

# **AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – INTRICATE ASPECTS BASED ON ROMANIAN REGULATORY STATEMENTS**

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## **1. Introduction**

The globalization concept is often debated in various environments and from different perspectives – political, economical, sociological, cultural, technological, ecological, etc. From an economic perspective, the increasingly interconnected world in which we are living can't be separated from the activity of the groups of society, which operate beyond the borders of national states. Accounting realities, seemingly different in various states of the world, are making the financial reporting activity of these groups difficult. Furthermore, even at the level of the national states we can identify different ways of financial reporting for distinct categories of entities, which makes it hard to elaborate consolidated financial statements of the company groups. To create and implement a common global language for financial reporting is not an option of recent date. This issue, which is not new, has spiked up the interest of international accounting regulatory organisms and currently, it can only be exposed in the context of the International Financial Reporting Standards.

In terms of accounting, Romania doesn't detach either from this global trend of adopting and implementing a common language of financial reporting. However, this study identifies the specific elements of national financial reporting for the active companies in Romania, which are required to prepare consolidated financial statements. Informational asymmetries in

financial reporting are generated by the differences between the two types of reference regulations in the field – the European Directives and the International Financial Reporting Standards. The study seeks to identify and analyze the procedural differences between the norms of drafting consolidated annual financial statements for the companies that use the EU Directives, compared to the ones that use the International Financial Reporting Standards. The theoretical mark of the studied theme is presented, based on studying the literature regarding this field and the specific national and international legislation. The paper describes the identified differences at the level of the explanatory notes of the consolidated annual financial statements from the perspective of the evaluation bases for assets and liabilities. The phenomenon of assessing assets in separate financial statements of the companies is studied at the level of Alba County, for companies that draw-up complex financial statements. The impact of the two accounting references on the audit of annual accounts for the company groups is highlighted.

## **2. Research Methodology and theoretical background**

The applied research methodology consists in the specialized literature review and in the deductive mechanism in order to identify the differences at the level of the explanatory notes of the consolidated annual financial

statements from the regulatory perspective of the evaluation bases for assets and liabilities. Firstly, the basics concepts of audit of the financial statements are described. Then, the authors present a practical approach of the financial statements of the companies that draw-up consolidated financial statements at the level of Alba County.

The study focuses on the company groups, in the sense of set of companies consisting of the company that stabilizes (consolidating – Romanian corporate body) and its subsidiaries (Romanian or foreign companies). The consolidated annual financial statements show the assets, liabilities, financial position and results of the entities included in consolidation, as if they were one entity.

For Romania, the study of the legal aspects regarding financial reporting specific for groups in Romania, between 1990 and 2010, allowed us the synoptic delimitation of the following main methods of financial reporting specific for groups:

1) The period 1990-2000, characterized by the absence of national legal regulations regarding the financial reporting of groups. The European stipulations regarding the consolidation of annual accounts (Seventh Directive) were not transposed into the national legislation.

2) The year 2000, when the Ministry of Finance issued a Standard of technical nature, regarding the consolidation of the groups' accounts<sup>1</sup>.

3) The period 2000-2010, characterized by the adoption of legal regulations in the field of account consolidation for groups, in an attempt to align with European Directives (the Seventh Directive of the European Economic Community regarding consolidated accounts), the International

Accounting Standards and the International Financial Reporting Standards.

The analysis of the mentioned legal regulations reveals the association of the European Directives with the International Financial Reporting Standards as goals in matching the national legislation in the field of consolidated accounts. We can't identify a single act that may be given a permanent character in the mentioned period. The mentioned normative act, issued in 2000, met the conditions to be considered as base for consolidating groups' accounts. The regulation mentioned the requirements for elaborating consolidated accounts, the shape and content of the consolidated annual statements, the consolidation methods and procedures, as well as the rules for drawing-up, approving, auditing and publishing the consolidated annual financial statements. In the context of the compatibility of the national legislation with the European regulations, the stipulations of the mentioned normative act were repealed in 2005, by absorbing it in the Order of the Ministry of Finance no. 1752/2005 approving the accounting regulations consistent with the EU Directives<sup>2</sup>. This settlement was replaced in 2009 with the Order of the Ministry of Finance no. 3055/2009<sup>3</sup>. The new legal document included specific regulations consistent with the Seventh Directive of the European Economic Community regarding consolidated accounts, in force since January , 2010.

