

Proposed Standard: APES 110 Code of Ethics for Professional Accountants

[Supersedes APES 110 Code of Ethics for Professional Accountants
(June 2006 and subsequent amendments made up to February 2008)]

Prepared and issued by
Accounting Professional & Ethical Standards Board Limited

EXPOSURE DRAFT **03/10**
ISSUED: (XXXX 2010)

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APESB ED 03-10 [IESBA Code July 2009 [marked up APESB 2006 decisions] [v1.11, 30-07-2010]

Commenting on this Exposure Draft

Comments on this Exposure Draft should be forwarded so as to arrive by **XX XXXX 2010**.

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A copy of all submissions will be placed on public record on the APESB website: www.apesb.org.au.

Obtaining a copy of this Exposure Draft

This Exposure Draft is available on the APESB website: www.apesb.org.au. Alternatively, any individual or organisation may obtain one printed copy of this Exposure Draft without charge until **XX XXXX 2010** by contacting:

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Reasons for issuing Exposure Draft 03/10

Accounting Professional & Ethical Standards Board Limited (APESB) proposes to amend the requirements of APES 110 *Code of Ethics for Professional Accountants* ("the Code") to bring the requirements in line with the revised *Code of Ethics for Professional Accountants* issued by the International Ethics Standards Board for Accountants (IESBA) in July 2009.

Key requirements and guidance in ED 03/10

Overview of proposed changes

The following summarises key differences between ED 03/10 and the current version of APES 110. Respondents should not rely on this summary of significant differences to determine what changes, if any, they may have to make to their current practices, policies or methodologies. Respondents should read the full Exposure Draft to determine the significance of its proposals.

(a) Drafting Conventions

Consistent drafting conventions have been adopted throughout the proposed Code. In particular, the word "shall" has been adopted to "impose a requirement on the Member or Firm to comply with the specific provision in which "shall" has been used" unless an exception is permitted (refer paragraph 100.4). Further, the Code has adopted consistent use of the terms, "consider", "evaluate" and "determine" rather than using different terms to impose similar obligations on Members.

[Additional commentary to be added describing the APESB drafting approach and changes from the existing APES 110 to be added once drafting has concluded.](#)

(b) Conceptual Framework Approach

There is an enhanced explanation of the "conceptual framework approach" (refer paragraphs 100.1 – 100.11). This includes a requirement to apply safeguards, when necessary, to eliminate threats or reduce them to an "Acceptable Level" – previously safeguards had to be considered if a threat was other than "clearly insignificant". As a result, references to "clearly insignificant" have been removed. "Acceptable Level" has been defined.

(c) Threats to Compliance with the Fundamental Principles

The proposed Code includes a revised description of the "threats" (refer paragraph 100.12), together with modified examples of circumstances which create threats (refer paragraphs 200.3 – 200.8).

(d) Structure

The existing Section 290 of APES 110 has been split into two sections:

- Section 290, dealing with Audit and Review Engagements; and
- Section 291, dealing with other Assurance Engagements.

All material relating to the provision of assurance services, other than Audit and Review Engagements, has been moved to Section 291.

(e) Review Engagements

Reviews of Financial Statements are subject to the same independence requirements as Audits of Financial Statements. The terms "Review Engagements" and "Financial Statements" are defined.

Key Revisions to Section 290 (Independence – Audit and Review Engagements)

(a) Public Interest Entities (PIEs)

The proposed Code contains a new definition of “Public Interest Entities” (refer paragraph 290.25 and 290.26) as opposed to a Listed Entity in the existing Code. The proposed Code applies the more restrictive independence requirements to Public Interest Entities (refer subsection (h) below).

(b) Documentation

The proposed Code contains additional guidance on what Firms are required to document as to their conclusions regarding compliance with Independence requirements (refer paragraphs 290.29 and 291.29).

(c) Client Mergers and Acquisitions

The proposed Code includes new requirements and application guidance addressing situations where, as a result of a merger or acquisition, an entity becomes a Related Entity of an Audit Client (refer paragraphs 290.33 to 290.38).

