005. A charitable entity is large in respect of an accounting period if, in each of the two preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$1 million or more under s 42D(1)(a) of Charities Act 2005.</p> <p>(ii) Medium-sized charitable entities must either be audited or reviewed by a qualified auditor under s 42C of Charities Act 2005. A charitable entity is of medium size in respect of an accounting period if (1) it is not large (as defined above) and (2) in each of the two preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$500,000 or more under s 42D(1)(b) of Charities Act 2005.</p> <p>(iii) Other charitable entities do not have assurance requirements.</p>

**Table 7: Financial statement requirements for companies, Crown entities, government departments, local government and registered charities cont.**

Financial Statements					
Entity type	Companies	Crown Entities	Government Departments	Local Government	Registered Charities
Penalty	If a company fails to audit its financial statements, the company commits an offence and is liable to a fine not exceeding \$50,000 and every director of the company commits an offence and is liable on conviction to a fine not exceeding \$50,000 under s 207G(2) and (3) of Companies Act 1993.	No penalty found.	No penalty found.	No penalty found.	Entity liable on conviction to pay a fine not exceeding \$50,000 under s 42E of Charities Act 2005.



# Appendix 1: Company legislation

Regulation	Section in Regulation
<b>Companies Act 1993</b>	<p><b>Section 201 – Financial statements must be prepared</b></p> <p>(2) <i>Every company or overseas company to which this section applies (A) must ensure that, within 5 months after the balance date of A, financial statements that comply with generally accepted accounting practice are—</i></p> <ul style="list-style-type: none"><li>(a) <i>completed in relation to A and that balance date; and</i></li><li>(b) <i>dated and signed on behalf of A by 2 directors of A, or, if A has only 1 director, by that director.</i></li></ul> <p><b>Section 206 – Application of audit requirement</b></p> <p>(1) <i>Section 207 applies to—</i></p> <ul style="list-style-type: none"><li>(a) <i>every large company unless subsection (2) applies; and</i></li><li>(b) <i>every company that is a public entity; and</i></li><li>(c) <i>every large overseas company unless subsection (3) applies; and</i></li><li>(d) <i>every company with 10 or more shareholders unless the company has opted out of compliance with that section in accordance with section 207I; and</i></li><li>(e) <i>every company with fewer than 10 shareholders if the company has opted into compliance with the section in accordance with section 207K.</i></li></ul> <p>(2) <i>Subsection (1)(a) does not apply to a large company (A) if A has opted out of compliance with section 207 in accordance with section 207J.</i></p> <p>(3) <i>Subsection (1)(c) does not apply to a large overseas company (B) in relation to a balance date if—</i></p> <ul style="list-style-type: none"><li>(a) <i>financial statements or group financial statements are prepared in respect of B under section 201 or 202 in relation to the balance date; and</i></li><li>(b) <i>section 204 does not apply to B in relation to the balance date; and</i></li><li>(c) <i>under the law in force in the country where B is incorporated or constituted,—</i><ul style="list-style-type: none"><li>(i) <i>qualifying financial statements are required to be prepared in respect of B in relation to the balance date; but</i></li><li>(ii) <i>the qualifying financial statements so prepared are not required to be audited.</i></li></ul></li></ul> <p>(4) <i>In subsection (3)(c), qualifying financial statements means financial statements that are equivalent, or substantially equivalent, to the financial statements or group financial statements referred to in subsection (3)(a).</i></p> <p><b>Section 207 – Financial statements must be audited</b></p> <p>(1) <i>Every company or overseas company to which this section applies</i></p>

*(A) must ensure that the financial statements or group financial statements prepared in respect of A under section 201, 202, or 204 (if any) are audited by a qualified auditor.*

- (2) See sections 37 to 39 of the Financial Reporting Act 2013 (which provide for the appointment of a partnership and access to information in relation to a company or an overseas company).*

#### **Section 207A – Audit must be carried out in accordance with auditing and assurance standards**

- (1) An auditor must, in carrying out an audit for the purposes of section 207, comply with all applicable auditing and assurance standards.*
- (2) Subsection (3) applies if the Registrar notifies a large overseas company (A) that the Registrar is satisfied that standards relating to auditing or assurance that are in force in the country where A is incorporated or constituted (the overseas standards) are—*
- (a) substantially the same as the applicable auditing and assurance standards referred to in subsection (1); or*
  - (b) sufficiently equivalent, in relation to the quality of auditing they achieve, to the applicable auditing and assurance standards referred to in subsection (1).*
- (3) The auditor of A's financial statements or group financial statements may, in carrying out the audit of those statements and in preparing the auditor's report, comply with the overseas standards instead of the applicable auditing and assurance standards.*
- (4) This section does not apply to a company that is a public entity.*

#### **Section 207B – Auditor must report to shareholders**

- (1) The auditor of a company must make a report to the shareholders on the financial statements or group financial statements audited by the auditor.*
- (2) The auditor's report must comply with the requirements of all applicable auditing and assurance standards.*
- (3) Subsection (2) is subject to section 207A(3).*

#### **Section 207C – Auditor's report must be sent to Registrar and External Reporting Board if requirements have not been complied with**

*If the auditor's report indicates that the requirements of this Act have not been complied with, the auditor must, within 7 working days after signing the report, send a copy of the report and a copy of the financial statements or group financial statements to which it relates to the Registrar and the External Reporting Board.*

#### **Section 207D – Application of registration provisions**

- (1) Section 207E applies to each of the following:*
- (a) Every large overseas company;*
  - (b) Every large company in which shares that in aggregate carry the right to exercise or control of the exercise of 25% or more of the voting power at a meeting of the company are held by –*

- (i) *a subsidiary of a body corporate incorporated outside New Zealand; or*
  - (ii) *a body corporate incorporated outside New Zealand; or*
  - (iii) *a person not ordinary resident in New Zealand.*
- (2) *However, section 207E does not apply to a company or an overseas company (A) if the following requirements are satisfied:*
  - (a) *A is a subsidiary of a body corporate (B) that is—*
    - (i) *incorporated in New Zealand; or*
    - (ii) *registered or deemed to be registered under Part 18; and*
  - (b) *group financial statements in relation to a group comprising B, A, and all other subsidiaries of B that comply with generally accepted accounting practice are completed and signed within the time specified in section 202; and*
  - (c) *a copy of the group financial statements referred to in paragraph (b) and a copy of the auditor's report on those statements are delivered for registration under this Act or for lodgement under another Act.*
- (3) *For the purposes of subsection (1), a person is ordinarily resident in New Zealand if that person—*
  - (a) *is domiciled in New Zealand; or*
  - (b) *is living in New Zealand and the place where that person usually lives, and has been living for the immediately preceding 12 months, is in New Zealand, whether or not that person has on occasions been away from New Zealand during that 12-month period.*

#### **Section 207E – Financial statements must be registered**

- (1) *A company or an overseas company to which this section applies must ensure that, within 5 months after the balance date of the company or overseas company, copies of its financial statements or group financial statements completed in relation to that balance date under section 201, 202, or 204 (if any) together with a copy of the auditor's report on those statements (if any) are delivered to the Registrar for registration.*
- (2) *The company or overseas company must, when the financial statements or group financial statements are registered, pay to the Registrar the prescribed registration fee (if any).*

#### **Section 207F – Shareholders may request copy of financial statements prepared for tax purposes**

- (1) *This section applies if—*
  - (a) *neither financial statements in relation to a company nor group financial statements in relation to a company's group are prepared under this Act or Part 7 of the Financial Markets Conduct Act 2013; but*
  - (b) *financial statements in relation to the company, or group financial statements in relation to its group, are prepared under, or for the purposes of, any of the Inland Revenue Acts (as defined in section*

3(1) of the Tax Administration Act 1994).

- (2) A shareholder of the company may at any time make a written request to the company for a copy of the financial statements or group financial statements (or both) referred to in subsection (1)(b).
- (3) The company must, within 10 working days of receiving a request under subsection (2), provide, free of charge, a copy of the financial statements or group financial statements (or both) to the shareholder together with a copy of the auditor's report on those statements (if any).