After 1990, the national literature recorded the need to elaborate and implement a methodology to establish

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<sup>1</sup> Order of the Ministry of Finance no. 772/2000 approving the Norms regarding the consolidation of accounts, published in the Official Gazette of Romania, Part I, no. 374 from August 11, 2000.

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<sup>2</sup> Order of the Ministry of Finance no. 1752/2005 approving the accounting regulations consistent with the EU Directives, published in the Official Gazette of Romania, no. 1080 bis, from November 30, 2005.

<sup>3</sup> Order of the Ministry of Finance no. 3055/2009 approving the Accounting regulations consistent with the EU Directives, published in the Official Gazette of Romania no. 766 bis, of November 10, 2009.

and present consolidated accounts for the patrimonial units that had the functional features of group societies<sup>4</sup>. The need to configure consolidated accounts, the goal and objectives of consolidating accounts, as well as examples of consolidated annual accounts are issues approached by the representatives of the academic world<sup>5, 6, 7, 8, 9, 10</sup>. Recent studies analyze aspects of the international regulations convergence regarding account consolidation. Under pressure from investors, FASB and IASB initiated the convergence between IFRS and USGAAP, through the Standards published at the end of 2007 (FAS 141 revised) and the beginning of 2008 (IFRS 3 and IAS 27 revised)<sup>11</sup>.

From the analysis of the mentioned papers, which are representative for the national literature in this field, we can see the concern of the academic world with studying the consolidation processes of the company groups' accounts. But we haven't identified actual references about the elaboration methods of the explanatory notes to the consolidated annual financial statements. The studies analyze only the first two components of the consolidated annual financial statements set –

consolidated balance sheet and the consolidated profit and loss account. The informational importance of the explanatory notes must not be denied. The conditions of manifestation of the current financial crisis amplify the need for information of the users of annual financial statements of the company group. The explanatory notes are likely to provide desirable information for the interested users about the current situation and the perspectives of the company group.

The mentioned above national legal settlements contain the cases in which the consolidated financial statements have to be prepared. The main case when consolidation is imposed in Romania refers to an entity which has the majority of voting rights in another entity or substantially controls another entity. There were established the size criteria for the preparation of consolidated financial statements. The groups have to prepare the consolidated financial statements if they meet two of the following three criteria based on the latest annual financial statements: Turnover over 35,04 EUR million, Total assets over 17,52 EUR million, Average number of employees for the period 250. The consolidated annual financial statements include the consolidated balance sheet, the profit and loss account and the explanatory notes of the consolidated annual financial statements. These documents constitute a whole. The consolidated annual financial statements of the entities are subject to audit. At the same time, the auditor expresses a point of view regarding the conformity level of the consolidated report of the managers with the consolidated annual financial statements for the same financial period. The consolidated financial statements have to be approved by a General Assembly of Shareholders and then they have to be published in accordance with legislation in force.

<sup>4</sup> V. Munteanu, "Accounting and the Consolidation of Annual Accounts at Group Companies", Lucman Serv Publishing, Bucharest, pp. 41, 1997.

<sup>5</sup> V. Bărbăcioru, C. Iacob, "Accounting in Depth", Sitech Publishing, Craiova, pp. 117, 1996.

<sup>6</sup> A. Tiron Tudor., "Consolidation of accounts", Tribuna Economică Publishing, Bucharest, pp. 37, 2000.

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<sup>10</sup> M. Săcărin, "Accounting in Depth", Economică Publishing, Bucharest, pp. 219, 2004.

<sup>11</sup> M. Săcărin, M. Minu, "The Analysis of the Main Changes and Additions to International Financial Reporting Standards regarding Group Companies and Account Consolidation", Financial Audit Review, no. 7, pp. 22-28, 2009.

### **3. Technical aspects of the audit of the consolidated financial statements**

It is effective a new International Standard on Auditing for audits of group financial statements for periods beginning on or after December 15, 2009. The *International Standard on Auditing ISA 600, Special Considerations – Audit of Group Financial Statements* applies to group audits. We consider that a key element of this settlement is audit risk.

*The audit risk* (paragraph 6, ISA 600) is considered a risk function of significant distortions belonging to the financial statements and the risk that the auditor will not detect such distortions. In a group audit, it includes the risk that the auditor of a group component may not detect a distortion in the financial information of the component, which can cause a significant corruption of the group's financial statements, and the risk the mission team at the level of the group will not detect this distortion.