(d) Key Audit Partner

The proposed Code contains a new defined term “Key Audit Partner” to whom, notably in the case of Public Interest Entities, the more restrictive independence requirements will apply (refer definitions). Firms will need to analyse which partners should be regarded as a Key Audit Partner with respect to an individual Audit Client.

(e) Management Responsibilities

The Proposed Code includes a new section dealing with “management responsibilities”. It specifies that a Firm shall not assume a management responsibility for an Audit Client. The proposed Code contains a description of activities that would, and would not, be generally regarded as a management responsibility (refer paragraphs 290.162 to 290.165) and requires the Firm to be satisfied regarding certain responsibilities that management must accept in order to avoid the risk of the Firm assuming a management responsibility when providing non-assurance services to an Audit Client.

(f) Taxation Services

The proposed Code contains new provisions relating to threats that are created by certain tax services. The provisions address tax services under four broad headings:

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

The proposed Code includes a prohibition on a service where the effectiveness of tax advice depends upon a particular accounting treatment or presentation and there is a reasonable doubt thereon, and the effect on the Financial Statements is material.

(g) Corporate Finance Services

The proposed Code has an enhanced discussion of the nature of Corporate Finance Services, the threats created, factors to consider and potential safeguards.

The Code has a prohibition on a service where the effectiveness of corporate finance advice depends upon a particular accounting treatment or presentation and there is a reasonable doubt thereon, and the effect on the Financial Statements is material.

(h) Requirements Relating to Public Interest Entities (PIE)

The proposed Code includes (and extends) certain specific requirements in relation to PIEs. An overview of these requirements is noted below:

Employment – Cooling Off

- A cooling off period must be met before a Key Audit Partner or the Firm's managing partner (or equivalent) joins an Audit Client that is a PIE as:
 - a Director or Officer; or
 - an employee in a position to exert significant influence over the preparation of the accounting records or the Financial Statements.
- The Cooling off period is specified as:
 - Key Audit Partner: one audit opinion covering a period of not less than 12 months for which the partner was not a member of the Audit Team;
 - Firm's managing partner (or equivalent): one year.

Audit partner rotation

- Key Audit Partner in respect of a PIE (excluding Listed Entities) is required to rotate after seven years. Please note the more restrictive requirements in respect of Listed Entities in paragraphs AUST290.151.1 & AUST290.154.1);
- After rotating off the engagement, the audit partner shall not be a member of the Engagement Team or be Key Audit Partner for two years;
- In rare cases due to unforeseen circumstances outside the Firm's control a Key Audit Partner may be permitted to stay on the engagement if continuity is especially important to audit quality;
- In certain circumstances where a Firm has only a few people with necessary knowledge and skill to serve as the Key Audit Partner and rotation is therefore not an available safeguard, rotation is not required provided the Firm has obtained permission from the Australian Securities and Investments Commission (ASIC) as specified in paragraph 290.155.

Non-assurance services

- In addition to the provisions on non-assurance services that apply to all Audit Clients, the following non-assurance services shall not be provided to a Public Interest Entity:
 - Tax calculations for the purpose of preparing accounting entries that are material to the Financial Statements;
 - Internal audit services that relate to:
 - a significant part of the internal controls over financial reporting;
 - financial accounting systems that generate information significant to the client's accounting records or Financial Statements; or
 - amounts or disclosures that are material to the Financial Statements;
 - Valuation services which have a material effect on the Financial Statements;
 - Design or implementation of IT systems that form a significant part of the internal control over financial reporting or generate information that is significant to the accounting records or Financial Statements;

- Recruiting services with respect to a Director or Officer of the entity or individual in a position to exert significant influence over the accounting records or the Financial Statements that involve:
 - searching for or seeking out candidates for such positions; and
 - undertaking reference checks of prospective candidates for such positions.

(i) Contingent Fees

The proposed Code includes a new prohibition on Contingent Fees for a non-audit assurance service to an Audit Client if certain specified conditions are met (refer paragraph 290.226).

