

**COMPILATION OF PROPOSED RESTRUCTURED CODE
AS OF JANUARY 2017**

This document has been prepared by the Staff of the International Ethics Standards Board for Accountants® (IESBA) for information only. It is a staff-prepared compilation of the proposed restructured Code and includes the:

- [Agreed-in-principle texts](#) for Phase 1 of the Structure and Safeguards projects; and
- Proposed texts in [Structure ED-2](#), [Safeguards ED-2](#) and the [Applicability ED](#).

The [January 2017 IESBA Update](#) provides additional information about the IESBA's Structure of the Code project. A [mapping table](#) is available at www.ethicsboard.org/restructured-code to assist readers compare the provisions in the extant Code to the proposed restructured provisions.

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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 *International Code of Ethics for Professional Accountants (including International Independence Standards)* (“the Code”) sets out fundamental principles of ethics for professional accountants, reflecting the profession’s recognition of its public interest responsibilities. The fundamental principles are integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.
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 accountants apply the conceptual framework to those topics.
3. In the case of audits, reviews and other assurance engagements, the Code sets out *International Independence Standards*, established by the application of the conceptual framework to these engagements.

How the Code is Structured

4. The Code contains the following material:
 - 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.

Professional accountants in public practice might also find Part 2 relevant to their particular circumstances.[∞]

[^] The Guide is a new feature and was included in the body of the Code in Structure ED-1. In response to feedback from respondents to Structure ED-1, the Guide to the Code has been repositioned.

[∞] This sentence might be subject to further revision as a result of the IESBA’s Revision of Part C project, in particular, the final text of the proposals set out in the January 2017 Exposure Draft, *Proposed Revisions to Clarify the Applicability of Provisions in Part C of the Extant Code to Professional Accountants in Public Practice (Applicability ED)*.

- Part 3 – *Professional Accountants in Public Practice*, which sets out additional material that applies to professional accountants in public practice when providing professional services.
- *International 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 Audits and Reviews*, which applies when performing audit or review engagements.
 - Part 4B – *Independence for Other Assurance Engagements*, which applies when performing assurance engagements that are not audit or review engagements.

The Code contains sections which address specific topics. Some sections contain subsections dealing with specific aspects of those topics.

The *Glossary* contains 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 *Glossary*, in Part 4A, the term “audit engagements” refers to both audit and review engagements.

5. 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.
 - 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

6. The Code requires a professional accountant to comply with the fundamental principles of professional ethics for professional accountants. Professional accountants include professional accountants in business and professional accountants in public practice.
7. All of the requirements and application material are to be read and applied in the context of complying with the fundamental principles, applying the conceptual framework and being independent when performing audit, review and other assurance engagements.
8. Proper application of a particular section of the Code requires knowledge and understanding of the relevant section and the entire text of Part 1. The requirements and application material set out in any subsection are to be read in conjunction with the requirements and application material set out in the section of which the subsection is a part.

Requirements

9. Requirements are designated with an “R” 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.
10. In some situations the Code provides a specific exception to a requirement. In such a situation, the provision is designated with an “R” but uses “may” or conditional wording.

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11. 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. 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.

Application Material

12. 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 an “A.”
13. Where application material includes lists of examples, these lists are not intended to be exhaustive.

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PROFESSIONAL ACCOUNTANTS IN BUSINESS
(SECTIONS 200 TO 299)

PART 3
PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE
(SECTIONS 300 TO 399)

INTERNATIONAL INDEPENDENCE STANDARDS
(PARTS 4A AND 4B)
PART 4A – INDEPENDENCE FOR AUDITS AND REVIEWS
(SECTIONS 400 TO 899)
PART 4B – INDEPENDENCE FOR OTHER ASSURANCE ENGAGEMENTS
(SECTIONS 900 TO 999)

GLOSSARY (ALL PROFESSIONAL ACCOUNTANTS)

**INTERNATIONAL CODE OF ETHICS FOR PROFESSIONAL ACCOUNTANTS
(including INTERNATIONAL INDEPENDENCE STANDARDS)**

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[∞] Included in Structure ED-2.

[†] Section 250, *Inducements* will be developed as part of Phase to the Revision of Part C project (see the January 2017 IESBA Update).

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940 Long Association of Personnel with an Assurance Client^z

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Glossary

PREFACE

The IESBA develops and issues, under its own standard setting authority, the *International Code of Ethics for Professional Accountants (including International Independence Standards)* (“the Code”). The Code is for use by professional accountants around the world. The IESBA establishes the Code for international application following due process.

The International Federation of Accountants (IFAC) establishes separate requirements for its member bodies with respect to the Code.

Commented [IESBA1]: Preface

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

Section 100

Complying with the Code

- 100.1 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. A professional accountant's responsibility is not exclusively to satisfy the needs of an individual client or employing organization. Therefore, the Code contains requirements and application material to enable accountants to meet their responsibility to act in the public interest. **Commented [IESBA2]: 100.1**
- 100.2 The requirements in the Code, designated with an "R," impose obligations. Application material, designated with an "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. **Commented [IESBA3]: New paragraph**
- R100.3** A professional accountant shall comply with the Code. There might be circumstances when laws or regulations preclude an accountant from complying with certain parts of the Code. In such circumstances, those laws and regulations prevail, and the accountant shall comply with all other parts of the Code. **Commented [IESBA4]: 100.1**
- 100.3 A1 The principle of professional behavior requires a professional accountant to comply with relevant laws and regulations. Some jurisdictions might have requirements and guidance that differ from or go beyond those set out in the Code. Accountants in those jurisdictions need to be aware of those differences and comply with the more stringent requirements and guidance unless prohibited by laws or regulations. **Commented [IESBA5]: Preface**
- 100.3 A2 A professional accountant might encounter unusual circumstances in which the accountant believes that the result of applying a specific requirement of the Code would be disproportionate or might not be in the public interest. In those circumstances, the accountant is encouraged to consult with a professional body or a regulator. **Commented [IESBA6]: 100.11**
- R100.4** Paragraphs R400.80 to R400.89 and R900.50 to R900.55 address a breach of Parts 4A and 4B, respectively. 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 accountant's ability to comply with the fundamental principles. The 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.
- 100.4 A1 Relevant parties to whom such a breach might be reported include those who might have been affected by it, a professional body, a regulator or an oversight authority. **Commented [IESBA8]: 100.10**

Section 110

The Fundamental Principles

110.1	<p>There are five fundamental principles of ethics for professional accountants:</p> <ul style="list-style-type: none">(a) Integrity – to be straightforward and honest in all professional and business relationships.(b) Objectivity – not to compromise professional or business judgments because of bias, conflict of interest or undue influence of others.(c) Professional Competence and Due Care – to:<ul style="list-style-type: none">(i) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organization 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 Behavior – to comply with relevant laws and regulations and avoid any conduct that the professional accountant knows or should know might discredit the profession.	<p>Commented [IESBA9]: 100.5</p>
R110.2	<p>A professional accountant shall comply with each of the fundamental principles.</p>	<p>Commented [IESBA10]: NOCLAR</p>
110.2 A1	<p>The fundamental principles of professional ethics set out in the Code establish the standard of behavior expected of a professional accountant. The conceptual framework establishes the approach which all accountants are required to apply to assist them in achieving compliance with those fundamental principles. Subsections 111 to 115 set out requirements and application material related to each of the fundamental principles.</p>	<p>Commented [IESBA11]: 100.5</p> <p>Commented [IESBA12]: 100.2, last sentence of 100.5</p>
110.3 A1	<p>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 accountant might consider consulting, on an anonymous basis if necessary, with:</p> <ul style="list-style-type: none">• Others within the firm or employing organization.• Those charged with governance.• A professional body.• A regulator.• Legal counsel. <p>However, such consultation does not relieve the accountant from the responsibility to exercise professional judgment to resolve the conflict or, if necessary, and unless prohibited by law, disassociate from the matter creating the conflict.</p>	<p>Commented [IESBA13]: 100.19, 100.20, 100.21</p> <p>Commented [IESBA14]: NOCLAR</p>
110.3 A2	<p>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.</p>	<p>Commented [IESBA15]: 100.22</p>

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. **Commented [IESBA16]:** 110.1
- 111.1 A1 Integrity implies fair dealing and truthfulness. **Commented [IESBA17]:** 110.1
- R111.2** A professional accountant shall not knowingly be associated with reports, returns, communications or other information where the accountant believes that the information: **Commented [IESBA18]:** 110.2
- (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 accountant is not in breach of paragraph R111.2. **Commented [IESBA19]:** 110.3
- R111.3** When a professional accountant becomes aware of having been associated with information described in paragraph R111.2, the accountant shall take steps to be disassociated from that information. **Commented [IESBA20]:** 110.2

Subsection 112 – Objectivity

- R112.1** A professional accountant shall comply with the principle of objectivity, which requires an accountant not to compromise professional or business judgment because of bias, conflict of interest or undue influence of others. **Commented [IESBA21]:** 120.1
- R112.2** A professional accountant shall not undertake a professional activity if a circumstance or relationship unduly influences the accountant's professional judgment regarding that activity. **Commented [IESBA22]:** 120.2, 280.4

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 an accountant to: **Commented [IESBA23]:** 130.1
- (a) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organization 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 organization with professional competence requires the exercise of sound judgment in applying professional knowledge and skill when undertaking professional activities. **Commented [IESBA24]:** 130.2
- 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. **Commented [IESBA25]:** 130.3
- 113.1 A3 Diligence encompasses the responsibility to act in accordance with the requirements of an assignment, carefully, thoroughly and on a timely basis. **Commented [IESBA26]:** 130.4

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 accountant's authority have appropriate training and supervision.

Commented [IESBA27]: 130.5

R113.3 Where appropriate, a professional accountant shall make clients, employing organization, or other users of the accountant's professional services or activities, aware of the limitations inherent in the services or activities.

Commented [IESBA28]: 130.6

Subsection 114 – Confidentiality

R114.1 A professional accountant shall comply with the principle of confidentiality which requires an accountant to respect the confidentiality of information acquired as a result of professional and business relationships. An accountant shall:

Commented [IESBA29]: 140.1

(a) Be alert to the possibility of inadvertent disclosure, including in a social environment, and particularly to a close business associate an immediate or a close family member;

Commented [IESBA30]: 140.2

(b) Maintain confidentiality of information within the firm or employing organization;

Commented [IESBA31]: 140.4

(c) Maintain confidentiality of information disclosed by a prospective client or employing organization;

Commented [IESBA32]: 140.3

(d) Not disclose confidential information acquired as a result of professional and business relationships outside the firm or employing organization without proper and specific authority, unless there is a legal or professional duty or right to disclose;

Commented [IESBA33]: 140.1(a)

(e) Not use confidential information acquired as a result of professional and business relationships for the personal advantage of the accountant or for the advantage of a third party;

Commented [IESBA34]: 140.1(b)

(f) Not use or disclose any confidential information, either acquired or received as a result of a professional or business relationship, after the business or personal relationship has ended; and

Commented [IESBA35]: 140.6

(g) Take reasonable steps to ensure that personnel under the accountant's control, and individuals from whom advice and assistance is obtained, respect the accountant's duty of confidentiality.

Commented [IESBA36]: 140.5

R114.2 A professional accountant shall continue to comply with the principle of confidentiality even after the end of the relationship between the accountant and a client or employing organization. When changing employment or acquiring a new client, the 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.

Commented [IESBA37]: 140.6

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

Commented [IESBA38]: 140.7, NOCLAR

(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;
- (b) Disclosure is permitted by law and is authorized by the client or the employing organization; and
- (c) There is a professional duty or right to disclose, when not prohibited by law:
 - (i) To comply with the quality review of a professional body;
 - (ii) To respond to an inquiry or investigation by a professional or regulatory body;
 - (iii) To protect the professional interests of an accountant in legal proceedings; or
 - (iv) To comply with technical and professional standards, including ethics requirements.

Commented [IESBA39]: NOCLAR

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

Commented [IESBA40]: 140.8

- Whether the interests of any parties, including third parties whose interests might be affected, could be harmed if the client or employer 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.

Subsection 115 – Professional Behavior

R115.1 A professional accountant shall comply with the principle of professional behavior which requires an accountant to comply with relevant laws and regulations and avoid any conduct that the 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 integrity, objectivity or the good reputation of the profession and as a result would be incompatible with the fundamental principles.

Commented [IESBA41]: 150.1, 200.2, NOCLAR

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.

Commented [IESBA42]: 150.1, NOCLAR

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:

Commented [IESBA43]: 150.2, 250.2

- (a) Exaggerated claims for the services offered by, or the qualifications or experience of, the 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 accountant is encouraged to consult with the relevant professional body.

Commented [IESBA44]: 250.2

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 accountants in complying with the fundamental principles and meeting their responsibility to act in the public interest. Such requirements and application material accommodates 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 an accountant from concluding that a situation is permitted solely because that situation is not specifically prohibited by the Code.

Commented [IESBA45]: 100.6

120.2 The conceptual framework specifies an approach for the professional accountant to:

Commented [IESBA46]: 100.6, 100.2

- (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

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.

Commented [IESBA47]: Derived from 100.2, 100.6, 100.7

120.3 A1 Additional requirements and application material that are relevant to the application of the conceptual framework are set out in:

Commented [IESBA48]: 100.3, 100.15

- (a) Part 2 – *Professional Accountants in Business*;
- (b) Part 3 – *Professional Accountants in Public Practice*; and
- (c) *International Independence Standards*, as follows:
 - (i) Part 4A – *Independence for Audits and Reviews*; and
 - (ii) Part 4B – *Independence for Other Assurance Engagements*.

R120.4 When facing an ethical issue, a professional accountant shall consider the context within which the issue has occurred. Where a professional accountant in public practice is performing professional activities pursuant to the accountant's employment or ownership relationship with the firm, there might be requirements and application material in Part 2 that are also applicable to those circumstances. If so, the professional accountant in public practice shall comply with the relevant provisions.

120.4 A1 For example, where a professional accountant in public practice is pressured by an engagement partner to underreport chargeable hours for a client engagement in order to artificially enhance engagement profitability which might impact the partner's remuneration, the requirements and application material set out in Section 270 would be relevant.

R120.5 When applying the conceptual framework, the professional accountant shall:

- (a) Exercise professional judgment;
- (b) Remain alert for new information and to changes in facts and circumstances; and
- (c) Use the reasonable and informed third party test as described in paragraph 120.5 A1.

Commented [IESBA49]: 100.2, 100.7, 290.7

Commented [IESBA50]: Derived from 220.6, 310.6

Commented [IESBA51]: 100.7

Reasonable and Informed Third Party

120.5 A1 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 the conclusions are made. The reasonable and informed third party does not need to be an accountant, but would possess the relevant knowledge and experience, to understand and evaluate the appropriateness of the accountant's conclusions in an impartial manner.

Commented [IESBA52]: 100.7, 100.8

Identifying Threats

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

Commented [IESBA53]: Derived from 100.6, 290.1

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. Certain conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organization that can enhance the accountant acting ethically, might also impact the identification of threats to compliance with the fundamental principles.

Commented [IESBA54]: 100.8, 100.16

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.

Commented [IESBA55]: 100.6, 100.12

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

Commented [IESBA56]: 100.12

- (a) Self-interest threat – the threat that a financial or other interest will inappropriately influence a professional accountant's judgment or behavior;
- (b) Self-review threat – the threat that a professional accountant will not appropriately evaluate the results of a previous judgment made; or an activity performed by the accountant, or by another individual within the accountant's firm or employing organization, on which the accountant will rely when forming a judgment as part of performing a current activity;
- (c) Advocacy threat – the threat that a professional accountant will promote a client's or employer's position to the point that the accountant's objectivity is compromised;

- (d) Familiarity threat – the threat that due to a long or close relationship with a client, or employer, 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 accountant.

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

Commented [IESBA57]: 100.12

Evaluating Threats

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

Commented [IESBA58]: Derived from 100.6, 100.8

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

Commented [IESBA59]: 100.9, 290.11

120.7 A2 The existence of conditions, policies and procedures described in paragraph 120.6 A1 might also impact the accountant's evaluation of the level of threats to compliance with the fundamental principles. Examples of such conditions, policies and procedures include:

Commented [IESBA60]: 100.13, 100.14, 100.16, 200.9, 200.11, 200.12

- 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 behavior.
- An explicitly stated duty to report breaches of ethics requirements.
- Professional or regulatory monitoring and disciplinary procedures.

Acceptable Level

120.8 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 accountant complies with the fundamental principles.

Commented [IESBA61]: Glossary

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 accountant shall re-evaluate and address that threat accordingly.

Commented [IESBA62]: 290.10

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:

Commented [IESBA63]: New paragraph

- (a) Impact the level of a threat; or
- (b) Affect the 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

Commented [IESBA64]: Derived from 290.10

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 accountant shall address the threats by eliminating them or reducing them to an acceptable level. The accountant shall do so by:

Commented [IESBA65]: New paragraph

- (a) Eliminating the circumstances, including interests or relationships, that are creating the threats;
- (b) Applying safeguards, where available and capable of being applied; or
- (c) Declining or ending the specific professional activity.

Safeguards

120.10 A1 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.

Commented [IESBA66]: 100.9, 100.13

Actions to Eliminate Threats

120.10 A2 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 level of the threat to an acceptable level.

Commented [IESBA67]: New paragraph

Consideration of Significant Judgments Made and Overall Conclusions Reached

R120.11 The professional accountant shall form an overall conclusion about whether the actions that the 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 accountant shall:

Commented [IESBA68]: New paragraph

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

Considerations for Audits, Reviews and Other Assurance Engagements

120.12 A1 Professional accountants in public practice are required to be independent when performing audits, reviews, or other assurance engagements. Independence is linked to the fundamental principles of objectivity and integrity. It comprises:

Commented [IESBA69]: First two sentences are new

- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.
- (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 skepticism has been compromised.

Commented [IESBA70]: 290.6

120.12 A2 Parts 4A and 4B of the Code comprise the International Independence Standards. Parts 4A and 4B 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.

Commented [IESBA71]: 290.1, 290.7

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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 describes 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, professional accountants in business are required to be alert for such facts and circumstances.

Commented [IESBA72]: 300.1 Close-off document

200.2 Investors, creditors, employers and other sectors of the business community, as well as governments and the 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 organizations 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.

Commented [IESBA73]: 300.2 Part C Close-off document

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 organization. The legal form of the relationship of the accountant with the employing organization has no bearing on the ethical responsibilities placed on the accountant.

Commented [IESBA74]: 300.3 Part C Close-off document

200.4 In this Part, the term “professional accountant” refers to:

- (a) Professional accountants in business; and
- (b) Professional accountants in public practice when performing professional activities pursuant to the professional accountant’s employment or ownership relationship with their firm. More information on when Part 2 might be applicable to professional accountants in public practice is set out in R120.4, 120.4 A1, R300.5 and 300.5 A1.

Requirements and Application Material

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.

Commented [IESBA75]: 300.6 Part C Close-off document

200.5 A1 A professional accountant has a responsibility to further the legitimate objectives of the accountant’s employing organization. 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.

Commented [IESBA76]: 300.4 Part C Close-off document

200.5 A2 Professional accountants may promote the position of the employing organization when furthering the legitimate goals and objectives of their employing organization, provided any statements made are neither false nor misleading. Such actions usually would not create an advocacy threat.

Commented [IESBA77]: 300.10 Part C Close-off document

200.5 A3 All professional accountants have a responsibility to act in the public interest. The more senior the position of the accountant, the greater will be the ability and opportunity to access

Commented [IESBA78]: 300.5 Part C Close-off document

information, and to influence policies, decisions made and actions taken by others involved with the employing organization. To the extent that they are able to do so, taking into account their position and seniority in the organization, accountants are expected to encourage and promote an ethics-based culture in the organization. Examples of actions that might be taken include the introduction, implementation and oversight of:

- Ethics education and training programs.
- Ethics and whistle-blowing policies.
- Policies and procedures designed to prevent non-compliance with laws and regulations.

Identifying Threats

200.6 A1 Compliance with the fundamental principles might be threatened 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 those threats for a professional accountant when undertaking a professional activity:

Commented [IESBA79]: 300.7 Part C Close-off document

(a) Self-interest Threats

- A professional accountant holding a financial interest in, or receiving a loan or guarantee from, the employing organization.
- A professional accountant participating in incentive compensation arrangements offered by the organization.
- A professional accountant using corporate assets for personal use.
- A professional accountant accepting a gift or special treatment from a supplier of the employing organization.

Commented [IESBA80]: 300.8 Part C Close-off document

(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.

Commented [IESBA81]: 300.9 Part C Close-off document

(c) Advocacy Threats

- A professional accountant having the opportunity to manipulate information in a prospectus in order to obtain favorable financing.

(d) Familiarity Threats

- A professional accountant being responsible for the financial reporting of the employing organization when an immediate or close family member employed by the organization makes decisions that affect the financial reporting of the organization.
- A professional accountant having a long association with contacts influencing business decisions.

Commented [IESBA82]: 300.11 Part C Close-off document

(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 either:

Commented [IESBA83]: 300.12 Part C Close-off document

- An accounting principle; or
- 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

200.6 A2 Conditions, policies and procedures as described in 120.6 A1 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 the employing organization and its operating environment.

Commented [IESBA84]: New paragraph

200.6 A3 The professional accountant's evaluation of the level of a threat is also impacted by the nature and scope of the professional activity.

200.6 A4 A professional accountant's evaluation of the level of a threat might be impacted by the work environment within the employing organization and its operating environment. For example:

Commented [IESBA85]: 300.14 Part C Close-off document

- Leadership that stresses the importance of ethical behavior and the expectation that employees will act in an ethical manner.
- Policies and procedures to empower and encourage employees to communicate ethical issues that concern them to senior levels 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 emphasizing the importance of employing high caliber 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 A1 Professional accountants might consider obtaining legal advice where they believe that unethical behavior or actions by others have occurred, or will continue to occur, within the employing organization.

Commented [IESBA86]: 300.15 Part C Close-off document

200.7 A2 In extreme situations, if the circumstances that created the threats cannot be eliminated or safeguards are not capable of being applied to reduce the threat to an acceptable level, it might be necessary for a professional accountant to resign from the employing organization.

Commented [IESBA87]: 300.15 Part C Close-off document

Communicating with Those Charged with Governance

R200.8 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 accountant communicates with a subgroup of those charged with governance, the accountant shall determine whether communication with all of those charged with governance is also necessary.

Commented [IESBA88]: 100.25

200.8 A1 In determining with whom to communicate, a professional accountant might consider:

Commented [IESBA89]: 100.25

- (a) The nature and importance of the circumstances; and
- (b) The matter to be communicated.

200.8 A2 If a professional accountant communicates with a subgroup of those charged with governance, for example, an audit committee or an individual, communication with all of those charged with governance might also be necessary to ensure they are adequately informed.

Commented [IESBA90]: 100.25

R200.9 If a professional accountant communicates with individuals who have management responsibilities, the accountant shall be satisfied that communication with those individuals adequately informs all of those in a governance role with whom the accountant would otherwise communicate.