ISA 600 details and analyzes stipulations regarding the desirable behaviour of the audit team in establishing the nature, timing and scope of the risk assessment procedures and of the additional audit procedures undertaken by the components' auditors. Nevertheless, we will emphasize the possibility of occurrence of *concrete situations, insufficiently detailed by ISA 600, regarding the risks generated by the regulation of the way consolidated financial statements are drawn-up*. This type of case comes from the consolidation practice specific to active companies in Romania, which can draw-up consolidated annual financial statements according to the Accounting regulations consistent with the Seventh Directive of the European Economic Community, or according to the International Financial Reporting

Standards<sup>12</sup>. This provision is applicable to all the legal persons who have the obligation to draw-up consolidated annual financial statements, as well as to certain entities that are part of the category of legal persons of public interest<sup>13</sup>, with the exception of the firms whose securities are allowed to be traded on a regulated market, of the credit institutions and of non-banking institutions, defined according to legal regulations, registered in the General register, of the insurance, insurance-reinsurance and reinsurance companies, of the company pensions, of the companies providing financial investment services, of the investment management companies and of the collective investment organisms. Thus, in the area of the provision mentioned above are also included the national companies and firms, as well as legal persons that belong to a company group and are included in the consolidation area by a parent company that applies the International Financial Reporting Standards.

Drawing-up consolidated annual financial statements according to the two references of regulations – the European Directives and the International Financial Reporting Standards – involves a substantially different scope and detailing level. This type of situation generates *important differences in elaborating an important component of the consolidated annual financial statements – explanatory notes*. We intend to compare the two elaboration methods of the set of explanatory notes to the consolidated annual financial statements, *in terms of the assessment base for assets and liabilities*.

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<sup>12</sup> According to art. 14 of the Order of the Ministry of Finance no. 3055/2009 approving the Accounting regulations consistent with the EU Directives, published in the Official Gazette of Romania, no. 766 bis, from November 10, 2009.

<sup>13</sup> According to art. 34 align. (2) of the Accountancy law no. 82/1991, republished, Official Gazette of Romania, no. 454, from June 18, 2008.

In chapter III, paragraph 24 of the Seventh Directive of EEC is mentioned the *objective of the consolidated financial statements*, as being the one to provide “an accurate picture of assets, liabilities, financial position and profit or loss of the entities included in these financial statements, seen as a whole”. At the same time, paragraph 25 states that “if the application of the provisions of these regulations is not sufficient to provide a true and fair view within the meaning of section 24, the explanatory notes to the consolidated annual financial statements must include *additional information*”. Paragraph 26 states that “if, in exceptional cases, applying one of the provisions of the Seventh Directive doesn’t satisfy the requirement to provide an accurate picture in accordance with the provisions in paragraph 24, there will be deviations from these stipulations in order to provide an accurate image, “*with the adequate disclosure in the notes*” (ISA 600). Therefore, we can find that the “technical solution” regarding any deviation from the requirements of providing an accurate image is represented by an adequate disclosure in the notes. The detailed analysis of the requirements regarding drawing-up explanatory notes, included within the two mentioned accounting references, regarding especially the assessment bases for assets and liabilities – an extremely important issue of the accounting policies – provides the following:

A. According to the Seventh Directive, paragraph 79 – chapter IV *The content of the explanatory notes to the consolidated annual financial statements*, in addition to the information required in accordance to other sections of the Seventh Directive, the notes to the consolidated annual financial statements must provide information regarding the issues stipulated in that chapter.

A.1. *This information (required by chapter IV of the Seventh Directive)*

refers to: assessment methods applied to different elements from the consolidated annual financial statements, as well as the methods used to calculate value adjustments and for each group of tangible assets, to the assessment bases used to determine the gross carrying amount and to the used depreciation methods.

A.2. *The other sections of the Seventh Directive* also include the following requirements regarding the information presented in the notes: the assessment method for assets and liabilities that are going to be included in the consolidated annual financial statements, if they were assessed by entities included in consolidation through different methods than those used for consolidation.

B. *According to the International Financial Reporting Standards*, according to *IAS 1 Presentation of Financial Statements*, the section “Presentation of Accounting Policies”, paragraph 108, an entity shall present in the summary of the significant accounting policies: the assessment base used to draw-up financial statements and the other accounting policies that are relevant for understanding financial statements.