#### Section 207G – Financial reporting offences

- (1) This section applies if—
  - (a) a company or an overseas company is required to comply with section 201 and financial statements of the company or overseas company—
    - (i) are not completed and signed within the time specified in that section; or
    - (ii) fail to comply with an applicable financial reporting standard; or
  - (b) a company or an overseas company is required to comply with section 202 and group financial statements of a group comprising the company or overseas company and its subsidiaries—
    - (i) are not completed and signed within the time specified in that section; or
    - (ii) fail to comply with an applicable financial reporting standard; or
  - (c) an overseas company is required to comply with section 204 and the financial statements or group financial statements referred to in that section—
    - (i) are not completed and signed within 5 months after the balance date of the overseas company; or
    - (ii) fail to comply with an applicable financial reporting standard; or
  - (d) a company or an overseas company fails to comply with section 207 (which relates to auditing); or
  - (e) a company or an overseas company fails to comply with section 207E (which relates to registration of financial statements); or
  - (f) a company fails to comply with section 207F (which relates to the supply of copies of financial statements prepared for tax purposes).
- (2) The company or overseas company commits an offence and is liable on conviction to a fine not exceeding \$50,000.
- (3) Every director of the company or overseas company commits an offence and is liable on conviction to the penalty set out in section 374(3).
- (4) See section 376(2) (which provides defences to directors in respect of

*an offence under this section).*

#### **207J Large companies may opt out of audit requirement**

- (1) *This section applies to a large company.*
- (2) *However, this section does not apply if—*
  - (a) *the constitution of the company expressly provides that this section does not apply; or*
  - (b) *the company is a public entity; or*
  - (c) *the company is required to register financial statements under section 207E.*
- (3) *The shareholders of the company may, at a meeting of shareholders held within the opting period, opt out of compliance with section 207 in relation to the accounting period by way of a resolution approved by not less than 95% of the votes of those shareholders entitled to vote and voting on the question.*
- (4) *If the shareholders opt out of compliance with section 207 in relation to an accounting period under this section, that section does not apply to the company in relation to that period.*

#### **Section 207X Interpretation in this subpart**

*In this subpart,—*

*infringement fee, in relation to an infringement offence, means \$7,000*

#### **Section 207Z Infringement notices**

- (1) *The Registrar may issue an infringement notice to a person if the Registrar believes on reasonable grounds that the person is committing, or has committed, an infringement offence.*
- (2) *The Registrar may revoke an infringement notice before the infringement fee is paid, or before an order for payment of a fine is made or deemed to be made by a court under section 21 of the Summary Proceedings Act 1957.*
- (3) *An infringement notice is revoked by giving written notice to the person to whom it was issued that the notice is revoked.*

#### **Section 208 – Obligation to prepare annual report**

- (1) *This section applies to –*
  - (a) *every large company (within the meaning of section 198); and*
  - (b) *every company that is a public entity; and*
  - (c) *every company that is required to prepare financial statements or group financial statements under Part 7 of the Financial Markets Conduct Act 2013 or section 55 of the Financial Reporting Act 2013; and*
  - (d) *every company with 10 or more shareholders unless the company has opted out of compliance with this section in accordance with section 207I (in relation to the accounting period referred to in subsection (2)); and*
  - (e) *every company with fewer than 10 shareholders if the company has opted into compliance with this section in accordance with*

section 207K (in relation to the accounting period referral to in subsection (2)).

- (2) *The board of every company to which this section applies must, within 5 months after the balance date of the company, prepare an annual report on the affairs of the company during the accounting period ending on that date.*
- (3) *If the board of a company fails to comply with subsection (2), every director of the company commits an offence and is liable on conviction to the penalty set out in section 374(2).*
- (4) *However, the board of a large company (within the meaning of section 198) is not required to prepare an annual report on the affairs of the company during an accounting period if—*
  - (a) *the company is not required to prepare any financial statements or group financial statements for the accounting period under Part 11, Part 7 of the Financial Markets Conduct Act 2013, or any other enactment; and*
  - (b) *shareholders who together hold at least 95% of the voting shares (within the meaning of section 198) agree that the annual report need not be prepared for the accounting period.*

#### **Section 209 – Obligation to make annual report available to shareholders**

- (1) *The board of a company must send to every shareholder of the company—*
  - (a) *a copy of the annual report; or*
  - (b) *a notice containing the statements specified in subsection (3).*
- (1AA) *The copy of the annual report or the notice referred to in subsection (1)(b) must be sent—*
  - (a) *not less than 20 working days before the date fixed for holding the annual meeting of shareholders; or*
  - (b) *if, under section 120(5) or 122(4), it is not necessary to hold an annual meeting, within 20 working days after the date on which the annual report is prepared.*
- (1A) *Subsection (1) does not apply if the annual report is not required to be prepared under section 208.*
- (2) *Subsection (1) is subject to section 212.*
- (3) *The notice referred to in subsection (1)(b) must contain—*
  - (a) *a statement to the effect that the shareholder has a right to receive from the company, free of charge, a copy of the annual report if the shareholder, within 15 working days of receiving the notice, makes a request to the company to receive a copy of the annual report; and*
  - (b) *a statement to the effect that the shareholder may obtain a copy of the annual report by electronic means; and*
  - (c) *a statement as to how the shareholder may obtain a copy of the annual report by electronic means (for example, from a specified website address); and*

- (d) if the board of the company has prepared, in relation to the same accounting period as the annual report, a concise annual report, a statement—
  - (i) that the board of the company has prepared, in relation to the same accounting period as the annual report, a concise annual report; and
  - (ii) to the effect that the shareholder has a right to receive from the company, free of charge, a copy of the concise annual report if the shareholder, within 15 working days of receiving the notice, makes a request to the company to receive a copy of the concise annual report; and
  - (iii) to the effect that the shareholder may obtain a copy of the concise annual report by electronic means; and
  - (iv) as to how the shareholder may obtain a copy of the concise annual report by electronic means (for example, from a specified website address).
- (4) The notice referred to in subsection (1)(b) may be accompanied by any additional information or documentation that the board of the company thinks fit.
- (5) For the purposes of this section and sections 209A and 209B, every concise annual report for a company must, in relation to an accounting period, include,—
  - (a) in relation to a company that has, on the balance date of the company, no subsidiaries,—
    - (i) financial statements for the accounting period that comply with generally accepted accounting practice and any auditor's report on those financial statements; or
    - (ii) summary financial statements for the accounting period that comply with generally accepted accounting practice:
  - (b) in relation to a company that has, on the balance date of the company, 1 or more subsidiaries,—
    - (i) group financial statements for the accounting period that comply with generally accepted accounting practice and any auditor's report on those group financial statements; or
    - (ii) summary financial statements for the accounting period, prepared in relation to the group comprising the company and its subsidiaries, that comply with generally accepted accounting practice.
- (6) [Repealed]
- (7) If the board of a company fails to comply with this section, every director of the company commits an offence and is liable on conviction to the penalty set out in section 374(2).

#### Section 211 – Contents of annual report

- (1) Every annual report for a company must be in writing and be dated and, subject to subsection (3), must—
  - (a) describe, so far as the board believes is material for the

shareholders to have an appreciation of the state of the company's affairs and will not be harmful to the business of the company or of any of its subsidiaries, any change during the accounting period in—

- (i) the nature of the business of the company or any of its subsidiaries; or
  - (ii) the classes of business in which the company has an interest, whether as a shareholder of another company or otherwise; and
- (b) include any financial statements or group financial statements for the accounting period that are required to be prepared under Part 11, Part 7 of the Financial Markets Conduct Act 2013, or any other enactment (if any); and
- (c) if an auditor's report is required under Part 11, Part 7 of the Financial Markets Conduct Act 2013, or any other enactment in relation to the financial statements or group financial statements included in the report, include that auditor's report; and
- (d) [Repealed]
- (e) state particulars of entries in the interests register made during the accounting period; and
- (f) state, in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director from the company during the accounting period; and
- (g) state the number of employees or former employees of the company, not being directors of the company, who, during the accounting period, received remuneration and any other benefits in their capacity as employees, the value of which was or exceeded \$100,000 per annum, and must state the number of such employees or former employees in brackets of \$10,000; and
- (h) state the total amount of donations made by the company during the accounting period; and
- (i) state the names of the persons holding office as directors of the company as at the end of the accounting period and the names of any persons who ceased to hold office as directors of the company during the accounting period; and
- (j) state the amounts payable by the company to the person or firm holding office as auditor of the company as audit fees and, as a separate item, fees payable by the company for other services provided by that person or firm; and
- (k) be signed on behalf of the board by 2 directors of the company or, if the company has only 1 director, by that director.
- (2) A company that is required to include group financial statements in its annual report must include, in relation to its subsidiaries, the information specified in paragraphs (e) to (j) of subsection (1).
- (3) The annual report of a company need not comply with any of paragraphs (a), and (e) to (j) of subsection (1), and subsection (2)



*if shareholders who together hold at least 95% of the voting shares (within the meaning of section 198) agree that the report need not do so.*

#### **Section 374 – Penalties that may be imposed on directors in cases of failure by board or company to comply with Act**

- (2) *A director of a company who is convicted of an offence against any of the following sections of this Act is liable to a fine not exceeding \$10,000:*
- (19) *section 208(3) (which relates to the duty to prepare an annual report):*
- (21) *section 209(7) (which relates to the obligation to make the annual report available to shareholders):*
- (3) *A director of a company who is convicted of an offence against any of the following sections of this Act is liable to a fine not exceeding \$50,000:*
- (a) *section 194(4) (which relates to the keeping of accounting records):*
- (b) *section 207G(3) (which relates to the preparation, audit, and registration of financial statements).*

