

Financial reporting obligations for a company limited by guarantee

Legal information for companies limited by guarantee

This fact sheet covers:

- ▶ responsibility for a CLG's finances
- ▶ financial information that a CLG must provide to its members, ASIC and the ACNC
- ▶ financial records that a CLG must keep

This fact sheet sets out the financial reporting obligations of a company limited by guarantee.



Disclaimer

This fact sheet provides general information about the financial reporting obligations of a company limited by guarantee. This information is a guide only and is not legal advice. If you or your organisation has a specific legal issue, you should seek legal advice before deciding what to do.

Please refer to [the full disclaimer](#) that applies to this fact sheet.

A company limited by guarantee (**CLG**) is established under the [Corporations Act 2001 \(Cth\)](#) (**Corporations Act**).

Unless a CLG is registered with the Australian Charities and Not-for-profits Commission (**ACNC**), it must report to the Australian Securities and Investments Commission (**ASIC**). If the CLG is registered with the ACNC, it must report on its finances to the ACNC.

Who is responsible for a CLG's finances?

The general rule is that all directors (together, the board) of a CLG are ultimately responsible for managing the company's finances. Provisions in the Corporations Act make this clear, as well as case law on this issue.

The Corporations Act provides that:

- the business of a company must be managed by or under the direction of the directors, and
- the directors may exercise all the powers of the company (except any powers that the Corporations Act or the company's constitution requires the company to exercise in general meetings – for example, under the Corporations Act the constitution can only be amended with the consent of members)

The Corporations Act also sets out the **legal duties** that all board directors must comply with, including duties:

- to exercise reasonable care and skill in exercising their powers and discharging their duties – such as managing the affairs of the company (ie. financial affairs)
- to exercise powers in good faith, in the best interests of the company, and for a proper purpose
- not to use their position, or information they obtain by their position, for an improper purpose (ie. to benefit themselves or someone else, or to cause detriment to the company)
- to manage conflicts of interest
- to keep financial books and records (see explanation below), and
- to prevent insolvent trading by the company



For more information about the duties of board members of a CLG, go to [our webpage on governance](#).

If your organisation is a CLG and registered with the ACNC, directors must follow the [ACNC Governance Standards](#). The duties of directors are outlined in [Governance Standard 5](#). These are similar to the duties in the Corporations Act and include duties:

- to act with reasonable care and diligence
- to act honestly and fairly
- to act in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain in their role
- to disclose and manage any actual or perceived conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent



For more information, see:

- the ACNC's publication '[Governance for good - the ACNC's guide for Responsible People](#)' which explains these standards in more detail, and
- our webpages on [governance](#) and [financial reporting to government](#)

The role of the treasurer in managing a CLG's finances

The treasurer (or equivalent person) is generally tasked with ensuring that the CLG's financial transactions are properly recorded and reported. This may include preparing and presenting financial reports at board meetings. It's important that these reports are easily understood by all directors because they are all responsible for keeping a check on the CLG's finances.

Other tasks of the treasurer may include:

- planning finances well by preparing an annual budget and regularly monitoring this budget to make sure the company is staying in budget
- making sure accounting records are up to date and accounts are reconciled at least once a month so that there is a proper record of all payments made and money received
- taking reasonable steps to prevent funds from being stolen or misused, and
- making sure necessary information and accounting records are easily accessible for the preparation of financial statements and reports (and if necessary reviewed or audited)

**Note**

Although directors often delegate day-to-day financial responsibilities to the treasurer or other employees, each director remains ultimately responsible for overseeing the company's finances and meeting their duties as set out above.

**What about financial information or advice that has been prepared by others?**

When directors are presented with financial information or advice that has been prepared by others (including by employees, other directors, professionals, and experts), they must be satisfied that there are reasonable grounds to believe that the other person is an expert in the area of this information or advice.

Directors can only rely on this information or advice in good faith if they have this satisfaction.

The director must therefore assess the information or advice, keeping in mind the level of knowledge and expertise of the expert, and consider whether it is accurate based on their understanding of the company's financial status. To do this, all directors should understand the fundamentals of the company's affairs.

All board members need to have a working knowledge of the company's financial position.

What financial information must a CLG provide to members?

**Note**

If a CLG is registered as a charity with the ACNC, it must meet the financial reporting requirements under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (**ACNC Act**), and will generally be exempt from the requirements under the Corporations Act.

Other CLGs must meet the financial reporting obligations under the Corporations Act.

The Corporations Act divides companies into three categories (tiers).