(j) Evaluation and Compensation

The proposed Code contains a requirement that a Key Audit Partner shall not be evaluated on or compensated based on that partner's success in selling non-assurance services to the partner's Audit Client. This is not intended to prohibit normal profit-sharing arrangements between partners of a Firm.

(k) Fees – Relative Size

The proposed Code includes a new requirement where the total fees from the Audit Client exceed 15% of the total fees of the Firm for two consecutive years: the matter must be discussed with the audit committee of the Audit Client, and one of the following safeguards applied:

- Pre-issuance review performed by a Member who is not a member of the Firm prior to the issuance of the audit opinion on the second year's Financial Statements; or
- Post-issuance review performed by a Member who is not a member of the Firm before the issuance of the audit opinion on the third year's Financial Statements.

(l) Restricted Use and Distribution reports

The proposed Code contains new modified independence requirements relating to certain Audit and Review reports that include a restriction on use and distribution (refer paragraphs 290.500 to 290.514). Similar provisions are included in paragraphs 291.21 to 291.27.

Other Parts of the proposed Code

Other parts of the proposed Code have been amended as a result of the drafting conventions and other changes made to improve clarity of the provisions.

Definitions

A number of the definitions have been revised and some new definitions have been included.

Request for comments

Comments are invited on this Exposure Draft of APES 110 *Code of Ethics for Professional Accountants* by **XX XXXX 2010**. APESB would prefer that respondents express a clear overall opinion on whether the proposed Standard, as a whole, is supported and that this opinion be supplemented by detailed comments, whether supportive or critical, on any matter. APESB regards both critical and supportive comments as essential to a balanced view of the proposed Standard.

APES 110 Code of Ethics for Professional Accountants

[Supersedes APES 110 Code of Ethics for Professional Accountants
(Issued June 2006 and subsequent amendments made up to February 2008)]

ISSUED: [DATE]

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EFFECTIVE DATE

1 SCOPE AND APPLICATION

- 1.1 Accounting Professional & Ethical Standards Board Limited (APESB) issues APES 110 *Code of Ethics for Professional Accountants* (this Code). This Code is operative from 1 January 2011 and supersedes APES 110 *Code of Ethics for Professional Accountants* (Issued June 2006 and subsequent amendments made up to February 2008). Transitional provisions relating to Public Interest Entities, partner rotation, non-assurance services, Fees – relative size, compensation and evaluation policies apply from the date specified in the respective transitional provisions (refer page 153).
- 1.2 All Members in Australia shall comply with APES 110.
- 1.3 All Members practicing outside of Australia shall comply with APES 110 to the extent to which they are not prevented from so doing by specific requirements of local laws and/or regulations.
- 1.4 This Code is not intended to detract from any responsibilities which may be imposed by law or regulation. The Auditing and Assurance Standards Board (AUASB) has issued auditing standards as legislative instruments under the *Corporations Act 2001* (the Act). For audits and reviews under the Act, those standards have legal enforceability. To the extent that those auditing standards make reference to relevant ethical requirements, the requirements of APES 110 have legal enforceability due to Auditing Standard ASA 102 *Compliance with Ethical Requirements when Performing Audits, Reviews and Other Assurance Engagements*.
- 1.5 All references to Professional Standards, guidance notes and legislation are references to those provisions as amended from time to time.
- 1.6 A Member shall comply with this Code even in circumstances where the Member is providing Professional Services in an honorary capacity.
- 1.7 In applying the requirements outlined in this Code, Members shall be guided, not merely by the words, but also by the spirit of this Code.

Comment 1

Retain and modify – rename Preface as scope and application to accord with APESB drafting convention 5.4(b) – the proposed revised wording is modelled on similar scope and application sections of other APES pronouncements.

Nature of Amendment/Source: APESB drafting conventions.

July 2010 Board Decision – relocate the legal enforceability of Australian Auditing Standards into paragraph 1.4. Draft a new paragraph (refer paragraph 1.6) to mandate the requirement to comply with the Code when providing services in an honorary capacity.

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PREFACE

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Deleted: Compliance with this Code of Ethics for Professional Accountants (this Code) is mandatory for all Members.