#### **Financial Markets Conduct Act 2013**

#### **Section 97 – Information to be made publicly available**

- (1) *Every issuer of regulated products must, at the prescribed times or on the occurrence of the prescribed events and otherwise in the prescribed manner, make publicly available the information that is required to be made publicly available by the regulations.*
- (2) *An issuer commits an offence and is liable on conviction to a fine not exceeding \$50,000 if—*
- (a) *the regulations made for the purposes of this section require the issuer to make information publicly available by lodging that information with the Registrar; and*
- (b) *the issuer contravenes this section by failing to lodge that information with the Registrar in accordance with subsection (1).*

#### **Section 293 – Listed issuers must make available information on substantial holdings**

- (1) *Every listed issuer must, in accordance with this section, make available the following information:*
- (a) *the names of all persons who, according to the issuer’s records and disclosures made under section 280(1)(b), are substantial product holders in the listed issuer as at each balance date; and*
- (b) *the number and class of quoted voting products of the listed issuer that, according to the issuer’s records and disclosures made under section 280(1)(b), form part of each substantial holding in the listed issuer as at each balance date; and*
- (c) *the total number of voting products in each of those classes as at each balance date.*
- (2) *The information must be made available,—*

- (a) *for listed issuers that are required to prepare an annual report under the Companies Act 1993 or any other enactment, in the annual report for the period ending on the balance date; and*
- (b) *for every other listed issuer, in a notice sent to every holder of its quoted voting products not later than 3 months after the balance date.*
- (3) *A listed issuer that contravenes this section commits an offence and is liable on conviction to a fine not exceeding \$50,000.*
- (4) *The offence in this section is an infringement offence (see subpart 5 of Part 8).*

#### **Section 460 – Financial statements must be prepared**

- (1) *Every FMC reporting entity must ensure that, within 4 months after the balance date of the entity, financial statements that comply with generally accepted accounting practice are—*
  - (a) *completed in relation to the entity and that balance date; and*
  - (b) *dated and signed on behalf of the entity by 2 directors of the entity or, if the entity has only 1 director, by that director.*
- (2) *Subsection (1) is subject to sections 461(2) and 461A(4).*

#### **Section 461D – Financial statements must be audited**

*Every FMC reporting entity must ensure that the financial statements or group financial statements that are required to be prepared under this subpart are audited by a qualified auditor.*

#### **Section 461E – Meaning of qualified auditor**

- (1) *For the purposes of this Act, qualified auditor means—*
  - (a) *a licensed auditor; or*
  - (b) *a registered audit firm; or*
  - (c) *in the case of an FMC reporting entity that is a public entity under the Public Audit Act 2001, the Auditor-General or any other person who may act as the auditor under that Act.*
- (2) *In this section, licensed auditor and registered audit firm have the same meanings as in section 6(1) of the Auditor Regulation Act 2011.*
- (3) *The appointment of a registered audit firm that is a partnership by the firm name to be the qualified auditor for the purposes of this Act is deemed to be the appointment of all the partners in the firm, from time to time, who are licensed auditors.*
- (4) *None of the following persons is qualified for appointment as the qualified auditor of an FMC reporting entity:*
  - (a) *the FMC reporting entity, or a director, an officer, or an employee of the FMC reporting entity;*
  - (b) *a person who is a partner, or in the employment, of a person specified in paragraph (a);*
  - (c) *a body corporate that is not a registered audit firm.*
- (5) *A person is not qualified for appointment as the qualified auditor of an FMC reporting entity if the person is, by virtue of subsection (4), disqualified for appointment as auditor of a related body corporate.*

**Section 461G – Auditor’s report**

- (1) *The auditor’s report on the financial statements or group financial statements that are required to be audited under this subpart must comply with the requirements of all applicable auditing and assurance standards.*
- (2) *If the auditor’s report indicates that the requirements of this Part have not been complied with, the auditor must, within 7 working days after signing the report, send a copy of the report, and a copy of the financial statements or group financial statements to which it relates, to—*
  - (a) *the FMA; and*
  - (b) *the External Reporting Board; and*
  - (c) *in the case of an issuer of debt securities or a manager of a registered scheme, the supervisor.*

**Section 461H – Lodgement of financial statements**

- (1) *Every FMC reporting entity must ensure that, within 4 months after the balance date of the entity, copies of the financial statements or group financial statements that are required to be prepared under any of sections 460, 461, and 461B, together with a copy of the auditor’s report on those statements, are delivered to the Registrar for lodgement.*
- (1A) *Every manager of a registered scheme must ensure that, within 4 months after the balance date of the scheme, copies of the financial statements that are required to be prepared under section 461A, together with a copy of the auditor’s report on those statements, are delivered to the Registrar for lodgement.*
- (2) *An FMC reporting entity that contravenes this section commits an offence and is liable on conviction to a fine not exceeding \$50,000.*
- (3) *The offence in this section is an infringement offence (see subpart 5 of Part 8).*

**Section 461I – Offence to knowingly fail to comply with financial reporting standards**

- (1) *An FMC reporting entity and every director of the entity commit an offence if—*
  - (a) *any of the following fail to comply with an applicable financial reporting standard:*
    - (i) *the financial statements of the entity prepared under section 460;*
    - (ii) *group financial statements in relation to a group comprising the entity and its subsidiaries prepared under section 461;*
    - (iii) *in the case of a manager of a registered scheme, financial statements for the scheme or a fund referred to in section 461A;*
    - (iv) *the financial statements prepared by the entity under section 461B; and*
  - (b) *the entity or the director (as the case may be) knows that the*

*financial statements or group financial statements (as the case may be) fail to so comply when those statements are lodged.*

- (2) *A person who commits an offence under subsection (1) is liable on conviction,—*
- (a) *in the case of an individual, to imprisonment for a term not exceeding 5 years, a fine not exceeding \$500,000, or both; and*
- (b) *in any other case, to a fine not exceeding \$2.5 million.*

#### **Subpart 5 – Infringement offences**

##### **Section 513 – Infringement offences**

- (1) *If a person is alleged to have committed an infringement offence, that person may—*
- (a) *be proceeded against by filing a charging document under section 14 of the Criminal Procedure Act 2011; or*
- (b) *be served with an infringement notice as provided in section 514.*
- (2) *Proceedings commenced in the way described in subsection (1)(a) do not require leave of a District Court Judge or Registrar under section 21(1)(a) of the Summary Proceedings Act 1957.*

##### **Section 514 – Infringement notices**

- (1) *The FMA may issue an infringement notice to a person if the FMA believes on reasonable grounds that the person is committing, or has committed, an infringement offence.*
- (2) *The FMA may revoke an infringement notice before the infringement fee is paid, or an order for payment of a fine is made or deemed to be made by a court under section 21 of the Summary Proceedings Act 1957.*
- (3) *An infringement notice is revoked by giving written notice to the person to whom it was issued that the notice is revoked.*

##### **Section 515 – Procedural requirements for infringement notices**

- (1) *An infringement notice may be served on a person—*
- (a) *by delivering it, or a copy of it, personally to the person who the FMA believes has committed the infringement offence; or*
- (b) *by sending it, or a copy of it, by post, addressed to the person at the person's last known place of residence or business.*
- (2) *An infringement notice sent under subsection (1)(b) must be treated as having been served on the person on the date it was posted.*
- (3) *An infringement notice must be in the prescribed form and must contain—*
- (a) *details of the alleged infringement offence that are sufficient to fairly inform a person of the time, place, and nature of the alleged offence; and*
- (b) *the amount of the infringement fee; and*
- (c) *an address at which the infringement fee may be paid; and*
- (d) *the time within which the infringement fee must be paid; and*

- (e) a summary of the provisions of section 21(10) of the Summary Proceedings Act 1957; and
  - (f) a statement that the person served with the notice has a right to request a hearing; and
  - (g) a statement of what will happen if the person served with the notice does not pay the fee and does not request a hearing; and
  - (h) any other prescribed matters.
- (4) If an infringement notice has been issued, proceedings in respect of the infringement offence to which the notice relates may be commenced in accordance with section 21 of the Summary Proceedings Act 1957 and, in that case,—
- (a) reminder notices may be prescribed; and
  - (b) in all other respects, section 21 of the Summary Proceedings Act 1957 applies with all necessary modifications.
- (5) Reminder notices must contain the prescribed information.

#### Section 516 – Payment of infringement fee

The FMA must pay all infringement fees received into a Crown Bank Account.

#### Financial Reporting Act 2013

#### Section 9 – Obligation to comply with generally accepted accounting practice prevails

- (1) This section applies if—
- (a) an Act that applies to an entity (A) provides that the financial statements of A must comply, or be prepared in accordance with, generally accepted accounting practice; and
  - (b) another Act that applies to A provides that the financial statements of A must comply, or be prepared in accordance with, either generally accepted accounting practice or a non-GAAP standard.
- (2) The financial statements of A must comply, or be prepared in accordance with, generally accepted accounting practice.

