**IFRS 11 Joint Arrangements**

**SCOPE**

IFRS 11 applies to all parties subject to a joint arrangement. A joint arrangement (JA):

- **binds the parties by way of contractual agreement (does not have to be in writing, instead it is based on the substance of the dealings between the parties)**
- **gives two (or more) parties joint control.**

Joint arrangements are classified either as:

- **Joint operation** - parties have rights to the assets, and obligations for the liabilities of the JA
- **Joint venture** - parties have rights to only the net assets of the JA.

**JOINT CONTROL (JOINT DE-FACTO CONTROL, SUBSTANTIVE RIGHTS, PROTECTIVE RIGHTS)**

**Joint control**

Joint control is based on the same control principle as IFRS 10 Consolidation (i.e. Power, exposure to variable returns, ability to use power to affect variable returns). Joint control is the contractually agreed sharing of control in relation to decisions regarding the relevant activities and requires the unanimous consent of the controlling parties (refer to IFRS 10 for definition of relevant activities). This can be explicit or implicit:

- E.g. joint control exists if two parties hold 50% voting rights, and a 51% majority is required to make decisions regarding relevant activities
- E.g. joint control does not exist if, after considering all contractual agreements, the minimum required majority of voting rights can be achieved by more than one combination of parties agreeing together.

Joint de-facto control

Joint de-facto control is based on the same de-facto control principle as IFRS 10. Joint de-facto control only exists if the parties are contractually bound to vote together in relation to decisions on relevant activities. In assessing joint de-facto control, an entity may consider previous voting attendance, but not previous voting results (i.e. whether other parties historically voted the same way as the entity).

Substantive and protective rights

The assessment of substantive and protective rights is based on the same principles as IFRS 10:

- Substantive rights (rights that can be practically exercised) are considered in assessing power
- Protective rights (rights designed to protect the interests of the holder) are not considered in assessing power.

Arrangements are not within the scope of IFRS 11 if joint control (or joint de-facto control) does not exist (i.e. no contractual unanimous consent required for decisions that relate to the relevant activities of the arrangement).

**CLASSIFICATION OF JOINT ARRANGEMENTS (AS EITHER JOINT OPERATIONS OR JOINT VENTURES)**

Classification depends upon the assessment of the rights and obligations of the parties, and considers the JA’s:

- (i) Structure
- (ii) Legal form
- (iii) Contractual terms
- (iv) Other facts and circumstances (refer to boxes below).

**Classifications**

**(i) Joint Arrangement structure**

- **No separate vehicle**
- **Separate vehicle**

Consider the following:

**(ii) Legal form**

- **Partnerships**: legal form that may give the parties rights to assets and liabilities, rather than net assets. JA therefore may be classified as a joint operation or joint venture depending on analyse (i),(ii),(iii) below.

**(iii) Contractual terms**

Usually, the rights and obligations agreed in the contractual terms are consistent, or do not conflict, with those conferred by legal form (ii).

However parties must assess contractual terms to confirm it is in fact the case. On their own, guarantees provided to third parties, and obligations for unpaid or additional capital do not result in an obligation for liabilities and hence classification as a joint operation.

**(iv) Other facts and circumstances**

Unlimited liability vehicles: Legal form does not give parties rights to assets, merely guarantees liabilities. JA is therefore classified as a joint venture.

Other facts and circumstances may:

- Give parties rights to substantially all economic benefits from the JA
- Cause the JA to depend on the parties to continuously settle its liabilities.

E.g. JAs designed to primarily sell output to the parties give the parties substantially all economic benefits, and means the JA relies on cash flows from the parties to settle its liabilities. JA is therefore classified as a joint operation.
### RECOGNITION AND MEASUREMENT: JOINT CONTROLLING PARTIES

**Joint operations**

**Consolidated/Individual Financial Statements**
A joint operator recognises in relation to interest in a joint operation:
- Its assets, including its share of any assets held jointly
- Its liabilities, including its share of any liabilities incurred jointly
- Its revenue from the sale of its share of the output arising from the joint operation
- Its expenses, including its share of any expenses incurred jointly.

The above are accounted for in accordance with the applicable IFRSs.

**Separate Financial Statements**
Same treatment as for consolidated/individual financial statements detailed above.

**Joint ventures**

**Consolidated/Individual Financial Statements**
Apply the equity method in accordance with IAS 28 Investments in Associates and Joint Ventures (unless the entity is exempted from applying the equity method).

**Separate Financial Statements**
Refer to IFRS 12 Disclosure of Interests in Other Entities.

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### RECOGNITION AND MEASUREMENT: ENTITIES THAT PARTICIPATE, BUT DO NOT HAVE JOINT CONTROL (‘NON-JOINT CONTROLLING PARTIES’)

In some instances, there may be other parties who are investees in a joint arrangement but do not themselves have joint control of the joint arrangement.

**Joint operations**

*(non-controlling party has contractual rights and obligations to assets, liabilities, expenses, and revenues)*

Account for its contractual share of assets, liabilities, expenses, and revenues in both its
- Consolidated/individual financial statements
- Separate financial statements.

**Joint ventures**

Identical to joint operations where the non-joint controlling party does not have contractual rights and obligations to assets, liabilities, expenses and revenues (i.e. assess for significant influence, and then account for accordingly).

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### JOINT OPERATIONS AND BUSINESS COMBINATION

- An entity is required to apply all of the principles of IFRS 3 Business Combinations when it acquires an interest in a joint operation that constitutes a business as defined by IFRS 3.
- A joint operator might increase its interest in a joint operation in which the activity of the joint operation constitutes a business, as defined in IFRS 3, by acquiring an additional interest in the joint operation. In such cases, previously held interests in the joint operation are not remeasured if the joint operator retains joint control.
For further information about how BDO can assist you and your organisation, please get in touch with one of our key contacts listed below.

Alternatively, please visit [www.bdo.global](http://www.bdo.global) where you can find full lists of regional and country contacts.

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