



# Code of Professional Conduct of the South African Institute of Chartered Accountants, 2022 Edition

# Code of Professional Conduct of the South African Institute of Chartered Accountants including Independence Standards, 2022 Edition

## Status of the Code

*This document contains the SAICA Code of Professional Conduct (“the Code”), 2022 Edition.*

*The Board of the South African Institute of Chartered Accountants (“SAICA”) has adopted the International Code of Ethics for Professional Accountants (including International Independence Standards) as released by the International Ethics Standards Board for Accountants’ (IESBA) in 2018 in its entirety. SAICA is a member of the International Federation of Accountants (IFAC) and has adopted the International Code of Ethics for Professional Accountants with the permission of IFAC but has however included additional guidance to assist in the local application of certain requirements applicable to all SAICA members and associates.*

*The Code is applicable to all SAICA members and associates as defined in the SAICA Constitution. A contravention of, or failure to comply with any requirements of the Code, may be regarded as a Punishable Conduct or misconduct in terms of sections 4.1.5, 4.1.7, 4.2.5, 5.1.5, 5.2.2, 6.1.5, 6.1.8 and 6.2.2 of Appendix 4 of the SAICA By-laws<sup>1</sup> and as such may be investigated and if appropriate the member or associate may be found guilty and may be liable for penalties as described in the By-laws.*

*Sections 4.3 and 5.1.12 of the By-laws state that Punishable Conduct on the part of a trainee accountant shall include any conduct which would amount to Punishable Conduct had it been perpetrated by a Member, Associate General Accountant or Accounting Technician. Annexure 3, item 2.4 of the SAICA training regulations requires that trainee accountants should at all times keep the affairs of the training office and its clients confidential and not breach any codes of professional conduct, disciplinary rules or by-laws that apply to the profession of a CA(SA) or an AGA(SA) and, if applicable, a Registered Auditor. The Code also conforms to the Independent Regulatory Board for Auditors (IRBA) Code of Professional Conduct for Registered Auditors. South African amendments to the IESBA Code of Ethics are underlined and in italics in the Code.*

## Changes of substance from the 2021 edition

### Code of Professional Conduct of the South African Institute of Chartered Accountants

This document replaces the 2021 edition of the Code of Professional Conduct of the South African Institute of Chartered Accountants, and incorporates:

- The revisions to the non-assurance services (NAS) and fee-related provisions of the Code.
- The revisions to address the objectivity of an engagement quality reviewer (EQR) and other appropriate reviewers.
- The quality management-related conforming amendments to the Code that were issued as a result of the finalization of the International Auditing and Assurance Standards Board’s (IAASB) suite of quality management standards.

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<sup>1</sup> South African Institute of Chartered Accountants By-laws and Appendices effective from 1 June 2020.

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## GUIDE TO THE CODE

(This Guide is a non-authoritative aid to using the Code.)

### Purpose of the Code

1. The *SAICA Code of Professional Conduct (including Independence Standards)* (“*the Code*”) sets out fundamental principles of ethics for professional accountants, reflecting the profession’s recognition of its public interest responsibility. These principles establish the standard of behaviour expected of a *professional accountant*. The fundamental principles are: integrity, objectivity, professional competence and due care, confidentiality, and professional behaviour.
2. The Code provides a conceptual framework that professional accountants are to apply in order to identify, evaluate and address threats to compliance with the fundamental principles. The Code sets out requirements and application material on various topics to help professional accountants apply the conceptual framework to those topics.
3. In the case of audits, reviews and other assurance engagements, the Code sets out *Independence Standards*, established by the application of the conceptual framework to threats to independence in relation to these engagements.

### How the Code is Structured

4. The Code contains the following material:
  - *Definitions*, which contain defined terms (together with additional explanations where appropriate) and described terms which have a specific meaning in certain parts of the Code. For example, as noted in the *Definitions*, in Part 4A, the term “audit engagement” applies equally to both audit and review engagements. The *Definitions* also include lists of abbreviations that are used in the Code and other standards to which the Code refers.
  - Part 1 – *Complying with the Code, Fundamental Principles and Conceptual Framework*, which includes the fundamental principles and the conceptual framework and is applicable to all professional accountants.

- Part 2 – *Professional accountants in Business*, which sets out additional material that applies to professional accountants in business when performing professional activities. Professional accountants in business include professional accountants employed, engaged or contracted in an executive or non-executive capacity in, for example:
  - Commerce, industry or service.
  - The public sector.
  - Education.
  - The not-for-profit sector.
  - Regulatory or professional bodies.

Part 2 is also applicable to individuals who are professional accountants in public practice when performing professional activities pursuant to their relationship with the firm, whether as a contractor, employee or owner.

- Part 3 – *Professional accountants in Public Practice*, which sets out additional material that applies to professional accountants in public practice when providing professional services.
  - Part 4 – *Independence Standards*, which sets out additional material that applies to professional accountants in public practice when providing assurance services, as follows:
    - Part 4A – *Independence for Audit and Review Engagements*, which applies when performing audit or review engagements.
    - Part 4B – *Independence for Assurance Engagements Other than Audit and Review Engagements*, which applies when performing assurance engagements that are not audit or review engagements.
5. The Code contains sections which address specific topics. Some sections contain subsections dealing with specific aspects of those topics. Each section of the Code is structured, where appropriate, as follows:
- Introduction – sets out the subject matter addressed within the section, and introduces the requirements and application material in the context of the conceptual framework. Introductory material contains information, including an explanation of terms used, which is important to the understanding and application of each Part and its sections.
  - Requirements – establish general and specific obligations with respect to the subject matter addressed.
  - Application material – provides context, explanations, suggestions for actions or matters to consider, illustrations and other guidance to assist in complying with the requirements.

## How to Use the Code

### *The Fundamental Principles, Independence and Conceptual Framework*

6. The Code requires professional accountants to comply with the fundamental principles of ethics. The Code also requires them to apply the conceptual framework to identify, evaluate and address threats to compliance with the fundamental principles. Applying the conceptual framework requires exercising professional judgement, remaining alert for new information and to changes in facts and circumstances, and using the reasonable and informed third party test.
7. The conceptual framework recognises that the existence of conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organisation might impact the identification of threats. Those conditions, policies and

procedures might also be a relevant factor in the professional accountant's evaluation of whether a threat is at an acceptable level. When threats are not at an acceptable level, the conceptual framework requires the professional accountant to address those threats. Applying safeguards is one way that threats might be addressed. Safeguards are actions individually or in combination that the professional accountant takes that effectively reduce threats to an acceptable level.

8. In addition, the Code requires professional accountants to be independent when performing audit, review and other assurance engagements. The conceptual framework applies in the same way to identifying, evaluating and addressing threats to independence as to threats to compliance with the fundamental principles.
9. Complying with the Code requires knowing, understanding and applying:
  - All of the relevant provisions of a particular section in the context of Part 1, together with the additional material set out in Sections 200, 300, 400, 500, 600, 800 and 900, as applicable.
  - All of the relevant provisions of a particular section, for example, applying the provisions that are set out under the subheadings titled "General" and "All Audit Clients" together with additional specific provisions, including those set out under the subheadings titled "Audit Clients that are not Public Interest Entities" or "Audit Clients that are Public Interest Entities."
  - All of the relevant provisions set out in a particular section together with any additional provisions set out in any relevant subsection.

#### *Requirements and Application Material*

10. Requirements and application material are to be read and applied with the objective of complying with the fundamental principles, applying the conceptual framework and, when performing audit, review and other assurance engagements, being independent.

#### *Requirements*

11. Requirements are designated with the letter "R", *are numbered in bold* and, in most cases, include the word "shall." The word "shall" in the Code imposes an obligation on a professional accountant or firm to comply with the specific provision in which "shall" has been used.
12. In some situations, the Code provides a specific exception to a requirement. In such a situation, the provision is designated with the letter "R" but uses "may" or conditional wording.
13. When the word "may" is used in the Code, it denotes permission to take a particular action in certain circumstances, including as an exception to a requirement. It is not used to denote possibility.
14. When the word "might" is used in the Code, it denotes the possibility of a matter arising, an event occurring or a course of action being taken. The term does not ascribe any particular level of possibility or likelihood when used in conjunction with a threat, as the evaluation of the level of a threat depends on the facts and circumstances of any particular matter, event or course of action.

#### *Application Material*

15. In addition to requirements, the Code contains application material that provides context relevant to a proper understanding of the Code. In particular, the application material is intended to help a professional accountant to understand how to apply the conceptual framework to a particular set of circumstances and to understand and comply with a specific requirement. While such application material does not of itself impose a

requirement, consideration of the material is necessary to the proper application of the requirements of the Code, including application of the conceptual framework. Application material is designated with the letter “A”.

16. Where application material includes lists of examples, these lists are not intended to be exhaustive.

#### *Appendix to Guide to the Code*

17. The Appendix to this Guide provides an overview of the Code.

#### South African Amendments

18. South African adaptations of the IESBA International Code of Ethics for Professional Accountants are underlined and in italics.
19. South African adaptations include the following:
- a change to the name of the Code;
  - a change in the definition of professional accountants to include SAICA members and associates;
  - additional sub-headings for clarity; and
  - additional words to certain paragraphs.
20. South African amendments, which are more substantive than adaptations, and require a change to the numbering system, are represented as follows:
- South African requirements and application material will include a reference to “SA”, e.g. R115.3 SA or 350.8 AI SA;
  - Paragraphs inserted between two consecutively numbered paragraphs will include an “a” in the paragraph number, e.g. R400.8a SA; and
  - Paragraphs that are not South African paragraphs but that have been amended to reflect a change in status (e.g. from application material to a requirement) will also include a reference to “SA”, e.g. application paragraph changed to a requirement, 350.4 AI to R350.4a SA.
21. South African laws and regulations may impose requirements that regulate the conduct of professional accountants and their clients. These requirements may be in addition to the content of the Code, or are more restrictive than the Code. A list of such laws and regulations is not provided in this Code, but a proper identification, understanding and application of such matters, is necessary.
22. South African paragraphs (excluding definitions) are listed below:

<b>Paragraph Number</b>	<b>Detail</b>
<u>R113.4 SA</u>	<u>South African requirement</u>
<u>R115.3 SA</u>	<u>South African requirement</u>
<u>R115.4 SA</u>	<u>South African requirement</u>
<u>R115.5 SA</u>	<u>South African requirement</u>
<u>R115.6 SA</u>	<u>South African requirement</u>
<u>R320.6a SA</u>	<u>South African requirement</u>
<u>R320.7a SA</u>	<u>South African requirement</u>

*continued*

<b><i>Paragraph Number</i></b>	<b><i>Detail</i></b>
<u>321.3 A4 SA</u>	<u>South African amendment</u>
<u>R321.3a SA</u>	<u>South African requirement</u>
<u>321.3a A1 SA</u>	<u>South African amendment</u>
<u>R321.3b SA</u>	<u>South African requirement</u>
<u>R321.5 SA</u>	<u>South African requirement</u>
<u>321.5 A1 SA</u>	<u>South African amendment</u>
<u>R330.4 SA</u>	<u>South African paragraph</u>
<u>R350.4a SA</u>	<u>350.4 A1 (which is an application paragraph in the IESBA Code of Ethics) has been elevated to a South African requirement R350.4a SA</u>
<u>R350.6 SA</u>	<u>South African requirement</u>
<u>R350.7 SA</u>	<u>South African requirement</u>
<u>R350.8 SA</u>	<u>South African requirement</u>
<u>350.8A1 SA</u>	<u>South African application South African amendment material paragraph</u>
<u>R350.9 SA</u>	<u>South African requirement</u>
<u>R400.8a SA</u>	<u>Part of 400.8 has been elevated to a South African requirement</u>
<u>R400.8b SA</u>	<u>South African requirement</u>
<u>R400.8c SA</u>	<u>South African requirement</u>

**Appendix to Guide to the Code**

**DEFINITIONS, INCLUDING LIST OF ABBREVIATIONS AND STANDARDS**

(ALL PROFESSIONAL ACCOUNTANTS)

**PART 1**

**COMPLYING WITH THE CODE, FUNDAMENTAL PRINCIPLES AND  
CONCEPTUAL FRAMEWORK**

(ALL PROFESSIONAL ACCOUNTANTS – SECTIONS 100 TO 199)

**PART 2**

**PROFESSIONAL ACCOUNTANTS IN  
BUSINESS**

(SECTIONS 200 TO 299)

(PART 2 IS ALSO APPLICABLE TO INDIVIDUAL  
PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE  
WHEN PERFORMING PROFESSIONAL ACTIVITIES  
PURSUANT TO THEIR RELATIONSHIP  
WITH THE FIRM)

**PART 3**

**PROFESSIONAL ACCOUNTANTS IN  
PUBLIC PRACTICE**

(SECTIONS 300 TO 399)

**INDEPENDENCE STANDARDS**

(PARTS 4A AND 4B)

**PART 4A – INDEPENDENCE FOR AUDIT AND  
REVIEW ENGAGEMENTS**

(SECTIONS 400 TO 899)

**PART 4B – INDEPENDENCE FOR ASSURANCE  
ENGAGEMENTS OTHER THAN  
AUDIT AND REVIEW ENGAGEMENTS**

(SECTIONS 900 TO 999)

## SAICA Code of Professional Conduct (2022 edition)

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## **DEFINITIONS, INCLUDING LISTS OF ABBREVIATIONS AND STANDARDS**

In the *SAICA Code of Professional Conduct*, the singular shall be construed as including the plural as well as the reverse, and the terms below have the following meanings assigned to them.

In this *Definitions section*, explanations of defined terms are shown in regular font; italics are used for explanations of described terms which have a specific meaning in certain parts of the Code or for additional explanations of defined terms. References are also provided to terms described in the Code.

Acceptable level	A level at which a professional accountant using the reasonable and informed third party test would likely conclude that the professional accountant complies with the fundamental principles.
<u>Accredited Professional Body</u>	<u>A status granted by the IRBA to a professional body that meets and continues to meet the prescribed accreditation standards.</u> <u>“Accreditation” means the status afforded to a professional body in accordance with Part 1 of Chapter III [of the Act], which status may be granted in full or in part”.</u> <u>“Professional body” means a body of, or representing:</u> <u>(a) registered auditors and registered candidate auditors; or</u> <u>(b) accountants, registered auditors and registered candidate auditors”.</u>
<u>Act</u>	<u>The Auditing Profession Act, 2005 (Act 26 of 2005)</u>
<u>Advanced electronic signatures</u>	<u>An advanced electronic signature, as defined in the Electronic Communications and Transactions Act, 2002 (No. 25 of 2002), is “an electronic signature which results from a process which has been accredited by the Authority as provided for in section 37”.</u>
Advertising	The communication to the public of information as to the services or skills provided by professional accountants in public practice with a view to procuring professional business.
Appropriate reviewer	<i>An appropriate reviewer is a professional with the necessary knowledge, skills, experience and authority to review, in an objective manner, the relevant work performed or service provided. Such an individual might be a professional accountant.</i> <i>This term is described in paragraph 300.8 A4.</i>
<u>Assisted holding out</u>	<u>Assisting an individual to contravene Sections 41(1) and/or 41(2) of the Act</u>
<u>Associate</u>	<u>A person who has been admitted and registered as an associate general accountant (AGA) with the Institute and therefore entitled to use the designation “Associate General Accountant” or “Associate General Accountant (South Africa)” or the initials “AGA(SA)” or a person who has been admitted and registered as an associate (AT) with the Institute and therefore entitled to use the designation of Fellow Member of Association of Accounting Technician or the initials “FMAAT(SA)” or Member of Association of Accounting Technicians or the initials “MAAT(SA)” or Public Sector Member of Association of Accounting Technician or the initials “PSMAAT(SA)”.</u>

Assurance client	The responsible party and also, in an attestation engagement, the party taking responsibility for the subject matter information (who might be the same as the responsible party).
Assurance engagement	<p>An engagement in which a professional accountant in public practice aims to obtain sufficient appropriate evidence in order to express a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the subject matter information.</p> <p>(ISAE 3000 (Revised) describes the elements and objectives of an assurance engagement conducted under that Standard, and the Assurance Framework provides a general description of assurance engagements to which <i>International Standards on Auditing</i> (ISAs), <i>International Standards on Review Engagements</i> (ISREs) and <i>International Standards on Assurance Engagements</i> (ISAEs) apply.)</p> <p>In Part 4B, the term ‘assurance engagement’ addresses assurance engagements other than audit engagements or review engagements.</p>
Assurance team	<p>(a) All members of the engagement team for the assurance engagement;</p> <p>(b) All others within a firm who can directly influence the outcome of the assurance engagement, including:</p> <ul style="list-style-type: none"> <li>(i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the assurance engagement partner in connection with the performance of the assurance engagement;</li> <li>(ii) Those who provide consultation regarding technical or industry specific issues, transactions or events for the assurance engagement; and</li> <li>(iii) Those who provide quality control for the assurance engagement, including those who perform the engagement quality control review for the assurance engagement.</li> </ul>
Attestation engagement	<p>An assurance engagement in which a party other than the registered auditor in public practice measures or evaluates the underlying subject matter against the criteria.</p> <p>A party other than the registered auditor also often presents the resulting subject matter information in a report or statement. In some cases, however, the subject matter information may be presented by the registered auditor in the assurance report. In an attestation engagement, the registered auditor’s conclusion addresses whether the subject matter information is free from material misstatement.</p> <p>The registered auditor’s conclusion may be phrased in terms of:</p> <ul style="list-style-type: none"> <li>(i) The underlying subject matter and the applicable criteria;</li> <li>(ii) The subject matter information and the applicable criteria; or</li> <li>(iii) A statement made by the appropriate party.</li> </ul>
Audit	<i>In Part 4A, the term “audit” applies equally to “review”.</i>
Audit client	An entity in respect of which a firm conducts an audit engagement. When the client is a listed entity, audit client will always include its related entities. When the audit client is not a listed entity, audit client

	includes those related entities over which the client has direct or indirect control. (See also paragraph R400.20.) <i>In Part 4A, the term “audit client” applies equally to “review client.”</i>
Audit engagement	A reasonable assurance engagement in which a professional accountant in public practice expresses an opinion whether financial statements are prepared, in all material respects (or give a true and fair view or are presented fairly, in all material respects), in accordance with an applicable financial reporting framework, such as an engagement conducted in accordance with <i>International Standards on Auditing</i> . This includes a Statutory Audit, which is an audit required by legislation or other regulation. <i>In Part 4A, the term “audit engagement” applies equally to “review engagement.”</i>
Audit report	<i>In Part 4A, the term “audit report” applies equally to “review report”.</i>
Audit team	(a) All members of the engagement team for the audit engagement; (b) All others within a firm who can directly influence the outcome of the audit engagement, including: <ul style="list-style-type: none"> <li>(i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the engagement partner in connection with the performance of the audit engagement, including those at all successively senior levels above the engagement partner through to the individual who is the firm’s Senior or Managing Partner (Chief Executive or equivalent);</li> <li>(ii) Those who provide consultation regarding technical or industry-specific issues, transactions or events for the engagement; and</li> <li>(iii) Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and</li> </ul> (c) All those within a network firm who can directly influence the outcome of the audit engagement. <i>In Part 4A, the term “audit team” applies equally to “review team”.</i>
<u>Chartered Accountant</u>	<u>Means a chartered accountant registered as such with the Institute and therefore entitled to use the designation “Chartered Accountant”, “Geoktrooieerde Rekenmeester”, Chartered Accountant (South Africa), “Geoktrooieerde Rekenmeester (Suid-Afrika)”, “Chartered Accountant (SA)” OR “Geoktrooieerde Rekenmeester (SA)”, or the initials “CA”, “GR”, “CA(SA)” or “GR(SA)”.</u>
<u>Client account</u> <u>Client monies</u>	<u>A bank account which is used solely for the banking of clients’ monies. Any monies, including documents of title to money such as bills of exchange and promissory notes, as well as documents of title that can be converted into money such as bearer bonds, received by a registered auditor to be held or paid out on the instruction of the person from whom or on whose behalf they are received.</u>
Close family	A parent, child or sibling who is not an immediate family member.
Conceptual framework	<i>This term is described in Section 120.</i>

Contingent fee	A fee calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed by the firm. A fee that is established by a court or other public authority is not a contingent fee.
Cooling-off period	<i>This term is described in paragraph R540.5 for the purposes of paragraphs R540.11 to R540.19.</i>
Criteria	In an assurance engagement, the benchmarks used to measure or evaluate the underlying subject matter. The “applicable criteria” are the criteria used for the particular engagement.
Direct engagement	An assurance engagement in which the registered auditor in public practice measures or evaluates the underlying subject matter against the applicable criteria and the registered auditor presents the resulting subject matter information as part of, or accompanying, the assurance report. In a direct engagement, the registered auditor’s conclusion addresses the reported outcome of the measurement or evaluation of the underlying subject matter against the criteria.
Direct financial interest	A financial interest: <ul style="list-style-type: none"> <li>(a) Owned directly by and under the control of an individual or entity (including those managed on a discretionary basis by others); or</li> <li>(b) Beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has control, or the ability to influence investment decisions.</li> </ul>
Director or officer	Those charged with the governance of an entity, or acting in an equivalent capacity, regardless of their title, which might vary from jurisdiction to jurisdiction.
Eligible audit engagement	<i>This term is described in paragraph 800.2 for the purposes of Section 800.</i>
Eligible assurance engagement	<i>This term is described in paragraph 990.2 for the purposes of Section 990.</i>
Engagement partner	The partner or other person in the firm who is responsible for the engagement and its performance, and for the report that is issued on behalf of the firm, and who, where required, has the appropriate authority from a professional, legal or regulatory body.
Engagement period (Audit and Review Engagements)	The engagement period starts when the audit team begins to perform the audit. The engagement period ends when the audit report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final audit report.
Engagement period (Assurance Engagements Other than Audit and Review Engagements)	The engagement period starts when the assurance team begins to perform assurance services with respect to the particular engagement. The engagement period ends when the assurance report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final assurance report.
Engagement quality review	An objective evaluation of the significant judgements made by the engagement team and the conclusions reached thereon, performed by the engagement quality reviewer and completed on or before the date of the engagement report.

Engagement quality reviewer	A partner, other individual in the firm, or an external individual, appointed by the firm to perform the engagement quality review.
Engagement team	All partners and staff performing the engagement, and any individuals engaged by the firm or a network firm who perform assurance procedures on the engagement. This excludes external experts engaged by the firm or by a network firm.  The term “engagement team” also excludes individuals within the client’s internal audit function who provide direct assistance on an audit engagement when the external auditor complies with the requirements of ISA 610 (Revised 2013), <i>Using the Work of Internal Auditors</i> .
Existing accountant	A professional accountant in public practice currently holding an audit appointment or carrying out accounting, tax, consulting or similar professional services for a client.
External expert	An individual (who is not a partner or a member of the professional staff, including temporary staff, of the firm or a network firm) or organisation possessing skills, knowledge and experience in a field other than accounting or auditing, whose work in that field is used to assist the professional accountant in obtaining sufficient appropriate evidence.
Financial interest	An interest in an equity or other security, debenture, loan or other debt instrument of an entity, including rights and obligations to acquire such an interest and derivatives directly related to such interest.
Financial statements	A structured representation of historical financial information, including related notes, intended to communicate an entity’s economic resources or obligations at a point in time or the changes therein for a period of time in accordance with a financial reporting framework. The related notes ordinarily comprise a summary of significant accounting policies and other explanatory information. The term can relate to a complete set of financial statements, but it can also refer to a single financial statement, for example, a balance sheet, or a statement of revenues and expenses, and related explanatory notes.  <i>The term does not refer to specific elements, accounts or items of a financial statement.</i>
Financial statements on which the firm will express an opinion	In the case of a single entity, the financial statements of that entity. In the case of consolidated financial statements, also referred to as group financial statements, the consolidated financial statements.
Firm	(a) <u><i>A partnership, company or sole proprietor referred to in section 38<sup>2</sup> of the Act;</i></u> (b) An entity that controls such parties <u><i>in (a)</i></u> , through ownership, management or other means; and (c) An entity controlled by such parties <u><i>in (a)</i></u> , through ownership, management or other means.  <i>Paragraphs 400.4 and 900.3 explain how the word “firm” is used to address the responsibility of professional accountants and firms for compliance with Parts 4A and 4B, respectively.</i>

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2 Section 1 v “firm”.

Fundamental principles	<p><i>This term is described in paragraph 110.1 A1. Each of the fundamental principles is, in turn, described in the following paragraphs:</i></p> <p><i>Integrity</i> R111.1</p> <p><i>Objectivity</i> R112.1</p> <p><i>Professional competence and due care</i> R113.1</p> <p><i>Confidentiality</i> R114.1</p> <p><i>Professional behaviour</i> R115.1</p>
Historical financial information	Information expressed in financial terms in relation to a particular entity, derived primarily from that entity's accounting system, about economic events occurring in past time periods or about economic conditions or circumstances at points in time in the past.
Immediate family	A spouse (or equivalent) or dependent.
Independence	<p>Independence comprises:</p> <p>(a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgement, thereby allowing an individual to act with integrity, and exercise objectivity and professional scepticism.</p> <p>(b) Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm's, or an audit or assurance team member's, integrity, objectivity or professional scepticism has been compromised.</p> <p><i>As set out in paragraphs 400.5 and 900.4, references to an individual or firm being "independent" mean that the individual or firm has complied with Parts 4A and 4B, as applicable.</i></p>
Indirect financial interest	A financial interest beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has no control or ability to influence investment decisions.
Inducement	<p>An object, situation, or action that is used as a means to influence another individual's behaviour, but not necessarily with the intent to improperly influence that individual's behaviour.</p> <p>Inducements can range from minor acts of hospitality between business colleagues (for professional accountants in business), or between professional accountants and existing or prospective clients, to acts that result in non-compliance with laws and regulations. An inducement can take many different forms, for example:</p> <ul style="list-style-type: none"> <li>• Gifts.</li> <li>• Hospitality.</li> <li>• Entertainment.</li> <li>• Political or charitable donations.</li> <li>• Appeals to friendship and loyalty.</li> <li>• Employment or other commercial opportunities.</li> <li>• Preferential treatment, rights or privileges.</li> </ul>
<u>Institute</u>	<u>The South African Institute of Chartered Accountants (SAICA)</u>

Key audit partner	The engagement partner, the individual responsible for the engagement quality review, and other audit partners, if any, on the engagement team who make key decisions or judgements on significant matters with respect to the audit of the financial statements on which the firm will express an opinion. Depending upon the circumstances and the role of the individuals on the audit, “other audit partners” might include, for example, audit partners responsible for significant subsidiaries or divisions.
Listed entity	An entity whose shares, stock or debt are quoted or listed on a recognised stock exchange, or are marketed under the regulations of a recognised stock exchange or other equivalent body.
May	<i>This term is used in the Code to denote permission to take a particular action in certain circumstances, including as an exception to a requirement. It is not used to denote possibility.</i>
Might	<i>This term is used in the Code to denote the possibility of a matter arising, an event occurring or a course of action being taken. The term does not ascribe any particular level of possibility or likelihood when used in conjunction with a threat, as the evaluation of the level of a threat depends on the facts and circumstances of any particular matter, event or course of action.</i>
Network	A larger structure: <ul style="list-style-type: none"> <li>(a) That is aimed at co-operation; and</li> <li>(b) That is clearly aimed at profit or cost sharing or shares common ownership, control or management, common quality management policies and procedures, common business strategy, the use of a common brand-name, or a significant part of professional resources.</li> </ul>
Network firm	A firm or entity that belongs to a network. <i>For further information, see paragraphs 400.50 A1 to 400.54 A1.</i>
Non-compliance with laws and regulations <i>(Professional accountants in Business)</i>	<i>Non-compliance with laws and regulations (“non-compliance”) comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:</i> <ul style="list-style-type: none"> <li>(a) <i>The professional accountant’s employing organisation;</i></li> <li>(b) <i>Those charged with governance of the employing organisation;</i></li> <li>(c) <i>Management of the employing organisation; or</i></li> <li>(d) <i>Other individuals working for or under the direction of the employing organisation.</i></li> </ul> <i>This term is described in paragraph 260.5 A1.</i>
Non-compliance with laws and regulations <i>(Professional accountants in Public Practice)</i>	<i>Non-compliance with laws and regulations (“non-compliance”) comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:</i> <ul style="list-style-type: none"> <li>(a) <i>A client;</i></li> <li>(b) <i>Those charged with governance of a client;</i></li> </ul>

	(c) <i>Management of a client; or</i>
	(d) <i>Other individuals working for or under the direction of a client.</i>
	<i>This term is described in paragraph 360.5 A1.</i>
Office	A distinct sub-group, whether organised on geographical or practice lines.
<u>Ordinary electronic signatures</u>	<u><i>An electronic signature, as defined in the Electronic Communications and Transactions Act, 2002 (No. 25 of 2002), is “data attached to, incorporated in, or logically associated with other data and which is intended by the user to serve as a signature”.</i></u>
Predecessor accountant	A professional accountant in public practice who most recently held an audit appointment or carried out accounting, tax, consulting or similar professional services for a client, where there is no existing accountant.
<u>Professional accountant</u>	<u><i>A generic term in this Code to refer to a chartered accountant [see Chartered Accountant] or an associate [see Associate] as required by the context of its use in a requirement or application material of this Code, and taking into account that this Code is applicable to all chartered accountants and associates in terms of the SAICA By-laws.</i></u> <i>In Part 1, the term “professional accountant” refers to individual professional accountants in business and to professional accountants in public practice and their firms.</i> <i>In Part 2, the term “professional accountant” refers to professional accountants in business.</i> <i>In Parts 3, 4A and 4B, the term “professional accountant” refers to professional accountants in public practice and their firms.</i>
Professional accountant in business	A professional accountant working in areas such as commerce, industry, service, the public sector, education, the not-for-profit sector, or in regulatory or professional bodies, who might be an employee, contractor, partner, director (executive or non-executive), owner-manager or volunteer.
Professional accountant in public practice	A professional accountant, irrespective of functional classification (for example, audit, tax or consulting) in a firm that provides professional services. <i>The term “professional accountant in public practice” is also used to refer to a firm of professional accountants in public practice.</i>
Professional activity	An activity requiring accountancy or related skills undertaken by a professional accountant, including: <ul style="list-style-type: none"> <li>• auditing, <u>review, other assurance and related services</u>;</li> <li>• accounting;</li> <li>• tax;</li> <li>• management consulting; and</li> <li>• financial management.</li> </ul>

- Professional services Professional activities performed for clients. These include but are not limited to the following:
- (a) Audit, review, other assurance and related services:
    - (i) Financial statement audits and reviews, other assurance and related services such as regulatory reporting, sustainability, compliance and performance reporting; and
    - (ii) Preparation of financial statements in accordance with recognised financial reporting standards and applicable statutes;
  - (b) Accounting services:
    - (i) Preparation of accounting records;
  - (c) Company statutory services;
  - (d) Taxation services:
    - (i) Tax return preparation and submission;
    - (ii) Tax calculations for the purpose of preparing accounting entries;
    - (iii) Tax planning and other tax advisory services; and
    - (iv) Assistance in the resolution of tax disputes;
  - (e) Management consulting and advisory services:
    - (i) Accounting advisory and financial management advisory services; accounting support, conversion services for new and revised accounting standards, financial modelling and project management;
    - (ii) Business performance services; business effectiveness, people and change management, operational and business finance;
    - (iii) Internal audit; risk and compliance services, review and monitoring of internal controls, risk management, compliance services, corporate governance and audit committee advisory services;
    - (iv) Corporate finance service; mergers and acquisitions, valuations, infrastructure financing, debt and capital markets, due diligence reviews, transaction services and designated advisor services;
    - (v) Corporate recovery services; liquidation and insolvency administration, curator bonis, administration of deceased estates, judicial management and trusteeships;
    - (vi) Financial risk management services; actuarial services, banking and risk advisory, regulatory and compliance services, and technical accounting;
    - (vii) Information technology (IT) advisory; security, privacy and continuity, enterprise resource planning; information system audit services, IT project advisory, governance and performance; and
    - (viii) Forensic services; dispute advisory and resolution, ethics and integrity monitoring, fraud risk management, intellectual property and other investigations and regulatory compliance.

Proposed accountant	A professional accountant in public practice who is considering accepting an audit appointment or an engagement to perform accounting, tax, consulting or similar professional services for a prospective client (or in some cases, an existing client).
Public interest entity	<p>(a) A listed entity; or</p> <p>(b) An entity:</p> <p style="padding-left: 20px;">(i) Defined by regulation or legislation as a public interest entity; or</p> <p style="padding-left: 20px;">(ii) For which the audit is required by regulation or legislation to be conducted in compliance with the same independence requirements that apply to the audit of listed entities. Such regulation might be promulgated by any relevant regulator, including an audit regulator, <i>or</i></p> <p>(c) <u>Other entities as set out in paragraphs R400.8a SA and R400.8b SA.</u></p>
Professional judgement	<p>Professional judgement involves the application of relevant training, professional knowledge, skill and experience commensurate with the facts and circumstances, taking into account the nature and scope of the particular professional activities, and the interests and relationships involved.</p> <p>This term is described in paragraph 120.5 A4.</p>
Reasonable and informed third party	<p><i>The reasonable and informed third party test is a consideration by the professional accountant about whether the same conclusions would likely be reached by another party. Such consideration is made from the perspective of a reasonable and informed third party, who weighs all the relevant facts and circumstances that the accountant knows, or could reasonably be expected to know, at the time that the conclusions are made. The reasonable and informed third party does not need to be a professional accountant, but would possess the relevant knowledge and experience to understand and evaluate the appropriateness of the accountant's conclusions in an impartial manner.</i></p> <p><i>These terms are described in paragraph R120.5 A6.</i></p>
Reasonable and informed third party test	
<u>Registered auditor</u>	<p><u>An individual or firm registered as an auditor with the Regulatory Board.</u></p> <p><u>This term, when used in the Code, includes a registered candidate auditor in so far as it is applicable, as required by the context of its use in a requirement or application material of this Code, and considering this Code, as applicable.</u></p>
<u>Registered Candidate Auditor</u>	<p><u>Means an individual who has obtained a registered auditor designation from an accredited professional body, who is registered as a candidate auditor with the Regulatory Board and who is serving under the supervision of a registered auditor.<sup>3</sup></u></p>
<u>Regulatory Board</u>	<p><u>The Independent Regulatory Board for Auditors established by Section 3 of the Act<sup>4</sup>.</u></p>

<sup>3</sup> Section 1 v “registered candidate auditor”.

<sup>4</sup> Section 1 v “Regulatory Board”.

Related entity	<p>An entity that has any of the following relationships with the client:</p> <ul style="list-style-type: none"> <li>(a) An entity that has direct or indirect control over the client if the client is material to such entity;</li> <li>(b) An entity with a direct financial interest in the client if that entity has significant influence over the client and the interest in the client is material to such entity;</li> <li>(c) An entity over which the client has direct or indirect control;</li> <li>(d) An entity in which the client, or an entity related to the client under (c) above, has a direct financial interest that gives it significant influence over such entity and the interest is material to the client and its related entity in (c); and</li> <li>(e) An entity which is under common control with the client (a “sister entity”) if the sister entity and the client are both material to the entity that controls both the client and sister entity.</li> </ul>
Responsible party	In an assurance engagement, the party responsible for the underlying subject matter.
Review client	An entity in respect of which a firm conducts a review engagement.
Review engagement	An assurance engagement, conducted in accordance with <i>International Standards on Review Engagements</i> or equivalent, in which a professional accountant in public practice expresses a conclusion on whether, on the basis of the procedures which do not provide all the evidence that would be required in an audit, anything has come to the professional accountant’s attention that causes the professional accountant to believe that the financial statements are not prepared, in all material respects, in accordance with an applicable financial reporting framework.
Review team	<ul style="list-style-type: none"> <li>(a) All members of the engagement team for the review engagement; and</li> <li>(b) All others within a firm who can directly influence the outcome of the review engagement, including: <ul style="list-style-type: none"> <li>(i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the engagement partner in connection with the performance of the review engagement, including those at all successively senior levels above the engagement partner through to the individual who is the firm’s Senior or Managing Partner (Chief Executive or equivalent);</li> <li>(ii) Those who provide consultation regarding technical or industry specific issues, transactions or events for the engagement; and</li> <li>(iii) Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and</li> </ul> </li> <li>(c) All those within a network firm who can directly influence the outcome of the review engagement.</li> </ul>

Safeguards	<p><i>Safeguards are actions, individually or in combination, that the professional accountant takes that effectively reduce threats to compliance with the fundamental principles to an acceptable level.</i></p> <p><i>This term is described in paragraph 120.10 A2.</i></p>
Senior professional accountant in business	<p><i>Senior professional accountants in business are directors, officers or senior employees able to exert significant influence over, and make decisions regarding, the acquisition, deployment and control of the employing organisation's human, financial, technological, physical and intangible resources.</i></p> <p><i>This term is described in paragraph 260.11 A1.</i></p>
Substantial harm	<p><i>This term is described in paragraphs 260.5 A3 and 360.5 A3.</i></p>
Special purpose financial statements	<p>Financial statements prepared in accordance with a financial reporting framework designed to meet the financial information needs of specified users.</p>
Subject matter information	<p>The outcome of the measurement or evaluation of the underlying subject matter against the criteria, i.e., the information that results from applying the criteria to the underlying subject matter.</p>
Those charged with governance	<p>The person(s) or organisation(s) (for example, a corporate trustee) with responsibility for overseeing the strategic direction of the entity and obligations related to the accountability of the entity. This includes overseeing the financial reporting process. For some entities in some jurisdictions, those charged with governance might include management personnel, for example, executive members of a governance board of a private or public sector entity, or an owner-manager.</p>
Threats	<p><i>This term is described in paragraph 120.6 A3 and includes the following categories:</i></p> <p><i>Self-interest</i>                      <i>120.6 A3(a)</i></p> <p><i>Self-review</i>                        <i>120.6 A3(b)</i></p> <p><i>Advocacy</i>                            <i>120.6 A3(c)</i></p> <p><i>Familiarity</i>                         <i>120.6 A3(d)</i></p> <p><i>Intimidation</i>                       <i>120.6 A3(e)</i></p>
Time-on period	<p><i>This term is described in paragraph R540.5.</i></p>
Underlying subject matter	<p>The phenomenon that is measured or evaluated by applying criteria.</p>

## LISTS OF ABBREVIATIONS AND STANDARDS REFERRED TO IN THE CODE

### List of Abbreviations

Abbreviation	Explanation
Assurance Framework	International Framework for Assurance Engagements
COSO	Committee of Sponsoring Organisations of the Treadway Commission
COCO	Chartered Professional Accountants of Canada Criteria of Control
IAASB	International Auditing and Assurance Standards Board
IESBA	International Ethics Standards Board for Accountants
IFAC	International Federation of Accountants
ISAs	International Standards on Auditing
ISAEs	International Standards on Assurance Engagements
ISQMs	International Standards on Quality Management
ISREs	International Standards on Review Engagements

### List of Standards referred to in the code

Standard	Full title
IESBA Code	<i>IESBA International Code of Ethics for Professional accountants (including International Independence Standards)</i>
ISA 320	Materiality in Planning and Performing an Audit
ISA 610 (Revised 2013)	Using the Work of Internal Auditors
ISAE 3000 (Revised)	Assurance Engagements Other than Audits or Reviews of Historical Financial Information
ISQM 1	Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements
ISQM 2	Engagement Quality Reviews
ISRE 2400 (Revised)	Engagements to Review Historical Financial Statements

## **PART 1 – COMPLYING WITH THE CODE, FUNDAMENTAL PRINCIPLES AND CONCEPTUAL FRAMEWORK**

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## **PART 1 – COMPLYING WITH THE CODE, FUNDAMENTAL PRINCIPLES AND CONCEPTUAL FRAMEWORK**

### **Section 100**

#### **Complying with the Code**

##### **General**

- 100.1 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest.
- 100.2 Confidence in the profession is a reason why businesses, governments and other organisations involve professional accountants in a broad range of areas, including assurance and other professional activities. Professional accountants understand and acknowledge that such confidence is based on the skills and values that professional accountants bring to the professional activities they undertake, including:
- Adherence to ethical principles and professional standards;
  - Use of business acumen;
  - Application of expertise on technical and other matters; and
  - Exercise of professional judgement.
- The application of these skills and values enables professional accountants to provide advice or other output that meets the purpose for which it was provided, and which can be relied upon by the intended users of such output.
- 100.3 The Code sets out high-quality standards of ethical behaviour expected of professional accountants.
- 100.4 The Code establishes five fundamental principles to be complied with by all professional accountants. It also includes a conceptual framework that sets out the approach to be taken to identify, evaluate and address threats to compliance with those fundamental principles and, for audits and other assurance engagements, threats to independence. The Code also applies the fundamental principles and the conceptual framework to a range of facts and circumstances that professional accountants might encounter.

## Requirements and Application Material

- 100.5 A1 The requirements in the Code, designated with the letter “R,” impose obligations.
- 100.5 A2 Application material, designated with the letter “A,” provides context, explanations, suggestions for actions or matters to consider, illustrations and other guidance relevant to a proper understanding of the Code. In particular, the application material is intended to help a professional accountant to understand how to apply the conceptual framework to a particular set of circumstances and to understand and comply with a specific requirement. While such application material does not of itself impose a requirement, consideration of the material is necessary to the proper application of the requirements of the Code, including application of the conceptual framework.
- R100.6** A professional accountant shall comply with the Code.
- 100.6 A1 Upholding the fundamental principles and compliance with the specific requirements of the Code enable professional accountants to meet their responsibility to act in the public interest.
- 100.6 A2 Complying with the Code includes giving appropriate regard to the aim and intent of the specific requirements.
- 100.6 A3 Compliance with the requirements of the Code does not mean that professional accountants will have always met their responsibility to act in the public interest. There might be unusual or exceptional circumstances in which a professional accountant believes that complying with a requirement or requirements of the Code might not be in the public interest or would lead to a disproportionate outcome. In those circumstances, the professional accountant is encouraged to consult with an appropriate body such as a professional or regulatory body.
- 100.6 A4 In acting in the public interest, a professional accountant considers not only the preferences or requirements of an individual client or employing organisation, but also the interests of other stakeholders when performing professional activities.
- R100.7** If there are circumstances where laws or regulations preclude a professional accountant from complying with certain parts of the Code, those laws and regulations prevail, and the professional accountant shall comply with all other parts of the Code.
- 100.7 A1 The principle of professional behaviour requires a professional accountant to comply with relevant laws and regulations. Some jurisdictions might have provisions that differ from or go beyond those set out in the Code. Professional accountants in those jurisdictions need to be aware of those differences and comply with the more stringent provisions unless prohibited by law or regulation.

## Breaches of the Code

- R100.8** Paragraphs R400.80 to R400.89 and R900.50 to R900.55 address a breach of *Independence Standards*. A professional accountant who identifies a breach of any other provision of the Code shall evaluate the significance of the breach and its impact on the professional accountant’s ability to comply with the fundamental principles. The professional accountant shall also:
- (a) Take whatever actions might be available, as soon as possible, to address the consequences of the breach satisfactorily; and
  - (b) Determine whether to report the breach to the relevant parties.
- 100.8 A1 Relevant parties to whom such a breach might be reported include those who might have been affected by it, a professional or regulatory body or an oversight authority.

## Section 110

### The Fundamental Principles

#### General

- 110.1 A1 There are five fundamental principles of ethics for professional accountants:
- (a) Integrity – to be straightforward and honest in all professional and business relationships.
  - (b) Objectivity – to exercise professional or business judgement without being compromised by:
    - (i) Bias;
    - (ii) Conflict of interest; or
    - (iii) Undue influence of, or undue reliance on, individuals, organisations, technology or other factors.
  - (c) Professional Competence and Due Care – to:
    - (i) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organisation receives competent professional service, based on current technical and professional standards and relevant legislation; and
    - (ii) Act diligently and in accordance with applicable technical and professional standards.
  - (d) Confidentiality – to respect the confidentiality of information acquired as a result of professional and business relationships.
  - (e) Professional Behaviour – to:
    - (i) Comply with relevant laws and regulations
    - (ii) Behave in a manner consistent with the profession’s responsibility to act in the public interest in all professional activities and business relationships; and
    - (iii) Avoid any conduct that the professional accountant knows or should know might discredit the profession.
- R110.2** A professional accountant shall comply with each of the fundamental principles.
- 110.2 A1 The fundamental principles of ethics establish the standard of behaviour expected of a professional accountant. The conceptual framework establishes the approach which a professional accountant is required to apply to assist in complying with those fundamental principles. Subsections 111 to 115 set out requirements and application material related to each of the fundamental principles.
- 110.2 A2 A professional accountant might face a situation in which complying with one fundamental principle conflicts with complying with one or more other fundamental principles. In such a situation, the professional accountant might consider consulting, on an anonymous basis if necessary, with:
- Others within the firm or employing organisation.
  - Those charged with governance.
  - A professional body.
  - A regulatory body.
  - Legal counsel.

However, such consultation does not relieve the professional accountant from the responsibility to exercise professional judgement to resolve the conflict or, if necessary, and unless prohibited by law or regulation, disassociate from the matter creating the conflict.

- 110.2 A3 The professional accountant is encouraged to document the substance of the issue, the details of any discussions, the decisions made and the rationale for those decisions.

### **Subsection 111 – Integrity**

- R111.1** A professional accountant shall comply with the principle of integrity, which requires an accountant to be straightforward and honest in all professional and business relationships.
- 111.1 A1 Integrity involves fair dealing, truthfulness and having the strength of character to act appropriately, even when facing pressure to do otherwise or when doing so might create potential adverse personal or organisational consequences.
- 111.1 A2 Acting appropriately involves:
- (a) Standing one's ground when confronted by dilemmas and difficult situations; or
  - (b) Challenging others as and when circumstances warrant, in a manner appropriate to the circumstances.
- R111.2** A professional accountant shall not knowingly be associated with reports, returns, communications or other information where the professional accountant believes that the information:
- (a) Contains a materially false or misleading statement;
  - (b) Contains statements or information provided recklessly; or
  - (c) Omits or obscures required information where such omission or obscurity would be misleading.
- 111.2 A1 If a professional accountant provides a modified report in respect of such a report, return, communication or other information, the professional accountant is not in breach of paragraph R111.2.
- R111.3** When a professional accountant becomes aware of having been associated with information described in paragraph R111.2, the professional accountant shall take steps to be disassociated from that information.

### **Subsection 112 – Objectivity**

- R112.1** A professional accountant shall comply with the principle of objectivity, which requires a professional accountant to exercise professional or business judgement without being compromised by:
- (a) Bias;
  - (b) Conflict of interest; or
  - (c) Undue influence of, or undue reliance on, individuals, organisations, technology or other factors.
- R112.2** A professional accountant shall not undertake a professional activity if a circumstance or relationship unduly influences the professional accountant's professional judgement regarding that activity.

### Subsection 113 – Professional Competence and Due Care

- R113.1** A professional accountant shall comply with the principle of professional competence and due care, which requires a professional accountant to:
- (a) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organisation receives competent professional service, based on current technical and professional standards and relevant legislation; and
  - (b) Act diligently and in accordance with applicable technical and professional standards.
- 113.1 A1 Serving clients and employing organisations with professional competence requires the exercise of sound judgement in applying professional knowledge and skill when undertaking professional activities.
- 113.1 A2 Maintaining professional competence requires a continuing awareness and an understanding of relevant technical, professional and business developments. Continuing professional development enables a professional accountant to develop and maintain the capabilities to perform competently within the professional environment.
- 113.1 A3 Diligence encompasses the responsibility to act in accordance with the requirements of an assignment, carefully, thoroughly and on a timely basis.
- R113.2** In complying with the principle of professional competence and due care, a professional accountant shall take reasonable steps to ensure that those working in a professional capacity under the professional accountant's authority have appropriate training and supervision.
- R113.3** Where appropriate, a professional accountant shall make clients, the employing organisation, or other users of the professional accountant's professional services or activities, aware of the limitations inherent in the services or activities.
- R113.4 SA** *A professional accountant shall not undertake or continue with any engagement that the professional accountant is not competent to perform, unless the professional accountant obtains advice and assistance which enables the professional accountant to carry out the engagement satisfactorily.*

### Subsection 114 – Confidentiality

- R114.1** A professional accountant shall comply with the principle of confidentiality, which requires a professional accountant to respect the confidentiality of information acquired as a result of professional and business relationships. A professional accountant shall:
- (a) Be alert to the possibility of inadvertent disclosure, including in a social environment, and particularly to a close business associate or an immediate or a close family member;
  - (b) Maintain confidentiality of information within the firm or employing organisation;
  - (c) Maintain confidentiality of information disclosed by a prospective client or employing organisation;
  - (d) Not disclose confidential information acquired as a result of professional and business relationships outside the firm or employing organisation without proper and specific authority, unless there is a legal or professional duty or right to disclose;

- (e) Not use confidential information acquired as a result of professional and business relationships for the personal advantage of the professional accountant or for the advantage of a third party;
- (f) Not use or disclose any confidential information, either acquired or received as a result of a professional or business relationship, after that relationship has ended; and
- (g) Take reasonable steps to ensure that personnel under the professional accountant's control, and individuals from whom advice and assistance are obtained, respect the professional accountant's duty of confidentiality.