#### Section 45 – Meaning of large

- (1) For the purposes of an enactment that refers to this section, an entity (other than an overseas company or a subsidiary of an overseas company) is large in respect of an accounting period if at least 1 of the following paragraphs applies:
- (a) as at the balance date of each of the 2 preceding accounting periods, the total assets of the entity and its subsidiaries (if any) exceed \$60 million;
  - (b) in each of the 2 preceding accounting periods, the total revenue of the entity and its subsidiaries (if any) exceeds \$30 million.
- (2) For the purposes of an enactment that refers to this section, an overseas company or a subsidiary of an overseas company is **large** in respect of an accounting period if at least 1 of the following paragraphs applies:
- (a) as at the balance date of each of the 2 preceding accounting periods, the total assets of the entity and its subsidiaries (if any) exceed \$20 million:

Regulation	Section in Regulation
<b>Financial Markets Conduct Regulations 2014</b>	(b) <i>in each of the 2 preceding accounting periods, the total revenue of the entity and its subsidiaries (if any) exceeds \$10 million.</i>
	<b>Clause 61D – Annual report to be publicly available</b>
	(1) <i>An e-reporting entity for an accounting period must make its annual report for that period available in accordance with this regulation.</i>
	(2) <i>The report must be available, free of charge, on an Internet site maintained by, or on behalf of, the entity in a way that ensures that—</i> (a) <i>the report is prominently displayed on the site; and</i> (b) <i>members of the public can easily access the report at all reasonable times.</i>
<b>Tax Administration (Financial Statements) Order 2014</b>	(3) <i>The report must—</i> (a) <i>be made available on the site as soon as practicable after it is prepared (but in any event not later than 20 working days after it is prepared); and</i> (b) <i>remain available for at least 5 years after it is first made available.</i>
	(4) <i>This regulation applies for the purposes of section 97 of the Act.</i>
	<b>Clause 5 – Small companies exempt from minimum requirements</b>
	(1) <i>Small companies are exempt from the minimum requirements.</i>
<b>Tax Administration (Financial Statements) Order 2014</b>	(2) <i>A company is small in respect of an income year if both of the following apply:</i> (a) <i>the company is not part of a group of companies; and</i> (b) <i>the company has not derived income in excess of \$30,000, and has not incurred expenditure in excess of \$30,000, during the income year.</i>
	<b>Clause 8 – Minimum requirements for preparing financial statements</b>
	<i>The minimum requirements for the preparation of financial statements under the Act are as follows:</i>
	<i>Form of financial statements</i> (a) <i>the financial statements must consist of—</i> (i) <i>a balance sheet setting out the assets, liabilities, and net assets of the company as at the end of the income year; and</i> (ii) <i>a profit and loss statement showing income derived, and expenditure incurred, by the company during the income year; and</i>
<b>Tax Administration (Financial Statements) Order 2014</b>	<i>Principles with which statements must comply</i> (b) <i>the financial statements must be prepared applying the following accounting principles:</i> (i) <i>the double-entry method of recording of financial transactions; and</i> (ii) <i>the principles of accrual accounting; and</i>
	<i>Valuations</i> (c) <i>the financial statements may, however, disclose amounts using</i>

*the following valuation principles:*

- (i) tax values, when those values are consistent with double-entry and accrual accounting; and*
- (ii) historical cost, when tax values are not consistent with double-entry or accrual accounting or when, in the preparer's opinion, historical cost provides a better basis of valuation; and*
- (iii) market values, when, in the preparer's opinion, market values provide a better basis of valuation than those in subparagraphs (i) and (ii); and*

#### *Example*

*Company A, registered for GST, incurs \$115,000 (including GST) entertainment expenses during the income year. For income tax purposes, Company A can deduct \$50,000 (excluding GST) (\$100,000 (excluding GST) x 50% under subpart DD of the Income Tax Act 2007). For financial reporting purposes, the expenditure would be \$106,521 (including the amount of GST that needs to be returned as an adjustment under section 211(4)) of the Goods and Services Tax Act 1985. So Company A should disclose expenditure of \$106,521.*

#### *Statement of accounting policies*

- (d) the financial statements must contain a statement of accounting policies setting out, in sufficient detail so that a user can understand the material policies that have been applied or changed,—*
  - (i) the policies and assumptions that have been used in the preparation of the financial statements; and*
  - (ii) a description of the effect of any material changes in the accounting policies used since the financial statements prepared for the previous income year; and*
- (e) the financial statements must disclose whether they have been prepared on a GST inclusive or exclusive basis; and*

#### *Matters that statements must show*

- (f) the financial statements must show the matters prescribed in the Schedule; and*
- (g) the financial statements must disclose comparable figures for the previous income year; and*

#### *How matters must be shown*

- (h) interest and dividends received must be shown in the financial statements grossed up for resident withholding tax; and*
- (i) dividends received must be shown in the financial statements grossed up for imputation credits to the extent that the dividend is taxable and the credits are available to satisfy the company's income tax liability for the income year.*

#### *Schedule*

##### *Matters that financial statements must show*

*cl 8(f)*

##### *1 Matters that company must show in financial statements*

*The matters that a company must show in its financial statements are as follows:*

*Reconciliations*

- (a) a reconciliation of the company's financial statements and taxable income for the income year; and*
- (b) an appropriately detailed, taxation-based, schedule of the company's fixed assets and depreciable property; and*

*Companies with particular types of business*

- (c) if the company is a forester, information about the cost of timber as at the end of the income year and a reconciliation of movements in the cost of timber during the income year; and*
- (d) if the company is a specified livestock owner, details of livestock valuation methods, valuations, and calculations for tax purposes; and*

*Items from prescribed forms*

- (e) all relevant amounts that any forms prescribed by the Commissioner of Inland Revenue under section 35 of the Tax Administration Act 1994 require to be copied from the company's financial statements; and*

*Example*

*The amounts from the IR 10 form issued by the Commissioner entitled Financial statements summary, or any replacement of that form, that is applicable to the company*

- (f) sufficient notes to support amounts required to be disclosed as an exceptional item on any form prescribed by the Commissioner of Inland Revenue under section 35 of the Tax Administration Act 1994.*

*Example*

*Notes to support amounts required to be disclosed by Box 26 of that IR 10 form, or any replacement of that form*

*2 Associated person transactions*

- (1) This clause applies to an income year that corresponds to the tax year starting on 1 April 2015 or any later tax year.*
- (2) A company must also show in its financial statements the matters listed in subclause (3) in respect of a transaction between the company and any associated person of the company (A) within the meaning of subpart YB of Part Y of the Income Tax Act 2007 if—*
  - (a) A is not a company (for example, A is an individual or trust); or*
  - (b) A is a company that is not resident in New Zealand for the purposes of section YD 2 of the Income Tax Act 2007.*
- (3) The matters are—*
  - (a) the following amounts:*
    - (i) interest expense incurred by the company in respect of any loan made to the company by the associated person; and*



- (ii) amounts paid by the company to the associated person in the nature of outbound loans or other advances; and*
  - (iii) expenses incurred by the company for services provided by the associated person (including wages, salaries, management fees, and payments for other services provided to the company); and*
  - (iv) expenses incurred by the company to the associated person in respect of rentals or leases of land or other assets; and*
  - (v) expenses incurred by the company to the associated person for acquiring or using intangible property, including royalty payments; and*
- (b) a reconciliation of movements in shareholders' equity and loans or current accounts to, and from, the shareholders or other owners of the company and associated persons of the company.*

## Appendix 2: Crown entities legislation

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### Regulation

### Section in Regulation

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#### **Crown Entities Act 2004** Section 150 – Obligation to prepare, present, and publish annual report

- (1) A Crown entity must—
  - (a) as soon as practicable after the end of each financial year, prepare a report on the affairs of the Crown entity; and
  - (b) provide the report to its responsible Minister no later than 15 working days after receiving the audit report provided under section 156.
- (2) [Repealed]
- (3) A responsible Minister of a Crown entity (or another Minister, if subsection (6) applies) must present the entity's annual report to the House of Representatives within 5 working days after the responsible Minister receives the annual report or, if Parliament is not in session, as soon as possible after the commencement of the next session of Parliament.
- (4) A Crown entity must publish its annual report as soon as practicable after it has been presented to the House of Representatives, but in any case not later than 10 working days after the annual report is received by the Minister, in a manner consistent with any instructions given under section 174.
- (5) An entity's annual report may be presented or published in a document that includes any other report or information, whether or not that other report or information relates to the entity, but only if each report or set of information is separately identifiable within that document.
- (6) A Minister other than the responsible Minister may present an entity's annual report to the House of Representatives if—
  - (a) the report is presented in a document that includes another report or other information; and
  - (b) that other Minister is responsible for presenting that other report or information.