In the section “Key Sources of Estimation Uncertainty”, according to IAS 1, paragraphs 116-124, a series of detailed explanations are provided regarding the uncertainty related to the presented information about assets and liabilities, as well as related to the assessment base for them. Thus, according to paragraph 116, an entity must present, in notes, information about the main hypotheses regarding the future, as well as other sources of estimation uncertainty at the end of the reporting period, which have an increased risk to cause a significant adjustment of the carrying amount of the assets and liabilities in the subsequent financial period. Regarding those assets and liabilities, the notes must provide information about: their nature and their

carrying amount at the moment of the balance sheet.

Regarding these presentations associated to paragraph 116, paragraph 117 mentions that determining the carrying amounts of assets and liabilities required the estimation of the effects of uncertain future events on those assets and liabilities at the moment of the balance sheet. By way of example, it is shown that in the absence of recent observations of market prices used to evaluate assets and liabilities, it's necessary to make future estimations to assess the retrievable amount of the classes of tangible assets, the impact of technological obsolescence on inventory, provisions that are subject of future results of on-going litigations and long-term debts regarding the benefits of employees, such as pension obligations.

In addition, paragraph 118 mentions that while the number of variables and assumptions that impact the possible resolution of uncertainties increases, those judgements of the management are becoming more and more subjective and complex, and the potential of a significant adjustment of the carrying value of the assets and liabilities as their result, usually increases proportionately.

As an exception, paragraph 119 mentions that the presentations in paragraph 116 are not required for assets and liabilities that have an increased risk that their carrying amount may change dramatically in the next financial period if, at the moment of the balance sheet, they are assessed at fair value, based on recently observed market prices (their fair values can change significantly during the next financial period, but these changes will not occur due to assumptions or from other uncertainty estimation sources at the moment of the balance sheet).

Nevertheless, although paragraph 119 doesn't require it, *we believe that in this profound financial crisis, the provisions of paragraph 112 should be*

*applied*, according to which when it is impossible to present the size of the possible effects of an assumption – key or of a different main source of estimation uncertainty at the time of the balance sheet, the entity must disclose that based on the existent knowledge it's possible the results of the next financial period, which are separate from assumptions, will require a significant adjustment in carrying amount of the affected asset or liability. In all these cases, the entity has the obligation to present the nature and carrying value of the specific asset or liability (or class of assets or liabilities) impacted by the assumption. These entities will particularly have to present details about the used assessment base, especially in case of non-current assets consisting of lands and buildings (but not only), with the presentation of a comparative table between the used carrying amounts and the fair values of the market, practised in that sector/field/geographical area.

From the comparison of the explanatory notes to the consolidated annual financial statements, drawn-up according to the two accounting references – the European Directives and the International Financial Reporting Standards – resulted the following conclusions regarding the assessment base for assets and liabilities: IFRS and IAS 1, paragraphs 103-124, include more comprehensive and detailed regulations than the Seventh Directive, paragraph 79, chapter IV, The content of the explanatory notes to the consolidated annual financial statements. The European directive stipulates only general requirements regarding the used evaluation base, as well as a generic recommendation related to the presentation of other significant information that may help the users regarding the presentation of data concerning assets and liabilities.

At the level of a territorial-administrative unit – Alba County, Romania – we analyzed the evolution of

the main elements of the patrimony, belonging to the entities that draw-up separate financial statements in full size – balance sheet, profit and loss account, the statement of changes in equity capital, the statement of cash flows, explanatory notes to the annual financial statements. These entities exceed the limits of two of the three criteria regarding size: total assets 3.650.000 EUR; net turnover 7.300.000 EUR; the average number of employees during the financial period 50. Because of these quantitative criteria, *the analyzed companies are likely to be a part of a consolidating perimeter*. The source of the analyzed data is represented by the data base available at the Trade Register Office, Alba County. This study aims to identify aspects of the quantitative development for the 45 patrimonial entities that elaborate separate financial statements in full size – land and buildings. Identifying the assessment methods of the company's assets at the level of the explanatory notes was not possible. The primary processed information is extracted from the balance sheets of the companies that draw-up annual financial statements. We are noting the absence of centralized data for the explanatory notes to the separate annual financial statements of the companies – the only aggregated components in the data base being the balance sheet and the profit and loss account. In such a context, assessments regarding the actual method to draw-up explanatory notes can only be based on individual studies, conducted at the level of the entities likely to be the subject to consolidation.