114.1 A1 Confidentiality serves the public interest because it facilitates the free flow of information from the professional accountant's client or employing organisation to the professional accountant in the knowledge that the information will not be disclosed to a third party. Nevertheless, the following are circumstances where professional accountants are or might be required to disclose confidential information or when such disclosure might be appropriate:

- (a) Disclosure is required by law, for example:
  - (i) Production of documents or other provision of evidence in the course of legal proceedings; or
  - (ii) Disclosure to the appropriate public authorities of infringements of the law that come to light; *including disclosures of reportable irregularities reported to the Regulatory Board as required by section 45 of the Act;*
- (b) Disclosure is permitted by law and is authorised by the client or the employing organisation; and
- (c) There is a professional duty or right to disclose, when not prohibited by law:
  - (i) To comply with the quality review of *the Regulatory Board or the Institute;*
  - (ii) To respond to an inquiry or investigation *by the Institute, the Regulatory Board and any other* regulatory body;
  - (iii) To protect the professional interests of a professional accountant in legal proceedings; or
  - (iv) To comply with technical and professional standards, including ethics requirements.

114.1 A2 In deciding whether to disclose confidential information, factors to consider, depending on the circumstances, include:

- Whether the interests of any parties, including third parties whose interests might be affected, could be harmed if the client or employing organisation consents to the disclosure of information by the professional accountant.
- Whether all the relevant information is known and substantiated, to the extent practicable. Factors affecting the decision to disclose include:
  - Unsubstantiated facts.
  - Incomplete information.
  - Unsubstantiated conclusions.
- The proposed type of communication, and to whom it is addressed.
- Whether the parties to whom the communication is addressed are appropriate recipients.

- R114.2** A professional accountant shall continue to comply with the principle of confidentiality even after the end of the relationship between the professional accountant and a client or employing organisation. When changing employment or acquiring a new client, the professional accountant is entitled to use prior experience but shall not use or disclose any confidential information acquired or received as a result of a professional or business relationship.

### Subsection 115 – Professional Behaviour

- R115.1** A professional accountant shall comply with the principle of professional behaviour, which requires a professional accountant to:

- (a) Comply with relevant laws and regulations;
- (b) Behave in a manner consistent with the profession's responsibility to act in the public interest in all professional activities and business relationships; and
- (c) Avoid any conduct that the professional accountant knows or should know might discredit the profession.

A professional accountant shall not knowingly engage in any business, occupation or activity that impairs or might impair the integrity, objectivity or good reputation of the profession, and as a result would be incompatible with the fundamental principles.

- 115.1 A1 Conduct that might discredit the profession includes conduct that a reasonable and informed third party would be likely to conclude adversely affects the good reputation of the profession.

- R115.2** When undertaking marketing or promotional activities, a professional accountant shall not bring the profession into disrepute. A professional accountant shall be honest and truthful and shall not make:

- (a) Exaggerated claims for the services offered by, or the qualifications or experience of, the professional accountant; or
- (b) Disparaging references or unsubstantiated comparisons to the work of others.

- 115.2 A1 If a professional accountant is in doubt about whether a form of advertising or marketing is appropriate, the professional accountant is encouraged to consult with the *Institute*.

#### **Multiple Firms and Assisted Holding Out**

- R115.3 SA** *A professional accountant may be associated with more than one audit firm or a professional services firm. Such association shall not be misleading or cause confusion, and the professional accountant shall ensure that there is a clear distinction between the different firms.*

- R115.4 SA** *A professional accountant who is associated with an audit firm, or professional services firm and has professional accountants who are not registered auditors, shall ensure:*

- *that those professional accountants do not intentionally or unintentionally contravene Section 41(1) and /or 41(2) of the Act, or*
- *that any action of the professional accountant or the firm do not intentionally or unintentionally assist Section 41(1) and / or 41(2) of the Act to be contravened by those professional accountants who are not registered auditors*

**Signing Convention for Reports or Certificates**

**R115.5 SA** *A professional accountant shall not delegate to any person who is not a partner or fellow director, the power to sign audit, review or other assurance reports, to be signed by the professional accountant responsible for the engagement. However, in specific cases where emergencies of sufficient gravity arise, this prohibition may be relaxed, provided the full circumstances giving rise to the need for delegation are reported both to the relevant client and to the Regulatory Board or the Institute, and written consent for such delegation is obtained from the Regulatory Board or the Institute.*

**R115.6 SA** *The individual professional accountant responsible for the audit, review or other assurance engagement<sup>5</sup> shall, when signing any audit, review or other assurance report or certificate, reflect the following:*

- (a) the individual professional accountant's full name;*
- (b) if not a sole proprietor, the capacity in which they are signing;*
- (c) their designation underneath their name; and*
- (d) if not set out on the firm's letterhead, the name of the professional accountant's firm.*

**Use of Electronic Signatures****Introduction**

**115.7 A1 SA** *A professional accountant might, when signing any audit, review, or other assurance report, make use of an ordinary or advanced electronic signature as an alternative to a traditional wet-ink signature.*

**115.7 A2 SA** *The Electronic Communications and Transactions Act, 2002 (No. 25 of 2002) (ECT Act), allows for the use of an electronic signature. The main object of the ECT Act is to enable and facilitate electronic communications and transactions in the public interest.*

**115.7 A3 SA** *The ECT Act allows for the use of ordinary and advanced electronic signatures.*

**115.7.A4 SA** *An advanced electronic signature is the more secure form of electronic signatures. An ordinary electronic signature can take many forms and security features in these signatures range from no security to security provided by software or other products that are close to or similar to those of an advanced electronic signature.*

**115.7.A5 SA** *Advanced electronic signatures are a specialised type of electronic signature that result from a process that has been accredited by the South African Accreditation Authority (SAAA). The SAAA is responsible for the accreditation of authentication and certification of products and services used in support of advanced electronic signatures and monitoring of the activities of authentication and certification service providers whose products or services have been accredited by the SAAA within the Republic of South Africa.*

**Requirements and Application Material**

**R115.8 SA** *The individual professional accountant responsible for the audit, review or other assurance engagement shall, when signing any audit, review, or other assurance report, make use of either:*

- (a) A wet-ink signature;*

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<sup>5</sup> Section 44(1)(a).

(b) A secure ordinary electronic signature; or

(c) An advanced electronic signature

that is/are the firm's authorised means of signing any audit, review, or other assurance report.

115.9 A1 SA The inappropriate use of a signature might create threats to compliance with the fundamental principles of professional competence and due care and professional behaviour.

115.9 A2 SA A secure ordinary electronic signature means an electronic signature generated by a technology system or application that contains data security features which protect the ordinary electronic signature from unauthorised use and access.

Examples of ordinary electronic signatures that are not secure include, but are not limited to:

- A typed name or initials in electronic format marked as "signed electronically"
- A wet-ink signature that is photographed or scanned and thus transformed into an electronic format
- The use of a stylus without data security features

### **Considerations When Choosing an Electronic Signature**

115.10 A1 SA Factors that are relevant when the firm decides whether an ordinary or advanced electronic signature is appropriately secure in the circumstances, include:

- The nature and extent of security provided, for example:
  - Whether it meets recognised security standards, such as the information security management system standard (ISO 27001); and/or
  - The type and number of data security features that it incorporates; and/or
  - The strength of applicable access controls
- Whether the service provider is reputable

### **Considerations When Using an Ordinary Electronic Signature**

115.11 A1 SA The inappropriate use of a secure ordinary electronic signature might create threats to compliance with the fundamental principles of professional competence and due care and professional behaviour when unauthorised access to the secure ordinary electronic signature is obtained and it is used to sign an audit, review or other assurance report without the knowledge of the individual professional accountant to whom the secure ordinary electronic signature belongs. The level of threats will be affected by how the firm responds to the factors in 115.10 A1 SA.

115.11 2 SA Examples of actions that might be safeguards to address such threats include:

- The professional accountant taking precautions to prevent unauthorised use of the secure ordinary electronic signature;
- Obtaining assistance or training from someone with the necessary expertise on the use of a secure ordinary electronic signature; and
- Should the unauthorised user of the secure ordinary electronic signature be holding out to be a professional accountant, reporting the unauthorised use of the secure ordinary electronic signature to the Regulatory Board or the Institute and taking the necessary corrective action.

## Section 120

### The Conceptual Framework

#### Introduction

- 120.1 The circumstances in which professional accountants operate might create threats to compliance with the fundamental principles. Section 120 sets out requirements and application material, including a conceptual framework, to assist professional accountants in complying with the fundamental principles and meeting their responsibility to act in the public interest. Such requirements and application material accommodate the wide range of facts and circumstances, including the various professional activities, interests and relationships, that create threats to compliance with the fundamental principles. In addition, they deter professional accountants from concluding that a situation is permitted solely because that situation is not specifically prohibited by the Code.
- 120.2 The conceptual framework specifies an approach for a professional accountant to:
- (a) Identify threats to compliance with the fundamental principles;
  - (b) Evaluate the threats identified; and
  - (c) Address the threats by eliminating or reducing them to an acceptable level.

#### Requirements and Application Material

##### General

- R120.3** The professional accountant shall apply the conceptual framework to identify, evaluate and address threats to compliance with the fundamental principles set out in Section 110.
- 120.3 A1 Additional requirements and application material that are relevant to the application of the conceptual framework are set out in:
- (a) Part 2 – *Professional accountants in Business*;
  - (b) Part 3 – *Professional accountants in Public Practice*; and
  - (c) Part 4 – *Independence Standards*, as follows:
    - (i) Part 4A – *Independence for Audit and Review Engagements*; and
    - (ii) Part 4B – *Independence for Assurance Engagements Other than Audit and Review Engagements*.
- R120.4** When dealing with an ethics issue, the professional accountant shall consider the context in which the issue has arisen or might arise. Where an individual who is a professional accountant in public practice is performing professional activities pursuant to the professional accountant's relationship with the firm, whether as a contractor, employee or owner, the individual shall comply with the provisions in Part 2 that apply to these circumstances.
- R120.5** When applying the conceptual framework, the professional accountant shall:
- (a) Have an inquiring mind
  - (b) Exercise professional judgement; and
  - (c) Use the reasonable and informed third party test described in paragraph 120.5 A6.

*Having an inquiring mind*

- 120.5 A1 An inquiring mind is a prerequisite to obtaining an understanding of known facts and circumstances necessary for the proper application of the conceptual framework. Having an inquiring mind involves:
- (a) Considering the source, relevance and sufficiency of information obtained, taking into account the nature, scope and outputs of the professional activity being undertaken; and
  - (b) Being open and alert to a need for further investigation or other action.
- 120.5 A2 When considering the source, relevance and sufficiency of information obtained, the professional accountant might consider, among other matters, whether:
- New information has emerged or there have been changes in facts and circumstances.
  - The information or its source might be influenced by bias or self-interest.
  - There is reason to be concerned that potentially relevant information might be missing from the facts and circumstances known to the professional accountant.
  - There is an inconsistency between the known facts and circumstances and the professional accountant's expectations.
  - The information provides a reasonable basis on which to reach a conclusion.
  - There might be other reasonable conclusions that could be reached from the information obtained.
- 120.5 A3 Paragraph R120.5 requires all professional accountants to have an inquiring mind when identifying, evaluating and addressing threats to the fundamental principles. This prerequisite for applying the conceptual framework applies to all professional accountant regardless of the professional activity undertaken. Under auditing, review and other assurance standards, including those issued by the IAASB, professional accountants are also required to exercise professional scepticism, which includes a critical assessment of evidence.

*Exercising Professional Judgement*

- 120.5 A4 Professional judgement involves the application of relevant training, professional knowledge, skill and experience commensurate with the facts and circumstances, taking into account the nature and scope of the particular professional activities, and the interests and relationships involved.
- 120.5 A5 Professional judgement is required when the professional accountant applies the conceptual framework in order to make informed decisions about the courses of actions available, and to determine whether such decisions are appropriate in the circumstances. In making this determination, the professional accountant might consider matters such as whether:
- The professional accountant's expertise and experience are sufficient to reach a conclusion.
  - There is a need to consult with others with relevant expertise or experience. The professional accountant's own preconception or bias might be affecting the professional accountant's exercise of professional judgement.

*Reasonable and Informed Third Party*

120.5 A6 The reasonable and informed third party test is a consideration by the professional accountant about whether the same conclusions would likely be reached by another party. Such consideration is made from the perspective of a reasonable and informed third party, who weighs all the relevant facts and circumstances that the professional accountant knows, or could reasonably be expected to know, at the time the conclusions are made. The reasonable and informed third party does not need to be a professional accountant, but would possess the relevant knowledge and experience to understand and evaluate the appropriateness of the professional accountant's conclusions in an impartial manner.

**Identifying Threats**

**R120.6** The professional accountant shall identify threats to compliance with the fundamental principles.

120.6 A1 An understanding of the facts and circumstances, including any professional activities, interests and relationships that might compromise compliance with the fundamental principles, is a prerequisite to the professional accountant's identification of threats to such compliance. The existence of certain conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organisation that can enhance the professional accountant acting ethically might also help identify threats to compliance with the fundamental principles. Paragraph 120.8 A2 includes general examples of such conditions, policies and procedures which are also factors that are relevant in evaluating the level of threats.

120.6 A2 Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. It is not possible to define every situation that creates threats. In addition, the nature of engagements and work assignments might differ and, consequently, different types of threats might be created.

120.6 A3 Threats to compliance with the fundamental principles fall into one or more of the following categories:

- (a) Self-interest threat – the threat that a financial or other interest will inappropriately influence a professional accountant's judgement or behaviour;
- (b) Self-review threat – the threat that a professional accountant will not appropriately evaluate the results of a previous judgement made; or an activity performed by the professional accountant, or by another individual within the professional accountant's firm or employing organisation, on which the professional accountant will rely when forming a judgement as part of performing a current activity;
- (c) Advocacy threat – the threat that a professional accountant will promote a client's or employing organisation's position to the point that the professional accountant's objectivity is compromised;
- (d) Familiarity threat – the threat that due to a long or close relationship with a client, or employing organisation, a professional accountant will be too sympathetic to their interests or too accepting of their work; and
- (e) Intimidation threat – the threat that a professional accountant will be deterred from acting objectively because of actual or perceived pressures, including attempts to exercise undue influence over the professional accountant.

120.6 A4 A circumstance might create more than one threat, and a threat might affect compliance with more than one fundamental principle.

## Evaluating Threats

**R120.7** When the professional accountant identifies a threat to compliance with the fundamental principles, the professional accountant shall evaluate whether such a threat is at an acceptable level.

### *Acceptable Level*

120.7 A1 An acceptable level is a level at which a professional accountant using the reasonable and informed third party test would likely conclude that the professional accountant complies with the fundamental principles.

### *Factors Relevant in Evaluating the Level of Threats*

120.8 A1 The consideration of qualitative as well as quantitative factors is relevant in the professional accountant's evaluation of threats, as is the combined effect of multiple threats, if applicable.

120.8 A2 The existence of conditions, policies and procedures described in paragraph 120.6 A1 might also be factors that are relevant in evaluating the level of threats to compliance with fundamental principles. Examples of such conditions, policies and procedures include:

- Corporate governance requirements.
- Educational, training and experience requirements for the profession.
- Effective complaint systems which enable the professional accountant and the general public to draw attention to unethical behaviour.
- An explicitly stated duty to report breaches of ethics requirements.
- Professional or regulatory monitoring and disciplinary procedures.

### *Consideration of New Information or Changes in Facts and Circumstances*

**R120.9** If the professional accountant becomes aware of new information or changes in facts and circumstances that might impact whether a threat has been eliminated or reduced to an acceptable level, the professional accountant shall re-evaluate and address that threat accordingly.

120.9 A1 Remaining alert throughout the professional activity assists the professional accountant in determining whether new information has emerged or changes in facts and circumstances have occurred that:

- (a) Impact the level of a threat; or
- (b) Affect the professional accountant's conclusions about whether safeguards applied continue to be appropriate to address identified threats.

120.9 A2 If new information results in the identification of a new threat, the professional accountant is required to evaluate and, as appropriate, address this threat. (Ref: Paras. R120.7 and R120.10).

## Addressing Threats

**R120.10** If the professional accountant determines that the identified threats to compliance with the fundamental principles are not at an acceptable level, the professional accountant shall address the threats by eliminating them or reducing them to an acceptable level. The professional accountant shall do so by:

- (a) Eliminating the circumstances, including interests or relationships, that are creating the threats;

- (b) Applying safeguards, where available and capable of being applied, to reduce the threats to an acceptable level; or
- (c) Declining or ending the specific professional activity.

#### *Actions to Eliminate Threats*

120.10 A1 Depending on the facts and circumstances, a threat might be addressed by eliminating the circumstance creating the threat. However, there are some situations in which threats can only be addressed by declining or ending the specific professional activity. This is because the circumstances that created the threats cannot be eliminated and safeguards are not capable of being applied to reduce the threat to an acceptable level.

#### *Safeguards*

120.10 A2 Safeguards are actions, individually or in combination, that the professional accountant takes that effectively reduce threats to compliance with the fundamental principles to an acceptable level.

#### *Consideration of Significant Judgements Made and Overall Conclusions Reached*

**R120.11** The professional accountant shall form an overall conclusion about whether the actions that the professional accountant takes, or intends to take, to address the threats created will eliminate those threats or reduce them to an acceptable level. In forming the overall conclusion, the professional accountant shall:

- (a) Review any significant judgements made or conclusions reached; and
- (b) Use the reasonable and informed third party test.

#### **Other Considerations when Applying the Conceptual Framework**

##### *Bias*

120.12 A1 Conscious or unconscious bias affects the exercise of professional judgement when identifying, evaluating and addressing threats to compliance with the fundamental principles.

120.12 A2 Examples of potential bias to be aware of when exercising professional judgment include:

- Anchoring bias, which is a tendency to use an initial piece of information as an anchor against which subsequent information is inadequately assessed.
- Automation bias, which is a tendency to favour output generated from automated systems, even when human reasoning or contradictory information raises questions as to whether such output is reliable or fit for purpose.
- Availability bias, which is a tendency to place more weight on events or experiences that immediately come to mind or are readily available than on those that are not.
- Confirmation bias, which is a tendency to place more weight on information that corroborates an existing belief than information that contradicts or casts doubt on that belief.
- Groupthink, which is a tendency for a group of individuals to discourage individual creativity and responsibility and as a result reach a decision without critical reasoning or consideration of alternatives.
- Overconfidence bias, which is a tendency to overestimate one's own ability to make accurate assessments of risk or other judgements or decisions.

- Representation bias, which is a tendency to base an understanding on a pattern of experiences, events or beliefs that is assumed to be representative.
  - Selective perception, which is a tendency for a person's expectations to influence how the person views a particular matter or person.
- 120.12 A3 Actions that might mitigate the effect of bias include:
- Seeking advice from experts to obtain additional input.
  - Consulting with others to ensure appropriate challenge as part of the evaluation process.
  - Receiving training related to the identification of bias as part of professional development.

#### *Organisational Culture*

- 120.13 A1 The effective application of the conceptual framework by a professional accountant is enhanced when the importance of ethical values that align with the fundamental principles and other provisions set out in the Code is promoted through the internal culture of the professional accountant's firm
- 120.13 A2 The promotion of an ethical culture within an organisation is most effective when:
- (a) Leaders and those in managerial roles promote the importance of, and hold themselves and others accountable for demonstrating, the ethical values of the organisation;
  - (b) Appropriate education and training programs, management processes, and performance evaluation and reward criteria that promote an ethical culture are in place;
  - (c) Effective policies and procedures are in place to encourage and protect those who report actual or suspected illegal or unethical behaviour, including whistle-blowers; and
  - (d) The organisation adheres to ethical values in its dealings with third parties.
- 120.13 A3 Professional accountants are expected to encourage and promote an ethics-based culture in their organisation, taking into account their position and seniority.

### **Considerations for Audits, Reviews, Other Assurance and Related Services Engagements**

#### *Firm Culture*

- 120.14 A1 ISQM 1 sets out requirements and application material relating to firm culture in the context of a firm's responsibilities to design, implement and operate a system of quality management for audits or reviews of financial statements, or other assurance or related services engagements.

#### *Independence*

- 120.15 A1 Professional accountants in public practice are required by *Independence Standards* to be independent when performing audits, reviews, or other assurance engagements. Independence is linked to the fundamental principles of objectivity and integrity. It comprises:
- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgement, thereby allowing an individual to act with integrity, and exercise objectivity and professional scepticism.

- (b) Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm’s or an audit or assurance team member’s integrity, objectivity or professional scepticism has been compromised.

120.15 A2 Independence Standards set out requirements and application material on how to apply the conceptual framework to maintain independence when performing audits, reviews or other assurance engagements. Professional accountants and firms are required to comply with these standards in order to be independent when conducting such engagements. The conceptual framework to identify, evaluate and address threats to compliance with the fundamental principles applies in the same way to compliance with independence requirements. The categories of threats to compliance with the fundamental principles described in paragraph 120.6 A3 are also the categories of threats to compliance with independence requirements.

120.15 A3 Conditions, policies and procedures described in paragraphs 120.6 A1 and 120.8 A2 that might assist in identifying and evaluating threats to compliance with the fundamental principles might also be factors relevant to identifying and evaluating threats to independence. In the context of audits, reviews and other assurance engagements, a system of quality management designed, implemented and operated by a firm in accordance with the quality management standards issued by the IAASB is an example of such conditions, policies and procedures.

### *Professional Scepticism*

120.16 A1 Under auditing, review and other assurance standards, including those issued by the IAASB, professional accountants in public practice are required to exercise professional scepticism when planning and performing audits, reviews and other assurance engagements. Professional scepticism and the fundamental principles that are described in Section 110 are inter-related concepts.

120.16 A2 In an audit of financial statements, compliance with the fundamental principles, individually and collectively, supports the exercise of professional scepticism, as shown in the following examples:

- *Integrity* requires the professional accountant to be straightforward and honest. For example, the professional accountant complies with the principle of integrity by:
  - (a) Being straightforward and honest when raising concerns about a position taken by a client; and
  - (b) Pursuing inquiries about inconsistent information and seeking further audit evidence to address concerns about statements that might be materially false or misleading in order to make informed decisions about the appropriate course of action in the circumstances.
  - (c) Having the strength of character to act appropriately, even when facing pressure to do otherwise or when doing so might create potential adverse personal or organisational consequences. Acting appropriately involves:
    - (i) Standing one’s ground when confronted by dilemmas and difficult situations; or
    - (ii) Challenging others as and when circumstances warrant, in a manner appropriate to the circumstances.

In doing so, the professional accountant demonstrates the critical assessment of audit evidence that contributes to the exercise of professional scepticism.

- *Objectivity* requires the professional accountant to exercise professional or business judgement without being compromised by:
  - (a) Bias;
  - (b) Conflict of interest; or
  - (c) Undue influence of, or undue reliance on, individuals, organisations, technology or other factors.

For example, the professional accountant complies with the principle of objectivity by:

- (a) Recognizing circumstances or relationships such as familiarity with the client, that might compromise the professional accountant’s professional or business judgement; and
- (b) Considering the impact of such circumstances and relationships on the professional accountant’s judgement when evaluating the sufficiency and appropriateness of audit evidence related to a matter material to the client’s financial statements.

In doing so, the professional accountant behaves in a manner that contributes to the exercise of professional scepticism.

- *Professional competence and due care* requires the professional accountant to have professional knowledge and skill at the level required to ensure the provision of competent professional service, and to act diligently in accordance with applicable standards, laws and regulations. For example, the professional accountant complies with the principle of professional competence and due care by:
  - (a) Applying knowledge that is relevant to a particular client’s industry and business activities in order to properly identify risks of material misstatement;
  - (b) Designing and performing appropriate audit procedures; and
  - (c) Applying relevant knowledge when critically assessing whether audit evidence is sufficient and appropriate in the circumstances.

In doing so, the professional accountant behaves in a manner that contributes to the exercise of professional scepticism.

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## **PART 2 – PROFESSIONAL ACCOUNTANTS IN BUSINESS**

### **Section 200**

#### **Applying the Conceptual Framework – Professional Accountants in Business**

##### **Introduction**

- 200.1 This Part of the Code sets out requirements and application material for professional accountants in business when applying the conceptual framework set out in Section 120. It does not describe all of the facts and circumstances, including professional activities, interests and relationships, that could be encountered by professional accountants in business, which create or might create threats to compliance with the fundamental principles. Therefore, the conceptual framework requires professional accountants in business to be alert for such facts and circumstances.
- 200.2 Investors, creditors, employing organisations and other sectors of the business community, as well as governments and the general public, might rely on the work of professional accountants in business. Professional accountants in business might be solely or jointly responsible for the preparation and reporting of financial and other information, on which both their employing organisations and third parties might rely. They might also be responsible for providing effective financial management and competent advice on a variety of business-related matters.
- 200.3 A professional accountant in business might be an employee, contractor, partner, director (executive or non-executive), owner-manager, or volunteer of an employing organisation. The legal form of the relationship of the professional accountant with the employing organisation has no bearing on the ethical responsibilities placed on the professional accountant.
- 200.4 In this Part, the term “professional accountant” refers to:
- (a) A professional accountant in business; and
  - (b) An individual who is a professional accountant in public practice when performing professional activities pursuant to the professional accountant’s relationship with the professional accountant’s firm, whether as a contractor, employee or owner. More information on when Part 2 is applicable to professional accountants in public practice is set out in paragraphs R120.4, R300.5 and 300.5 A1.

##### **Requirements and Application Material**

###### **General**

- R200.5** A professional accountant shall comply with the fundamental principles set out in Section 110 and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to compliance with the fundamental principles.
- 200.5 A1 A professional accountant has a responsibility to further the legitimate objectives of the professional accountant’s employing organisation. The Code does not seek to hinder accountants from fulfilling that responsibility, but addresses circumstances in which compliance with the fundamental principles might be compromised.

- 200.5 A2 Professional accountants may promote the position of the employing organisation when furthering the legitimate goals and objectives of their employing organisation, provided that any statements made are neither false nor misleading. Such actions usually would not create an advocacy threat.
- 200.5 A3 The more senior the position of a professional accountant, the greater will be the ability and opportunity to access information, and to influence policies, decisions made and actions taken by others involved with the employing organisation. To the extent that they are able to do so, taking into account their position and seniority in the organisation, professional accountants are expected to encourage and promote an ethics-based culture in the organisation in accordance with paragraph 120.13 A3. Examples of actions that might be taken include the introduction, implementation and oversight of:
- Ethics education and training programmes.
  - Management processes and performance evaluation and reward criteria that promote an ethical culture
  - Ethics and whistle-blowing policies.
  - Policies and procedures designed to prevent non-compliance with laws and regulations.

### Identifying Threats

- 200.6 A1 Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. The categories of threats are described in paragraph 120.6 A3. The following are examples of facts and circumstances within each of those categories that might create threats for a professional accountant when undertaking a professional activity:
- (a) Self-interest Threats
- A professional accountant holding a financial interest in, or receiving a loan or guarantee from, the employing organisation.
  - A professional accountant participating in incentive compensation arrangements offered by the employing organisation.
  - A professional accountant having access to corporate assets for personal use.
  - A professional accountant being offered a gift or special treatment from a supplier of the employing organisation.
- (b) Self-review Threats
- A professional accountant determining the appropriate accounting treatment for a business combination after performing the feasibility study supporting the purchase decision.
- (c) Advocacy Threats
- A professional accountant having the opportunity to manipulate information in a prospectus in order to obtain favourable financing.
- (d) Familiarity Threats
- A professional accountant being responsible for the financial reporting of the employing organisation when an immediate or close family member employed by the organisation makes decisions that affect the financial reporting of the organisation.
  - A professional accountant having a long association with individuals influencing business decisions.

(e) Intimidation Threats

- A professional accountant or immediate or close family member facing the threat of dismissal or replacement over a disagreement about:
  - The application of an accounting principle.
  - The way in which financial information is to be reported.
- An individual attempting to influence the decision-making process of the professional accountant, for example with regard to the awarding of contracts or the application of an accounting principle.

**Evaluating Threats**

- 200.7 A1 The conditions, policies and procedures described in paragraphs 120.6 A1 and 120.8 A2 might impact the evaluation of whether a threat to compliance with the fundamental principles is at an acceptable level.
- 200.7 A2 The professional accountant's evaluation of the level of a threat is also impacted by the nature and scope of the professional activity.
- 200.7 A3 The professional accountant's evaluation of the level of a threat might be impacted by the work environment within the employing organisation and its operating environment. For example:
- Leadership that stresses the importance of ethical behaviour and the expectation that employees will act in an ethical manner.
  - Policies and procedures to empower and encourage employees to communicate ethics issues that concern them to senior levels of management without fear of retribution.
  - Policies and procedures to implement and monitor the quality of employee performance.
  - Systems of corporate oversight or other oversight structures and strong internal controls.
  - Recruitment procedures emphasising the importance of employing high calibre competent personnel.
  - Timely communication of policies and procedures, including any changes to them, to all employees, and appropriate training and education on such policies and procedures.
  - Ethics and code of conduct policies.
- 200.7 A4 Professional accountants might consider obtaining legal advice where they believe that unethical behaviour or actions by others have occurred, or will continue to occur, within the employing organisation.

**Addressing Threats**

- 200.8 A1 Sections 210 to 270 describe certain threats that might arise during the course of performing professional activities and include examples of actions that might address such threats.
- 200.8 A2 In extreme situations, if the circumstances that created the threats cannot be eliminated and safeguards are not available or capable of being applied to reduce the threat to an acceptable level, it might be appropriate for a professional accountant to resign from the employing organisation.

## Communicating with those Charged with Governance

- R200.9** When communicating with those charged with governance in accordance with the Code, a professional accountant shall determine the appropriate individual(s) within the employing organisation's governance structure with whom to communicate. If the professional accountant communicates with a subgroup of those charged with governance, the professional accountant shall determine whether communication with all of those charged with governance is also necessary so that they are adequately informed.
- 200.9 A1 In determining with whom to communicate, a professional accountant might consider:
- (a) The nature and importance of the circumstances; and
  - (b) The matter to be communicated.
- 200.9 A2 Examples of a subgroup of those charged with governance include an audit committee or an individual member of those charged with governance.
- R200.10** If a professional accountant communicates with individuals who have management responsibilities as well as governance responsibilities, the professional accountant shall be satisfied that communication with those individuals adequately informs all of those in a governance role with whom the professional accountant would otherwise communicate.
- 200.10 A1 In some circumstances, all of those charged with governance are involved in managing the employing organisation, for example, a small business where a single owner manages the organisation and no one else has a governance role. In these cases, if matters are communicated with individual(s) with management responsibilities, and those individual(s) also have governance responsibilities, the professional accountant has satisfied the requirement to communicate with those charged with governance.

## Section 210

### Conflicts of Interest

#### Introduction

- 210.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 210.2 A conflict of interest creates threats to compliance with the principle of objectivity and might create threats to compliance with the other fundamental principles. Such threats might be created when:
- (a) A professional accountant undertakes a professional activity related to a particular matter for two or more parties whose interests with respect to that matter are in conflict; or
  - (b) The interest of a professional accountant with respect to a particular matter and the interests of a party for whom the professional accountant undertakes a professional activity related to that matter are in conflict.
- A party might include an employing organisation, a vendor, a customer, a lender, a shareholder, or another party.
- 210.3 This section sets out specific requirements and application material relevant to applying the conceptual framework to conflicts of interest.

## Requirements and Application Material

### General

**R210.4** A professional accountant shall not allow a conflict of interest to compromise professional or business judgement.

210.4 A1 Examples of circumstances that might create a conflict of interest include:

- Serving in a management or governance position for two employing organisations and acquiring confidential information from one organisation that might be used by the professional accountant to the advantage or disadvantage of the other organisation.
- Undertaking a professional activity for each of two parties in a partnership, where both parties are employing the professional accountant to assist them to dissolve their partnership.
- Preparing financial information for certain members of management of the professional accountant's employing organisation who are seeking to undertake a management buy-out.
- Being responsible for selecting a vendor for the employing organisation when an immediate family member of the professional accountant might benefit financially from the transaction.
- Serving in a governance capacity in an employing organisation that is approving certain investments for the company where one of those investments will increase the value of the investment portfolio of the professional accountant or an immediate family member.

### Conflict Identification

**R210.5** A professional accountant shall take reasonable steps to identify circumstances that might create a conflict of interest, and therefore a threat to compliance with one or more of the fundamental principles. Such steps shall include identifying:

- (a) The nature of the relevant interests and relationships between the parties involved; and
- (b) The activity and its implication for relevant parties.

**R210.6** A professional accountant shall remain alert to changes over time in the nature of the activities, interests and relationships that might create a conflict of interest while performing a professional activity.

### Threats Created by Conflicts of Interest

210.7 A1 In general, the more direct the connection between the professional activity and the matter on which the parties' interests conflict, the more likely the level of the threat is not at an acceptable level.

210.7 A2 An example of an action that might eliminate threats created by conflicts of interest is withdrawing from the decision-making process related to the matter giving rise to the conflict of interest.

210.7 A3 Examples of actions that might be safeguards to address threats created by conflicts of interest include:

- Restructuring or segregating certain responsibilities and duties.
- Obtaining appropriate oversight, for example, acting under the supervision of an executive or non-executive director.

## Disclosure and Consent

### General

- 210.8 A1 It is generally necessary to:
- (a) Disclose the nature of the conflict of interest and how any threats created were addressed to the relevant parties, including to the appropriate levels within the employing organisation affected by a conflict; and
  - (b) Obtain consent from the relevant parties for the professional accountant to undertake the professional activity when safeguards are applied to address the threat.
- 210.8 A2 Consent might be implied by a party's conduct in circumstances where the professional accountant has sufficient evidence to conclude that the parties know the circumstances at the outset and have accepted the conflict of interest if they do not raise an objection to the existence of the conflict.
- 210.8 A3 If such disclosure or consent is not in writing, the professional accountant is encouraged to document:
- (a) The nature of the circumstances giving rise to the conflict of interest;
  - (b) The safeguards applied to address the threats when applicable; and
  - (c) The consent obtained.

### Other Considerations

- 210.9 A1 When addressing a conflict of interest, the professional accountant is encouraged to seek guidance from within the employing organisation or from others, such as a professional body, legal counsel or another professional accountant. When making such disclosures or sharing information within the employing organisation and seeking guidance of third parties, the principle of confidentiality applies.

## Section 220

### Preparation and Presentation of Information

#### Introduction

- 220.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 220.2 Preparing or presenting information might create a self-interest, intimidation or other threats to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 220.3 A1 Professional accountants at all levels in an employing organisation are involved in the preparation or presentation of information both within and outside the organisation.
- 220.3 A2 Stakeholders to whom, or for whom, such information is prepared or presented, include:
- Management and those charged with governance.

- Investors and lenders or other creditors.
- Regulatory bodies.

This information might assist stakeholders in understanding and evaluating aspects of the employing organisation's state of affairs and in making decisions concerning the organisation. Information can include financial and non-financial information that might be made public or used for internal purposes.

Examples include:

- Operating and performance reports.
- Decision support analyses.
- Budgets and forecasts.
- Information provided to the internal and external auditors.
- Risk analyses.
- General and special purpose financial statements.
- Tax returns.
- Reports filed with regulatory bodies for legal and compliance purposes.

220.3 A3 For the purposes of this section, preparing or presenting information includes recording, maintaining and approving information.

**R220.4** When preparing or presenting information, a professional accountant shall:

- (a) Prepare or present the information in accordance with a relevant reporting framework, where applicable;
- (b) Prepare or present the information in a manner that is intended neither to mislead nor to influence contractual or regulatory outcomes inappropriately;
- (c) Exercise professional judgement to:
  - (i) Represent the facts accurately and completely in all material respects;
  - (ii) Describe clearly the true nature of business transactions or activities; and
  - (iii) Classify and record information in a timely and proper manner; and
- (d) Not omit anything with the intention of rendering the information misleading or of influencing contractual or regulatory outcomes inappropriately.
- (e) Avoid undue influence of, or undue reliance on, individuals, organisations or technology; and
- (f) Be aware of the risk of bias.

220.4 A1 An example of influencing a contractual or regulatory outcome inappropriately is using an unrealistic estimate with the intention of avoiding violation of a contractual requirement such as a debt covenant or of a regulatory requirement such as a capital requirement for a financial institution.

#### **Use of Discretion in Preparing or Presenting Information**

**R220.5** Preparing or presenting information might require the exercise of discretion in making professional judgements. The professional accountant shall not exercise such discretion with the intention of misleading others or influencing contractual or regulatory outcomes inappropriately.

220.5 A1 Examples of ways in which discretion might be misused to achieve inappropriate outcomes include:

- Determining estimates, for example, determining fair value estimates in order to misrepresent profit or loss.

- Selecting or changing an accounting policy or method among two or more alternatives permitted under the applicable financial reporting framework, for example, selecting a policy for accounting for long-term contracts in order to misrepresent profit or loss.
- Determining the timing of transactions, for example, timing the sale of an asset near the end of the fiscal year in order to mislead.
- Determining the structuring of transactions, for example, structuring financing transactions in order to misrepresent assets and liabilities or classification of cash flows.
- Selecting disclosures, for example, omitting or obscuring information relating to financial or operating risk in order to mislead.

**R220.6** When performing professional activities, especially those that do not require compliance with a relevant reporting framework, the professional accountant shall exercise professional judgement to identify and consider:

- (a) The purpose for which the information is to be used;
- (b) The context within which it is given; and
- (c) The audience to whom it is addressed.

220.6 A1 For example, when preparing or presenting pro forma reports, budgets or forecasts, the inclusion of relevant estimates, approximations and assumptions, where appropriate, would enable those who might rely on such information to form their own judgements.

220.6 A2 The professional accountant might also consider clarifying the intended audience, context and purpose of the information to be presented.

### **Relying on the Work of Others**

**R220.7** A professional accountant who intends to rely on the work of other individuals, either internal or external to the employing organisation, or other organisations shall exercise professional judgement to determine what steps to take, if any, in order to fulfil the responsibilities set out in paragraph R220.4.

220.7 A1 Factors to consider in determining whether reliance on others is reasonable include:

- The reputation and expertise of, and resources available to, the other individual or organisation.
- Whether the other individual is subject to applicable professional and ethics standards.

Such information might be gained from prior association with, or from consulting others about, the other individual or organisation.

### **Addressing Information that is or might be Misleading**

**R220.8** When the professional accountant knows or has reason to believe that the information with which the accountant is associated is misleading, the professional accountant shall take appropriate actions to seek to resolve the matter.

220.8 A1 Actions that might be appropriate include:

- Discussing concerns that the information is misleading with the professional accountant's superior and/or the appropriate level(s) of management within the professional accountant's employing organisation or those charged with

governance, and requesting such individuals to take appropriate action to resolve the matter. Such action might include:

- o Having the information corrected.
- o If the information has already been disclosed to the intended users, informing them of the correct information.
- Consulting the policies and procedures of the employing organisation (for example, an ethics or whistle-blowing policy) regarding how to address such matters internally.

220.8 A2 The professional accountant might determine that the employing organisation has not taken appropriate action. If the professional accountant continues to have reason to believe that the information is misleading, the following further actions might be appropriate provided that the professional accountant remains alert to the principle of confidentiality:

- Consulting with:
  - o A relevant professional body.
  - o The internal or external auditor of the employing organisation.
  - o Legal counsel.
- Determining whether any requirements exist to communicate to:
  - o Third parties, including users of the information.
  - o Regulatory and oversight authorities.

**R220.9** If after exhausting all feasible options, the professional accountant determines that appropriate action has not been taken and there is reason to believe that the information is still misleading, the professional accountant shall refuse to be or to remain associated with the information.

220.9 A1 In such circumstances, it might be appropriate for a professional accountant to resign from the employing organisation.

### Documentation

220.10 A1 The professional accountant is encouraged to document:

- The facts.
- The accounting principles or other relevant professional standards involved.
- The communications and parties with whom matters were discussed.
- The courses of action considered.
- How the professional accountant attempted to address the matter(s).

### Other Considerations

220.11 A1 Where threats to compliance with the fundamental principles relating to the preparation or presentation of information arise from a financial interest, including compensation and incentives linked to financial reporting and decision making, the requirements and application material set out in Section 240 apply.

220.11 A2 Where the misleading information might involve non-compliance with laws and regulations, the requirements and application material set out in Section 260 apply.

220.11 A3 Where threats to compliance with the fundamental principles relating to the preparation or presentation of information arise from pressure, the requirements and application material set out in Section 270 apply.

## Section 230

### Acting with Sufficient Expertise

#### Introduction

- 230.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 230.2 Acting without sufficient expertise creates a self-interest threat to compliance with the principle of professional competence and due care. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- R230.3** A professional accountant shall not intentionally mislead an employing organisation as to the level of expertise or experience possessed.
- 230.3 A1 The principle of professional competence and due care requires that a professional accountant only undertake significant tasks for which the professional accountant has, or can obtain, sufficient training or experience.
- 230.3 A2 A self-interest threat to compliance with the principle of professional competence and due care might be created if a professional accountant has:
- Insufficient time for performing or completing the relevant duties.
  - Incomplete, restricted or otherwise inadequate information for performing the duties.
  - Insufficient experience, training and/or education.
  - Inadequate resources for the performance of the duties.
- 230.3 A3 Factors that are relevant in evaluating the level of such a threat include:
- The extent to which the professional accountant is working with others.
  - The relative seniority of the professional accountant in the business.
  - The level of supervision and review applied to the work.
- 230.3 A4 Examples of actions that might be safeguards to address such a self-interest threat include:
- Obtaining assistance or training from someone with the necessary expertise.
  - Ensuring that there is adequate time available for performing the relevant duties.
- R230.4** If a threat to compliance with the principle of professional competence and due care cannot be addressed, a professional accountant shall determine whether to decline to perform the duties in question. If the professional accountant determines that declining is appropriate, the professional accountant shall communicate the reasons.

##### Other Considerations

- 230.5 A1 The requirements and application material in Section 270 apply when a professional accountant is pressured to act in a manner that might lead to a breach of the principle of professional competence and due care.

## Section 240

### Financial Interests, Compensation and Incentives Linked to Financial Reporting and Decision Making

#### Introduction

- 240.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 240.2 Having a financial interest, or knowing of a financial interest held by an immediate or close family member might create a self-interest threat to compliance with the principles of objectivity or confidentiality. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- R240.3** A professional accountant shall not manipulate information or use confidential information for personal gain or for the financial gain of others.
- 240.3 A1 Professional accountants might have financial interests or might know of financial interests of immediate or close family members that, in certain circumstances, might create threats to compliance with the fundamental principles. Financial interests include those arising from compensation or incentive arrangements linked to financial reporting and decision making.
- 240.3 A2 Examples of circumstances that might create a self-interest threat include situations in which the professional accountant or an immediate or close family member:
- Has a motive and opportunity to manipulate price-sensitive information in order to gain financially.
  - Holds a direct or indirect financial interest in the employing organisation and the value of that financial interest might be directly affected by decisions made by the professional accountant.
  - Is eligible for a profit-related bonus and the value of that bonus might be directly affected by decisions made by the professional accountant.
  - Holds, directly or indirectly, deferred bonus share rights or share options in the employing organisation, the value of which might be affected by decisions made by the professional accountant.
  - Participates in compensation arrangements which provide incentives to achieve targets or to support efforts to maximise the value of the employing organisation's shares. An example of such an arrangement might be through participation in incentive plans which are linked to certain performance conditions being met.
- 240.3 A3 Factors that are relevant in evaluating the level of such a threat include:
- The significance of the financial interest. What constitutes a significant financial interest will depend on personal circumstances and the materiality of the financial interest to the individual.
  - Policies and procedures for a committee independent of management to determine the level or form of senior management remuneration.

- In accordance with any internal policies, disclosure to those charged with governance of:
  - All relevant interests.
  - Any plans to exercise entitlements or trade in relevant shares.
- Internal and external audit procedures that are specific to address issues that give rise to the financial interest.

240.3 A4 Threats created by compensation or incentive arrangements might be compounded by explicit or implicit pressure from superiors or colleagues. See Section 270, *Pressure to Breach the Fundamental Principles*.

## Section 250

### Inducements, Including Gifts and Hospitality

#### Introduction

- 250.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 250.2 Offering or accepting inducements might create a self-interest, familiarity or intimidation threat to compliance with the fundamental principles, particularly the principles of integrity, objectivity and professional behaviour.
- 250.3 This section sets out requirements and application material relevant to applying the conceptual framework in relation to the offering and accepting of inducements when performing professional services that does not constitute non-compliance with laws and regulations. This section also requires a professional accountant to comply with relevant laws and regulations when offering or accepting inducements.

#### Requirements and Application Material

##### General

- 250.4 A1 An inducement is an object, situation, or action that is used as a means to influence another individual's behaviour, but not necessarily with the intent to improperly influence that individual's behaviour. Inducements can range from minor acts of hospitality between business colleagues to acts that result in non-compliance with laws and regulations. An inducement can take many different forms, for example:
- Gifts.
  - Hospitality.
  - Entertainment.
  - Political or charitable donations.
  - Appeals to friendship and loyalty.
  - Employment or other commercial opportunities.
  - Preferential treatment, rights or privileges.

#### Inducements Prohibited by Laws and Regulations

- R250.5 In many jurisdictions, there are laws and regulations, such as those related to bribery and corruption, that prohibit the offering or accepting of inducements in

certain circumstances. The professional accountant shall obtain an understanding of relevant laws and regulations and comply with them when the professional accountant encounters such circumstances.

### Inducements Not Prohibited by Laws and Regulations

250.6 A1 The offering or accepting of inducements that is not prohibited by laws and regulations might still create threats to compliance with the fundamental principles.

#### *Inducements with Intent to Improperly Influence Behaviour*

**R250.7** A professional accountant shall not offer, or encourage others to offer, any inducement that is made, or which the professional accountant considers a reasonable and informed third party would be likely to conclude is made, with the intent to improperly influence the behaviour of the recipient or of another individual.

**R250.8** A professional accountant shall not accept, or encourage others to accept, any inducement that the professional accountant concludes is made, or considers a reasonable and informed third party would be likely to conclude is made, with the intent to improperly influence the behaviour of the recipient or of another individual.

250.9 A1 An inducement is considered as improperly influencing an individual's behaviour if it causes the individual to act in an unethical manner. Such improper influence can be directed either towards the recipient or towards another individual who has some relationship with the recipient. The fundamental principles are an appropriate frame of reference for a professional accountant in considering what constitutes unethical behaviour on the part of the professional accountant and, if necessary by analogy, other individuals.

250.9 A2 A breach of the fundamental principle of integrity arises when a professional accountant offers or accepts, or encourages others to offer or accept, an inducement where the intent is to improperly influence the behaviour of the recipient or of another individual.

250.9 A3 The determination of whether there is actual or perceived intent to improperly influence behaviour requires the exercise of professional judgement. Relevant factors to consider might include:

- The nature, frequency, value and cumulative effect of the inducement.
- Timing of when the inducement is offered relative to any action or decision that it might influence.
- Whether the inducement is a customary or cultural practice in the circumstances, for example, offering a gift on the occasion of a religious holiday or wedding.
- Whether the inducement is an ancillary part of a professional service, for example, offering or accepting lunch in connection with a business meeting.
- Whether the offer of the inducement is limited to an individual recipient or available to a broader group. The broader group might be internal or external to the employing organisation, such as other customers or vendors.
- The roles and positions of the individuals offering or being offered the inducement.
- Whether the *professional accountant* knows, or has reason to believe, that accepting the inducement would breach the policies and procedures of the counterparty's employing organisation.

- The degree of transparency with which the inducement is offered.
- Whether the inducement was required or requested by the recipient.
- The known previous behaviour or reputation of the offeror.

#### Consideration of Further Actions

- 250.10 A1 If the professional accountant becomes aware of an inducement offered with actual or perceived intent to improperly influence behaviour, threats to compliance with the fundamental principles might still be created even if the requirements in paragraphs R250.7 and R250.8 are met.
- 250.10 A2 Examples of actions that might be safeguards to address such threats include:
- Informing senior management or those charged with governance of the employing organisation of the professional accountant or the offeror regarding the offer.
  - Amending or terminating the business relationship with the offeror.