#### **Section 151 – Form and content of annual report**

- (1) An annual report must contain the following information and reports in respect of the financial year to which it relates:
  - (a) information on operations that complies with subsection (2); and
  - (b) a statement of performance in accordance with section 153; and
  - (c) the annual financial statements for the entity in accordance with section 154; and
  - (d) a statement of responsibility in accordance with section 155; and
  - (e) the audit report in accordance with section 156; and
  - (f) any new direction given to the entity by a Minister in writing under any enactment during that financial year, as well as other such directions that remain current; and

- (g) information on compliance with its obligation to be a good employer (including its equal employment opportunities programme); and*
  - (h) information required by section 152 (which relates to payments in respect of members, committee members, and employees during that financial year); and*
  - (i) information required by section 20(3) (which relates to the enforcement of certain natural person transactions); and*
  - (j) information required by section 68(6) (which relates to permission to act despite being interested in a matter); and*
  - (k) any matters that relate to or affect the entity's operations that the entity is otherwise required, or has undertaken, or wishes to report on in its annual report.*
- (1A) However, subsection (1)(b) does not apply unless the Crown entity supplied 1 or more reportable classes of outputs in that financial year.*
- (1B) An annual report may contain end-of-year performance information that the Crown entity is required to prepare under section 19A of the Public Finance Act 1989.*
- (2) The annual report must provide the information that is necessary to enable an informed assessment to be made of the entity's operations and performance for that financial year, including an assessment of the entity's progress in relation to its strategic intentions as set out in the most recent statement of intent.*
- (3) An annual report must be in writing, be dated, and be signed on behalf of the board by 2 members or, in the case of a corporation sole, by the sole member.*

#### **Section 152 – Disclosure of payments in respect of members, committee members, and employees**

- (1) The annual report must include, in respect of the Crown entity,—*
- (a) for each member, the total value of the remuneration (other than compensation or other benefits referred to in paragraph (d)) paid or payable to the member in his or her capacity as a member from the entity during that financial year; and*
  - (b) for each committee member who is not a board member or an employee, the total value of the remuneration (other than compensation or other benefits referred to in paragraph (d)) paid or payable to the member in his or her capacity as a committee member from the entity during that financial year; and*
  - (c) the number of employees to whom, during the financial year, remuneration (other than compensation or other benefits referred to in paragraph (d)) was paid or payable in their capacity as employees, the total value of which is or exceeds \$100,000 per annum, and the number of those employees in brackets of \$10,000; and*
  - (d) the total value of any compensation or other benefits paid or payable to persons who ceased to be members, committee members, or employees during the financial year in relation to*

*that cessation and the number of persons to whom all or part of that total was paid or payable; and*

*(e) details of any indemnity provided by the entity during the financial year to any member, office holder, or employee; and*

*(f) details of any insurance cover effected by the entity during the financial year in respect of the liability or costs of any member, office holder, or employee.*

*(1A) Despite section 156A, the annual report of a Crown entity that has 1 or more subsidiaries must include the information specified in subsection (1) in respect of each subsidiary as well as in respect of the Crown entity.*

*(2) In subsection (1), member and office holder and employee include a person who was a member or office holder or employee at any time after the commencement of this Act but who is no longer a member, office holder, or employee.*

### **Section 153 – Form and content of statement of performance**

*A statement of performance must, in relation to a Crown entity and a financial year,—*

*(a) be prepared in accordance with generally accepted accounting practice; and*

*(b) describe each reportable class of outputs for the financial year; and*

*(c) include, for each reportable class of outputs identified in the entity's statement of performance expectations for the financial year,—*

*(i) the standards of delivery performance achieved by the entity, as compared with the forecast standards included in the entity's statement of performance expectations for the financial year; and*

*(ii) the actual revenue earned and output expenses incurred, as compared with the expected revenues and proposed output expenses included in the entity's statement of performance expectations for the financial year.*

### **Section 154 – Annual financial statements**

*(1) As soon as practicable after the end of each financial year, a Crown entity must prepare financial statements in relation to the entity for that financial year.*

*(2) [Repealed]*

*(3) The financial statements must—*

*(a) comply with generally accepted accounting practice; and*

*(b) include any other information or explanations needed to fairly reflect the financial operations and financial position; and*

*(c) include the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements.*

**Section 155 – Statement of responsibility**

*The statement of responsibility must—*

- (a) contain a statement of the signatories' responsibility for the preparation of the financial statements and statement of performance and for the judgments in them; and*
- (b) contain a statement of the signatories' responsibility for establishing and maintaining a system of internal control designed to provide reasonable assurance as to the integrity and reliability of financial reporting; and*
- (c) contain a statement that, in the opinion of the signatories, the financial statements and statement of performance for the financial year fairly reflect the financial position and operations of the Crown entity; and*
- (ca) contain a statement of the signatories' responsibility for any end-of-year performance information provided by the Crown entity under section 19A of the Public Finance Act 1989, whether or not that information is included in the Crown entity's annual report; and*
- (d) be dated and signed on behalf of the board by 2 members or, in the case of a corporation sole, by the sole member.*

**Section 156 – Audit report**

*(1) A Crown entity must forward to the Auditor-General,—*

- (a) within 3 months after the end of each financial year,—*
  - (i) the Crown entity's annual financial statements and statement of performance (if applicable); and*
  - (ii) any end-of-year performance information that the Crown entity is required to provide under section 19A of the Public Finance Act 1989; and*
  - (iii) any other information that the Auditor-General has agreed, or is required, to audit; and*
- (b) the Crown entity's annual report in a timely manner to enable the Auditor-General to review that report before providing the audit report required under subsection (2)(b).*

*(2) The Auditor-General must—*

- (a) audit the statements and information referred to in subsection (1)(a); and*
- (b) provide an audit report to the Crown entity within 4 months after the end of each financial year.*

# Appendix 3: Government department legislation

Regulation	Section in Regulation
<b>Public Finance Act 1989</b>	<p><b>Section 43 – Departments must prepare annual reports</b></p> <ul style="list-style-type: none"><li>(1) <i>As soon as practicable after the end of each financial year, each department must prepare a report on the operations of the department for that financial year, excluding operations on which any departmental agency hosted by the department is required to report under section 43A.</i></li><li>(2) <i>Not later than 15 working days after receiving an audit report under section 45D, the department must provide the annual report and the audit report to its responsible Minister.</i></li><li>(3) <i>This section does not limit any provision in any other Act that requires the chief executive of a department to provide an annual report, but the chief executive need not provide a separate report under each enactment.</i></li></ul> <p><b>Section 44 – Obligation to present and publish annual reports</b></p> <ul style="list-style-type: none"><li>(1) <i>A responsible Minister must present to the House of Representatives—</i><ul style="list-style-type: none"><li>(a) <i>the annual report of a department for which he or she is the responsible Minister and any applicable audit report; and</i></li><li>(b) <i>the annual report of any departmental agency hosted by a department for which he or she is the responsible Minister and any applicable audit report.</i></li></ul></li><li>(2) <i>The responsible Minister (or the Minister referred to in subsection (3)(b), if applicable) must comply with subsection (1)—</i><ul style="list-style-type: none"><li>(a) <i>not later than 15 working days after the audit date; or</i></li><li>(b) <i>if Parliament is not in session, as soon as possible after the commencement of the next session of Parliament.</i></li></ul></li><li>(3) <i>A Minister other than the responsible Minister may present an annual report and audit report (if any) to the House of Representatives if—</i><ul style="list-style-type: none"><li>(a) <i>those reports are presented in a document that includes another report or other information (see subsection (5)); and</i></li><li>(b) <i>that other Minister is responsible for presenting that other report or information.</i></li></ul></li><li>(4) <i>A department or departmental agency must publish its annual report and any applicable audit report—</i><ul style="list-style-type: none"><li>(a) <i>as soon as practicable after the annual report has been presented to the House of Representatives, but, if subsection (2)(b) applies, not later than 15 working days after the audit date; and</i></li><li>(b) <i>in accordance with the manner (if any)—</i><ul style="list-style-type: none"><li>(i) <i>prescribed by regulations made under this Act; or</i></li><li>(ii) <i>specified in instructions issued by the Minister under section 80A.</i></li></ul></li></ul></li></ul>

- (3) *The annual report of a department or departmental agency may be presented or published in a document that includes any other report or information, whether or not that other report or information relates to the department or departmental agency, but only if each report or set of information is separately identifiable within that document.*

#### **Section 45 – Contents of annual report of department**

- (1) *The annual report of a department must provide the information that is necessary to enable an informed assessment to be made of the department's performance during the financial year, including how well the department is managing the resources it controls.*
- (2) *The annual report of a department must contain the following information in respect of the financial year to which it relates:*
- (a) *an assessment of the department's operations (excluding operations on which any departmental agency hosted by the department is required to report under section 43A); and*
  - (b) *an assessment of the department's progress in relation to its strategic intentions; and*
  - (c) *information about the department's management of its organisational health and capability; and*
  - (d) *statements of expenses and capital expenditure for the department that comply with section 45A; and*
  - (e) *annual financial statements for the department that comply with section 45B; and*
  - (f) *a statement of responsibility that complies with section 45C; and*
  - (g) *any other matters that relate to or affect the department's operations that the department is required, has undertaken, or wishes to report on in its annual report.*
- (3) *The annual report of a department must also contain, in respect of the financial year after the financial year to which the annual report relates, forecast financial statements for the department that comply with section 45BA.*
- (4) *The annual report of a department must identify any departmental agencies hosted by the department.*
- (5) *The annual report must be dated and signed on behalf of the department by its chief executive.*