A CLG's reporting obligations under the Corporations Act depend on what category (tier) it falls into. This is determined by the size of the company's annual (or consolidated) revenue and whether it is endorsed as a Deductible Gift Recipient (**DGR**) for tax purposes.



For more information, see [our webpage on Deductible Gift Recipient status](#).

The Corporations Act categories and their minimum reporting obligations

Tier	Definition	Financial reporting requirements
Tier 1 (small CLGs)	Companies limited by guarantee with annual revenue less than \$250,000 without DGR status	No requirement to do any of the following unless directed by ASIC or members with at least 5% of the votes that may be cast at the general meeting: <ul style="list-style-type: none"> • prepare an annual financial report • prepare a Directors' report • audit the financial report • notify members of annual reports
Tier 2	Companies limited by guarantee with annual revenue less than \$250,000 with DGR status or Companies with annual revenue over \$250,000 but less than \$1 million (with or without DGR status)	Required to: <ul style="list-style-type: none"> • prepare an annual financial report • prepare a 'streamlined' Directors' report (less detailed than a full Directors' report) • provide annual reports to any member who chooses to receive them May elect to have the financial report reviewed rather than audited subject to certain requirements
Tier 3	Companies limited by guarantee with annual revenue over \$1 million (with or without DGR status)	Required to: <ul style="list-style-type: none"> • produce an annual financial report, and have it audited • prepare a 'streamlined' Directors' report (less detailed than a full Directors' report) • give annual reports to any member who elects to receive them

If a company is part of a consolidated group, the 'annual revenue' thresholds in the above table are based on the consolidated revenue of the consolidated group.

More information about these reporting requirements

Financial report	<p>A financial report is made up of:</p> <ul style="list-style-type: none"> • the CLG's financial statements for the year (prepared in accordance with accounting standards) • the 'notes' to the financial statements (these are disclosures required by regulations or accounting standards, and any other information necessary to give a true and fair view of the financial statements), and • a directors' declaration about the statements and notes
Directors' report	<p>A Directors' report must:</p> <ul style="list-style-type: none"> • include a description of the short and long term objectives of the CLG • set out the CLG's strategy for achieving those objectives • state the CLG's principal activities during the year • state how those activities assisted in achieving the CLG's objectives, and • state how the CLG measures its performance, including any key performance indicators

	The report must also include details of who were directors during the financial year and their qualifications, experience, responsibilities and attendance at board meetings, and members' potential liability if the CLG is wound up.
Audit	An audit is a process carried out by a registered auditor to make sure that a financial report taken as a whole is free from material misstatement.
Review	A review is less onerous than an audit, and can be conducted by an accountant with a practicing certificate issued by Chartered Accountants Australia and New Zealand (formerly the Institute of Chartered Accountants in Australia), CPA Australia or the Institute of Public Accountants . The person does not have to be a registered company auditor.

If a CLG is registered as a charity with the ACNC, it is generally exempt from the reporting requirements under the Corporations Act explained above.

Instead, a CLG registered with the ACNC is subject to a tiered approach to financial reporting under the ACNC Act.

The ACNC Act categories and their reporting obligations

	Definition	Financial reporting requirements
Tier 1 (small charity)	Annual revenue of less than \$500,000	<ul style="list-style-type: none"> No requirement to lodge an annual financial report (although encouraged to do so) Required to lodge an Annual Information Statement, including summary income statement and balance sheet extract
Tier 2 (medium charity)	Annual revenue of between \$500,000 and \$3 million	Required to lodge: <ul style="list-style-type: none"> an annual reviewed (or audited) financial report an Annual Information Statement, including comprehensive income statement summary and balance sheet extract
Tier 3 (large charity)	Annual revenue of \$3 million or more	Required to lodge: <ul style="list-style-type: none"> an annual audited financial report an Annual Information Statement, including comprehensive income statement summary and balance sheet extract

More information about these reporting requirements

Annual Information Statement	<ul style="list-style-type: none"> Some CLGs that are registered charities don't have to submit part or all of the Annual Information Statement, including non-government schools. For more information about these exemptions, see the ACNC website. The Annual Information Statement can be completed and lodged online through the ACNC website. This website has information and guidance on completing the Statement. Information provided in the Annual Information Statement is generally published on the ACNC Register, which is freely and publicly accessible.
Financial report	At a minimum, a financial report must include:

- a statement of profit or loss or other comprehensive income
- a statement of financial position
- a statement of changes in equity
- a statement of cash flows
- notes to the financial statements
- a signed and dated declaration from a person responsible for running the charity (**Responsible Person**), and
- a signed and dated reviewer's report (for a medium charity) or a signed and dated auditor's report (for a large charity)

For information about who your charity's Responsible People are, see the [ACNC website](#).