#### *Inducements with No Intent to Improperly Influence Behaviour*

- 250.11 A1 The requirements and application material set out in the conceptual framework apply when a professional accountant has concluded there is no actual or perceived intent to improperly influence the behaviour of the recipient or of another individual.
- 250.11 A2 If such an inducement is trivial and inconsequential, any threats created will be at an acceptable level.
- 250.11 A3 Examples of circumstances where offering or accepting such an inducement might create threats even if the professional accountant has concluded there is no actual or perceived intent to improperly influence behaviour include:
- Self-interest threats
    - A professional accountant is offered part-time employment by a vendor.
  - Familiarity threats
    - A professional accountant regularly takes a customer or supplier to sporting events.
  - Intimidation threats
    - A professional accountant accepts hospitality, the nature of which could be perceived to be inappropriate were it to be publicly disclosed.
- 250.11 A4 Relevant factors in evaluating the level of such threats created by offering or accepting such an inducement include the same factors set out in paragraph 250.9 A3 for determining intent.
- 250.11 A5 Examples of actions that might eliminate threats created by offering or accepting such an inducement include:
- Declining or not offering the inducement.
  - Transferring responsibility for any business-related decision involving the counterparty to another individual who the professional accountant has no reason to believe would be, or would be perceived to be, improperly influenced in making the decision.
- 250.11 A6 Examples of actions that might be safeguards to address such threats created by offering or accepting such an inducement include:
- Being transparent with senior management or those charged with governance of the employing organisation of the professional accountant or of the counterparty about offering or accepting an inducement.

- Registering the inducement in a log maintained by the employing organisation of the professional accountant or the counterparty.
- Having an appropriate reviewer, who is not otherwise involved in undertaking the professional activity, review any work performed or decisions made by the professional accountant with respect to the individual or organisation from which the professional accountant accepted the inducement.
- Donating the inducement to charity after receipt and appropriately disclosing the donation, for example, to those charged with governance or the individual who offered the inducement.
- Reimbursing the cost of the inducement, such as hospitality, received.
- As soon as possible, returning the inducement, such as a gift, after it was initially accepted.

### **Immediate or Close Family Members**

**R250.12** A professional accountant shall remain alert to potential threats to the professional accountant's compliance with the fundamental principles created by the offering of an inducement:

- (a) By an immediate or close family member of the professional accountant to a counterparty with whom the professional accountant has a professional relationship; or.
- (b) To an immediate or close family member of the professional accountant by a counterparty with whom the professional accountant has a professional relationship.

**R250.13** Where the professional accountant becomes aware of an inducement being offered to or made by an immediate or close family member and concludes there is intent to improperly influence the behaviour of the professional accountant or of the counterparty, or considers a reasonable and informed third party would be likely to conclude such intent exists, the professional accountant shall advise the immediate or close family member not to offer or accept the inducement.

250.13 A1 The factors set out in paragraph 250.9 A3 are relevant in determining whether there is actual or perceived intent to improperly influence the behaviour of the professional accountant or of the counterparty. Another factor that is relevant is the nature or closeness of the relationship, between:

- (a) The professional accountant and the immediate or close family member;
- (b) The immediate or close family member and the counterparty; and
- (c) The professional accountant and the counterparty.

For example, the offer of employment, outside of the normal recruitment process, to the spouse of the professional accountant by a counterparty with whom the professional accountant is negotiating a significant contract might indicate such intent.

250.13 A2 The application material in paragraph 250.10 A2 is also relevant in addressing threats that might be created when there is actual or perceived intent to improperly influence the behaviour of the professional accountant, or of the counterparty even if the immediate or close family member has followed the advice given pursuant to paragraph R250.13.

*Application of the Conceptual Framework*

- 250.14 A1 Where the professional accountant becomes aware of an inducement offered in the circumstances addressed in paragraph R250.12, threats to compliance with the fundamental principles might be created where:
- (a) The immediate or close family member offers or accepts the inducement contrary to the advice of the professional accountant pursuant to paragraph R250.13; or
  - (b) The professional accountant does not have reason to believe an actual or perceived intent to improperly influence the behaviour of the professional accountant or of the counterparty exists.
- 250.14 A2 The application material in paragraphs 250.11 A1 to 250.11 A6 is relevant for the purposes of identifying, evaluating and addressing such threats. Factors that are relevant in evaluating the level of threats in these circumstances also include the nature or closeness of the relationships set out in paragraph 250.13 A1.

**Other Considerations**

- 250.15 A1 If a professional accountant is offered an inducement by the employing organisation relating to financial interest, compensation and incentives linked to performance, the requirements and application material in Section 240 apply.
- 250.15 A2 If a professional accountant encounters or is made aware of inducements that might result in non-compliance or suspected non-compliance with laws and regulations by other individuals working for or under the direction of the employing organisation, the requirement and application material set out in Section 260 apply.
- 250.15 A3 If a professional accountant faces pressure to offer or accept inducements that might create threats to compliance with the fundamental principles, the requirement and application material set out in Section 270 apply.

**Section 260****Responding to Non-Compliance with Laws and Regulations****Introduction**

- 260.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 260.2 A self-interest or intimidation threat to compliance with the principles of integrity and professional behaviour is created when a professional accountant becomes aware of non-compliance or suspected non-compliance with laws and regulations.
- 260.3 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance in the course of carrying out professional activities. This section guides the professional accountant in assessing the implications of the matter and the possible courses of action when responding to non-compliance or suspected non-compliance with:
- (a) Laws and regulations generally recognised to have a direct effect on the determination of material amounts and disclosures in the employing organisation's financial statements; and
  - (b) Other laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the employing organisation's financial statements, but compliance with which might be fundamental to the

operating aspects of the employing organisation's business, to its ability to continue its business, or to avoid material penalties.

### **Objectives of the Professional Accountant in Relation to Non-compliance with Laws and Regulations**

- 260.4 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. When responding to non-compliance or suspected non-compliance, the objectives of the professional accountant are:
- (a) To comply with the principles of integrity and professional behaviour;
  - (b) By alerting management or, where appropriate, those charged with governance of the employing organisation, to seek to:
    - (i) Enable them to rectify, remediate or mitigate the consequences of the identified or suspected non-compliance; or
    - (ii) Deter the non-compliance where it has not yet occurred; and
  - (c) To take such further action as appropriate in the public interest.

### **Requirements and Application Material**

#### **General**

- 260.5 A1 Non-compliance with laws and regulations ("non-compliance") comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:
- (a) The professional accountant's employing organisation;
  - (b) Those charged with governance of the employing organisation;
  - (c) Management of the employing organisation; or
  - (d) Other individuals working for or under the direction of the employing organisation.
- 260.5 A2 Examples of laws and regulations which this section addresses include those that deal with:
- Fraud, corruption and bribery.
  - Money laundering, terrorist financing and proceeds of crime.
  - Securities markets and trading.
  - Banking and other financial products and services.
  - Data protection.
  - Tax and pension liabilities and payments.
  - Environmental protection.
  - Public health and safety.
- 260.5 A3 Non-compliance might result in fines, litigation or other consequences for the employing organisation, potentially materially affecting its financial statements. Importantly, such non-compliance might have wider public interest implications in terms of potentially substantial harm to investors, creditors, employees or the general public. For the purposes of this section, non-compliance that causes substantial harm is one that results in serious adverse consequences to any of these parties in financial or non-financial terms. Examples include the perpetration of a fraud resulting in significant financial losses to investors, and breaches of environmental laws and regulations endangering the health or safety of employees or the public.

- R260.6** In some jurisdictions, there are legal or regulatory provisions governing how professional accountants are required to address non-compliance or suspected non-compliance. These legal or regulatory provisions might differ from or go beyond the provisions in this section. When encountering such non-compliance or suspected non-compliance, the professional accountant shall obtain an understanding of those legal or regulatory provisions and comply with them, including:
- (a) Any requirement to report the matter to an appropriate authority; and
  - (b) Any prohibition on alerting the relevant party.
- 260.6 A1 A prohibition on alerting the relevant party might arise, for example, pursuant to anti-money laundering legislation.
- 260.7 A1 This section applies regardless of the nature of the employing organisation, including whether or not it is a public interest entity.
- 260.7 A2 A professional accountant who encounters or is made aware of matters that are clearly inconsequential is not required to comply with this section. Whether a matter is clearly inconsequential is to be judged with respect to its nature and its impact, financial or otherwise, on the employing organisation, its stakeholders and the general public.
- 260.7 A3 This section does not address:
- (a) Personal misconduct unrelated to the business activities of the employing organisation; and
  - (b) Non-compliance by parties other than those specified in paragraph 260.5 A1.
- The professional accountant might nevertheless find the guidance in this section helpful in considering how to respond in these situations.

### **Responsibilities of the Employing Organisation’s Management and those Charged with Governance**

- 260.8 A1 The employing organisation’s management, with the oversight of those charged with governance, is responsible for ensuring that the employing organisation’s business activities are conducted in accordance with laws and regulations. Management and those charged with governance are also responsible for identifying and addressing any non-compliance by:
- (a) The employing organisation;
  - (b) An individual charged with governance of the employing organisation;
  - (c) A member of management; or
  - (d) Other individuals working for or under the direction of the employing organisation.

### **Responsibilities of All Professional Accountants**

- R260.9** If protocols and procedures exist within the professional accountant’s employing organisation to address non-compliance or suspected non-compliance, the professional accountant shall consider them in determining how to respond to such non-compliance.
- 260.9 A1 Many employing organisations have established protocols and procedures regarding how to raise non-compliance or suspected non-compliance internally. These protocols and procedures include, for example, an ethics policy or internal whistleblowing mechanism. Such protocols and procedures might allow matters to be reported anonymously through designated channels.

**R260.10** Where a professional accountant becomes aware of a matter to which this section applies, the steps that the professional accountant takes to comply with this section shall be taken on a timely basis. For the purpose of taking timely steps, the professional accountant shall have regard to the nature of the matter and the potential harm to the interests of the employing organisation, investors, creditors, employees or the general public.

### **Responsibilities of Senior Professional Accountants in Business**

260.11 A1 Senior professional accountants in business (“senior professional accountants”) are directors, officers or senior employees able to exert significant influence over, and make decisions regarding, the acquisition, deployment and control of the employing organisation’s human, financial, technological, physical and intangible resources. There is a greater expectation for such individuals to take whatever action is appropriate in the public interest to respond to non-compliance or suspected non-compliance than other professional accountants within the employing organisation. This is because of senior professional accountants’ roles, positions and spheres of influence within the employing organisation.

#### *Obtaining an Understanding of the Matter*

**R260.12** If, in the course of carrying out professional activities, a senior professional accountant becomes aware of information concerning non-compliance or suspected non-compliance, the professional accountant shall obtain an understanding of the matter. This understanding shall include:

- (a) The nature of the non-compliance or suspected non-compliance and the circumstances in which it has occurred or might occur;
- (b) The application of the relevant laws and regulations to the circumstances; and
- (c) An assessment of the potential consequences to the employing organisation, investors, creditors, employees or the wider public.

260.12 A1 A senior professional accountant is expected to apply knowledge and expertise, and exercise professional judgement. However, the professional accountant is not expected to have a level of understanding of laws and regulations greater than that which is required for the professional accountant’s role within the employing organisation. Whether an act constitutes non-compliance is ultimately a matter to be determined by a court or other appropriate adjudicative body.

260.12 A2 Depending on the nature and significance of the matter, the senior professional accountant might cause, or take appropriate steps to cause, the matter to be investigated internally. The professional accountant might also consult on a confidential basis with others within the employing organisation or a professional body, or with legal counsel.

#### *Addressing the Matter*

**R260.13** If the senior professional accountant identifies or suspects that non-compliance has occurred or might occur, the professional accountant shall, subject to paragraph R260.9, discuss the matter with the professional accountant’s immediate superior, if any. If the professional accountant’s immediate superior appears to be involved in the matter, the professional accountant shall discuss the matter with the next higher level of authority within the employing organisation.

260.13 A1 The purpose of the discussion is to enable a determination to be made as to how to address the matter.

- R260.14** The senior professional accountant shall also take appropriate steps to:
- (a) Have the matter communicated to those charged with governance;
  - (b) Comply with applicable laws and regulations, including legal or regulatory provisions governing the reporting of non-compliance or suspected non-compliance to an appropriate authority;
  - (c) Have the consequences of the non-compliance or suspected non-compliance rectified, remediated or mitigated;
  - (d) Reduce the risk of re-occurrence; and
  - (e) Seek to deter the commission of the non-compliance if it has not yet occurred.
- 260.14 A1 The purpose of communicating the matter to those charged with governance is to obtain their concurrence regarding appropriate actions to take to respond to the matter and to enable them to fulfil their responsibilities.
- 260.14 A2 Some laws and regulations might stipulate a period within which reports of non-compliance or suspected non-compliance are to be made to an appropriate authority.
- R260.15** In addition to responding to the matter in accordance with the provisions of this section, the senior professional accountant shall determine whether disclosure of the matter to the employing organisation's external auditor, if any, is needed.
- 260.15 A1 Such disclosure would be pursuant to the senior professional accountant's duty or legal obligation to provide all information necessary to enable the auditor to perform the audit.

*Determining Whether Further Action Is Needed*

- R260.16** The senior professional accountant shall assess the appropriateness of the response of the professional accountant's superiors, if any, and those charged with governance.
- 260.16 A1 Relevant factors to consider in assessing the appropriateness of the response of the senior professional accountant's superiors, if any, and those charged with governance include whether:
- The response is timely.
  - They have taken or authorised appropriate action to seek to rectify, remediate or mitigate the consequences of the non-compliance, or to avert the non-compliance if it has not yet occurred.
  - The matter has been disclosed to an appropriate authority where appropriate and, if so, whether the disclosure appears adequate.
- R260.17** In light of the response of the senior professional accountant's superiors, if any, and those charged with governance, the professional accountant shall determine if further action is needed in the public interest.
- 260.17 A1 The determination of whether further action is needed, and the nature and extent of it, will depend on various factors, including:
- The legal and regulatory framework.
  - The urgency of the situation.
  - The pervasiveness of the matter throughout the employing organisation.
  - Whether the senior professional accountant continues to have confidence in the integrity of the professional accountant's superiors and those charged with governance.

- Whether the non-compliance or suspected non-compliance is likely to recur.
  - Whether there is credible evidence of actual or potential substantial harm to the interests of the employing organisation, investors, creditors, employees or the general public.
- 260.17 A2 Examples of circumstances that might cause the senior professional accountant no longer to have confidence in the integrity of the professional accountant superiors and those charged with governance include situations where:
- The professional accountant suspects or has evidence of their involvement or intended involvement in any non-compliance.
  - Contrary to legal or regulatory requirements, they have not reported, or authorised the reporting of, the matter to an appropriate authority within a reasonable period.
- R260.18** The senior professional accountant shall exercise professional judgement in determining the need for, and nature and extent of, further action. In making this determination, the professional accountant shall take into account whether a reasonable and informed third party would be likely to conclude that the professional accountant has acted appropriately in the public interest.
- 260.18 A1 Further action that the senior professional accountant might take includes:
- Informing the management of the parent entity of the matter if the employing organisation is a member of a group.
  - Disclosing the matter to an appropriate authority even when there is no legal or regulatory requirement to do so.
  - Resigning from the employing organisation.
- 260.18 A2 Resigning from the employing organisation is not a substitute for taking other actions that might be needed to achieve the senior professional accountant's objectives under this section. In some jurisdictions, however, there might be limitations as to the further actions available to the professional accountant. In such circumstances, resignation might be the only available course of action.

*Seeking Advice*

- 260.19 A1 As assessment of the matter might involve complex analysis and judgements, the senior professional accountant might consider:
- Consulting internally.
  - Obtaining legal advice to understand the professional accountant's options and the professional or legal implications of taking any particular course of action.
  - Consulting on a confidential basis with a regulatory or professional body.

*Determining Whether to Disclose the Matter to an Appropriate Authority*

- 260.20 A1 Disclosure of the matter to an appropriate authority would be precluded if doing so would be contrary to law or regulation. Otherwise, the purpose of making disclosure is to enable an appropriate authority to cause the matter to be investigated and action to be taken in the public interest.
- 260.20 A2 The determination of whether to make such a disclosure depends in particular on the nature and extent of the actual or potential harm that is or might be caused by the matter to investors, creditors, employees or the general public. For example, the senior professional accountant might determine that disclosure of the matter to an appropriate authority is an appropriate course of action if:

- The employing organisation is engaged in bribery (for example, of local or foreign government officials for purposes of securing large contracts).
- The employing organisation is regulated and the matter is of such significance as to threaten its licence to operate.
- The employing organisation is listed on a securities exchange and the matter might result in adverse consequences to the fair and orderly market in the employing organisation's securities or pose a systemic risk to the financial markets.
- It is likely that the employing organisation would sell products that are harmful to public health or safety.
- The employing organisation is promoting a scheme to its clients to assist them in evading taxes.

260.20 A3 The determination of whether to make such a disclosure will also depend on external factors such as:

- Whether there is an appropriate authority that is able to receive the information, and cause the matter to be investigated and action to be taken. The appropriate authority will depend upon the nature of the matter. For example, the appropriate authority would be a securities regulator in the case of fraudulent financial reporting or an environmental protection agency in the case of a breach of environmental laws and regulations.
- Whether there exists robust and credible protection from civil, criminal or professional liability or retaliation afforded by legislation or regulation, such as under whistle-blowing legislation or regulation.
- Whether there are actual or potential threats to the physical safety of the senior professional accountant or other individuals.

**R260.21** If the senior professional accountant determines that disclosure of the matter to an appropriate authority is an appropriate course of action in the circumstances, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code. When making such disclosure, the professional accountant shall act in good faith and exercise caution when making statements and assertions.

#### *Imminent Breach*

**R260.22** In exceptional circumstances, the senior professional accountant might become aware of actual or intended conduct that the professional accountant has reason to believe would constitute an imminent breach of a law or regulation that would cause substantial harm to investors, creditors, employees or the general public. Having first considered whether it would be appropriate to discuss the matter with management or those charged with governance of the employing organisation, the professional accountant shall exercise professional judgement and determine whether to disclose the matter immediately to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach. If disclosure is made, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code.

#### *Documentation*

260.23 A1 In relation to non-compliance or suspected non-compliance that falls within the scope of this section, the senior professional accountant is encouraged to have the following matters documented:

- The matter.

- The results of discussions with the professional accountant’s superiors, if any, and those charged with governance and other parties.
- How the professional accountant’s superiors, if any, and those charged with governance have responded to the matter.
- The courses of action the professional accountant considered, the judgements made and the decisions that were taken.
- How the professional accountant is satisfied that the professional accountant has fulfilled the responsibility set out in paragraph R260.17.

### **Responsibilities of Professional Accountants Other than Senior Professional Accountants**

**R260.24** If, in the course of carrying out professional activities, a professional accountant becomes aware of information concerning non-compliance or suspected non-compliance, the professional accountant shall seek to obtain an understanding of the matter. This understanding shall include the nature of the non-compliance or suspected non-compliance and the circumstances in which it has occurred or might occur.

260.24 A1 The professional accountant is expected to apply knowledge and expertise, and exercise professional judgement. However, the professional accountant is not expected to have a level of understanding of laws and regulations greater than that which is required for the professional accountant’s role within the employing organisation. Whether an act constitutes non-compliance is ultimately a matter to be determined by a court or other appropriate adjudicative body.

260.24 A2 Depending on the nature and significance of the matter, the professional accountant might consult on a confidential basis with others within the employing organisation or a professional body, or with legal counsel.

**R260.25** If the professional accountant identifies or suspects that non-compliance has occurred or might occur, the professional accountant shall, subject to paragraph R260.9, inform an immediate superior to enable the superior to take appropriate action. If the professional accountant’s immediate superior appears to be involved in the matter, the professional accountant shall inform the next higher level of authority within the employing organisation.

**R260.26** In exceptional circumstances, the professional accountant may determine that disclosure of the matter to an appropriate authority is an appropriate course of action. If the professional accountant does so pursuant to paragraphs 260.20 A2 and A3, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code. When making such disclosure, the professional accountant shall act in good faith and exercise caution when making statements and assertions.

### **Documentation**

260.27 A1 In relation to non-compliance or suspected non-compliance that falls within the scope of this section, the professional accountant is encouraged to have the following matters documented:

- The matter.
- The results of discussions with the professional accountant’s superior, management and, where applicable, those charged with governance and other parties.
- How the professional accountant’s superior has responded to the matter.
- The courses of action the professional accountant considered, the judgements made and the decisions that were taken.

## Section 270

### Pressure to Breach the Fundamental Principles

#### Introduction

- 270.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 270.2 Pressure exerted on, or by, a professional accountant might create an intimidation or other threat to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- R270.3** A professional accountant shall not:
- (a) Allow pressure from others to result in a breach of compliance with the fundamental principles; or
  - (b) Place pressure on others that the professional accountant knows, or has reason to believe, would result in the other individuals breaching the fundamental principles.
- 270.3 A1 A professional accountant might face pressure that creates threats to compliance with the fundamental principles, for example an intimidation threat, when undertaking a professional activity. Pressure might be explicit or implicit and might come from:
- Within the employing organisation, for example, from a colleague or superior.
  - An external individual or organisation such as a vendor, customer or lender.
  - Internal or external targets and expectations.
- 270.3 A2 Examples of pressure that might result in threats to compliance with the fundamental principles include:
- Pressure related to conflicts of interest:
    - Pressure from a family member bidding to act as a vendor to the professional accountant's employing organisation to select the family member over another prospective vendor.
 See also Section 210, *Conflicts of Interest*.
  - Pressure to influence preparation or presentation of information:
    - Pressure to report misleading financial results to meet investor, analyst or lender expectations.
    - Pressure from elected officials on public sector professional accountants to misrepresent programmes or projects to voters.
    - Pressure from colleagues to misstate income, expenditure or rates of return to bias decision-making on capital projects and acquisitions.
    - Pressure from superiors to approve or process expenditures that are not legitimate business expenses.
    - Pressure to suppress internal audit reports containing adverse findings.
 See also Section 220, *Preparation and Presentation of Information*.

- Pressure to act without sufficient expertise or due care:
  - Pressure from superiors to inappropriately reduce the extent of work performed.
  - Pressure from superiors to perform a task without sufficient skills or training or within unrealistic deadlines.

See also Section 230, *Acting with Sufficient Expertise*.

- Pressure related to financial interests:
  - Pressure from superiors, colleagues or others, for example, those who might benefit from participation in compensation or incentive arrangements to manipulate performance indicators.

See also Section 240, *Financial Interests, Compensation and Incentives Linked to Financial Reporting and Decision Making*.

- Pressure related to inducements:
  - Pressure from others, either internal or external to the employing organisation, to offer inducements to influence inappropriately the judgement or decision making process of an individual or organisation.
  - Pressure from colleagues to accept a bribe or other inducement, for example to accept inappropriate gifts or entertainment from potential vendors in a bidding process.

See also Section 250, *Inducements, Including Gifts and Hospitality*.

- Pressure related to non-compliance with laws and regulations:
  - Pressure to structure a transaction to evade tax.

See also Section 260, *Responding to Non-compliance with Laws and Regulations*.

- Pressure related to level of fees
  - Pressure exerted by a professional accountant on another professional accountant to provide professional services at a fee level that does not allow for sufficient and appropriate resources (including human, technological and intellectual resources) to perform the services in accordance with technical and professional standards.

See also Section 330, *Fees and Other Types of Remuneration*.

270.3 A3 Factors that are relevant in evaluating the level of threats created by pressure include:

- The intent of the individual who is exerting the pressure and the nature and extent of the pressure.
- The application of laws, regulations, and professional standards to the circumstances.
- The culture and leadership of the employing organisation including the extent to which they reflect or emphasise the importance of ethical behaviour and the expectation that employees will act ethically. For example, a corporate culture that tolerates unethical behaviour might increase the likelihood that the pressure would result in a threat to compliance with the fundamental principles.
- Policies and procedures, if any, that the employing organisation has established, such as ethics or human resources policies that address pressure.

270.3 A4 Discussing the circumstances creating the pressure and consulting with others about those circumstances might assist the professional accountant to evaluate the

level of the threat. Such discussion and consultation, which requires being alert to the principle of confidentiality, might include:

- Discussing the matter with the individual who is exerting the pressure to seek to resolve it.
- Discussing the matter with the professional accountant's superior, if the superior is not the individual exerting the pressure.
- Escalating the matter within the employing organisation, including when appropriate, explaining any consequential risks to the organisation, for example with:
  - Higher levels of management.
  - Internal or external auditors.
  - Those charged with governance.
- Disclosing the matter in line with the employing organisation's policies, including ethics and whistleblowing policies, using any established mechanism, such as a confidential ethics hotline.
- Consulting with:
  - A colleague, superior, human resources personnel, or another professional accountant;
  - Relevant professional or regulatory bodies or industry associations; or
  - Legal counsel.

270.3 A5 An example of an action that might eliminate threats created by pressure is the professional accountant's request for a restructure of, or segregation of, certain responsibilities and duties so that the professional accountant is no longer involved with the individual or entity exerting the pressure.

### Documentation

270.4 A1 The professional accountant is encouraged to document:

- The facts.
- The communications and parties with whom these matters were discussed.
- The courses of action considered.
- How the matter was addressed.

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## **PART 3 – PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE**

### **Section 300**

#### **Applying the Conceptual Framework – Professional Accountants in Public Practice**

##### **Introduction**

- 300.1 This Part of the Code sets out requirements and application material for professional accountants in public practice when applying the conceptual framework set out in Section 120. It does not describe all of the facts and circumstances, including professional activities, interests and relationships, that could be encountered by professional accountants in public practice, which create or might create threats to compliance with the fundamental principles. Therefore, the conceptual framework requires professional accountants in public practice to be alert for such facts and circumstances.
- 300.2 The requirements and application material that apply to professional accountants in public practice are set out in:
- Part 3 – *Professional accountants in Public Practice*, Sections 300 to 399, which applies to all professional accountants in public practice, whether they provide assurance services or not.
  - *Independence Standards* as follows:
    - Part 4A – *Independence for Audit and Review Engagements*, Sections 400 to 899, which applies to professional accountants in public practice when performing audit and review engagements.
    - Part 4B – *Independence for Assurance Engagements Other than Audit and Review Engagements*, Sections 900 to 999, which applies to professional accountants in public practice when performing assurance engagements other than audit or review engagements.
- 300.3 In this Part, the term “professional accountant” refers to individual professional accountants in public practice and their firms.

##### **Requirements and Application Material**

###### **General**

- R300.4** A professional accountant shall comply with the fundamental principles set out in Section 110 and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to compliance with the fundamental principles.
- R300.5** When dealing with an ethics issue, the professional accountant shall consider the context in which the issue has arisen or might arise. Where an individual who is a professional accountant in public practice is performing professional activities pursuant to the professional accountant’s relationship with the firm, whether as a contractor, employee or owner, the individual shall comply with the provisions in Part 2 that apply to these circumstances.
- 300.5 A1 Examples of situations in which the provisions in Part 2 apply to a professional accountant in public practice include:
- Facing a conflict of interest when being responsible for selecting a vendor for the firm when an immediate family member of the professional accountant

- might benefit financially from the contract. The requirements and application material set out in Section 210 apply in these circumstances.
- Preparing or presenting financial information for the professional accountant's client or firm. The requirements and application material set out in Section 220 apply in these circumstances.
  - Being offered an inducement such as being regularly offered complimentary tickets to attend sporting events by a supplier of the firm. The requirements and application material set out in Section 250 apply in these circumstances.
  - Facing pressure from an engagement partner to report chargeable hours inaccurately for a client engagement. The requirements and application material set out in Section 270 apply in these circumstances.

### Identifying Threats

300.6 A1 Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. The categories of threats are described in paragraph 120.6 A3. The following are examples of facts and circumstances within each of those categories of threats that might create threats for a professional accountant when undertaking a professional service:

- (a) Self-interest Threats
  - A professional accountant having a direct financial interest in a client.
  - A professional accountant quoting a low fee to obtain a new engagement and the fee is so low that it might be difficult to perform the professional service in accordance with applicable technical and professional standards for that price.
  - A professional accountant having a close business relationship with a client.
  - A professional accountant having access to confidential information that might be used for personal gain.
  - A professional accountant discovering a significant error when evaluating the results of a previous professional service performed by a member of the professional accountant's firm.
- (b) Self-review Threats
  - A professional accountant issuing an assurance report on the effectiveness of the operation of financial systems after implementing the systems.
  - A professional accountant having prepared the original data used to generate records that are the subject matter of the assurance engagement.
- (c) Advocacy Threats
  - A professional accountant promoting the interests of, or shares in, a client.
  - A professional accountant acting as an advocate on behalf of a client in litigation or disputes with third parties.
  - A professional accountant lobbying in favour of legislation on behalf of a client.
- (d) Familiarity Threats
  - A professional accountant having a close or immediate family member who is a director or officer of the client.

- A director or officer of the client, or an employee in a position to exert significant influence over the subject matter of the engagement, having recently served as the engagement partner.
  - An audit team member having a long association with the audit client.
  - An individual who is being considered to serve as an appropriate reviewer, as a safeguard to address a threat, having a close relationship with an individual who performed the work.
- (e) Intimidation Threats
- A professional accountant being threatened with dismissal from a client engagement or the firm because of a disagreement about a professional matter.
  - A professional accountant feeling pressured to agree with the judgement of a client because the client has more expertise on the matter in question.
  - A professional accountant being informed that a planned promotion will not occur unless the professional accountant agrees with an inappropriate accounting treatment.
  - A professional accountant having accepted a significant gift from a client and being threatened that acceptance of this gift will be made public.

### Evaluating Threats

- 300.7 A1 The conditions, policies and procedures described in paragraph 120.6 A1 and 120.8 A2 might impact the evaluation of whether a threat to compliance with the fundamental principles is at an acceptable level. Such conditions, policies and procedures might relate to:
- (a) The client and its operating environment; and
  - (b) The firm and its operating environment.
- 300.7 A2 The professional accountant's evaluation of the level of a threat is also impacted by the nature and scope of the professional service.

### *The Client and its Operating Environment*

- 300.7 A3 The professional accountant's evaluation of the level of a threat might be impacted by whether the client is:
- (a) An audit client and whether the audit client is a public interest entity;
  - (b) An assurance client that is not an audit client; or
  - (c) A non-assurance client.
- For example, providing a non-assurance service to an audit client that is a public interest entity might be perceived to result in a higher level of threat to compliance with the principle of objectivity with respect to the audit.
- 300.7 A4 The corporate governance structure, including the leadership of a client might promote compliance with the fundamental principles. Accordingly, a professional accountant's evaluation of the level of a threat might also be impacted by a client's operating environment. For example:
- The client requires appropriate individuals other than management to ratify or approve the appointment of a firm to perform an engagement.
  - The client has competent employees with experience and seniority to make managerial decisions.

- The client has implemented internal procedures that facilitate objective choices in tendering non-assurance engagements.
- The client has a corporate governance structure that provides appropriate oversight and communications regarding the firm's services.

#### *The Firm and its Operating Environment*

300.7 A5 A professional accountant's evaluation of the level of a threat might be impacted by the work environment within the professional accountant's firm and its operating environment. For example:

- Leadership of the firm that promotes compliance with the fundamental principles and establishes the expectation that assurance team members will act in the public interest.
- Policies or procedures for establishing and monitoring compliance with the fundamental principles by all personnel.
- Compensation, performance appraisal and disciplinary policies and procedures that promote compliance with the fundamental principles.
- Management of the reliance on revenue received from a single client.
- The engagement partner having authority within the firm for decisions concerning compliance with the fundamental principles, including any decisions about accepting or providing services to a client.
- Educational, training and experience requirements.
- Processes to facilitate and address internal and external concerns or complaints.

#### *Consideration of New Information or Changes in Facts and Circumstances*

300.7 A6 New information or changes in facts and circumstances might:

- (a) Impact the level of a threat; or
- (b) Affect the professional accountant's conclusions about whether safeguards applied continue to address identified threats as intended.

In these situations, actions that were already implemented as safeguards might no longer be effective in addressing threats. Accordingly, the application of the conceptual framework requires that the professional accountant re-evaluate and address the threats accordingly. (Ref: Paras. R120.9 and R120.10).

300.7 A7 Examples of new information or changes in facts and circumstances that might impact the level of a threat include:

- When the scope of a professional service is expanded.
- When the client becomes a listed entity or acquires another business unit.
- When the firm merges with another firm.
- When the professional accountant is jointly engaged by two clients and a dispute emerges between the two clients.
- When there is a change in the professional accountant's personal or immediate family relationships.

#### **Addressing Threats**

300.8 A1 Paragraphs R120.10 to 120.10 A2 set out requirements and application material for addressing threats that are not at an acceptable level.

*Examples of Safeguards*

- 300.8 A2 Safeguards vary depending on the facts and circumstances. Examples of actions that in certain circumstances might be safeguards to address threats include:
- Assigning additional time and qualified personnel to required tasks when an engagement has been accepted might address a self-interest threat.
  - Having an appropriate reviewer who was not a member of the team review the work performed or advise as necessary might address a self-review threat.
  - Using different partners and engagement teams with separate reporting lines for the provision of non-assurance services to an assurance client might address self-review, advocacy or familiarity threats.
  - Involving another firm to perform or re-perform part of the engagement might address self-interest, self-review, advocacy, familiarity or intimidation threats.
  - Disclosing to clients any referral fees or commission arrangements received for recommending services or products might address a self-interest threat.
  - Separating teams when dealing with matters of a confidential nature might address a self-interest threat.
- 300.8 A3 The remaining sections of Part 3 and *Independence Standards* describe certain threats that might arise during the course of performing professional services and include examples of actions that might address threats.

*Appropriate Reviewer*

- 300.8 A4 An appropriate reviewer is a professional with the necessary knowledge, skills, experience and authority to review, in an objective manner, the relevant work performed or service provided.–Such an individual might be a professional accountant.

**Communicating with Those Charged with Governance**

- R300.9** When communicating with those charged with governance in accordance with the Code, a professional accountant shall determine the appropriate individual(s) within the entity's governance structure with whom to communicate. If the professional accountant communicates with a subgroup of those charged with governance, the professional accountant shall determine whether communication with all of those charged with governance is also necessary so that they are adequately informed.
- 300.9 A1 In determining with whom to communicate, a professional accountant might consider:
- (a) The nature and importance of the circumstances; and
  - (b) The matter to be communicated.
- 300.9 A2 Examples of a subgroup of those charged with governance include an audit committee or an individual member of those charged with governance.
- R300.10** If a professional accountant communicates with individuals who have management responsibilities as well as governance responsibilities, the professional accountant shall be satisfied that communication with those individuals adequately informs all of those in a governance role with whom the professional accountant would otherwise communicate.

- 300.10 A1 In some circumstances, all of those charged with governance are involved in managing the entity, for example, a small business where a single owner manages the entity and no one else has a governance role. In these cases, if matters are communicated to individual(s) with management responsibilities, and those individual(s) also have governance responsibilities, the professional accountant has satisfied the requirement to communicate with those charged with governance.

## Section 310

### Conflicts of Interest

#### Introduction

- 310.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 310.2 A conflict of interest creates threats to compliance with the principle of objectivity and might create threats to compliance with the other fundamental principles. Such threats might be created when:
- A professional accountant provides a professional service related to a particular matter for two or more clients whose interests with respect to that matter are in conflict; or
  - The interests of a professional accountant with respect to a particular matter and the interests of the client for whom the professional accountant provides a professional service related to that matter are in conflict.
- 310.3 This section sets out specific requirements and application material relevant to applying the conceptual framework to conflicts of interest. When a professional accountant provides an audit, review or other assurance service, independence is also required in accordance with *Independence Standards*.

### Requirements and Application Material

#### General

- R310.4** A professional accountant shall not allow a conflict of interest to compromise professional or business judgement.
- 310.4 A1 Examples of circumstances that might create a conflict of interest include:
- Providing a transaction advisory service to a client seeking to acquire an audit client, where the firm has obtained confidential information during the course of the audit that might be relevant to the transaction.
  - Providing advice to two clients at the same time where the clients are competing to acquire the same company and the advice might be relevant to the parties' competitive positions.
  - Providing services to a seller and a buyer in relation to the same transaction.
  - Preparing valuations of assets for two parties who are in an adversarial position with respect to the assets.
  - Representing two clients in the same matter who are in a legal dispute with each other, such as during divorce proceedings, or the dissolution of a partnership.
  - In relation to a licence agreement, providing an assurance report for a licensor on the royalties due while advising the licensee on the amounts payable.

- Advising a client to invest in a business in which, for example, the spouse of the professional accountant has a financial interest.
- Providing strategic advice to a client on its competitive position while having a joint venture or similar interest with a major competitor of the client.
- Advising a client on acquiring a business which the firm is also interested in acquiring.
- Advising a client on buying a product or service while having a royalty or commission agreement with a potential seller of that product or service.

## Conflict Identification

### General

**R310.5** Before accepting a new client relationship, engagement, or business relationship, a professional accountant shall take reasonable steps to identify circumstances that might create a conflict of interest, and therefore a threat to compliance with one or more of the fundamental principles. Such steps shall include identifying:

- (a) The nature of the relevant interests and relationships between the parties involved; and
- (b) The service and its implication for relevant parties.

310.5 A1 An effective conflict identification process assists a professional accountant when taking reasonable steps to identify interests and relationships that might create an actual or potential conflict of interest, both before determining whether to accept an engagement and throughout the engagement. Such a process includes considering matters identified by external parties, for example clients or potential clients. The earlier an actual or potential conflict of interest is identified, the greater the likelihood of the professional accountant being able to address threats created by the conflict of interest.

310.5 A2 An effective process to identify actual or potential conflicts of interest will take into account factors such as:

- The nature of the professional services provided.
- The size of the firm.
- The size and nature of the client base.
- The structure of the firm, for example, the number and geographic location of offices.

310.5 A3 More information on client acceptance is set out in Section 320, *Professional Appointments*.

### Changes in Circumstances

**R310.6** A professional accountant shall remain alert to changes over time in the nature of services, interests and relationships that might create a conflict of interest while performing an engagement.

310.6 A1 The nature of services, interests and relationships might change during the engagement. This is particularly true when a professional accountant is asked to conduct an engagement in a situation that might become adversarial, even though the parties who engage the professional accountant initially might not be involved in a dispute.

*Network Firms*

- R310.7** If the firm is a member of a network, a professional accountant shall consider conflicts of interest that the professional accountant has reason to believe might exist or arise due to interests and relationships of a network firm.
- 310.7 A1 Factors to consider when identifying interests and relationships involving a network firm include:
- The nature of the professional services provided.
  - The clients served by the network.
  - The geographic locations of all relevant parties.

**Threats Created by Conflicts of Interest**

- 310.8 A1 In general, the more direct the connection between the professional service and the matter on which the parties' interests conflict, the more likely the level of the threat is not at an acceptable level.
- 310.8 A2 Factors that are relevant in evaluating the level of a threat created by a conflict of interest include measures that prevent unauthorised disclosure of confidential information when performing professional services related to a particular matter for two or more clients whose interests with respect to that matter are in conflict. These measures include:
- The existence of separate practice areas for specialty functions within the firm, which might act as a barrier to the passing of confidential client information between practice areas.
  - Policies and procedures to limit access to client files.
  - Confidentiality agreements signed by personnel and partners of the firm.
  - Separation of confidential information physically and electronically.
  - Specific and dedicated training and communication.
- 310.8 A3 Examples of actions that might be safeguards to address threats created by a conflict of interest include:
- Having separate engagement teams who are provided with clear policies and procedures on maintaining confidentiality.
  - Having an appropriate reviewer, who is not involved in providing the service or otherwise affected by the conflict, review the work performed to assess whether the key judgements and conclusions are appropriate.

**Disclosure and Consent***General*

- R310.9** A professional accountant shall exercise professional judgement to determine whether the nature and significance of a conflict of interest are such that specific disclosure and explicit consent are necessary when addressing the threat created by the conflict of interest.
- 310.9 A1 Factors to consider when determining whether specific disclosure and explicit consent are necessary include:
- The circumstances creating the conflict of interest.
  - The parties that might be affected.
  - The nature of the issues that might arise.
  - The potential for the particular matter to develop in an unexpected manner.

- 310.9 A2 Disclosure and consent might take different forms, for example:
- General disclosure to clients of circumstances where, as is common commercial practice, the professional accountant does not provide professional services exclusively to any one client (for example, in a particular professional service and market sector). This enables the client to provide general consent accordingly. For example, a professional accountant might make general disclosure in the standard terms and conditions for the engagement.
  - Specific disclosure to affected clients of the circumstances of the particular conflict in sufficient detail to enable the client to make an informed decision about the matter and to provide explicit consent accordingly. Such disclosure might include a detailed presentation of the circumstances and a comprehensive explanation of any planned safeguards and the risks involved.
  - Consent might be implied by clients' conduct in circumstances where the professional accountant has sufficient evidence to conclude that clients know the circumstances at the outset and have accepted the conflict of interest if they do not raise an objection to the existence of the conflict.
- 310.9 A3 It is generally necessary:
- (a) To disclose the nature of the conflict of interest and how any threats created were addressed to clients affected by a conflict of interest; and
  - (b) To obtain consent of the affected clients to perform the professional services when safeguards are applied to address the threat.
- 310.9 A4 If such disclosure or consent is not in writing, the professional accountant is encouraged to document:
- (a) The nature of the circumstances giving rise to the conflict of interest;
  - (b) The safeguards applied to address the threats when applicable; and
  - (c) The consent obtained.

*When Explicit Consent is Refused*

- R310.10** If a professional accountant has determined that explicit consent is necessary in accordance with paragraph R310.9 and the client has refused to provide consent, the professional accountant shall either:
- (a) End or decline to perform professional services that would result in the conflict of interest; or
  - (b) End relevant relationships or dispose of relevant interests to eliminate the threat or reduce it to an acceptable level.

**Confidentiality**

*General*

- R310.11** A professional accountant shall remain alert to the principle of confidentiality, including when making disclosures or sharing information within the firm or network and seeking guidance from third parties.
- 310.11 A1 Subsection 114 sets out requirements and application material relevant to situations that might create a threat to compliance with the principle of confidentiality.

*When Disclosure to Obtain Consent would Breach Confidentiality*

**R310.12** When making specific disclosure for the purpose of obtaining explicit consent would result in a breach of confidentiality, and such consent cannot therefore be obtained, the firm shall only accept or continue an engagement if:

- (a) The firm does not act in an advocacy role for one client in an adversarial position against another client in the same matter;
- (b) Specific measures are in place to prevent disclosure of confidential information between the engagement teams serving the two clients; and
- (c) The firm is satisfied that a reasonable and informed third party would be likely to conclude that it is appropriate for the firm to accept or continue the engagement because a restriction on the firm's ability to provide the professional service would produce a disproportionate adverse outcome for the clients or other relevant third parties.

310.12 A1 A breach of confidentiality might arise, for example, when seeking consent to perform:

- A transaction-related service for a client in a hostile takeover of another client of the firm.
- A forensic investigation for a client regarding a suspected fraud, where the firm has confidential information from its work for another client who might be involved in the fraud.

**Documentation**

**R310.13** In the circumstances set out in paragraph R310.12, the professional accountant shall document:

- (a) The nature of the circumstances, including the role that the professional accountant is to undertake;
- (b) The specific measures in place to prevent disclosure of information between the engagement teams serving the two clients; and
- (c) Why it is appropriate to accept or continue the engagement.

**Section 320****Professional Appointments****Introduction**

320.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.

320.2 Acceptance of a new client relationship or changes in an existing engagement might create a threat to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

**Requirements and Application Material****Client and Engagement Acceptance***General*

320.3 A1 Threats to compliance with the principles of integrity or professional behaviour might be created, for example, from questionable issues associated with the client

(its owners, management or activities). Issues that, if known, might create such a threat include client involvement in illegal activities, dishonesty, questionable financial reporting practices or other unethical behaviour.

- 320.3 A2 Factors that are relevant in evaluating the level of such a threat include:
- Knowledge and understanding of the client, its owners, management and those charged with governance and business activities.
  - The client's commitment to address the questionable issues, for example, through improving corporate governance practices or internal controls.
- 320.3 A3 A self-interest threat to compliance with the principle of professional competence and due care is created if the engagement team does not possess, or cannot acquire, the competencies to perform the professional services.
- 320.3 A4 Factors that are relevant in evaluating the level of such a threat include:
- An appropriate understanding of:
    - The nature of the client's business;
    - The complexity of its operations;
    - The requirements of the engagement; and
    - The purpose, nature and scope of the work to be performed.
  - Knowledge of relevant industries or subject matter.
  - Experience with relevant regulatory or reporting requirements.
  - Policies and procedures that the firm has implemented, as part of a system of quality management in accordance with quality management standards such as ISQM 1, that respond to quality risks relating to the firm's ability to perform the engagement in accordance with professional standards and applicable legal and regulatory requirements.
- The level of fees and the extent to which they have regard to the resources required, taking into account the professional accountant's commercial and market priorities.
- 320.3 A5 Examples of actions that might be safeguards to address a self-interest threat include:
- Assigning sufficient engagement personnel with the necessary competencies.
  - Agreeing on a realistic time frame for the performance of the engagement.
  - Using experts where necessary.

### Changes in a Professional Appointment

#### General

- R320.4** A professional accountant shall determine whether there are any reasons for not accepting an engagement when the professional accountant :
- (a) Is asked by a potential client to replace another professional accountant ;
  - (b) Considers tendering for an engagement held by another professional accountant; or
  - (c) Considers undertaking work that is complementary or additional to that of another professional accountant.
- 320.4 A1 There might be reasons for not accepting an engagement. One such reason might be if a threat created by the facts and circumstances cannot be addressed by applying safeguards. For example, there might be a self-interest threat to compliance with the principle of professional competence and due care if a professional accountant accepts the engagement before knowing all the relevant facts.

- 320.4 A2 If a professional accountant is asked to undertake work that is complementary or additional to the work of an existing or predecessor accountant, a self-interest threat to compliance with the principle of professional competence and due care might be created, for example, as a result of incomplete information.
- 320.4 A3 A factor that is relevant in evaluating the level of such a threat is whether tenders state that, before accepting the engagement, contact with the existing or predecessor accountant will be requested. This contact gives the proposed accountant the opportunity to inquire whether there are any reasons why the engagement should not be accepted.
- 320.4 A4 Examples of actions that might be safeguards to address such a self-interest threat include:
- Asking the existing or predecessor accountant to provide any known information of which, in the existing or predecessor accountant's opinion, the proposed accountant needs to be aware before deciding whether to accept the engagement. For example, inquiry might reveal previously undisclosed pertinent facts and might indicate disagreements with the existing or predecessor accountant that might influence the decision to accept the appointment.
  - Obtaining information from other sources such as through inquiries of third parties or background investigations regarding senior management or those charged with governance of the client.

*Communicating with the Existing or Predecessor Accountant*

- 320.5 A1 A proposed accountant will usually need the client's permission, preferably in writing, to initiate discussions with the existing or predecessor accountant.
- R320.6** If unable to communicate with the existing or predecessor accountant, the proposed accountant shall take other reasonable steps to obtain information about any possible threats.

**R320.6a SA** *If the proposed client refuses or fails to give permission for the proposed accountant to communicate with the existing or predecessor accountant, the proposed accountant shall decline the appointment, unless there are exceptional circumstances of which the proposed accountant has full knowledge, and the proposed accountant is satisfied regarding all relevant facts, by some other means.*

*Communicating with the Proposed Accountant*

- R320.7** When an existing or predecessor accountant is asked to respond to a communication from a proposed accountant, the existing or predecessor accountant shall:
- (a) Comply with relevant laws and regulations governing the request; and
  - (b) Provide any information honestly and unambiguously.
- 320.7 A1 An existing or predecessor accountant is bound by confidentiality. Whether the existing or predecessor accountant is permitted or required to discuss the affairs of a client with a proposed accountant will depend on the nature of the engagement and:
- (a) Whether the existing or predecessor accountant has permission from the client for the discussion; and
  - (b) The legal and ethics requirements relating to such communications and disclosure, which might vary by jurisdiction.
- 320.7 A2 Circumstances where a professional accountant is or might be required to disclose confidential information, or when disclosure might be appropriate, are set out in paragraph 114.1 A1 of the Code.

**R320.7a SA** *The proposed accountant shall treat any information provided by the existing or predecessor accountant in the strictest confidence.*

*Changes in Audit or Review Appointments*

**R320.8** In the case of an audit or review of financial statements, a professional accountant shall request the existing or predecessor accountant to provide known information regarding any facts or other information of which, in the existing or predecessor accountant's opinion, the proposed accountant needs to be aware before deciding whether to accept the engagement. Except for the circumstances involving non-compliance or suspected non-compliance with laws and regulations set out in paragraphs R360.21 and R360.22:

- (a) If the client consents to the existing or predecessor accountant disclosing any such facts or other information, the existing or predecessor accountant shall provide the information honestly and unambiguously; and
- (b) If the client fails or refuses to grant the existing or predecessor accountant permission to discuss the client's affairs with the proposed accountant, the existing or predecessor accountant shall disclose this fact to the proposed accountant, who shall carefully consider such failure or refusal when determining whether to accept the appointment.