Commented [IESBA91]: 100.26, NOCLAR

200.9 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 with person(s) with management responsibilities, and those persons also have governance responsibilities, the matters do not need to be communicated again with those same persons in their governance role.

Commented [IESBA92]: 100.26, NOCLAR

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.

Commented [IESBA93]: New paragraph

210.2 A conflict of interest creates a threat to compliance with the principle of objectivity and might create threats to compliance with the other fundamental principles. Such threats might be created when:

Commented [IESBA94]: 310.1

- (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 accountant undertakes a professional activity related to that matter are in conflict.

A party might include an employing organization, a vendor, a customer, a lender, a shareholder, or another party.

210.3 Section 210 sets out specific requirements and application material relevant to applying the conceptual framework to conflicts of interest.

Commented [IESBA95]: New paragraph

Requirements and Application Material

General

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

Commented [IESBA96]: 310.5

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

Commented [IESBA97]: 310.2

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

Commented [IESBA98]: 310.3 / 310.6

- (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, interest and relationships that might create a conflict of interest during a professional activity.

Commented [IESBA99]: 310.6

Applying the Conceptual Framework to 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 that the level of the threat is not at an acceptable level.

Commented [IESBA100]: 310.7

210.7 A2 Examples of actions that might be safeguards to address threats created by conflicts of interest include:

Commented [IESBA101]: 310.8

- A restructure or segregation of certain responsibilities and duties.
- Appropriate oversight, for example, acting under the supervision of an executive or non-executive director.

210.7 A3 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.

Commented [IESBA102]: 310.8

Disclosure and Consent

210.8 A1 It is generally necessary:

Commented [IESBA103]: 310.9

- (a) To 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 organization affected by a conflict; and
- (b) When safeguards are applied to address the threat, to obtain consent from the relevant parties for the professional accountant to undertake the professional activity.

210.8 A2 Consent might be implied by a party's conduct in circumstances where the professional accountant has sufficient evidence to conclude that 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.

Commented [IESBA104]: 310.9

210.8 A3 If such disclosure or consent is not in writing, the professional accountant is encouraged to document:

Commented [IESBA105]: 310.10

- (a) The nature of the circumstances giving rise to the conflict of interest;
- (b) The safeguards applied to address the threats; 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 organization or from others, such as a professional body, legal counsel or another accountant. When making such disclosures or sharing information within the employing organization and seeking guidance of third parties, the principle of confidentiality applies.

Commented [IESBA106]: 310.4

210.10 A1 A professional accountant might encounter other threats to compliance with the fundamental principles, for example, when:

Commented [IESBA107]: 310.11 Part C Close-off document

- Preparing or presenting financial information as a result of undue pressure from others within the employing organization; or
- Financial, business or personal relationships that immediate or close family members of the professional accountant have with the employing organization.

Requirements and application material relevant to such threats is set out in Sections 220, 240 and 270.

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.

Commented [IESBA108]: New paragraph

220.2 Self-interest, intimidation or other threats to compliance with the fundamental principles might be created when an accountant is responsible for preparing or presenting information.

Commented [IESBA109]: New paragraph

220.3 Section 220 sets out specific requirements and application material relevant to applying the conceptual framework when preparing and presenting information.

Commented [IESBA110]: New paragraph

Requirements and Application Material

220.4 A1 Professional accountants at all levels in an employing organization are involved in the preparation and presentation of information both within and outside the organization.

Commented [IESBA111]: New paragraph

220.5 A2 Stakeholders to whom, or for whom, such information is presented or prepared, include:

Commented [IESBA112]: 320.1 Part C Close-off document

- Management and those charged with governance.
- Investors, lenders and other creditors.
- Regulators.

This information might assist stakeholders in understanding and evaluating aspects of the organization's state of affairs and in making decisions concerning the organization. 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 regulators for legal and compliance purposes.

220.6 A1 For the purposes of this section, preparing or presenting information includes recording, maintaining and approving information.

Commented [IESBA113]: 320.2 Part C Close-off document

220.7 A1 The professional accountant is required to comply with the fundamental principles when preparing or presenting information which includes:

Commented [IESBA114]: 320.2 Part C Close-off document

- Presenting the information in accordance with a relevant reporting framework, where applicable.

- Preparing or presenting it in a manner that is intended neither to mislead nor to influence contractual or regulatory outcomes inappropriately.
- Not omitting information with the intention of rendering the information misleading or of influencing contractual or regulatory outcomes inappropriately. 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 of a financial institution.
- Exercising professional judgment to:
 - Represent the facts accurately and completely in all material respects.
 - Describe clearly the true nature of business transactions or activities.
 - Classify and record information in a timely and proper manner.

Use of Discretion in Preparing or Presenting Information

R220.8 Preparing or presenting information might require the exercise of discretion in making professional judgments. The professional accountant shall not exercise such discretion with the intention of misleading or influencing contractual or regulatory outcomes inappropriately.

Commented [IESBA115]: 320.3 Part C Close-off document

220.8 A1 Examples of ways in which discretion might be misused to achieve inappropriate outcomes includes:

Commented [IESBA116]: 320.3 Part C Close-off document

- 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.

R220.9 When performing professional activities, especially those that do not require compliance with a relevant reporting framework, the professional accountant shall exercise professional judgment to identify and consider:

Commented [IESBA117]: 320.4 Part C Close-off document

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

220.9 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 judgments.

Commented [IESBA118]: 320.4 Part C Close-off document

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

Commented [IESBA119]: 320.4 Part C Close-off document

Relying on the Work of Others

R220.10 A professional accountant who intends to rely on the work of others, either internal or external to the organization, shall exercise professional judgment to determine what steps to take, if any, in order to fulfill the responsibilities set out in paragraph 220.7 A1.

Commented [IESBA120]: 320.5 Part C Close-off document

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

Commented [IESBA121]: 320.5 Part C Close-off document

- Reputation, expertise, resources available to the individual or organization; and
- Whether the other individual is subject to applicable professional and ethical standards.

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

Addressing Information that Might be Misleading

R220.11 When the professional accountant becomes aware that the information with which the accountant is associated is misleading, the accountant shall take appropriate actions to seek to resolve the matter.

Commented [IESBA122]: 320.6 Part C Close-off document

220.11 A1 Actions that might be appropriate include:

Commented [IESBA123]: 320.6 Part C Close-off document

- Consulting the policies and procedures of the employing organization (for example, an ethics or whistle-blowing policy) regarding how to address such matters internally.
- Discussing concerns that the information is misleading with the professional accountant's supervisor and/or the appropriate level(s) of management within the accountant's organization or those charged with governance and requesting such individuals to take appropriate action to resolve the matter. Such action might include:
 - Having the information corrected.
 - If the information has already been disclosed to the intended users, informing them of the correct information.

In situations where the misleading information might involve non-compliance with laws and regulations, Section 260 sets out requirements and application material on how to respond to such situations.

R220.12 If the professional accountant determines that appropriate action has not been taken and continues to have reason to believe that the information is misleading, the professional accountant, while being alert to the principle of confidentiality, shall consider one or more of the following:

Commented [IESBA124]: 320.7 Part C Close-off document

- Consulting with:
 - A relevant professional body.
 - The internal and external auditor of the employing organization.
 - Legal counsel.
- Determining whether any requirements exist to communicate to:

- Third parties, including users of the information
- Regulatory and oversight authorities.

R220.13 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 accountant shall refuse to be or to remain associated with the information.

Commented [IESBA125]: 320.8 Part C Close-off document

220.13 A1 The professional accountant might consider resigning from the employing organization.

Commented [IESBA126]: 320.8 Part C Close-off document

220.13 A2 The professional accountant is also encouraged to document:

Commented [IESBA127]: 320.8 Part C Close-off 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 accountant attempted to address the matter(s).

Other Considerations

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

Commented [IESBA128]: 320.9 Part C Close-off document

220.14 A2 Where threats to compliance with the fundamental principles relating to the preparation and presentation of information arise from pressure, the requirements and application material set out in Section 270 are relevant.

Commented [IESBA129]: 320.10 Part C Close-off document

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.

Commented [IESBA130]: New paragraph

230.2 Self-interest threats to compliance with the principle of professional competence and due care are created if an accountant does not act with sufficient expertise.

Commented [IESBA131]: New paragraph

230.3 Section 230 sets out specific requirements and application material relevant to applying the conceptual framework to acting with sufficient expertise.

Commented [IESBA132]: New paragraphs

Requirements and Application Material

R230.4 A professional accountant shall not intentionally mislead an employer as to the level of expertise or experience possessed.

Commented [IESBA133]: 330.1

230.4 A1 The principle of professional competence and due care requires that a professional accountant only undertake significant tasks for which the accountant has, or can obtain, sufficient training or experience.

Commented [IESBA134]: 300.1

230.4 A2 A threat to compliance with the principle of professional competence and due care might be created if a professional accountant has:

Commented [IESBA135]: 330.2

- 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.

230.4 A3 The level of the threat will depend on factors such as:

Commented [IESBA136]: 330.3

- The extent to which the professional accountant is working with others.
- Relative seniority of the accountant in the business.
- The level of supervision and review applied to the work.

230.4 A4 Examples of actions that might be safeguards to address the threats set out in paragraph 230.4 A2 include:

Commented [IESBA137]: 330.3

- Obtaining assistance or training from someone with the necessary expertise.
- Ensuring that there is adequate time available for performing the relevant duties.

R230.5 If threats to a professional accountant's ability to act with sufficient expertise cannot be addressed, the accountant shall determine whether to decline to perform the duties in question. If the professional accountant determines that declining is appropriate, the accountant shall communicate the reasons.

Commented [IESBA138]: 330.4 Part C Close-off document

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.

Commented [IESBA139]: 330.5 Part C Close-off document

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.

Commented [IESBA140]: New paragraph

240.2 A professional accountant having a financial interest, or knowing of any financial interests held by others, might create threats. Self-interest to compliance with the principles of objectivity or confidentiality might, for example, be created where there is a motive or an opportunity to manipulate price-sensitive information.

Commented [IESBA141]: 340.1 Part C Close-off document

240.3 Section 240 sets out specific requirements and application material relevant to applying the conceptual framework to financial interests, compensation and incentives linked to financial reporting and decision making.

Commented [IESBA142]: 340.1 Part C Close-off document

Requirements and Application Material

R240.4 A professional accountant shall not manipulate information or use confidential information for personal gain or for the financial gain of others.

Commented [IESBA143]: 340.2 Part C Close-off document

240.4 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.

240.4 A2 Examples of circumstances that might create threats include situations in which the professional accountant or an immediate or close family member:

Commented [IESBA144]: 340.1 Part C Close-off document

- Holds a direct or indirect financial interest in the employing organization and the value of that financial interest might be directly affected by decisions made by the accountant.
- Is eligible for a profit related bonus and the value of that bonus might be directly affected by decisions made by the accountant.
- Holds, directly or indirectly, deferred bonus share rights or share options in the organization, the value of which might be affected by decisions made by the accountant.
- Participates in compensation arrangements which provide incentives to achieve targets or to support efforts to maximize the value of the organization's shares. An example of such an arrangement might be through participation in incentive plans which are linked to certain performance conditions being met.

240.4 A3 As part of evaluating whether a threat created by financial interests is at an acceptable level, and, when necessary, in determining whether those threats are addressed, a professional accountant is required to evaluate the nature of the financial interest. This includes evaluating 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.

Commented [IESBA145]: 340.3 Part C Close-off document

240.4 A4 Factors that might be relevant in evaluating the level of a threat created by a significant financial interest include:

- 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 of:
 - 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.

240.4 A5 Threats arising from compensation or incentive arrangements might be compounded by explicit or implicit pressure from superiors or colleagues. Section 270 addresses pressure that might lead a professional accountant to breach the fundamental principles.

Commented [IESBA146]: 340.3 Part C Close-off document

Commented [IESBA147]: 340.4 Part C Close-off document

Section 250

Inducements

[Reserved for Section 250, *Inducements* which forms part of Phase 2 to the Revision of the Part C project. Section 250 is not included in this document. IESBA plans to approve proposals for Section 250 in March 2017.]

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.

Commented [IESBA148]: New paragraph

260.2 Threats to compliance with the principles of integrity and professional behavior are created when an accountant becomes aware of an act or suspected act of non-compliance with laws and regulations.

Commented [IESBA149]: New paragraph

260.3 Section 260 sets out requirements and application material regarding the approach to be taken by a professional accountant when responding to non-compliance or suspected non-compliance with:

Commented [IESBA150]: 360.5

- (a) Laws and regulations generally recognized to have a direct effect on the determination of material amounts and disclosures in the employing organization'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 organization's financial statements, but compliance with which might be fundamental to the operating aspects of the employing organization's business, to its ability to continue its business, or to avoid material penalties.

Requirements and Application Material

General

260.4 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:

Commented [IESBA151]: 360.2

- (a) The professional accountant's employing organization;
- (b) Those charged with governance of the employing organization;
- (c) Management of the employing organization; or
- (d) Other individuals working for or under the direction of the employing organization.

260.4 A2 Examples of laws and regulations which this section addresses include those that deal with:

Commented [IESBA152]: 360.6

- 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.

- R260.5** The professional accountant shall apply this section regardless of the nature of the employing organization, including whether or not it is a public interest entity. **Commented [IESBA153]:** 360.1
- 260.5 A1 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance with laws and regulations in the course of carrying out professional activities. This section guides the accountant in assessing the implications of the matter and the possible courses of action when responding to it. **Commented [IESBA154]:** 360.1
- 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 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 prior to making any disclosure
- 260.6 A1 A prohibition on alerting the party prior to making any disclosure might arise, for example, pursuant to anti-money laundering legislation. **Commented [IESBA156]:** 360.3
- 260.7 A1 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 behavior;
 - (b) By alerting management or, where appropriate, those charged with governance of the employing organization, 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.
- 260.7 A2 Non-compliance might result in fines, litigation or other consequences for the employing organization, 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. **Commented [IESBA158]:** 360.7
- 260.7 A3 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 organization, its stakeholders and the general public. **Commented [IESBA159]:** 360.8
- 260.7 A4 This section does not address:
- (a) Personal misconduct unrelated to the business activities of the employing organization; and
- Commented [IESBA160]:** 360.9

- (b) Non-compliance by parties other than those specified in paragraph 260.4 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 Organization's Management and Those Charged with Governance

260.8 A1 The employing organization's management, with the oversight of those charged with governance, is responsible for ensuring that the employing organization'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:

Commented [IESBA161]: 360.10

- (a) The employing organization;
- (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 employing organization.

Responsibilities of Professional Accountants

R260.9 If protocols and procedures exist within the professional accountant's employing organization to address non-compliance or suspected non-compliance, the accountant shall consider them in determining how to respond to such non-compliance.

Commented [IESBA162]: 360.11

260.9 A1 Many employing organizations 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 whistle-blowing mechanism. Such protocols and procedures might allow matters to be reported anonymously through designated channels.

Commented [IESBA163]: 360.11

R260.10 Where a professional accountant becomes aware of a matter to which this section applies, the steps that the accountant takes to comply with this section shall be taken on a timely basis. For the purpose of taking timely steps, the accountant shall have regard to the nature of the matter and the potential harm to the interests of the employing organization, 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 organization's human, financial, technological, physical and intangible resources. There is a greater expectation for them to take whatever action is appropriate in the public interest to respond to non-compliance or suspected non-compliance than other accountants within the employing organization. This is because of senior professional accountants' roles, positions and spheres of influence within the employing organization.

Commented [IESBA164]: 360.13

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 an instance of non-compliance or suspected non-

Commented [IESBA165]: 360.14

compliance, the accountant shall obtain an understanding of the matter. This understanding shall include:

- (a) The nature of the act 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) The potential consequences to the employing organization, investors, creditors, employees or the wider public.

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

Commented [IESBA166]: 360.15

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 accountant might also consult on a confidential basis with others within the employing organization or a professional body, or with legal counsel.

Commented [IESBA167]: 360.15

Addressing the Matter

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

Commented [IESBA168]: 360.16

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

Commented [IESBA169]: 360.16

R260.14 The senior professional accountant shall also take appropriate steps to:

Commented [IESBA170]: 360.17

- (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 fulfill their responsibilities.

Commented [IESBA171]: 360.17(a)

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 organization's external auditor, if any, is needed.

Commented [IESBA172]: 360.18

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.

Commented [IESBA173]: 360.18

Determining Whether Further Action Is Needed

R260.16 The senior professional accountant shall assess the appropriateness of the response of the accountant's superiors, if any, and those charged with governance.

Commented [IESBA174]: 360.19

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:

Commented [IESBA175]: 360.20

- The response is timely.
- They have taken or authorized 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 accountant shall determine if further action is needed in the public interest.

Commented [IESBA176]: 360.21

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

Commented [IESBA177]: 360.22

- The legal and regulatory framework.
- The urgency of the situation.
- The pervasiveness of the matter throughout the employing organization.
- Whether the senior professional accountant continues to have confidence in the integrity of the 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 organization, 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 accountant's superiors and those charged with governance include situations where:

Commented [IESBA178]: 360.23

- The 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 authorized the reporting of, the matter to an appropriate authority within a reasonable period.

R260.18 The senior professional accountant shall exercise professional judgment in determining the need for, and nature and extent of, further action. In making this determination, the accountant shall take into account whether a reasonable and informed third party would be likely to conclude that the accountant has acted appropriately in the public interest.

Commented [IESBA179]: 360.24

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 organization 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 organization.

Commented [IESBA180]: 360.25

260.18 A2 Resigning from the employing organization 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 accountant. In such circumstances, resignation might be the only available course of action.

Commented [IESBA181]: 360.26

260.19 A1 As consideration of the matter might involve complex analysis and judgments, the senior professional accountant might consider:

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

Commented [IESBA182]: 360.27

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.

Commented [IESBA183]: 360.28

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:

Commented [IESBA184]: 360.29

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

Commented [IESBA185]: 360.29

- 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, this is not a breach of the duty of confidentiality under Subsection 114 of the Code. When making such disclosure, the accountant shall act in good faith and exercise caution when making statements and assertions.

Commented [IESBA186]: 360.30

R260.22 In exceptional circumstances, the senior professional accountant might become aware of actual or intended conduct that the 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. In these circumstances, the accountant shall exercise professional judgment and may immediately disclose the matter to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach. Such disclosure is not a breach of the duty of confidentiality under Subsection 114 of the Code.

Commented [IESBA187]: 360.31

260.22 A1 Prior to deciding whether to disclose the matter to an appropriate authority immediately, the professional accountant might consider whether it would be appropriate to discuss the matter with management or those charged with governance of the employing organization.

Commented [IESBA188]: 360.31

Documentation

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

Commented [IESBA189]: 360.32

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

Responsibilities of Professional Accountants Other than Senior Professional Accountants in Business

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

Commented [IESBA190]: 360.33

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

Commented [IESBA191]: 360.34

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 organization or a professional body, or with legal counsel.

Commented [IESBA192]: 360.34

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

Commented [IESBA193]: 360.35

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 accountant does so pursuant to paragraphs 260.20 A2 and A3, this is not a breach of the duty of confidentiality under Subsection 114 of the Code. When making such disclosure, the accountant shall act in good faith and exercise caution when making statements and assertions.

Commented [IESBA194]: 360.36

Documentation

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

Commented [IESBA195]: 360.37

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

Section 270

Pressure to Breach the Fundamental Principles

Commented [IESBA196]: New heading

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 created by pressure.

Commented [IESBA197]: New paragraph

270.2 Pressure, whether exerted on, or by an accountant, might create threats to compliance with the fundamental principles.

Commented [IESBA198]: 370.1 Part C Close-off document

270.3 Section 270 sets out specific requirements and application material relevant to applying the conceptual framework when addressing pressure.

Commented [IESBA199]: 370.1 Part C Close-off document

Requirements and Application Material

General

R270.4 A professional accountant shall not:

Commented [IESBA200]: 370.2 Part C Close-off document

- (a) Allow pressure from others to result in a breach of compliance with the fundamental principles.
- (b) Place pressure on others that the accountant knows, or has reason to believe, would result in the other individuals breaching the fundamental principles.

270.4 A1 A professional accountant might face pressure that creates threats to compliance with the fundamental principles, for example intimidation threats, when undertaking a professional activity. Pressure might be explicit or implicit and might come from:

Commented [IESBA201]: 370.2 Part C Close-off document

- Within the organization, for example, from a colleague or superior.
- An external individual or organization such as a vendor, customer or lender.
- Internal or external targets and expectations.

270.4 A2 Examples of pressure that might result in a threat to compliance with the fundamental principles include:

Commented [IESBA202]: 370.3 Part C Close-off document

- Pressure related to conflicts of interest:
 - Pressure from a family member bidding to act as a vendor to the professional accountant's employing organization to select them 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 accountants to misrepresent programs 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 to manipulate performance indicators from superiors, colleagues or others, for example, those who might benefit from participation in compensation or incentive arrangements.

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 organization, to offer inducements to influence inappropriately the judgment or decision making process of an individual or organization.
 - 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*.

- 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*.

270.4 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 organization including the extent to which they reflect or emphasize the importance of ethical behavior and the expectation that employees will act ethically. For example, a corporate culture that tolerates unethical behavior might increase the likelihood that the pressure would result in a threat to compliance with the fundamental principles.

Commented [IESBA203]: 370.4 Part C Close-off document

- Policies and procedures, if any, that the employing organization has established, such as ethics or human resources policies that address pressure.

270.4 A4 Consultation with:

- A colleague, superior, human resources personnel, or another professional accountant;
- Relevant professional or regulatory bodies or industry associations; or
- Legal counsel

might assist the professional accountant understand the factors that are relevant in evaluating the level of the threat.

The principle of confidentiality applies in communications with external parties.

270.4 A5 Discussions and consultations with others about the circumstances creating the pressure might assist the professional accountant to evaluate the level of the threat. These might include:

- A discussion about the matter with the individual who is exerting the pressure to seek to resolve the matter.
- A discussion about the matter with the professional accountant's supervisor, if the supervisor is not the individual exerting the pressure.
- An escalation of the matter within the employing organization, including when appropriate, an explanation of any consequential risks to the organization, for example with:
 - Higher levels of management.
 - Internal or external auditors.
 - Those charged with governance.
- A disclosure about the matter in line with the organization's policies, including ethics and whistleblowing policies, using any established mechanism, such as a confidential ethics hotline.
- A consultation with legal counsel about the specific matter.

270.4 A6 An action that might eliminate a threat created by pressure is the professional accountant's request for a restructure of, or segregation of certain responsibilities and duties so that the accountant is no longer involved with the individual or entity exerting the pressure. This might be appropriate only when doing so would address the threat created by the pressure. For example, if the accountant is pressured in relation to a conflict of interest, the threat to compliance with the fundamental principle created by the pressure might be addressed when the accountant avoids being associated with the matter creating the conflict.