#### **Section 45A – Statements of expenses and capital expenditure**

*A department's annual report must include—*

- (a) *a statement of the budgeted and actual expenses and capital expenditure incurred against—*
  - (i) *each appropriation administered by the department; and*
  - (ii) *each category of expenses or non-departmental capital expenditure included in a multi-category appropriation administered by the department; and*

- (b) *for each appropriation administered by the department, details of the document in which the end-of-year performance information for the appropriation for the previous financial year (if required) is presented to the House of Representatives; and*
- (c) *a statement of expenses and capital expenditure incurred without appropriation or other authority, or in excess of an existing appropriation or other authority, in relation to the activities of, or appropriations administered by, the department, together with an explanation of the reasons for the unappropriated expenses and capital expenditure; and*
- (d) *a statement of the amount of any capital injection authorised, under an Appropriation Act, to be made to the department compared with the actual amount of any capital injection made to the department; and*
- (e) *a statement of any capital injection made to the department without authority, or in excess of an existing authority, under an Appropriation Act, together with an explanation of the reasons for the unauthorised capital injection.*

#### **Section 45AA – Contents of departmental agency annual report**

- (1) *(1) The annual report of a departmental agency must contain the following information in respect of the financial year to which it relates:*
  - (a) *an assessment of the departmental agency's operations; and*
  - (b) *an assessment of the departmental agency's progress in relation to any of the host department's strategic intentions that are relevant to the departmental agency; and*
  - (c) *information about the departmental agency's management of its organisational health and capability; and*
  - (ca) *a statement of responsibility that complies with section 45C; and*
  - (d) *any other matters that relate to or affect the departmental agency's operations that the departmental agency is required, has undertaken, or wishes to report on in its annual report.*
- (2) *The annual report of a departmental agency must identify the departmental agency's host department.*
- (3) *The annual report must be dated and signed on behalf of the departmental agency by its chief executive.*

#### **Section 45B – Annual financial statements**

- (1) *A department's annual financial statements must be prepared in accordance with generally accepted accounting practice.*
- (2) *In addition to the financial statements required by generally accepted accounting practice, a department's annual financial statements must include—*
  - (a) *any other information or explanations needed to fairly reflect the department's financial operations and financial position; and*



- (b) the forecast financial statements prepared at the start of the financial year, for comparison with the actual financial statements.*

#### Section 45D – Audit report

- (1) A department must forward to the Auditor-General—
  - (a) its annual financial statements, statements of expenses and capital expenditure, and any other information that the Auditor-General has agreed, or is required, to audit within 2 months after the end of each financial year; and*
  - (b) its annual report in a timely manner to enable the Auditor-General to review that report before providing the audit report required under subsection (2)(b).**
- (1A) The department or departmental agency most recently identified in the supporting information for an Appropriation Act as providing end-of-year performance information on an appropriation for a financial year must, within 2 months after the end of that financial year, forward that information to the Auditor-General.*
- (2) The Auditor-General must—
  - (a) audit the statements referred to in subsection (1)(a) and the information referred to in subsections (1)(a) and (1A); and*
  - (b) provide an audit report on them to the department or departmental agency (as the case may be) within 3 months after the end of each financial year.**

# Appendix 4: Local government legislation

Regulation	Section in Regulation
<b>Local Government Act 2002</b>	<p><b>Section 98 – Annual report</b></p> <ul style="list-style-type: none"> <li>(1) <i>A local authority must prepare and adopt in respect of each financial year an annual report containing in respect of that year the information required by Part 3 of Schedule 10.</i></li> <li>(2) <i>The purposes of an annual report are—</i> <ul style="list-style-type: none"> <li>(a) <i>to compare the actual activities and the actual performance of the local authority in the year with the intended activities and the intended level of performance as set out in respect of the year in the long-term plan and the annual plan; and</i></li> <li>(b) <i>to promote the local authority’s accountability to the community for the decisions made throughout the year by the local authority.</i></li> </ul> </li> <li>(3) <i>Each annual report must be completed and adopted, by resolution, within 4 months after the end of the financial year to which it relates.</i></li> <li>(4) <i>A local authority must, within 1 month after the adoption of its annual report, make publicly available—</i> <ul style="list-style-type: none"> <li>(a) <i>its annual report; and</i></li> <li>(b) <i>a summary of the information contained in its annual report.</i></li> </ul> </li> <li>(5) <i>The summary must represent, fairly and consistently, the information regarding the major matters dealt with in the annual report.</i></li> <li>(6) <i>A local authority must, within 1 month after the adoption of its annual report, send copies of that report and of the summary prepared under subsection (4)(b) to—</i> <ul style="list-style-type: none"> <li>(a) <i>the Secretary; and</i></li> <li>(b) <i>the Auditor-General; and</i></li> <li>(c) <i>the Parliamentary Library.</i></li> </ul> </li> </ul> <p><b>Section 99 – Audit of information in annual report and summary</b></p> <ul style="list-style-type: none"> <li>(1) <i>In addition to the information required by Part 3 of Schedule 10, the annual report must contain the Auditor-General’s report on—</i> <ul style="list-style-type: none"> <li>(a) <i>the financial statements referred to in clause 29 of Schedule 10; and</i></li> <li>(b) <i>the statement about budgeted and actual capital expenditure referred to in clause 24 of Schedule 10; and</i></li> <li>(c) <i>the funding impact statement referred to in clause 30 of Schedule 10; and</i></li> <li>(d) <i>the local authority’s compliance with the requirements of Schedule 10 that are applicable to the annual report.</i></li> </ul> </li> <li>(2) <i>In addition to the information required by section 98(5), the summary required by section 98(4)(b) must contain the Auditor-General’s report on whether the summary represents, fairly and consistently, the information regarding the major matters dealt with in the annual report.</i></li> </ul>

**Section 111 – Information to be prepared in accordance with generally accepted accounting practice**

- (1) *All information that is required by any provision of this Part or of Schedule 10 to be included in any plan, report, or other document must be prepared in accordance with generally accepted accounting practice if that information is of a form or nature for which generally accepted accounting practice has developed standards.*
- (2) *Subsection (1) does not apply to the preparation of a funding impact statement.*

**SCHEDULE 10 PART 3****Section 23 – Groups of activities**

*An annual report must, in relation to each group of activities of the local authority,—*

- (a) *identify the activities within the group of activities; and*
- (b) *identify the community outcomes to which the group of activities primarily contributes; and*
- (c) *report the results of any measurement undertaken during the year of progress towards the achievement of those outcomes; and*
- (d) *describe any identified effects that any activity within the group of activities has had on the community.*

**Section 24 – Capital expenditure for groups of activities**

- (1) *An annual report must, in relation to each group of activities, include an audited statement comparing the capital expenditure budgeted by the local authority (as set out in the long-term plan or annual plan for the financial year) with the amount spent.*
- (2) *The statement described in subclause (1) must show separately the amount of funds that the local authority intended to spend and the amount spent to—*
  - (a) *meet additional demand for a group of activities; and*
  - (b) *improve the level of performance in relation to a group of activities; and*
  - (c) *replace existing assets.*
- (3) *For the purpose of this clause, capital expenditure budgeted for 2 or all of the purposes in subclause (2) may be treated as if it were made solely in relation to the primary purpose of the expenditure.*

**Section 25 – Statement of service provision**

*An annual report must include an audited statement that—*

- (a) *compares the level of service achieved in relation to a group of activities with the performance target or targets for the group of activities; and*
- (b) *specifies whether any intended changes to the level of service have been achieved; and*
- (c) *gives the reasons for any significant variation between the level of service achieved and the intended level of service.*

**Section 26 – Funding impact statement for groups of activities**

- (1) *An annual report must, in relation to each year covered by the plan, include an audited funding impact statement for each group of activities of the local authority.*
- (2) *The funding impact statement must be in the prescribed form and must—*
  - (a) *identify—*
    - (i) *the amount of funds produced from each source of funding; and*
    - (ii) *how the funds were applied; and*
  - (b) *compare the information in paragraph (a) with information included in the long-term plan in accordance with clause 5(2).*

**Section 27 – Internal borrowing**

- (1) *This clause applies to borrowing of the type described in paragraph (b)(iii) of the definition of borrowing in section 112 (internal borrowing).*
- (2) *In relation to each group of activities of the local authority, an annual report must include—*
  - (a) *a statement of the amount of internal borrowing used for the purpose of the group of activities; and*
  - (b) *the amount of funds borrowed and repaid during the year; and*
  - (c) *the amount of interest (if any) paid in relation to the internal borrowing.*