**Client and Engagement Continuance**

**R320.9** For a recurring client engagement, a professional accountant shall periodically review whether to continue with the engagement.

320.9 A1 Potential threats to compliance with the fundamental principles might be created after acceptance which, had they been known earlier, would have caused the professional accountant to decline the engagement. For example, a self-interest threat to compliance with the principle of integrity might be created by improper earnings management or balance sheet valuations.

**Using the Work of an Expert**

**R320.10** When a professional accountant intends to use the work of an expert, the professional accountant shall determine whether the use is warranted.

320.10 A1 Factors to consider when a professional accountant intends to use the work of an expert include the reputation and expertise of the expert, the resources available to the expert, and the professional and ethics standards applicable to the expert. This information might be gained from prior association with the expert or from consulting others.

**Section 321**

**Second Opinions**

**Introduction**

321.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats

321.2 Providing a second opinion to an entity that is not an existing client might create a self-interest or other threat to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

## Requirements and Application Material

### General

- 321.3 A1 A professional accountant might be asked to provide a second opinion on the application of accounting, auditing, reporting or other standards or principles to (a) specific circumstances, or (b) transactions by or on behalf of a company or an entity that is not an existing client. The second opinion could relate to a matter that has been considered, or might be expected to have been, or might be expected to be considered by that client's existing or predecessor accountant. A threat, for example, a self-interest threat to compliance with the principle of professional competence and due care, might be created if the second opinion is not based on the same facts that the existing or predecessor accountant had, or is based on inadequate evidence.
- 321.3 A2 A factor that is relevant in evaluating the level of such a self-interest threat is the circumstances of the request and all the other available facts and assumptions relevant to the expression of a professional judgement.
- 321.3 A3 Examples of actions that might be safeguards to address such a self-interest threat include:
- With the client's permission, obtaining information from the existing or predecessor accountant and confirming that the facts relevant to the issue are complete.
  - Describing the limitations surrounding any second opinion in communications with the client.
  - Providing the existing or predecessor accountant with a copy of the opinion.
- 321.3 A4 SA *With the client's permission, a professional accountant may through enquiries of the client and enquiries of the existing or predecessor accountant:*
- Ascertain the circumstances surrounding the proposed engagement for a second opinion.
  - Ascertain whether the client has sought a second opinion from other professional accountants.
- R321.3a SA** *A professional accountant shall provide a second opinion in writing.*
- 321.3a A1 SA *Providing an oral and other forms of a second opinion can be misunderstood without the support of a written report.*
- R321.3b SA** *A professional accountant shall not provide a second opinion regarding an opinion expressed on financial statements performed in terms of the ISAs.*

#### *When Permission to Communicate is Not Provided*

- R321.4** If an entity seeking a second opinion from a professional accountant will not permit the professional accountant to communicate with the existing or predecessor accountant, the professional accountant shall *decline the appointment, unless there are exceptional circumstances of which the professional accountant has full knowledge, and the professional accountant is satisfied regarding all relevant facts, by some other means.*

#### *Providing the Existing or Predecessor Accountant with a Copy of the Second Opinion*

- R321.5 SA** *A professional accountant shall, in terms of the engagement with the client, provide the existing or predecessor accountant with a copy of the second opinion, at the same time as it is given to the client.*

321.5 A1 SA The purpose of providing the existing or predecessor accountant with a copy of the second opinion is to ensure that the professional accountant and the existing or predecessor accountant have the same information.

## Section 325

### Objectivity of an Engagement Quality Reviewer and Other Appropriate Reviewers

#### Introduction

- 325.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 325.2 Appointing an engagement quality reviewer who has involvement in the work being reviewed or close relationships with those responsible for performing that work might create threats to compliance with the principle of objectivity.
- 325.3 This section sets out specific application material relevant to applying the conceptual framework in relation to the objectivity of an engagement quality reviewer.
- 325.4 An engagement quality reviewer is also an example of an appropriate reviewer as described in paragraph 300.8 A4. Therefore, the application material in this section might apply in circumstances where a professional accountant appoints an appropriate reviewer to review work performed as a safeguard to address identified threats.

#### Application Material

##### General

- 325.5 A1 Quality engagements are achieved through planning and performing engagements and reporting on them in accordance with professional standards and applicable legal and regulatory requirements. ISQM 1 establishes the firm's responsibilities for its system of quality management and requires the firm to design and implement responses to address quality risks related to engagement performance. Such responses include establishing policies or procedures addressing engagement quality reviews in accordance with ISQM 2.
- 325.5 A2 An engagement quality reviewer is a partner, other individual in the firm, or an external individual, appointed by the firm to perform the engagement quality review.

##### Identifying Threats

- 325.6 A1 The following are examples of circumstances where threats to the objectivity of a professional accountant appointed as an engagement quality reviewer might be created:
- (a) Self-interest threat
    - Two engagement partners each serving as an engagement quality reviewer for the other's engagement.
  - (b) Self-review threat
    - An accountant serving as an engagement quality reviewer on an audit engagement after previously serving as the engagement partner.
  - (c) Familiarity threat

- An accountant serving as an engagement quality reviewer has a close relationship with or is an immediate family member of another individual who is involved in the engagement.
- (d) Intimidation threat
- An accountant serving as an engagement quality reviewer for an engagement has a direct reporting line to the partner responsible for the engagement.

### Evaluating Threats

325.7 A1 Factors that are relevant in evaluating the level of threats to the objectivity of an individual appointed as an engagement quality reviewer include:

- The role and seniority of the individual.
- The nature of the individual's relationship with others involved on the engagement.
- The length of time the individual was previously involved with the engagement and the individual's role.
- When the individual was last involved in the engagement prior to being appointed as engagement quality reviewer and any subsequent relevant changes to the circumstances of the engagement.
- The nature and complexity of issues that required significant judgment from the individual in any previous involvement in the engagement.

### Addressing Threats

325.8 A1 An example of an action that might eliminate an intimidation threat is reassigning reporting responsibilities within the firm.

325.8 A2 An example of an action that might be a safeguard to address a self-review threat is implementing a period of sufficient duration (a cooling-off period) before the individual who was on the engagement is appointed as an engagement quality reviewer.

### Cooling-off Period

325.8 A3 ISQM 2 requires the firm to establish policies or procedures that specify, as a condition for eligibility, a cooling-off period of two years before the engagement partner can assume the role of engagement quality reviewer. This serves to enable compliance with the principle of objectivity and the consistent performance of quality engagements.

325.8 A4 The cooling-off period required by ISQM 2 is distinct from, and does not modify, the partner rotation requirements in Section 540, which are designed to address threats to independence created by long association with an audit client.

## Section 330

### Fees and Other Types of Remuneration

#### Introduction

330.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.

330.2 The level and nature of fee and other remuneration arrangements might create a self-interest threat to compliance with one or more of the fundamental principles.

This section sets out specific application material relevant to applying the conceptual framework in such circumstances.

## Application Material

### Level of Fees

- 330.3 A1 The level of fees quoted might impact a professional accountant's ability to perform professional services in accordance with technical and professional standards.
- 330.3 A2 A professional accountant might quote whatever fee is considered appropriate. Quoting a fee lower than another professional accountant is not in itself unethical. However, the level of fees quoted creates a self-interest threat to compliance with the principle of professional competence and due care if the fee quoted is so low that it might be difficult to perform the engagement in accordance with applicable technical and professional standards.
- 330.3 A3 Factors that are relevant in evaluating the level of such a threat include:
- Whether the client is aware of the terms of the engagement and, in particular, the basis on which fees are determined and which professional services are covered.
  - Whether the level of the fee is set by an independent third party such as a regulatory body.
- 330.3 A4 Examples of actions that might be safeguards to address such a self-interest threat include:
- Adjusting the level of fees or the scope of the engagement.
  - Having an appropriate reviewer review the work performed.

### Contingent Fees

**R330.4 SA** *A professional accountant shall not charge contingent fees for the preparation of an original or amended tax return, as contingent fees for these services create a self-interest threat to objectivity that cannot be eliminated and safeguards are not capable of being applied to reduce the threat to an acceptable level.*

- 330.4 A1 Contingent fees are used for certain types of non-assurance services. However, contingent fees might create threats to compliance with the fundamental principles, particularly a self-interest threat to compliance with the principle of objectivity, in certain circumstances.
- 330.4 A2 Factors that are relevant in evaluating the level of such threats include:
- The nature of the engagement.
  - The range of possible fee amounts.
  - The basis for determining the fee.
  - Disclosure to intended users of the work performed by the *professional accountant* and the basis of remuneration.
  - Quality management policies and procedures.
  - Whether an independent third party is to review the outcome or result of the transaction.
  - Whether the level of the fee is set by an independent third party such as a regulatory body.

- 330.4 A3 Examples of actions that might be safeguards to address such a self-interest threat include:
- Having an appropriate reviewer who was not involved in performing the non-assurance service review the work performed by the professional accountant.
  - Obtaining an advance written agreement with the client on the basis of remuneration.
- 330.4 A4 Requirements and application material related to contingent fees for services provided to audit or review clients and other assurance clients are set out in *Independence Standards*.

### Referral Fees or Commissions

- 330.5 A1 A self-interest threat to compliance with the principles of objectivity and professional competence and due care is created if a professional accountant pays or receives a referral fee or receives a commission relating to a client. Such referral fees or commissions include, for example:
- A fee paid to another professional accountant for the purposes of obtaining new client work when the client continues as a client of the existing accountant but requires specialist services not offered by that professional accountant.
  - A fee received for referring a continuing client to another professional accountant or other expert where the existing accountant does not provide the specific professional service required by the client.
  - A commission received from a third party (for example, a software vendor) in connection with the sale of goods or services to a client.
- 330.5 A2 Examples of actions that might be safeguards to address such a self-interest threat include:
- Obtaining an advance agreement *upfront and in writing* from the client for commission arrangements in connection with the sale by another party of goods or services to the client might address a self-interest threat.
  - Disclosing to clients, *upfront and in writing* any referral fees or commission arrangements paid to, or received from, another professional accountant or third party for recommending services or products might address a self-interest threat.

### Purchase or Sale of a Firm

- 330.6 A1 A professional accountant may purchase all or part of another firm on the basis that payments will be made to individuals formerly owning the firm or to their heirs or estates. Such payments are not referral fees or commissions for the purposes of this section.

## Section 340

### Inducements, Including Gifts and Hospitality

#### Introduction

- 340.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.

- 340.2 Offering or accepting inducements might create a self-interest, familiarity or intimidation threat to compliance with the fundamental principles, particularly the principles of integrity, objectivity and professional behaviour.
- 340.3 This section sets out requirements and application material relevant to applying the conceptual framework in relation to the offering and accepting of inducements when performing professional services that does not constitute non-compliance with laws and regulations. This section also requires a professional accountant to comply with relevant laws and regulations when offering or accepting inducements.

## Requirements and Application Material

### General

- 340.4 A1 An inducement is an object, situation, or action that is used as a means to influence another individual's behaviour, but not necessarily with the intent to improperly influence that individual's behaviour. Inducements can range from minor acts of hospitality between professional accountants and existing or prospective clients to acts that result in non-compliance with laws and regulations. An inducement can take many different forms, for example:
- Gifts.
  - Hospitality.
  - Entertainment.
  - Political or charitable donations.
  - Appeals to friendship and loyalty.
  - Employment or other commercial opportunities.
  - Preferential treatment, rights or privileges.

### Inducements Prohibited by Laws and Regulations

- R340.5** In many jurisdictions, there are laws and regulations, such as those related to bribery and corruption, that prohibit the offering or accepting of inducements in certain circumstances. The professional accountant shall obtain an understanding of relevant laws and regulations and comply with them when the professional accountant encounters such circumstances.

### Inducements Not Prohibited by Laws and Regulations

- 340.6 A1 The offering or accepting of inducements that is not prohibited by laws and regulations might still create threats to compliance with the fundamental principles.

#### *Inducements with Intent to Improperly Influence Behaviour*

- R340.7** A professional accountant shall not offer, or encourage others to offer, any inducement that is made, or which the professional accountant considers a reasonable and informed third party would be likely to conclude is made, with the intent to improperly influence the behaviour of the recipient or of another individual.
- R340.8** A professional accountant shall not accept, or encourage others to accept, any inducement that the professional accountant concludes is made, or considers a reasonable and informed third party would be likely to conclude is made, with the intent to improperly influence the behaviour of the recipient or of another individual.
- 340.9 A1 An inducement is considered as improperly influencing an individual's behaviour if it causes the individual to act in an unethical manner. Such improper influence

can be directed either towards the recipient or towards another individual who has some relationship with the recipient. The fundamental principles are an appropriate frame of reference for a professional accountant in considering what constitutes unethical behaviour on the part of the professional accountant and, if necessary by analogy, other individuals.

340.9 A2 A breach of the fundamental principle of integrity arises when a professional accountant offers or accepts, or encourages others to offer or accept, an inducement where the intent is to improperly influence the behaviour of the recipient or of another individual.

340.9 A3 The determination of whether there is actual or perceived intent to improperly influence behaviour requires the exercise of professional judgement. Relevant factors to consider might include:

- The nature, frequency, value and cumulative effect of the inducement.
- Timing of when the inducement is offered relative to any action or decision that it might influence.
- Whether the inducement is a customary or cultural practice in the circumstances, for example, offering a gift on the occasion of a religious holiday or wedding.
- Whether the inducement is an ancillary part of a professional service, for example, offering or accepting lunch in connection with a business meeting.
- Whether the offer of the inducement is limited to an individual recipient or available to a broader group. The broader group might be internal or external to the firm, such as other suppliers to the client.
- The roles and positions of the individuals at the firm or the client offering or being offered the inducement.
- Whether the professional accountant knows, or has reason to believe, that accepting the inducement would breach the policies and procedures of the client.
- The degree of transparency with which the inducement is offered.
- Whether the inducement was required or requested by the recipient.
- The known previous behaviour or reputation of the offeror.

#### *Consideration of Further Actions*

340.10 A1 If the professional accountant becomes aware of an inducement offered with actual or perceived intent to improperly influence behaviour, threats to compliance with the fundamental principles might still be created even if the requirements in paragraphs R340.7 and R340.8 are met.

340.10 A2 Examples of actions that might be safeguards to address such threats include:

- Informing senior management of the firm or those charged with governance of the client regarding the offer.
- Amending or terminating the business relationship with the client.

#### *Inducements with No Intent to Improperly Influence Behaviour*

340.11 A1 The requirements and application material set out in the conceptual framework apply when a professional accountant has concluded there is no actual or perceived intent to improperly influence the behaviour of the recipient or of another individual.

- 340.11 A2 If such an inducement is trivial and inconsequential, any threats created will be at an acceptable level.
- 340.11 A3 Examples of circumstances where offering or accepting such an inducement might create threats even if the professional accountant has concluded there is no actual or perceived intent to improperly influence behaviour include:
- Self-interest threats
    - A professional accountant is offered hospitality from the prospective acquirer of a client while providing corporate finance services to the client.
  - Familiarity threats
    - A professional accountant regularly takes an existing or prospective client to sporting events.
  - Intimidation threats
    - A professional accountant accepts hospitality from a client, the nature of which could be perceived to be inappropriate were it to be publicly disclosed.
- 340.11 A4 Relevant factors in evaluating the level of such threats created by offering or accepting such an inducement include the same factors set out in paragraph 340.9 A3 for determining intent.
- 340.11 A5 Examples of actions that might eliminate threats created by offering or accepting such an inducement include:
- Declining or not offering the inducement.
  - Transferring responsibility for the provision of any professional services to the client to another individual who the professional accountant has no reason to believe would be, or would be perceived to be, improperly influenced when providing the services.
- 340.11 A6 Examples of actions that might be safeguards to address such threats created by offering or accepting such an inducement include:
- Being transparent with senior management of the firm or of the client about offering or accepting an inducement.
  - Registering the inducement in a log monitored by senior management of the firm or another individual responsible for the firm's ethics compliance or maintained by the client.
  - Having an appropriate reviewer, who is not otherwise involved in providing the professional service, review any work performed or decisions made by the professional accountant with respect to the client from which the professional accountant accepted the inducement.
  - Donating the inducement to charity after receipt and appropriately disclosing the donation, for example, to a member of senior management of the firm or the individual who offered the inducement.
  - Reimbursing the cost of the inducement, such as hospitality, received.
  - As soon as possible, returning the inducement, such as a gift, after it was initially accepted.

### **Immediate or Close Family Members**

- R340.12** A professional accountant shall remain alert to potential threats to the professional accountant's compliance with the fundamental principles created by the offering of an inducement:

- (a) By an immediate or close family member of the professional accountant to an existing or prospective client of the professional accountant.
- (b) To an immediate or close family member of the professional accountant by an existing or prospective client of the professional accountant.

**R340.13** Where the professional accountant becomes aware of an inducement being offered to or made by an immediate or close family member and concludes there is intent to improperly influence the behaviour of the professional accountant or of an existing or prospective client of the professional accountant, or considers a reasonable and informed third party would be likely to conclude such intent exists, the professional accountant shall advise the immediate or close family member not to offer or accept the inducement.

340.13 A1 The factors set out in paragraph 340.9 A3 are relevant in determining whether there is actual or perceived intent to improperly influence the behaviour of the professional accountant or of the existing or prospective client. Another factor that is relevant is the nature or closeness of the relationship, between:

- (a) The professional accountant and the immediate or close family member;
- (b) The immediate or close family member and the existing or prospective client; and
- (c) The professional accountant and the existing or prospective client.

For example, the offer of employment, outside of the normal recruitment process, to the spouse of the professional accountant by a client for whom the professional accountant is providing a business valuation for a prospective sale might indicate such intent.

340.13 A2 The application material in paragraph 340.10 A2 is also relevant in addressing threats that might be created when there is actual or perceived intent to improperly influence the behaviour of the professional accountant, or of the existing or prospective client even if the immediate or close family member has followed the advice given pursuant to paragraph R340.13.

#### *Application of the Conceptual Framework*

340.14 A1 Where the professional accountant becomes aware of an inducement offered in the circumstances addressed in paragraph R340.12, threats to compliance with the fundamental principles might be created where:

- (a) The immediate or close family member offers or accepts the inducement contrary to the advice of the professional accountant pursuant to paragraph R340.13; or
- (b) The professional accountant does not have reason to believe an actual or perceived intent to improperly influence the behaviour of the professional accountant or of the existing or prospective client exists.

340.14 A2 The application material in paragraphs 340.11 A1 to 340.11 A6 is relevant for the purposes of identifying, evaluating and addressing such threats. Factors that are relevant in evaluating the level of threats in these circumstances also include the nature or closeness of the relationships set out in paragraph 340.13 A1.

#### **Other Considerations**

340.15 A1 If a professional accountant encounters or is made aware of inducements that might result in non-compliance or suspected non-compliance with laws and regulations by a client or individuals working for or under the direction of the client, the requirements and application material in Section 360 apply.

- 340.15 A2 If a firm, network firm or an audit team member is being offered gifts or hospitality from an audit client, the requirement and application material set out in Section 420 apply.
- 340.15 A3 If a firm or an assurance team member is being offered gifts or hospitality from an assurance client, the requirement and application material set out in Section 906 apply.

## Section 350

### Custody of Client Assets

#### Introduction

- 350.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 350.2 Holding client assets whilst providing professional services creates a self-interest or other threat to compliance with the fundamental principles of professional behaviour and objectivity. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### Before Taking Custody

- R350.3** A professional accountant shall not assume custody of client money or other assets unless permitted to do so by law and in accordance with any conditions under which such custody may be taken.
- R350.4** As part of client and engagement acceptance procedures related to assuming custody of client money or assets, a professional accountant shall:
- (a) Make inquiries about the source of the assets; and
  - (b) Consider related legal and regulatory obligations.

*(350.4 AI has been elevated into a South African requirement R350.4a SA)*

**R350.4a SA** *Inquiries about the source of client assets might reveal, for example, that the assets were derived from illegal activities, such as money laundering. The professional accountant shall not accept or hold the assets in such circumstances, and the provisions of Section 360 would apply.*

##### After Taking Custody

- R350.5** A professional accountant entrusted with money or other assets belonging to others shall:
- (a) Comply with the laws and regulations relevant to holding and accounting for the assets;
  - (b) Keep the assets separately from personal or firm assets;
  - (c) Use the assets only for the purpose for which they are intended; and
  - (d) Be ready at all times to account for the assets and any income, dividends, or gains generated, to any *entity or* individuals entitled to that accounting.

##### Client Monies

**R350.6 SA** *If a professional accountant is entrusted with client monies, which come into the professional accountant's possession or under the professional accountant's*

control and for which the professional accountant is responsible to account to a client, the professional accountant shall:

- (a) Not refer to such client monies as being “in trust” or in a “trust account” as this could be misleading;
- (b) Maintain one or more bank accounts with an institution or institutions registered in terms of the Banks Act, 1990 (Act 94 of 1990), that are separate from the professional accountant’s own bank account;
- (c) Appropriately designate such bank accounts. This includes a general bank account in the professional accountant’s name where all client monies are held (such as ABC’s Client Account), or a specific account named and operated per relevant client;
- (d) Deposit client monies without delay to the credit of such client account;
- (e) Maintain such records as may reasonably be expected to ensure that the client monies can be readily identified as being the property of the client, for example, detailed bookkeeping and being able to supply the client with an analysis of the account/s;
- (f) Perform a reconciliation between the designated bank account and the client monies ledger account/s; and
- (g) Not hold client monies indefinitely unless specifically allowed by laws and regulations. Professional accountants are encouraged to hold client monies for a limited period, depending on the professional service provided.

#### Client Assets other than Monies

**R350.7 SA** If a professional accountant is entrusted with client assets other than client monies which come into the professional accountant’s possession or under the professional accountant’s control and for which the professional accountant is responsible to account to a client, the professional accountant shall:

- (a) Not refer to such client assets as being held “in trust” or in a “trust account” as this could be misleading;
- (b) Maintain such records as may be reasonably expected to ensure that the client assets can readily be identified as being the property of the client; and
- (c) If client assets are in the form of documents of title to money, or documents of title that can be converted into money, make such arrangements as may be appropriate in the circumstances to safeguard such documents against unauthorised use.

#### **Possible Measures of Protection**

**R350.8 SA** A professional accountant shall apply appropriate measures to protect the client assets.

**350.8 A1 SA** Examples of measures may include:

- (a) If the professional accountant administers a large number of client accounts that hold client monies the professional accountant may utilise an umbrella account with sub-accounts for each client;
- (b) If the professional service requires the professional accountant to be entrusted with client monies for an unusually long period and the professional accountant is not the auditor or assurance provider, the professional accountant shall request the client to open a separate bank account and provide the professional accountant with appropriate power of attorney or signatory rights over the account;

- (c) Before taking custody of client assets the professional accountant shall consider whether the firm's indemnity and fidelity insurance is sufficient to cover incidents of fraud or theft; and
- (d) Where a formal engagement letter is entered into covering the professional service involving custody of client assets, the engagement letter shall address the risks and responsibilities relating to such client assets.

#### **Custody of Client Assets for Audit or Other Assurance Clients**

**R350.9 SA** A professional accountant shall not accept custody of an audit or assurance client's assets unless the threat to independence can be eliminated or reduced to an acceptable level. The independence requirements in paragraphs R600.7 – R600.8 apply for audit and review engagements and paragraphs R950.6 – R950.7 apply to other assurance engagements.

## **Section 360**

### **Responding to Non-Compliance with Laws and Regulations**

#### **Introduction**

- 360.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 360.2 A self-interest or intimidation threat to compliance with the *fundamental* principles of integrity and professional behaviour is created when a *professional accountant* becomes aware of non-compliance or suspected non-compliance with laws and regulations.
- 360.3 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance in the course of providing a professional service to a client. This section guides the professional accountant in assessing the implications of the matter and the possible courses of action when responding to non-compliance or suspected non-compliance with:
- (a) Laws and regulations generally recognised to have a direct effect on the determination of material amounts and disclosures in the client's financial statements; and
  - (b) Other laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the client's financial statements, but compliance with which might be fundamental to the operating aspects of the client's business, to its ability to continue its business, or to avoid material penalties.

#### **Objectives of the Professional Accountant in Relation to Non-compliance with Laws and Regulations**

- 360.4 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. When responding to non-compliance or suspected non-compliance, the objectives of the professional accountant are:
- (a) To comply with the principles of integrity and professional behaviour;
  - (b) By alerting management or, where appropriate, those charged with governance of the client, to seek to:
    - (i) Enable them to rectify, remediate or mitigate the consequences of the identified or suspected non-compliance; or

- (ii) Deter the commission of the non-compliance where it has not yet occurred; and
- (c) To take such further action as appropriate in the public interest.

## Requirements and Application Material

### General

- 360.5 A1 Non-compliance with laws and regulations (“non-compliance”) comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:
- (a) A client;
  - (b) Those charged with governance of a client;
  - (c) Management of a client; or
  - (d) Other individuals working for or under the direction of a client.
- 360.5 A2 Examples of laws and regulations which this section addresses include those that deal with:
- Fraud, corruption and bribery.
  - Money laundering, terrorist financing and proceeds of crime.
  - Securities markets and trading.
  - Banking and other financial products and services.
  - Data protection.
  - Tax and pension liabilities and payments.
  - Environmental protection.
  - Public health and safety.
- 360.5 A3 Non-compliance might result in fines, litigation or other consequences for the client, potentially materially affecting its financial statements. Importantly, such non-compliance might have wider public interest implications in terms of potentially substantial harm to investors, creditors, employees or the general public. For the purposes of this section, an act that causes substantial harm is one that results in serious adverse consequences to any of these parties in financial or non-financial terms. Examples include the perpetration of a fraud resulting in significant financial losses to investors, and breaches of environmental laws and regulations endangering the health or safety of employees or the public.
- R360.6** In some jurisdictions, there are legal or regulatory provisions governing how professional accountants should address non-compliance or suspected non-compliance. These legal or regulatory provisions might differ from or go beyond the provisions in this section. When encountering such non-compliance or suspected non-compliance, the professional accountant shall obtain an understanding of those legal or regulatory provisions and comply with them, including:
- (a) Any requirement to report the matter to an appropriate authority; and
  - (b) Any prohibition on alerting the client.
- 360.6 A1 A prohibition on alerting the client might arise, for example, pursuant to anti-money laundering legislation.
- 360.7 A1 This section applies regardless of the nature of the client, including whether or not it is a public interest entity.

360.7 A2 A professional accountant who encounters or is made aware of matters that are clearly inconsequential is not required to comply with this section. Whether a matter is clearly inconsequential is to be judged with respect to its nature and its impact, financial or otherwise, on the client, its stakeholders and the general public.

360.7 A3 This section does not address:

- (a) Personal misconduct unrelated to the business activities of the client; and
- (b) Non-compliance by parties other than those specified in paragraph 360.5 A1. This includes, for example, circumstances where a professional accountant has been engaged by a client to perform a due diligence assignment on a third party entity and the identified or suspected non-compliance has been committed by that third-party.

The professional accountant might nevertheless find the guidance in this section helpful in considering how to respond in these situations.

### **Responsibilities of Management and Those Charged with Governance**

360.8 A1 Management, with the oversight of those charged with governance, is responsible for ensuring that the client's business activities are conducted in accordance with laws and regulations. Management and those charged with governance are also responsible for identifying and addressing any non-compliance by:

- (a) The client;
- (b) An individual charged with governance of the entity;
- (c) A member of management; or
- (d) Other individuals working for or under the direction of the client.

### **Responsibilities of All Professional Accountants**

**R360.9** Where a professional accountant becomes aware of a matter to which this section applies, the steps that the professional accountant takes to comply with this section shall be taken on a timely basis. In taking timely steps, the professional accountant shall have regard to the nature of the matter and the potential harm to the interests of the entity, investors, creditors, employees or the general public.

### **Audits of Financial Statements**

#### *Obtaining an Understanding of the Matter*

**R360.10** If a professional accountant engaged to perform an audit of financial statements becomes aware of information concerning non-compliance or suspected non-compliance, the professional accountant shall obtain an understanding of the matter. This understanding shall include the nature of the non-compliance or suspected non-compliance and the circumstances in which it has occurred or might occur.

360.10 A1 The professional accountant might become aware of the non-compliance or suspected non-compliance in the course of performing the engagement or through information provided by other parties.

360.10 A2 The professional accountant is expected to apply knowledge and expertise, and exercise professional judgement. However, the professional accountant is not expected to have a level of knowledge of laws and regulations greater than that which is required to undertake the engagement. Whether an act constitutes non-compliance is ultimately a matter to be determined by a court or other appropriate adjudicative body.

- 360.10 A3 Depending on the nature and significance of the matter, the professional accountant might consult on a confidential basis with others within the firm, a network firm, the Institute, the Regulatory Board, or with legal counsel.
- R360.11** If the professional accountant identifies or suspects that non-compliance has occurred or might occur, the professional accountant shall discuss the matter with the appropriate level of management and, where appropriate, those charged with governance.
- 360.11 A1 The purpose of the discussion is to clarify the professional accountant's understanding of the facts and circumstances relevant to the matter and its potential consequences. The discussion also might prompt management or those charged with governance to investigate the matter.
- 360.11 A2 The appropriate level of management with whom to discuss the matter is a question of professional judgement. Relevant factors to consider include:
- The nature and circumstances of the matter.
  - The individuals actually or potentially involved.
  - The likelihood of collusion.
  - The potential consequences of the matter.
  - Whether that level of management is able to investigate the matter and take appropriate action.
- 360.11 A3 The appropriate level of management is usually at least one level above the individual or individuals involved or potentially involved in the matter. In the context of a group, the appropriate level might be management at an entity that controls the client.
- 360.11 A4 The professional accountant might also consider discussing the matter with internal auditors, where applicable.
- R360.12** If the professional accountant believes that management is involved in the non-compliance or suspected non-compliance, the professional accountant shall discuss the matter with those charged with governance.

#### *Addressing the Matter*

- R360.13** In discussing the non-compliance or suspected non-compliance with management and, where appropriate, those charged with governance, the professional accountant shall advise them to take appropriate and timely actions, if they have not already done so, to:
- (a) Rectify, remediate or mitigate the consequences of the non-compliance;
  - (b) Deter the commission of the non-compliance where it has not yet occurred; or
  - (c) Disclose the matter to an appropriate authority where required by law or regulation or where considered necessary in the public interest.
- R360.14** The professional accountant shall consider whether management and those charged with governance understand their legal or regulatory responsibilities with respect to the non-compliance or suspected non-compliance.
- 360.14 A1 If management and those charged with governance do not understand their legal or regulatory responsibilities with respect to the matter, the professional accountant might suggest appropriate sources of information or recommend that they obtain legal advice.

- R360.15** The professional accountant shall comply with applicable:
- (a) Laws and regulations, including legal or regulatory provisions governing the reporting of non-compliance or suspected non-compliance to an appropriate authority; and
  - (b) Requirements under auditing standards, including those relating to:
    - Identifying and responding to non-compliance, including fraud.
    - Communicating with those charged with governance.
    - Considering the implications of the non-compliance or suspected non-compliance for the auditor’s report.
- 360.15 A1 Some laws and regulations might stipulate a period within which reports of non-compliance or suspected non-compliance are to be made to an appropriate authority.

Communication with Respect to Groups

- R360.16** Where a professional accountant becomes aware of non-compliance or suspected non-compliance in relation to a component of a group in either of the following two situations, the professional accountant shall communicate the matter to the group engagement partner unless prohibited from doing so by law or regulation:
- (a) The professional accountant is, for purposes of an audit of the group financial statements, requested by the group engagement team to perform work on financial information related to the component; or
  - (b) The professional accountant is engaged to perform an audit of the component’s financial statements for purposes other than the group audit, for example, a statutory audit.

The communication to the group engagement partner shall be in addition to responding to the matter in accordance with the provisions of this section.

- 360.16 A1 The purpose of the communication is to enable the group engagement partner to be informed about the matter and to determine, in the context of the group audit, whether and, if so, how to address it in accordance with the provisions in this section. The communication requirement in paragraph R360.16 applies regardless of whether the group engagement partner’s firm or network is the same as or different from the professional accountant’s firm or network.

- R360.17** Where the group engagement partner becomes aware of non-compliance or suspected non-compliance in the course of an audit of group financial statements, the group engagement partner shall consider whether the matter might be relevant to one or more components:

- (a) Whose financial information is subject to work for purposes of the audit of the group financial statements; or
- (b) Whose financial statements are subject to audit for purposes other than the group audit, for example, a statutory audit.

This consideration shall be in addition to responding to the matter in the context of the group audit in accordance with the provisions of this section.

- R360.18** If the non-compliance or suspected non-compliance might be relevant to one or more of the components specified in paragraph R360.17(a) and (b), the group engagement partner shall take steps to have the matter communicated to those performing work at the components, unless prohibited from doing so by law or regulation. If necessary, the group engagement partner shall arrange for appropriate

inquiries to be made (either of management or from publicly available information) as to whether the relevant component(s) specified in paragraph R360.17(b) is subject to audit and, if so, to ascertain to the extent practicable the identity of the auditor.

- 360.18 A1 The purpose of the communication is to enable those responsible for work at the components to be informed about the matter and to determine whether and, if so, how to address it in accordance with the provisions in this section. The communication requirement applies regardless of whether the group engagement partner's firm or network is the same as or different from the firms or networks of those performing work at the components.

*Determining Whether Further Action Is Needed*

**R360.19** The professional accountant shall assess the appropriateness of the response of management and, where applicable, those charged with governance.

- 360.19 A1 Relevant factors to consider in assessing the appropriateness of the response of management and, where applicable, those charged with governance include whether:

- The response is timely.
- The non-compliance or suspected non-compliance has been adequately investigated.
- Action has been, or is being, taken to rectify, remediate or mitigate the consequences of any non-compliance.
- Action has been, or is being, taken to deter the commission of any non-compliance where it has not yet occurred.
- Appropriate steps have been, or are being, taken to reduce the risk of re-occurrence, for example, additional controls or training.
- The non-compliance or suspected non-compliance has been disclosed to an appropriate authority where appropriate and, if so, whether the disclosure appears adequate.

**R360.20** In light of the response of management and, where applicable, those charged with governance, the professional accountant shall determine if further action is needed in the public interest.

- 360.20 A1 The determination of whether further action is needed, and the nature and extent of it, will depend on various factors, including:

- The legal and regulatory framework.
- The urgency of the situation.
- The pervasiveness of the matter throughout the client.
- Whether the professional accountant continues to have confidence in the integrity of management and, where applicable, those charged with governance.
- Whether the non-compliance or suspected non-compliance is likely to recur.
- Whether there is credible evidence of actual or potential substantial harm to the interests of the entity, investors, creditors, employees or the general public.

- 360.20 A2 Examples of circumstances that might cause the professional accountant no longer to have confidence in the integrity of management and, where applicable, those charged with governance include situations where:

- The professional accountant suspects or has evidence of their involvement or intended involvement in any non-compliance.

- The professional accountant is aware that they have knowledge of such non-compliance and, contrary to legal or regulatory requirements, have not reported, or authorised the reporting of, the matter to an appropriate authority within a reasonable period.

**R360.21** The professional accountant shall exercise professional judgement in determining the need for, and nature and extent of, further action. In making this determination, the professional accountant shall take into account whether a reasonable and informed third party would be likely to conclude that the professional accountant has acted appropriately in the public interest.

360.21 A1 Further action that the professional accountant might take includes:

- Disclosing the matter to an appropriate authority even when there is no legal or regulatory requirement to do so.
- Withdrawing from the engagement and the professional relationship where permitted by law or regulation.

360.21 A2 Withdrawing from the engagement and the professional relationship is not a substitute for taking other actions that might be needed to achieve the professional accountant's objectives under this section. In some jurisdictions, however, there might be limitations as to the further actions available to the professional accountant. In such circumstances, withdrawal might be the only available course of action.

**R360.22** Where the professional accountant has withdrawn from the professional relationship pursuant to paragraphs R360.20 and 360.21 A1, the professional accountant shall, on request by the proposed accountant pursuant to paragraph R320.8, provide all relevant facts and other information concerning the identified or suspected non-compliance to the proposed accountant. The predecessor accountant shall do so, even in the circumstances addressed in paragraph R320.8(b) where the client fails or refuses to grant the predecessor accountant permission to discuss the client's affairs with the proposed accountant, unless prohibited by law or regulation.

360.22 A1 The facts and other information to be provided are those that, in the predecessor accountant's opinion, the proposed accountant needs to be aware of before deciding whether to accept the audit appointment. Section 320 addresses communications from proposed accountants.

**R360.23** If the proposed accountant is unable to communicate with the predecessor accountant, the proposed accountant shall take reasonable steps to obtain information about the circumstances of the change of appointment by other means.

360.23 A1 Other means to obtain information about the circumstances of the change of appointment include inquiries of third parties or background investigations of management or those charged with governance.

360.24 A1 As assessment of the matter might involve complex analysis and judgements, the professional accountant might consider:

- Consulting internally.
- Obtaining legal advice to understand the professional accountant's options and the professional or legal implications of taking any particular course of action.
- Consulting on a confidential basis with a regulatory or professional body.

Determining Whether to Disclose the Matter to an Appropriate Authority

360.25 A1 Disclosure of the matter to an appropriate authority would be precluded if doing so would be contrary to law or regulation. Otherwise, the purpose of making disclosure is to enable an appropriate authority to cause the matter to be investigated and action to be taken in the public interest.

- 360.25 A2 The determination of whether to make such a disclosure depends in particular on the nature and extent of the actual or potential harm that is or might be caused by the matter to investors, creditors, employees or the general public. For example, the registered auditor might determine that disclosure of the matter to an appropriate authority is an appropriate course of action if:
- The entity is engaged in bribery (for example, of local or foreign government officials for purposes of securing large contracts).
  - The entity is regulated and the matter is of such significance as to threaten its licence to operate.
  - The entity is listed on a securities exchange and the matter might result in adverse consequences to the fair and orderly market in the entity's securities or pose a systemic risk to the financial markets.
  - It is likely that the entity would sell products that are harmful to public health or safety.
  - The entity is promoting a scheme to its clients to assist them in evading taxes.
- 360.25 A3 The determination of whether to make such a disclosure will also depend on external factors such as:
- Whether there is an appropriate authority that is able to receive the information, and cause the matter to be investigated and action to be taken. The appropriate authority will depend on the nature of the matter. For example, the appropriate authority would be a securities regulator in the case of fraudulent financial reporting or an environmental protection agency in the case of a breach of environmental laws and regulations.
  - Whether there exists robust and credible protection from civil, criminal or professional liability or retaliation afforded by legislation or regulation, such as under whistle-blowing legislation or regulation.
  - Whether there are actual or potential threats to the physical safety of the professional accountant or other individuals.
- R360.26** If the professional accountant determines that disclosure of the non-compliance or suspected non-compliance to an appropriate authority is an appropriate course of action in the circumstances, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code. When making such disclosure, the professional accountant shall act in good faith and exercise caution when making statements and assertions. The professional accountant shall also consider whether it is appropriate to inform the client of the professional accountant intentions before disclosing the matter.

#### *Imminent Breach*

- R360.27** In exceptional circumstances, the professional accountant might become aware of actual or intended conduct that the professional accountant has reason to believe would constitute an imminent breach of a law or regulation that would cause substantial harm to investors, creditors, employees or the general public. Having first considered whether it would be appropriate to discuss the matter with management or those charged with governance of the entity, the professional accountant shall exercise professional judgement and determine whether to disclose the matter immediately to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach. If disclosure is made, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code.

*Documentations*

**R360.28** In relation to non-compliance or suspected non-compliance that falls within the scope of this section, the professional accountant shall document:

- How management and, where applicable, those charged with governance have responded to the matter.
- The courses of action the professional accountant considered, the judgements made and the decisions that were taken, having regard to the reasonable and informed third party test.
- How the professional accountant is satisfied that the professional accountant has fulfilled the responsibility set out in paragraph R360.20.

360.28 A1 This documentation is in addition to complying with the documentation requirements under applicable auditing standards. ISAs, for example, require a professional accountant performing an audit of financial statements to:

- Prepare documentation sufficient to enable an understanding of significant matters arising during the audit, the conclusions reached, and significant professional judgements made in reaching those conclusions;
- Document discussions of significant matters with management, those charged with governance, and others, including the nature of the significant matters discussed and when and with whom the discussions took place; and
- Document identified or suspected non-compliance, and the results of discussion with management and, where applicable, those charged with governance and other parties outside the entity.

**Professional Services Other than Audits of Financial Statements**

*Obtaining an Understanding of the Matter and Addressing It with Management and Those Charged with Governance*

**R360.29** If a professional accountant engaged to provide a professional service other than an audit of financial statements becomes aware of information concerning non-compliance or suspected non-compliance, the professional accountant shall seek to obtain an understanding of the matter. This understanding shall include the nature of the non-compliance or suspected non-compliance and the circumstances in which it has occurred or might be about to occur.

360.29 A1 The professional accountant is expected to apply knowledge and expertise, and exercise professional judgement. However, the professional accountant is not expected to have a level of understanding of laws and regulations beyond that which is required for the professional service for which the professional accountant was engaged. Whether an act constitutes actual non-compliance is ultimately a matter to be determined by a court or other appropriate adjudicative body.

360.29 A2 Depending on the nature and significance of the matter, the professional accountant might consult on a confidential basis with others within the firm, a network firm or the Institute, the Regulatory Board, or with legal counsel.

**R360.30** If the professional accountant identifies or suspects that non-compliance has occurred or might occur, the professional accountant shall discuss the matter with the appropriate level of management. If the professional accountant has access to those charged with governance, the professional accountant shall also discuss the matter with them where appropriate.

- 360.30 A1 The purpose of the discussion is to clarify the professional accountant's understanding of the facts and circumstances relevant to the matter and its potential consequences. The discussion also might prompt management or those charged with governance to investigate the matter.
- 360.30 A2 The appropriate level of management with whom to discuss the matter is a question of professional judgement. Relevant factors to consider include:
- The nature and circumstances of the matter.
  - The individuals actually or potentially involved.
  - The likelihood of collusion.
  - The potential consequences of the matter.
  - Whether that level of management is able to investigate the matter and take appropriate action.

*Communicating the Matter to the Entity's External Auditor*

- R360.31** If the professional accountant is performing a non-audit service for:
- (a) An audit client of the firm; or
- (b) A component of an audit client of the firm,
- the professional accountant shall communicate the non-compliance or suspected non-compliance within the firm, unless prohibited from doing so by law or regulation. The communication shall be made in accordance with the firm's protocols or procedures. In the absence of such protocols and procedures, it shall be made directly to the audit engagement partner.
- R360.32** If the professional accountant is performing a non-audit service for:
- (a) An audit client of a network firm; or
- (b) A component of an audit client of a network firm,
- the professional accountant shall consider whether to communicate the non-compliance or suspected non-compliance to the network firm. Where the communication is made, it shall be made in accordance with the network's protocols or procedures. In the absence of such protocols and procedures, it shall be made directly to the audit engagement partner.
- R360.33** If the professional accountant is performing a non-audit service for a client that is not:
- (a) An audit client of the firm or a network firm; or
- (b) A component of an audit client of the firm or a network firm,
- the professional accountant shall consider whether to communicate the non-compliance or suspected non-compliance to the firm that is the client's external auditor, if any.

Relevant Factors to Consider

- 360.34 A1 Factors relevant to considering the communication in accordance with paragraphs R360.31 to R360.33 include:
- Whether doing so would be contrary to law or regulation.
  - Whether there are restrictions about disclosure imposed by a regulatory agency or prosecutor in an ongoing investigation into the non-compliance or suspected non-compliance.
  - Whether the purpose of the engagement is to investigate potential non-compliance within the entity to enable it to take appropriate action.

- Whether management or those charged with governance have already informed the entity's external auditor about the matter.
- The likely materiality of the matter to the audit of the client's financial statements or, where the matter relates to a component of a group, its likely materiality to the audit of the group financial statements.

Purpose of Communication

360.35 A1 In the circumstances addressed in paragraphs R360.31 to R360.33, the purpose of the communication is to enable the audit engagement partner to be informed about the non-compliance or suspected non-compliance and to determine whether and, if so, how to address it in accordance with the provisions of this section.

*Considering Whether Further Action Is Needed*

**R360.36** The professional accountant shall also consider whether further action is needed in the public interest.

360.36 A1 Whether further action is needed, and the nature and extent of it, will depend on factors such as:

- The legal and regulatory framework.
- The appropriateness and timeliness of the response of management and, where applicable, those charged with governance.
- The urgency of the situation.
- The involvement of management or those charged with governance in the matter.
- The likelihood of substantial harm to the interests of the client, investors, creditors, employees or the general public.

360.36 A2 Further action by the professional accountant might include:

- Disclosing the matter to an appropriate authority even when there is no legal or regulatory requirement to do so.
- Withdrawing from the engagement and the professional relationship where permitted by law or regulation.

360.36 A3 In considering whether to disclose to an appropriate authority, relevant factors to take into account include:

- Whether doing so would be contrary to law or regulation.
- Whether there are restrictions about disclosure imposed by a regulatory agency or prosecutor in an ongoing investigation into the non-compliance or suspected non-compliance.
- Whether the purpose of the engagement is to investigate potential non-compliance within the entity to enable it to take appropriate action.

**R360.37** If the professional accountant determines that disclosure of the non-compliance or suspected non-compliance to an appropriate authority is an appropriate course of action in the circumstances, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code. When making such disclosure, the professional accountant shall act in good faith and exercise caution when making statements and assertions. The professional accountant shall also consider whether it is appropriate to inform the client of the professional accountant's intentions before disclosing the matter.

*Imminent Breach*

**R360.38** In exceptional circumstances, the professional accountant might become aware of actual or intended conduct that the professional accountant has reason to believe would constitute an imminent breach of a law or regulation that would cause substantial harm to investors, creditors, employees or the general public. Having first considered whether it would be appropriate to discuss the matter with management or those charged with governance of the entity, the professional accountant shall exercise professional judgement and determine whether to disclose the matter immediately to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach of law or regulation. If disclosure is made, that disclosure is permitted pursuant to paragraph R114.1(d) of the Code.

*Seeking Advice*

360.39 A1 The professional accountant might consider:

- Consulting internally.
- Obtaining legal advice to understand the professional or legal implications of taking any particular course of action.
- Consulting on a confidential basis with a regulatory or professional body.

*Documentation*

360.40 A1 In relation to non-compliance or suspected non-compliance that falls within the scope of this section, the professional accountant is encouraged to document:

- The matter.
- The results of discussion with management and, where applicable, those charged with governance and other parties.
- How management and, where applicable, those charged with governance have responded to the matter.
- The courses of action the professional accountant considered, the judgements made and the decisions that were taken.
- How the professional accountant is satisfied that the professional accountant has fulfilled the responsibility set out in paragraph R360.36.

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## **INDEPENDENCE STANDARDS (PARTS 4A AND 4B)**

### **PART 4A – INDEPENDENCE FOR AUDIT AND REVIEW ENGAGEMENTS**

#### **Section 400**

#### **Applying the Conceptual Framework to Independence for Audit and Review Engagements**

##### **Introduction**

##### **General**

- 400.1 It is in the public interest and required by the Code that professional accountants in public practice be independent when performing audit or review engagements.

- 400.2 This Part applies to both audit and review engagements unless otherwise stated. The terms “audit,” “audit team,” “audit engagement,” “audit client,” and “audit report” apply equally to review, review team, review engagement, review client, and review engagement report.
- 400.3 In this Part, the term “professional accountant” refers to individual professional accountants in public practice and their firms.
- 400.4 ISQM 1 requires a firm to design, implement and operate a system of quality management for audits or reviews of financial statements performed by the firm. As part of this system of quality management, ISQM 1 requires the firm to establish quality objectives that address the fulfilment of responsibilities in accordance with relevant ethical requirements, including those related to independence. Under ISQM 1, relevant ethical requirements are those related to the firm, its personnel and, when applicable, others subject to the independence requirements to which the firm and the firm’s engagements are subject. ISAs and ISREs establish responsibilities for engagement partners and engagement teams at the level of the engagement for audits and reviews, respectively. The allocation of responsibilities within a firm will depend on its size, structure and organisation. Many of the provisions of this Part do not prescribe the specific responsibility of individuals within the firm for actions related to independence, instead referring to “firm” for ease of reference. A firm assigns operational responsibility for compliance with independence requirements to an individual(s) in accordance with ISQM1. In addition, an individual professional accountant remains responsible for compliance with any provisions that apply to that professional accountant’s activities, interests or relationships.
- 400.5 Independence is linked to the principles of objectivity and integrity. It comprises:
- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgement, thereby allowing an individual to act with integrity, and exercise objectivity and professional scepticism.
  - (b) Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm’s, or an audit team member’s, integrity, objectivity or professional scepticism has been compromised.
- In this Part, references to an individual or firm being “independent” mean that the individual or firm has complied with the provisions of this Part.
- 400.6 When performing audit engagements, the Code requires firms to comply with the fundamental principles and be independent. This Part sets out specific requirements and application material on how to apply the conceptual framework to maintain independence when performing such engagements. The conceptual framework set out in Section 120 applies to independence as it does to the fundamental principles set out in Section 110.
- 400.7 This Part describes:
- (a) Facts and circumstances, including professional activities, interests and relationships, that create or might create threats to independence;
  - (b) Potential actions, including safeguards, that might be appropriate to address any such threats; and
  - (c) Some situations where the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level.