R270.5 If the professional accountant identifies and determines that the threat created by pressure is not at an acceptable level, the accountant shall address that threat by:

- (a) Eliminating the circumstances, interests or relationships, that are creating the threats; including resigning from the employing organization;
- (b) Applying safeguards, where available or capable of being applied; or
- (c) Declining or ending the specific professional activity.

Commented [IESBA204]: 370.4 Part C Close-off document

Commented [IESBA205]: 370.5 Part C Close-off document

Commented [IESBA206]: New paragraph

Commented [IESBA207]: 370.6 Part C Close-off document

270.5 A1 The professional accountant is also encouraged to document:

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

Commented [IESBA208]: 370.6 Part C Close-off document

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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 describes 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, professional accountants in public practice are required to be alert for such facts and circumstances.

Commented [IESBA209]: 200.1

300.2 The requirements and application material that apply to professional accountants in public practice are set out as follows:

Commented [IESBA210]: 100.3, 100.15, 290.1

- Part 3 – *Professional Accountants in Public Practice*, Sections 300 to 399, applies to all professional accountants in public practice, whether they provide assurance services or not.
- *International Independence Standards* as follows:
 - Part 4A – *Independence for Audits and Reviews*, Sections 400 to 899, applies to professional accountants in public practice when performing audit and review engagements.
 - Part 4B – *Independence for Other Assurance Engagements*, Sections 900 to 999, applies to professional accountants in public practice when performing assurance engagements other than audit and review engagements.

300.3 In this Part, the term “professional accountant” refers to professional accountants in public practice and their firms.

Commented [IESBA211]: New paragraph

Requirements and Application Material

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.

Commented [IESBA212]: New paragraph

R300.5 When facing an ethical issue, a professional accountant shall consider the context within which the issue has occurred. Where a professional accountant in public practice is performing professional activities pursuant to the accountant’s employment or ownership relationship with the firm, there might be requirements and application material in Part 2 that are also applicable to those circumstances. If so, the professional accountant in public practice shall comply with the relevant provisions.

300.5 A1 For example, where a professional accountant in public practice is pressured by an engagement partner to underreport chargeable hours for a client engagement in order to artificially enhance engagement profitability which might impact the partner’s remuneration, the requirements and application material set out in Section 270 would be relevant.

Identifying Threats

300.6 A1 Compliance with the fundamental principles might be threatened by a broad range of facts and circumstances. The categories of threats are described in paragraph 120.5 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:

Commented [IESBA213]: 200.1, 200.2, 200.4, 200.6, 200.7, 200.8

(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 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 favor 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.

(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 judgment 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 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 Conditions, policies and procedures as described in 120.6 A1 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:

Commented [IESBA214]: Derived from 200.11

- (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.

Commented [IESBA215]: 200.10, 200.11

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:

Commented [IESBA216]: 200.3, 200.11

- (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:

Commented [IESBA217]: 200.15

- The client requires appropriate persons 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 a firm and its operating environment. For example:

Commented [IESBA218]: 100.14

- 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 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:

Commented [IESBA219]: New paragraph

- (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:

Commented [IESBA220]: New paragraph

- 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

Examples of Safeguards

300.8 A1 Section 120 sets out requirements and application material for addressing threats. Safeguards vary depending on the facts and circumstances. Examples of actions that in certain circumstances might be safeguards to address threats include:

Commented [IESBA221]: 200.13

- Assigning additional time and qualified personnel to required tasks when an engagement has been accepted might address a self-interest threat.
- Having a professional accountant who was not a member of the team review the work performed or advise as necessary might address self-review threats.
- 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 and familiarity threats.
- Involving another firm to perform or re-perform part of the engagement might address self-interest, self-review, advocacy or familiarity threats.
- Disclosing to clients any referral fees or commission arrangements received for recommending services or products might address self-interest and advocacy threats.
- Separation of teams when dealing with matters of a confidential nature might address self-interest threats.

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 accountant communicates with a subgroup of those charged with governance, the accountant shall determine whether communication with all of those charged with governance is also necessary.

Commented [IESBA222]: 100.25

300.9 A1 In determining with whom to communicate, a professional accountant might consider:

Commented [IESBA223]: 100.25

- (a) The nature and importance of the circumstances; and
- (b) The matter to be communicated.

300.9 A2 If a professional accountant communicates with a subgroup of those charged with governance, for example, an audit committee or an individual, communication with all of those charged with governance might also be necessary to ensure they are adequately informed.

Commented [IESBA224]: 100.25

R300.10 If a professional accountant communicates with individuals who have management responsibilities as well as governance responsibilities, the accountant shall be satisfied that communication with those individuals adequately informs all of those in a governance role with whom the accountant would otherwise communicate.

Commented [IESBA225]: 100.26 NOCLAR

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 person(s) with management responsibilities, and those person(s) also have governance responsibilities, the

Commented [IESBA226]: 100.26 NOCLAR

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matters do not need to be communicated again with those same person(s) in their governance role.

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.

Commented [IESBA227]: New paragraph

310.2 A conflict of interest creates a threat to compliance with the principle of objectivity and might create threats to compliance with the other fundamental principles. Such threats might be created when:

Commented [IESBA228]: 220.1

- (a) 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
- (b) The interests of a professional accountant with respect to a particular matter and the interests of the client for whom the accountant provides a professional service related to that matter are in conflict.

310.3 Section 310 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 *International Independence Standards*.

Commented [IESBA229]: 220.1

Requirements and Application Material

General

R310.4 A professional accountant shall not allow a conflict of interest to compromise professional or business judgment.

Commented [IESBA230]: 220.1

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

Commented [IESBA231]: 220.2

- 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 license 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

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:

Commented [IESBA232]: 220.6, 220.3

- (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 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:

Commented [IESBA233]: 220.7

- 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*.

Commented [IESBA234]: New paragraph

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 during an engagement.

Commented [IESBA235]: 220.6

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 accountant initially might not be involved in a dispute.

Commented [IESBA236]: 220.6

Network Firms

R310.7 If the firm is a member of a network, a professional accountant shall consider conflicts of interest that the accountant has reason to believe might exist or arise due to interests and relationships of a network firm.

Commented [IESBA237]: 220.8

310.7 A1 Factors to consider when identifying interests and relationships involving a network firm include:

Commented [IESBA238]: 220.8

- The nature of the professional services provided.
- The clients served by the network.
- The geographic locations of all relevant parties.

Applying the Conceptual Framework to 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 that the level of the threat is not at an acceptable level.

Commented [IESBA239]: 220.3, 220.9

310.8 A2 Factors that are relevant in evaluating the level of any threats created by conflicts of interest include measures that prevent unauthorized 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, including:

- 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.
- Separating confidential information physically and electronically.

310.8A3 Examples of actions that might be safeguards to address threats created by conflicts of interest include:

Commented [IESBA240]: 220.10

- Having separate engagement teams who are provided with clear policies and procedures on maintaining confidentiality.
- Having a professional accountant who is not involved in providing the service or otherwise affected by the conflict, review the work performed to assess whether the key judgments and conclusions are appropriate.

Disclosure and Consent

R310.9 A professional accountant shall exercise professional judgment 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.

Commented [IESBA241]: 220.11

310.9 A1 When determining whether specific disclosure and explicit consent are necessary, applying the conceptual framework requires the professional accountant to exercise professional judgment and consider all the circumstances that create a conflict of interest. Factors to consider include:

Commented [IESBA242]: 220.11

- (a) The parties that might be affected.
- (b) The nature of the issues that might arise.
- (c) The potential for the particular matter to develop in an unexpected manner.

310.9 A2 Disclosure and consent might take different forms, for example:

Commented [IESBA243]: 220.11

- 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) in order for the client to provide general consent accordingly. For example, an 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:

Commented [IESBA244]: 220.11

- (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) When safeguards are applied to address the threat, to obtain consent of the affected clients to perform the professional services.

310.9 A4 If such disclosure or consent is not in writing, the professional accountant is encouraged to document:

Commented [IESBA245]: 220.13

- (a) The nature of the circumstances giving rise to the conflict of interest;
- (b) The safeguards applied to address the threats; and
- (c) The consent obtained.

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 accountant shall either:

Commented [IESBA246]: 220.12

- (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

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.

Commented [IESBA247]: 220.4

310.11 A1 Subsection 114, sets out requirements and application material relevant to threats to compliance with the principle of confidentiality that might be created in such a situation.

Commented [IESBA248]: 220.4

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:

Commented [IESBA249]: 220.14

- (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:

Commented [IESBA250]: 220.14

- 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.

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

Commented [IESBA251]: 220.14

- (a) The nature of the circumstances, including the role that the 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 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.

Commented [IESBA252]: New paragraph

320.2 The acceptance of a new client or engagement or changes in circumstances in an existing engagement might create self-interest threats.

Commented [IESBA253]: 210.1 NOCLAR

320.3 Section 320 sets out specific requirements and application material relevant to applying the conceptual framework to professional appointments.

Commented [IESBA254]: New paragraph

Requirements and Application Material

Client and Engagement Acceptance

320.4 A1 In some circumstances, acceptance of a new client relationship might create threats to compliance with the principles of integrity or professional behavior. This might arise, for example, from questionable issues associated with the client (its owners, management or activities). Issues that, if known, might create such threats include client involvement in illegal activities, dishonesty, questionable financial reporting practices or other unethical behavior.

Commented [IESBA255]: 210.1, NOCLAR

320.4 A2 Factors that are relevant in evaluating the level of any threat created by accepting a new client include:

Commented [IESBA256]: 210.2 NOCLAR

- 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.

320.5 A1 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.

Commented [IESBA257]: 210.6 extant, 210.5 NOCLAR

320.5 A2 Factors that are relevant in evaluating the level of any threat created by accepting a new engagement include:

Commented [IESBA258]: 210.7 extant, 210.6 NOCLAR

- 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 matters.
- Experience with relevant regulatory or reporting requirements.
- The existence of quality control policies and procedures designed to provide reasonable assurance that engagements are accepted only when they can be performed competently.

- 320.5 A3 Examples of actions that might be safeguards to address threats created by accepting a new engagement 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.

Commented [IESBA259]: 210.7, NOCLAR

Changes in a Professional Appointment

R320.6 A professional accountant shall determine whether there are any reasons for not accepting an engagement when the accountant:

- (a) Is asked by a potential client to replace another accountant;
- (b) Considers tendering for an engagement held by another accountant; or
- (c) Considers undertaking work that is complementary or additional to that of another accountant.

Commented [IESBA260]: 210.9, NOCLAR

Commented [IESBA261]: 210.9, NOCLAR

Commented [IESBA262]: 210.12 extant, 210.11 NOCLAR

320.6 A1 There might be reasons for not accepting an engagement. One such reason might be if the facts and circumstances that create any threats cannot be addressed by applying safeguards. For example, there might be a 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.

Commented [IESBA263]: 210.9 NOCLAR

320.6 A2 If a professional accountant is asked to undertake work that is complementary or additional to the work of an existing or predecessor accountant, threats to compliance with the principle of professional competence and due care might be created, for example, as a result of incomplete information.

Commented [IESBA264]: 210.12, NOCLAR

320.6 A3 A factor that is relevant in evaluating the level of any threats created by changes in appointments 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.

Commented [IESBA265]: 210.11, NOCLAR

320.6 A4 Examples of actions that might be safeguards to address threats created by changes in professional appointments include:

Commented [IESBA266]: 210.11

- Asking the existing or predecessor accountant to provide any known information 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, the apparent reasons for the change in appointment might not fully reflect the 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.

Commented [IESBA267]: 210.11, NOCLAR

Commented [IESBA268]: 210.11, NOCLAR

320.7 A1 A proposed accountant will usually need the client's permission, preferably in writing, to initiate discussions with the existing or predecessor accountant.

R320.8 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.

Commented [IESBA269]: 210.14, NOCLAR

R320.9 When an existing or predecessor accountant is asked to respond to a communication from a proposed accountant, the existing or predecessor accountant shall:

Commented [IESBA270]: 210.14, NOCLAR

- (a) Comply with relevant laws and regulations governing the request; and
- (b) Provide any information honestly and unambiguously.

320.9 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:

Commented [IESBA271]: 210.13, NOCLAR

- (a) Whether the existing or predecessor accountant has permission from the client for the discussion; and
- (b) The legal and ethical requirements relating to such communications and disclosure, which might vary by jurisdiction.

320.9 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 114.2 A1 of the Code.

Commented [IESBA272]: 210.13, NOCLAR

Changes in Audit or Review Appointments

R320.10 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 identified or suspected non-compliance with laws and regulations set out in paragraphs R360.21 and R360.22:

Commented [IESBA273]: 210.14, NOCLAR

- (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

R320.11 For a recurring client engagement, a professional accountant shall periodically review whether to continue with the engagement.

Commented [IESBA274]: 210.5, 210.4 NOCLAR

320.11 A1 Potential threats to compliance with the fundamental principles might be created after acceptance which, if they were known earlier, would have caused the professional accountant

Commented [IESBA275]: 210.4 NOCLAR

to decline the engagement. For example, such a threat might be created by improper earnings management or balance sheet valuations.

Using the Work of an Expert

R320.12 When a professional accountant intends to use the work of an expert, the accountant shall determine whether the use is warranted.

Commented [IESBA276]: 210.8, NOCLAR

320.12 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.

Commented [IESBA277]: 210.8, NOCLAR

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.

Commented [IESBA278]: New paragraph

321.2 Providing a second opinion to an entity that is not an existing client might create self-interest or other threats. For example, there might be a threat to compliance with the principle of professional competence and due care if the second opinion is not based on the same facts that the existing or predecessor accountant had, or is based on inadequate evidence.

Commented [IESBA279]: 230.1

321.3 Section 321 sets out specific requirements and application material relevant to applying the conceptual framework to providing a second opinion.

Commented [IESBA280]: New paragraph

Requirements and Application Material

General

321.4 A professional accountant might be asked to provide a second opinion on the application of accounting, auditing, reporting or other standards or principles to specific circumstances or transactions by or on behalf of a company or an entity that is not an existing client.

Commented [IESBA281]: 230.1

R321.5 If an entity seeking a second opinion from a professional accountant will not permit the accountant to communicate with the existing or predecessor accountant, the accountant shall determine whether the accountant may provide the second opinion sought.

Commented [IESBA282]: 230.3

321.5 A1 Factors that are relevant in evaluating the level of a threat created by providing a second opinion to an entity that are not an existing client is the circumstances of the request and all the other available facts and assumptions relevant to the expression of a professional judgment.

Commented [IESBA283]: 230.1

321.5 A2 Examples of actions that might be safeguards to address the threats created by providing a second opinion include:

Commented [IESBA284]: 230.2

- With the client's permission, obtaining information from the existing or predecessor accountant.
- Describing the limitations surrounding any opinion in communications with the client.
- Providing the existing or predecessor accountant with a copy of the opinion.

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. **Commented [IESBA285]:** New paragraph
- 330.2 The level and nature of fee and other remuneration arrangements might create self-interest threats. **Commented [IESBA286]:** New paragraph
- 330.3 Section 330 sets out specific application material relevant to applying the conceptual framework to fees and other types of remuneration. **Commented [IESBA287]:** New paragraph

Application Material

Level of Fees

- 330.4 A1 The level of fees quoted might impact a professional accountant's ability to perform professional services in accordance with professional standards. **Commented [IESBA288]:** 240.1
- 330.4 A2 A professional accountant might quote whatever fee is considered appropriate. Quoting a fee lower than another accountant is not in itself unethical. However, the level of fees quoted creates a 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. **Commented [IESBA289]:** 240.1
- 330.4 A3 Factors that are relevant in evaluating the level of any threats created by the level of fees quoted include: **Commented [IESBA290]:** 240.2
- Whether the client is aware of the terms of the engagement and, in particular, the basis on which fees are charged and which professional services the quoted fee covers.
 - Whether the level of the fee is set by an independent third party such as a regulator or a tax authority.
- 330.4 A4 Examples of actions that might be safeguards to address threats set out in paragraph 330.4 A2 include: **Commented [IESBA291]:** 240.2
- Adjusting the level of fees or the scope of the engagement.
 - Assigning a professional with appropriate expertise to review the work performed.

Contingent Fees

- 330.5 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. **Commented [IESBA292]:** 240.3
- 330.5 A2 Factors that are relevant in evaluating the level of threats created by contingent fees include: **Commented [IESBA293]:** 240.3
- The nature of the engagement.
 - The range of possible fee amounts.
 - The basis for determining the fee.

- An advance written agreement with the client on the basis of remuneration.
- Disclosure to intended users of the work performed by the professional accountant and the basis of remuneration.
- Quality control 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 regulator or a tax authority.

Commented [IESBA294]: 240.3

330.5 A3 An example of an action that might be a safeguard to address threats created by contingent fees is having a review by an independent third party of the work performed by the professional accountant.

Commented [IESBA295]: 240.4

330.5 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 Parts 4A and 4B, respectively.

Commented [IESBA296]: New paragraph

Referral Fees or Commissions

330.6 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. For example, such referral fees or commissions include:

Commented [IESBA297]: 240.5

- A fee paid to another 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 accountant.
- A fee received for referring a continuing client to another 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.

330.7 A1 A factor that is relevant in evaluating the level of threats set out in paragraph 330.6 A1 is whether the professional accountant has disclosed to the client any referral fee paid to, or received from, another accountant.

Commented [IESBA298]: 240.7

330.8 A1 An example of an action that might be a safeguard to address threats created by the receipt of a commission is to obtain advance agreement from the client for commission arrangements in connection with the sale by another party of goods or services to the client.

Commented [IESBA299]: 240.5

Purchase or Sale of a Firm

330.9 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.

Commented [IESBA300]: 240.8

Section 340

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. **Commented [IESBA301]:** New paragraph
- 340.2 An offer of gifts or hospitality from a client might create self-interest, familiarity or intimidation threats. **Commented [IESBA302]:** 260.1
- 340.3 Section 340 sets out specific application material relevant to applying the conceptual framework to offers of gifts and hospitality. **Commented [IESBA303]:** New paragraph

Application Material

- 340.4 A1 An offer of gifts or hospitality from a client to a professional accountant, or an immediate or close family member of an accountant, might create: **Commented [IESBA304]:** 260.1
- A self-interest or familiarity threat to compliance with the principle of objectivity if the offer is accepted.
 - An intimidation threat if the acceptance of the offer might be made public.
- 340.4 A2 The level of any threat created by an offer of a gift or hospitality will depend on the nature, value and intent of the offer, and whether, taking into account the reasonable and informed third party test: **Commented [IESBA305]:** 260.2
- The offer of gifts or hospitality would be considered to be trivial and inconsequential; or
 - The offer of gifts or hospitality is made in the normal course of business without intent to influence decision making or to obtain information.

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. **Commented [IESBA306]:** New paragraph
- 350.2 Holding client assets creates threats, for example, a self-interest threat to compliance with the principles of professional behavior and objectivity. **Commented [IESBA307]:** 270.2
- 350.3 Section 350 sets out specific requirements and application material relevant to applying the conceptual framework to assuming custody of client money or other assets. **Commented [IESBA308]:** New paragraph

Requirements and Application Material

General

- R350.4** 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. **Commented [IESBA309]:** 270.1
- R350.5** 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.
- 350.5 A1 Inquiries about the source of client assets might reveal, for example, that the assets were derived from illegal activities, such as money laundering. In such circumstances, a threat would be created and the provisions of Section 360 would apply. **Commented [IESBA311]:** 270.3
Commented [IESBA312]: NOCLAR
- R350.6** 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 individuals entitled to that accounting. **Commented [IESBA313]:** 270.2

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.

Commented [IESBA314]: New paragraph

360.2 Threats to compliance with the principles of integrity and professional behavior are created when an accountant becomes aware of an act or suspected act of non-compliance with laws and regulations.

Commented [IESBA315]: New paragraph

360.3 Section 360 sets out requirements and application material regarding the approach to be taken by a professional accountant when responding to non-compliance or suspected non-compliance with:

Commented [IESBA316]: 225.5

- (a) Laws and regulations generally recognized 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.

Requirements and Application Material

General

360.4 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:

Commented [IESBA317]: 225.2

- (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.

360.4 A2 Examples of laws and regulations which this section addresses include those that deal with:

Commented [IESBA318]: 225.6

- 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.

- R360.5** The professional accountant shall apply this section regardless of the nature of the client, including whether or not it is a public interest entity. **Commented [IESBA 319]: 225.1**
- 360.5 A1 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance with laws and regulations in the course of providing a professional service to a client. This section guides the accountant in assessing the implications of the matter and the possible courses of action when responding to it. **Commented [IESBA320]: 225.1**
- 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 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 prior to making any disclosure.
- 360.6 A1 A prohibition on alerting the client prior to making any disclosure might arise, for example, pursuant to anti-money laundering legislation. **Commented [IESBA322]: 225.3**
- 360.7 A1 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 behavior;
 - (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.
- 360.7 A2 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. **Commented [IESBA324]: 225.7**
- 360.7 A3 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. **Commented [IESBA325]: 225.8**
- 360.7 A4 This section does not address:
- (a) Personal misconduct unrelated to the business activities of the client; and **Commented [IESBA326]: 225.9**

- (b) Non-compliance by parties other than those specified in paragraph 360.4 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 accountant might nevertheless find the guidance in this section helpful in considering how to respond in these situations.

Responsibilities of the Client's 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:

Commented [IESBA327]: 225.10

- (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 Professional Accountants

R360.9 Where a professional accountant becomes aware of a matter to which this section applies, the steps that the accountant takes to comply with this section shall be taken on a timely basis. In taking timely steps, the 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.

Commented [IESBA328]: 225.11

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 an instance of non-compliance or suspected non-compliance, the accountant shall obtain an understanding of the matter. This understanding shall include the nature of the act and the circumstances in which it has occurred or might occur.

Commented [IESBA329]: 225.12

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

Commented [IESBA330]: 225.12

360.10 A2 The professional accountant is expected to apply knowledge and expertise, and exercise professional judgment. However, the 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.

Commented [IESBA331]: 225.13

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 or a professional body, or with legal counsel.

Commented [IESBA332]: 225.13

R360.11 If the professional accountant identifies or suspects that non-compliance has occurred or might occur, the accountant shall discuss the matter with the appropriate level of management and, where appropriate, those charged with governance. **Commented [IESBA333]: 225.14**

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. **Commented [IESBA334]: 225.15**

360.11 A2 The appropriate level of management with whom to discuss the matter is a question of professional judgment. Relevant factors to consider include: **Commented [IESBA335]: 225.16**

- 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. **Commented [IESBA336]: 225.17**

360.11 A4 The professional accountant might also consider discussing the matter with internal auditors, where applicable. **Commented [IESBA337]: 225.17**

R360.12 If the professional accountant believes that management is involved in the non-compliance or suspected non-compliance, the accountant shall discuss the matter with those charged with governance. **Commented [IESBA338]: 225.17**

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: **Commented [IESBA339]: 225.18**

- (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 the client's management and those charged with governance understand their legal or regulatory responsibilities with respect to the non-compliance or suspected non-compliance. **Commented [IESBA340]: 225.19**

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. **Commented [IESBA341]: 225.19**

R360.15 The professional accountant shall comply with applicable: **Commented [IESBA342]: 225.20**

- (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.

