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# The SMSF Property Fund

A Registered Managed Investment Scheme

ARSN 159 753 474

## ASIC RG46 Continuous Disclosure Requirements

Policy Statement

Part 1 of 2

Dated 30th December 2020

## The Fund

The SMSF Property Fund (**Fund**) is a registered managed investment scheme with the ability to create special purpose companies for each specific development or property investment. Investors subscribe for a Class of Units allocated to a specific Special Purpose Vehicle (**SPV**) that will engage in the development project as set out in the Part 2 Product Disclosure Statement (**PDS**) issued by Guardian Securities Limited (**Guardian, us, we, our**) as Responsible Entity (**RE**) for the Fund.

Each Class of Units has beneficial ownership of the SPV. The equity issued by the Fund to the SPV is beneficially held in trust by an independent Custodian for the investors in each SPV.

Guardian predominantly use the services of the following parties to undertake SPV developments on behalf of the Fund:

- VentureCrowd Property Australia Pty Ltd ABN 88 159 744 386 (formally SMSF Property Australia Pty Ltd) as the **Development Manager** to undertake the due diligence for each development and provide development management services to us and the various SPV's undertaking developments in the Fund;
- Integrated Civil Pty Ltd ABN 58 609 074 240 as the **Civil Contractor** to provide civil and professional services to the various SPV's undertaking civil works for each SPV development.

As per the past Continuous Disclosure document, in many of the SPV's that required a building component, these have been impacted by the appointed builders going into liquidation or being dismissed by the Development Manager for not meeting their obligations under the building contract. The consequence of these delays and subsequent cost overruns will impact on the profitability of those developments.

Please refer to Part 2 for your Class of Units for an update on Unit Prices and the present status of the development in which you have invested.

If you have any questions in relation to your investment in the Fund, please contact us on 07 3188 6650 or email us at [info@guardiansecurities.com.au](mailto:info@guardiansecurities.com.au).

### Information about the Policy Statement

This Policy Statement sets out the ASIC Benchmark & Disclosure Principles that relate to the SMSF Property Fund as required under Regulatory Guide 46. The Regulatory Guide lists eight disclosure principles and six benchmarks that responsible entities of unlisted property schemes are required to apply to their upfront and ongoing disclosures for retail investors.

With each Policy Statement provided to Investors in the SMSF Property Fund, we will provide a Part 2 for each SPV development outlining the Benchmark & Disclosure Principles that relate to that specific SPV.

Investors should read both this Policy Statement and Part 2 for each SPV in which they have invested to gain a better appreciation of the development and our obligations under RG 46.

As at the date this Continuous Disclosure statement was issued, there are eight (8) developments being undertaken by the Fund with a total of \$29,061,134 of funds under management.

Information on the Fund including the audited financials for the year ended 30 June 2020 will be available on our website [www.guardiansecurities.com.au](http://www.guardiansecurities.com.au) once signed off by the auditors.

If you have any question in relation to this Policy Statement, please contact us on **07 3188 6650** or email us at [info@guardiansecurities.com.au](mailto:info@guardiansecurities.com.au)

The Fund has applied these guidelines in accordance with the form and content stated in RG 46. Investors are invited to have reference to the Fund's Part 1 Product Disclosure Statement updated 23 July 2018 (**PDS**).

The information below contains an overview of ASIC's description of the disclosure principles and benchmarks, the responses of the Fund's responsible entity to those key risk features and then the practical application of each of the disclosure principles to the Fund.