## Public Interest Entities

400.8 Some of the requirements and application material set out in this Part reflect the extent of public interest in certain entities which are defined to be public interest entities.

*Part of 400.8 has been elevated to a South African requirement*

**R400.8a SA** Firms *shall* determine whether to treat additional entities, or certain categories of entities, as public interest entities because they have a large number and wide range of stakeholders. Factors to be considered include:

- The nature of the business, such as the holding of assets in a fiduciary capacity for a large number of stakeholders. Examples might include financial institutions, such as banks and insurance companies, and pension funds.
- Number of equity or debt holders.
- Size.
- Number of employees.

**R400.8b SA** *A professional accountant shall regard the following entities as generally satisfying the conditions in paragraph R400.8a SA as having a large number and wide range of stakeholders, and thus are likely to be considered as Public Interest Entities:*

- Major Public Entities that directly or indirectly provide essential or strategic services or hold strategic assets for the benefit of the country.
- Banks as defined in the Banks Act 1990, (Act 94 of 1990) and Mutual Banks as defined in the Mutual Bank Act 1993, (Act 124 of 1993).
- Market infrastructure as defined in the Financial Markets Act 2012, (Act 19 of 2012)<sup>6</sup>.
- Insurers registered under the Long-term Insurance Act 1998, (Act 52 of 1998) and the Short-term Insurance Act 1998, (Act 53 of 1998) excluding micro lenders.
- Collective Investment Schemes, including hedge funds, in terms of the Collective Investment Schemes Control Act, 2002 (Act 45 of 2002) that hold assets in excess of R15 billion.
- Funds as defined in the Pension Funds Act 1956, (Act 24 of 1956) that hold or are otherwise responsible for safeguarding client assets in excess of R10 billion.
- Pension Fund Administrators (in terms of Section 13B of the Pension Funds Act 1956, (Act 24 of 1956)) with total assets under administration in excess of R20 billion.
- Financial Services Providers as defined in the Financial Advisory and Intermediary Services Act 2002, (Act 37 of 2002) with assets under management in excess of R50 billion.
- Medical Schemes as defined in the Medical Schemes Act, 1998 (Act 131 of 1998) that are open to the public (commonly referred to as “open medical schemes”) or are restricted schemes with a large number of members.

<sup>6</sup> Market Infrastructure is defined in the Financial Markets Act, 2012 (Act No. 19 of 2012) as:

- (a) A licensed central securities depository;
- (b) A licensed clearing house;
- (c) A licensed exchange; and
- (d) A licensed trade repository.

- Authorised users of an exchange as defined in the Financial Markets Act, 2012 (Act 19 of 2012) who hold or are otherwise responsible for safeguarding client assets in excess of R10 billion.
- Other issuers of debt and equity instruments to the public.<sup>7</sup>

**R400.8c SA** If a firm considers an audit client that falls under one or more of the above categories not to be a public interest entity, the firm shall document its reasoning and its consideration of paragraph R400.8b SA.

### Reports that Include a Restriction on Use and Distribution

400.9 An audit report might include a restriction on use and distribution. If it does and the conditions set out in Section 800 are met, then the independence requirements in this Part may be modified as provided in Section 800.

### Assurance Engagements other than Audit and Review Engagements

400.10 Independence standards for assurance engagements that are not audit or review engagements are set out in Part 4B – *Independence for Assurance Engagements Other than Audit and Review Engagements*.

### Requirements and Application Material

#### General

- R400.11** A firm performing an audit engagement shall be independent.
- R400.12** A firm shall apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence in relation to an audit engagement.

#### Prohibition on Assuming Management Responsibilities

- R400.13** A firm or a network firm shall not assume a management responsibility for an audit client.
- 400.13 A1 Management responsibilities involve controlling, leading and directing an entity, including making decisions regarding the acquisition, deployment and control of human, financial, technological, physical and intangible resources.
- 400.13 A2 When a firm or a network firm assumes a management responsibility for an audit client, self-review, self-interest and familiarity threats are created. Assuming a management responsibility might also create an advocacy threat because the firm or network firm becomes too closely aligned with the views and interests of management.
- 400.13 A3 Determining whether an activity is a management responsibility depends on the circumstances and requires the exercise of professional judgment. Examples of activities that would be considered a management responsibility include:
- Setting policies and strategic direction.
  - Hiring or dismissing employees.
  - Directing and taking responsibility for the actions of employees in relation to the employees 'work for the entity.
  - Authorising transactions.

<sup>7</sup> For the purposes of this section, "the public" shall mean the public in general or large sectors of the public, such as participants in Broad-Based Black Economic Empowerment schemes or participants in offers to large industry sectors that result in the debt or equity instruments being owned by a large number and wide range of stakeholders.

- Controlling or managing bank accounts or investments.
- Deciding which recommendations of the firm or network firm or other third parties to implement.
- Reporting to those charged with governance on behalf of management.
- Taking responsibility for:
  - The preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework.
  - Designing, implementing, monitoring or maintaining internal control.

400.13 A4 Subject to compliance with paragraph R400.14, providing advice and recommendations to assist the management of an audit client in discharging its responsibilities is not assuming a management responsibility. The provision of advice and recommendations to an audit client might create a self-review threat and is addressed in Section 600.

**R400.14** When performing a professional activity for an audit client, the firm shall be satisfied that client management makes all judgments and decisions that are the proper responsibility of management. This includes ensuring that the client's management:

- (a) Designates an individual who possesses suitable skill, knowledge and experience to be responsible at all times for the client's decisions and to oversee the activities. Such an individual, preferably within senior management, would understand:

- (i) The objectives, nature and results of the activities; and
- (ii) The respective client and firm or network firm responsibilities.

However, the individual is not required to possess the expertise to perform or re-perform the activities.

- (b) Provides oversight of the activities and evaluates the adequacy of the results of the activities performed for the client's purpose.
- (c) Accepts responsibility for the actions, if any, to be taken arising from the results of the activities.

**[Paragraphs 400.15 to 400.19 are intentionally left blank]**

#### **Related Entities**

**R400.20** As defined, an audit client that is a listed entity includes all of its related entities. For all other entities, references to an audit client in this Part include related entities over which the client has direct or indirect control. When the audit team knows, or has reason to believe, that a relationship or circumstance involving any other related entity of the client is relevant to the evaluation of the firm's independence from the client, the audit team shall include that related entity when identifying, evaluating and addressing threats to independence.

**[Paragraphs 400.21 to 400.29 are intentionally left blank]**

#### **Period During which Independence is Required**

**R400.30** Independence, as required by this Part, shall be maintained during both:

- (a) The engagement period; and
- (b) The period covered by the financial statements.

400.30 A1 The engagement period starts when the audit team begins to perform the audit. The engagement period ends when the audit report is issued. When the engagement is

of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final audit report.

**R400.31** If an entity becomes an audit client during or after the period covered by the financial statements on which the firm will express an opinion, the firm shall determine whether any threats to independence are created by:

- (a) Financial or business relationships with the audit client during or after the period covered by the financial statements but before accepting the audit engagement; or
- (b) Services provided to the audit client by the firm or a network firm in prior financial statement periods.

400.31 A1 Threats to independence are created if a non-assurance service was provided to an audit client during, or after the period covered by the financial statements, but before the audit team begins to perform the audit, and the service would not be permitted during the engagement period.

400.31 A2 A factor to be considered in such circumstances is whether the results of the service provided might form part of or affect the accounting records, the internal controls over financial reporting, or the financial statements on which the firm will express an opinion

400.31 A3 Examples of actions that might be safeguards to address such threats to independence include:

- Not assigning professionals who performed the non-assurance service be members of the engagement team.
- Having an appropriate reviewer review the audit work and non-assurance service as appropriate.
- Engaging another firm outside of the network to evaluate the results of the non-assurance service or having another firm outside of the network re-perform the non-assurance service to the extent necessary to enable the other firm to take responsibility for the service.

400.31 A4 A threat to independence created by the provision of a non-assurance service by a firm or a network firm prior to the audit engagement period or prior to the period covered by the financial statements on which the firm will express an opinion is eliminated or reduced to an acceptable level if the results of such service have been used or implemented in a period audited by another firm.

#### *Audit Clients that are Public Interest Entities*

**R400.32** A firm shall not accept appointment as auditor of a public interest entity to which the firm or the network firm has provided a non-assurance service prior to such appointment that might create a self-review threat in relation to the financial statements on which the firm will express an opinion unless:

The provision of such service ceases before the commencement of the audit engagement period;

- (a) The firm takes action to address any threats to its independence; and
- (b) The firm determines that, in the view of a reasonable and informed third party, any threats to the firm's independence have been or will be eliminated or reduced to an acceptable level.

400.32 A1 Actions that might be regarded by a reasonable and informed third party as eliminating or reducing to an acceptable level any threats to independence created by the provision of non-assurance services to a public interest entity prior to appointment as auditor of that entity include:

- The results of the service had been subject to auditing procedures in the course of the audit of the prior year's financial statements by a predecessor firm.
- The firm engages a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, to perform a review of the first audit engagement affected by the self-review threat consistent with the objective of an engagement quality review.
- The public interest entity engages another firm outside of the network to:
  - (i) Evaluate the results of the non-assurance service; or
  - (ii) Re-perform the service,to the extent necessary to enable the other firm to take responsibility for the result of the service.

**[Paragraphs 400.33 to 400.39 are intentionally left blank]**

#### **Communication with those Charged with Governance**

- 400.40 A1 Paragraphs R300.9 and R300.10 set out requirements with respect to communicating with those charged with governance.
- 400.40 A2 Even when not required by the Code, applicable professional standards, laws or regulations, regular communication is encouraged between a firm and those charged with governance of the client regarding relationships and other matters that might, in the firm's opinion, reasonably bear on independence. Such communication enables those charged with governance to:
- (a) Consider the firm's judgements in identifying and evaluating threats;
  - (b) Consider how threats have been addressed including the appropriateness of safeguards when they are available and capable of being applied; and
  - (c) Take appropriate action.
- Such an approach can be particularly helpful with respect to intimidation and familiarity threats.

**[Paragraphs 400.41 to 400.49 are intentionally left blank]**

#### **Network Firms**

- 400.50 A1 Firms frequently form larger structures with other firms and entities to enhance their ability to provide professional services. Whether these larger structures create a network depends on the particular facts and circumstances. It does not depend on whether the firms and entities are legally separate and distinct.
- R400.51** A network firm shall be independent of the audit clients of the other firms within the network as required by this Part.
- 400.51 A1 The independence requirements in this Part that apply to a network firm apply to any entity that meets the definition of a network firm. It is not necessary for the entity also to meet the definition of a firm. For example, a consulting practice or professional law practice might be a network firm but not a firm.
- R400.52** When associated with a larger structure of other firms and entities, a firm shall:
- (a) Exercise professional judgement to determine whether a network is created by such a larger structure;
  - (b) Consider whether a reasonable and informed third party would be likely to conclude that the other firms and entities in the larger structure are associated in such a way that a network exists; and
  - (c) Apply such judgement consistently throughout such a larger structure.

- R400.53** When determining whether a network is created by a larger structure of firms and other entities, a firm shall conclude that a network exists when such a larger structure is aimed at co-operation and:
- (a) It is clearly aimed at profit or cost sharing among the entities within the structure. (Ref: Para. 400.53 A2);
  - (b) The entities within the structure share common ownership, control or management. (Ref: Para. 400.53 A3);
  - (c) The entities within the structure share common quality management policies and procedures. (Ref: Para. 400.53 A4);
  - (d) The entities within the structure share a common business strategy. (Ref: Para. 400.53 A5);
  - (e) The entities within the structure share the use of a common brand name. (Ref: Para. 400.53 A6, 400.53 A7); or
  - (f) The entities within the structure share a significant part of professional resources. (Ref: Para 400.53 A8, 400.53 A9).
- 400.53 A1 There might be other arrangements between firms and entities within a larger structure that constitute a network, in addition to those arrangements described in paragraph R400.53. However, a larger structure might be aimed only at facilitating the referral of work, which in itself does not meet the criteria necessary to constitute a network.
- 400.53 A2 The sharing of immaterial costs does not in itself create a network. In addition, if the sharing of costs is limited only to those costs related to the development of audit methodologies, manuals or training courses, this would not in itself create a network. Further, an association between a firm and an otherwise unrelated entity jointly to provide a service or develop a product does not in itself create a network. (Ref: Para. R400.53(a)).
- 400.53 A3 Common ownership, control or management might be achieved by contract or other means. (Ref: Para. R400.53(b)).
- 400.53 A4 Common quality management policies and procedures are those designed, implemented and operated across the larger structure. (Ref: Para. R400.53(c)).
- 400.53 A5 Sharing a common business strategy involves an agreement by the entities to achieve common strategic objectives. An entity is not a network firm merely because it co-operates with another entity solely to respond jointly to a request for a proposal for the provision of a professional service. (Ref: Para. R400.53(d)).
- 400.53 A6 A common brand name includes common initials or a common name. A firm is using a common brand name if it includes, for example, the common brand name as part of, or along with, its firm name when a partner of the firm signs an audit report. (Ref: Para. R400.53(e)).
- 400.53 A7 Even if a firm does not belong to a network and does not use a common brand name as part of its firm name, it might appear to belong to a network if its stationery or promotional materials refer to the firm being a member of an association of firms. Accordingly, if care is not taken in how a firm describes such membership, a perception might be created that the firm belongs to a network. (Ref: Para. R400.53(e)).
- 400.53 A8 Professional resources include:
- Common systems that enable firms to exchange information such as client data, billing and time records.
  - Partners and other personnel.

- Technical departments that consult on technical or industry specific issues, transactions or events for assurance engagements.
- Audit methodology or audit manuals.
- Training courses and facilities. (Ref: Para. R400.53(f)).

400.53 A9 Whether the shared professional resources are significant depends on the circumstances. For example:

- The shared resources might be limited to common audit methodology or audit manuals, with no exchange of personnel or client or market information. In such circumstances, it is unlikely that the shared resources would be significant. The same applies to a common training endeavour.
- The shared resources might involve the exchange of personnel or information, such as where personnel are drawn from a shared pool, or where a common technical department is created within the larger structure to provide participating firms with technical advice that the firms are required to follow. In such circumstances, a reasonable and informed third party is more likely to conclude that the shared resources are significant. (Ref: Para. R400.53(f)).

**R400.54** If a firm or a network sells a component of its practice, and the component continues to use all or part of the firm's or network's name for a limited time, the relevant entities shall determine how to disclose that they are not network firms when presenting themselves to outside parties.

400.54 A1 The agreement for the sale of a component of a practice might provide that, for a limited period of time, the sold component can continue to use all or part of the name of the firm or the network, even though it is no longer connected to the firm or the network. In such circumstances, while the two entities might be practicing under a common name, the facts are such that they do not belong to a larger structure aimed at cooperation. The two entities are therefore not network firms.

**[Paragraphs 400.55 to 400.59 are intentionally left blank]**

#### **General Documentation of Independence for Audit and Review Engagements**

**R400.60** A firm shall document conclusions regarding compliance with this Part, and the substance of any relevant discussions that support those conclusions. In particular:

- (a) When safeguards are applied to address a threat, the firm shall document the nature of the threat and the safeguards in place or applied; and
- (b) When a threat required significant analysis and the firm concluded that the threat was already at an acceptable level, the firm shall document the nature of the threat and the rationale for the conclusion.

400.60 A1 Documentation provides evidence of the firm's judgements in forming conclusions regarding compliance with this Part. However, a lack of documentation does not determine whether a firm considered a particular matter or whether the firm is independent.

**[Paragraphs 400.61 to 400.69 are intentionally left blank]**

#### **Mergers and Acquisitions**

##### *When a Client Merger Creates a Threat*

400.70 A1 An entity might become a related entity of an audit client because of a merger or acquisition. A threat to independence and, therefore, to the ability of a firm to continue an audit engagement might be created by previous or current interests or relationships between a firm or network firm and such a related entity.

- R400.71** In the circumstances set out in paragraph 400.70 A1,
- (a) The firm shall identify and evaluate previous and current interests and relationships with the related entity that, taking into account any actions taken to address the threat, might affect its independence and therefore its ability to continue the audit engagement after the effective date of the merger or acquisition; and
  - (b) Subject to paragraph R400.72, the firm shall take steps to end any interests or relationships that are not permitted by the Code by the effective date of the merger or acquisition.
- R400.72** As an exception to paragraph R400.71(b), if the interest or relationship cannot reasonably be ended by the effective date of the merger or acquisition, the firm shall:
- (a) Evaluate the threat that is created by the interest or relationship; and
  - (b) Discuss with those charged with governance the reasons why the interest or relationship cannot reasonably be ended by the effective date and the evaluation of the level of the threat.
- 400.72 A1 In some circumstances, it might not be reasonably possible to end an interest or relationship creating a threat by the effective date of the merger or acquisition. This might be because the firm provides a non-assurance service to the related entity, which the entity is not able to transition in an orderly manner to another provider by that date.
- 400.72 A2 Factors that are relevant in evaluating the level of a threat created by mergers and acquisitions when there are interests and relationships that cannot reasonably be ended include:
- The nature and significance of the interest or relationship.
  - The nature and significance of the related entity relationship (for example, whether the related entity is a subsidiary or parent).
  - The length of time until the interest or relationship can reasonably be ended.
- R400.73** If, following the discussion set out in paragraph R400.72(b), those charged with governance request the firm to continue as the auditor, the firm shall do so only if:
- (a) The interest or relationship will be ended as soon as reasonably possible but no later than six months after the effective date of the merger or acquisition;
  - (b) Any individual who has such an interest or relationship, including one that has arisen through performing a non-assurance service that would not be permitted by Section 600 and its subsections, will not be a member of the engagement team for the audit or the individual responsible for the engagement quality review; and
  - (c) Transitional measures will be applied, as necessary, and discussed with those charged with governance.
- 400.73 A1 Examples of such transitional measures include:
- Having a professional accountant review the audit or non-assurance work as appropriate.
  - Having a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, perform a review that is consistent with the objective of an engagement quality review.
  - Engaging another firm to evaluate the results of the non-assurance service or having another firm re-perform the non-assurance service to the extent necessary to enable the other firm to take responsibility for the service.

- R400.74** The firm might have completed a significant amount of work on the audit prior to the effective date of the merger or acquisition and might be able to complete the remaining audit procedures within a short period of time. In such circumstances, if those charged with governance request the firm to complete the audit while continuing with an interest or relationship identified in paragraph 400.70 A1, the firm shall only do so if it:
- (a) Has evaluated the level of the threat and discussed the results with those charged with governance;
  - (b) Complies with the requirements of paragraph R400.73(a) to (c); and
  - (c) Ceases to be the auditor no later than the date that the audit report is issued.

*If Objectivity Remains Compromised*

- R400.75** Even if all the requirements of paragraphs R400.71 to R400.74 could be met, the firm shall determine whether the circumstances identified in paragraph 400.70 A1 create a threat that cannot be addressed such that objectivity would be compromised. If so, the firm shall cease to be the auditor.

*Documentation*

- R400.76** The firm shall document:
- (a) Any interests or relationships identified in paragraph 400.70 A1 that will not be ended by the effective date of the merger or acquisition and the reasons why they will not be ended;
  - (b) The transitional measures applied;
  - (c) The results of the discussion with those charged with governance; and
  - (d) The reasons why the previous and current interests and relationships do not create a threat such that objectivity would be compromised.

**[Paragraphs 400.77 to 400.79 are intentionally left blank.]**

**Breach of an Independence Provision for Audit and Review Engagements**

*When a Firm Identifies a Breach*

- R400.80** If a firm concludes that a breach of a requirement in this Part has occurred, the firm shall:
- (a) End, suspend or eliminate the interest or relationship that created the breach and address the consequences of the breach;
  - (b) Consider whether any legal or regulatory requirements apply to the breach and, if so:
    - (i) Comply with those requirements; and
    - (ii) Consider reporting the breach to a professional or regulatory body or oversight authority if such reporting is common practice or expected in the relevant jurisdiction;
  - (c) Promptly communicate the breach in accordance with its policies and procedures to:
    - (i) The engagement partner;
    - (ii) The individual with operational responsibility for compliance with independence requirements;
    - (iii) Other relevant personnel in the firm and, where appropriate, the network; and

- (iv) Those subject to the independence requirements in Part 4A who need to take appropriate action;
- (d) Evaluate the significance of the breach and its impact on the firm's objectivity and ability to issue an audit report; and
- (e) Depending on the significance of the breach, determine:
  - (i) Whether to end the audit engagement; or
  - (ii) Whether it is possible to take action that satisfactorily addresses the consequences of the breach and whether such action can be taken and is appropriate in the circumstances.

In making this determination, the firm shall exercise professional judgement and take into account whether a reasonable and informed third party would be likely to conclude that the firm's objectivity would be compromised, and therefore, the firm would be unable to issue an audit report.

400.80 A1 A breach of a provision of this Part might occur despite the firm having a system of quality management designed to address independence requirements. It might be necessary to end the audit engagement because of the breach.

400.80 A2 The significance and impact of a breach on the firm's objectivity and ability to issue an audit report will depend on factors such as:

- The nature and duration of the breach.
- The number and nature of any previous breaches with respect to the current audit engagement.
- Whether an audit team member had knowledge of the interest or relationship that created the breach.
- Whether the individual who created the breach is an audit team member or another individual for whom there are independence requirements.
- If the breach relates to an audit team member, the role of that individual.
- If the breach was created by providing a professional service, the impact of that service, if any, on the accounting records or the amounts recorded in the financial statements on which the firm will express an opinion.
- The extent of the self-interest, advocacy, intimidation or other threats created by the breach.

400.80 A3 Depending upon the significance of the breach, examples of actions that the firm might consider to address the breach satisfactorily include:

- Removing the relevant individual from the audit team.
- Using different individuals to conduct an additional review of the affected audit work or to re-perform that work to the extent necessary.
- Recommending that the audit client engage another firm to review or re-perform the affected audit work to the extent necessary.
- If the breach relates to a non-assurance service that affects the accounting records or an amount recorded in the financial statements, engaging another firm to evaluate the results of the non-assurance service or having another firm re-perform the non-assurance service to the extent necessary to enable the other firm to take responsibility for the service.

**R400.81** If the firm determines that action cannot be taken to address the consequences of the breach satisfactorily, the firm shall inform those charged with governance as soon as possible and take the steps necessary to end the audit engagement in compliance with any applicable legal or regulatory requirements. Where ending the engagement is not permitted by laws or regulations, the firm shall comply with any reporting or disclosure requirements.

- R400.82** If the firm determines that action can be taken to address the consequences of the breach satisfactorily, the firm shall discuss with those charged with governance:
- (a) The significance of the breach, including its nature and duration;
  - (b) How the breach occurred and how it was identified;
  - (c) The action proposed or taken and why the action will satisfactorily address the consequences of the breach and enable the firm to issue an audit report;
  - (d) The conclusion that, in the firm's professional judgement, objectivity has not been compromised and the rationale for that conclusion; and
  - (e) Any steps proposed or taken by the firm to reduce or avoid the risk of further breaches occurring.

Such discussion shall take place as soon as possible unless an alternative timing is specified by those charged with governance for reporting less significant breaches.

*Communication of Breaches to Those Charged with Governance*

400.83 A1 Paragraphs R300.9 and R300.10 set out requirements with respect to communicating with those charged with governance.

**R400.84** With respect to breaches, the firm shall communicate in writing to those charged with governance:

- (a) All matters discussed in accordance with paragraph R400.82 and obtain the concurrence of those charged with governance that action can be, or has been, taken to satisfactorily address the consequences of the breach; and
- (b) A description of:
  - (i) The firm's policies and procedures relevant to the breach designed to provide it with reasonable assurance that independence is maintained; and
  - (ii) Any steps that the firm has taken, or proposes to take, to reduce or avoid the risk of further breaches occurring.

**R400.85** If those charged with governance do not concur that the action proposed by the firm in accordance with paragraph R400.80(e)(ii) satisfactorily addresses the consequences of the breach, the firm shall take the steps necessary to end the audit engagement in accordance with paragraph R400.81.

*Breaches Before the Previous Audit Report Was Issued*

**R400.86** If the breach occurred prior to the issuance of the previous audit report, the firm shall comply with the provisions of Part 4A in evaluating the significance of the breach and its impact on the firm's objectivity and its ability to issue an audit report in the current period.

**R400.87** The firm shall also:

- (a) Consider the impact of the breach, if any, on the firm's objectivity in relation to any previously issued audit reports, and the possibility of withdrawing such audit reports; and
- (b) Discuss the matter with those charged with governance.

*Documentation*

**R400.88** In complying with the requirements in paragraphs R400.80 to R400.87, the firm shall document:

- (a) The breach;

- (b) The actions taken;
- (c) The key decisions made;
- (d) All the matters discussed with those charged with governance; and
- (e) Any discussions with a professional or regulatory body or oversight authority.

**R400.89** If the firm continues with the audit engagement, it shall document:

- (a) The conclusion that, in the firm's professional judgement, objectivity has not been compromised; and
- (b) The rationale for why the action taken satisfactorily addressed the consequences of the breach so that the firm could issue an audit report.

## Section 410

### Fees

#### Introduction

- 410.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 410.2 Section 330 sets out application material relevant to applying the conceptual framework where the level and nature of fee and other remuneration arrangements might create a self-interest threat to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence arising from fees charged to audit clients.

#### Requirements and Application Material

##### General

- 410.3 A1 Fees for professional services are usually negotiated with and paid by an audit client and might create threats to independence. This practice is generally recognized and accepted by intended users of financial statements.
- 410.3 A2 When the audit client is a public interest entity, stakeholders have heightened expectations regarding the firm's independence. As transparency can serve to better inform the views and decisions of those charged with governance and a wide range of stakeholders, this section provides for disclosure of fee-related information to both those charged with governance and stakeholders more generally for audit clients that are public interest entities.
- 410.3 A3 For the purposes of this section, audit fees comprise fees or other types of remuneration for an audit or review of financial statements. Where reference is made to the fee for the audit of the financial statements, this does not include any fee for an audit of special purpose financial statements or a review of financial statements. (Ref: Para. R410.23(a), 410.25 A1 and R410.31(a))

##### *Fees Paid by an Audit Client*

- 410.4 A1 When fees are negotiated with and paid by an audit client, this creates a self-interest threat and might create an intimidation threat to independence.
- 410.4 A2 The application of the conceptual framework requires that before a firm or network firm accepts an audit or any other engagement for an audit client, the firm determines whether the threats to independence created by the fees proposed to the client are at an acceptable level. The application of the conceptual framework also

requires the firm to re-evaluate such threats when facts and circumstances change during the engagement period for the audit.

410.4 A3 Factors that are relevant in evaluating the level of threats created when fees for an audit or any other engagement are paid by the audit client include:

- The level of the fees and the extent to which they have regard to the resources required, taking into account the firm's commercial and market priorities.
- Any linkage between fees for the audit and those for services other than audit and the relative size of both elements.
- The extent of any dependency between the level of the fee for, and the outcome of, the service.
- Whether the fee is for services to be provided by the firm or a network firm.
- The level of the fee in the context of the service to be provided by the firm or a network firm.
- The operating structure and the compensation arrangements of the firm and network firms.
- The significance of the client, or a third party referring the client, to the firm, network firm, partner or office.
- The nature of the client, for example whether the client is a public interest entity.
- The relationship of the client to the related entities to which the services other than audit are provided, for example when the related entity is a sister entity.
- The involvement of those charged with governance in appointing the auditor and agreeing fees, and the apparent emphasis they and client management place on the quality of the audit and the overall level of the fees.
- Whether the level of the fee is set by an independent third party, such as a regulatory body.
- Whether the quality of the firm's audit work is subject to the review of an independent third party, such as an oversight body.

410.4 A4 The conditions, policies and procedures described in paragraph 120.15 A3 (particularly a system of quality management designed, implemented and operated by the firm in accordance with quality management standards issued by the IAASB) might also impact the evaluation of whether the threats to independence are at an acceptable level.

410.4 A5 The requirements and application material that follow identify circumstances which might need to be further evaluated when determining whether the threats are at an acceptable level. For those circumstances, application material includes examples of additional factors that might be relevant in evaluating the threats.

#### **Level of Audit Fees**

410.5 A1 Determining the fees to be charged to an audit client, whether for audit or other services, is a business decision of the firm taking into account the facts and circumstances relevant to that specific engagement, including the requirements of technical and professional standards.

410.5 A2 Factors that are relevant in evaluating the level of self-interest and intimidation threats created by the level of the audit fee paid by the audit client include:

- The firm's commercial rationale for the audit fee.
- Whether undue pressure has been, or is being, applied by the client to reduce the audit fee.

- 410.5 A3 Examples of actions that might be safeguards to address such threats include:
- Having an appropriate reviewer who does not take part in the audit engagement assess the reasonableness of the fee proposed, having regard to the scope and complexity of the engagement.
  - Having an appropriate reviewer who did not take part in the audit engagement review the work performed.

*Impact of Other Services Provided to an Audit Client*

**R410.6** Subject to paragraph R410.7, a firm shall not allow the audit fee to be influenced by the provision of services other than audit to an audit client by the firm or a network firm.

410.6 A1 The audit fee ordinarily reflects a combination of matters, such as those identified in paragraph 410.23 A1. However, the provision of other services to an audit client is not an appropriate consideration in determining the audit fee.

**R410.7** As an exception to paragraph R410.6, when determining the audit fee, the firm may take into consideration the cost savings achieved as a result of experience derived from the provision of services other than audit to an audit client.

**Contingent Fees**

410.8 A1 Contingent fees are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed. A contingent fee charged through an intermediary is an example of an indirect contingent fee. In this section, a fee is not regarded as being contingent if established by a court or other public authority.

**R410.9** A firm shall not charge directly or indirectly a contingent fee for an audit engagement.

**R410.10** A firm or network firm shall not charge directly or indirectly a contingent fee for a non-assurance service provided to an audit client, if:

- (a) The fee is charged by the firm expressing the opinion on the financial statements and the fee is material or expected to be material to that firm;
- (b) The fee is charged by a network firm that participates in a significant part of the audit and the fee is material or expected to be material to that firm; or
- (c) The outcome of the non-assurance service, and therefore the amount of the fee, is dependent on a future or contemporary judgement related to the audit of a material amount in the financial statements.

410.10 A1 Paragraphs R410.9 and R410.10 preclude a firm or a network firm from entering into certain contingent fee arrangements with an audit client. Even if a contingent fee arrangement is not precluded when providing a non-assurance service to an audit client, it might still impact the level of the self-interest threat.

410.10 A2 Factors that are relevant in evaluating the level of such a threat include:

- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome on which the contingent fee depends.
- Disclosure to intended users of the work performed by the firm and the basis of remuneration.
- The nature of the service.
- The effect of the event or transaction on the financial statements.

- 410.10 A3 Examples of actions that might be safeguards to address such a self-interest threat include:
- Having an appropriate reviewer who was not involved in performing the non-assurance service review the work performed by the firm.
  - Obtaining an advance written agreement with the client on the basis of remuneration.

**Total Fees – Proportion of Fees for Services Other than Audit to Audit Fee**

410.11 A1 The level of the self-interest threat might be impacted when a large proportion of fees charged by the firm or network firms to an audit client is generated by providing services other than audit to the client, due to concerns about the potential loss of either the audit engagement or other services. Such circumstances might also create an intimidation threat. A further consideration is a perception that the firm or network firm focuses on the non-audit relationship, which might create a threat to the auditor's independence.

- 410.11 A2 Factors that are relevant in evaluating the level of such threats include:
- The ratio of fees for services other than audit to the audit fee.
  - The length of time during which a large proportion of fees for services other than audit to the audit fee has existed.
  - The nature, scope and purposes of the services other than audit, including:
    - Whether they are recurring services.
    - Whether law or regulation mandates the services to be performed by the firm.

- 410.11 A3 Examples of actions that might be safeguards to address such self-interest or intimidation threats include:
- Having an appropriate reviewer who was not involved in the audit or the service other than audit review the relevant audit work.
  - Reducing the extent of services other than audit provided to the audit client.

**Total Fees – Overdue Fees**

410.12 A1 The level of the self-interest threat might be impacted if fees payable by an audit client for the audit or services other than audit are overdue during the period of the audit engagement.

410.12 A2 It is generally expected that the firm will obtain payment of such fees before the audit report is issued.

- 410.12 A3 Factors that are relevant in evaluating the level of such a self-interest threat include:
- The significance of the overdue fees to the firm.
  - The length of time the fees have been overdue.
  - The firm's assessment of the ability and willingness of the audit client to pay the overdue fees.

- 410.12 A4 Examples of actions that might be safeguards to address such a threat include:
- Obtaining partial payment of overdue fees.
  - Having an appropriate reviewer who did not take part in the audit engagement review the audit work.

- R410.13** When a significant part of the fees due from an audit client remains unpaid for a long time, the firm shall determine:
- (a) Whether the overdue fees might be equivalent to a loan to the client, in which case the requirements and application material set out in section 511 are applicable; and
  - (b) Whether it is appropriate for the firm to be re-appointed or continue the audit engagement.

### **Total Fees – Fee Dependency**

#### *All Audit Clients*

- 410.14 A1 When the total fees generated from an audit client by the firm expressing the audit opinion represent a large proportion of the total fees of that firm, the dependence on, and concern about the potential loss of, fees from audit and other services from that client impact the level of the self-interest threat and create an ~~or~~ intimidation threat.
- 410.14 A2 In calculating the total fees of the firm, the firm might use financial information available from the previous financial year and estimate the proportion based on that information if appropriate.
- 410.14 A3 Factors that are relevant in evaluating the level of such self-interest and intimidation threats include:
- The operating structure of the firm.
  - Whether the firm is expected to diversify such that any dependence on the audit client is reduced
- 410.14 A4 Examples of actions that might be safeguards to address such threats include:
- Having an appropriate reviewer who is not a member of the firm review the audit work.
  - Reducing the extent of services other than audit provided to the audit client.
  - Increasing the client base of the firm to reduce dependence on the client.
  - Increasing the extent of services provided to other clients.
- 410.14 A5 A self-interest or intimidation threat is created when the fees generated by a firm from an audit client represent a large proportion of the revenue of one partner or one office of the firm.
- 410.14 A6 Factors that are relevant in evaluating the level of such threats include:
- The qualitative and quantitative significance of the audit client to the partner or office.
  - The extent to which the compensation of the partner, or the partners in the office, is dependent upon the fees generated from the client.
- 410.14 A7 Examples of actions that might be safeguards to address such self-interest or intimidation threats include:
- Having an appropriate reviewer who was not involved in the audit engagement review the audit work.
  - Ensuring that the compensation of the partner is not significantly influenced by the fees generated from the client.
  - Reducing the extent of services other than audit provided by the partner or office to the audit client.

- Increasing the client base of the partner or the office to reduce dependence on the client.
- Increasing the extent of services provided by the partner or the office to other clients.

Audit Clients that are Not Public Interest Entities

**R410.15** When for each of five consecutive years total fees from an audit client that is not a public interest entity represent, or are likely to represent, more than 30% of the total fees received by the firm, the firm shall determine whether either of the following actions might be a safeguard to reduce the threats created to an acceptable level, and if so, apply it:

- (a) Prior to the audit opinion being issued on the fifth year's financial statements, have a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, review the fifth year's audit work; or
- (b) After the audit opinion on the fifth year's financial statements has been issued, and before the audit opinion is issued on the sixth year's financial statements, have a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, or a professional body review the fifth year's audit work.

**R410.16** If the total fees described in paragraph R410.15 continue to exceed 30%, the firm shall each year determine whether either of the actions in paragraph R410.15 applied to the relevant year's engagement might be a safeguard to address the threats created by the total fees received by the firm from the client, and if so, apply it.

**R410.17** When two or more firms are engaged to conduct an audit of the client's financial statements, the involvement of the other firm in the audit may be regarded each year as an action equivalent to that in paragraph R410.15 (a), if:

- (a) The circumstances addressed by paragraph R410.15 apply to only one of the firms expressing the audit opinion; and
- (b) Each firm performs sufficient work to take full individual responsibility for the audit opinion.

Audit Clients that are Public Interest Entities

**R410.18** When for each of two consecutive years the total fees from an audit client that is a public interest entity represent, or are likely to represent, more than 15% of the total fees received by the firm, the firm shall determine whether, prior to the audit opinion being issued on the second year's financial statements, a review, consistent with the objective of an engagement quality review, performed by a professional accountant who is not a member of the firm expressing the opinion on the financial statements ("pre-issuance review") might be a safeguard to reduce the threats to an acceptable level, and if so, apply it.

**R410.19** When two or more firms are engaged to conduct an audit of the client's financial statements, the involvement of the other firm in the audit may be regarded each year as an action equivalent to that in paragraph R410.18, if:

- (a) The circumstances addressed by paragraph R410.18 apply to only one of the firms expressing the audit opinion; and
- (b) Each firm performs sufficient work to take full individual responsibility for the audit opinion.

**R410.20** Subject to paragraph R410.21, if the circumstances described in paragraph R410.18 continue for five consecutive years, the firm shall cease to be the auditor after the audit opinion for the fifth year is issued.

- R410.21** As an exception to paragraph R410.20, the firm may continue to be the auditor after five consecutive years if there is a compelling reason to do so having regard to the public interest, provided that:
- (a) The firm consults with a regulatory or professional body in the relevant jurisdiction and it concurs that having the firm continue as the auditor would be in the public interest; and
  - (b) Before the audit opinion on the sixth and any subsequent year's financial statements is issued, the firm engages a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, to perform a pre-issuance review.
- 410.21 A1 A factor which might give rise to a compelling reason is the lack of viable alternative firms to carry out the audit engagement, having regard to the nature and location of the client's business.

### **Transparency of Information Regarding Fees for Audit Clients that are Public Interest Entities**

#### *Communication About Fee-related Information with Those Charged with Governance*

- 410.22 A1 Communication by the firm of fee-related information (for both audit and services other than audit) with those charged with governance assists in their assessment of the firm's independence. Effective communication in this regard also allows for a two-way open exchange of views and information about, for example, the expectations that those charged with governance might have regarding the scope and extent of audit work and impact on the audit fee.

#### Fees for the Audit of the Financial Statements

- R410.23** Subject to paragraph R410.24, the firm shall communicate in a timely manner with those charged with governance of an audit client that is a public interest entity:
- (a) Fees paid or payable to the firm or network firms for the audit of the financial statements on which the firm expresses an opinion; and
  - (b) Whether the threats created by the level of those fees are at an acceptable level, and if not, any actions the firm has taken or proposes to take to reduce such threats to an acceptable level.
- 410.23 A1 The objective of such communication is to provide the background and context to the fees for the audit of the financial statements on which the firm expresses an opinion to enable those charged with governance to consider the independence of the firm. The nature and extent of matters to be communicated will depend on the facts and circumstances and might include for example:
- Considerations affecting the level of the fees such as:
    - The scale, complexity and geographic spread of the audit client's operations.
    - The time spent or expected to be spent commensurate with the scope and complexity of the audit.
    - The cost of other resources utilized or expended in performing the audit.
    - The quality of record keeping and processes for financial statements preparation.
  - Adjustments to the fees quoted or charged during the period of the audit, and the reasons for any such adjustments.
  - Changes to laws and regulations and professional standards relevant to the audit that impacted the fees.

410.23 A2 The firm is encouraged to provide such information as soon as practicable and communicate proposed adjustments as appropriate.

**R410.24** As an exception to paragraph R410.23, the firm may determine not to communicate the information set out in paragraph R410.23 to those charged with governance of an entity that is (directly or indirectly) wholly-owned by another public interest entity provided that:

- (a) The entity is consolidated into group financial statements prepared by that other public interest entity; and
- (b) The firm or a network firm expresses an opinion on those group financial statements.

#### Fees for Other Services

**R410.25** Subject to paragraph R410.27, the firm shall communicate in a timely manner with those charged with governance of an audit client that is a public interest entity:

- (a) The fees, other than those disclosed under paragraph R410.23 (a), charged to the client for the provision of services by the firm or a network firm during the period covered by the financial statements on which the firm expresses an opinion. For this purpose, such fees shall only include fees charged to the client and its related entities over which the client has direct or indirect control that are consolidated in the financial statements on which the firm will express an opinion; and
- (b) As set out in paragraph 410.11 A1, where the firm has identified that there is an impact on the level of the self-interest threat or that there is an intimidation threat to independence created by the proportion of fees for services other than audit relative to the audit fee:
  - (i) Whether such threats are at an acceptable level; and
  - (ii) If not, any actions that the firm has taken or proposes to take to reduce such threats to an acceptable level.

410.25 A1 The objective of such communication is to provide the background and context to the fees for other services to enable those charged with governance to consider the independence of the firm. The nature and extent of matters to be communicated will depend on the facts and circumstances and might include for example:

- The amount of fees for other services that are required by law or regulation.
- The nature of other services provided and their associated fees.
- Information on the nature of the services provided under a general policy approved by those charged with governance and associated fees.
- The proportion of fees referred to in paragraph R410.25(a) to the aggregate of the fees charged by the firm and network firms for the audit of the financial statements on which the firm expresses an opinion.

**R410.26** The firm shall include in the communication required by paragraph R410.25(a) the fees, other than those disclosed under paragraph R410.23(a), charged to any other related entities over which the audit client has direct or indirect control for the provision of services by the firm or a network firm, when the firm knows, or has reason to believe, that such fees are relevant to the evaluation of the firm's independence.

410.26 A1 Factors the firm might consider when determining whether the fees, other than those disclosed under paragraph R410.23(a), charged to such other related entities, individually and in the aggregate, for the provision of services by the firm or a network firm are relevant to the evaluation of the firm's independence include:

- The extent of the audit client's involvement in the appointment of the firm or network firm for the provision of such services, including the negotiation of fees.
- The significance of the fees paid by the other related entities to the firm or a network firm.
- The proportion of fees from the other related entities to the fees paid by the client.

**R410.27** As an exception to paragraph R410.25, the firm may determine not to communicate the information set out in paragraph R410.25 to those charged with governance of an entity that is (directly or indirectly) wholly-owned by another public interest entity provided that:

- (a) The entity is consolidated into group financial statements prepared by that other public interest entity; and
- (b) The firm or a network firm expresses an opinion on those group financial statements.

#### Fee Dependency

**R410.28** Where the total fees from an audit client that is a public interest entity represent, or are likely to represent, more than 15% of the total fees received by the firm, the firm shall communicate with those charged with governance:

- (a) That fact and whether this situation is likely to continue;
- (b) The safeguards applied to address the threats created, including, where relevant, the use of a pre-issuance review (Ref: Para R410.18); and
- (c) Any proposal to continue as the auditor under paragraph R410.21.

#### *Public Disclosure of Fee-related Information*

410.29 A1 In view of the public interest in the audits of public interest entities, it is beneficial for stakeholders to have visibility about the professional relationships between the firm and the audit client which might reasonably be thought to be relevant to the evaluation of the firm's independence. In a wide number of jurisdictions, there already exist requirements regarding the disclosure of fees by an audit client for both audit and services other than audit paid and payable to the firm and network firms. Such disclosures often require the disaggregation of fees for services other than audit into different categories.

**R410.30** If laws and regulations do not require an audit client to disclose audit fees, fees for services other than audit paid or payable to the firm and network firms and information about fee dependency, the firm shall discuss with those charged with governance of an audit client that is a public interest entity:

- (a) The benefit to the client's stakeholders of the client making such disclosures that are not required by laws and regulations in a manner deemed appropriate, taking into account the timing and accessibility of the information; and
- (b) The information that might enhance the users' understanding of the fees paid or payable and their impact on the firm's independence.

410.30 A1 Examples of information relating to fees that might enhance the users' understanding of the fees paid or payable and their impact on the firm's independence include:

- Comparative information of the prior year's fees for audit and services other than audit.
- The nature of services and their associated fees as disclosed under paragraph R410.31(b).

- Safeguards applied when the total fees from the client represent or are likely to represent more than 15% of the total fees received by the firm.

**R410.31** After the discussion with those charged with governance as set out in paragraph R410.30, to the extent that the audit client that is a public interest entity does not make the relevant disclosure, subject to paragraph R410.32, the firm shall publicly disclose:

- (a) Fees paid or payable to the firm and network firms for the audit of the financial statements on which the firm expresses an opinion;
- (b) Fees, other than those disclosed under (a), charged to the client for the provision of services by the firm or a network firm during the period covered by the financial statements on which the firm expresses an opinion. For this purpose, such fees shall only include fees charged to the client and its related entities over which the client has direct or indirect control that are consolidated in the financial statements on which the firm will express an opinion;
- (c) Any fees, other than those disclosed under (a) and (b), charged to any other related entities over which the audit client has direct or indirect control for the provision of services by the firm or a network firm when the firm knows, or has reason to believe, that such fees are relevant to the evaluation of the firm's independence; and
- (d) If applicable, the fact that the total fees received by the firm from the audit client represent, or are likely to represent, more than 15% of the total fees received by the firm for two consecutive years, and the year that this situation first arose.

410.31 A1 The firm might also disclose other information relating to fees that will enhance the users' understanding of the fees paid or payable and the firm's independence, such as the examples described in paragraph 410.30 A1.

410.31 A2 Factors the firm might consider when making the determination required by paragraph R410.31(c) are set out in paragraph 410.26 A1.

410.31 A3 When disclosing fee-related information in compliance with paragraph R410.31, the firm might disclose the information in a manner deemed appropriate taking into account the timing and accessibility of the information to stakeholders, for example:

- On the firm's website.
- In the firm's transparency report.
- In an audit quality report.
- Through targeted communication to specific stakeholders, for example a letter to the shareholders.
- In the auditor's report.

**R410.32** As an exception to paragraph R410.31, the firm may determine not to publicly disclose the information set out in paragraph R410.31 relating to:

- (a) A parent entity that also prepares group financial statements provided that the firm or a network firm expresses an opinion on the group financial statements; or
- (b) An entity (directly or indirectly) wholly-owned by another public interest entity provided that:
  - (i) The entity is consolidated into group financial statements prepared by that other public interest entity; and
  - (ii) The firm or a network firm expresses an opinion on those group financial statements.

### *Considerations for Review Clients*

**R410.33** This section sets out requirements for a firm to communicate fee-related information of an audit client that is a public interest entity and to disclose publicly fee-related information to the extent that the client does not disclose such information. As an exception to those requirements, the firm may determine not to communicate or pursue disclosure of such information where a review client is not also an audit client.

## **Section 411**

### **Compensation and Evaluation Policies**

#### **Introduction**

- 411.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 411.2 A firm's evaluation or compensation policies might create a self-interest threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### **Requirements and Application Material**

##### **General**

- 411.3 A1 When an audit team member for a particular audit client is evaluated on or compensated for selling non-assurance services to that audit client, the level of the self-interest threat will depend on:
- What proportion of the compensation or evaluation is based on the sale of such services;
  - The role of the individual on the audit team; and
  - Whether the sale of such non-assurance services influences promotion decisions.
- 411.3 A2 Examples of actions that might eliminate such a self-interest threat include:
- Revising the compensation plan or evaluation process for that individual.
  - Removing that individual from the audit team.
- 411.3 A3 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review the work of the audit team member.
- R411.4** A firm shall not evaluate or compensate a key audit partner based on that partner's success in selling non-assurance services to the partner's audit client. This requirement does not preclude normal profit-sharing arrangements between partners of a firm.

## **Section 420**

### **Gifts and Hospitality**

#### **Introduction**

- 420.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

420.2 Accepting gifts and hospitality from an audit client might create a self-interest, familiarity or intimidation threat. This section sets out a specific requirement and application material relevant to applying the conceptual framework in such circumstances.

### **Requirement and Application Material**

**R420.3** A firm, network firm or an audit team member shall not accept gifts and hospitality from an audit client, unless the value is trivial and inconsequential.

420.3 A1 Where a firm, network firm or audit team member is offering or accepting an inducement to or from an audit client, the requirements and application material set out in Section 340 apply and non-compliance with these requirements might create threats to independence.

420.3 A2 The requirements set out in Section 340 relating to offering or accepting inducements do not allow a firm, network firm or audit team member to accept gifts and hospitality where the intent is to improperly influence behaviour even if the value is trivial and inconsequential.

## **Section 430**

### **Actual or Threatened Litigation**

#### **Introduction**

430.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

430.2 When litigation with an audit client occurs, or appears likely, self-interest and intimidation threats are created. This section sets out specific application material relevant to applying the conceptual framework in such circumstances.