Commented [IESBA343]: 225.20

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 accountant shall communicate the matter to the group engagement partner unless prohibited from doing so by law or regulation:

Commented [IESBA344]: 225.21

- (a) The 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 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.

Commented [IESBA345]: 225.21

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:

Commented [IESBA346]: 225.22

- (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 (a) 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.

Commented [IESBA347]: 225.22

(b) If necessary, the group engagement partner shall arrange for appropriate inquiries to be made 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.

Commented [IESBA348]: 225.22

360.18 A2 For the components specified in paragraph R360.17(b), the inquiries might be made either of management or from publicly available information.

Commented [IESBA349]: 225.22

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.

Commented [IESBA350]: 225.23

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:

Commented [IESBA351]: 225.24

- 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.

Commented [IESBA352]: 225.25

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

Commented [IESBA353]: 225.26

- 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 accountant suspects or has evidence of their involvement or intended involvement in any non-compliance.
 - The accountant is aware that they have knowledge of such non-compliance and, contrary to legal or regulatory requirements, have not reported, or authorized the reporting of, the matter to an appropriate authority within a reasonable period.
- R360.21** The professional accountant shall exercise professional judgment in determining the need for, and nature and extent of, further action. In making this determination, the accountant shall take into account whether a reasonable and informed third party would be likely to conclude that the 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 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 accountant shall, on request by the proposed successor accountant, provide all such facts and other information concerning the identified or suspected non-compliance to the proposed successor accountant. The predecessor accountant shall do so despite paragraph R320.11, 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 successor accountant needs to be aware of before deciding whether to accept the audit appointment. Section 320 addresses communications from proposed successor accountants.
- R360.23** If the proposed successor accountant is unable to communicate with the predecessor accountant, the proposed successor 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 consideration of the matter might involve complex analysis and judgments, the professional accountant might consider:
- Consulting internally.

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Commented [IESBA355]: 225.28

Commented [IESBA356]: 225.29

Commented [IESBA357]: 225.30

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Commented [IESBA362]: 225.33

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

Commented [IESBA363]: 225.33

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 professional accountant might determine that disclosure of the matter to an appropriate authority is an appropriate course of action if:

Commented [IESBA 364]: 225.34

- 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 license 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:

Commented [IESBA365]: 225.34

- 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, this is not a breach of the duty of confidentiality under Subsection 114 of the Code. When making such disclosure, the accountant shall act in good faith and exercise caution when making statements and assertions. The accountant shall also consider whether it is appropriate to inform the client of the accountant's intentions before disclosing the matter.

Commented [IESBA366]: 225.35

R360.27 In exceptional circumstances, the professional accountant might become aware of actual or intended conduct that the 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. In these circumstances, the accountant shall exercise professional judgment and may immediately disclose the matter to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach. Such disclosure is not a breach of the duty of confidentiality under Subsection 114 of the Code.

Commented [IESBA367]: 225.36

360.27 A1 Prior to deciding whether to disclose the matter to an appropriate authority immediately, the professional accountant might consider whether it would be appropriate to discuss the matter with management or those charged with governance of the entity.

Commented [IESBA368]: 225.36

Documentation

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

Commented [IESBA 369]: 225.37

- How management and, where applicable, those charged with governance have responded to the matter.
- The courses of action the accountant considered, the judgments made and the decisions that were taken, having regard to the reasonable and informed third party test.
- How the accountant is satisfied that the 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. *International Standards on Auditing (ISAs)*, for example, require a professional accountant performing an audit of financial statements to:

Commented [IESBA370]: 225.38

- Prepare documentation sufficient to enable an understanding of significant matters arising during the audit, the conclusions reached, and significant professional judgments 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 an instance of non-compliance or suspected non-compliance, the accountant shall seek to obtain an understanding of the matter. This understanding shall include the nature of the act and the circumstances in which it has occurred or might be about to occur.

Commented [IESBA371]: 225.39

360.29 A1 The professional accountant is expected to apply knowledge and expertise, and exercise professional judgment. However, the 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 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.

Commented [IESBA372]: 225.40

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 a professional body, or with legal counsel.

Commented [IESBA373]: 225.40

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

Commented [IESBA374]: 225.41

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.

Commented [IESBA375]: 225.42

360.30 A2 The appropriate level of management with whom to discuss the matter is a question of professional judgment. Relevant factors to consider include:

Commented [IESBA376]: 225.43

- 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:

Commented [IESBA377]: 225.44

- (a) An audit client of the firm; or
- (b) A component of an audit client of the firm,

the 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:

Commented [IESBA378]: 225.45

- (a) An audit client of a network firm; or
- (b) A component of an audit client of a network firm,

the 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:

Commented [IESBA379]: 225.46

- (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 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.

360.34 A1 Factors relevant to considering the communication in accordance with paragraphs R360.32 to R360.33 include:

Commented [IESBA380]: 225.47

- 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.

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.

Commented [IESBA381]: 225.48

Considering Whether Further Action Is Needed

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

Commented [IESBA382]: 225.49

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

Commented [IESBA383]: 225.50

- 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:

Commented [IESBA384]: 225.51

- 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:

Commented [IESBA385]: 225.52

- 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, this is not a breach of the duty of confidentiality under Subsection 114 of the Code. When making such disclosure, the accountant shall act in good faith and exercise caution when making statements and assertions. The accountant shall also consider whether it is appropriate to inform the client of the accountant's intentions before disclosing the matter.

Commented [IESBA386]: 225.53

R360.38 In exceptional circumstances, the professional accountant might become aware of actual or intended conduct that the 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. In these circumstances, the accountant shall exercise professional judgment and may immediately disclose the matter to an appropriate authority in order to prevent or mitigate the consequences of such imminent breach of law or regulation. Such disclosure is not a breach of the duty of confidentiality under Subsection 114 of the Code.

Commented [IESBA387]: 225.54

360.38 A1 Prior to deciding whether to disclose the matter to an appropriate authority immediately, the professional accountant might consider whether it would be appropriate to discuss the matter with management or those charged with governance of the entity.

Commented [IESBA388]: 225.54

360.39 A1 The professional accountant might consider:

Commented [IESBA389]: 225.55

- 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 regulator or professional body.

Documentation

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

Commented [IESBA390]: 225.56

- The matter.
- The results of discussion with management and, where applicable, those charged with governance and other parties.

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Prepared by the Staff of IESBA

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

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PART 4A – INDEPENDENCE FOR AUDITS AND REVIEWS

Section 400

Applying the Conceptual Framework to Independence for Audits and Reviews

Introduction

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

Commented [IESBA391]: 290.4

400.2 Part 4A applies to both audit and review engagements. The term(s) “audit,” “audit team,” “audit engagement,” “audit client,” and “audit report” apply equally to review, review team, review engagement, review client and review engagement report.

Commented [IESBA392]: 290.3

400.3 In Part 4A, the term “professional accountant” refers to professional accountants in public practice and their firms.

Commented [IESBA393]: New paragraph

400.4 *International Standard on Quality Control 1* (ISQCs)¹, requires a firm to establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and, where applicable, others subject to independence requirements, maintain independence where required by relevant ethics requirements. *International Standards on Auditing* (ISAs) and *International Standards on Review Engagements* (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 organization. Many of the provisions of Part 4A do not prescribe the specific responsibility of individuals within the firm for actions related to independence, instead referring to “firm” for ease of reference. Firms assign responsibility for a particular action to an individual or a group of individuals (such as an audit team), in accordance with ISQC 1. In addition, individual professional accountants remain responsible for compliance with any provisions that apply to that accountant’s activities, interests or relationships.

Commented [IESBA394]: 290.12

400.5 Independence is linked to the principles of objectivity and integrity. It comprises:

Commented [IESBA395]: 290.6

- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.
- (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 skepticism has been compromised.

In Part 4A, 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. Part 4A sets out specific requirements and application material on how to apply the conceptual framework to maintain independence when performing such

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¹ ISQC 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*

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 Part 4A describes facts and circumstances, including professional activities, interests and relationships, that create or might create threats to independence. Firms are required to apply the conceptual framework to threats to independence as well as to threats to compliance with the fundamental principles that are linked to independence. Part 4A describes potential threats, and safeguards or other actions that might be appropriate to address any such threats. It also identifies some situations where the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level.

Commented [IESBA397]: 290.5, 290.8, 290.9, 290.100

Public Interest Entities

400.8 Some of the requirements and application material set out in Part 4A reflect the extent of public interest in certain entities which are defined to be public interest entities. Firms are encouraged to 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:

Commented [IESBA398]: 290.25, 290.26

- 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.
- Size.
- Number of employees.

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 Part 4A (excluding Sections 800) may be modified as provided in Section 800.

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Assurance Engagements other than Audits and Reviews

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

Commented [IESBA400]: 290.1 last sentence

Requirements and Application Material

General

R400.11 A firm performing an audit engagement shall be independent.

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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.

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[Paragraphs 400.13 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 Part 4A include related entities over which the client

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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 4A shall be maintained during both:

1. The engagement period; and
2. The period covered by the financial statements.

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400.30 A1 The engagement period starts when the audit team begins to perform audit services. 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.

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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:

Commented [IESBA406]: 290.31

- (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) Previous services provided to the audit client by the firm or a network firm.

R400.32 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 audit services, and the service would not be permitted during the engagement period, the firm shall evaluate the level of the threat to independence created by the service. If the threats are not at an acceptable level, the firm shall only accept the audit engagement if the threats are addressed.

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400.32 A1 Examples of actions that might be safeguards to address threats to independence include:

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- Not including individuals who provided the non-assurance service as members of the audit team.
- Having a professional accountant review the audit and non-assurance work as appropriate.
- Engaging another firm to evaluate the results of the non-assurance service.
- Having another firm re-perform the non-assurance service to the extent necessary to enable the other firm to take responsibility for the service.

[Paragraphs 400.33 to 400.39 are intentionally left blank]

Communication with those Charged with Governance

400.40 Paragraphs R300.8 set out requirements with respect to communicating with those charged with governance.

400.40 A1 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:

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- (a) Consider the firm's judgments in identifying and evaluating threats;
- (b) Consider how threats have been addressed including the appropriateness of safeguards when they are available or 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 and does not depend on whether the firms and entities are legally separate and distinct.

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R400.51 A network firm shall be independent of the audit clients of the other firms within the network as required by Part 4A.

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400.51 A1 The independence requirements in Part 4A 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.

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R400.52 When associated with a larger structure of other firms and entities, a firm shall:

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- (a) Exercise professional judgment 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 judgment 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);

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(b) The entities within the structure share common ownership, control or management. (Ref: Para. 400.53 A3);

Commented [IESBA415]: 290.17

(c) The entities within the structure share common quality control policies and procedures. (Ref: Para. 400.53 A4);

Commented [IESBA416]: 290.18

(d) The entities within the structure share a common business strategy. (Ref: Para. 400.52 A5);

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- (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)

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Commented [IESBA419]: 290.23

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 set out 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)).

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400.53 A4 Common quality control policies and procedures are those designed, implemented and monitored across the larger structure. (Ref: Para. R400.53 (c)).

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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)).

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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)).

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400.53A7 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)).

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400.53 A8 Professional resources include:

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- 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:

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- 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 endeavor.
- The shared resources might involve the exchange of personnel or information, such as where personnel are drawn from a shared pool, or 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. R400.52(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.

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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.

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[Paragraphs 400.55 to 400.59 are intentionally left blank]

General Documentation of Independence for Audits and Reviews

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:

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- 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
- When a threat requires 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 judgments when forming conclusions regarding compliance with Part 4A. However, a lack of documentation does not determine whether a firm considered a particular matter or whether the firm is independent.

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[Paragraphs 400.61 to 400.69 are intentionally left blank]

Mergers and Acquisitions

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.

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R400.71 In the circumstances set out in paragraph 400.70 A1,

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- (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 threats, 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:

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- (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.

Commented [IESBA435]: 290.33, 290.34

400.72 A2 Factors that are relevant in evaluating the level of any threats created by mergers and acquisitions include:

Commented [IESBA436]: 290.34

- 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:

Commented [IESBA437]: 290.35

- (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 control 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:

Commented [IESBA438]: 290.35(c)

- 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 equivalent to an engagement quality control 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:

Commented [IESBA439]: 290.36

- (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.

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 threats that cannot be addressed such that objectivity would be compromised. If so, the firm shall cease to be the auditor.

R400.76 The firm shall document:

Commented [IESBA440]: 290.38

- (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 threats such that objectivity would be compromised.

[Paragraphs 400.77 to 400.79 are intentionally left blank.]

Breach of a Provision of Independence for Audits and Reviews

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 body, regulator 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;

Commented [IESBA441]: 290.40

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Commented [IESBA443]: 290.42

- (ii) Those with responsibility for the policies and procedures relating to independence;
- (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

Commented [IESBA444]: 290.42

(e) Depending on the significance of the breach, determine:

Commented [IESBA445]: 290.43

- (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 the determination in paragraph R400.80(e)(ii), the firm shall exercise professional judgment 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.

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400.80 A1 A breach of a provision of Part 4A might occur despite the firm having policies and procedures designed to provide it with reasonable assurance that independence is maintained. It might be necessary to end the audit engagement because of the breach.

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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:

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- 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:

Commented [IESBA449]: 290.44

- 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.
 - 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 it cannot take action 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.

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R400.82 If the firm determines that it can take action to address the consequences of the breach satisfactorily, the firm shall discuss with those charged with governance:

Commented [IESBA451]: 290.46

- (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 judgment, 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.

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

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- (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 the firm's policies and procedures relevant to the breach designed to provide it with reasonable assurance that independence is maintained and 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

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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.

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R400.87 The firm shall also:

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- (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:

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

R400.89 If the firm continues with the audit engagement, it shall also document the conclusion that, in the firm's professional judgment, objectivity has not been compromised and why the action taken satisfactorily addressed the consequences of the breach so that the firm could issue an audit report.

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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.

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410.2 The nature and level of fees or other types of remuneration might create self-interest or intimidation threats.

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410.3 Section 410 sets out specific requirements and application material relevant to applying the conceptual framework to fees or other types of remuneration.

Commented [IESBA461]: New paragraph

Requirements and Application Material

Fees – Relative Size

410.4 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 that client and concern about losing the client create a self-interest or intimidation threat. Factors that are relevant in evaluating the level of those threats include:

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- The operating structure of the firm.
- Whether the firm is well established or new.
- The significance of the client qualitatively and/or quantitatively to the firm.

410.4 A2 Examples of actions that might be safeguards to address threats created by the firm's dependence on fees charged to the audit client include:

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- Increasing the client base in the firm to reduce dependence on the audit client.
- External quality control reviews.
- Consulting a third party, such as a professional or regulatory body or a professional accountant, on key audit judgments.

410.5 A1 A self-interest or intimidation threat is also 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.

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410.5 A2 Factors that are relevant in evaluating the level of any threat created by dependence of one partner or office on fees generated from an audit client include:

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- The significance of the client qualitatively and/or quantitatively 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.

410.5 A3 Examples of actions that might be safeguards to address threats created by fees generated from an audit client include:

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- Increasing the client base of the partner or the office to reduce dependence on the audit client.

- Having a professional accountant review the work as necessary.
- Regular independent internal or external quality reviews of the engagement.

Audit Clients that Are Public Interest Entities

R410.6 Where an audit client is a public interest entity and, for two consecutive years, the total fees from the client and its related entities represent more than 15% of the total fees received by the firm expressing the opinion on the financial statements of the client, the firm shall:

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- (a) Disclose to those charged with governance of the audit client the fact that the total of such fees represents more than 15% of the total fees received by the firm; and
- (b) Discuss whether either of the following actions might be a safeguard to address the threat created by the total fees received by the firm from the client, and if so, apply it:
 - (i) Prior to the audit opinion being issued on the second year's financial statements, a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, performs an engagement quality control review of that engagement; or a professional body performs a review of that engagement that is equivalent to an engagement quality control review ("a pre-issuance review"); or
 - (ii) After the audit opinion on the second year's financial statements has been issued, and before the audit opinion being issued on the third year's financial statements, a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, or a professional body performs a review of the second year's audit that is equivalent to an engagement quality control review ("a post-issuance review").

R410.7 When the total fees described in paragraph R410.6 significantly exceed 15%, the firm shall determine whether the level of the threat is such that a post-issuance review would not reduce the threat to an acceptable level. If so, the firm shall have a pre-issuance review performed.

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R410.8 If the fees described in paragraph R410.6 continue to exceed 15%, the firm shall each year:

Commented [IESBA469]: 290.217

- (a) Disclose to and discuss with those charged with governance the matters set out in paragraph R410.6; and
- (b) Comply with paragraphs R410.6(b) and R410.7.

Fees – Overdue

410.9 A1 A self-interest threat might be created if a significant part of fees is not paid before the audit report for the following year is issued. It is generally expected that the firm will require payment of such fees before such audit report is issued. The requirements and application material set out in Section 511 with respect to loans and guarantees might also be relevant to situations where such unpaid fees exist.

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410.9 A2 Examples of actions that might be safeguards to address threats created by overdue fees include:

Commented [IESBA471]: 290.218

- Obtaining partial payment of overdue fees.
- Having an additional professional accountant, who did not take part in the audit engagement, or review the work performed.

R410.10 When a significant part of fees due from an audit client remains unpaid for a long time, a firm shall determine:

Commented [IESBA472]: 290.218

- (a) Whether the overdue fees might be equivalent to a loan to the client; and
- (b) Whether it is appropriate for the firm not to accept appointment or continue the audit engagement because of the significance of the overdue fees.

Contingent Fees

410.11 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.

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R410.12 A firm shall not charge directly or indirectly a contingent fee for an audit engagement.

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R410.13 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:

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- (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 judgment related to the audit of a material amount in the financial statements.

410.14 A1 Paragraphs R410.12 and R410.13 preclude a firm or a network firm from entering into certain contingent fee arrangements with an audit client. Even if such contingent fee arrangements are not precluded when providing a non-assurance service to an audit client, a self-interest threat might still be created.

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

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- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome on which the contingent fee depends.
- The nature of the service.
- The effect of the event or transaction on the financial statements.

410.14 A3 Examples of actions that might be safeguards to address threats created by a contingent fee include:

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- Having a professional accountant review the relevant audit work as necessary.
- Using professionals who are not members of the audit team to perform the non-assurance service.

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.

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411.2 A firm's evaluation or compensation policies might create self-interest threats.

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411.3 Section 411 sets out specific requirements and application material relevant to applying the conceptual framework to compensation and evaluation policies.

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Requirements and Application Material

411.4 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:

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- (a) What proportion of the compensation or evaluation is based on the sale of such services;
- (b) The role of the individual on the audit team; and
- (c) Whether the sale of such non-assurance services influences promotion decisions.

411.4 A2 An example of an action that might be a safeguard to address threats created by compensation and evaluation policies is having a professional accountant review the work of the audit team member.

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Actions that might eliminate those threats include:

- Revising the compensation plan or evaluation process for that individual.
- Removing that individual from the audit team.

R411.5 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.

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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 or hospitality from an audit client might create self-interest, familiarity or other threats.
- 420.3 Section 420 sets out a specific requirement relevant to applying the conceptual framework to offers of gifts and hospitality.

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Requirement

- R420.4 A firm, a network firm or an audit team member shall not accept gifts or hospitality from an audit client, unless the value is trivial and inconsequential.

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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.

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430.2 When litigation occurs, or appears likely, between an audit client and the firm, a network firm or an audit team member, self-interest and intimidation threats are created.

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430.3 Section 430 sets out specific application material relevant to applying the conceptual framework to such actual or threatened litigation.

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Application Material

430.4 A1 The relationship between client management and audit team members must be characterized by complete candor and full disclosure regarding all aspects of a client's operations. The adversarial positions which might result from actual or threatened litigation might affect management's willingness to make complete disclosures and create self-interest and intimidation threats.

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

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

430.4 A3 An example of an action that might be a safeguard to address threats created by actual or threatened litigation is to have a professional review the work performed.

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If the litigation involves an audit team member, an action that might eliminate the threat is removing that individual from the audit team.

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.
- 510.3 Section 510 sets out specific requirements and application material relevant to applying the conceptual framework to financial interests.

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Requirements and Application Material

General

- 510.4 A1 A financial interest might be held directly or held 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 the ability to influence its investment decisions, the Code defines that financial interest to be indirect.
- 510.5 A1 Section 510 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.
- 510.6 A1 Factors that are relevant in evaluating the level of threats created by holding financial interests in an audit client include:
- (a) The role of the individual holding the financial interest;
 - (b) Whether the financial interest is direct or indirect; and
 - (c) The materiality of the financial interest.

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Financial Interests Held by the Firm, a Network Firm, Audit Team Members, and Other Partners and Employees of the Firm

- R510.7 Subject to paragraph R510.8, 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;
 - (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.

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Commented [IESBA503]: 290.110

510.7 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 members of the audit team, professional judgment is needed to determine the office in which the partner practices in connection with the engagement.

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R510.8 As an exception to paragraph R510.7, an immediate family member identified in subparagraphs 510.7(c) or (d) may hold a direct or material indirect financial interest in an audit client, provided that:

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- (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 threats 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.

R510.9 When an entity has a controlling interest in an audit client and the audit 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.

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Financial Interests Held as Trustee

R510.10 Paragraph R510.7 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:

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- (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

R510.11 (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:

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- (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 R510.11(a) can become an audit team member, the individual or that individual's immediate family member shall either:

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- (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

R510.12 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:

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- (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 threats created.

Financial Interests – Other Circumstances

R510.13 In the following circumstances related to financial interests, the firm shall apply the conceptual framework set out in Section 120:

- (a) If an audit team member knows that a close family member has a direct or material indirect financial interest in the audit client. (Ref: Para. 510.13 A1).
- (b) If a retirement benefit plan of a firm or a network firm holds a direct or material indirect financial interest in an audit client.
- (c) If an audit team member, or any of that individual's immediate family, or a firm or a network firm, has a financial interest in an entity and a director or officer or controlling owner of the audit client is also known to have a financial interest in the same entity. (Ref: Para. 510.13 A4).
- (d) If an audit team member knows that a financial interest in the audit client is held by other individuals including:
 - (i) 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 R510.7, or their immediate family members.
 - (ii) Individuals with a close personal relationship with an audit team member. (Ref: Para. 510.13 A7).

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510.13 A1 A self-interest threat might be created if an audit team member has a close family member who the audit team member knows has a direct or material indirect financial interest in the audit client. (Ref: Para. R510.13(a)).