Deleted: Non-compliance can lead to disciplinary proceedings by the professional body to which the Member belongs.

Deleted: Some jurisdictions may have requirements and guidance that differ from those contained in this Code. Members in those jurisdictions need to be aware of those differences and comply with the more stringent requirements and guidance unless prohibited by law or regulation.¶

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Deleted: Members should be prepared to justify to their professional body, if called upon, any apparent departure from any of the provisions and spirit of this Code.

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Members who conduct audits of companies, registered schemes and disclosing entities in accordance with Chapter 2M or financial services licencees in accordance with Chapter 7 of the Corporations Act 2001 are reminded that, in relation to such audits, this Code will have the force of law. This is because auditing standards issued by the Auditing and Assurance Standards Board (AUASB) are legislative instruments under the Legislative Instruments Act 2003, and as such have the force of law in respect of Corporations Act audits. These auditing standards make reference to compliance with "relevant ethical requirements" relating to Audit Engagements. This *Code of Ethics for Professional Accountants* is a relevant ethical requirement for these purposes.¶
¶

2 DEFINITIONS

In this *Code of Ethics for Professional Accountants* the following expressions have the following meanings assigned to them:

Legend to source of definition:

New defined terms highlighted in blue
2006 APES Board insertions/removals highlighted in yellow

Acceptable Level means a level at which a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances available to the **Member** at that time, that compliance with the fundamental principles is not compromised.

Advertising means the communication to the public of information as to the services or skills provided by **Members** in **Public Practice** with a view to procuring professional business.

Assurance Client means 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 may be responsible for the subject matter.

[Note: In 2006, the Board replaced the above definition with "assurance client means an entity in respect of which a Firm conducts an Assurance Engagement". The original IESBA definition has been reinstated.]

Assurance Engagement means an engagement in which a **Member** 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.

This includes an engagement in accordance with Framework for Assurance Engagements issued by the Auditing and Assurance Standards Board (AUASB) or in accordance with specific relevant standards, such as International Standards on Auditing, for Assurance Engagements.

Assurance Team means:

- (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 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 Client means 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.

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Comment [EH1]: APES210

Deleted: (For guidance on assurance engagements see the International Framework for Assurance Engagements issued by the International Auditing and Assurance Standards Board which describes the elements and objectives of an assurance engagement and identifies engagements to which International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) and International Standards on Assurance Engagements (ISAEs) apply.)

Comment [eh2]: "Assurance Team" is not defined in by the AUASB nor the IAASB.

Audit Engagement means a reasonable Assurance Engagement in which a Member 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 Auditing and Assurance Standards. This includes a statutory audit, which is an audit required by legislation or other regulation.

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Audit Team means:

- (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 senior or managing partner (chief executive or equivalent);
 - (ii) those who provide consultation regarding technical or industry-specific issues, transactions or events for the Audit Engagement; and
 - (iii) those who provide quality control for the engagement, including those who perform the Engagement Quality Control Review for the Audit Engagement; and
- (c) all those within a Network Firm who can directly influence the outcome of the Audit Engagement.

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Close Family means a parent, child or sibling who is not an Immediate Family member.

Contingent Fee means 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.

Direct Financial Interest means a Financial Interest:

- Owned directly by and under the control of an individual or entity (including those managed on a discretionary basis by others); or
- 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 means those charged with the governance of an entity, or acting in an equivalent capacity, regardless of their title.

July 2010 Board Decision – reinsert IESBA definition of “Director or Officer”

Engagement Partner means 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 Quality Control Review means 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 means all partners and staff performing the engagement, and any individuals engaged by the Firm or a Network Firm who perform procedures on the engagement. This excludes External Experts engaged by the Firm or a Network Firm.

Comment [eh3]: Delete the word “assurance” to make this definition consistent with the AUASB/IAASB and APES 320 definitions

[To be reviewed by the Board]

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Existing Accountant means a **Member** in **Public Practice** currently holding an audit appointment or carrying out accounting, taxation, consulting or similar **Professional Services** for a **client**.