Risk feature	What this means
<p><b>Gearing Ratio</b></p>	<p>This indicates the extent to which the Fund's assets are funded by external liabilities. RG 46 defines gearing ratio as total interest bearing liabilities divided by total assets</p> <p>ASIC's description of this key risk states that "<i>a higher gearing ratio means a higher reliance on external liabilities (primarily borrowings) to fund assets. This exposes the scheme to increased funding costs if interest rates rise. A highly geared scheme has a lower asset buffer to rely upon in times of financial stress.</i>"</p> <p>The gearing ratio represents the percentage of debt compared to the gross assets of the Fund. The gearing ratio can help investors assess risks.</p> <p>It shows how much the Fund owes in debt to its financiers as a proportion of what the Fund owns (assets).</p> <p><b>The Fund's Response and Practical Application of the Disclosure Principle and benchmark</b></p> <p>The Fund does not borrow in its own right. The RE maintains a gearing policy that may vary for each SPV.</p> <p>From time to time, the SPV may issue redeemable preference shares to the Development Income Fund (<b>DIF</b>) at a rate of up to 12% p.a. The SPV can issue DIF redeemable preference shares up to 45% of the total development costs, or 35% of Gross Realisation value, whichever is greater. The issue of redeemable preference shares is designed as short term capital raising by the SPV to assist with completion of a development.</p> <p>The SPV's may also issue other redeemable preference shares to individual investors to assist with the completion of a development.</p> <p>In accordance with RG 46.64 redeemable preference shares issued by the SPV and its ongoing liability will be excluded from the gearing ratio calculations.</p>
<p><b>Interest Cover Ratio</b></p>	<p>This indicates the Fund's ability to meet interest payments from earnings. RG 46 defines interest cover ratio as Earning Before Interest and Tax, Depreciation and Amortisation (EBITDA) minus unrealised gains plus unrealised losses divided by interest expense.</p> <p>ASIC's description of this key risk states that "<i>interest cover is a key indicator of financial health. The lower the interest cover, the higher the risk that the scheme will not be able to meet its interest payments. A scheme with a low interest cover only needs a small</i></p>



	<p><i>reduction in earnings (or a small increase in interest rates or other expenses) to be unable to meet its interest payments."</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure Principle and benchmark</b></p> <p>The Fund does not borrow in its own right. The Fund has no borrowings and therefore no Interest Cover Ratio. Each individual SPV may borrow in its own right. Where financial accommodation is obtained in connection with a Property, the interest cover ratio (if any) will be calculated for the Class of Units corresponding to that Property, rather than for the Fund as a whole, and disclosed to investors in that Class of Units.</p>
<p><b>Interest Capitalisation</b></p>	<p>This relates to whether or not the interest expense of the scheme is capitalised into the loan facility.</p> <p><i>ASIC's description of this key risk states that "when a scheme capitalises interest expense, it is important for investors to understand how the scheme will meet its interest obligations when deciding whether to invest in the scheme".</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure benchmark</b></p> <p>The Fund does not have an interest capitalisation policy because the Fund has no borrowings.</p>
<p><b>Scheme Borrowing</b></p>	<p>This relates to the Fund's borrowing maturity and credit facility expiry and any associated risks</p> <p><i>ASIC's description of this key risk states that "relatively short-term borrowings and credit facilities with short expiry dates are a risk factor if they are used to fund assets intended to be held long term. If the scheme has a significant proportion of its borrowings that mature within a short timeframe, it will need to refinance. There is a risk that the refinancing will be on less favourable terms or not available at all. If the fund cannot refinance, it may need to sell assets on a forced sale basis with the risk that it may realise a capital loss. Breach of a loan covenant may result in penalties being applied, or the loan becoming repayable immediately. This means that the fund may need to refinance on less favourable terms or sell assets. Termination of critical financing could also mean the scheme is no longer viable."</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure Principle</b></p> <p>The Fund has no borrowings.</p>



<p><b>Valuation Policy</b></p>	<p>This relates to the valuation policy adopted by the Fund.</p> <p>ASIC's description of this key risk states <i>"The value of real property assets can be volatile, particularly when access to credit is constrained and more properties are on the market. Investors should be able to understand and compare how responsible entities value their schemes' real property assets. This will help investors assess the reliability of the valuations."</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure Principles</b></p> <p>The Fund maintains a valuation policy. Each SPV development will be independently valued by a registered valuer as required by the Constitution of the Fund and at any other times that the RE, the Fund's Compliance Committee or Auditor may deem necessary or as required by the Act and/or Regulations from time to time.</p> <p>All new SPV developments acquiring land or other assets will be valued, prior to acquisition, by an independent valuer.</p> <p>At any time the Directors believe a significant reduction in the value of a class asset occurs, an updated valuation will be obtained.</p>
<p><b>Portfolio Diversification</b></p>	<p>This information addresses the Fund's investment practices and direct property investment portfolio risk.</p> <p>ASIC's description of this key risk states that <i>"generally, the more diversified a portfolio is, the lower the risk that an adverse event affecting one property or one lease will put the overall portfolio at risk."</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure Principles</b></p> <p>The investment strategy of the Fund is to invest in a SPV development that is generally residential land and housing development. There are no non-direct property assets within the Fund other than cash and fixed interest term deposits.</p> <p>The Fund is a property development fund, and investors subscribe to Classes of Units attached to a SPV development. Investors in a particular Class of Unit do not have any risk exposure to other Classes of Units.</p>
<p><b>Related Party Transactions</b></p>	<p>This relates to the responsible entity's approach to related party transactions.</p> <p>ASIC's description of this key risk states that <i>"a conflict of interest may arise when property schemes invest in, make loans or provide guarantees to related parties."</i></p>