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- 510.13 A2 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.
 - The materiality of the financial interest to the close family member.
 - Whether the financial interest is direct or indirect.
- 510.13 A3 An example of an action that might be a safeguard to address threats created by having a financial interest as set out in paragraph R510.13(a) is having a professional accountant review the work of the audit team member.
- Actions that might eliminate those threats include:
- The close family member disposing, as soon as practicable, of all of the financial interest or disposing of enough of an indirect financial interest so that the remaining interest is no longer material.
 - Removing the individual from the audit team.
- 510.13 A4 Self-interest, familiarity, or intimidation threats 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. (Ref: Para. R510.13(c)).
- 510.13 A5 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.
- 510.13 A6 An example of an action that might be a safeguard to address threats created by having a financial interest set out in paragraph R510.13(c) is having a professional accountant review the work of the audit team member.
- An action that might eliminate those threats is removing the audit team member with the financial interest from the audit team.
- 510.13 A7 Factors that are relevant in evaluating the level of threats created by the interests set out in paragraph R510.13(d) include:
- The firm's organizational, operating and reporting structure.
 - The nature of the relationship between the individual and the audit team member.
- 510.13 A8 Examples of actions that might be safeguards to address threats created by a financial interest set out in paragraph R510.13(d) include:
- Excluding the audit team member from any significant decision-making concerning the audit engagement.
 - Having a professional accountant review the work of the audit team member.
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- Commented [IESBA518]: 290.113**
- Commented [IESBA519]: 290.113**
- Commented [IESBA520]: 290.113**
- Commented [IESBA521]: 290.115**
- Commented [IESBA522]: 290.115**

An action to eliminate those threats is removing the audit team member with the personal relationship from the audit team.

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 between an audit client and a firm, a network firm, an audit team member, or any of that individual's immediate family might create self-interest threats.
- 511.3 Section 511 sets out specific requirements and application material relevant to applying the conceptual framework to loans and guarantees.

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Requirements and Application Material

General

- 511.4 A1 Section 511 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.

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Loans and Guarantees with an Audit Client

- R511.5 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 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.

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

- R511.6 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.
- 511.6 A1 Examples of loans include mortgages, bank overdrafts, car loans, and credit card balances.
- 511.6 A2 If a loan from an audit client that is a bank or similar institution is made under normal lending procedures, terms and conditions and it is material to the audit client or firm receiving the loan, it might create a self-interest threat. An example of an action that might be a safeguard to address such a threat is having the work reviewed by a professional who is not a member of the audit team that is neither involved with the audit, nor is a beneficiary of the loan. If the loan is to a firm the reviewing professional might be someone from a network firm.

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Deposits or Brokerage Accounts

R511.7 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.

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

R511.8 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, unless the loan or guarantee is immaterial to:

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- (a) The firm, the network firm, or the individual receiving the loan or guarantee, as applicable and
- (b) 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.

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520.2 A close business relationship between an audit client or its management and a firm, a network firm, an audit team member, or any of that individual's immediate family might create self-interest or intimidation threats.

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520.3 Section 520 sets out specific requirements and application material relevant to applying the conceptual framework to these business relationships.

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Requirements and Application Material

General

520.4 A1 Section 520 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.

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520.5 A2 Examples of a close business relationship arising from a commercial relationship or common financial interest include:

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- 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 or Audit Team Member Relationships

R520.6 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 the 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.

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Common Interests in Closely-Held Entities

R520.7 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

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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

520.8 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.

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520.8 A2 Actions that might eliminate threats created by purchasing goods and services from an audit client 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.

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521.2 Family or personal relationships between firm and client personnel might create self-interest, familiarity or intimidation threats.

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521.3 Section 521 sets out specific requirements and application material relevant to applying the conceptual framework to these family or personal relationships.

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Requirements and Application Material

General

521.4 A1 Threats are 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. Factors that are relevant in evaluating the level of any such threats include:

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- The individual's responsibilities on the audit team; and
- 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

521.5 A1 Threats are 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.

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521.5 A2 Factors that are relevant in evaluating the level of any such threat created include:

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- The position held by the immediate family member.
- The role of the audit team member.

521.5 A3 An example of an actions that might be a safeguards to address the threats set out in paragraph 521.5 A1 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.

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An action that might eliminate the threat is removing the individual from the audit team.

R521.6 An individual shall not participate as an audit team member when any of that individual's immediate family:

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- (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 any such position during any period covered by the engagement or the financial statements.

Close Family of Audit Team Member

521.7 A1 Threats are created when a close family member of an audit team member is:

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- (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 A2 Factors that are relevant in evaluating the level of threats created by the relationships set out in paragraph 521.7 A1 include:

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- 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.

521.7 A3 An example of an action that might be a safeguard to address threats created by the relationships set out in paragraph 521.7 A1 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.

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An action that might eliminate threats created by those relationships is removing the individual from the audit team.

Other Close Relationships of Audit Team Member

R521.8 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:

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- (a) A director or officer of the audit client; or an employee in a position to exert significant influence over the preparation of the client's accounting records; or
(b) The financial statements on which the firm will express an opinion.

521.8 A1 Factors that are relevant in evaluating the level of threats created by such relationships include:

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- 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.

521.8 A2 An example of an action that might be a safeguard to address threats created by close relationships of audit team members 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.

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An action that might eliminate threats created by such relationships is removing the professional from the audit team.

Relationships of Partners and Employees of the Firm

R521.9 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:

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- (a) A partner or employee of the 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.

521.9 A1 Factors that are relevant in evaluating the level of any threat created by such relationships include:

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- The nature of the relationship between the partner or employee of the firm and the director or officer or employee of the client.
- The 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.

521.9 A2 Examples of actions that might be safeguards to address threats created by such relationships include:

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- Structuring the partner's or employee's responsibilities to reduce any potential influence over the audit engagement.
- Having a professional accountant 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.

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522.2 Self-interest, self-review or familiarity threats might be created if an audit team member has recently served as a director or officer, or employee of the audit client.

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522.3 Section 522 sets out specific requirements and application material relevant to applying the conceptual framework in circumstances where audit team members have served with an audit client.

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Requirements and Application Material

R522.4 The audit team shall not include an individual who, during the period covered by the audit report:

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- (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.

522.5 A1 Self-interest, self-review or familiarity threats might be created if, before the period covered by the audit report, an audit team member:

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- (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.

522.5 A2 Factors that are relevant in evaluating the level of any threats created by such recent service with an audit client include:

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- 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.

522.5 A3 An example of an action that might be a safeguard to address the threats set out in paragraph 522.5 A1 is conducting a review of the work performed by the individual as an audit team member.

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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.

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523.2 Self-review and self-interest threats are created if a partner or employee of the firm or a network firm serves as a director or officer of an audit client.

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523.3 Section 523 sets out specific requirements and application material relevant to applying the conceptual framework in these circumstances.

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Requirements and Application Material

R523.4 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.

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R523.5 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:

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- (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.

523.5 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. (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.*)

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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.

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524.2 Employment relationships between former partners or employees of a firm or a network firm and an audit client might create familiarity or intimidation threats.

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524.3 Section 524 sets out specific requirements and application material relevant to applying the conceptual framework to these employment relationships.

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Requirements and Application Material

General

524.4 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:

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- 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.

R524.5 The firm shall ensure that no significant connection remains between the firm or a network firm and:

Commented [IESBA574]: 290.133

- A former partner who joins an audit client of the firm; or
- A former audit team member who joins 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.

524.5 A1 A significant connection remains between the firm or a network firm and the individual, unless:

Commented [IESBA575]: 290.133

- (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.

524.5 A2 Even if the requirements of paragraph R524.5 are met, familiarity or intimidation threats might still be created. Factors that are relevant in evaluating the level of any such threats created include:

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- 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.

524.5 A3 Examples of actions that might be safeguards to address threats created by such employment relationships include:

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- Modifying the audit plan.
- Assigning individuals to the audit team who have sufficient experience relative to the individual who has joined the client.
- Having a professional accountant review the work of the former audit team member.

524.6 A1 The requirement to apply the conceptual framework also applies if, prior to an entity becoming an audit client of the firm, a former partner of the firm or network firm has joined the entity as:

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- (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.

R524.7 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.

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524.7 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.

Commented [IESBA580]: 290.136

524.7 A2 An example of an action that might be a safeguard to address threats set out in paragraph 524.7 A1 is having an appropriate professional review any significant judgments made by that individual while on the team. An action that might eliminate such threats is removing the individual from the audit team.

Commented [IESBA581]: 290.136

Audit Clients that Are Public Interest Entities

Key Audit Partners

R524.8 Subject to paragraph R524.10, 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:

Commented [IESBA582]: 290.137

- (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.

Chief Executive of the Firm

R524.9 Subject to paragraph R524.10, if an individual who was the Chief Executive, or equivalent, of the firm or a network firm joins an audit client that is a public interest entity as:

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- (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 Chief Executive or equivalent of the firm or network firm.

Business Combinations

R524.10 As an exception to paragraphs R524.8 and R524.9, independence is not compromised if the circumstances set out in those paragraphs arise as a result of a business combination and:

Commented [IESBA584]: 290.139

- (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;
- (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 position held with the audit client by the former partner 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.

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525.2 The loan of personnel by a firm or a network firm to an audit client might create self-review threats.

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525.3 Section 525 sets out specific requirements and application material relevant to applying the conceptual framework to loans of firm or network firm personnel to an audit client.

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Requirements and Application Material

525.4 A1 Examples of actions that might be safeguards to address any threats created by the loan of personnel by a firm or a network firm to an audit client include:

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- Conducting an additional review of the work performed by the loaned personnel.
- Not including the loaned personnel as an audit team member.
- Not giving the loaned personnel audit responsibility for any function or activity that the personnel performed during the loaned personnel assignment.

R525.5 A firm or network firm shall not loan personnel to an audit client unless:

Commented [IESBA589]: 290.140

- (a) Such assistance is provided only for a short period of time;
- (b) The personnel are not involved in providing non-assurance services that would not be permitted under Section 600 and its subsections; and
- (c) The personnel do not assume management responsibilities and the audit client is responsible for directing and supervising the activities of the personnel.

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.
- 540.3 Section 540 sets out requirements and application material relevant to applying the conceptual framework to long association of personnel with an audit client.

Requirements and Application Material

General

540.4 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.

540.4 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 judgment inappropriately.

540.4 A3 Examples of actions that might be safeguards to address familiarity and 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 a professional accountant who was not an audit team member review the work of the individual.
- Performing regular independent internal or external quality reviews of the engagement.
- Performing an engagement quality control review.

An action that might address the threats would be to rotate the individual off the audit team.

R540.5 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; or
- (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 independence to be eliminated or reduced to an acceptable level. In the case of a public interest entity, paragraphs R540.6 to R540.20 also apply.

540.5 A1 Factors, individually or in combination, that are relevant to evaluating the level of any threats created from an individual being involved in an audit engagement over a long period of time 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.
- 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 organization which impact the nature, frequency and extent of interactions the individual might have with senior management or those charged with governance.

540.5 A2 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 and the start of a new relationship.

Audits of Public Interest Entities

R540.6 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 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 R540.10 to R540.18.

540.6 A1 In calculating the time-on period, the count of years cannot be restarted unless the individual ceases to act in any one of the roles in paragraph R540.6(a) to (c) for a consecutive period equal to at least the cooling-off period determined in accordance with paragraphs R540.10 to R540.12 as applicable to the role in which the individual served in the year immediately before ceasing such involvement. 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 R540.13.

R540.7 As an exception to R540.6, 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. The firm shall discuss 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. 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, as an exception to R540.6, 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. If an independent regulator in the relevant jurisdiction has provided an exemption from partner rotation in such circumstances, an individual may, as an exception to paragraph R540.6, remain a key audit partner for more than seven years, in accordance with such regulation. This is provided that the independent regulator 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.

Cooling-off Period

- R540.10** Subject to paragraph R540.18, if the individual acted as the engagement partner for seven cumulative years, the cooling-off period shall be five consecutive years.
- R540.11** 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.
- R540.12** If the individual has acted as a key audit partner other than in the capacities set out in R540.10 and R540.11 for seven cumulative years, the cooling-off period shall be two consecutive years.

Service in a combination of key audit partner roles

- R540.13** Subject to R540.18, 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.
- R540.14** Subject to paragraph R540.15(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 control review for four or more cumulative years, the cooling-off period shall be three consecutive years.
- R540.15** If an individual has acted in a combination of engagement partner and engagement quality control review roles for four or more cumulative years during the time-on period, the cooling-off period shall:
- (a) As an exception to R540.14 and subject to R540.18, 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.
- R540.16** If the individual acted in any combination of key audit partner roles other than those addressed in R540.13 to R540.15, the cooling-off period shall be two consecutive years.

Service at a Prior Firm

- R540.17** In determining the number of years that an individual has been a key audit partner under 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.

Position where Three-year Cooling-off Period for Engagement Partners is Established by Law or Regulation

- R540.18** Where a legislative body or regulator (or organization authorized by such legislative body or regulator) has established a cooling-off period for an engagement partner of three consecutive years, that three-year period shall be substituted for the cooling-off period of five consecutive years specified in paragraphs R540.10, R540.13 and R540.15(a) provided that the applicable time-on period does not exceed seven years. This paragraph shall cease to have effect on December 15, 2023.

Restrictions on Activities During the Cooling-off Period

R540.19 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 firm's professional services to the audit client or overseeing the firm's relationship 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.

540.19 A1 The provisions of R540.19 are not intended to prevent the individual from assuming a leadership role in the firm, such as that of the Chief Executive or equivalent.

Other Considerations

R540.20 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.

540.20 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.

Effective Date

Subject to the transitional provision below, Section 540 is effective for audits of financial statements for years beginning on or after December 15, 2018.

Paragraph R540.18 shall have effect only for audits of financial statements for periods beginning prior to December 15, 2023. This will facilitate the transition to the required cooling-off period of five consecutive years for engagement partners in those jurisdictions where the legislative body or regulator (or organization authorized or recognized by such legislative body or regulator) has specified a cooling-off period of less than five consecutive years.

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.

Commented [IESBA590]: New paragraph

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.

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600.3 Section 600 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 to providing certain non-assurance services to audit clients and indicate the types of threats that might be created as a result. In some cases, these subsections expressly prohibit a firm or network firm from providing certain services to an audit client because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level.

Commented [IESBA592]: New Paragraph

Requirements and Application Material

General

R600.4 Before a firm or a network firm accepts an engagement to provide a non-assurance service to an audit client, the firm shall determine whether providing such a service would create a threat to independence.

Commented [IESBA593]: 290.156

600.4 A1 The requirements and application material in Section 600 assist firms in analyzing certain types of non-assurance services and the related threats that might be created when a firm or network firm provides non-assurance services to an audit client.

Commented [IESBA594]: 290.155

600.4 A2 New business practices, the evolution of financial markets and changes in information technology, are amongst the developments that make it impossible to draw up an all-inclusive list of non-assurance services that might be provided to an audit client. As a result, this Code does not include an exhaustive listing of all non-assurance services that might be provided to an audit client.

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600.4 A3 Factors that are relevant in evaluating the level of any threats created by providing a non-assurance service to an audit client include:

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- The nature of the service, and the degree of reliance, if any, that will be placed on the outcome of that service as part of the audit.
- Whether the outcome of the service will affect 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 extent of the audit client's involvement in determining significant matters of judgment.
- The level of expertise of the client's employees with respect to the type of service provided.
- The nature and extent of the impact of the service, if any, on the systems that generate information that form 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.
- Whether the audit client is a public interest entity. 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 a threat.

The subsections that follow include more specific factors that are relevant in evaluating the level of any threats created by providing certain non-assurance services.

Materiality in Relation to an Audit Client's Financial Statements

600.5 A1 The subsections that follow refer to materiality in relation to an audit client's financial statements. The concept of materiality is addressed in ISA 320, *Materiality in Planning and Performing an Audit*. 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.

Commented [IESBA597]: New paragraph

Multiple Non-assurance Services to an Audit Client

600.6 A1 A firm or network firm might provide multiple non-assurance services to an audit client. When providing a non-assurance service to an audit client, applying the conceptual framework requires the firm to consider any combined effect of threats created by other non-assurance services provided to the audit client.

Commented [IESBA598]: New paragraph

Avoiding Management Responsibilities

R600.7 A firm or a network firm shall not assume a management responsibility for an audit client.

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600.7 A1 Providing a non-assurance service to an audit client creates self-review and self-interest threats if the firm assumes a management responsibility. Assuming a management responsibility also creates a familiarity threat because the firm becomes too closely aligned with the views and interests of management.

Commented [IESBA600]: 290.161

600.7 A2 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.

Commented [IESBA601]: 290.159

600.7 A3 Determining whether an activity is a management responsibility depends on the circumstances and requires the exercise of judgment. Examples of activities that would be considered a management responsibility include:

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- 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.
- Authorizing 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 the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework.
 - For designing, implementing, monitoring or maintaining internal control.

600.7 A4 Providing advice and recommendations to assist the management of an audit client in discharging its responsibilities is not assuming a management responsibility. (Ref: Para. R600.7 to 600.7 A3).

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R600.8 To avoid the risk of assuming management responsibility when providing non-assurance services to an audit client, the firm or a network 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:

Commented [IESBA604]: 290.162

(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 services. Such an individual, preferably within senior management, would understand:

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

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

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

Providing Non-Assurance Services to an Audit Client that Later Becomes a Public Interest Entity

R600.9 A non-assurance service provided by a firm or a network firm to an audit client does not compromise the firm's independence when the client becomes a public interest entity if:

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- (a) The previous non-assurance service complies with the requirements and application material of Section 600 that relate to audit clients that are not public interest entities;
- (b) Services that are not permitted under Section 600 for audit clients that are public interest entities are ended before, or as soon as practicable after, the client becomes a public

interest entity; and

- (c) The firm applies the conceptual framework to identify, evaluate and address any threats that are created.

Considerations for Certain Related Entities

R600.10 Section 600 prohibits assuming management responsibilities or providing certain non-assurance services to audit clients. As an exception to those requirements, a firm or network firm may assume management responsibilities or provide 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:

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Commented [IESBA607]: 290.161, 290.157

- (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 because the results of the services will not be subject to audit procedures; and
- (iv) The firm applies the conceptual framework to eliminate any threats created or reduce them to an acceptable level.

Subsection 601 – Accounting and Bookkeeping Services

Introduction

601.1 Providing accounting and bookkeeping services to an audit client might create a self-review threat.

Commented [IESBA608]: 290.165

601.2 Subsection 601 sets out specific requirements and application material relevant to applying the conceptual framework when providing an audit client with accounting and bookkeeping services. There are some circumstances in which providing accounting and bookkeeping services to an audit client is expressly prohibited because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA609]: New paragraph

Requirements and Application Material

General

601.3 A1 Accounting and bookkeeping services comprise a broad range of services including:

Commented [IESBA610]: 290.165

- Preparing accounting records and financial statements.

- Bookkeeping and payroll services.

601.3 A2 Management is responsible for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework. These responsibilities include:

Commented [IESBA611]: 290.164

- 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, or determining the account classifications of transactions.

601.3 A3 The audit process necessitates dialogue between the firm and management of the audit client, which might involve:

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- Applying accounting standards or policies and financial statement disclosure requirements.
- Assessing the appropriateness of financial and accounting control and the methods used in determining the stated amounts of assets and liabilities.
- Proposing adjusting journal entries.

These activities are considered to be a normal part of the audit process and do not usually create threats so long as the client is responsible for making decisions in the preparation of accounting records and financial statements.

601.3 A4 Similarly, the client might request technical assistance on matters such as resolving account reconciliation problems or analyzing and accumulating information for regulatory reporting. In addition, the client might request technical advice on accounting issues such as the conversion of existing financial statements from one financial reporting framework to another. Examples include:

Commented [IESBA613]: 290.167

- Complying with group accounting policies.
- Transitioning to a different financial reporting framework such as International Financial Reporting Standards.

Such services do not usually create threats provided the firm does not assume a management responsibility for the client.

601.4 A1 Accounting and bookkeeping services that are routine or mechanical in nature require little or no professional judgment by the professional accountant. Some examples of these services are:

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- 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.

- 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.

601.5 A1 Examples of actions that might be safeguards to address the self-review threats created when providing accounting and bookkeeping services to an audit client include:

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- Using professionals who are not audit team members to perform the accounting and bookkeeping service.
- If such services are performed by an audit team member, using a partner or senior professionals who is not an audit team member, with appropriate expertise to review the work performed.

Audit Clients that Are Not Public Interest Entities

R601.6 A firm or a network firm shall not provide to an audit client that is not a public interest entity, services related to accounting and bookkeeping services, on financial information which forms the basis of the financial statements on which the firm will express an opinion unless:

Commented [IESBA616]: Derived from 290.169

- (a) The services are of a routine or mechanical nature; and
- (b) The firm addresses any threats created by providing such services.

Audit Clients that Are Public Interest Entities

R601.7 A firm or a network firm shall not provide to an audit client that is 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 the financial statements.

Commented [IESBA617]: 290.169

R601.8 As an exception to paragraph R601.6, a firm may provide accounting and bookkeeping services of a routine or mechanical nature for divisions or related entities of an audit client that is a public interest entity if the personnel providing the services are not audit team members and:

Commented [IESBA618]: 290.170

- (a) The divisions or related entities for which the service is provided are collectively immaterial to the financial statements on which the firm will express an opinion; or
- (b) The services relate to matters that are collectively immaterial to the financial statements of the division or related entity.

Subsection 602 – Administrative Services

Introduction

602.1 Providing administrative services to an audit client does not usually create a threat.

Commented [IESBA619]: 290.163

602.2 Subsection 602 sets out specific application material relevant to applying the conceptual framework when providing administrative services. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA620]: New paragraph

Application Material

602.3 A1 Administrative services involve assisting clients with their routine or mechanical tasks within the normal course of operations. Such services require little to no professional judgment and are clerical in nature.

Commented [IESBA621]: 290.163

602.3 A2 Examples of administrative services include:

Commented [IESBA622]: 290.163

- 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.

Subsection 603 – Valuation Services

Introduction

603.1 Providing valuation services to an audit client might create a self-review threat.

Commented [IESBA623]: 290.172

603.2 Subsection 603 sets out specific requirements and application material relevant to applying the conceptual framework when providing a valuation service to an audit client. In some circumstances, providing certain valuations services to an audit client is expressly prohibited because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA624]: New paragraph

Requirements and Application Material

General

603.3 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 a business as a whole.

Commented [IESBA625]: 290.171

603.3 A2 If a 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 will not have a direct effect on the financial statements, the application material set out in paragraphs 604.12 A1–604.14 A1, relating to such services apply.

Commented [IESBA626]: 290.174

603.4 A1 Factors that are relevant in evaluating the level of any threat created by providing valuation services to an audit client include:

Commented [IESBA627]: 290.172

- 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 and clarity of the disclosures related to the valuation in the financial statements.
- The degree of dependence on future events of a nature that might create significant volatility inherent in the amounts involved.

603.4 A2 Examples of actions that might be safeguards to address the self-review threats created when providing valuation services to an audit client include:

Commented [IESBA628]: 290.172

- Using professionals who are not audit team members to perform the valuation services service.
- Having a professional who was not involved in providing the valuation service review the audit or valuation work performed.