External Expert means an individual (who is not a **partner** or a member of the professional staff, including temporary staff, of the **Firm** or a **Network Firm**) or organisation possessing skills, knowledge and experience in a field other than accounting or auditing, whose work in that field is used to assist the **Member** in obtaining sufficient appropriate evidence.

Financial Interest means 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 mean 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. The requirements of the financial reporting framework determine the form and content of the Financial Statements and what constitutes a complete set of Financial Statements. For the purposes of this Standard financial report is considered to be an equivalent term to Financial Statements.

Comment [eh4]: July 2010 Board Decision – achieves consistency with APES 205 and AUASB Glossary

Financial Statements on which the Firm will express an Opinion means 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 means:

- (a) A sole practitioner, partnership, corporation **or other entity** of professional accountants;
- (b) An entity that controls such parties, through ownership, management or other means;
- (c) An entity controlled by such parties, through ownership, management or other means **or**
- (d) An Auditor-General's office or department.

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Historical Financial Information means 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 means a spouse (or equivalent) or dependent.

Independence is:

- (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 **scepticism**.
- (b) Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that a **Firm's**, or a member of the **Audit** or **Assurance Team's**, integrity, objectivity or professional **scepticism** has been compromised.

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Indirect Financial Interest means 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 means 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" may include, for example, audit partners responsible for significant subsidiaries or divisions.

Listed Entity means an entity whose shares, stock or debt are quoted or listed on a recognised stock exchange, or are marketed under the regulations of a recognised stock exchange or other equivalent body.

Member in Business means a Member employed or engaged in an executive or non-executive capacity in such areas as commerce, industry, service, the public sector, education, the not for profit sector, regulatory bodies or professional bodies, or a Member contracted by such entities.

Member in Public Practice means a Member, irrespective of functional classification (e.g., audit, tax or consulting) in a Firm that provides Professional Services. This term is also used to refer to a Firm of Members in Public Practice **and means a practice entity and a participant in that practice entity as defined by the applicable professional body.**

Network means 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 means a Firm or entity that belongs to a Network.

Office means a distinct sub-group, whether organised on geographical or practice lines.

Professional Services means services requiring accountancy or related skills performed by a professional accountant including accounting, auditing, taxation, management consulting and financial management services.

Public Interest Entity means:

- (a) A Listed Entity; and
- (b) An entity (a) defined by regulation or legislation as a public interest entity or (b) 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 may be promulgated by any relevant regulator, including an audit regulator.

Related Entity means an entity that has any of the following relationships with the client:

- (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 means an entity in respect of which a Firm conducts a Review Engagement.

Deleted: Professional accountant means an individual who is a member of an IFAC member body.¶

Review Engagement means an Assurance Engagement to express 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 attention of the Member in Public Practice that causes the Member to believe that the Historical Financial Information is not prepared in all material respects in accordance with an applicable financial reporting framework, which is an engagement conducted in accordance with applicable assurance standards on Review Engagements.

July 2010 Board Decision – brings definition into alignment with APES 205.

Review Team means:

- (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:
 - (i) those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the Engagement Partner in connection with the performance of the Review Engagement including those at all successively senior levels above the Engagement Partner through to the individual who is the Firm's senior or managing partner (chief executive or equivalent);
 - (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.

Special Purpose Financial Statements means Financial Statements prepared in accordance with a financial reporting framework designed to meet the financial information needs of specified users.

Those Charged with Governance means the persons 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.

July 2010 Board Decision – adopt IESBA definition noting that this term is defined differently in the AUASB Glossary.

3 DEFINITIONS [AUST]

Administration means an insolvency arrangement arising from an appointment, other than a members' voluntary liquidation, under which an insolvent entity operates.

Auditing and Assurance Standards means:

- (a) the AUASB standards, as described in ASA 100 Preamble to AUASB Standards and the Foreword to AUASB Pronouncements, issued by the AUASB, and operative from the date specified in each standard; and
- (b) those standards issued by the AuASB which have not been revised and reissued (whether as standards or as guidance) by the AUASB, to the extent that they are not inconsistent with the AUASB standards.