**Section 28 – Council-controlled organisations**

*An annual report must include, in relation to each council-controlled organisation,—*

- (a) *a report on the extent to which the local authority’s significant policies and objectives in regard to ownership and control of the organisation (as set out in the relevant long-term plan or annual plan) have been implemented or attained in the year to which the report relates; and*
- (b) *a comparison between the nature and scope of the activities intended to be provided by the organisation in the year to which the report relates (as set out in the relevant long-term plan or annual plan) and the nature and scope of the activities actually provided by the organisation in that year; and*
- (c) *a comparison between actual performance and the key performance targets and other measures set out in the relevant long-term plan or annual plan.*

**Section 29 – Financial statements**

- (1) *An annual report must include—*
  - (a) *audited financial statements for the financial year for the local authority; and*
  - (b) *audited consolidated financial statements for the financial year; and*

- (c) *such other information as is necessary to enable an informed assessment of the operations of each entity reported on; and*
- (d) *the numerical information from the statements described in paragraphs (a) and (b) for the financial year before the financial year to which the report relates.*

- (2) *The numerical information described in subclause (1)(d) must be presented in a way that allows the public to compare the information with the numerical information contained in the forecast financial statements for the financial year covered by the report.*

### **Section 30 – Funding impact statement**

- (1) *An annual report must include an audited funding impact statement for the financial year to which the report relates.*
- (2) *The funding impact statement must be in the prescribed form and must—*
  - (a) *identify—*
    - (i) *the amount of funds produced from each source of funding; and*
    - (ii) *how the funds were applied; and*
  - (b) *compare the information in paragraph (a) with information included in the annual plan in accordance with clause 20(2).*
- (3) *The annual report must include the information in subclause (2) for the financial year before the year to which the report relates.*

### **Section 30A – Rating base information**

*The annual report must state—*

- (a) *the number of rating units within the district or region of the local authority at the end of the preceding financial year;*
- (b) *the total capital value of rating units within the district or region of the local authority at the end of the preceding financial year;*
- (c) *the total land value of rating units within the district or region of the local authority at the end of the preceding financial year.*

### **Section 31 – Reserve funds**

*An annual report must identify each reserve fund set aside by the local authority and, in relation to each fund, specify for the financial year—*

- (a) *the purpose of the fund; and*
- (b) *the activities to which the fund relates; and*
- (c) *the amounts in the fund at the beginning and end of the financial year; and*
- (d) *the total amount deposited in the fund; and*
- (e) *the total amount withdrawn from the fund.*

### **Section 31A – Insurance of assets**

*An annual report must state, as at the end of the financial year,—*

- (a) *the total value of all assets of the local authority that are covered*

*by insurance contracts, and the maximum amount to which they are insured; and*

*(b) the total value of all assets of the local authority that are covered by financial risk sharing arrangements, and the maximum amount available to the local authority under those arrangements; and*

*(c) the total value of all assets of the local authority that are self-insured, and the value of any fund maintained by the local authority for that purpose.*

#### **Section 32 – Remuneration issues**

*(1) An annual report must include a report on the remuneration that, in the year to which the report relates, was received by, or payable to, each of the following persons:*

*(a) the mayor or chairperson of the local authority;*

*(b) each of the other members of the local authority;*

*(c) the chief executive of the local authority.*

*(2) The report under subclause (1) must show, in relation to each person specified in that subclause, that person’s total remuneration for the year.*

*(3) To avoid doubt, subclause (2) applies to the total remuneration (including the value of any non-financial benefits) that, during the year, was paid to the person, or was payable to the person, by the local authority and any council organisation of the local authority.*

#### **Section 32A – Employee staffing levels and remuneration**

*(1) An annual report must include a report on the number of employees who were employed by the local authority—*

*(a) on the last day of the financial year to which the report relates; and*

*(b) on the last day of the immediately preceding financial year.*

*(2) For each financial year, the report must state, as at the last day of that year,—*

*(a) the number of full-time employees; and*

*(b) the full-time equivalent number of all other employees; and*

*(c) the number of employees receiving total annual remuneration of less than \$60,000; and*

*(d) the number of employees receiving total annual remuneration of \$60,000 or more, expressed in bands of \$20,000.*

*(3) However, if the number of employees in any band to which subclause (2)(d) applies is 5 or fewer, the number for that band must be combined with the next highest band and the statement in the report in relation to that subclause must be adjusted accordingly.*

*(4) In subclause (2), total annual remuneration includes the value of any nonfinancial benefit that, during the year, was paid to an employee, or was payable to an employee, by the local authority.*

*(5) The report requirement in this clause applies to—*

- (a) *the financial year ending 30 June 2013; and*
- (b) *each following financial year.*

### **Section 33 – Severance payments**

- (1) *An annual report must state—*
  - (a) *the amount of any severance payments made in the year to any person who vacated office as the chief executive of the local authority; and*
  - (b) *the number of employees of the local authority to whom, in the year, severance payments were made; and*
  - (c) *the amount of every such severance payment.*
- (2) *In this section, severance payment means any consideration that a local authority has agreed to provide to an employee in respect of that employee’s agreement to the termination of his or her employment, being consideration, whether of a monetary nature or otherwise, additional to any entitlement of that employee to—*
  - (a) *any final payment of salary; or*
  - (b) *any holiday pay; or*
  - (c) *any superannuation contributions.*

### **Section 34 – Statement of compliance**

- (1) *An annual report must include a statement that all statutory requirements in relation to the annual report have been complied with.*
- (2) *The statement must be signed—*
  - (a) *by the mayor or chairperson of the local authority; and*
  - (b) *by the chief executive of the local authority.*

### **Section 34A – Additional information to be included in annual report of unitary authority with local boards**

- (1) *In the case of a unitary authority for a district that includes 1 or more local board areas, an annual report must also include, in respect of local activities for each local board area, an audited statement that—*
  - (a) *compares the level of service achieved in relation to the activities with the performance target or targets for the activities (as stated in the local board agreement for that year); and*
  - (b) *specifies whether any intended changes to the level of service have been achieved; and*
  - (c) *gives the reasons for any significant variation between the level of service achieved and the intended level of service.*
- (2) *Each local board must comment on the matters included in the annual report under subclause (1) in respect of its local board area, and the unitary authority must include those comments in the annual report.*
- (3) *In this clause, local activities or activities means the non-regulatory activities of the unitary authority in respect of which a local board is allocated decisionmaking responsibility under section 48L or under section 17 of the Local Government (Auckland Council) Act 2009.*

**Section 34B – Additional information: RFT schemes**

- (1) *The regional council of an RFT region, in its annual report, must report on—*
- (a) *the revenue from an RFT scheme paid to the council by the Agency; and*
  - (b) *how that revenue was applied by the council, including to which projects and for what purposes (for example, capital expenditures, debt repayment, operational expenditures); and*
  - (c) *progress with respect to the programme of capital projects supported by the RFT scheme.*
- (2) *In this clause,—*
- (a) *regional council, RFT region, and RFT scheme have the same meanings as in section 65A of the Land Transport Management Act 2003; and*
  - (b) *Agency has the same meaning as in section 5(1) of that Act.*

**Section 35 – General**

*An annual report must include a report on the activities that the local authority has undertaken in the year to establish and maintain processes to provide opportunities for Māori to contribute to the decision-making processes of the local authority.*

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**Section 14 – Form of disclosure in annual report and long-term plan**

- (1) *A disclosure statement in an annual report and in a long-term plan must present the local authority's performance in relation to a benchmark in a bar graph with the relevant year or years displayed on the horizontal axis.*
- (2) *For the benchmarks specified in regulation 10(a) and (b),—*
- (a) *the disclosure statement must include a separate bar graph for the performance for each quantified limit on rates, rates increases, and borrowing; and*
  - (b) *the vertical axis of the bar graph must display the unit against which the relevant quantified limit is measured.*
- (3) *For the benchmarks specified in regulation 10(c) to (g),—*
- (a) *the vertical axis of the bar graph must display percentage points; and*
  - (b) *each bar in a graph must be coloured, in accordance with the criteria specified in Schedule 3,—*
    - (i) *green, if the local authority has met or expects to meet the benchmark; or*
    - (ii) *orange, if the local authority has not met or does not expect to meet the benchmark.*

**Clause 5 – Information to be disclosed in financial statements**

- (1) *This regulation applies to a local authority's financial statements in its annual plan, annual report, and long-term plan.*
- (2) *A local authority's statement of comprehensive income must disclose*



*separately the amount of income received or to be received from each of the following sources:*

- (a) rates; and*
  - (b) development and financial contributions; and*
  - (c) subsidies and grants.*
- (3) A local authority's statement of financial position must specify the sum of the amounts of the authority's investments in council-controlled organisations and in entities listed in section 6(4) of the Act.*
- (4) The notes to a local authority's financial statements must specify, in relation to each group of activities, the combined depreciation and amortisation expense for assets used directly in providing the group of activities.*
- (5) The notes to a local authority's financial statements must specify the amount of income received or to be received from targeted rates for metered water supply.*