Audit Clients That Are Not Public Interest Entities

R603.5 A firm or a network firm shall not provide a valuation service to an audit client that is not a public interest entity if:

Commented [IESBA629]: 290.175

- (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.

603.5 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 are widely accepted and 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.

Commented [IESBA630]: 290.173

Audit Clients That Are Public Interest Entities

R603.6 A firm or a network firm shall not provide valuation services to an audit client that is a public interest entity if the valuation services would have a material effect, separately or in the aggregate, on the financial statements on which the firm will express an opinion.

Commented [IESBA631]: 290.176

Subsection 604 – Taxation Services

Introduction

604.1 Providing taxation services to an audit client might create a self-review or advocacy threat.

Commented [IESBA632]: 290.178

604.2 Subsection 604 sets out specific requirements and application material relevant to applying the conceptual framework when providing a taxation service to an audit client. In some circumstances, providing certain taxation services to an audit client is expressly prohibited because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA633]: New paragraph

Requirements and Application Material

604.3 A1 Taxation services comprise a broad range of services, including:

- Tax return preparation.
- Tax calculations for the purpose of preparing the accounting entries.
- Tax planning and other tax advisory services.
- Assistance in the resolution of tax disputes.

While this subsection deals with different types of taxation services described above separately under separate headings, in practice, the activities involved in providing taxation services are often interrelated.

604.4 A2 Factors that are relevant in evaluating the level of any threat created by providing taxation services to audit clients 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 in that process.
- The complexity of the relevant tax regime and the degree of judgment necessary in applying it.

Tax Return Preparation

604.5 A1 Providing tax return preparation services does not usually create a threat.

604.5 A2 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 standardized forms) required to be submitted to the applicable tax authorities.
- Advising on the tax return treatment of past transactions and responding on behalf of the audit client to the tax authorities' requests for additional information and analysis (for example, including providing explanations of and technical support for the approach being taken).

604.5 A3 Tax return preparation services are usually based on historical information and principally involve analysis and presentation of such historical information under existing tax law, including precedents and established practice. Further, the tax returns are subject to whatever review or approval process the tax authority considers appropriate.

Tax Calculations for the Purpose of Preparing Accounting Entries

General

604.6 A1 Preparing calculations of current and deferred tax liabilities (or assets) for an audit client for the purpose of preparing accounting entries that will be subsequently audited by the firm creates a self-review threat.

Commented [IESBA634]: 290.177

Commented [IESBA635]: 290.178

Commented [IESBA636]: 290.179

Commented [IESBA637]: 290.179

Commented [IESBA638]: 290.179

Commented [IESBA639]: 290.180

Audit Clients That Are Not Public Interest Entities

604.7 A1 In addition to paragraph 604.4 A2, factors that are relevant in evaluating the level of any threat created by preparing tax calculations for the purpose of preparing accounting entries for an audit client include:

Commented [IESBA640]: 290.180

- The complexity of the relevant tax law and regulation and the degree of judgment necessary in applying them.
- The materiality of the amounts to the financial statements.

604.7 A2 Examples of actions that might be safeguards to address self-review threats created when providing tax calculations for the purpose of preparing accounting entries for an audit client that is not a public interest entity include:

Commented [IESBA641]: 290.180

- Using tax professionals who are not audit team members to perform the tax calculations.
- If the service is performed by an audit team member, using a professional with appropriate expertise who is not an audit team member to review the tax calculations.

Audit Clients That Are Public Interest Entities

R604.8 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 for the purpose of preparing accounting entries that are material to the financial statements on which the firm will express an opinion.

Commented [IESBA642]: 290.181

Tax Planning and Other Tax Advisory Services

General

604.9 A1 Providing tax planning and other tax advisory services might create a self-review or advocacy threat.

Commented [IESBA643]: New paragraph

604.9 A2 Tax planning or other tax advisory 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.

Commented [IESBA644]: 290.182

604.10 A1 In addition to paragraph 604.4 A2, factors that are relevant in evaluating the level of any threat created by providing tax advice to audit clients include:

Commented [IESBA645]: 290.183

- 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.

For example, whether the advice provided as a result of the tax planning and other tax advisory services is:

- (a) Clearly supported by tax authority or other precedent;
- (b) Established practice; or
- (c) Has a basis in tax law that is likely to prevail.

- The extent to which the outcome of the tax advice will have a material effect on the financial statements.
- Whether the effectiveness of the tax advice depends on the accounting treatment or presentation in the financial statements and there is doubt as to the appropriateness of the accounting treatment or presentation under the relevant financial reporting framework.

604.10 A2 Examples of actions that might be safeguards to address self-review threats created when providing tax planning and other tax advisory services include:

Commented [IESBA646]: 290.184

- Using tax professionals who are not audit team members to perform the tax service.
- Having a professional, who was not involved in providing the tax service review the financial statement treatment.
- Obtaining pre-clearance from the tax authorities.

R604.11 A firm or a network firm shall not provide taxation advisory 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:

Commented [IESBA647]: 290.185

- (a) The audit team has reasonable doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework; and
- (b) The outcome or consequences of the tax advice will have a material effect on the financial statements on which the firm will express an opinion.

Taxation Services Involving Valuations

604.12 A1 Providing tax valuation services to an audit client might create a self-review threat.

Commented [IESBA648]: New paragraph

604.12 A2 A firm or a network firm might perform a valuation for tax purposes only where the result of the valuation will not have a direct effect on the financial statements (that is, the financial statements are only affected through accounting entries related to tax). This would not usually create threats if the effect on the financial statements is immaterial or the valuation is subject to external review by a tax authority or similar regulatory authority.

Commented [IESBA649]: 290.186

604.12 A3 If the valuation that is performed for tax purposes is not subject to such an external review and the effect is material to the financial statements, in addition to paragraph 604.4 A2, the following factors are relevant to evaluating the level of any threat created by providing those services to an audit client:

Commented [IESBA650]: 290.186

- 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.

604.13 A1 Examples of actions that might be safeguards to address self-review or advocacy threats when providing taxation services involving valuations include:

Commented [IESBA651]: 290.186

- Using tax professionals who are not audit team members to perform the service.
- Having a professional review the audit work or the result of the tax service.

- Obtaining pre-clearance from the tax authorities.

604.14 A1 A firm or network firm might also perform a tax valuation to assist an audit client with its tax reporting obligations or for tax planning purposes where the result of the valuation will have a direct effect on the financial statements. In such situations, the requirements and application material set out in Subsection 603 relating to valuation services apply.

Commented [IESBA652]: 290.186

Assistance in the Resolution of Tax Disputes

604.15 A1 Providing assistance in the resolution of tax disputes to an audit client might create an advocacy or self-review threat.

Commented [IESBA653]: New paragraph

604.15 A2 A tax dispute might reach a point when the tax authorities have notified an audit 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, for example before a tribunal or court.

Commented [IESBA654]: 290.187

R604.16 A firm or a network firm shall not provide taxation services that involve assisting in the resolution of tax disputes to an audit client if:

Commented [IESBA655]: 290.188

- (a) The services involve acting as an advocate for the audit client before a public 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.

604.16 A1 What constitutes a "public tribunal or court" depends on how tax proceedings are heard in the particular jurisdiction.

Commented [IESBA656]: 290.188

604.16 A2 Paragraph R604.16 does not preclude a firm from having a continuing advisory role in relation to the matter that is being heard before a public tribunal or court, for example:

Commented [IESBA657]: 290.189

- Responding to specific requests for information.
- Providing factual accounts or testimony about the work performed.
- Assisting the client in analyzing the tax issues in the matter.

604.16 A3 In addition to paragraph 604.4 A2, factors that are relevant in evaluating the level of any threat created by assisting in the resolution of tax disputes to an audit client include:

Commented [IESBA658]: 290.187

- 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 advice which is the subject of the tax dispute has been provided by either the firm or network firm.
- 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.

604.16 A4 Examples of actions that might be safeguards to address self-review or advocacy threats created by having a role in the resolution of tax disputes include:

Commented [IESBA659]: 290.189

- Using professionals who are not audit team members to perform the tax service.
- Having a professional, who was not involved in providing the tax service review the financial statement treatment.

Subsection 605 – Internal Audit Services

Introduction

605.1 The provision of internal audit services to an audit client might create a self-review threat.

Commented [IESBA660]: 290.191

605.2 Subsection 605 sets out specific requirements and application material relevant to applying the conceptual framework when providing an internal audit service to an audit client. In some circumstances, providing certain internal audit services is expressly prohibited because the threats created cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA661]: New paragraph

Requirements and Application Material

General

605.3 A1 Internal audit services involve assisting the audit client in the performance of its internal audit activities. Internal audit activities might include:

Commented [IESBA662]: 290.192

- 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.
 - Management policies, directives and other internal requirements.

605.3 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.

Commented [IESBA663]: 290.190

R605.4 Paragraph R600.7 precludes a firm or a network firm from assuming a management responsibility when providing an internal audit service to an audit client. When providing an internal audit service to an audit client, the firm shall be satisfied that:

Commented [IESBA664]: 290.193

- (a) The client designates an appropriate and competent resource, preferably within senior management, 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's management or those charged with governance reviews, assesses and approves the scope, risk and frequency of the internal audit services;
- (c) The client's management evaluates the adequacy of the internal audit services and the findings resulting from their performance;
- (d) The client's management evaluates and determines which recommendations resulting from internal audit services to implement and manages the implementation process; and
- (e) The client's management reports to those charged with governance the significant findings and recommendations resulting from the internal audit services.

605.4 A1 Performing a significant part of the client's internal audit activities increases the possibility that firm personnel providing internal audit services will assume a management responsibility. If the firm's personnel assume a management responsibility when providing internal audit services to an audit client, the threat created cannot be eliminated or reduced to an acceptable level by applying a safeguard.

Commented [IESBA665]: 290.191

605.4 A2 Examples of internal audit services that involve assuming management responsibilities include:

Commented [IESBA666]: 290.192

- 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:
 - Is responsible for determining the scope of the internal audit work; and
 - Might have responsibility for one or more of the matters noted above.

605.5 A1 Factors that are relevant in evaluating the level of any threat created by providing internal audit services to an audit client include:

Commented [IESBA667]: 290.194

- The materiality of the related financial statement 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, including in the course of an external audit.

605.5 A2 An example of an action that might be a safeguard to address self-review threats created by providing internal audit services is using professionals who are not audit team members to perform the internal audit service.

Commented [IESBA668]: 290.194

605.6 A1 When a firm uses the work of an internal audit function in an audit engagement, International Standards on Auditing require the performance of procedures to evaluate the adequacy of that work. When a 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 creates 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:

Commented [IESBA669]: 290.194

- (a) Appropriately evaluating those results; or
- (b) Exercising the same level of professional skepticism as would be exercised when the internal audit work is performed by individuals who are not members of the firm.

Audit Clients that Are Public Interest Entities

R605.7 A firm or a network firm shall not provide internal audit services to an audit client that is a public interest entity, if the services relate to:

Commented [IESBA670]: 290.195

- (a) A significant part of the internal controls over financial reporting;
- (b) Financial accounting systems that generate information that is, separately or in the aggregate, material to the client's accounting records or financial statements on which the firm will express an opinion; or
- (c) Amounts or disclosures that are, separately or in the aggregate, material to the financial statements on which the firm will express an opinion.

Subsection 606 – Information Technology Systems Services

Introduction

606.1 Providing information technology (IT) systems services to an audit client might create a self-review threat.

Commented [IESBA671]: 290.196

606.2 Subsection 606 sets out specific requirements and application material relevant to applying the conceptual framework when providing an IT service to an audit client. In some circumstances, providing certain IT services is expressly prohibited because the threats created cannot be eliminated or there can be no safeguards reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA672]: New paragraph

Requirements and Application Material

General

606.3 A1 Services related to information technology systems include the design or implementation of hardware or software systems. The IT systems might:

Commented [IESBA673]: 290.196

- (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.

606.3 A2 Paragraph R600.7 precludes a firm or a network firm from assuming a management responsibility when providing an IT service to an audit client. Providing the following IT services to an audit client does not usually create a threat as long as personnel of the firm or network firm do not assume a management responsibility:

Commented [IESBA674]: 290.197

- (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 a significant part of the accounting records or financial statements;
- (c) Implementing "off-the-shelf" accounting or financial information reporting software that was not developed by the firm, if the customization required to meet the client's needs is not significant; and
- (d) Evaluating and making recommendations with respect to a system designed, implemented or operated by another service provider or the client.

606.4 A1 Factors that are relevant in evaluating the level of any threat created by providing IT systems services to an audit client include:

Commented [IESBA675]: New paragraph

- The nature of the services.
- The nature of IT systems.
- The degree of reliance that will be placed on the particular IT systems as part of the audit.

06.4 A2 An example of an action that might be a safeguard to address self-review threats created when providing IT systems services to an audit client is using personnel who are not audit team members.

Commented [IESBA676]: 290.200

Audit Clients That Are Not Public Interest Entities

R606.5 A firm or a network firm shall not provide an IT systems service to an audit client that is not a public interest entity if the service involves the design or implementation of IT systems that:

Commented [IESBA677]: 290.199

- (a) Form a significant part of the internal control over financial reporting; or

- (b) Generate information that is significant to the client's accounting records or financial statements on which the firm will express an opinion, unless appropriate policies and procedures are put in place ensuring that:
- (i) The client acknowledges its responsibility for establishing and monitoring a system of internal controls;
 - (ii) 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;
 - (iii) The client makes all management decisions with respect to the design and implementation process;
 - (iv) The client evaluates the adequacy and results of the design and implementation of the system; and
 - (v) The client is responsible for operating the system (hardware or software) and for the data it uses or generates.

Audit Clients that Are Public Interest Entities

- R606.6** A firm or a network firm shall not provide IT systems services to an audit client that is a public interest entity if the services involve designing or implementing IT systems that:
- (a) Form a significant part of the internal control over financial reporting; or
 - (b) Generate information that is significant to the client's accounting records or financial statements on which the firm will express an opinion.

Commented [IESBA678]: 290.201

Subsection 607 – Litigation Support Services

Introduction

- 607.1 Providing litigation support services to an audit client might create a self-review or advocacy threat.
- 607.2 Subsection 607 sets out specific application material relevant to applying the conceptual framework when providing a litigation support service to an audit client. The application material set out in Section 600 is relevant to this subsection.

Commented [IESBA679]: 290.202

Commented [IESBA680]: New paragraph

Application Material

- 607.3 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.
- 607.4 A1 Factors that are relevant in evaluating the level of any threat created by providing litigation support services to an audit client include:
- The legal and regulatory environment in which the service is provided, for example,

Commented [IESBA681]: 290.202

Commented [IESBA682]: New paragraph

whether an expert witness is chosen and appointed by a court.

- The nature and characteristics of the service.
- The extent to which the outcome of the litigation support service will have a material effect on the financial statements on which the firm will express an opinion.

607.4 A2 If a firm or a network firm provides a litigation support service to an audit client and the service involves estimating 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.

Commented [IESBA683]: 290.203

Subsection 608 – Legal Services

Introduction

608.1 Providing legal services to an audit client might create a self-review or advocacy threat.

Commented [IESBA684]: 290.204

608.2 Subsection 608 sets out specific requirements and application material relevant to applying the conceptual framework when providing a legal service to an audit client. In some circumstances, providing certain legal services is expressly prohibited because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA685]: New paragraph

Requirements and Application Material

General

608.3 A1 Legal services are defined as any services for which the individual providing the services must either:

Commented [IESBA686]: 290.204

- (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.

Legal Advisory Services

608.4 A1 Legal advisory services that support an audit client might create self-review threats.

Commented [IESBA687]: 290.204

608.4 A2 Depending on the jurisdiction, legal advisory services might include a wide and diversified range of areas including both corporate and commercial services to clients, such as:

Commented [IESBA688]: 290.204

- Contract support.
- Supporting an audit client in executing a transaction.
- Mergers and acquisitions.
- Support and assistance to clients' internal legal departments.
- Legal due diligence and restructuring.

608.5 A1 Factors that are relevant in evaluating the level of any threats created by providing legal advisory services to an audit client include:

Commented [IESBA689]: 290.205

- The nature of the service.

- Whether the service is provided by an audit team member.
- The materiality of any matter in relation to the client's financial statements.

608.5 A2 Examples of actions that might be safeguards to address self-review and advocacy threats created when providing legal advisory services include:

Commented [IESBA690]: 290.205

- Using professionals who are not audit team members to perform the service.
- Having a professional who was not involved in providing the legal advisory services review any accounting treatment and any financial statement treatment.

Acting as General Counsel

R608.6 A partner or employee of the firm or the network firm shall not accept an appointment as General Counsel for legal affairs of an audit client.

Commented [IESBA691]: 290.208

608.6 A1 The position of General Counsel is usually a senior management position with broad responsibility for the legal affairs of a company.

Commented [IESBA692]: 290.208

Legal Services Involving Acting in an Advocacy Role

608.7 A1 Acting in an advocacy role for an audit client in resolving a dispute or litigation might create advocacy and self-review threats.

Commented [IESBA693]: 290.206

R608.8 A firm or a network firm shall not act in an advocacy role for an audit client in resolving a dispute or litigation when the amounts involved are material to the financial statements on which the firm will express an opinion.

Commented [IESBA694]: 290.206

608.9 A1 Examples of actions that might be safeguards to address self-review and advocacy threats created when acting in an advocacy role for an audit client when the amounts involved are not material to the financial statements on which the firm will express an opinion include:

Commented [IESBA695]: 290.207

- Using professionals who are not audit team members to perform the service.
- Having a professional who was not involved in providing the legal services review any accounting treatment and any financial statement treatment.

Subsection 609 – Recruiting Services

Introduction

609.1 Providing recruiting services to an audit client might create a self-interest, familiarity or intimidation threat.

Commented [IESBA696]: 290.209

609.2 Subsection 609 sets out specific requirements and application material relevant to applying the conceptual framework when providing recruiting services to an audit client. In some circumstances, providing recruiting services to an audit client is expressly prohibited because the threat cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection.

Commented [IESBA697]: New paragraph

Requirements and Application Material

General

609.3 A1 Providing the following services does not usually create threats: **Commented [IESBA698]:** 290.209

- Reviewing the professional qualifications of a number of applicants and providing advice on their suitability for the post.
- Interviewing candidates and advising on a candidate's competence for financial accounting, administrative or control positions.

609.4 A1 Factors that are relevant in evaluating the level of any threat created by providing recruiting services to an audit client include: **Commented [IESBA699]:** 290.209

- The nature of the requested assistance.
- The role of the individual to be recruited.

609.4 A2 An example of an action that might be a safeguard to address self-interest, familiarity or intimidation threats created by providing recruiting services include is using professionals who are not audit team members to perform the service **Commented [IESBA700]:** New paragraph

R609.5 Paragraph R600.7 precludes a firm or a network firm from assuming a management responsibility. 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, and the hiring decision shall be made by the client. **Commented [IESBA701]:** 290.209

R609.6 A firm or a network firm shall not provide a recruiting service to an audit client with respect to a director or officer of the entity or 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 if the service involves: **Commented [IESBA702]:** 290.210

(a) Searching for or seeking out candidates for such positions; and

(b) Undertaking reference checks of prospective candidates for such positions.

Subsection 610 – Corporate Finance Services

Introduction

610.1 Providing corporate finance services to an audit client might create an advocacy or self-review threat. **Commented [IESBA703]:** 290.211

610.2 Subsection 610 sets out specific requirements and application material relevant to applying the conceptual framework when providing a corporate finance services to an audit client. In some circumstances, providing corporate finance services to an audit client is expressly prohibited because the threats cannot be eliminated or there can be no safeguards to reduce them to an acceptable level. The requirements and application material set out in Section 600 are relevant to this subsection. **Commented [IESBA704]:** New paragraph

Requirements and Application Material

General

610.3 A1 Examples of corporate finance services that might create a threat include: **Commented [IESBA705]:** 290.211

- 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 that will directly affect amounts that will be reported in the financial statements on which the firm will express an opinion.

610.4 A1 Factors that are relevant in evaluating the level of any threat created by providing corporate finance services to an audit client include:

Commented [IESBA706]: 290.212

- 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 amounts are material to the financial statements.
- Whether the effectiveness of the corporate finance advice depends on a particular accounting treatment or presentation in the financial statements and there is doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.

610.4 A2 Examples of actions that might be safeguards to address advocacy or self-review threats created by providing a corporate finance service to an audit client include:

Commented [IESBA707]: 290.212

- Using professionals who are not audit team members to perform the service.
- Having a professional who was not involved in providing the corporate finance service advise the audit team on the service and review the accounting treatment and any financial statement treatment.

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 the audit client's shares.

Commented [IESBA708]: 290.214

R610.6 A firm or a network firm shall not provide corporate finance advice to an audit client where the effectiveness of corporate finance advice depends on a particular accounting treatment or presentation in the financial statements and:

Commented [IESBA709]: 290.213

- (a) The audit team has reasonable doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework; and
- (b) The outcome or consequences of the corporate finance advice will have a material effect on the financial statements on which the firm will express an opinion.

Section 800

Reports that Include a Restriction on Use and Distribution

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.

Commented [IESBA710]: New paragraph

800.2 Section 800 sets out certain modifications to Part 4A (excluding this section) 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.”

Commented [IESBA711]: New paragraph

Requirements and Application Material

General

R800.3 A firm might issue a report on an audit of special purpose financial statements which includes a restriction on use and distribution. The independence requirements that apply in respect of such an engagement shall only be eligible for the modifications to Part 4A (excluding this section) that are permitted by this section if:

Commented [IESBA712]: 290.502

- (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.

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.

800.3 A1 The intended users of the report might obtain an understanding of the purpose and limitations of the report by participating in establishing the nature and scope of the engagement. Such participation might be direct, or might be indirect through a representative who has authority to act for the intended users. 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.

800.3 A2 For example, where the intended users are 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.

R800.4 When the firm performs an eligible audit engagement, any modifications to Part 4A (excluding this section) shall be limited to those set out in paragraphs R800.6 to R800.13. The firm shall not apply these modifications when an audit of financial statements is required by law or regulation.

Commented [IESBA713]: 290.500

R800.5 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 (excluding this section) to that audit engagement.

Commented [IESBA714]: 290.503

Public Interest Entities

R800.6 When the firm performs an eligible audit engagement, the firm does not need to apply the independence requirements set out in Part 4A (excluding this section) that apply only to public interest entity audit engagements.

Commented [IESBA715]: 290.505

Related Entities

R800.7 When the firm performs an eligible audit engagement, references to audit client in Part 4A (excluding this section) 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.

Commented [IESBA716]: 290.506

Networks and Network Firms

R800.8 When the firm performs an eligible audit engagement, the specific requirements regarding network firms set out in Part 4A (excluding this section) 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.