Financial statements and notes must be prepared in accordance with accounting standards.

The ACNC also requires charities to be accountable to their members (by taking reasonable actions) and to provide their members with adequate opportunities to raise concerns about how the charity is run (See **Governance Standard 2**). This usually includes organising AGMs and providing information to members on the charity's activities and finances. Whether a charity's actions are reasonable will depend on the charity's specific circumstances (for example, it may be appropriate for a larger charity to have more formal rules and processes, such as providing annual reports to members).



Remember

These are the minimum financial reporting requirements for a CLG.

Companies that fall into lower categories can choose to report at a higher level than required to (for example, 'tier 1' or 'tier 2' companies can continue to audit their accounts). Even if a CLG is small, it's good governance to prepare (at least) a financial report and present it to members at the AGM.

Various deadlines apply to the provision of the financial report to members. Your company should ensure it understands and meets these deadlines to avoid penalties.

Also, it's important to keep track of your company's annual revenue so you can assess its reporting obligations from year to year. If your company makes more (or less) in a particular year, or obtains DGR status, it may fall into a different reporting tier.

What financial information must a CLG provide to ASIC or the ACNC?

Under the Corporations Act, companies (that aren't registered charities) must report to ASIC by:

- lodging their financial reports, Directors' reports and auditor's reports (if these are required to be prepared – see above), which have been reviewed or audited (if required), and
- pay an annual review fee at the end of each financial year

Note – a CLG may qualify for a reduced annual review fee if it is a 'special purpose company' (defined in the [Corporations \(Review Fees\) Regulations 2003 \(Cth\)](#)).

A company must also review an annual statement of its details sent to it by ASIC and notify ASIC of any changes to the details. Timeframes for lodging these documents are strictly enforced and penalties apply for late filing.

Different requirements apply to registered charities. Registered charities don't have to report to ASIC and ASIC will not send them an annual statement. A registered charity is not required to pay an annual review fee to ASIC.

A registered charity CLG must provide certain financial information (depending on its tier as outlined above) to the ACNC when it lodges its Annual Information Statement.



For more information about reporting to the ACNC, see our [fact sheet on financial reporting for charities](#).

What financial records does a CLG have to keep?

The Corporations Act requires that a company keep written financial records that:

- correctly record and explain its transactions, financial position and performance, and
- allow preparation and audit of true and fair financial statements



Financial records

'Financial records' are defined in the Corporations Act to include invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers, documents of prime entry and working papers.

This term also includes documents that explain how the financial statements were prepared and adjustments made in preparing financial statements.

Financial records must be kept for seven years after the transaction dates listed in the records.

You may keep these records electronically, but the records must be convertible into hard copy and available within a reasonable time to a person who is entitled to inspect the records.



Tip

The list above might seem like a lot. However, these are all the documents you normally use in managing the financial affairs of a CLG – just make sure you keep them!



For more information, see [ASIC Information Sheet 76: What books and records should my company keep?](#)

The ACNC Act requires charities to keep financial records which:

- correctly record and explain how the charity spends or receives its money or other assets
- correctly record and explain the charity's financial position and performance, and
- allow for true and fair financial statements to be prepared and audited or reviewed

The CLG must keep these records regardless of the charity's reporting obligations to the ACNC (discussed below).



Examples of financial records include:

- general account books (such as journals and ledgers)
- cash book records
- banking records
- creditors' records, debtors' records
- details of any contracts
- details of any grant payments and acquittals
- tax invoices and other relevant tax records
- stock records
- records of expenses
- records of payments relating to employees
- assets list or register, and
- emails, letters and other communications about finance



For more information, see:

- resources published by ASIC
 - [ASIC - What books and records should my company keep?](#)

This ASIC guidance note is written primarily for directors of small proprietary companies but may be a useful guide to basic financial record-keeping requirements.
 - [ASIC - Annual statements](#)

This ASIC page provides basic information about the lodgement of annual statements. It is not specifically written for CLGs and your organisation may wish to seek specialist advice on reporting requirements.
 - [ASIC – Lodgement of financial reports](#)

This page of the ASIC website has information about financial reporting (for all types of companies).
- resources published by the [Governance Institute of Australia](#)
- resources published by [CPA Australia](#)