	<p><b>The Fund's Response and Practical Application of the Disclosure Principle and benchmark</b></p> <p>Policies and procedures are in place to mitigate the risk of any actual or perceived conflict of interest, including as a result of a related party transaction. Related party transactions with the Fund are disclosed in the PDS to ensure investors are informed. These transactions are reviewed as required to ensure that they are in line with market expectations and are at arm's length.</p> <p>All related party transactions are disclosed in the monthly management accounts, sent to the compliance committee and the board, and are ratified by the RE directors at each board meeting.</p> <p>Any related party transaction with a director of the RE or an associate must be approved by the remaining directors first. Examples of related party transactions with the RE are application fees, monthly RE and ongoing administration fees.</p>
<p><b>Distribution Practices</b></p>	<p>This relates to information on the Fund's distribution practices.</p> <p>ASIC's description of this key risk states that "<i>some property schemes make distributions partly or wholly from unrealised revaluation gains and/or capital rather than solely from realised income. This may not be commercially sustainable over the longer term, particularly where property values are not increasing.</i>"</p> <p><b>The Fund's Response and Practical Application of the Disclosure Principle and benchmark</b></p> <p>The Fund invests into SPV developments. Generally, there is no withdrawal from these developments as they are illiquid and there are no distributions paid or return of capital until the development has been completed and sold.</p> <p>At the outset feasibility models produce costs, timing and forecasted profits. As the development progresses, these models are updated as required and investors are kept advised of any material changes.</p>
<p><b>Withdrawal Arrangements</b></p>	<p>This relates to investors' withdrawal rights from the Fund.</p> <p>ASIC's description of this key risk states that "<i>unlisted property schemes often have limited or no withdrawal rights. This means they are usually difficult to exit.</i>"</p> <p><b>The Fund's Response and Practical Application of the Disclosure Principle</b></p> <p>The SPV developments are not liquid and investors cannot withdraw from the Fund. Under extenuating circumstances, the RE may allow an investor to withdraw from the Fund.</p> <p>Investors should treat the Fund as 'illiquid' as there is no automatic</p>



	<p>right or redemption of Units.</p> <p>There is no formal secondary market for Units in the Fund. However, Units in the Fund are transferable. While Units may be transferred (to another investor), only the full investment balance in the Fund may be transferred. Any transfer is subject to the consent of the RE.</p>
<p><b>Net Tangible Assets</b></p>	<p>The NTA calculation helps investors understand the value of the assets upon which the value of their unit is determined.</p> <p>ASIC's description of this key risk states that <i>"The responsible entity of a closed-end scheme should clearly disclose the value of the net tangible assets (NTA) of the scheme on a per unit basis in pre-tax dollars.</i></p> <p><i>An NTA calculation helps investors understand the value of the assets upon which the value of their unit is determined."</i></p> <p><b>The Fund's Response and Practical Application of the Disclosure Principles.</b></p> <p>Investors subscribe to a Class of Unit that is attached to an SPV. Investors in one Class of Unit are not exposed to the risk of another Class of Unit, so the Net Tangible Assets are calculated for each SPV investment individually as opposed to the Fund as a whole.</p> <p>The NTA for a particular Class of Unit is calculated as follows:</p> $\text{NTA} = \frac{\text{Net assets} - \text{intangible assets} + / - \text{any other adjustments}}{\text{Number of units in the Class of Units on issue}}$ <p>The RE bases the NTA calculation on the Fund's latest audited financial statements. Where the RE is aware of material changes since those statements were issued and the RE does not base the NTA on the latest financial statements, the RE will disclose the source(s) and date of the information used to calculate the NTA.</p> <p>The NTA can be utilised by investors to understand the value of the assets upon which the value of their unit is determined.</p> <p>The Fund is a closed fund. Therefore, the unit price set out in the PDS (generally \$1) is set at the time the PDS is issued and the funds are raised.</p> <p>The Fund may update its unit price when the Fund's audited financial accounts are lodged.</p> <p>The nature of a development is such that the NTA will decrease over the life of the project, which is due to non-capitalised expenses, until completion of the development and the assets are realised.</p> <p>In some cases where an investment is staged, assets will be realised which may cause the NTA to fluctuate.</p>