Commented [IESBA717]: 290.507

Financial Interests, Loans and Guarantees, Close Business Relationships and Family and Personal Relationships

R800.9 When the firm performs an eligible audit engagement:

Commented [IESBA718]: 290.508

(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 close family members;

(b) The firm shall identify, evaluate and address any threats to independence that might be 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:

Commented [IESBA719]: 290.509

(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.

Commented [IESBA720]: 290.510

800.9 A1 Others within the firm who can directly influence the outcome of the audit engagement include:

Commented [IESBA721]: 290.509

- (a) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the audit engagement partner in connection with the performance of the audit engagement; and
- (b) Those at all successively senior levels above the engagement partner through to the individual who is the firm's Chief Executive or equivalent.

R800.10 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 R510.7(c) and (d), R510.8, R510.10 and R510.13(c) and (d).

Commented [IESBA722]: 290.510, 290.511

R800.11 When the firm performs an eligible audit engagement, the firm, in applying the provisions set out in paragraphs R510.7(a), R510.9 and R510.10 to interests of the firm, shall not hold a material direct or a material indirect financial interest in the audit client.

Commented [IESBA723]: 290.512

Employment with an Audit Client

R800.12 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 524.4 A1 to 524.7 A2.

Commented [IESBA724]: 290.513

800.12 A1 Examples of actions that might be safeguards to address the threats set out in paragraph R800.12 include those set out in paragraph 524.5 A3.

Commented [IESBA725]: 290.513

Providing Non-Assurance Services

R800.13 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 R800.6 to R800.8.

Commented [IESBA726]: 290.514

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Part 4B – INDEPENDENCE FOR OTHER ASSURANCE ENGAGEMENTS

Section 900

Applying the Conceptual Framework to Independence for Other Assurance Engagements

Introduction

900.1 Part 4B applies to assurance engagements other than audit and review engagements (referred to as “assurance engagements” in this Part). Examples of such engagements include:

- An audit of specific elements, accounts or items of a financial statement
- Performance assurance on a company's key performance indicators.

Commented [IESBA727]: New Paragraph

900.2 In Part 4B, the term “professional accountant” refers to professional accountants in public practice and their firms.

Commented [IESBA728]: New paragraph

900.3 *International Standard on Quality Control 1* (ISQC 1²), requires a firm to establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and, where applicable, others subject to independence requirements maintain independence where required by relevant ethics standards. *International Standards on Assurance Engagements* (ISAEs) establish responsibilities for engagement partners and engagement teams at the level of the engagement. The allocation of certain responsibilities within a firm will depend on its size, structure and organization. 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. Firms assign responsibility for a particular action to an individual or a group of individuals (such as an assurance team) in accordance with ISQC 1. In addition, individual professional accountants remain responsible for compliance with any provisions that apply to that accountant's activities, interests or relationships.

900.4 Independence is linked to the principles of objectivity and integrity. It comprises:

Commented [IESBA729]: 291.5

- (c) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.
- (d) 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 skepticism has been compromised.

In Part 4B, references to an individual or firm being “independent” mean that the individual or firm has complied with the provisions of this Part.

Commented [IESBA730]: New paragraph

900.5 When performing assurance engagements, the Code requires firms to comply with the fundamental principles and be independent. Part 4B sets out requirements and application material on how to apply the conceptual framework to maintain independence when performing

Commented [IESBA731]: New paragraph

² International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*

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.

900.6 Part 4B describes facts and circumstances, including professional activities, interests and relationships that create or might create threats to independence. Firms are required to apply the conceptual framework to threats to independence as well as to threats to the fundamental principles that are linked to independence. Part 4B describes potential threats and safeguards or other actions that might be appropriate to address any such threats. It also identifies some situations where the threats cannot be eliminated and there can be no safeguards to reduce the threats to an acceptable level.

Commented [IESBA732]: New paragraph

900.7 Assurance engagements are designed to enhance intended users' degree of confidence about the outcome of the evaluation or measurement of a subject matter against criteria. The *International Framework for Assurance Engagements* (the Assurance Framework) describes the elements and objectives of an assurance engagement and identifies engagements to which ISAEs apply. For a description of the elements and objectives of an assurance engagement, refer to the Assurance Framework.

Commented [IESBA733]: 291.2

900.8 In an assurance engagement, the professional accountant expresses a conclusion designed to enhance the degree of confidence of the intended users (other than the responsible party) about the outcome of the evaluation or measurement of a subject matter against criteria. For further explanation, see the Assurance Framework.

Commented [IESBA734]:
291.12

900.9 The outcome of the evaluation or measurement of a subject matter is the information that results from applying the criteria to the subject matter. The term "subject matter information" is used to mean the outcome of the evaluation or measurement of a subject matter. For example, the Assurance Framework states that an assertion about the effectiveness of internal control (subject matter information) results from applying a framework for evaluating the effectiveness of internal control, such as COSO or CoCo (criteria), to internal control, a process (subject matter).

Commented [IESBA735]: 291.13

900.10 Assurance engagements might be assertion-based or direct reporting. In either case, they involve three separate parties: a professional accountant, a responsible party and intended users.

Commented [IESBA736]: 291.14

900.11 In an assertion-based assurance engagement, the evaluation or measurement of the subject matter is performed by the responsible party. The subject matter information is in the form of an assertion by the responsible party that is made available to the intended users.

Commented [IESBA737]: 291.15

900.12 In a direct reporting assurance engagement, the professional accountant either

- (a) Directly performs the evaluation or measurement of the subject matter; or
- (b) Obtains a representation from the responsible party that has performed the evaluation or measurement that is not available to the intended users. The subject matter information is provided to the intended users in the assurance report.

Commented [IESBA738]: 291.16

Reports that Include a Restriction on Use and Distribution

900.13 An assurance report might include a restriction on use and distribution. If it does, and the conditions set out in Section 999 are met, then the independence requirements in Part 4B (excluding Section 999) may be modified as provided in Section 999.

Audit and Review Engagements

900.14 Independence standards for audit and review engagements are set out in Part 4A–
Independence for Audits and Reviews.

Commented [IESBA739]: New paragraph

Requirements and Application Material

General

R900.15 A firm performing an assurance engagement shall be independent.

R900.16 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.

Commented [IESBA740]: New paragraph

Commented [IESBA741]: 291.6

Network firms

R900.17 When a firm performing an assurance engagement has reason to believe that a threat to independence is created by a network firm's interests and relationships, the firm shall evaluate any such threat.

Commented [IESBA742]: 291.3

900.17 A1 Network firms are discussed in paragraphs R400.50 to 400.54 A1.

Related Entities

R900.18 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.

Commented [IESBA743]: 291.3

Types of Assurance Engagements

Assertion-Based Assurance Engagements

R900.19 When performing an assertion-based assurance engagement:

Commented [IESBA744]: 291.17

(a) The members of the assurance team and the firm shall be independent of the assurance client (the party responsible for the subject matter information, and which might be responsible for the subject matter) as set out in Part 4B. The independence requirements set out in Part 4B prohibit certain relationships between assurance team members and (i) directors or officers, and (ii) individuals at the client in a position to exert significant influence over the subject matter information;

(b) The firm shall apply the conceptual framework set out in Section 120 to relationships with individuals at the client in a position to exert significant influence over the subject matter of the engagement; and

Commented [IESBA745]: 291.17

(c) The firm shall evaluate and address any threats that the firm has reason to believe are created by network firm interests and relationships.

Commented [IESBA746]: 290.510, 290.511

R900.20 (a) When performing an assertion-based assurance engagement where the responsible party is responsible for the subject matter information but not the subject matter, the members of the assurance team and the firm shall be independent of the party responsible for the subject matter information (the assurance client).

Commented [IESBA747]: 291.19, 291.101

- (b) The firm shall evaluate and address any threats the firm has reason to believe are created by interests and relationships between an assurance team member, the firm, a network firm and the party responsible for the subject matter.

Commented [IESBA748]: 291.19, 291.101

- 900.20 A1 In the majority of assertion-based assurance engagements, the responsible party is responsible for both the subject matter information and the subject matter. However, in some engagements, the responsible party might not be responsible for the subject matter. An example might be when a firm is engaged to perform an assurance engagement regarding a report that an environmental consultant has prepared about a company's sustainability practices for distribution to intended users. In this case, the environmental consultant is the responsible party for the subject matter information but the company is responsible for the subject matter (the sustainability practices).

Commented [IESBA749]: 291.18, 291.101

Direct Reporting Assurance Engagements

- R900.21** When performing a direct reporting assurance engagement:

Commented [IESBA750]: 291.20

- (a) The members of the assurance team and the firm shall be independent of the assurance client (the party responsible for the subject matter); and
- (b) The firm shall evaluate and address any threats to independence the firm has reason to believe are created by network firm interests and relationships.

Commented [IESBA751]: 291.20

Multiple Responsible Parties

- 900.22 A1 In some assurance engagements, whether assertion-based or direct reporting, there might be several responsible parties. In determining whether it is necessary to apply the provisions in Part 4B to each responsible party 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 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:

Commented [IESBA752]: 291.28

- (a) The materiality of the subject matter information (or of the subject matter) for which the particular responsible party is responsible.
- (b) The degree of public interest associated with the engagement.

If the firm determines that the threat created by any such interest or relationship with a particular responsible party would be trivial and inconsequential, it might not be necessary to apply all of the provisions of this section to that responsible party.

[Paragraphs 900.23 to 900.29 are intentionally left blank]

Period During which Independence is Required

- R900.30** Independence, as required by Part 4B 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. The engagement period ends when the assurance report is issued. When the

Commented [IESBA753]: 291.30

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:

Commented [IESBA754]: 291.31

(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 Subject to paragraph R900.33, 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 period of the assurance engagement, 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.

Commented [IESBA755]: 291.32

900.32 A1 Examples of actions that might be safeguards to address threats to independence include:

Commented [IESBA756]: 291.32

- Not including personnel who provided the non-assurance service as assurance team members.
- Having a professional accountant review the assurance and non-assurance work as appropriate.

R900.33 As an exception to paragraph R900.32, if the non-assurance service 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:

Commented [IESBA757]: 291.32

(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 those charged with governance.

[Paragraphs 900.34 to 900.39 are intentionally left blank]

General Documentation of Independence for Assurance Engagements

R900.40 A firm shall document conclusions regarding compliance with Part 4B, and the substance of any relevant discussions that support those conclusions. In particular:

Commented [IESBA758]: 291.29

(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 requires 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 judgments in forming conclusions regarding compliance with Part 4B. However, a lack of documentation does not determine whether a firm considered a particular matter or whether the firm is independent.

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Commented [IESBA760]: 291.29

[Paragraphs 900.41 to 900.49 are intentionally left blank]

Breach of a Provision of Independence for Other Assurance Engagements

R900.50 If a firm concludes that a breach of Part 4B has occurred, the firm shall:

Commented [IESBA761]: 291.33

- (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 judgment and take into account whether a reasonable and informed third party would be likely to conclude that the firm's objectivity would be compromised such that the firm is unable to issue an assurance report.

R900.51 If the firm determines that it cannot take action 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.

Commented [IESBA762]: 291.34

R900.52 If the firm determines that it can take action 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.

Commented [IESBA763]: 291.35

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.

Commented [IESBA764]: 291.36

R900.54 In applying the provisions of paragraph R900.50 to R900.53, the firm shall document:

Commented [IESBA765]: 291.37

- (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 also document:

Commented [IESBA766]: 291.37

- (a) The conclusion that, in the firm's professional judgment, 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.

Commented [IESBA767]: New paragraph

905.2 The nature and level of fees or other types of remuneration might create self-interest or intimidation threats.

905.3 Section 905 sets out specific requirements and application material relevant to applying the conceptual framework to fees or other remuneration.

Commented [IESBA768]: New paragraph

Requirements and Application Material

Fees—Relative Size

905.4 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 losing the client create a self-interest or intimidation threat. Factors that are relevant in evaluating the level of those threats include:

Commented [IESBA769]: 291.148

- The operating structure of the firm.
- Whether the firm is well established or new.
- The significance of the client qualitatively and/or quantitatively to the firm.

905.4 A2 Examples of actions that might be safeguards to address the threats set out in paragraph 905.4 A1 include:

Commented [IESBA770]: 291.148

- Increasing the client base in the firm to reduce dependence on the assurance client.
- External quality control reviews.
- Consulting a third party, such as a professional body or a professional accountant, on key assurance judgments and taking appropriate steps following that consultation.

905.5 A1 A self-interest or intimidation threat is also created when the fees generated by the firm from an assurance client represent a large proportion of the revenue from an individual partner's clients.

Commented [IESBA771]: 291.149

905.5 A2 An example of an action that might be a safeguard to address the threats set out in paragraph 905.5 A1 is having an additional professional accountant who was not an assurance team member review the work or otherwise advise as necessary.

Commented [IESBA772]: 291.149

Fees—Overdue

905.6 A1 A self-interest threat might be created if a significant part of fees is not paid before the assurance report, if any, for the following period is issued. It is generally expected that the firm will require payment of such fees before any such report is issued. The requirements and application material set out in Section 911 with respect to loans and guarantees might also be relevant to situations where such unpaid fees exist.

Commented [IESBA773]: 291.150

905.6 A2 Examples of actions that might be safeguards to address threats created by overdue fees include:

- Obtaining partial payment of overdue fees.
- Have an additional professional accountant, who did not take part in the assurance engagement review the work performed.

Commented [IESBA774]: 291.150

R905.7 When a significant part of fees due from an assurance client remains unpaid for a long time, the firm shall determine:

Commented [IESBA775]: 290.150

- (a) Whether the overdue fees might be equivalent to a loan to the client; and
- (b) Whether it is appropriate for the firm to be re-appointed or continue the assurance engagement because of the significance of the overdue fee.

Contingent Fees

905.8 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, fees are not regarded as being contingent if established by a court or other public authority.

Commented [IESBA776]: 291.151

R905.9 A firm shall not charge directly or indirectly a contingent fee for an assurance engagement.

Commented [IESBA777]: 291.152

R905.10 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 judgment related to a matter that is material to the subject matter information of the assurance engagement.

Commented [IESBA778]: 291.153

905.10 A1 Paragraphs R905.9 and R905.10 preclude a firm from entering into certain contingent fee arrangements with an assurance client. Even if such contingent fee arrangements are not precluded when providing a non-assurance service to an assurance client, a self-interest threat might still be created. Factors that are relevant in evaluating the level of such threats include:

Commented [IESBA779]: 291.154

- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome of the matter upon which the contingent fee will be determined.
- The nature of the service.
- The effect of the event or transaction on the subject matter information.

905.10 A2 Examples of actions that might be safeguards to address a threat created by a contingent fee include:

Commented [IESBA780]: 291.154

- Having a professional accountant review the relevant assurance work or otherwise advise as necessary.
- Using professionals who are not members of the assurance team to perform the non-assurance service.

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.

Commented [IESBA781]: New paragraph

906.2 Accepting gifts or hospitality from an assurance client might create self-interest, familiarity or other threats.

Commented [IESBA782]: 291.155

906.3 Section 906 sets out a specific requirement relevant to applying the conceptual framework to offers of gifts and hospitality.

Commented [IESBA783]: New paragraph

Requirement

R906.4 A firm or an assurance team member shall not accept gifts or hospitality from an assurance client, unless the value is trivial and inconsequential.

Commented [IESBA784]: 291.155

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.

Commented [IESBA785]: New paragraph

907.2 When litigation occurs, or appears likely, between an assurance client and the firm or an assurance team member, self-interest and intimidation threats are created.

Commented [IESBA786]: 291.156

907.3 Section 907 sets out specific application material relevant to applying the conceptual framework to such actual or threatened litigation.

Commented [IESBA787]: New paragraph

Application Material

907.4 A1 The relationship between client management and assurance team members must be characterized by complete candor and full disclosure regarding all aspects of a client's operations. The adversarial positions which might result from actual or threatened litigation might affect management's willingness to make complete disclosures and create self-interest and intimidation threats. Factors that are relevant in evaluating the level of such threats include:

Commented [IESBA788]: 291.156

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

Commented [IESBA789]: 291.156

907.4 A2 An example of an action that might be a safeguard to address threats created by actual or threatened litigation is having a professional review the work performed.

Commented [IESBA790]: 291.156

If the litigation involves an assurance team member, an action that might eliminate those threats is removing that individual from the assurance team.

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.

Commented [IESBA791]: New paragraph

910.2 Holding a financial interest in an assurance client might create a self-interest threat.

Commented [IESBA792]: 291.104

910.3 Section 910 sets out specific requirements and application material on applying the conceptual framework to financial interests.

Commented [IESBA793]: New paragraph

Requirements and Application Material

General

910.4 A1 A financial interest might be held directly or held 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 the 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.

Commented [IESBA794]: 291.105

910.5 A1 Section 910 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.

Commented [IESBA795]: 291.103

910.6 A1 Factors that are relevant in evaluating the level of threats created by holding financial interests in an assurance client include:

Commented [IESBA796]: 291.104

- 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

R910.7 A direct financial interest or a material indirect financial interest in the assurance client shall not be held by:

Commented [IESBA797]: 291.106

- (a) The firm; or
- (b) An assurance team member or any of that individual’s immediate family.

R910.8 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.

Commented [IESBA798]: 291.108

Financial Interests Held as Trustee

R910.9 Paragraph R910.7 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:

Commented [IESBA799]: 291.109

- (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

R910.10 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 be permitted to be held under this section:

Commented [IESBA800]: 291.111

- (a) If the interest is received by the firm, the financial interest shall be disposed of immediately, or a sufficient amount 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 a sufficient amount of an indirect financial interest so that the remaining interest is no longer material.

Financial Interests – Other Circumstances

R910.11 In the following circumstances related to financial interests, the firm shall apply the conceptual framework set out in Section 120:

- (a) 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. (Ref: Para. 910.11 A1).
- (b) If an assurance team member knows that a financial interest is held by other individuals, including:
 - (i) Partners and professional employees of the firm, apart from those who are specifically not permitted to hold such financial interests by paragraph R910.7, or their immediate family members.
 - (ii) Individuals with a close personal relationship with an assurance team member. (Ref: Para. 910.11 A3).

Commented [IESBA801]: 291.107

Commented [IESBA802]: 291.110

910.11 A1 A self-interest threat might be created if an assurance team member has a close family member who the assurance team member knows has a direct financial interest or a material indirect financial interest in the assurance client. Factors that are relevant in evaluating the level of such threats include:

Commented [IESBA803]: 291.107

- The nature of the relationship between the assurance team member and the close family member; and
- The materiality of the financial interest to the close family member.

- Whether the financial interest is direct or indirect.
- The firm's organizational, operating and reporting structure.

910.11 A2 Examples of actions that might be safeguards to address threats created by having a financial interest as set out in paragraph 910.11 A1 include:

Commented [IESBA804]: 291.107

- The close family member disposing, as soon as practicable, of all of the financial interest or disposing of a sufficient portion of an indirect financial interest so that the remaining interest is no longer material.
- Having a professional accountant review the work of the assurance team member.

An action that might eliminate those threats is to remove the individual from the assurance team.

910.11 A3 An example of an action that might be a safeguard to address threats set out in paragraph R910.11(b) is having a professional accountant review the work of the assurance team.

910.11 A4 Actions that might eliminate those threats include:

Commented [IESBA805]: 291.110

- Removing the assurance team member with the personal relationship from the assurance team.
- Excluding the assurance team member from any significant decision-making concerning the assurance engagement.

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.

Commented [IESBA806]: New paragraph

911.2 A loan or a guarantee of a loan between an assurance client and a firm, an assurance team member or any of that individual's immediate family might create self-interest or other threats.

Commented [IESBA807]: 291.112

911.3 Section 911 sets out specific requirements and application material relevant to applying the conceptual framework to loans and guarantees.

Commented [IESBA808]: New paragraph

Requirements and Application Material

General

911.4 A1 Section 911 contains references to the "materiality" of a loan or guarantee. For the purpose of 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

Commented [IESBA809]: 291.103

Loans and Guarantees with an Assurance Client

R911.5 A firm, or an assurance team member, or any of that individual's immediate family shall not make or guarantee a loan to an assurance client unless the loan or guarantee is immaterial to both:

Commented [IESBA810]: 291.116

- (a) The firm, or the individual making the loan or guarantee, as applicable; and
- (b) The client.

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

R911.6 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.

Commented [IESBA811]: 291.112

911.6 A1 Examples of loans include mortgages, bank overdrafts, car loans and credit card balances.

911.6 A2 If a loan from an assurance client that is a bank or similar institution is made under normal lending procedures, terms and conditions and it is material to the assurance client or firm receiving the loan, it might create a self-interest threat. An example of an action that might be a safeguard to address such threats is having the work reviewed by a professional who is not a member of the assurance team that is neither involved with the assurance engagement nor is a beneficiary of the loan. If the loan is to a firm, the reviewing professional might be someone from a network firm.

Commented [IESBA812]: 291.113

Deposit or Brokerage Accounts

R911.7 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.

Commented [IESBA813]: 291.117

Loans and Guarantees with an Assurance Client that is not a Bank or Similar Institution

R911.8 A firm or an assurance team member, or any of that individual's immediate family members, shall not accept a loan from, or have a borrowing guaranteed by, an assurance client that is not a bank or similar institution, unless the loan or guarantee is immaterial to both:

Commented [IESBA814]: 291.115

- (a) The firm, or the individual receiving the loan or guarantee, as applicable; and
- (b) 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.

Commented [IESBA815]: New paragraph

920.2 A close business relationship between an assurance client or its management and a firm, an assurance team member or any of that individual's immediate family might create self-interest or intimidation threats.

Commented [IESBA816]: 291.118

920.3 Section 920 sets out specific requirements and application material relevant to applying the conceptual framework to business relationships.

Commented [IESBA817]: New paragraph

Requirements and Application Material

General

920.4 A1 Section 920 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.

Commented [IESBA818]: 291.103

920.5 A1 Examples of a close business relationship arising from a commercial relationship or common financial interest include:

Commented [IESBA819]: 291.118

- 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 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 or Assurance Team Member Relationships

R920.5 The 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.

Commented [IESBA820]: 291.118 (2nd and 3rd last paragraphs)

Buying Goods or Services

920.6 A1 The purchase of goods and services from an assurance client by the 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.

Commented [IESBA821]: 291.119

However, such transactions might be of such a nature and magnitude that they create a self-interest threat.

920.6 A2 Actions that might eliminate threats created by purchasing goods and services from an assurance client include:

- Eliminating or reducing the magnitude of the transaction.
- Removing the individual from the assurance team.

Commented [IESBA822]: 291.119

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.

Commented [IESBA823]: New paragraph

921.2 Family or personal relationships between firm and client personnel might create self-interest, familiarity or intimidation threats.

Commented [IESBA824]: 291.120

921.3 Section 921 sets out specific requirements and application material relevant to applying the conceptual framework to family and personal relationships.

Commented [IESBA825]: New paragraph

Requirements and Application Material

General

921.4 A1 Threats 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. Factors that are relevant in evaluating the level of any such threats include:

Commented [IESBA826]: 291.122

- The individual's responsibilities on the assurance team.
- The role of the family member or other individual within the client, and the closeness of the relationship.