**Clause 6 – Information about core assets to be disclosed in financial statements in annual report**

- (1) This regulation applies to a local authority's financial statements in its annual report.*
- (2) The notes to a local authority's financial statements must disclose the financial information listed in subclause (3) in relation to the following assets:*
- (a) water supply, distinguishing between—*
    - (i) treatment plants and facilities; and*
    - (ii) other assets (such as reticulation systems):*
  - (b) sewerage, distinguishing between—*
    - (i) treatment plants and facilities; and*
    - (ii) other assets (such as reticulation systems):*
  - (c) stormwater drainage:*
  - (d) flood protection and control works:*
  - (e) roads and footpaths.*
- (3) The financial information that must be disclosed for each of the assets listed in subclause (2) is—*
- (a) the closing book value:*
  - (b) the value of acquisitions made during the relevant financial year, distinguishing between—*
    - (i) assets constructed by the local authority; and*
    - (ii) assets transferred to the local authority:*
  - (c) the local authority's most recent estimate of the replacement cost, unless the asset is valued on a historic cost or deemed cost valuation basis.*

**Clause 12 – Disclosure statement in annual report**

*A disclosure statement in an annual report must disclose the actual performance for each benchmark specified in regulation 10 for—*

- (a) the year of the annual report; and*
- (b) each of the 4 years preceding the year of the annual report.*

## Appendix 5: Registered charities legislation

Regulation	Section in Regulation
<b>Charities Act 2005</b>	<b>Section 24 – Contents of register</b> <p>(1) <i>The register must contain the following information and documents for each charitable entity:</i></p> <ul style="list-style-type: none"><li>(a) <i>the name of the entity; and</i></li><li>(b) <i>the address for service of the entity; and</i></li><li>(c) <i>the registration number of the entity; and</i></li><li>(d) <i>the names of the officers of the entity and of all persons who have been officers of the entity since the entity was first registered as a charitable entity; and</i></li><li>(e) <i>a copy of the rules of the entity; and</i></li><li>(f) <i>the application for registration of the entity as a charitable entity (including all required accompanying information and documents); and</i></li><li>(g) <i>each annual return sent or delivered to the chief executive by the entity; and</i></li><li>(h) <i>each notice of change sent or delivered under section 40; and</i></li><li>(i) <i>the terms and conditions of any exemption granted under section 43 that is in force in relation to the entity.</i></li></ul> <p><b>Section 32 – Grounds for removal from register</b></p> <p>(1) <i>The Board may direct that an entity be removed from the register if—</i></p> <ul style="list-style-type: none"><li>(a) <i>the entity is not, or is no longer, qualified for registration as a charitable entity; or</i></li><li>(b) <i>there has been a significant or persistent failure by the entity to meet its obligations under this Act or any other enactment; or</i></li><li>(c) <i>there has been a significant or persistent failure by any 1 or more of the officers of the entity to meet their obligations under this Act; or</i></li><li>(d) <i>there has been a significant or persistent failure by any 1 or more collectors who act on behalf of the entity to meet their obligations under this Act; or</i></li><li>(e) <i>the entity has engaged in serious wrongdoing or any person has engaged in serious wrongdoing in connection with the entity; or</i></li><li>(f) <i>the entity has sent or delivered to the chief executive a request to be removed from the register.</i></li></ul> <p>(2) <i>For the purposes of subsection (1)(a), the trustees of a trust must be treated as being no longer qualified for registration as a charitable entity if, as a result of a change to the rules or purposes of the entity, the trust is no longer of a kind in relation to which an amount of income can be derived by the trustees in trust for charitable purposes.</i></p>

- (3) *Subsection (2) does not limit the circumstances in which an entity may be considered to be no longer qualified for registration as a charitable entity.*

#### **Section 41 – Duty to prepare annual return**

- (1) *Every charitable entity must ensure that, within 6 months after each balance date of the entity, an annual return that complies with subsection (2) is—*
- (a) *completed in relation to the entity and that balance date; and*
  - (b) *dated and signed on behalf of the entity; and*
  - (c) *sent or delivered to the chief executive.*
- (2) *The annual return of a charitable entity must—*
- (a) *be in the form, contain the particulars, and comply with the directions as to the preparation of those returns that are prescribed by the chief executive under section 42; and*
  - (b) *be accompanied by a copy of the financial statements of the charitable entity (or, in the case of section 46(1A)(b), of each entity that forms part of the single entity) for the most recently completed accounting period.*

#### **Section 42A – Content of financial statements**

- (1) *The financial statements referred to in section 41(2)(b) must be prepared in accordance with,—*
- (a) *in the case of financial statements of a specified not-for-profit entity, generally accepted accounting practice; or*
  - (b) *in any other case, either generally accepted accounting practice or a non-GAAP standard that applies for the purposes of this section.*
- (2) *In this section and sections 41 and 42B,—*
- (a) *specified not-for-profit entity has the meaning set out in section 46 of the Financial Reporting Act 2013:*
  - (b) *accounting period, applicable financial reporting standard, financial statements, generally accepted accounting practice, and non-GAAP standard have the same meanings as in section 5 of the Financial Reporting Act 2013.*
- (3) *If a charitable entity is subject to another Act that imposes duties relating to the preparation, audit, registration, or lodgement of financial statements, the entity must, in addition to complying with this Act, comply with the requirements of that other Act.*

#### **Section 42B – Offence to knowingly fail to comply with standards**

- (1) *A charitable entity and every officer of the charitable entity commit an offence and are liable on conviction to a fine not exceeding \$50,000 if—*
- (a) *the financial statements of the charitable entity referred to in section 41(2)(b) fail to comply with an applicable financial reporting standard or a non-GAAP standard (as the case may be); and*

(b) *the charitable entity or officer (as the case may be) knows, at the time that the financial statements accompany the annual return when it is sent or delivered under section 41, that the financial statements fail to so comply.*

(2) *If financial statements are prepared on a consolidated basis in respect of a single entity under section 46(1A)(a), subsection (1) applies as if the reference to financial statements were a reference to the financial statements for the single entity and the other references to a charitable entity were references to the parent entity.*

#### **Section 42C – When financial statements must be audited or reviewed**

(1) *This section applies to—*

(a) *every charitable entity that is large; and*

(b) *every charitable entity that is of medium size.*

(2) *Every charitable entity to which this section applies (A) must ensure that the financial statements of A that accompany an annual return under section 41 are—*

(a) *audited by a qualified auditor if A is large in respect of the accounting period to which the financial statements relate:*

(b) *audited or reviewed by a qualified auditor if A is of medium size in respect of the accounting period to which the financial statements relate.*

#### **Section 42D – Meaning of large and medium size**

(1) *In section 42C,—*

(a) *a charitable entity is large in respect of an accounting period if, in each of the 2 preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$1 million or more:*

(b) *a charitable entity is of medium size in respect of an accounting period if—*

(i) *it is not large under paragraph (a); and*

(ii) *in each of the 2 preceding accounting periods of the entity, the total operating expenditure of the entity and all entities it controls (if any) is \$500,000 or more:*

(c) *qualified auditor has the same meaning as in section 35 of the Financial Reporting Act 2013.*

(2) *A financial reporting standard (within the meaning of the Financial Reporting Act 2013), or a part of such a standard, that is expressed as applying for the purposes of subsection (1)(a) or (b) must be applied in determining whether that provision applies (for example, the standard may define operating expenditure or control).*

#### **Section 42E – Offence relating to audit or review**

*If a charitable entity fails to comply with section 42C, the charitable entity commits an offence and is liable on conviction to a fine not exceeding \$50,000.*

## Section 51 – Duty to assist

- (1) *If the chief executive considers it reasonably necessary for the purposes of carrying out its functions and exercising its powers under this Act, the chief executive may, by notice in writing served on any person, require that person—*
- (a) *to supply to the chief executive, in writing signed by that person or, in the case of an entity, by an officer or competent employee or agent of the entity, within the time and in the manner specified in the notice, any information or class of information specified in the notice; or*
  - (b) *to supply to the chief executive, or to a person specified in the notice acting on its behalf in accordance with the notice, any document or class of documents specified in the notice.*
- (2) *The person has the same privileges in relation to supplying information and documents to the chief executive as witnesses have in proceedings before a court.*

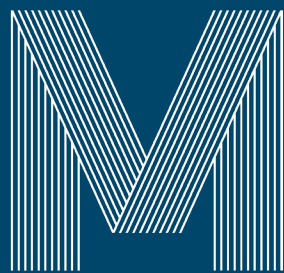
**Financial Reporting  
Act 2013**

## Section 46 – Meaning of specified not-for-profit entity

*For the purposes of an enactment that refers to this section, an entity is a specified not-for-profit entity in respect of an accounting period if, in each of the 2 preceding accounting periods of the entity, the total operating payments of the entity are \$125,000 or more.*

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