#### **Application Material**

##### **General**

430.3 A1 The relationship between client management and audit team members must be characterised by complete candour and full disclosure regarding all aspects of a client's operations. Adversarial positions might result from actual or threatened litigation between an audit client and the firm, a network firm or an audit team member. Such adversarial positions might affect management's willingness to make complete disclosures and create self-interest and intimidation threats.

430.3 A2 Factors that are relevant in evaluating the level of such threats include:

- The materiality of the litigation.
- Whether the litigation relates to a prior audit engagement.

430.3 A3 If the litigation involves an audit team member, an example of an action that might eliminate such self-interest and intimidation threats is removing that individual from the audit team.

430.3 A4 An example of an action that might be a safeguard to address such self-interest and intimidation threats is to have an appropriate reviewer review the work performed.

## Section 510

### Financial Interests

#### Introduction

- 510.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 510.2 Holding a financial interest in an audit client might create a self-interest threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 510.3 A1 A financial interest might be held directly or indirectly through an intermediary such as a collective investment vehicle, an estate or a trust. When a beneficial owner has control over the intermediary or ability to influence its investment decisions, the Code defines that financial interest to be direct. Conversely, when a beneficial owner has no control over the intermediary or ability to influence its investment decisions, the Code defines that financial interest to be indirect.
- 510.3 A2 This section contains references to the “materiality” of a financial interest. In determining whether such an interest is material to an individual, the combined net worth of the individual and the individual’s immediate family members may be taken into account.
- 510.3 A3 Factors that are relevant in evaluating the level of a self-interest threat created by holding a financial interest in an audit client include:
- The role of the individual holding the financial interest.
  - Whether the financial interest is direct or indirect.
  - The materiality of the financial interest.

#### Financial Interests Held by the Firm, a Network Firm, Audit Team Members and Others

- R510.4** Subject to paragraph R510.5, a direct financial interest or a material indirect financial interest in the audit client shall not be held by:
- (a) The firm or a network firm;
  - (b) An audit team member, or any of that individual’s immediate family;
  - (c) Any other partner in the office in which an engagement partner practices in connection with the audit engagement, or any of that other partner’s immediate family; or
  - (d) Any other partner or managerial employee who provides non-audit services to the audit client, except for any whose involvement is minimal, or any of that individual’s immediate family.
- 510.4 A1 The office in which the engagement partner practices in connection with an audit engagement is not necessarily the office to which that partner is assigned. When the engagement partner is located in a different office from that of the other audit team members, professional judgement is needed to determine the office in which the partner practices in connection with the engagement.
- R510.5** As an exception to paragraph R510.4, an immediate family member identified in subparagraphs R510.4(c) or (d) may hold a direct or material indirect financial interest in an audit client, provided that:

- (a) The family member received the financial interest because of employment rights, for example through pension or share option plans, and, when necessary, the firm addresses the threat created by the financial interest; and
- (b) The family member disposes of or forfeits the financial interest as soon as practicable when the family member has or obtains the right to do so, or in the case of a stock option, when the family member obtains the right to exercise the option.

#### **Financial Interests in an Entity Controlling an Audit Client**

**R510.6** When an entity has a controlling interest in an audit client and the client is material to the entity, neither the firm, nor a network firm, nor an audit team member, nor any of that individual's immediate family shall hold a direct or material indirect financial interest in that entity.

#### **Financial Interests Held as Trustee**

**R510.7** Paragraph R510.4 shall also apply to a financial interest in an audit client held in a trust for which the firm, network firm or individual acts as trustee, unless:

- (a) None of the following is a beneficiary of the trust: the trustee, the audit team member or any of that individual's immediate family, the firm or a network firm;
- (b) The interest in the audit client held by the trust is not material to the trust;
- (c) The trust is not able to exercise significant influence over the audit client; and
- (d) None of the following can significantly influence any investment decision involving a financial interest in the audit client: the trustee, the audit team member or any of that individual's immediate family, the firm or a network firm.

#### **Financial Interests in Common with the Audit Client**

- R510.8**
- (a) A firm, or a network firm, or an audit team member, or any of that individual's immediate family shall not hold a financial interest in an entity when an audit client also has a financial interest in that entity, unless:
    - (i) The financial interests are immaterial to the firm, the network firm, the audit team member and that individual's immediate family member and the audit client, as applicable; or
    - (ii) The audit client cannot exercise significant influence over the entity.
  - (b) Before an individual who has a financial interest described in paragraph R510.8(a) can become an audit team member, the individual or that individual's immediate family member shall either:
    - (i) Dispose of the interest; or
    - (ii) Dispose of enough of the interest so that the remaining interest is no longer material.

#### **Financial Interests Received Unintentionally**

**R510.9** If a firm, a network firm or a partner or employee of the firm or a network firm, or any of that individual's immediate family, receives a direct financial interest or a material indirect financial interest in an audit client by way of an inheritance, gift,

as a result of a merger or in similar circumstances and the interest would not otherwise be permitted to be held under this section, then:

- (a) If the interest is received by the firm or a network firm, or an audit team member or any of that individual's immediate family, the financial interest shall be disposed of immediately, or enough of an indirect financial interest shall be disposed of so that the remaining interest is no longer material; or
- (b) (i) If the interest is received by an individual who is not an audit team member, or by any of that individual's immediate family, the financial interest shall be disposed of as soon as possible, or enough of an indirect financial interest shall be disposed of so that the remaining interest is no longer material; and
  - (ii) Pending the disposal of the financial interest, when necessary the firm shall address the threat created.

### Financial Interests – Other Circumstances

#### *Immediate Family*

- 510.10 A1 A self-interest, familiarity, or intimidation threat might be created if an audit team member, or any of that individual's immediate family, or the firm or a network firm has a financial interest in an entity when a director or officer or controlling owner of the audit client is also known to have a financial interest in that entity.
- 510.10 A2 Factors that are relevant in evaluating the level of such threats include:
- The role of the individual on the audit team.
  - Whether ownership of the entity is closely or widely held.
  - Whether the interest allows the investor to control or significantly influence the entity.
  - The materiality of the financial interest.
- 510.10 A3 An example of an action that might eliminate such a self-interest, familiarity, or intimidation threat is removing the audit team member with the financial interest from the audit team.
- 510.10 A4 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review the work of the audit team member.

#### *Close Family*

- 510.10 A5 A self-interest threat might be created if an audit team member knows that a close family member has a direct financial interest or a material indirect financial interest in the audit client.
- 510.10 A6 Factors that are relevant in evaluating the level of such a threat include:
- The nature of the relationship between the audit team member and the close family member.
  - Whether the financial interest is direct or indirect.
  - The materiality of the financial interest to the close family member.
- 510.10 A7 Examples of actions that might eliminate such a self-interest threat include:
- Having the close family member dispose, as soon as practicable, of all of the financial interest or dispose of enough of an indirect financial interest so that the remaining interest is no longer material.
  - Removing the individual from the audit team.

510.10 A8 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review the work of the audit team member.

#### *Other Individuals*

510.10 A9 A self-interest threat might be created if an audit team member knows that a financial interest in the audit client is held by individuals such as:

- Partners and professional employees of the firm or network firm, apart from those who are specifically not permitted to hold such financial interests by paragraph R510.4, or their immediate family members.
- Individuals with a close personal relationship with an audit team member.

510.10 A10 Factors that are relevant in evaluating the level of such a threat include:

- The firm's organisational, operating and reporting structure.
- The nature of the relationship between the individual and the audit team member.

510.10 A11 An example of an action that might eliminate such a self-interest threat is removing the audit team member with the personal relationship from the audit team.

510.10 A12 Examples of actions that might be safeguards to address such a self-interest threat include:

- Excluding the audit team member from any significant decision-making concerning the audit engagement.
- Having an appropriate reviewer review the work of the audit team member.

#### *Retirement Benefit Plan of a Firm or Network Firm*

510.10 A13 A self-interest threat might be created if a retirement benefit plan of a firm or a network firm holds a direct or material indirect financial interest in an audit client.

## **Section 511**

### **Loans and Guarantees**

#### **Introduction**

511.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

511.2 A loan or a guarantee of a loan with an audit client might create a self-interest threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### **Requirements and Application Material**

##### **General**

511.3 A1 This section contains references to the "materiality" of a loan or guarantee. In determining whether such a loan or guarantee is material to an individual, the combined net worth of the individual and the individual's immediate family members may be taken into account.

### Loans and Guarantees with an Audit Client

- R511.4** A firm, a network firm, an audit team member, or any of that individual's immediate family shall not make or guarantee a loan to an audit client or any directors or officer of an audit client, unless the loan or guarantee is immaterial to:
- (a) The firm, the network firm or the individual making the loan or guarantee, as applicable; and
  - (b) The client, or the director or officer of the client.

### Loans and Guarantees with an Audit Client that is a Bank or Similar Institution

- R511.5** A firm, a network firm, an audit team member, or any of that individual's immediate family shall not accept a loan, or a guarantee of a loan, from an audit client that is a bank or a similar institution unless the loan or guarantee is made under normal lending procedures, terms and conditions.
- 511.5 A1 Examples of loans include mortgages, bank overdrafts, car loans, and credit card balances.
- 511.5 A2 Even if a firm or network firm receives a loan from an audit client that is a bank or similar institution under normal lending procedures, terms and conditions, the loan might create a self-interest threat if it is material to the audit client or firm receiving the loan.
- 511.5 A3 An example of an action that might be a safeguard to address such a self-interest threat is having the work reviewed by an appropriate reviewer, who is not an audit team member, from a network firm that is not a beneficiary of the loan.

#### Deposits or Brokerage Accounts

- R511.6** A firm, a network firm, an audit team member, or any of that individual's immediate family shall not have deposits or a brokerage account with an audit client that is a bank, broker or similar institution, unless the deposit or account is held under normal commercial terms.

### Loans and Guarantees with an Audit Client that is Not a Bank or Similar Institution

- R511.7** A firm, a network firm, an audit team member, or any of that individual's immediate family shall not accept a loan from, or have a borrowing guaranteed by, an audit client that is not a bank or similar institution, or any directors or officer of an audit client, unless the loan or guarantee is immaterial to:
- (a) The firm, the network firm, or the individual receiving the loan or guarantee, as applicable; and
  - (b) The client, or the director or officer of the client.

## Section 520

### Business Relationships

#### Introduction

- 520.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 520.2 A close business relationship with an audit client or its management might create a self-interest or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

## Requirements and Application Material

### General

- 520.3 A1 This section contains references to the “materiality” of a financial interest and the “significance” of a business relationship. In determining whether such a financial interest is material to an individual, the combined net worth of the individual and the individual’s immediate family members may be taken into account.
- 520.3 A2 Examples of a close business relationship arising from a commercial relationship or common financial interest include:
- Having a financial interest in a joint venture with either the client or a controlling owner, director or officer or other individual who performs senior managerial activities for that client.
  - Arrangements to combine one or more services or products of the firm or a network firm with one or more services or products of the client and to market the package with reference to both parties.
  - Distribution or marketing arrangements under which the firm or a network firm distributes or markets the client’s products or services, or the client distributes or markets the firm or a network firm’s products or services.

### Firm, Network Firm, Audit Team Member or Immediate Family Business Relationships

- R520.4** A firm, a network firm or an audit team member shall not have a close business relationship with an audit client or its management unless any financial interest is immaterial and the business relationship is insignificant to the client or its management and the firm, the network firm or the audit team member, as applicable.
- 520.4 A1 A self-interest or intimidation threat might be created if there is a close business relationship between the audit client or its management and the immediate family of an audit team member.

### Common Interests in Closely-Held Entities

- R520.5** A firm, a network firm, an audit team member, or any of that individual’s immediate family shall not have a business relationship involving the holding of an interest in a closely-held entity when an audit client or a director or officer of the client, or any group thereof, also holds an interest in that entity, unless:
- (a) The business relationship is insignificant to the firm, the network firm, or the individual as applicable, and the client;
  - (b) The financial interest is immaterial to the investor or group of investors; and
  - (c) The financial interest does not give the investor, or group of investors, the ability to control the closely-held entity.

### Buying Goods or Services

- 520.6 A1 The purchase of goods and services from an audit client by a firm, a network firm, an audit team member, or any of that individual’s immediate family does not usually create a threat to independence if the transaction is in the normal course of business and at arm’s length. However, such transactions might be of such a nature and magnitude that they create a self-interest threat.
- 520.6 A2 Examples of actions that might eliminate such a self-interest threat include:
- Eliminating or reducing the magnitude of the transaction.
  - Removing the individual from the audit team.

## Section 521

### Family and Personal Relationships

#### Introduction

- 521.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 521.2 Family or personal relationships with client personnel might create a self-interest, familiarity or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 521.3 A1 A self-interest, familiarity or intimidation threat might be created by family and personal relationships between an audit team member and a director or officer or, depending on their role, certain employees of the audit client.
- 521.3 A2 Factors that are relevant in evaluating the level of such threats include:
- The individual's responsibilities on the audit team.
  - The role of the family member or other individual within the client, and the closeness of the relationship.

##### Immediate Family of an Audit Team Member

- 521.4 A1 A self-interest, familiarity or intimidation threat is created when an immediate family member of an audit team member is an employee in a position to exert significant influence over the client's financial position, financial performance or cash flows.
- 521.4 A2 Factors that are relevant in evaluating the level of such threats include:
- The position held by the immediate family member.
  - The role of the audit team member.
- 521.4 A3 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the audit team.
- 521.4 A4 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the audit team so that the audit team member does not deal with matters that are within the responsibility of the immediate family member.
- R521.5** An individual shall not participate as an audit team member when any of that individual's immediate family:
- (a) Is a director or officer of the audit client;
  - (b) Is an employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion; or
  - (c) Was in such position during any period covered by the engagement or the financial statements.

### **Close Family of an Audit Team Member**

- 521.6 A1 A self-interest, familiarity or intimidation threat is created when a close family member of an audit team member is:
- (a) A director or officer of the audit client; or
  - (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.
- 521.6 A2 Factors that are relevant in evaluating the level of such threats include:
- The nature of the relationship between the audit team member and the close family member.
  - The position held by the close family member.
  - The role of the audit team member.
- 521.6 A3 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the audit team.
- 521.6 A4 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the audit team so that the audit team member does not deal with matters that are within the responsibility of the close family member.

### **Other Close Relationships of an Audit Team Member**

- R521.7** An audit team member shall consult in accordance with firm policies and procedures if the audit team member has a close relationship with an individual who is not an immediate or close family member, but who is:
- (a) A director or officer of the audit client; or
  - (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.
- 521.7 A1 Factors that are relevant in evaluating the level of a self-interest, familiarity or intimidation threat created by such a relationship include:
- The nature of the relationship between the individual and the audit team member.
  - The position the individual holds with the client.
  - The role of the audit team member.
- 521.7 A2 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the audit team.
- 521.7 A3 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the audit team so that the audit team member does not deal with matters that are within the responsibility of the individual with whom the audit team member has a close relationship.

### **Relationships of Partners and Employees of the Firm**

- R521.8** Partners and employees of the firm shall consult in accordance with firm policies and procedures if they are aware of a personal or family relationship between:
- (a) A partner or employee of the firm or network firm who is not an audit team member; and

- (b) A director or officer of the audit client or an employee of the audit client in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.
- 521.8 A1 Factors that are relevant in evaluating the level of a self-interest, familiarity or intimidation threat created by such a relationship include:
- The nature of the relationship between the partner or employee of the firm and the director or officer or employee of the client.
  - The degree of interaction of the partner or employee of the firm with the audit team.
  - The position of the partner or employee within the firm.
  - The position the individual holds with the client.
- 521.8 A2 Examples of actions that might be safeguards to address such self-interest, familiarity or intimidation threats include:
- Structuring the partner's or employee's responsibilities to reduce any potential influence over the audit engagement.
  - Having an appropriate reviewer review the relevant audit work performed.

## Section 522

### Recent Service with an Audit Client

#### Introduction

- 522.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 522.2 If an audit team member has recently served as a director or officer, or employee of the audit client, a self-interest, self-review or familiarity threat might be created. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### Service During Period Covered by the Audit Report

- R522.3** The audit team shall not include an individual who, during the period covered by the audit report:
- (a) Had served as a director or officer of the audit client; or
  - (b) Was an employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.

##### Service Prior to Period Covered by the Audit Report

- 522.4 A1 A self-interest, self-review or familiarity threat might be created if, before the period covered by the audit report, an audit team member:
- (a) Had served as a director or officer of the audit client; or
  - (b) Was an employee in a position to exert significant influence over the preparation of the client's accounting records or financial statements on which the firm will express an opinion.

For example, a threat would be created if a decision made or work performed by the individual in the prior period, while employed by the client, is to be evaluated in the current period as part of the current audit engagement.

522.4 A2 Factors that are relevant in evaluating the level of such threats include:

- The position the individual held with the client.
- The length of time since the individual left the client.
- The role of the audit team member.

522.4 A3 An example of an action that might be a safeguard to address such a self-interest, self-review or familiarity threat is having an appropriate reviewer review the work performed by the audit team member.

## Section 523

### Serving as a Director or Officer of an Audit Client

#### Introduction

523.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

523.2 Serving as a director or officer of an audit client creates self-review and self-interest threats. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### Service as Director or Officer

**R523.3** A partner or employee of the firm or a network firm shall not serve as a director or officer of an audit client of the firm.

##### Service as Company Secretary

**R523.4** A partner or employee of the firm or a network firm shall not serve as Company Secretary for an audit client of the firm, unless:

- (a) This practice is specifically permitted under local law, professional rules or practice;
- (b) Management makes all relevant decisions; and
- (c) The duties and activities performed are limited to those of a routine and administrative nature, such as preparing minutes and maintaining statutory returns.

523.4 A1 The position of Company Secretary has different implications in different jurisdictions. Duties might range from: administrative duties (such as personnel management and the maintenance of company records and registers) to duties as diverse as ensuring that the company complies with regulations or providing advice on corporate governance matters. Usually this position is seen to imply a close association with the entity. Therefore, a threat is created if a partner or employee of the firm or a network firm serves as Company Secretary for an audit client. (More information on providing non-assurance services to an audit client is set out in Section 600, *Provision of Non-assurance Services to an Audit Client*.)

## Section 524

### Employment with an Audit Client

#### Introduction

- 524.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 524.2 Employment relationships with an audit client might create a self-interest, familiarity or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### All Audit Clients

- 524.3 A1 A familiarity or intimidation threat might be created if any of the following individuals have been an audit team member or partner of the firm or a network firm:
- A director or officer of the audit client.
  - An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.

##### Former Partner or Audit Team Member Restrictions

**R524.4** The firm shall ensure that no significant connection remains between the firm or a network firm and:

- (a) A former partner who has joined an audit client of the firm; or
- (b) A former audit team member who has joined the audit client,

if either has joined the audit client as:

- (i) A director or officer; or
- (ii) An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.

A significant connection remains between the firm or a network firm and the individual, unless:

- (a) The individual is not entitled to any benefits or payments from the firm or network firm that are not made in accordance with fixed pre-determined arrangements;
- (b) Any amount owed to the individual is not material to the firm or the network firm; and
- (c) The individual does not continue to participate or appear to participate in the firm's or the network firm's business or professional activities.

524.4 A1 Even if the requirements of paragraph R524.4 are met, a familiarity or intimidation threat might still be created.

524.4 A2 A familiarity or intimidation threat might also be created if a former partner of the firm or network firm has joined an entity in one of the positions described in paragraph 524.3 A1 and the entity subsequently becomes an audit client of the firm.

524.4 A3 Factors that are relevant in evaluating the level of such threats include:

- The position the individual has taken at the client.

- Any involvement the individual will have with the audit team.
  - The length of time since the individual was an audit team member or partner of the firm or network firm.
  - The former position of the individual within the audit team, firm or network firm. An example is whether the individual was responsible for maintaining regular contact with the client's management or those charged with governance.
- 524.4 A4 Examples of actions that might be safeguards to address such familiarity or intimidation threats include:
- Modifying the audit plan.
  - Assigning to the audit team individuals who have sufficient experience relative to the individual who has joined the client.
  - Having an appropriate reviewer review the work of the former audit team member.

#### *Audit Team Members Entering Employment with a Client*

- R524.5** A firm or network firm shall have policies and procedures that require audit team members to notify the firm or network firm when entering employment negotiations with an audit client.
- 524.5 A1 A self-interest threat is created when an audit team member participates in the audit engagement while knowing that the audit team member will, or might, join the client at some time in the future.
- 524.5 A2 An example of an action that might eliminate such a self-interest threat is removing the individual from the audit team.
- 524.5 A3 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review any significant judgements made by that individual while on the team.

#### *Audit Clients that are Public Interest Entities*

##### Key Audit Partners

- R524.6** Subject to paragraph R524.8, if an individual who was a key audit partner with respect to an audit client that is a public interest entity joins the client as:
- (a) A director or officer; or
  - (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion,
- independence is compromised unless, subsequent to the individual ceasing to be a key audit partner:
- (i) The audit client has issued audited financial statements covering a period of not less than twelve months; and
  - (ii) The individual was not an audit team member with respect to the audit of those financial statements.

##### Senior or Managing Partner (Chief Executive or Equivalent) of the Firm

- R524.7** Subject to paragraph R524.8, if an individual who was the Senior or Managing Partner (Chief Executive or equivalent) of the firm joins an audit client that is a public interest entity as:
- (a) A director or officer; or

- (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion, independence is compromised, unless twelve months have passed since the individual was the Senior or Managing Partner (Chief Executive or equivalent) of the firm.

#### Business Combinations

**R524.8** As an exception to paragraphs R524.6 and R524.7, independence is not compromised if the circumstances set out in those paragraphs arise as a result of a business combination and:

- (a) The position was not taken in contemplation of the business combination;
- (b) Any benefits or payments due to the former partner from the firm or a network firm have been settled in full, unless made in accordance with fixed pre-determined arrangements and any amount owed to the partner is not material to the firm or network firm as applicable;
- (c) The former partner does not continue to participate or appear to participate in the firm's or network firm's business or professional activities; and
- (d) The firm discusses the former partner's position held with the audit client with those charged with governance.

## Section 525

### Temporary Personnel Assignments

#### Introduction

- 525.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 525.2 The loan of personnel to an audit client might create a self-review, advocacy or familiarity threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 525.3 A1 Examples of actions that might be safeguards to address threats created by the loan of personnel by a firm or a network firm to an audit client include:
- Conducting an additional review of the work performed by the loaned personnel might address a self-review threat.
  - Not including the loaned personnel as an audit team member might address a familiarity or advocacy threat.
  - Not giving the loaned personnel audit responsibility for any function or activity that the personnel performed during the loaned personnel assignment might address a self-review threat.
- 525.3 A2 When familiarity and advocacy threats are created by the loan of personnel by a firm or a network firm to an audit client, such that the firm or the network firm becomes too closely aligned with the views and interests of management, safeguards are often not available.

- R525.4** A firm or network firm shall not loan personnel to an audit client unless the firm or network firm is satisfied that:
- (a) Such assistance is provided only for a short period of time;
  - (b) Such personnel will not assume management responsibilities and the audit client will be responsible for directing and supervising the activities of such personnel;
  - (c) Any threat to the independence of the firm or network firm arising from the professional services undertaken by such personnel is eliminated or safeguards are applied to reduce such threat to an acceptable level; and
  - (d) Such personnel will not undertake or be involved in professional services that the firm or network firm is prohibited from performing by the Code

## Section 540

### Long Association of Personnel (including Partner Rotation) with an Audit Client

#### Introduction

- 540.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 540.2 When an individual is involved in an audit engagement over a long period of time, familiarity and self-interest threats might be created. This section sets out requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material<sup>8</sup>

##### All Audit Clients

- 540.3 A1 Although an understanding of an audit client and its environment is fundamental to audit quality, a familiarity threat might be created as a result of an individual's long association as an audit team member with:
- (a) The audit client and its operations;
  - (b) The audit client's senior management; or
  - (c) The financial statements on which the firm will express an opinion or the financial information which forms the basis of the financial statements.
- 540.3 A2 A self-interest threat might be created as a result of an individual's concern about losing a longstanding client or an interest in maintaining a close personal relationship with a member of senior management or those charged with governance. Such a threat might influence the individual's judgement inappropriately.
- 540.3 A3 Factors that are relevant to evaluating the level of such familiarity or self-interest threats include:
- (a) In relation to the individual:
    - The overall length of the individual's relationship with the client, including if such relationship existed while the individual was at a prior firm.

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<sup>8</sup> To be read in conjunction with the Section 92 of the South African Companies Act, 2008 (Act No 71 of 2008) for the audits of companies in South Africa.

- How long the individual has been an engagement team member, and the nature of the roles performed.
  - The extent to which the work of the individual is directed, reviewed and supervised by more senior personnel.
  - The extent to which the individual, due to the individual's seniority, has the ability to influence the outcome of the audit, for example, by making key decisions or directing the work of other engagement team members.
  - The closeness of the individual's personal relationship with senior management or those charged with governance.
  - The nature, frequency and extent of the interaction between the individual and senior management or those charged with governance.
- (b) In relation to the audit client:
- The nature or complexity of the client's accounting and financial reporting issues and whether they have changed.
  - Whether there have been any recent changes in senior management or those charged with governance.
  - Whether there have been any structural changes in the client's organisation which impact the nature, frequency and extent of interactions the individual might have with senior management or those charged with governance.

540.3 A4 The combination of two or more factors might increase or reduce the level of the threats. For example, familiarity threats created over time by the increasingly close relationship between an individual and a member of the client's senior management would be reduced by the departure of that member of the client's senior management.

540.3 A5 An example of an action that might eliminate the familiarity and self-interest threats created by an individual being involved in an audit engagement over a long period of time would be rotating the individual off the audit team.

540.3 A6 Examples of actions that might be safeguards to address such familiarity or self-interest threats include:

- Changing the role of the individual on the audit team or the nature and extent of the tasks the individual performs.
- Having an appropriate reviewer who was not an audit team member review the work of the individual.
- Performing regular independent internal or external quality reviews of the engagement.

**R540.4** If a firm decides that the level of the threats created can only be addressed by rotating the individual off the audit team, the firm shall determine an appropriate period during which the individual shall not:

- (a) Be a member of the engagement team for the audit engagement;
- (b) Provide quality control for the audit engagement; or
- (c) Exert direct influence on the outcome of the audit engagement.

The period shall be of sufficient duration to allow the familiarity and self-interest threats to be addressed. In the case of a public interest entity, paragraphs R540.5 to R540.20 also apply.

*Audit Clients that are Public Interest Entities*

**R540.5** Subject to paragraphs R540.7 to R540.9, in respect of an audit of a public interest entity, an individual shall not act in any of the following roles, or a combination of such roles, for a period of more than seven cumulative years (the “time-on” period):

- (a) The engagement partner;
- (b) The individual appointed as responsible for performing the engagement quality control review; or
- (c) Any other key audit partner role.

After the time-on period, the individual shall serve a “cooling-off” period in accordance with the provisions in paragraphs R540.11 to R540.19.

**R540.6** In calculating the time-on period, the count of years shall not be restarted unless the individual ceases to act in any one of the roles in paragraph R540.5(a) to (c) for a minimum period. This minimum period is a consecutive period equal to at least the cooling-off period determined in accordance with paragraphs R540.11 to R540.13 as applicable to the role in which the individual served in the year immediately before ceasing such involvement.

540.6 A1 For example, an individual who served as engagement partner for four years followed by three years off can only act thereafter as a key audit partner on the same audit engagement for three further years (making a total of seven cumulative years). Thereafter, that individual is required to cool off in accordance with paragraph R540.14.

**R540.7** As an exception to paragraph R540.5, key audit partners whose continuity is especially important to audit quality may, in rare cases due to unforeseen circumstances outside the firm’s control, and with the concurrence of those charged with governance, be permitted to serve an additional year as a key audit partner as long as the threat to independence can be eliminated or reduced to an acceptable level.

540.7 A1 For example, a key audit partner may remain in that role on the audit team for up to one additional year in circumstances where, due to unforeseen events, a required rotation was not possible, as might be the case due to serious illness of the intended engagement partner. In such circumstances, this will involve the firm discussing with those charged with governance the reasons why the planned rotation cannot take place and the need for any safeguards to reduce any threat created.

**R540.8** If an audit client becomes a public interest entity, a firm shall take into account the length of time an individual has served the audit client as a key audit partner before the client becomes a public interest entity in determining the timing of the rotation. If the individual has served the audit client as a key audit partner for a period of five cumulative years or less when the client becomes a public interest entity, the number of years the individual may continue to serve the client in that capacity before rotating off the engagement is seven years less the number of years already served. As an exception to paragraph R540.5, if the individual has served the audit client as a key audit partner for a period of six or more cumulative years when the client becomes a public interest entity, the individual may continue to serve in that capacity with the concurrence of those charged with governance for a maximum of two additional years before rotating off the engagement.

**R540.9** When a firm has only a few people with the necessary knowledge and experience to serve as a key audit partner on the audit of a public interest entity, rotation of key audit partners might not be possible. As an exception to paragraph R540.5, if an independent regulatory body in the relevant jurisdiction has provided an

exemption from partner rotation in such circumstances, an individual may remain a key audit partner for more than seven years, in accordance with such exemption. This is provided that the independent regulatory body has specified other requirements which are to be applied, such as the length of time that the key audit partner may be exempted from rotation or a regular independent external review<sup>9</sup>.

#### Other Considerations Relating to the Time-on Period

**R540.10** In evaluating the threats created by an individual's long association with an audit engagement, a firm shall give particular consideration to the roles undertaken and the length of an individual's association with the audit engagement prior to the individual becoming a key audit partner.

540.10 A1 There might be situations where the firm, in applying the conceptual framework, concludes that it is not appropriate for an individual who is a key audit partner to continue in that role even though the length of time served as a key audit partner is less than seven years.

#### Cooling-off Period

**R540.11** If the individual acted as the engagement partner for seven cumulative years, the cooling-off period shall be five consecutive years.

**R540.12** Where the individual has been appointed as responsible for the engagement quality control review and has acted in that capacity for seven cumulative years, the cooling-off period shall be three consecutive years.

**R540.13** If the individual has acted as a key audit partner other than in the capacities set out in paragraphs R540.11 and R540.12 for seven cumulative years, the cooling-off period shall be two consecutive years.

540.13 A1 The partner rotation requirements in this section are distinct from, and do not modify, the cooling-off period required by ISQM 2 as a condition for eligibility before the engagement partner can assume the role of engagement quality reviewer (see paragraph 325.8 A4).

#### Service in a combination of key audit partner roles

**R540.14** If the individual acted in a combination of key audit partner roles and served as the engagement partner for four or more cumulative years, the cooling-off period shall be five consecutive years.

**R540.15** Subject to paragraph R540.16(a), if the individual acted in a combination of key audit partner roles and served as the key audit partner responsible for the engagement quality review for four or more cumulative years, the cooling-off period shall be three consecutive years.

**R540.16** If an individual has acted in a combination of engagement partner and engagement quality review roles for four or more cumulative years during the time-on period, the cooling-off period shall:

(a) As an exception to paragraph R540.15, be five consecutive years where the individual has been the engagement partner for three or more years; or

(b) Be three consecutive years in the case of any other combination.

**R540.17** If the individual acted in any combination of key audit partner roles other than those addressed in paragraphs R540.14 to R540.16, the cooling-off period shall be two consecutive years.

<sup>9</sup> The Regulatory Board has not provided such exemption from partner rotation or specific alternative safeguards.

#### Service at a Prior Firm

**R540.18** In determining the number of years that an individual has been a key audit partner as set out in paragraph R540.5, the length of the relationship shall, where relevant, include time while the individual was a key audit partner on that engagement at a prior firm.

#### Shorter Cooling-off Period Established by Law or Regulation

**R540.19** Where a legislative or regulatory body (or organisation authorised or recognised by such legislative or regulatory body) has established a cooling-off period for an engagement partner of less than five consecutive years, the higher of that period or three years may be substituted for the cooling-off period of five consecutive years specified in paragraphs R540.11, R540.14 and R540.16(a) provided that the applicable time-on period does not exceed seven years.

#### Restrictions on Activities During the Cooling-off Period

**R540.20** For the duration of the relevant cooling-off period, the individual shall not:

- (a) Be an engagement team member or provide quality control for the audit engagement;
- (b) Consult with the engagement team or the client regarding technical or industry-specific issues, transactions or events affecting the audit engagement (other than discussions with the engagement team limited to work undertaken or conclusions reached in the last year of the individual's time-on period where this remains relevant to the audit);
- (c) Be responsible for leading or coordinating the professional services provided by the firm or a network firm to the audit client, or overseeing the relationship of the firm or a network firm with the audit client; or
- (d) Undertake any other role or activity not referred to above with respect to the audit client, including the provision of non-assurance services that would result in the individual:
  - (i) Having significant or frequent interaction with senior management or those charged with governance; or
  - (ii) Exerting direct influence on the outcome of the audit engagement.

540.20 A1 The provisions of paragraph R540.20 are not intended to prevent the individual from assuming a leadership role in the firm or a network firm, such as that of the Senior or Managing Partner (Chief Executive or equivalent).

## Section 600

### Provision of Non-Assurance Services to an Audit Client

#### Introduction

600.1 Firms are required to comply with the fundamental principles, be independent, and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

600.2 Firms and network firms might provide a range of non-assurance services to their audit clients, consistent with their skills and expertise. Providing non-assurance services to audit clients might create threats to compliance with the fundamental principles and threats to independence.

- 600.3 This section sets out requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence when providing non-assurance services to audit clients. The subsections that follow set out specific requirements and application material relevant when a firm or network firm provides certain non-assurance services to audit clients and indicate the types of threats that might be created as a result. Some of the subsections include requirements that expressly prohibit a firm or network firm from providing certain services to an audit client in certain circumstances because the threats created cannot be addressed by applying safeguards.
- 600.4 Some of the subsections include requirements that expressly prohibit a firm or network firm from providing certain services to an audit client because the threats created cannot be eliminated and safeguards are not capable of being applied to reduce the threats to an acceptable level.
- 600.5 New business practices, the evolution of financial markets and changes in technology are some developments that make it impossible to draw up an all-inclusive list of non-assurance services that firms and network firms might provide to an audit client. The conceptual framework and the general provisions in this section apply when a firm proposes to a client to provide a non-assurance service for which there are no specific requirements and application material.

## Requirements and Application Material

### General

#### Non-Assurance Services Provisions in Laws or Regulations

- 600.6 A1 Paragraphs R100.6 to 100.7 A1 set out requirements and application material relating to compliance with the Code. If there are laws and regulations in a jurisdiction relating to the provision of non-assurance services to audit clients that differ from or go beyond those set out in this section, firms providing non-assurance services to which such provisions apply need to be aware of those differences and comply with the more stringent provisions.

#### Risk of Assuming Management Responsibilities when Providing a Non-Assurance Service

- 600.7 A1 When a firm or a network firm provides a non-assurance service to an audit client, there is a risk that the firm or network firm will assume a management responsibility unless the firm or network firm is satisfied that the requirements in paragraph R400.14 have been complied with.

#### *Accepting an Engagement to Provide a Non-Assurance Service*

- R600.8** Before a firm or a network firm accepts an engagement to provide a non-assurance service to an audit client, the firm shall apply the conceptual framework to identify, evaluate and address any threat to independence that might be created by providing that service.

#### *Identifying and Evaluating Threats*

##### All Audit Clients

- 600.9 A1 A description of the categories of threats that might arise when a firm or a network firm provides a non-assurance service to an audit client is set out in paragraph 120.6 A3.

- 600.9 A2 Factors that are relevant in identifying the different threats that might be created by providing a non-assurance service to an audit client, and evaluating the level of such threats include:
- The nature, scope, intended use and purpose of the service.
  - The manner in which the service will be provided, such as the personnel to be involved and their location.
  - The legal and regulatory environment in which the service is provided.
  - Whether the client is a public interest entity.
  - The level of expertise of the client’s management and employees with respect to the type of service provided.
  - The extent to which the client determines significant matters of judgment. (Ref: Para. R400.13 to R400.14).
  - Whether the outcome of the service will affect the accounting records or matters reflected in the financial statements on which the firm will express an opinion, and, if so:
    - The extent to which the outcome of the service will have a material effect on the financial statements.
    - The degree of subjectivity involved in determining the appropriate amounts or treatment for those matters reflected in the financial statements.
  - The nature and extent of the impact of the service, if any, on the systems that generate information that forms a significant part of the client’s:
    - Accounting records or financial statements on which the firm will express an opinion.
    - Internal controls over financial reporting.
  - The degree of reliance that will be placed on the outcome of the service as part of the audit.
  - The fee relating to the provision of the non-assurance service.
- 600.9 A3 Subsections 601 to 610 include examples of additional factors that are relevant in identifying threats to independence created by providing certain non-assurance services, and evaluating the level of such threats.

#### Materiality in relation to financial statements

- 600.10 A1 Materiality is a factor that is relevant in evaluating threats created by providing a non-assurance service to an audit client. Subsections 601 to 610 refer to materiality in relation to an audit client’s financial statements. The concept of materiality in relation to an audit is addressed in ISA 320, *Materiality in Planning and Performing an Audit*, and in relation to a review in ISRE 2400 (Revised), *Engagements to Review Historical Financial Statements*. The determination of materiality involves the exercise of professional judgment and is impacted by both quantitative and qualitative factors. It is also affected by perceptions of the financial information needs of users.
- 600.10 A2 Where the Code expressly prohibits the provision of a non-assurance service to an audit client, a firm or a network firm is not permitted to provide that service, regardless of the materiality of the outcome or results of the non-assurance service on the financial statements on which the firm will express an opinion.

### Providing advice and recommendations

600.11 A1 Providing advice and recommendations might create a self-review threat. Whether providing advice and recommendations creates a self-review threat involves making the determination set out in paragraph R600.14. Where the audit client is not a public interest entity and a self-review threat is identified, the firm is required to apply the conceptual framework to evaluate and address the threat. If the audit client is a public interest entity, paragraphs R600.16 and R600.17 apply.

### Multiple non-assurance services provided to the same audit client

**R600.12** When a firm or a network firm provides multiple non-assurance services to an audit client, the firm shall consider whether, in addition to the threats created by each service individually, the combined effect of such services creates or impacts threats to independence.

600.12 A1 In addition to paragraph 600.9 A2, factors that are relevant in a firm's evaluation of the level of threats to independence created where multiple non-assurance services are provided to an audit client might include whether:

- The combined effect of providing multiple services increases the level of threat created by each service assessed individually.
- The combined effect of providing multiple services increases the level of any threat arising from the overall relationship with the audit client.

### Self-review threats

600.13 A1 When a firm or a network firm provides a non-assurance service to an audit client, there might be a risk of the firm auditing its own or the network firm's work, thereby giving rise to a self-review threat. A self-review threat is the threat that a firm or a network firm will not appropriately evaluate the results of a previous judgment made or an activity performed by an individual within the firm or network firm as part of a non-assurance service on which the audit team will rely when forming a judgment as part of an audit.

**R600.14** Before providing a non-assurance service to an audit client, a firm or a network firm shall determine whether the provision of that service might create a self-review threat by evaluating whether there is a risk that:

- (a) The results of the service will form part of or affect the accounting records, the internal controls over financial reporting, or the financial statements on which the firm will express an opinion; and
- (b) In the course of the audit of those financial statements on which the firm will express an opinion, the audit team will evaluate or rely on any judgments made or activities performed by the firm or network firm when providing the service.

### Audit Clients that are Public Interest Entities

600.15 A1 When the audit client is a public interest entity, stakeholders have heightened expectations regarding the firm's independence. These heightened expectations are relevant to the reasonable and informed third party test used to evaluate a self-review threat created by providing a non-assurance service to an audit client that is a public interest entity.

600.15 A2 Where the provision of a non-assurance service to an audit client that is a public interest entity creates a self-review threat, that threat cannot be eliminated, and safeguards are not capable of being applied to reduce that threat to an acceptable level.

#### Self-review threats

**R600.16** A firm or a network firm shall not provide a non-assurance service to an audit client that is a public interest entity if the provision of that service might create a self-review threat in relation to the audit of the financial statements on which the firm will express an opinion. (Ref: Para. 600.13 A1 and R600.14).

#### Providing advice and recommendations

**R600.17** As an exception to paragraph R600.16, a firm or a network firm may provide advice and recommendations to an audit client that is a public interest entity in relation to information or matters arising in the course of an audit provided that the firm:

- (a) Does not assume a management responsibility (Ref: Para. R400.13 and R400.14); and
- (b) Applies the conceptual framework to identify, evaluate and address threats, other than self-review threats, to independence that might be created by the provision of that advice.

600.17 A1 Examples of advice and recommendations that might be provided in relation to information or matters arising in the course of an audit include:

- Advising on accounting and financial reporting standards or policies and financial statement disclosure requirements.
- Advising on the appropriateness of financial and accounting control and the methods used in determining the stated amounts in the financial statements and related disclosures.
- Proposing adjusting journal entries arising from audit findings.
- Discussing findings on internal controls over financial reporting and processes and recommending improvements.
- Discussing how to resolve account reconciliation problems.
- Advising on compliance with group accounting policies.

#### *Addressing Threats*

##### All Audit Clients

600.18 A1 Paragraphs R120.10 to 120.10 A2 include a requirement and application material that are relevant when addressing threats to independence, including a description of safeguards.

600.18 A2 Threats to independence created by providing a non-assurance service or multiple services to an audit client vary depending on the facts and circumstances of the audit engagement and the nature of the service. Such threats might be addressed by applying safeguards or by adjusting the scope of the proposed service.

600.18 A3 Examples of actions that might be safeguards to address such threats include:

- Using professionals who are not audit team members to perform the service.
- Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed.
- Obtaining pre-clearance of the outcome of the service from an appropriate authority (for example, a tax authority).

600.18 A4 Safeguards might not be available to reduce the threats created by providing a non-assurance service to an audit client to an acceptable level. In such a situation, the application of the conceptual framework requires the firm or network firm to:

- (a) Adjust the scope of the proposed service to eliminate the circumstances that are creating the threats;
- (b) Decline or end the service that creates the threats that cannot be eliminated or reduced to an acceptable level; or
- (c) End the audit engagement.

*Communication with Those Charged With Governance Regarding Non-Assurance Services*

All Audit Clients

600.19 A1 Paragraphs 400.40 A1 and 400.40 A2 are relevant to a firm's communication with those charged with governance in relation to the provision of non-assurance services.

Audit Clients that are Public Interest Entities

600.20 A1 Paragraphs R600.21 to R600.23 require a firm to communicate with those charged with governance of a public interest entity before the firm or network firm provides non-assurance services to entities within the corporate structure of which the public interest entity forms part that might create threats to the firm's independence from the public interest entity. The purpose of the communication is to enable those charged with governance of the public interest entity to have effective oversight of the independence of the firm that audits the financial statements of that public interest entity.

600.20 A2 To facilitate compliance with such requirements, a firm might agree with those charged with governance of the public interest entity a process that addresses when and with whom the firm is to communicate. Such a process might:

- Establish the procedure for the provision of information about a proposed non-assurance service which might be on an individual engagement basis, under a general policy, or on any other agreed basis.
- Identify the entities to which the process would apply, which might include other public interest entities within the corporate structure.
- Identify any services that can be provided to the entities identified in paragraph R600.21 without specific approval of those charged with governance if they agree as a general policy that these services are not prohibited under this section and would not create threats to the firm's independence or, if any such threats are created, they would be at an acceptable level.
- Establish how those charged with governance of multiple public interest entities within the same corporate structure have determined that authority for approving services is to be allocated.
- Establish a procedure to be followed where the provision of information necessary for those charged with governance to evaluate whether a proposed service might create a threat to the firm's independence is prohibited or limited by professional standards, laws or regulations, or might result in the disclosure of sensitive or confidential information.
- Specify how any issues not covered by the process might be resolved.

**R600.21** Before a firm that audits the financial statements of a public interest entity, or a network firm accepts an engagement to provide a non-assurance service to:

- (A) That public interest entity;
- (B) Any entity that controls, directly or indirectly, that public interest entity; or

(C) Any entity that is controlled directly or indirectly by that public interest entity,

the firm shall, unless already addressed when establishing a process agreed with those charged with governance:

(a) Inform those charged with governance of the public interest entity that the firm has determined that the provision of the service:

i. Is not prohibited; and

ii. Will not create a threat to the firm's independence as auditor of the public interest entity or that any identified threat is at an acceptable level or, if not, will be eliminated or reduced to an acceptable level; and

(b) Provide those charged with governance of the public interest entity with information to enable them to make an informed assessment about the impact of the provision of the service on the firm's independence.

600.21 A1 Examples of information that might be provided to those charged with governance of the public interest entity in relation to a particular non-assurance service include:

- The nature and scope of the service to be provided.
- The basis and amount of the proposed fee.
- Where the firm has identified any threats to independence that might be created by the provision of the proposed service, the basis for the firm's assessment that the threats are at an acceptable level or, if not, the actions the firm or network firm will take to eliminate or reduce any threats to independence to an acceptable level.
- Whether the combined effect of providing multiple services creates threats to independence or changes the level of previously identified threats.

**R600.22** A firm or a network firm shall not provide a non-assurance service to any of the entities referred to in paragraph R600.21 unless those charged with governance of the public interest entity have concurred either under a process agreed with those charged with governance or in relation to a specific service with:

(a) The firm's conclusion that the provision of the service will not create a threat to the firm's independence as auditor of the public interest entity, or that any identified threat is at an acceptable level or, if not, will be eliminated, or reduced to an acceptable level; and

(b) The provision of that service.

**R600.23** As an exception to paragraphs R600.21 and R600.22, where a firm is prohibited by applicable professional standards, laws or regulations from providing information about the proposed non-assurance service to those charged with governance of the public interest entity, or where the provision of such information would result in disclosure of sensitive or confidential information, the firm may provide the proposed service provided that:

(a) The firm provides such information as it is able without breaching its legal or professional obligations;

(b) The firm informs those charged with governance of the public interest entity that the provision of the service will not create a threat to the firm's independence from the public interest entity, or that any identified threat is at an

acceptable level or, if not, will be eliminated or reduced to an acceptable level; and

- (c) Those charged with governance do not disagree with the firm's conclusion in (b).

**R600.24**

The firm or the network firm, having taken into account any matters raised by those charged with governance of the audit client that is a public interest entity or by the entity referred to in paragraph R600.21 that is the recipient of the proposed service, shall decline the non-assurance service or the firm shall end the audit engagement if:

- (a) The firm or the network firm is not permitted to provide any information to those charged with governance of the audit client that is a public interest entity, unless such a situation is addressed in a process agreed in advance with those charged with governance; or
- (b) Those charged with governance of an audit client that is a public interest entity disagree with the firm's conclusion that the provision of the service will not create a threat to the firm's independence from the client or that any identified threat is at an acceptable level or, if not, will be eliminated or reduced to an acceptable level.

*Audit Client that Later Becomes a Public Interest Entity***R600.25**

A non-assurance service provided, either currently or previously, by a firm or a network firm to an audit client compromises the firm's independence when the client becomes a public interest entity unless:

- (a) The previous non-assurance service complies with the provisions of this section that relate to audit clients that are not public interest entities;
- (b) Non-assurance services currently in progress that are not permitted under this section for audit clients that are public interest entities are ended before or, if that is not possible, as soon as practicable after, the client becomes a public interest entity; and
- (c) The firm and those charged with governance of the client that becomes a public interest entity agree and take further actions to address any threats to independence that are not at an acceptable level.

## 600.25 A1

Examples of actions that the firm might recommend to the audit client include engaging another firm to:

- Review or re-perform the affected audit work to the extent necessary.
- Evaluate the results of the non-assurance service or re-perform the non-assurance service to the extent necessary to enable the other firm to take responsibility for the service.

*Considerations for Certain Related Entities***R600.26**

This section includes requirements that prohibit firms and network firms from providing certain non-assurance services to audit clients. As an exception to those requirements and the requirement in paragraph R400.13, a firm or a network firm may assume management responsibilities or provide certain non-assurance services that would otherwise be prohibited to the following related entities of the client on whose financial statements the firm will express an opinion:

- (a) An entity that has direct or indirect control over the client;

- (b) An entity with a direct financial interest in the client if that entity has significant influence over the client and the interest in the client is material to such entity; or
- (c) An entity which is under common control with the client, provided that all of the following conditions are met:
  - (i) The firm or a network firm does not express an opinion on the financial statements of the related entity;
  - (ii) The firm or a network firm does not assume a management responsibility, directly or indirectly, for the entity on whose financial statements the firm will express an opinion;
  - (iii) The services do not create a self-review threat; and
  - (iv) The firm addresses other threats created by providing such services that are not at an acceptable level.