Immediate Family of an Assurance Team Member

921.5 A1 Threats are created when an immediate family member of an assurance team member is an employee in a position to exert significant influence over the subject matter of the engagement.

Commented [IESBA827]: 291.122

921.5 A2 Factors that are relevant in evaluating the level of any threat created include:

- The position held by the immediate family member.
- The role of the assurance team member.

921.5 A3 An example of an action that might address the threats set out in paragraph 921.5 A1 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.

An action that might eliminate those threats is removing the individual from the assurance team.

Commented [IESBA828]: 291.122

R921.6 An individual shall not participate as an assurance team member when any of that individual's immediate family:

Commented [IESBA829]: 291.121

- (a) Is a director or officer of the assurance client; or
- (b) 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 Assurance Team Member

921.7 A1 Threats are created when a close family member of an assurance team member is:

Commented [IESBA830]: 291.123

- A director or officer of the assurance client;
- An employee in a position to exert significant influence over the subject matter information of the assurance engagement.

921.7 A2 Factors that are relevant in evaluating the level of any threat created by the relationships set out in paragraph 921.7 A1 include:

Commented [IESBA831]: 290.123

- 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.

921.7 A3 An example of an action that might address threats created by the relationships set out in paragraph 921.7 A1 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.

An action that might eliminate threats created by the relationships set out in paragraph 921.7 A1 is removing the individual from the assurance team.

Commented [IESBA832]: 291.123

Other Close Relationships of Assurance Team Member

R921.8 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:

Commented [IESBA833]: 291.124

- (a) A director or officer of the assurance client; or
- (b) An employee in a position to exert significant influence over the subject matter information of the assurance engagement.

921.8 A1 Factors that are relevant in evaluating the level of any threats created by such relationships include:

Commented [IESBA834]: 291.124

- 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.

921.8 A2 An example of an action that might address threats created by close relationships of assurance team members is structuring the responsibilities of the assurance team so that the audit 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.

An action that might eliminate threats created by such relationships is removing the individual from the assurance team.

Commented [IESBA835]: 291.124

Relationships of Partners and Employees of the Firm

921.9 A1 Self-interest, familiarity or intimidation threats 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) a director or officer of the assurance client or an employee in a position to exert significant influence over the subject matter information of the assurance engagement. Factors that are relevant in evaluating the level of any threat created by such relationships include:

Commented [IESBA836]: 291.125

- o The nature of the relationship between the partner or employee of the firm and the director or officer or employee of the client.
- o The degree of interaction of the partner or employee of the firm with the assurance team.
- o The position of the partner or employee within the firm.
- o The role of the individual within the client.

921.9 A2 Examples of actions that might be safeguards to address threats created by such relationships include:

Commented [IESBA837]: 291.125

- Structuring the partner's or employee's responsibilities to reduce any potential influence over the assurance engagement.
- Having a professional accountant 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.

Commented [IESBA838]: New paragraph

922.2 Self-interest, self-review or familiarity threats might be created if an assurance team member has recently served as a director or officer or employee of the assurance client.

Commented [IESBA839]: 291.130

922.3 Section 922 sets out specific requirements and application material relevant to applying the conceptual framework in circumstances where assurance team members have served with an assurance client.

Commented [IESBA840]: New paragraph

Requirements and Application Material

R922.4 The assurance team shall not include an individual who, during the period covered by the assurance report:

Commented [IESBA841]: 291.131

- (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 subject matter information of the assurance engagement.

922.5 A1 Self-interest, self-review or familiarity threats might be created if, before the period covered by the assurance report, an assurance team member:

Commented [IESBA842]: 291.132

- (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 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.

922.5 A2 Factors that are relevant in evaluating the level of any threats created by such recent service with an assurance client include:

Commented [IESBA843]: 291.132

- 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.

922.5 A3 An example of an action that might be a safeguard to address threats set out in paragraph 922.5 A1 is conducting a review of the work performed by the individual as an assurance team member.

Commented [IESBA844]: 291.132

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.

Commented [IESBA845]: New paragraph

923.2 Self-review and self-interest threats are created if a partner or employee of the firm serves as a director or officer of an assurance client.

Commented [IESBA846]: New paragraph

923.3 Section 923 sets out specific requirements and application material relevant to applying the conceptual framework in these circumstances.

Commented [IESBA847]: New paragraph

Requirements and Application Material

R923.4 A partner or employee of the firm shall not serve as a director or officer of an assurance client of the firm.

Commented [IESBA848]: 291.133

R923.5 A partner or employee of the firm shall not serve as Company Secretary for an assurance client of the firm unless:

Commented [IESBA849]: 291.135

- (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.

A firm shall apply the conceptual framework set out in Section 120 if a partner or employee of the firm performs those duties and activities for an assurance client.

923.5 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 regulation or providing advice on corporate governance matters. Usually this position is seen to imply a close association with the entity.

Commented [IESBA850]: 291.134

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. **Commented [IESBA851]:** New paragraph
- 924.2 Employment relationships between former partners or employees of firms and assurance clients might create familiarity or intimidation threats. **Commented [IESBA852]:** 291.126
- 924.3 Section 924 sets out specific requirements and application material relevant to applying the conceptual framework to these employment relationships. **Commented [IESBA853]:** New paragraph

Requirements and Application Material

- 924.4 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: **Commented [IESBA854]:** 291.126
- A director or officer of the assurance client.
 - An employee who is in a position to exert significant influence over the subject matter information of the assurance engagement.
- R924.5** If a former partner joins an assurance client of the firm or a former assurance team member joins the assurance client as: **Commented [IESBA855]:** 291.127
- (a) A director or officer; or
- (b) 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.
- 924.5 A1 If one of those individuals has joined the assurance client in such a position and does not continue to participate in the firm's business or professional activities, the following factors are relevant in evaluating the level of any familiarity or intimidation threats created: **Commented [IESBA856]:** 291.127
- The position the individual has taken at the client.
 - Any involvement the individual will have with the assurance team.
 - The length of time since the individual was an assurance team member or partner of the firm.
 - The former position of the individual within the assurance team or firm.
- 924.5 A2 Examples of actions that might be safeguards to address threats created by such employment relationships include: **Commented [IESBA857]:** 291.127
- 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 individuals to the assurance team who have sufficient experience relative to the individual who has joined the client.
- Having a professional accountant review the work of the former assurance team member.

924.5 A3 The requirement to apply the conceptual framework also applies if, prior to an entity becoming a client of the firm, a former partner of the firm has joined the entity in a position set out in paragraph R924.5.

Commented [IESBA858]: 291.128

R924.6 A firm shall have policies and procedures that require assurance team members to notify the firm when entering employment negotiations with an assurance client.

Commented [IESBA859]: 291.129

924.6 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.

Commented [IESBA860]: 291.129

924.6 A2 An example of an action that might be a safeguard to address threats set out in paragraph 924.4 A1 is having an appropriate individual review any significant judgments made by that individual while on the team.

Commented [IESBA861]: 291.129

An action that might eliminate those threats is removing the individual from the assurance engagement.

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. **Commented [IESBA862]:** New paragraph
- 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. **Commented [IESBA863]:** New paragraph
- 940.3 Section 940 sets out requirements and application material relevant to applying the conceptual framework to long association of personnel with an assurance client. **Commented [IESBA864]:** New paragraph

Requirements and Application Material

- 940.4 A1 A familiarity threat might be created as a result of an individual's long association with:
(a) The assurance client; or
(b) The subject matter and subject matter information of the assurance engagement. **Commented [IESBA865]:** 291.137
- 940.4 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 the assurance client or a member of senior management. Such a threat might influence the individual's judgment inappropriately. **Commented [IESBA866]:** 291.137
- 940.4 A3 Examples of actions that might be safeguards to address familiarity and self-interest threats in relation to a specific engagement include:
 - Changing the role of the individual on the assurance team or the nature and extent of the tasks the individual performs. **Commented [IESBA868]:** 291.140
 - Having a professional accountant who is not an assurance team member review the work of the individual. **Commented [IESBA869]:** 291.140
 - Performing regular independent internal or external quality reviews of the engagement. **Commented [IESBA870]:** 291.140
 - Performing an engagement quality control review. **Commented [IESBA871]:** 290.140An action that might eliminate the threats would be rotating the individual off the assurance team. **Commented [IESBA872]:** 291.140
- R940.5** If a firm determines 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; or
(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 eliminated or reduced to an acceptable level.

940.5 A1 Factors, individually or in combination, that are relevant to evaluating the level of any threats created from an individual being involved in an assurance engagement over a long period of time 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 who are the responsible party or, if relevant, senior management.

Commented [IESBA873]: Derived from paragraph 291.138

Commented [IESBA874]: 291.138

Commented [IESBA875]: 291.138

Commented [IESBA876]: 291.138

Commented [IESBA877]: 291.138

Commented [IESBA878]: 291.138

Commented [IESBA879]: 291.138

Commented [IESBA880]: 291.138

Commented [IESBA881]: 291.138

940.5 A2 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 the assurance client would be reduced by the departure of the individual who is the responsible party and the start of a new relationship.

Commented [IESBA882]: 291.139

Effective Date

Section 940 is effective as of December 15, 2018. Early adoption is permitted.

Section 950

Provision of Non-assurance Services to an Assurance Client

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.

Commented [IESBA883]: New paragraph

950.2 Firms might provide a range of non-assurance services to their assurance clients, consistent with their skills and expertise. Providing non-assurance services to assurance clients might create threats to compliance with the fundamental principles and threats to independence.

Commented [IESBA884]: Derived from 291.138 and aligned to proposed 600.1.

950.3 Section 950 sets out specific requirements and application material relevant to applying the conceptual framework when providing non-assurance services to assurance clients.

Commented [IESBA885]: New paragraph, aligns to proposed 600.3

Requirements and Application Material

General

R950.4 Before a firm accepts an engagement to provide a non-assurance service to an assurance client, the firm shall determine whether providing such a service would create a threat to independence.

Commented [IESBA886]: 291.140, aligns to proposed R600.4

950.4 A1 The requirements and application material in Section 950 assist firms in analyzing certain types of non-assurance services and the related threats that might be created when a firm accepts or provides non-assurance services to an assurance client.

Commented [IESBA887]: New paragraph, aligns to proposed 600.4 A1

950.4 A2 New business practices, the evolution of financial markets and changes in information technology are amongst the developments that make it impossible to draw up an all-inclusive list of non-assurance services that might be provided to an assurance client. As a result, the Code does not include an exhaustive listing of all non-assurance services that might be provided to an assurance client.

Commented [IESBA888]: New paragraph, aligns to proposed 600.4 A2

950.4 A3 Factors that are relevant in evaluating the level of any threats created by providing a non-assurance service to an assurance client include:

Commented [IESBA889]: New paragraph, aligns to proposed 600.4 A4

- The nature of the service, and the degree of reliance, if any, that will be placed on the outcome of that service as part of the assurance engagement.
- Whether the outcome of the service will affect 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 or significant effect on the subject matter of the assurance engagement.
 - The extent of the assurance client's involvement in determining and accepting its responsibilities for those matters where they involve significant professional judgment.
 - The extent of the assurance client's involvement in determining significant matters of judgment.

- The level of expertise of the client's employees with respect to the type of service provided.

Materiality In Relation to an Assurance Client's Information

950.4 A4 Materiality in relation to an assurance client's 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.

Commented [IESBA890]: New paragraph, aligns to proposed 605.A1

Avoiding Management Responsibilities

R950.5 A firm shall not assume a management responsibility as part of an assurance service. If the firm assumes a management responsibility as part of any other services provided to the assurance client, the firm shall establish appropriate policies and procedures to ensure that the responsibility is not related to the subject matter or subject matter information of the assurance engagement provided by the firm.

Commented [IESBA891]: 291.143

950.5 A1 Assuming a management responsibility as part of an assurance service creates self-review, self-interest and familiarity threats.

Commented [IESBA892]: New paragraph

950.5 A2 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.

Commented [IESBA893]: 291.141

950.5 A3 Determining whether an activity is a management responsibility depends on the circumstances and requires the exercise of judgment. Examples of activities that would be considered a management responsibility include:

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- 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.
- Authorizing 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.

950.5 A4 Providing advice and recommendations to assist the management of an assurance client in discharging its responsibilities is not assuming a management responsibility (Ref: Paras. R950.4 to 950.4 A3).

Commented [IESBA895]: New paragraph, aligns to proposed 600.5 A1

R950.6 When providing services that are related to the subject matter or subject matter information of an assurance engagement, the firm shall be satisfied that client management makes all related

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judgments and decisions. 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 services. Such an individual, preferably within senior management, would understand:

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

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

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

Multiple Non-assurance Services to an Assurance Client

950.7 A1 A firm might provide multiple non-assurance services to an assurance client. When providing a non-assurance service to an assurance client, applying the conceptual framework requires the firm to consider any combined effect of threats created by other non-assurance services provided to the assurance client.

Commented [IESBA897]: New paragraph, aligns to proposed 600.6 A1

Other Considerations Related to Providing Specific Non-Assurance Services

950.8 A1 A self-review threat might be created if the firm is involved in the preparation of subject matter information which is subsequently the subject matter information of an assurance engagement.

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950.8 A2 Examples of non-assurance services that might create self-review threats include:

- (a) Providing services related to the subject matter information of an assurance engagement.
- (b) Preparing subject matter information which is subsequently the subject matter information of an assurance engagement, such as, if the firm developed and prepared prospective information and subsequently provided assurance on this information.
- (c) Performing a valuation that forms part of the subject matter information of an assurance engagement.

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Section 999

Reports that Include a Restriction on Use and Distribution

Introduction

- 999.1 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.
- 999.2 Section 999 sets out certain modifications to Part 4B (excluding this section) 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 R999.3 is referred to as an “eligible assurance engagement.”

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Commented [IESBA901]: New paragraph

Requirements and Application Material

General

R999.3 A firm might issue a report on an assurance engagement which includes a restriction on use and distribution. The independence requirements that apply in respect of such an engagement shall only be eligible for the modifications to Part 4B (excluding this section) that are permitted by this section if:

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- (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.

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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 the representative.

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999.3 A1 The intended users of the report might obtain an understanding of the purpose, subject matter information, and limitations of the report by participating in establishing the nature and scope of the engagement. Such participation might be direct, or might be indirect through a representative who has authority to act for the intended users. 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 agreed to by their representative.

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999.3 A2 For example, where the intended users are 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.

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R999.4 When the firm performs an eligible assurance engagement, any modifications to Part 4B (excluding this section) shall be limited to those modifications set out in paragraphs R999.6 to R999.8.

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R999.5 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 (excluding this section) to that assurance engagement.

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Networks and Network Firms

R999.6 When the firm performs an eligible assurance engagement, the firm shall evaluate and address any threats that the firm has reason to believe are created by network firm interests and relationships.

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Financial Interests, Loans and Guarantees, Close Business Relationships and Family and Personal Relationships

R999.7 When the firm performs an eligible assurance engagement:

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(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 that might be 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;

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(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.

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999.7 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.

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R999.8 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.

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GLOSSARY^f

In the *International Code of Ethics for Professional Accountants (including International Independence Standards)*, the singular shall be construed as including the plural as well as the reverse, and the following expressions have the following meanings assigned to them.

In this Glossary, defined terms are shown in regular font; italics are used for 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 accountant complies with the fundamental principles.
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.
Assurance client	The responsible party that is the person (or persons) who: (a) In a direct reporting engagement, is responsible for the subject matter; or (b) In an assertion-based engagement, is responsible for the subject matter information and might be responsible for the subject matter.
Assurance engagement	An engagement in which a professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria. (For guidance on assurance engagements, see the <i>International Framework for Assurance Engagements</i> issued by the International Auditing and Assurance Standards Board. The <i>International Framework for Assurance Engagements</i> describes the elements and objectives of an assurance engagement and identifies 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.)
Assurance team	(a) All members of the engagement team for the assurance engagement; (b) All others within a firm who can directly influence the outcome of the assurance engagement, including: (i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the assurance

^f Most of the definitions and descriptions in this Glossary were brought forward from the extant Code. However, the definitions and descriptions with:

- One asterisk "*" were developed revised as part of Phase 1 of the Safeguards project.
- Two asterisks "**" have been brought forward to the Glossary from the body of the Code. When applicable, those definitions and descriptions include a comment box referring readers to the relevant material in the extant Code.

engagement partner in connection with the performance of the assurance engagement;

- (ii) Those who provide consultation regarding technical or industry specific issues, transactions or events for the assurance engagement; and
- (iii) Those who provide quality control for the assurance engagement, including those who perform the engagement quality control review for the assurance engagement.

Audit** *In Part 4A, the term “audit” also refers to “review.”*

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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.)
In Part 4A, the term “audit client” also refers to “review client.”

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 International Standards on Auditing. This includes a Statutory Audit, which is an audit required by legislation or other regulation.
In Part 4A, the term “audit engagement” also refers to “review engagement.”

Audit report** *In Part 4A, the term “audit report” also refers to “review report.”*

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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:
 - (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 Chief Executive (Senior or Managing Partner or equivalent);
 - (ii) Those who provide consultation regarding technical or industry-specific issues, transactions or events for the engagement; and
 - (iii) Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and
- (c) All those within a network firm who can directly influence the outcome of the audit engagement.

In Part 4A, the term “audit team” also refers to “review team.”

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 R540.6 for the purposes of paragraphs R540.10 to R540.19 A1.</i>
Direct financial interest	A financial interest: <ul style="list-style-type: none"> (c) Owned directly by and under the control of an individual or entity (including those managed on a discretionary basis by others); or (d) 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.
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 R800.3 for the purposes of Section 800.</i>
Eligible assurance engagement**	<i>This term is described in paragraph R999.3 for the purposes of Section 999.</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)	The engagement period starts when the audit team begins to perform audit services. 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** (Other Assurance Engagements)	The engagement period starts when the assurance team begins to perform assurance services. 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.

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Engagement quality control review	A process designed to provide an objective evaluation, on or before the report is issued, of the significant judgments the engagement team made and the conclusions it reached in formulating the report.
Engagement team	<p>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.</p> <p>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>.</p>
Existing accountant	A professional accountant in public practice currently holding an audit appointment or carrying out accounting, taxation, 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 organization 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.
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	<p>(a) A sole practitioner, partnership or corporation of professional accountants;</p> <p>(b) An entity that controls such parties, through ownership, management or other means; and</p> <p>(c) An entity controlled by such parties, through ownership, management or other means.</p>

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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.

Fundamental Principles *These terms are described in paragraphs:*

<i>Integrity</i>	<i>R111.1</i>
<i>Objectivity</i>	<i>R112.1</i>
<i>Professional competence and due care</i>	<i>R113.1</i>
<i>Confidentiality</i>	<i>R114.1</i>
<i>Professional behavior</i>	<i>R115.1</i>

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 Independence comprises:

- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.
- (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 skepticism has been compromised.

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.

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.

Key audit partner The engagement partner, the individual responsible for the engagement quality control review, and other audit partners, if any, on the engagement team who make key decisions or judgments 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.

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Listed entity	An entity whose shares, stock or debt are quoted or listed on a recognized stock exchange, or are marketed under the regulations of a recognized 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.</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.</i>
Network	A larger structure: (a) That is aimed at co-operation; and (b) That is clearly aimed at profit or cost sharing or shares common ownership, control or management, common quality control policies and procedures, common business strategy, the use of a common brand-name, or a significant part of professional resources.
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 (Professional Accountants in Business)**	<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> (a) <i>The professional accountant’s employing organization;</i> (b) <i>Those charged with governance of the employing organization;</i> (c) <i>Management of the employing organization; or</i> (d) <i>Other individuals working for or under the direction of the employing organization.</i>
Non-compliance with laws and regulations (Professional Accountants in Public Practice)**	<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> (a) <i>A client;</i> (b) <i>Those charged with governance of a client;</i> (c) <i>Management of a client; or</i> (d) <i>Other individuals working for or under the direction of a client.</i>
Office	A distinct sub-group, whether organized on geographical or practice lines.
Predecessor accountant**	A professional accountant in public practice who most recently held an audit appointment or carried out accounting, taxation, consulting or similar professional services for a client, where there is no existing accountant.
Professional accountant	An individual who is a member of an IFAC member body.

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In Part 1, the term “professional accountant” refers to professional accountants in business and to professional accountants in public practice and their firms.

In Part 2, the term “professional accountant” refers to professional accountants in business.

In Parts 3, 4A and 4B, the term “professional accountant” refers to professional accountants in public practice and their firms.

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>This term 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 accounting, auditing, taxation, management consulting, and financial management.
Professional services	Professional activities performed for clients.
Proposed accountant**	A professional accountant in public practice who is considering accepting an audit appointment or an engagement to perform accounting, taxation, consulting or similar professional services for a prospective client (or in some cases, an existing client).
Public interest entity	(a) A listed entity; or (b) An entity: (i) Defined by regulation or legislation as a public interest entity; or (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>Other entities might also be considered to be public interest entities, as set out in paragraph 400.8.</i>
Reasonable and Informed Third Party* Reasonable and Informed Third Party Test*	<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, 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 an accountant, but would possess the relevant</i>

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knowledge and experience to understand and evaluate the appropriateness of the accountant's conclusions in an impartial manner.

Related entity	<p>An entity that has any of the following relationships with the client:</p> <ul style="list-style-type: none">(a) An entity that has direct or indirect control over the client if the client is material to such entity;(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;(c) An entity over which the client has direct or indirect control;(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(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.
Review client	<p>An entity in respect of which a firm conducts a review engagement.</p>
Review engagement	<p>An assurance engagement, conducted in accordance with International Standards on Review Engagements 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 accountant's attention that causes the accountant to believe that the financial statements are not prepared, in all material respects, in accordance with an applicable financial reporting framework.</p>
Review team	<ul style="list-style-type: none">(a) All members of the engagement team for the review engagement; and(b) All others within a firm who can directly influence the outcome of the review engagement, including:<ul style="list-style-type: none">(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 Chief Executive, (Senior or Managing Partner or equivalent);(ii) Those who provide consultation regarding technical or industry specific issues, transactions or events for the engagement; and(iii) Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and

(c) All those within a network firm who can directly influence the outcome of the review engagement.

Safeguards* *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.*

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Senior Professional Accountant in Business** 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 organization's human, financial, technological, physical and intangible resources.

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Substantial harm** *This term is described in paragraphs 260.7 A2 and 360.7 A2.*

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Special purpose financial statements Financial statements prepared in accordance with a financial reporting framework designed to meet the financial information needs of specified users.

Those charged with governance The person(s) or organization(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.

Threats** *These terms are described throughout the Code, including in paragraphs:*

- Self Interest* 120.6 A3(a)
- Self-review* 120.6 A3(b)
- Advocacy* 120.6 A3(c)
- Familiarity* 120.6 A3(d)
- Intimidation* 120.5 A3(e)