The analysis of the mentioned assets revealed the following per total economy:

- The share of lands and buildings within the total fixed assets is 35.7% at 01.01.2008 and 35.8% at 31.12.2008, while the revaluation from account 105 revaluation reserves is 215.226.761 lei (at 01.01.2008) and 225.144.573 lei (at 31.12.2008), which

synthetically means that out of 114.553.579 lei increase of property (lands and buildings), the amount of 9.917.712 lei (at 31.12.2008), meaning 8.66%, comes almost exclusively from revaluation (at the other categories of fixed assets, the revaluations were insignificant), given that at 31.12.2008 the financial crisis, including real estate crisis, was obvious, so that these value increases are likely to not be consistent with the fair values of the market;

- The shares owned at the affiliated entities at 31.12.2008, in the amount of 1.683.330 lei at 01.01.2008 and 1.688.640 lei at 31.12.2008, as well as the total value of the long-term investments in associates of 180.551 lei at 01.01.2008 and 360.544 lei at 31.12.2008, show the level of Alba County; these type of financial investments, which may create conditions for consolidation, are insignificant. Nevertheless, the studied entities may be part of a perimeter of consolidation as subsidiaries. But, this conclusion can only be drawn on the basis of the analyzed data;

- The position of "Other provisions", in amount of 6.099.879 lei at 01.01.2008 and 46.720.415 lei at 31.12.2008, proves that the elements of the financial crisis, mainly manifested in additional total risks, estimated at 31.12.2008 in comparison to 01.01.2008, in amount of 40.620.536 lei, are included consistently in financial statements, indirectly invalidating the increases of the revaluation of fixed assets (lands and buildings);

- The position "Revaluation reserves" has a balance of 215.226.761 lei at 01.01.2008 and 225.144.573 lei at 31.12.2008, which means a share of 40% at 01.01.2008 and 30.86% from the fixed assets' value, consisting of lands and buildings, in comparison to the surplus achieved directly from revaluation, as a result of the transactions conducted with these fixed assets, which is only 32.605.042 lei at 01.01.2008 and

39.715.301 lei at 31.12.2008; noticing that the revaluation reserves have 61.1% of the equity capitals total at 01.01.2008 and 488% at 31.12.2008; given these conditions, we believe that both the position “Lands and buildings” ( line in the balance sheet) and the position “Equity capitals - total” ( line in the balance sheet) are significantly overcapitalized at 31.12.2008, and this overcapitalization substantially continues in 2009, year when the real estate market dropped more than in 2008 (by over 70-80% according to the assessment of the contacted real-estate brokers), without substantially returning to the operated revaluations, made only at the most to maintain the fiscal values, for reasons related to the building tax.

- This evolution recorded at the level of the county was maintained for all the economy, with specific differences related to the real-estate market in different areas and sectors, so that we can conclude the consolidated financial statements for the 2008-2010 period, but also in the following period, are significantly distorted regarding the values presented at positions “Lands and buildings” (7<sup>th</sup> line in the balance sheet), “Revaluation reserves” (69<sup>th</sup> line in the balance sheet) and “Equity capitals - total”.

#### 4. Conclusions

Our study identified the specific rules in companies’ accounting, relating to consolidation processes of the company groups’ accounts. The active companies in Romania can draw-up consolidated annual financial statements

according to the Accounting regulations consistent with the Seventh Directive of the European Economic Community, or according to the International Financial Reporting Standards. We believe that the alternative is inefficient and it induces to the users of the consolidated annual financial statements confusions and major incertitude regarding the evaluation base and the presentation of assets and liabilities with high ratio in the structure of the patrimony – especially for entities that draw-up consolidated annual financial statements in accordance with the Accounting regulations consistent with the Seventh Directive. Under these conditions, these consolidated financial statements must be exclusively prepared according to the International Financial Reporting Standards, with the indication that the requirement regarding the content of paragraph 199 of IAS 1 should be applied in this case also. This provision should be applied even for the uncertainties associated to the evaluation base, especially of the tangible assets consisting of lands and buildings, otherwise, there is a major risk the auditor of a component will not detect a deviation in the financial information, which can cause a significant distortion of the group’s financial statements. In addition, it should be noted this risk exists in situations of crisis even when the evaluation of these assets and liabilities is presented at fair values, after carefully observing the market. Such a phenomenon occurs because these values considered fair don’t actually have justification, due to the lack of an adequate market, as well as due to used evaluation instruments.

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* * * * *	International Standard on Auditing ISA 600, Special Considerations – Audit of Group Financial Statements;
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