#### *Documentation*

600.27 A1 Documentation of the firm's conclusions regarding compliance with this section in accordance with paragraphs R400.60 and 400.60 A1 might include:

- Key elements of the firm's understanding of the nature of the non-assurance service to be provided and whether and how the service might impact the financial statements on which the firm will express an opinion.
- The nature of any threat to independence that is created by providing the service to the audit client, including whether the results of the service will be subject to audit procedures.
- The extent of management's involvement in the provision and oversight of the proposed non-assurance service.
- Any safeguards that are applied, or other actions taken to address a threat to independence.
- The firm's rationale for determining that the service is not prohibited and that any identified threat to independence is at an acceptable level.
- In relation to the provision of a proposed non-assurance service to the entities referred to in paragraph R600.21, the steps taken to comply with paragraphs R600.21 to R600.23.

## **Subsection 601 – Accounting and Bookkeeping Services**

### **Introduction**

601.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing accounting and bookkeeping services to an audit client.

### **Requirements and Application Material**

#### **General**

601.2 A1 Management is responsible for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework. These responsibilities include:

- Determining accounting policies and the accounting treatment in accordance with those policies.

- Preparing or changing source documents or originating data, in electronic or other form, evidencing the occurrence of a transaction. Examples include:
  - Purchase orders.
  - Payroll time records.
  - Customer orders.
- Originating or changing journal entries.
- Determining or approving the account classifications of transactions.

### Description of Service<sup>10</sup>

- 601.3 A1 Accounting and bookkeeping services comprise a broad range of services including:
- Preparing accounting records or financial statements.
  - Recording transactions.
  - Providing payroll services.
  - Resolving account reconciliation problems.
  - Converting existing financial statements from one financial reporting framework to another.

### Potential Threats Arising from the Provision of Accounting and Bookkeeping Services

#### *All Audit Clients*

- 601.4 A1 Providing accounting and bookkeeping services to an audit client creates a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion

#### *Audit Clients that are Not Public Interest Entities*

- R601.5** A firm or a network firm shall not provide to an audit client that is not a public interest entity accounting and bookkeeping services including preparing financial statements on which the firm will express an opinion or financial information which forms the basis of such financial statements, unless:
- (a) The services are of a routine or mechanical nature; and
  - (b) The firm addresses any threats that are created by providing such services that are not at an acceptable level.
- 601.5 A1 Accounting and bookkeeping services that are routine or mechanical:
- (a) Involve information, data or material in relation to which the client has made any judgments or decisions that might be necessary; and
  - (b) Require little or no professional judgment.
- 601.5 A2 Examples of services that might be regarded as routine or mechanical include:
- Preparing payroll calculations or reports based on client-originated data for approval and payment by the client.
  - Recording recurring transactions for which amounts are easily determinable from source documents or originating data, such as a utility bill where the client has determined or approved the appropriate account classification.

<sup>10</sup> To be considered with the requirements of the South African Companies Act, 2008 (Act No 71 of 2008) Section 90(2).

- Calculating depreciation on fixed assets when the client determines the accounting policy and estimates of useful life and residual values.
- Posting transactions coded by the client to the general ledger.
- Posting client-approved entries to the trial balance.
- Preparing financial statements based on information in the client-approved trial balance and preparing related notes based on client-approved records.

The firm or a network firm may provide such services to audit clients that are not public interest entities provided that the firm or network firm complies with the requirements of paragraph R400.14 to ensure that it does not assume a management responsibility in connection with the service and with the requirement in paragraph R601.5 (b).

601.5 A3 Examples of actions that might be safeguards to address a self-review threat created when providing accounting and bookkeeping services of a routine and mechanical nature to an audit client that is not a public interest include:

- Using professionals who are not audit team members to perform the service.
- Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed.

#### *Audit Clients that are Public Interest Entities*

**R601.6** A firm or a network firm shall not provide accounting and bookkeeping services to an audit client that is a public interest entity.

**R601.7** As an exception to paragraph R601.6, a firm or network firm may prepare statutory financial statements for a related entity of a public interest entity audit client included in subparagraph (c) or (d) of the definition of a related entity provided that:

- (a) The audit report on the group financial statements of the public interest entity has been issued;
- (b) The firm or network firm does not assume management responsibility and applies the conceptual framework to identify, evaluate and address threats to independence;
- (c) The firm or network firm does not prepare the accounting records underlying the statutory financial statements of the related entity and those financial statements are based on client approved information; and
- (d) The statutory financial statements of the related entity will not form the basis of future group financial statements of that public interest entity.

## **Subsection 602 – Administrative Services**

### **Introduction**

602.1 In addition to the specific application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27A1 are relevant to applying the conceptual framework when providing administrative services.

### **Application Material**

#### **Description of Service**

602.2 A1 Administrative services involve assisting clients with their routine or mechanical tasks within the normal course of operations.

- 602.2 A2 Examples of administrative services include:
- Word processing services.
  - Preparing administrative or statutory forms for client approval.
  - Submitting such forms as instructed by the client.
  - Monitoring statutory filing dates and advising an audit client of those dates.

### **Potential Threats Arising from the Provision of Administrative Services**

#### *All Audit Clients*

- 602.3 A1 Providing administrative services to an audit client does not usually create a threat when such services are clerical in nature and require little to no professional judgment.

## **Subsection 603 – Valuation Services**

### **Introduction**

- 603.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27A1 are relevant to applying the conceptual framework when providing valuation services to an audit client.

### **Requirements and Application Material**

#### **Description of Service**

- 603.2 A1 A valuation comprises the making of assumptions with regard to future developments, the application of appropriate methodologies and techniques, and the combination of both to compute a certain value, or range of values, for an asset, a liability or for the whole or part of an entity.
- 603.2 A2 If a firm or network firm is requested to perform a valuation to assist an audit client with its tax reporting obligations or for tax planning purposes and the results of the valuation have no effect on the accounting records or the financial statements other than through accounting entries related to tax, the requirements and application material set out in paragraphs 604.17 A1 to 604.19 A1, relating to such services, apply.

### **Potential Threats Arising from the Provision of Valuation Services**

#### *All Audit Clients*

- 603.3 A1 Providing a valuation service to an audit client might create a self-review threat when there is a risk that the results of the service will affect the accounting records or the financial statements on which the firm will express an opinion. Such a service might also create an advocacy threat.
- 603.3 A2 Factors that are relevant in identifying self-review or advocacy threats created by providing valuation services to an audit client, and evaluating the level of such threats include:
- The use and purpose of the valuation report.
  - Whether the valuation report will be made public.

- The extent to which the valuation methodology is supported by law or regulation, other precedent or established practice.
- The extent of the client's involvement in determining and approving the valuation methodology and other significant matters of judgment.
- The degree of subjectivity inherent in the item for valuations involving standard or established methodologies.
- Whether the valuation will have a material effect on the financial statements.
- The extent of the disclosures related to the valuation in the financial statements.
- The volatility of the amounts involved as a result of dependence on future events.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R603.5 applies

#### Audit Clients that are Not Public Interest Entities

603.3 A3 Examples of actions that might be safeguards to address self-review or advocacy threats created by providing a valuation service to an audit client that is not a public interest entity include:

- Using professionals who are not audit team members to perform the service might address self-review or advocacy threats.
- Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed might address a self-review threat.

**R603.4** A firm or a network firm shall not provide a valuation service to an audit client that is not a public interest entity if:

- (a) The valuation involves a significant degree of subjectivity; and
- (b) The valuation will have a material effect on the financial statements on which the firm will express an opinion.

603.4 A1 Certain valuations do not involve a significant degree of subjectivity. This is likely to be the case when the underlying assumptions are either established by law or regulation or when the techniques and methodologies to be used are based on generally accepted standards or prescribed by law or regulation. In such circumstances, the results of a valuation performed by two or more parties are not likely to be materially different.

#### *Audit Clients that are Public Interest Entities*

##### Self-review Threats

**R603.5** A firm or a network firm shall not provide a valuation service to an audit client that is a public interest entity if the provision of such valuation service might create a self-review threat. (Ref: Para. R600.14 and R600.16).

##### Advocacy Threats

603.5 A1 An example of an action that might be a safeguard to address an advocacy threat created by providing a valuation service to an audit client that is a public interest entity is using professionals who are not audit team members to perform the service.

## Subsection 604 – Tax Services

### Introduction

604.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27A1 are relevant to applying the conceptual framework when providing a tax service to an audit client.

### Requirements and Application Material

#### Description of Service

604.2 A1 Tax services comprise a broad range of services. This subsection deals specifically with:

- Tax return preparation.
- Tax calculations for the purpose of preparing the accounting entries.
- Tax advisory services.
- Tax planning services.
- Tax services involving valuations.
- Assistance in the resolution of tax disputes.

604.2 A2 It is possible to consider tax services under broad headings, such as tax planning or compliance. However, such services are often interrelated in practice and might be combined with other types of non-assurance services provided by the firm such as corporate finance services. It is, therefore, impracticable to categorise generically the threats to which specific tax services give rise.

#### Potential Threats Arising from the Provision of Tax Services

604.3 A1 Providing tax services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion. Such services might also create an advocacy threat.

604.3 A2 Factors that are relevant in identifying self-review or advocacy threats created by providing any tax service to an audit client and evaluating the level of such threats include:

- The particular characteristics of the engagement.
- The level of tax expertise of the client's employees.
- The system by which the tax authorities assess and administer the tax in question and the role of the firm or network firm in that process.
- The complexity of the relevant tax regime and the degree of judgement necessary in applying it.

#### All Audit Clients

**R604.4** A firm or a network firm shall not provide a tax service or recommend a transaction to an audit client if the service or transaction relates to marketing, planning, or opining in favour of a tax treatment that was initially recommended, directly or indirectly, by the firm or network firm, and a significant purpose of the tax treatment or transaction is tax avoidance, unless the firm is confident that the proposed treatment has a basis in applicable tax law or regulation that is likely to prevail.

604.4 A1 Unless the tax treatment has a basis in applicable tax law or regulation that the firm is confident is likely to prevail, providing the non-assurance service described in paragraph R604.4 creates self-interest, self-review and advocacy threats that cannot be eliminated and safeguards are not capable of being applied to reduce such threats to an acceptable level.

## **A. Tax Return Preparation**

### **Description of Service**

604.5 A1 Tax return preparation services involve:

- Assisting clients with their tax reporting obligations by drafting and compiling information, including the amount of tax due (usually on standardised forms) required to be submitted to the applicable tax authorities.
- Advising on the tax return treatment of past transactions.
- Responding on behalf of the audit client to the tax authorities' requests for additional information and analysis (for example, providing explanations of and technical support for the approach being taken).

### **Potential Threats Arising from the Provision of Tax Return Preparation Services**

#### *All Audit Clients*

604.6 A1 Providing tax return preparation services does not usually create a threat because:

- (a) Tax return preparation services are based on historical information and principally involve analysis and presentation of such historical information under existing tax law, including precedents and established practice; and
- (b) Tax returns are subject to whatever review or approval process the tax authority considers appropriate.

## **B. Tax Calculations for the Purpose of Preparing Accounting Entries**

### **Description of Service**

604.7 A1 Tax calculation services involves the preparation of calculations of current and deferred tax liabilities or assets for the purpose of preparing accounting entries supporting tax assets or liabilities in the financial statements of the audit client.

### **Potential Threats Arising from the Provision of Tax Calculation Services**

#### *All Audit Clients*

604.8 A1 Preparing tax calculations of current and deferred tax liabilities (or assets) for an audit client for the purpose of preparing accounting entries that support such balances creates a self-review threat.

#### *Audit Clients that are Not Public Interest Entities*

604.9 A1 In addition to the factors in paragraph 604.3 A2, a factor that is relevant in evaluating the level of self-review threat created when preparing such calculations for an audit client is whether the calculation might have a material effect on the financial statements on which the firm will express an opinion.

604.9 A2 Examples of actions that might be safeguards to address such a self-review threat when the audit client is not a public interest entity include:

- Using professionals who are not audit team members to perform the service.

- Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed.

*Audit Clients that are Public Interest Entities*

**R604.10** A firm or a network firm shall not prepare tax calculations of current and deferred tax liabilities (or assets) for an audit client that is a public interest entity. (Ref: Para. R600.14 and R600.16).

## C. Tax Planning and Other Tax Advisory Services

### Description of Service

604.11 A1 Tax advisory and tax planning services comprise a broad range of services, such as advising the client how to structure its affairs in a tax efficient manner or advising on the application of a new tax law or regulation.

### Potential Threats Arising from the Provision of Tax Advisory and Tax Planning Services

*All Audit clients*

604.12 A1 Providing tax advisory and tax planning services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion. Such services might also create an advocacy threat.

604.12 A2 Providing tax advisory and tax planning services will not create a self-review threat if such services:

- Are supported by a tax authority or other precedent;
- Are based on an established practice (being a practice that has been commonly used and has not been challenged by the relevant tax authority); or
- Have a basis in tax law that the firm is confident is likely to prevail.

604.12 A3 In addition to paragraph 604.3 A2, factors that are relevant in identifying self-review or advocacy threats created by providing tax planning services to audit clients, and evaluating the level of such threats include:

- The degree of subjectivity involved in determining the appropriate treatment for the tax advice in the financial statements.
- Whether the tax treatment is supported by a private ruling or has otherwise been cleared by the tax authority before the preparation of the financial statements.
- The extent to which the outcome of the tax advice might have a material effect on the financial statements.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R604.15 applies.

### When Effectiveness of Tax Advice Is Dependent on a Particular Accounting Treatment or Presentation

**R604.13** A firm or a network firm shall not provide tax advisory and tax planning services to an audit client when:

- The effectiveness of the tax advice depends on a particular accounting treatment or presentation in the financial statements and;
- The audit team has doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework

*Audit Clients that are Not Public Interest Entities*

- 604.14 A1 Examples of actions that might be safeguards to address self-review or advocacy threats created by providing tax advisory and tax planning services to an audit client that is not a public interest entity include:
- Using professionals who are not audit team members to perform the service might address self-review or advocacy threats.
  - Having an appropriate reviewer, who was not involved in providing the service, review the audit work or service performed might address a self-review threat.
  - Obtaining pre-clearance from the tax authorities might address self-review or advocacy threats.

*Audit Clients that are Public Interest Entities*

Self-review Threats

- R604.15 A firm or a network firm shall not provide tax advisory and tax planning services to an audit client that is a public interest entity if the provision of such services might create a self-review threat. (Ref: Para. R600.14, R600.16, 604.12 A2).

Advocacy Threats

- 604.15 A1 Examples of actions that might be safeguards to address an advocacy threat created by providing tax advisory and tax planning services to an audit client that is a public interest entity include:
- Using professionals who are not audit team members to perform the service.
  - Obtaining pre-clearance from the tax authorities.

## **D. Tax Services Involving Valuations**

### **Description of Service**

- 604.16 A1 The provision of tax services involving valuations might arise in a range of circumstances including:
- Merger and acquisition transactions.
  - Group restructurings and corporate reorganisations.
  - Transfer pricing studies.
  - Stock-based compensation arrangements.

### **Potential Threats Arising from the Provision of Tax Services involving Valuations**

*All Audit Clients*

- 604.17 A1 Providing a valuation for tax purposes to an audit client might create a self-review threat when there is a risk that the results of the service will affect the accounting records or the financial statements on which the firm will express an opinion. Such a service might also create an advocacy threat.
- 604.17 A2 When a firm or a network firm performs a valuation for tax purposes to assist an audit client with its tax reporting obligations or for tax planning purposes, the result of the valuation might:
- (a) Have no effect on the accounting records or the financial statements other than through accounting entries related to tax. In such situations, the requirements and application material set out in this subsection apply.

- (b) Affect the accounting records or the financial statements in ways not limited to accounting entries related to tax, for example, if the valuation leads to a revaluation of assets. In such situations, the requirements and application material set out in subsection 603 relating to valuation services apply.
- 604.17 A3 Performing a valuation for tax purposes for an audit client will not create a self-review threat if:
- (a) The underlying assumptions are either established by law or regulation, or are widely accepted; or
- (b) The techniques and methodologies to be used are based on generally accepted standards or prescribed by law or regulation, and the valuation is subject to external review by a tax authority or similar regulatory authority.

*Audit Clients that are Not Public Interest Entities*

- 604.18 A1 A firm or a network firm might perform a valuation for tax purposes for an audit client that is not a public interest entity where the result of the valuation only affects the accounting records or the financial statements through accounting entries related to tax. This would not usually create threats if the effect on the financial statements is immaterial or the valuation, as incorporated in a tax return or other filing, is subject to external review by a tax authority or similar regulatory authority.
- 604.18 A2 If the valuation that is performed for tax purposes is not subject to an external review and the effect is material to the financial statements, in addition to paragraph 604.3 A2, the following factors are relevant in evaluating the level of self-review or advocacy threats created by providing those services to an audit client that is not a public interest entity, and evaluating the level of such threats:
- The extent to which the valuation methodology is supported by tax law or regulation, other precedent or established practice.
  - The degree of subjectivity inherent in the valuation.
  - The reliability and extent of the underlying data.
- 604.18 A3 Examples of actions that might be safeguards to address such threats for an audit client that is not a public interest entity include:
- Using professionals who are not audit team members to perform the service might address self-review or advocacy threats.
  - Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed might address a self-review threat.
  - Obtaining pre-clearance from the tax authorities might address self-review or advocacy threats.

*Audit Clients that are Public Interest Entities*

Self-review Threats

- R604.19** A firm or a network firm shall not perform a valuation for tax purposes for an audit client that is a public interest entity if the provision of that service might create a self-review threat. (Ref: Para. R600.14, R600.16, 604.17 A3).

Advocacy Threats

- 604.19 A1 Examples of actions that might be safeguards to address an advocacy threat created by providing valuation for tax purposes for an audit client that is a public interest entity include:
- Using professionals who are not audit team members to perform the service.
  - Obtaining pre-clearance from the tax authorities.

## E. Assistance in the Resolution of Tax Disputes

### Description of Service

604.20 A1 A non-assurance service to provide assistance to an audit client in the resolution of tax disputes might arise from a tax authority's consideration of tax calculations and treatments. Such a service might include, for example, providing assistance when the tax authorities have notified the client that arguments on a particular issue have been rejected and either the tax authority or the client refers the matter for determination in a formal proceeding before a tribunal or court.

### Potential Threats Arising from the Provision of Assistance in the Resolution of Tax Disputes

#### *All Audit Clients*

604.21 A1 Providing assistance in the resolution of tax disputes to an audit client might create a self-review threat when there is a risk that the results of the service will affect the accounting records or the financial statements on which the firm will express an opinion. Such a service might also create an advocacy threat.

604.22 A1 In addition to those identified in paragraph 604.3 A2, factors that are relevant in identifying self-review or advocacy threats created by assisting an audit client in the resolution of tax disputes, and evaluating the level of such threats include:

- The role management plays in the resolution of the dispute.
- The extent to which the outcome of the dispute will have a material effect on the financial statements on which the firm will express an opinion.
- Whether the firm or network firm provided the advice that is the subject of the tax dispute.
- The extent to which the matter is supported by tax law or regulation, other precedent, or established practice.
- Whether the proceedings are conducted in public.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R604.24 applies.

#### *Audit Clients that are Not Public Interest Entities*

604.23 A1 Examples of actions that might be safeguards to address self-review or advocacy threats created by assisting an audit client that is not a public interest entity in the resolution of tax disputes include:

- Using professionals who are not audit team members to perform the service might address self-review or advocacy threats.
- Having an appropriate reviewer who was not involved in providing the service review the audit work or the service performed might address a self-review threat.

#### *Audit Clients that are Public Interest Entities*

##### Self-review Threats

**R604.24** A firm or a network firm shall not provide assistance in the resolution of tax disputes to an audit client that is a public interest entity if the provision of that assistance might create a self-review threat. (Ref: Para. R600.14 and R600.16).

##### Advocacy Threats

604.24 A1 An example of an action that might be a safeguard to address an advocacy threat for an audit client that is a public interest entity is using professionals who are not audit team members to perform the service.

## Resolution of Tax Matters Including Acting as An Advocate Before a Tribunal or Court

### *Audit Clients that are Not Public Interest Entities*

**R604.25** A firm or a network firm shall not provide tax services that involve assisting in the resolution of tax disputes to an audit client that is not a public interest entity if:

- (a) The services involve acting as an advocate for the audit client before a tribunal or court in the resolution of a tax matter; and
- (b) The amounts involved are material to the financial statements on which the firm will express an opinion.

### *Audit Clients that are Public Interest Entities*

**R604.26** A firm or a network firm shall not provide tax services that involve assisting in the resolution of tax disputes to an audit client that is a public interest entity if the services involve acting as an advocate for the audit client before a tribunal or court.

604.27 A1 Paragraph R604.25 and R604.26 do not preclude a firm or network firm from having a continuing advisory role in relation to the matter that is being heard before a tribunal or court, for example:

- Responding to specific requests for information.
- Providing factual accounts or testimony about the work performed.
- Assisting the client in analysing the tax issues related to the matter.

604.27 A2 What constitutes a “tribunal or court” depends on how tax proceedings are heard in the particular jurisdiction.

## Subsection 605 – Internal Audit Services

### Introduction

605.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing an internal audit service to an audit client.

### Requirements and Application Material

#### All Audit Clients

605.2 A1 Internal audit services comprise a broad range of activities and might involve assisting the audit client in the performance of one or more aspects of its internal audit activities. Internal audit activities might include:

- Monitoring of internal control – reviewing controls, monitoring their operation and recommending improvements to them.
- Examining financial and operating information by:
  - Reviewing the means used to identify, measure, classify and report financial and operating information.
  - Inquiring specifically into individual items including detailed testing of transactions, balances and procedures.
- Reviewing the economy, efficiency and effectiveness of operating activities including non-financial activities of an entity.
- Reviewing compliance with:
  - Laws, regulations and other external requirements.

- o Management policies, directives and other internal requirements.

605.2 A2 The scope and objectives of internal audit activities vary widely and depend on the size and structure of the entity and the requirements of management and those charged with governance as well as the needs and expectations of management. As they might involve matters that are operational in nature, they do not necessarily relate to matters that will be subject to consideration in relation to the audit of the financial statements.

### **Risk of Assuming Management Responsibility When Providing an Internal Audit Service**

**R605.3** Paragraph R400.13 precludes a firm or a network firm from assuming a management responsibility when providing an internal audit service to an audit client, the firm shall be satisfied that:

- (a) The client designates an appropriate and competent resource, who reports to those charged with governance to:
  - (i) Be responsible at all times for internal audit activities; and
  - (ii) Acknowledge responsibility for designing, implementing, monitoring and maintaining internal control.
- (b) The client reviews, assesses and approves the scope, risk and frequency of the internal audit services;
- (c) The client evaluates the adequacy of the internal audit services and the findings resulting from their performance;
- (d) The client evaluates and determines which recommendations resulting from internal audit services to implement and manages the implementation process; and
- (e) The client reports to those charged with governance the significant findings and recommendations resulting from the internal audit services.

605.3 A1 Performing part of the client's internal audit activities increases the possibility that individuals within the firm or network firm providing internal audit services will assume a management responsibility.

605.3A2 Examples of internal audit services that involve assuming management responsibilities include:

- Setting internal audit policies or the strategic direction of internal audit activities.
- Directing and taking responsibility for the actions of the entity's internal audit employees.
- Deciding which recommendations resulting from internal audit activities to implement.
- Reporting the results of the internal audit activities to those charged with governance on behalf of management.
- Performing procedures that form part of the internal control, such as reviewing and approving changes to employee data access privileges.
- Taking responsibility for designing, implementing, monitoring and maintaining internal control.
- Performing outsourced internal audit services, comprising all or a substantial portion of the internal audit function, where the firm or network firm is responsible for determining the scope of the internal audit work; and might have responsibility for one or more of the matters noted above.

## Potential Threats Arising from the Provision of Internal Audit Services

### *All Audit Clients*

- 605.4 A1 Providing internal audit services to an audit client might create a self-review threat when there is a risk that the results of the services impact the audit of the financial statements on which the firm will express an opinion.
- 605.4 A2 When a firm uses the work of an internal audit function in an audit engagement, ISAs require the performance of procedures to evaluate the adequacy of that work. Similarly, when a firm or network firm accepts an engagement to provide internal audit services to an audit client, the results of those services might be used in conducting the external audit. This might create a self-review threat because it is possible that the audit team will use the results of the internal audit service for purposes of the audit engagement without:
- (a) Appropriately evaluating those results; or
  - (b) Exercising the same level of professional scepticism as would be exercised when the internal audit work is performed by individuals who are not members of the firm.
- 605.4 A3 Factors that are relevant in identifying a self-review threat created by providing internal audit services to an audit client, and evaluating the level of such a threat, include:
- The materiality of the related financial statements amounts.
  - The risk of misstatement of the assertions related to those financial statement amounts.
  - The degree of reliance that the audit team will place on the work of the internal audit service.
- When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R605.6 applies.

### *Audit Clients that are Not Public Interest Entities*

- 605.5 A1 An example of an action that might be a safeguard to address a self-review threat created by the provision of an internal audit service to an audit client that is not a public interest entity is using professionals who are not audit team members to perform the service.

### *Audit Clients that are Public Interest Entities*

- R605.6** A firm or a network firm shall not provide internal audit services to an audit client that is a public interest entity, if the provision of such services might create a self-review threat. (Ref: Para. R600.14 and R600.16).
- 605.6 A1 Examples of the services that are prohibited under paragraph R605.6 include internal audit services relate to:
- (a) The internal controls over financial reporting.
  - (b) Financial accounting systems that generate information for the client's accounting records or financial statements on which the firm will express an opinion.
  - (c) Amounts or disclosures that relate to the financial statements on which the firm will express an opinion.

## Subsection 606 – Information Technology Systems Services

### Introduction

606.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing an information technology (IT) systems service to an audit client.

### Requirements and Application Material

#### Description of Service

606.2 A1 Services related to IT systems include the design or implementation of hardware or software systems. The IT systems might:

- (a) Aggregate source data;
- (b) Form part of the internal control over financial reporting; or
- (c) Generate information that affects the accounting records or financial statements, including related disclosures.

However, the IT systems might also involve matters that are unrelated to the audit client's accounting records or the internal control over financial reporting or financial statements.

#### Risk of Assuming Management Responsibility When Providing an IT Systems Service

**R606.3** Paragraph R400.13 precludes a firm or a network firm from assuming a management responsibility. When providing IT systems services to an audit client, the firm or network firm shall be satisfied that:

- (a) The client acknowledges its responsibility for establishing and monitoring a system of internal controls;
- (b) The client assigns the responsibility to make all management decisions with respect to the design and implementation of the hardware or software system to a competent employee, preferably within senior management;
- (c) The client makes all management decisions with respect to the design and implementation process;
- (d) The client evaluates the adequacy and results of the design and implementation of the system; and
- (e) The client is responsible for operating the system (hardware or software) and for the data it uses or generates.

#### Potential Threats Arising from the Provision of IT Systems Services

##### *All Audit Clients*

606.4 A1 Providing IT systems services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the audit of the financial statements on which the firm will express an opinion.

606.4 A2 Providing the following IT systems services to an audit client does not usually create a threat as long as individuals within the firm or network firm do not assume a management responsibility:

- (a) Designing or implementing IT systems that are unrelated to internal control over financial reporting

- (b) Designing or implementing IT systems that do not generate information forming part of the accounting records or financial statements; and
- (c) Implementing “off-the-shelf” accounting or financial information reporting software that was not developed by the firm or network firm, if the customisation required to meet the client’s needs is not significant.

606.4 A3 Factors that are relevant in identifying a self-review threat created by providing IT systems services to an audit client, and evaluating the level of such a threat include:

- The nature of the service.
- The nature of IT systems and the extent to which the IT systems service impacts or interacts with the client’s accounting records, internal controls over financial reporting or financial statements.
- The degree of reliance that will be placed on the particular IT systems as part of the audit.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R606.6 applies.

#### *Audit Clients that are Not Public Interest Entities*

606.5 A2 An example of an action that might be a safeguard to address a self-review threat created by the provision of an IT systems service to an audit client that is not a public interest entity using professionals who are not audit team members to perform the service.

#### *Audit Clients that are Public Interest Entities*

**R606.5** A firm or a network firm shall not provide IT systems services to an audit client that is a public interest entity if the provision of such services might create a self-review threat (Ref: Para. R600.14 and R600.16) services involve designing or implementing IT systems that:

606.6 A1 Examples of services that are prohibited because they give rise to a self-review threat include those involving designing or implementing IT systems that:

- Form a significant part of the internal control over financial reporting; or
- Generate information that is significant to the client’s accounting records or financial statements on which the firm will express an opinion.

## **Subsection 607 – Litigation Support Services**

### **Introduction**

607.1 In addition to the specific requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing a litigation support service to an audit client.

### **Requirements and Application Material**

#### **Description of Service**

607.2 A1 Litigation support services might include activities such as:

- Assisting with document management and retrieval.
- Acting as a witness, including an expert witness.

- Calculating estimated damages or other amounts that might become receivable or payable as the result of litigation or other legal dispute.
- Forensic or investigative services.

### Potential Threats Arising from the Provision of Litigation Support Services

#### *All Audit Clients*

- 607.3 A1 Providing litigation support services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion. Such services might also create an advocacy threat.
- 607.4 A1 Factors that are relevant in identifying self-review or advocacy threats created by providing litigation support services to an audit client, and evaluating the level of such threats include:
- The legal and regulatory environment in which the service is provided.
  - The nature and characteristics of the service.
  - The extent to which the outcome of the litigation support service might involve estimating, or might affect the estimation of, damages or other amounts that might have a material effect on the financial statements on which the firm will express an opinion.
- When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R607.6 applies.
- 607.2 A2 If a firm or a network firm provides a litigation support service to an audit client and the service might involve estimating, or might affect the estimation of, damages or other amounts that affect the financial statements on which the firm will express an opinion, the requirements and application material set out in Subsection 603 related to valuation services apply.

#### *Audit Clients that are Not Public Interest Entities*

- 607.5 A1 An example of an action that might be a safeguard to address a self-review or advocacy threat created by providing a litigation support service to an audit client that is not a public interest entity is using a professional who was not an audit team member to perform the service.

#### *Audit Clients that are Public Interest Entities*

##### Self-review Threats

- R607.6** A firm or a network firm shall not provide litigation support services to an audit client that is a public interest entity if the provision of such services might create a self-review threat. (Ref: Para. R600.14 and R600.16).
- 607.6 A1 An example of a service that is prohibited because it might create a self-review threat is providing advice in connection with a legal proceeding where there is a risk that the outcome of the service affects the quantification of any provision or other amount in the financial statements on which the firm will express an opinion.

##### Advocacy Threats

- 607.6 A2 An example of an action that might be a safeguard to address an advocacy threat created by providing a litigation support service to an audit client that is a public interest entity is using a professional who was not an audit team member to perform the service.

## Acting as a Witness

### *All Audit Clients*

- 607.7 A1 A professional within the firm or the network firm might give evidence to a tribunal or court as a witness of fact or as an expert witness.
- (a) A witness of fact is an individual who gives evidence to a tribunal or court based on his or her direct knowledge of facts or events.
  - (b) An expert witness is an individual who gives evidence, including opinions on matters, to a tribunal or court based on that individual's expertise.
- 607.7 A2 A threat to independence is not created when an individual, in relation to a matter that involves an audit client, acts as a witness of fact and in the course of doing so provides an opinion within the individual's area of expertise in response to a question asked in the course of giving factual evidence.
- 607.7 A3 The advocacy threat created when acting as an expert witness on behalf of an audit client is at an acceptable level if a firm or a network firm is:
- (a) Appointed by a tribunal or court to act as an expert witness in a matter involving a client; or
  - (b) Engaged to advise or act as an expert witness in relation to a class action (or an equivalent group representative action) provided that:
    - (i) The firm's audit clients constitute less than 20% of the members of the class or group (in number and in value);
    - (ii) No audit client is designated to lead the class or group; and
    - (iii) No audit client is authorised by the class or group to determine the nature and scope of the services to be provided by the firm or the terms on which such services are to be provided.

### *Audit Clients that are Not Public Interest Entities*

- 607.8 A1 An example of an action that might be a safeguard to address an advocacy threat for an audit client that is not a public interest entity is using a professional to perform the service who is not, and has not been, an audit team member.

### *Audit Clients that are Public Interest Entities*

- R607.9** A firm or a network firm, or an individual within a firm or a network firm, shall not act for an audit client that is a public interest entity as an expert witness in a matter unless the circumstances set out in paragraph 607.7 A3 apply.

## Subsection 608 – Legal Services

### Introduction

- 608.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing a legal service to an audit client.

### Requirements and Application Material

#### All Audit Clients

- 608.2 A1 Legal services are defined as any services for which the individual providing the services must either:

- (a) Have the required legal training to practice law; or
- (b) Be admitted to practice law before the courts of the jurisdiction in which such services are to be provided.

608.2 A2 This subsection deals specifically with:

- Providing legal advice.
- Acting as general counsel.
- Acting in an advocacy role.

### **Potential Threats Arising from Providing Legal Services**

#### *All Audit Clients*

608.3 A1 Providing legal services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion. Such services might also create an advocacy threat.

### **A. Providing Legal Advice**

#### **Description of Service**

608.4 A1 Depending on the jurisdiction, providing legal advice might include a wide and diversified range of service areas including both corporate and commercial services to audit clients, such as:

- Contract support.
- Supporting an audit client in executing a transaction.
- Mergers and acquisitions.
- Supporting and assisting an audit client's internal legal department.
- Legal due diligence and restructuring.

### **Potential Threats Arising from Providing Legal Advice**

#### *All Audit Clients*

608.5 A1 Factors that are relevant in identifying self-review or advocacy threats created by providing legal advice to an audit client, and evaluating the level of such threats include:

- The materiality of the specific matter in relation to the client's financial statements.
- The complexity of the legal matter and the degree of judgement necessary to provide the service.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R608.7 applies.

608.5 A2 Examples of legal advice that might create a self-review threat include:

- Estimating a potential loss arising from a lawsuit for the purpose of recording a provision in the client's financial statements.
- Interpreting provisions in contracts that might give rise to liabilities reflected in the client's financial statements.

608.5 A3 Negotiating on behalf of an audit client might create an advocacy threat or might result in the firm or network firm assuming a management responsibility.

*Audit Clients that are Not Public Interest Entities*

- 608.6 A1 Examples of actions that might be safeguards to address self-review or advocacy threats created by providing legal advice to an audit client that is not a public interest entity include:
- Using professionals who are not audit team members to perform the service might address a self-review or advocacy threat.
  - Having an appropriate reviewer who was not involved in providing the service review the audit work or the service performed might address a self-review threat.

*Audit Clients that are Public Interest Entities*

## Self-review Threats

- R608.7** A firm or a network firm shall not provide legal advice to an audit client that is a public interest entity if the provision of such a service might create a self-review threat. (Ref: Para. R600.14 and R600.16).

## Advocacy Threats

- 608.8 A1 The considerations in paragraphs 608.5 A1 and 608.5 A3 to 608.6 A1 are also relevant to evaluating and addressing advocacy threats that might be created by providing legal advice to an audit client that is a public interest entity.

**B. Acting as General Counsel***All Audit Clients*

- R608.9** A partner or employee of the firm or the network firm shall not serve as General Counsel of an audit client.
- 608.9 A1 The position of General Counsel is usually a senior management position with broad responsibility for the legal affairs of a company.

**C. Acting in an Advocacy Role****Potential Threats Arising from Acting in an Advocacy Role Before a Tribunal or Court***Audit Clients that are Not Public Interest Entities*

- R608.10** A firm or a network firm shall not act in an advocacy role for an audit client that is not a public interest entity in resolving a dispute or litigation before a tribunal or court when the amounts involved are material to the financial statements on which the firm will express an opinion.
- 608.10 A1 Examples of actions that might be safeguards to address a self-review or advocacy threat created when acting in an advocacy role for an audit client that is not a public interest entity include:
- Using professionals who are not audit team members to perform the service.
  - Having an appropriate reviewer who was not involved in providing the service review the audit work or the service performed.

*Audit Clients that are Public Interest Entities*

- R608.11 A firm or a network firm shall not act in an advocacy role for an audit client that is a public interest entity in resolving a dispute or litigation before a tribunal or court.

## Subsection 609 – Recruiting Services

### Introduction

609.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing a recruiting service to an audit client.

### Requirements and Application Material

#### Description of Service

609.2 A1 Recruiting services might include activities such as:

- Developing a job description.
- Developing a process for identifying and selecting potential candidates.
- Searching for or seeking out candidates.
- Screening potential candidates for the role by:
  - Reviewing the professional qualifications or competence of applicants and determining their suitability for the position.
  - Undertaking reference checks of prospective candidates.
  - Interviewing and selecting suitable candidates and advising on candidates' competence.
- Determining employment terms and negotiating details, such as salary, hours and other compensation.

#### Risk of Assuming Management Responsibility When Providing a Recruiting Service

**R609.3** Paragraph R400.13 precludes a firm or a network firm from assuming a management responsibility. When providing a recruiting services to an audit client, the firm shall be satisfied that:

- (a) The client assigns the responsibility to make all management decisions with respect to hiring the candidate for the position to a competent employee, preferably within senior management; and
- (b) The client makes all management decisions with respect to the hiring process, including:
  - Determining the suitability of prospective candidates and selecting suitable candidates for the position.
  - Determining employment terms and negotiating details, such as salary, hours and other compensation.

#### Potential Threats Arising from Providing Recruiting Services

##### *All Audit Clients*

609.4 A1 Providing recruiting services to an audit client might create a self-interest, familiarity or intimidation threat.

609.4 A2 Providing the following services does not usually create a threat as long as individuals within the firm or the network firm do not assume a management responsibility:

- Reviewing the professional qualifications of a number of applicants and providing advice on their suitability for the position.

- Interviewing candidates and advising on a candidate's competence for financial accounting, administrative or control positions.
- 609.4 A3 Factors that are relevant in identifying self-interest, familiarity or intimidation threats created by providing recruiting services to an audit client, and evaluating the level of such threats include:
- The nature of the requested assistance.
  - The role of the individual to be recruited.
  - Any conflicts of interest or relationships that might exist between the candidates and the firm providing the advice or service.
- 609.4 A4 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is using professionals who are not audit team members to perform the service.

#### Recruiting Services that are Prohibited

**R609.5** When providing recruiting services to an audit client, the firm or the network firm shall not act as a negotiator on the client's behalf.

**R609.7** A firm or a network firm shall not provide a recruiting service to an audit client if the service relates to:

- (a) Searching for or seeking out candidates;
- (b) Undertaking reference checks of prospective candidates,
- (c) Recommending the person to be appointed; or
- (d) Advising on the terms of employment, remuneration or related benefits of a particular candidate,

with respect to the following positions:

- (i) A director or officer of the entity; or
- (ii) A member of senior management in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the firm will express an opinion.

## Subsection 610 – Corporate Finance Services

### Introduction

610.1 In addition to the specific requirements and application material in this subsection, the requirements and application material in paragraphs 600.1 to R600.27 A1 are relevant to applying the conceptual framework when providing a corporate finance service to an audit client.

### Requirements and Application Material

#### Description of Service

- 610.2 A1 Examples of corporate finance services include:
- Assisting an audit client in developing corporate strategies.
  - Identifying possible targets for the audit client to acquire.
  - Advising on disposal transactions.
  - Assisting in finance raising transactions.
  - Providing structuring advice.
  - Providing advice on the structuring of a corporate finance transaction or on financing arrangements.

## Potential Threats Arising from the Provision of Corporate Finance Services

### All Audit Clients

- 610.3 A1 Providing corporate finance services to an audit client might create a self-review threat when there is a risk that the results of the services will affect the accounting records or the financial statements on which the firm will express an opinion. Such services might also create an advocacy threat.
- 610.4 A1 Factors that are relevant in identifying self-review or advocacy threats created by providing corporate finance services to an audit client, and evaluating the level of such threats include:
- The degree of subjectivity involved in determining the appropriate treatment for the outcome or consequences of the corporate finance advice in the financial statements.
  - The extent to which:
    - The outcome of the corporate finance advice will directly affect amounts recorded in the financial statements.
    - The outcome of the corporate finance service might have a material effect on the financial statements.

When a self-review threat for an audit client that is a public interest entity has been identified, paragraph R610.8 applies.

### Corporate Finance Services that are Prohibited

**R610.5** A firm or a network firm shall not provide corporate finance services to an audit client that involve promoting, dealing in, or underwriting shares, debt or other financial instruments issued by the audit client or providing advice on investment in such shares, debt or other financial instruments.

**R610.6** A firm or a network firm shall not provide advice in relation to corporate finance services to an audit client where:

- (a) The effectiveness of such advice depends on a particular accounting treatment or presentation in the financial statements on which the firm will express an opinion; and
- (b) The audit team has doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.

### Audit Clients that are Not Public Interest Entities

- 610.7 A1 Examples of actions that might be safeguards to address self-review or advocacy threats created by providing corporate finance services to an audit client that is not a public interest entity include:
- Using professionals who are not audit team members to perform the service might address self-review or advocacy threats.
  - Having an appropriate reviewer who was not involved in providing the service review the audit work or service performed might address a self-review threat.

### Audit Clients that are Public Interest Entities

#### Self-review Threats

**R610.8** A firm or a network firm shall not provide corporate finance services to an audit client that is a public interest entity if the provision of such services might create a self-review threat. (Ref: Para. R600.14 and R600.16).

## Advocacy Threats

- 610.8 A1 An example of an action that might be a safeguard to address advocacy threats created by providing corporate finance services to an audit client that is a public interest entity is using professionals who are not audit team members to perform the service.

## Section 800

### Reports on Special Purpose Financial Statements that include a Restriction on Use and Distribution (Audit and Review Engagements)

#### Introduction

- 800.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 800.2 This section sets out certain modifications to Part 4A which are permitted in certain circumstances involving audits of special purpose financial statements where the report includes a restriction on use and distribution. In this section, an engagement to issue a restricted use and distribution report in the circumstances set out in paragraph R800.3 is referred to as an “eligible audit engagement.”

#### Requirements and Application Material

##### General

- R800.3** When a firm intends to issue a report on an audit of special purpose financial statements which includes a restriction on use and distribution, the independence requirements set out in Part 4A shall be eligible for the modifications that are permitted by this section, but only if:
- (a) The firm communicates with the intended users of the report regarding the modified independence requirements that are to be applied in providing the service; and
  - (b) The intended users of the report understand the purpose and limitations of the report and explicitly agree to the application of the modifications.
- 800.3 A1 The intended users of the report might obtain an understanding of the purpose and limitations of the report by participating, either directly, or indirectly through a representative who has authority to act for the intended users, in establishing the nature and scope of the engagement. In either case, this participation helps the firm to communicate with intended users about independence matters, including the circumstances that are relevant to applying the conceptual framework. It also allows the firm to obtain the agreement of the intended users to the modified independence requirements.
- R800.4** Where the intended users are a class of users who are not specifically identifiable by name at the time the engagement terms are established, the firm shall subsequently make such users aware of the modified independence requirements agreed to by their representative.
- 800.4 A1 For example, where the intended users are a class of users such as lenders in a syndicated loan arrangement, the firm might describe the modified independence requirements in an engagement letter to the representative of the lenders. The representative might then make the firm’s engagement letter available to the members

of the group of lenders to meet the requirement for the firm to make such users aware of the modified independence requirements agreed to by the representative.

**R800.5** When the firm performs an eligible audit engagement, any modifications to Part 4A shall be limited to those set out in paragraphs R800.7 to R800.14. The firm shall not apply these modifications when an audit of financial statements is required by law or regulation.

**R800.6** If the firm also issues an audit report that does not include a restriction on use and distribution for the same client, the firm shall apply Part 4A to that audit engagement.

#### **Public Interest Entities**

**R800.7** When the firm performs an eligible audit engagement, the firm does not need to apply the independence requirements set out in Part 4A that apply only to public interest entity audit engagements.

#### **Related Entities**

**R800.8** When the firm performs an eligible audit engagement, references to “audit client” in Part 4A do not need to include its related entities. However, when the audit team knows or has reason to believe that a relationship or circumstance involving a related entity of the client is relevant to the evaluation of the firm’s independence of the client, the audit team shall include that related entity when identifying, evaluating and addressing threats to independence.

#### **Networks and Network Firms**

**R800.9** When the firm performs an eligible audit engagement, the specific requirements regarding network firms set out in Part 4A do not need to be applied. However, when the firm knows or has reason to believe that threats to independence are created by any interests and relationships of a network firm, the firm shall evaluate and address any such threat.

#### **Financial Interests, Loans and Guarantees, Close Business Relationships, and Family and Personal Relationships**

**R800.10** When the firm performs an eligible audit engagement:

- (a) The relevant provisions set out in Sections 510, 511, 520, 521, 522, 524 and 525 need apply only to the members of the engagement team, their immediate family members and, where applicable, close family members;
- (b) The firm shall identify, evaluate and address any threats to independence created by interests and relationships, as set out in Sections 510, 511, 520, 521, 522, 524 and 525, between the audit client and the following audit team members:
  - (i) Those who provide consultation regarding technical or industry specific issues, transactions or events; and
  - (ii) Those who provide quality control for the engagement, including those who perform the engagement quality control review; and
- (c) The firm shall evaluate and address any threats that the engagement team has reason to believe are created by interests and relationships between the audit client and others within the firm who can directly influence the outcome of the audit engagement.

- 800.10 A1 Others within a firm who can directly influence the outcome of the audit engagement include those who recommend the compensation, or who provide direct supervisory, management or other oversight, of the audit engagement partner in connection with the performance of the audit engagement including those at all successively senior levels above the engagement partner through to the individual who is the firm's Senior or Managing Partner (Chief Executive or equivalent).
- R800.11** When the firm performs an eligible audit engagement, the firm shall evaluate and address any threats that the engagement team has reason to believe are created by financial interests in the audit client held by individuals, as set out in paragraphs R510.4(c) and (d), R510.5, R510.7 and 510.10 A5 and A9.
- R800.12** When the firm performs an eligible audit engagement, the firm, in applying the provisions set out in paragraphs R510.4(a), R510.6 and R510.7 to interests of the firm, shall not hold a material direct or a material indirect financial interest in the audit client.

#### **Employment with an Audit Client**

- R800.13** When the firm performs an eligible audit engagement, the firm shall evaluate and address any threats created by any employment relationships as set out in paragraphs 524.3 A1 to 524.5 A3.

#### **Providing Non-Assurance Services**

- R800.14** If the firm performs an eligible audit engagement and provides a non-assurance service to the audit client, the firm shall comply with Sections 410 to 430 and Section 600, including its subsections, subject to paragraphs R800.7 to R800.9.

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## **PART 4B – INDEPENDENCE FOR ASSURANCE ENGAGEMENTS OTHER THAN AUDIT AND REVIEW ENGAGEMENTS**

### **Section 900**

#### **Applying the Conceptual Framework to Independence for Assurance Engagements other than Audit and Review Engagements**

##### **Introduction**

##### **General**

- 900.1 This Part applies to assurance engagements other than audit engagements and review engagements. Examples of such engagements include:
- (a) Assurance on an entity's key performance indicators.
  - (b) Assurance on an entity's compliance with law or regulation.
  - (c) Assurance on performance criteria, such as value for money, achieved by a public sector body.
  - (d) Assurance on the effectiveness of an entity's system of internal control.
  - (e) Assurance on an entity's greenhouse gas statement.
  - (f) An audit of specific elements, accounts or items of a financial statement.
- 900.2 In this Part, the term "professional accountant" refers to individual professional accountants in public practice and their firms.
- 900.3 ISQM 1 requires a firm to design, implement and operate a system of quality management for assurance engagements performed by the firm. As part of this system of quality management, ISQM 1 requires the firm to establish quality objectives that address the fulfilment of responsibilities in accordance with relevant ethical requirements, including those related to independence. Under ISQM 1, relevant ethical requirements are those related to the firm, its personnel and, when applicable, others subject to the independence requirements to which the firm and the firm's engagements are subject. In addition ISAEs and ISAs establish responsibilities for engagement partners and engagement teams at the level of the engagement. The allocation of responsibilities within a firm will depend on its size, structure and organisation. Many of the provisions of Part 4B do not prescribe the specific responsibility of individuals within the firm for actions related to independence, instead referring to "firm" for ease of reference. A firm assigns operational responsibility for compliance with independence requirements to an individual(s) in accordance with ISMC 1. Additionally, an individual professional accountant remains responsible for compliance with any provisions that apply to that professional accountant's activities, interests or relationships.
- 900.4 Independence is linked to the principles of objectivity and integrity. It comprises:
- Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgement, thereby allowing an individual to act with integrity, and exercise objectivity and professional scepticism.
  - Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm's or an assurance team member's integrity, objectivity or professional scepticism has been compromised.

- In this Part, references to an individual or firm being “independent” mean that the individual or firm has complied with the provisions of this Part.
- 900.5 When performing assurance engagements, the Code requires firms to comply with the fundamental principles and be independent. This Part sets out specific requirements and application material on how to apply the conceptual framework to maintain independence when performing assurance engagements other than audit or review engagements. The conceptual framework set out in Section 120 applies to independence as it does to the fundamental principles set out in Section 110.
- 900.6 This Part describes:
- (a) Facts and circumstances, including professional activities, interests and relationships, that create or might create threats to independence;
  - (b) Potential actions, including safeguards, that might be appropriate to address any such threats; and
  - (c) Some situations where the threats cannot be eliminated or there can be no safeguards to reduce the threats to an acceptable level.

### Description of Assurance Engagements

- 900.7 In an assurance engagement, the firm aims to obtain sufficient appropriate evidence in order to express a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the subject matter information. ISAE 3000 (Revised) describes the elements and objectives of assurance engagement conducted under that Standard, and the Assurance Framework provides a general description of assurance engagements. An assurance engagement might either be an attestation engagement or a direct engagement.
- 900.8 In this Part the term ‘assurance engagement’ refers to assurance engagements other than audit engagements or review engagement.

### Reports that Include a Restriction on Use and Distribution

- 900.9 An assurance report might include a restriction on use and distribution. If it does and the conditions set out in Section 990 are met, then the independence requirements in this Part may be modified as provided in Section 990.

### Audit and Review Engagements

- 900.10 Independence standards for audit and review engagements are set out in Part 4A – *Independence for Audit and Review Engagements*. If a firm performs both an assurance engagement and an audit or review engagement for the same client, the requirements in Part 4A continue to apply to the firm, a network firm and the audit or review team members.

## Requirements and Application Material

### General

- R900.11** A firm performing an assurance engagement shall be independent of the assurance client.
- 900.11.A1 For the purposes of this Part, the assurance client in an assurance engagement is the responsible party and also, in an attestation engagement, the party taking responsibility for the subject matter information (who might be the same as the responsible party).
- 900.11.A2 The roles of the parties involved in an assurance engagement might differ and affect the application of the independence provisions in this Part. In the majority

of attestation engagements, the responsible party and the party taking responsibility for the subject matter information are the same. This includes those circumstances where the responsible party involves another party to measure or evaluate the underlying subject matter against the criteria (the measurer or evaluator) where the responsible party takes responsibility for the subject matter information as well as the underlying subject matter. However, the responsible party or the engaging party might appoint another party to prepare the subject matter information on the basis that this party is to take responsibility for the subject matter information. In this circumstance, the responsible party and the party responsible for the subject matter information are both assurance clients for the purposes of this Part.

900.11 A3 In addition to the responsible party and, in an attestation engagement, the party taking responsibility for the subject matter information, there might be other parties in relation to the engagement. For example, there might be a separate engaging party or a party who is a measurer or evaluator other than the party taking responsibility for the subject matter information. In these circumstances, applying the conceptual framework requires the professional accountant to identify and evaluate threats to the fundamental principles created by any interests or relationships with such parties, including whether any conflicts of interest might exist as described in Section 310.

**R900.12** A firm shall apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence in relation to an assurance engagement.

### **Prohibition on Assuming Management Responsibilities**

**R900.13** A firm shall not assume a management responsibility related to the underlying subject matter and, in an attestation engagement, the subject matter information of an assurance engagement provided by the firm. If the firm assumes a management responsibility as part of any other service provided to the assurance client, the firm shall ensure that the responsibility is not related to the underlying subject matter and, in an attestation engagement, the subject matter information of the assurance engagement provided by the firm.

900.13 A1 Management responsibilities involve controlling, leading and directing an entity, including making decisions regarding the acquisition, deployment and control of human, financial, technological, physical and intangible resources.

900.13 A2 When a firm assumes a management responsibility related to the underlying subject matter and, in an attestation engagement, the subject matter information of an assurance engagement, self-review, self-interest and familiarity threats are created. Assuming a management responsibility might create an advocacy threat because the firm becomes too closely aligned with the views and interests of management.

900.13 A3 Determining whether an activity is a management responsibility depends on the circumstances and requires the exercise of professional judgment. Examples of activities that would be considered a management responsibility include:

- Setting policies and strategic direction.
- Hiring or dismissing employees.
- Directing and taking responsibility for the actions of employees in relation to the employees' work for the entity.
- Authorising transactions.
- Controlling or managing bank accounts or investments.
- Deciding which recommendations of the firm or other third parties to implement.

- Reporting to those charged with governance on behalf of management.
- Taking responsibility for designing, implementing, monitoring and maintaining internal control.

900.13 A4 Subject to compliance with paragraph R900.14, providing advice and recommendations to assist the management of an assurance client in discharging its responsibilities is not assuming a management responsibility.

**R900.14** When performing a professional activity for an assurance client that is related to the underlying subject matter and, in an attestation engagement, the subject matter information of the assurance engagement, the firm shall be satisfied that client management makes all related judgments and decisions that are the proper responsibility of management. This includes ensuring that the client's management:

- (a) Designates an individual who possesses suitable skill, knowledge and experience to be responsible at all times for the client's decisions and to oversee the activities. Such an individual, preferably within senior management, would understand:
  - (i) The objectives, nature and results of the activities; and
  - (ii) The respective client and firm responsibilities.

However, the individual is not required to possess the expertise to perform or re-perform the activities.
- (b) Provides oversight of the activities and evaluates the adequacy of the results of the activity performed for the client's purpose; and
- (c) Accepts responsibility for the actions, if any, to be taken arising from the results of the activities.

#### *Multiple Responsible Parties and Parties Taking Responsibility for the Subject Matter Information*

900.15 A1 In some assurance engagements, whether an attestation engagement or direct engagement, there might be several responsible parties or, in an attestation engagement, several parties taking responsibility for the subject matter information. In determining whether it is necessary to apply the provisions in this Part to each individual responsible party or each individual party taking responsibility for the subject matter information in such engagements, the firm may take into account certain matters. These matters include whether an interest or relationship between the firm, or an assurance team member, and a particular responsible party or party taking responsibility for the subject matter information would create a threat to independence that is not trivial and inconsequential in the context of the subject matter information. This determination will take into account factors such as:

- (a) The materiality of the underlying subject matter or subject matter information for which the particular party is responsible in the context of the overall assurance engagement.
- (b) The degree of public interest associated with the assurance engagement.

If the firm determines that the threat created by any such interest or relationship with a particular party would be trivial and inconsequential, it might not be necessary to apply all of the provisions of this section to that party.

#### **Network Firms**

**R900.16** When a firm knows or has reason to believe that interests and relationships of a network firm create a threat to the firm's independence, the firm shall evaluate and address any such threat.

900.16 A1 Network firms are discussed in paragraphs 400.50 A1 to 400.54 A1.

## Related Entities

**R900.17** When the assurance team knows or has reason to believe that a relationship or circumstance involving a related entity of the assurance client is relevant to the evaluation of the firm's independence from the client, the assurance team shall include that related entity when identifying, evaluating and addressing threats to independence.

**[Paragraphs 900.18 to 900.29 are intentionally left blank]**

## Period During which Independence is Required

**R900.30** Independence, as required by this Part, shall be maintained during both:

- (a) The engagement period; and
- (b) The period covered by the subject matter information.

900.30 A1 The engagement period starts when the assurance team begins to perform assurance services with respect to the particular engagement. The engagement period ends when the assurance report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final assurance report.

**R900.31** If an entity becomes an assurance client during or after the period covered by the subject matter information on which the firm will express a conclusion, the firm shall determine whether any threats to independence are created by:

- (a) Financial or business relationships with the assurance client during or after the period covered by the subject matter information but before accepting the assurance engagement; or
- (b) Previous services provided to the assurance client.

**R900.32** Threats to independence are created if a non-assurance service was provided to the assurance client during, or after the period covered by the subject matter information, but before the assurance team begins to perform assurance services, and the service would not be permitted during the engagement period. In such circumstances, the firm shall evaluate and address any threat to independence created by the service. If the threats are not at an acceptable level, the firm shall only accept the assurance engagement if the threats are reduced to an acceptable level.

900.32 A1 Examples of actions that might be safeguards to address such threats include:

- Using professionals who are not assurance team members to perform the service.
- Having an appropriate reviewer review the assurance and non-assurance work as appropriate.

**R900.33** If a non-assurance service that would not be permitted during the engagement period has not been completed and it is not practical to complete or end the service before the commencement of professional services in connection with the assurance engagement, the firm shall only accept the assurance engagement if:

- (a) The firm is satisfied that:
  - (i) The non-assurance service will be completed within a short period of time; or
  - (ii) The client has arrangements in place to transition the service to another provider within a short period of time;
- (b) The firm applies safeguards when necessary during the service period; and
- (c) The firm discusses the matter with the party engaging the firm or those charged with governance of the assurance client.

### Communication with Those Charged With Governance

- 900.34 A1 Paragraphs R300.9 to 300.9 A2 set out requirements and application material that is relevant to communications with a party engaging the firm or those charged with governance of the assurance client.
- 900.34 A2 Communication with a party engaging the firm or those charged with governance of the assurance client might be appropriate when significant judgments are made, and conclusions reached, to address threats to independence in relation to an assurance engagement because the subject matter information of that engagement is the outcome of a previously performed non-assurance service.

**[Paragraphs 900.35 to 900.39 are intentionally left blank]**

### General Documentation of Independence for Assurance Engagements

- R900.40** A firm shall document conclusions regarding compliance with this Part, and the substance of any relevant discussions that support those conclusions. In particular:
- (a) When safeguards are applied to address a threat, the firm shall document the nature of the threat and the safeguards in place or applied; and
  - (b) When a threat required significant analysis and the firm concluded that the threat was already at an acceptable level, the firm shall document the nature of the threat and the rationale for the conclusion.
- 900.40 A1 Documentation provides evidence of the firm's judgements in forming conclusions regarding compliance with this Part. However, a lack of documentation does not determine whether a firm considered a particular matter or whether the firm is independent.

**[Paragraphs 900.41 to 900.49 are intentionally left blank]**

### Breach of an Independence Provision for Assurance Engagements

*When a Firm Identifies a Breach*

- R900.50** If a firm concludes that a breach of a requirement in this Part has occurred, the firm shall:
- (a) End, suspend or eliminate the interest or relationship that created the breach;
  - (b) Evaluate the significance of the breach and its impact on the firm's objectivity and ability to issue an assurance report; and
  - (c) Determine whether action can be taken that satisfactorily addresses the consequences of the breach.
- In making this determination, the firm shall exercise professional judgement and take into account whether a reasonable and informed third party would be likely to conclude that the firm's objectivity would be compromised, and therefore, the firm would be unable to issue an assurance report.
- R900.51** If the firm determines that action cannot be taken to address the consequences of the breach satisfactorily, the firm shall, as soon as possible, inform the party that engaged the firm or those charged with governance, as appropriate. The firm shall also take the steps necessary to end the assurance engagement in compliance with any applicable legal or regulatory requirements relevant to ending the assurance engagement.
- R900.52** If the firm determines that action can be taken to address the consequences of the breach satisfactorily, the firm shall discuss the breach and the action it has taken or proposes to take with the party that engaged the firm or those charged with governance, as appropriate. The firm shall discuss the breach and the proposed

action on a timely basis, taking into account the circumstances of the engagement and the breach.

**R900.53** If the party that engaged the firm does not, or those charged with governance do not concur that the action proposed by the firm in accordance with paragraph R900.50(c) satisfactorily addresses the consequences of the breach, the firm shall take the steps necessary to end the assurance engagement in compliance with any applicable legal or regulatory requirements relevant to ending the assurance engagement.

#### *Documentation*

**R900.54** In complying with the requirements in paragraphs R900.50 to R900.53, the firm shall document:

- (a) The breach;
- (b) The actions taken;
- (c) The key decisions made; and
- (d) All the matters discussed with the party that engaged the firm or those charged with governance.

**R900.55** If the firm continues with the assurance engagement, it shall document:

- (a) The conclusion that, in the firm's professional judgement, objectivity has not been compromised; and
- (b) The rationale for why the action taken satisfactorily addressed the consequences of the breach so that the firm could issue an assurance report.

## **Section 905**

### **Fees**

#### **Introduction**

905.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

905.2 The nature and level of fees or other types of remuneration might create a self-interest or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence arising from fees charged to assurance clients.

#### **Requirements and Application Material**

##### **Fees Paid by an Assurance Client**

905.3 A1 When fees are negotiated with and paid by an assurance client, this creates a self-interest threat and might create an intimidation threat to independence.

905.3 A2 The application of the conceptual framework requires that before a firm accepts an assurance engagement for an assurance client, the firm determines whether the threats to independence created by the fees proposed to the client are at an acceptable level. The application of the conceptual framework also requires the firm to re-evaluate such threats when facts and circumstances change during the engagement period.

- 905.3 A3 Factors that are relevant in evaluating the level of threats created when fees are paid by the assurance client include:
- The level of the fees for the assurance engagement and the extent to which they have regard to the resources required, taking into account the firm's commercial and market priorities.
  - The extent of any dependency between the level of the fee for, and the outcome of, the service.
  - The level of the fee in the context of the service to be provided by the firm or a network firm.
  - The significance of the client to the firm or partner.
  - The nature of the client.
  - The nature of the assurance engagement.
  - The involvement of those charged with governance in agreeing fees.
  - Whether the level of the fee is set by an independent third party, such as a regulatory body.
- 905.3 A4 The conditions, policies and procedures described in paragraphs 120.15 A3 (particularly the existence of a quality management system designed and implemented by a firm in accordance with quality management standards issued by the IAASB) might also impact the evaluation of whether the threats to independence are at an acceptable level.
- 905.3 A5 The requirements and application material that follow identify circumstances which might need to be further evaluated when determining whether the threats are at an acceptable level. For those circumstances, application material includes examples of additional factors that might be relevant in evaluating the threats.

#### **Level of Fees for Assurance Engagements**

- 905.4 A1 Determining the fees to be charged to an assurance client, whether for assurance or other services, is a business decision of the firm taking into account the facts and circumstances relevant to that specific engagement, including the requirements of technical and professional standards.
- 905.4 A2 Factors that are relevant in evaluating the level of self-interest and intimidation threats created by the level of the fee for an assurance engagement when paid by the assurance client include:
- The firm's commercial rationale for the fee for the assurance engagement.
  - Whether undue pressure has been, or is being, applied by the client to reduce the fee for the assurance engagement.
- 905.4 A3 Examples of actions that might be safeguards to address such threats include:
- Having an appropriate reviewer who does not take part in the assurance engagement assess the reasonableness of the fee proposed, having regard to the scope and complexity of the engagement.
  - Having an appropriate reviewer who did not take part in the assurance engagement review the work performed.

#### **Contingent Fees**

- 905.5 A1 Contingent fees are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed. A contingent fee charged through an intermediary is an example of an indirect contingent fee. In

this section, a fee is not regarded as being contingent if established by a court or other public authority.

**R905.6** A firm shall not charge directly or indirectly a contingent fee for an assurance engagement.

**R905.7** A firm shall not charge directly or indirectly a contingent fee for a non-assurance service provided to an assurance client if the outcome of the non-assurance service, and therefore, the amount of the fee, is dependent on a future or contemporary judgement related to a matter that is material to the subject matter information of the assurance engagement.

905.7 A1 Paragraphs R905.7 and R905.8 preclude a firm from entering into certain contingent fee arrangements with an assurance client. Even if a contingent fee arrangement is not precluded when providing a non-assurance service to an assurance client, it might still impact the level of the self-interest threat.

905.7 A2 Factors that are relevant in evaluating the level of such a threat include:

- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome on which the contingent fee depends.
- Disclosure to intended users of the work performed by the firm and the basis of remuneration.
- The nature of the service.
- The effect of the event or transaction on the subject matter information.

905.7 A3 Examples of actions that might be safeguards to address such a self-interest threat include:

- Having an appropriate reviewer who was not involved in performing the non-assurance service review the relevant assurance work.
- Obtaining an advance written agreement with the client on the basis of remuneration.

#### **Total Fees – Overdue Fees**

905.8 A1 The level of the self-interest threat might be impacted if fees payable by the assurance client for the assurance engagement or other services are overdue during the period of the assurance engagement.

905.8 A2 It is generally expected that the firm will obtain payment of such fees before the assurance report is issued.

905.8 A3 Factors that are relevant in evaluating the level of such a self-interest threat include:

- The significance of the overdue fees to the firm.
- The length of time the fees have been overdue.
- The firm's assessment of the ability and willingness of the client or other relevant party to pay the overdue fee.

905.8 A4 Examples of actions that might be safeguards to address such a threat include:

- Obtaining partial payment of overdue fees.
- Having an appropriate reviewer who did not take part in the assurance engagement review the work performed.

**R905.9** When a significant part of the fees due from an assurance client remains unpaid for a long time, the firm shall determine:

- (a) Whether the overdue fees might be equivalent to a loan to the client, in which case the requirements and application material set out in Section 911 are applicable; and
- (b) Whether it is appropriate for the firm to be re-appointed or continue the assurance engagement.

### **Total Fees – Fee Dependency**

- 905.10 A1 When the total fees generated from an assurance client by the firm expressing the conclusion in an assurance engagement represent a large proportion of the total fees of that firm, the dependence on, that client and concern about the potential loss, of fees from that client impact the level of the self-interest threat and create an intimidation threat.
- 905.10 A2 A self-interest and intimidation threat is created in the circumstances described in paragraph 905.10 A1 even if the assurance client is not responsible for negotiating or paying the fees for the assurance engagement.
- 905.10 A3 In calculating the total fees of the firm, the firm might use financial information available from the previous financial year and estimate the proportion based on that information if appropriate.
- 905.10 A4 Factors that are relevant in evaluating the level of such self-interest and intimidation threats include:
- The operating structure of the firm.
  - Where the firm is expected to diversify such that any dependence on the assurance client is reduced.
- 905.10 A5 Examples of actions that might be safeguards to address such threats include:
- Reducing the extent of services other than assurance engagements provided to the client.
  - Increasing the client base of the firm to reduce dependence on the assurance client.
- 905.10 A6 A self-interest or intimidation threat is created when the fees generated by a firm from an assurance client represent a large proportion of the revenue from an individual partner's clients.
- 905.10 A7 Factors that are relevant in evaluating the level of such threats include:
- The qualitative and quantitative significance of the assurance client to the partner.
  - The extent to which the compensation of the partner is dependent upon the fees generated from the client.
- 905.10 A8 Examples of actions that might be safeguards to address such a self-interest or intimidation threat include:
- Having an appropriate reviewer who was not an assurance team member review the work.
  - Ensuring that the compensation of the partner is not significantly influenced by the fees generated from the assurance client.
  - Increasing the client base of the partner to reduce dependence on the client.

## Section 906

### Gifts and Hospitality

#### Introduction

- 906.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 906.2 Accepting gifts and hospitality from an assurance client might create a self-interest, familiarity or intimidation threat. This section sets out a specific requirement and application material relevant to applying the conceptual framework in such circumstances.

#### Requirement and Application Material

- R906.3** A firm or an assurance team member shall not accept gifts and hospitality from an assurance client, unless the value is trivial and inconsequential.
- 906.3 A1 Where a firm or assurance team member is offering or accepting an inducement to or from an assurance client, the requirements and application material set out in Section 340 apply and non-compliance with these requirements might create threats to independence.
- 906.3 A2 The requirements set out in Section 340 relating to offering or accepting inducements do not allow a firm or assurance team member to accept gifts and hospitality where the intent is to improperly influence behaviour even if the value is trivial and inconsequential.

## Section 907

### Actual or Threatened Litigation

#### Introduction

- 907.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 907.2 When litigation with an assurance client occurs, or appears likely, self-interest and intimidation threats are created. This section sets out specific application material relevant to applying the conceptual framework in such circumstances.

#### Application Material

##### General

- 907.3 A1 The relationship between client management and assurance team members must be characterised by complete candour and full disclosure regarding all aspects of a client's operations. Adversarial positions might result from actual or threatened litigation between an assurance client and the firm or an assurance team member. Such adversarial positions might affect management's willingness to make complete disclosures and create self-interest and intimidation threats.
- 907.3 A2 Factors that are relevant in evaluating the level of such threats include:
- The materiality of the litigation.
  - Whether the litigation relates to a prior assurance engagement.

- 907.3 A3 If the litigation involves an assurance team member, an example of an action that might eliminate such self-interest and intimidation threats is removing that individual from the assurance team.
- 907.3 A4 An example of an action that might be a safeguard to address such self-interest and intimidation threats is having an appropriate reviewer review the work performed.

## Section 910

### Financial Interests

#### Introduction

- 910.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 910.2 Holding a financial interest in an assurance client might create a self-interest threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 910.3 A1 A financial interest might be held directly or indirectly through an intermediary such as a collective investment vehicle, an estate or a trust. When a beneficial owner has control over the intermediary or ability to influence its investment decisions, the Code defines that financial interest to be direct. Conversely, when a beneficial owner has no control over the intermediary or ability to influence its investment decisions, the Code defines that financial interest to be indirect.
- 910.3 A2 This section contains references to the “materiality” of a financial interest. In determining whether such an interest is material to an individual, the combined net worth of the individual and the individual’s immediate family members may be taken into account.
- 910.3 A3 Factors that are relevant in evaluating the level of a self-interest threat created by holding a financial interest in an assurance client include:
- The role of the individual holding the financial interest.
  - Whether the financial interest is direct or indirect.
  - The materiality of the financial interest.

#### Financial Interests Held by the Firm, Assurance Team Members and Immediate Family

- R910.4** A direct financial interest or a material indirect financial interest in the assurance client shall not be held by:
- (a) The firm; or
  - (b) An assurance team member or any of that individual’s immediate family.

#### Financial Interests in an Entity Controlling an Assurance Client

- R910.5** When an entity has a controlling interest in the assurance client and the client is material to the entity, neither the firm, nor an assurance team member, nor any of that individual’s immediate family shall hold a direct or material indirect financial interest in that entity.

### Financial Interests Held as Trustee

**R910.6** Paragraph R910.4 shall also apply to a financial interest in an assurance client held in a trust for which the firm or individual acts as trustee unless:

- (a) None of the following is a beneficiary of the trust: the trustee, the assurance team member or any of that individual's immediate family, or the firm;
- (b) The interest in the assurance client held by the trust is not material to the trust;
- (c) The trust is not able to exercise significant influence over the assurance client; and
- (d) None of the following can significantly influence any investment decision involving a financial interest in the assurance client: the trustee, the assurance team member or any of that individual's immediate family, or the firm.

### Financial Interests Received Unintentionally

**R910.7** If a firm, an assurance team member, or any of that individual's immediate family, receives a direct financial interest or a material indirect financial interest in an assurance client by way of an inheritance, gift, as a result of a merger, or in similar circumstances and the interest would not otherwise be permitted to be held under this section, then:

- (a) If the interest is received by the firm, the financial interest shall be disposed of immediately, or enough of an indirect financial interest shall be disposed of so that the remaining interest is no longer material; or
- (b) If the interest is received by an assurance team member, or by any of that individual's immediate family, the individual who received the financial interest shall immediately dispose of the financial interest, or dispose of enough of an indirect financial interest so that the remaining interest is no longer material.

### Financial Interests – Other Circumstances

#### *Close Family*

910.8 A1 A self-interest threat might be created if an assurance team member knows that a close family member has a direct financial interest or a material indirect financial interest in the assurance client.

910.8 A2 Factors that are relevant in evaluating the level of such a threat include:

- The nature of the relationship between the assurance team member and the close family member.
- Whether the financial interest is direct or indirect.
- The materiality of the financial interest to the close family member.

910.8 A3 Examples of actions that might eliminate such a self-interest threat include:

- Having the close family member dispose, as soon as practicable, of all of the financial interest or dispose of enough of an indirect financial interest so that the remaining interest is no longer material.
- Removing the individual from the assurance team.

910.8 A4 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review the work of the assurance team member.

*Other Individuals*

- 910.8 A5 A self-interest threat might be created if an assurance team member knows that a financial interest is held in the assurance client by individuals such as:
- Partners and professional employees of the firm, apart from those who are specifically not permitted to hold such financial interests by paragraph R910.4, or their immediate family members.
  - Individuals with a close personal relationship with an assurance team member.
- 910.8 A6 An example of an action that might eliminate such a self-interest threat is removing the assurance team member with the personal relationship from the assurance team.
- 910.8 A7 Examples of actions that might be safeguards to address such a self-interest threat include:
- Excluding the assurance team member from any significant decision-making concerning the assurance engagement.
  - Having an appropriate reviewer review the work of the assurance team member.

**Section 911****Loans and Guarantees****Introduction**

- 911.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 911.2 A loan or a guarantee of a loan with an assurance client might create a self-interest threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

**Requirements and Application Material****General**

- 911.3 A1 This section contains references to the “materiality” of a loan or guarantee. In determining whether such a loan or guarantee is material to an individual, the combined net worth of the individual and the individual’s immediate family members may be taken into account.

**Loans and Guarantees with an Assurance Client**

- R911.4** A firm, an assurance team member, or any of that individual’s immediate family shall not make or guarantee a loan to an assurance client *or any director or officer of an assurance client*, unless the loan or guarantee is immaterial to both:
- (a) The firm or the individual making the loan or guarantee, as applicable; and
  - (b) The client, *or the director or officer of the client*.

**Loans and Guarantees with an Assurance Client that is a Bank or Similar Institution**

- R911.5** A firm, an assurance team member, or any of that individual’s immediate family shall not accept a loan, or a guarantee of a loan, from an assurance client that is a bank or a similar institution unless the loan or guarantee is made under normal lending procedures, terms and conditions.

- 911.5 A1 Examples of loans include mortgages, bank overdrafts, car loans and credit card balances.
- 911.5 A2 Even if a firm receives a loan from an assurance client that is a bank or similar institution under normal lending procedures, terms and conditions, the loan might create a self-interest threat if it is material to the assurance client or firm receiving the loan.
- 911.5 A3 An example of an action that might be a safeguard to address such a self-interest threat is having the work reviewed by an appropriate reviewer, who is not an assurance team member, from a network firm that is not a beneficiary of the loan.

#### *Deposit or Brokerage Accounts*

- R911.6** A firm, an assurance team member, or any of that individual's immediate family shall not have deposits or a brokerage account with an assurance client that is a bank, broker, or similar institution, unless the deposit or account is held under normal commercial terms.

#### **Loans and Guarantees with an Assurance Client that is not a Bank or Similar Institution**

- R911.7** A firm or an assurance team member, or any of that individual's immediate family, shall not accept a loan from, or have a borrowing guaranteed by, an assurance client that is not a bank or similar institution, or any director or officer of an assurance client, unless the loan or guarantee is immaterial to both:
- (a) The firm, or the individual receiving the loan or guarantee, as applicable; and
  - (b) The client, or the director or officer of the client.

## **Section 920**

### **Business Relationships**

#### **Introduction**

- 920.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 920.2 A close business relationship with an assurance client or its management might create a self-interest or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### **Requirements and Application Material**

##### **General**

- 920.3 A1 This section contains references to the "materiality" of a financial interest and the "significance" of a business relationship. In determining whether such a financial interest is material to an individual, the combined net worth of the individual and the individual's immediate family members may be taken into account.
- 920.3 A2 Examples of a close business relationship arising from a commercial relationship or common financial interest include:
- Having a financial interest in a joint venture with either the assurance client or a controlling owner, director or officer or other individual who performs senior managerial activities for that client.

- Arrangements to combine one or more services or products of the firm with one or more services or products of the client and to market the package with reference to both parties.
- Distribution or marketing arrangements under which the firm distributes or markets the client's products or services, or the client distributes or markets the firm's products or services.

### **Firm, Assurance Team Member or Immediate Family Business Relationships**

- 920.4** A firm or an assurance team member shall not have a close business relationship with an assurance client or its management unless any financial interest is immaterial and the business relationship is insignificant to the client or its management and the firm or the assurance team member, as applicable.
- 920.4 A1 A self-interest or intimidation threat might be created if there is a close business relationship between the assurance client or its management and the immediate family of an assurance team member.

### **Buying Goods or Services**

- 920.5 A1 The purchase of goods and services from an assurance client by a firm, or an assurance team member, or any of that individual's immediate family does not usually create a threat to independence if the transaction is in the normal course of business and at arm's length. However, such transactions might be of such a nature and magnitude that they create a self-interest threat.
- 920.5 A2 Examples of actions that might eliminate such a self-interest threat include:
- Eliminating or reducing the magnitude of the transaction.
  - Removing the individual from the assurance team.

## **Section 921**

### **Family and Personal Relationships**

#### **Introduction**

- 921.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 921.2 Family or personal relationships with client personnel might create a self-interest, familiarity or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

### **Requirements and Application Material**

#### **General**

- 921.3 A1 A self-interest, familiarity or intimidation threat might be created by family and personal relationships between an assurance team member and a director or officer or, depending on their role, certain employees of the assurance client.
- 921.3 A2 Factors that are relevant in evaluating the level of such threats include:
- The individual's responsibilities on the assurance team.

- The role of the family member or other individual within the assurance client, and the closeness of the relationship.

#### **Immediate Family of an Assurance Team Member**

- 921.4 A1 A self-interest, familiarity or intimidation threat is created when an immediate family member of an assurance team member is an employee in a position to exert significant influence over the underlying subject matter of the assurance engagement.
- 921.4 A2 Factors that are relevant in evaluating the level of such threats include:
- The position held by the immediate family member.
  - The role of the assurance team member.
- 921.4 A3 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the assurance team.
- 921.4 A4 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the assurance team so that the assurance team member does not deal with matters that are within the responsibility of the immediate family member.
- R921.5** An individual shall not participate as an assurance team member when any of that individual's immediate family:
- (a) Is a director or officer of the assurance client;
  - (b) In an attestation engagement, is an employee in a position to exert significant influence over the subject matter information of the assurance engagement; or
  - (c) Was in such a position during any period covered by the engagement or the subject matter information.

#### **Close Family of an Assurance Team Member**

- 921.6 A1 A self-interest, familiarity or intimidation threat is created when a close family member of an assurance team member is:
- (a) A director or officer of the assurance client; or
  - (b) An employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement.
- 921.6 A2 Factors that are relevant in evaluating the level of such threats include:
- The nature of the relationship between the assurance team member and the close family member.
  - The position held by the close family member.
  - The role of the assurance team member.
- 921.6 A3 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the assurance team.
- 921.6 A4 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the assurance team so that the assurance team member does not deal with matters that are within the responsibility of the close family member.

### Other Close Relationships of an Assurance Team Member

- R921.7** An assurance team member shall consult in accordance with firm policies and procedures if the assurance team member has a close relationship with an individual who is not an immediate or close family member, but who is:
- (a) A director or officer of the assurance client; or
  - (b) An employee in a position to exert significant influence over the underlying subject matter or, in at attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement.
- 921.7 A1 Factors that are relevant in evaluating the level of a self-interest, familiarity or intimidation threat created by such relationships include:
- The nature of the relationship between the individual and the assurance team member.
  - The position the individual holds with the client.
  - The role of the assurance team member.
- 921.7 A2 An example of an action that might eliminate such a self-interest, familiarity or intimidation threat is removing the individual from the assurance team.
- 921.7 A3 An example of an action that might be a safeguard to address such a self-interest, familiarity or intimidation threat is structuring the responsibilities of the assurance team so that the assurance team member does not deal with matters that are within the responsibility of the individual with whom the assurance team member has a close relationship.

### Relationships of Partners and Employees of the Firm

- 921.8 A1 A self-interest, familiarity or intimidation threat might be created by a personal or family relationship between:
- (a) A partner or employee of the firm who is not an assurance team member; and
  - (b) Any of the following individuals at the assurance client:
    - (i) A director or officer;
    - (ii) An employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement.
- 921.8 A2 Factors that are relevant in evaluating the level of such threats include:
- The nature of the relationship between the partner or employee of the firm and the director or officer or employee of the client.
  - The degree of interaction of the partner or employee of the firm with the assurance team.
  - The position of the partner or employee within the firm.
  - The role of the individual within the client.
- 921.8 A3 Examples of actions that might be safeguards to address such self-interest, familiarity or intimidation threats include:
- Structuring the partner's or employee's responsibilities to reduce any potential influence over the assurance engagement.
  - Having an appropriate reviewer review the relevant assurance work performed.

## Section 922

### Recent Service with an Assurance Client

#### Introduction

- 922.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 922.2 If an assurance team member has recently served as a director or officer or employee of the assurance client, a self-interest, self-review or familiarity threat might be created. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### Service During the Period Covered by the Assurance Report

- R922.3** The assurance team shall not include an individual who, during the period covered by the assurance report:
- (a) Had served as a director or officer of the assurance client; or
  - (b) was an employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement.

##### Service Prior to the Period Covered by the Assurance Report

- 922.4 A1 A self-interest, self-review or familiarity threat might be created if, before the period covered by the assurance report, an assurance team member:
- (a) Had served as a director or officer of the assurance client; or
  - (b) was an employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement.
- For example, a threat would be created if a decision made or work performed by the individual in the prior period, while employed by the client, is to be evaluated in the current period as part of the current assurance engagement.
- 922.4 A2 Factors that are relevant in evaluating the level of such threats include:
- The position the individual held with the client.
  - The length of time since the individual left the client.
  - The role of the assurance team member.
- 922.4 A3 An example of an action that might be a safeguard to address such a self-interest, self-review or familiarity threat is having an appropriate reviewer review the work performed by the assurance team member.

## Section 923

### Serving as a Director or Officer of an Assurance Client

#### Introduction

- 923.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.

- 923.2 Serving as a director or officer of an assurance client creates self-review and self-interest threats. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

## Requirements and Application Material

### Service as Director or Officer

- R923.3** A partner or employee of the firm shall not serve as a director or officer of an assurance client of the firm.

### Service as Company Secretary

- R923.4** A partner or employee of the firm shall not serve as Company Secretary for an assurance client of the firm unless:

- (a) This practice is specifically permitted under local law, professional rules or practice;
- (b) Management makes all decisions; and
- (c) The duties and activities performed are limited to those of a routine and administrative nature, such as preparing minutes and maintaining statutory returns.

- 923.4 A1 The position of Company Secretary has different implications in different jurisdictions. Duties might range from: administrative duties (such as personnel management and the maintenance of company records and registers) to duties as diverse as ensuring that the company complies with regulations or providing advice on corporate governance matters. Usually this position is seen to imply a close association with the entity. Therefore, a threat is created if a partner or employee of the firm serves as Company Secretary for an assurance client. (More information on providing non-assurance services to an assurance client is set out in Section 950, *Provision of Non-assurance Services to an Assurance Client*.)

## Section 924

### Employment with an Assurance Client

#### Introduction

- 924.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 924.2 Employment relationships with an assurance client might create a self-interest, familiarity or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework in such circumstances.

## Requirements and Application Material

### General

- 924.3 A1 A familiarity or intimidation threat might be created if any of the following individuals have been an assurance team member or partner of the firm:
- A director or officer of the assurance client.
  - An employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee who is in a position

to exert significant influence over the subject matter information of the assurance engagement.

*Former Partner or Assurance Team Member Restrictions*

**R924.4** If a former partner has joined an assurance client of the firm or a former assurance team member has joined the assurance client as:

- (a) A director or officer; or
- (b) An employee in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, an employee in a position to exert significant influence over the subject matter information of the assurance engagement, the individual shall not continue to participate in the firm's business or professional activities.

924.4 A1 Even if one of the individuals described in paragraph R924.4 has joined the assurance client in such a position and does not continue to participate in the firm's business or professional activities, a familiarity or intimidation threat might still be created.

924.4 A2 A familiarity or intimidation threat might also be created if a former partner of the firm has joined an entity in one of the positions described in paragraph 924.3 A1 and the entity subsequently becomes an assurance client of the firm.

924.4 A3 Factors that are relevant in evaluating the level of such threats include:

- (a) The position the individual has taken at the client.
- (b) Any involvement the individual will have with the assurance team.
- (c) The length of time since the individual was an assurance team member or partner of the firm.
- (d) The former position of the individual within the assurance team or firm. An example is whether the individual was responsible for maintaining regular contact with the client's management or those charged with governance.

924.4 A4 Examples of actions that might be safeguards to address such a familiarity or intimidation threat include:

- Making arrangements such that the individual is not entitled to any benefits or payments from the firm, unless made in accordance with fixed pre-determined arrangements.
- Making arrangements such that any amount owed to the individual is not material to the firm.
- Modifying the plan for the assurance engagement.
- Assigning to the assurance team individuals who have sufficient experience relative to the individual who has joined the client.
- Having an appropriate reviewer review the work of the former assurance team member.

*Assurance Team Members Entering Employment Negotiations with a Client*

**R924.5** A firm shall have policies and procedures that require assurance team members to notify the firm when entering employment negotiations with an assurance client.

924.5 A1 A self-interest threat is created when an assurance team member participates in the assurance engagement while knowing that the assurance team member will, or might, join the client sometime in the future.

924.5 A2 An example of an action that might eliminate such a self-interest threat is removing the individual from the assurance engagement.

- 924.5 A3 An example of an action that might be a safeguard to address such a self-interest threat is having an appropriate reviewer review any significant judgements made by that assurance team member while on the team.

## Section 940

### Long Association of Personnel with an Assurance Client

#### Introduction

- 940.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 940.2 When an individual is involved in an assurance engagement of a recurring nature over a long period of time, familiarity and self-interest threats might be created. This section sets out requirements and application material relevant to applying the conceptual framework in such circumstances.

#### Requirements and Application Material

##### General

- 940.3 A1 A familiarity threat might be created as a result of an individual's long association with:
- The assurance client;
  - The assurance client's senior management; or
  - The underlying subject matter or, in an attestation engagement subject matter information of the assurance engagement.
- 940.3 A2 A self-interest threat might be created as a result of an individual's concern about losing a longstanding assurance client or an interest in maintaining a close personal relationship with a member of senior management or those charged with governance. Such a threat might influence the individual's judgement inappropriately.
- 940.3 A3 Factors that are relevant to evaluating the level of such familiarity or self-interest threats include:
- The nature of the assurance engagement.
  - How long the individual has been an assurance team member, the individual's seniority on the team, and the nature of the roles performed, including if such a relationship existed while the individual was at a prior firm.
  - The extent to which the work of the individual is directed, reviewed and supervised by more senior personnel.
  - The extent to which the individual, due to the individual's seniority, has the ability to influence the outcome of the assurance engagement, for example, by making key decisions or directing the work of other engagement team members.
  - The closeness of the individual's personal relationship with the assurance client or, if relevant, senior management.
  - The nature, frequency and extent of interaction between the individual and the assurance client.
  - Whether the nature or complexity of the subject matter or subject matter information has changed.

- Whether there have been any recent changes in the individual or individuals at the assurance client who are responsible for the underlying subject matter or, in an attestation engagement, the subject matter information or, if relevant, senior management.
- 940.3 A4 The combination of two or more factors might increase or reduce the level of the threats. For example, familiarity threats created over time by the increasingly close relationship between an assurance team member and an individual at the assurance client who is in a position to exert significant influence over the underlying subject matter or, in an attestation engagement, the subject matter information, would be reduced by the departure of that individual from the client.
- 940.3 A5 An example of an action that might eliminate the familiarity and self-interest threats in relation to a specific engagement would be rotating the individual off the assurance team.
- 940.3 A6 Examples of actions that might be safeguards to address such familiarity or self-interest threats include:
- Changing the role of the individual on the assurance team or the nature and extent of the tasks the individual performs.
  - Having an appropriate reviewer who was not an assurance team member review the work of the individual.
  - Performing regular independent internal or external quality reviews of the engagement.
- R940.4** If a firm decides that the level of the threats created can only be addressed by rotating the individual off the assurance team, the firm shall determine an appropriate period during which the individual shall not:
- (a) Be a member of the engagement team for the assurance engagement;
  - (b) Provide quality control for the assurance engagement; or
  - (c) Exert direct influence on the outcome of the assurance engagement.
- The period shall be of sufficient duration to allow the familiarity and self-interest threats to be addressed.

## Section 950

### Provision of Non-Assurance Services to Assurance Clients

#### Introduction

- 950.1 Firms are required to comply with the fundamental principles, be independent, and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 950.2 Firms might provide a range of non-assurance services to their assurance clients, consistent with their skills and expertise. Providing certain non-assurance services to assurance clients might create threats to compliance with the fundamental principles and threats to independence.
- 950.3 This section sets out requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence when providing non-assurance services to assurance clients.
- 950.4 New business practices, the evolution of financial markets and changes in technology are some developments that make it impossible to draw up an all-inclusive list of non-assurance services that firms might provide to an assurance client. The

conceptual framework and the general provisions in this section apply when a firm proposes to a client to provide a non-assurance service for which there are no specific requirements and application material.

## Requirements and Application Material

### General

#### *Risk of Assuming Management Responsibilities When Providing a Non-Assurance Service*

**R950.5 A1** When a firm provides a non-assurance service to an assurance client, there is a risk that a firm will assume a management responsibility in relation to the underlying subject matter and, in an attestation engagement, the subject matter information of the assurance engagement unless the firm is satisfied that the requirements in paragraphs R900.13 and R900.14 have been complied with.

#### *Accepting an Engagement to Provide a Non-Assurance Service*

**R950.6** Before a firm accepts an engagement to provide a non-assurance service to an assurance client, the firm shall apply the conceptual framework to identify, evaluate and address any threat to independence that might be created by providing that service.

#### *Identifying and Evaluating Threats*

950.7 A1 A description of the categories of threats that might arise when a firm provides a non-assurance service to an assurance client is set out in paragraph 120.6 A3.

950.7 A2 Factors that are relevant in identifying and evaluating the different threats that might be created by providing a non-assurance service to an assurance client include:

- The nature, scope, intended use and purpose of the service.
- The manner in which the service will be provided, such as the personnel to be involved and their location.
- The legal and regulatory environment in which the service is provided.
- Whether the client is a public interest entity.
- The level of expertise of the client's management and employees with respect to the type of service provided.
- Whether the outcome of the service will affect the underlying subject matter and, in an attestation engagement, matters reflected in the subject matter or subject matter information of the assurance engagement, and, if so:
  - The extent to which the outcome of the service will have a material effect on the underlying subject matter and, in an attestation engagement, the subject matter information of the assurance engagement.
  - The extent to which the assurance client determines significant matters of judgement (Ref: Para. R900.13 to R900.14).
- The degree of reliance that will be placed on the outcome of the service as part of the assurance engagement.
- The fee relating to the provision of the non-assurance service.

#### *Materiality in Relation to an Assurance Client's Information*

950.8 A1 Materiality is a factor that is relevant in evaluating threats created by providing a non-assurance service to an assurance client. The concept of materiality in relation

to an assurance client's subject matter information is addressed in *International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements other than Audits or Reviews of Historical Financial Information*. The determination of materiality involves the exercise of professional judgement and is impacted by both quantitative and qualitative factors. It is also affected by perceptions of the financial or other information needs of users.

#### Multiple Non-assurance Services Provided to the Same Assurance Client

950.9 A1 A firm might provide multiple non-assurance services to an assurance client. In these circumstances the combined effect of threats created by providing those services is relevant to the firm's evaluation of threats.

#### Self-Review Threats

950.10 A1 A self-review threat might be created if, in an attestation engagement, the firm is involved in the preparation of subject matter information which subsequently becomes the subject matter information of an assurance engagement. Examples of non-assurance services that might create such self-review threats when providing services related to the subject matter information of an assurance engagement include:

- (a) Developing and preparing prospective information and subsequently issuing an assurance report on this information.
- (b) Performing a valuation that is related to or forms part of the subject matter information of an assurance engagement.

#### Assurance clients that are public interest entities

950.11 A1 Expectations about a firm's independence are heightened when an assurance engagement is undertaken by a firm for a public interest entity and the results of that engagement will be:

- (a) Made available publicly, including to shareholders and other stakeholders; or
- (b) Provided to an entity or organisation established by law or regulation to oversee the operation of a business sector or activity.

Consideration of these expectations forms part of the reasonable and informed third party test applied when determining whether to provide a non-assurance service to an assurance client.

950.11 A2 If a self-review threat exists in relation to an engagement undertaken in the circumstances described in paragraph 950.11 A1 (b), the firm is encouraged to disclose the existence of that self-review threat and the steps taken to address it to the party engaging the firm or those charged with governance of the assurance client and to the entity or organisation established by law or regulation to oversee the operation of a business sector or activity to which the results of the engagement will be provided.

#### Addressing Threats

950.12 A1 Paragraphs 120.10 to 120.10 A2 include a requirement and application material that are relevant when addressing threats to independence, including a description of safeguards.

950.12 A2 Threats to independence created by providing a non-assurance service or multiple services to an assurance client vary depending on facts and circumstances of the assurance engagement and the nature of the service. Such threats might be addressed by applying safeguards or by adjusting the scope of the proposed service.

- 950.12 A3 Examples of actions that might be safeguards to address such threats include:
- Using professionals who are not assurance team members to perform the service.
  - Having an appropriate reviewer who was not involved in providing the service review the assurance work or service performed.
- 950.12 A4 Safeguards might not be available to reduce the threat created by providing a non-assurance service to an assurance client to an acceptable level. In such a situation, the application of the conceptual framework requires the firm to:
- (a) Adjust the scope of the proposed service to eliminate the circumstances that are creating the threat;
  - (b) Decline or end the service that creates the threat that cannot be eliminated or reduced to an acceptable level; or
  - (c) End the assurance engagement.

## Section 990

### Reports that include a Restriction on Use and Distribution (Assurance Engagements other than Audit and Review Engagements)

#### Introduction

- 990.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 990.2 This section sets out certain modifications to Part 4B which are permitted in certain circumstances involving assurance engagements where the report includes a restriction on use and distribution. In this section, an engagement to issue a restricted use and distribution assurance report in the circumstances set out in paragraph R990.3 is referred to as an “eligible assurance engagement.”

#### Requirements and Application Material

##### General

- R990.3** When a firm intends to issue a report on an assurance engagement which includes a restriction on use and distribution, the independence requirements set out in Part 4B shall be eligible for the modifications that are permitted by this section, but only if:
- (a) The firm communicates with the intended users of the report regarding the modified independence requirements that are to be applied in providing the service; and
  - (b) The intended users of the report understand the purpose, subject matter information and limitations of the report and explicitly agree to the application of the modifications.
- 990.3 A1 The intended users of the report might obtain an understanding of the purpose, subject matter information, and limitations of the report by participating, either directly, or indirectly through a representative who has authority to act for the intended users, in establishing the nature and scope of the engagement. In either case, this participation helps the firm to communicate with intended users about independence matters, including the circumstances that are relevant to applying the conceptual framework. It also allows the firm to obtain the agreement of the intended users to the modified independence requirements.

- R990.4** Where the intended users are a class of users who are not specifically identifiable by name at the time the engagement terms are established, the firm shall subsequently make such users aware of the modified independence requirements agreed to by their representative.
- 990.4 A1 For example, where the intended users are a class of users such as lenders in a syndicated loan arrangement, the firm might describe the modified independence requirements in an engagement letter to the representative of the lenders. The representative might then make the firm's engagement letter available to the members of the group of lenders to meet the requirement for the firm to make such users aware of the modified independence requirements agreed to by the representative.
- R990.5** When the firm performs an eligible assurance engagement, any modifications to Part 4B shall be limited to those modifications set out in paragraphs R990.7 and R990.8.
- R990.6** If the firm also issues an assurance report that does not include a restriction on use and distribution for the same client, the firm shall apply Part 4B to that assurance engagement.

### **Financial Interests, Loans and Guarantees, Close Business, Family and Personal Relationships**

- R990.7** When the firm performs an eligible assurance engagement:
- (a) The relevant provisions set out in Sections 910, 911, 920, 921, 922 and 924 need apply only to the members of the engagement team, and their immediate and close family members;
  - (b) The firm shall identify, evaluate and address any threats to independence created by interests and relationships, as set out in Sections 910, 911, 920, 921, 922 and 924, between the assurance client and the following assurance team members:
    - (i) Those who provide consultation regarding technical or industry specific issues, transactions or events; and
    - (ii) Those who provide quality control for the engagement, including those who perform the engagement quality control review; and
  - (c) The firm shall evaluate and address any threats that the engagement team has reason to believe are created by interests and relationships between the assurance client and others within the firm who can directly influence the outcome of the assurance engagement, as set out in Sections 910, 911, 920, 921, 922 and 924.
- 990.7 A1 Others within the firm who can directly influence the outcome of the assurance engagement include those who recommend the compensation, or who provide direct supervisory, management or other oversight, of the assurance engagement partner in connection with the performance of the assurance engagement.
- R990.8** When the firm performs an eligible assurance engagement, the firm shall not hold a material direct or a material indirect financial interest in the assurance client.

## Effective Dates

Except for the following revisions that will become effective in December 2022, the Code is effective.

- Revisions to the non-assurance services (NAS) and fee-related provisions of the Code.
- Revisions to address the objectivity of an engagement quality reviewer (EQR) and other appropriate reviewers.
- Quality management-related conforming amendments to the Code that were issued as a result of the finalization of the International Auditing and Assurance Standards Board's (IAASB) suite of quality management standards.

Early adoption is permitted.