July 2010 Board Decision – modify the existing definition in APES 210 as drafted above.

AUASB means the Australian statutory body called the Auditing and Assurance Standards Board established under section 227A of the Australian Securities and Investments Commission Act 2001.

Australian Accounting Standards means the Accounting Standards (including Australian Accounting Interpretations) promulgated by the AASB.

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Comment [eh5]: APES 330 definition – used in paragraph AUST290.146.1

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Comment [EH6]: APES210

Comment [EH7]: APES205

[AASB](#) means the Australian statutory body called the Australian Accounting Standards Board that was established under section 226 of the *Australian Securities and Investments Commission Act 1989* and is continued in existence by section 261 of the *Australian Securities and Investments Commission Act 2001*.

Comment [EH8]: APES205

[Member](#) means a member of a professional body that has adopted this Code as applicable to their membership, as defined by that professional body.

Deleted: *Clients* means those individuals, Firms, entities or organisations to whom services are provided by a Member in Public Practice in respect of Engagements of either a recurring or demand nature.

July 2010 Board Decision – remove the definitions for “client”, “engagement”, “managerial employee”, “officer” and “partner”.

Engagement means an agreement, whether written or otherwise, between a Member in Public Practice and a Client relating to the provision of services by a Member in Public Practice. However, consultations with a prospective client prior to such agreement are not part of an Engagement.

Technical Staff note

The definitions of Client, Engagement, Partner and Managerial Employee are also used in the following APES Standards in addition to the existing APES 110:

Managerial Employee means an employee who acts in a managerial capacity within the structure of the Firm, including providing oversight, in the provision of services to Clients.

Client – APES 205, APES 210, APES 215, APES 220, APES 225, APES 305, APES 310 ED, **APES 320**, APES 345 and APES 350.

Engagement - APES 205, APES 210, APES 215, APES 220, APES 225, APES 305, APES 315, **APES 320**, APES 330, APES 345 and APES 350.

Managerial Employee – APES 330 and APES 350.

Partner – **APES 320**, APES 330, APES 345 and APES 350.

Deleted: *Partner* means any individual with authority to bind the Firm with respect to the performance of an Engagement.

PART A—GENERAL APPLICATION OF THE CODE

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SECTION 100

Introduction and Fundamental Principles

100.1 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. Therefore, a Member's responsibility is not exclusively to satisfy the needs of an individual client or employer. In acting in the public interest, a Member shall observe and comply with this Code. If a Member is prohibited from complying with certain parts of this Code by law or regulation, the Member shall comply with all other parts of this Code.

AUST100.1.1 The public interest refers to the collective well-being of the community of people and institutions that Members serve. The accountancy profession's public includes clients, credit providers, governments, employers, employees, investors, the business and financial community, and others who rely on the objectivity and integrity of Members.

Comment 2

Retain – defines public interest in the Australian context which is cross referred to in other APES standards. Also, note that one of the primary objectives of the APESB is to develop and issue professional and ethical standards in the public interest.

Nature of Amendment/Source: Australian context – defines public interest.

July 2010 Board Decision – retain with editorials as drafted.

100.2 This Code contains three parts. Part A establishes the fundamental principles of professional ethics for Members and provides a conceptual framework that Members shall apply to:

- (a) Identify threats to compliance with the fundamental principles;
- (b) Evaluate the significance of the threats identified; and
- (c) Apply safeguards, when necessary, to eliminate the threats or reduce them to an Acceptable Level. Safeguards are necessary when the Member determines that the threats are not at a level at which a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances available to the Member at that time, that compliance with the fundamental principles is not compromised.

A Member shall use professional judgment in applying this conceptual framework.

100.3 Parts B and C describe how the conceptual framework applies in certain situations. They provide examples of safeguards that may be appropriate to address threats to compliance with the fundamental principles. They also describe situations where safeguards are not available to address the threats, and consequently, the circumstance or relationship creating the threats shall be avoided. Part B applies to Members in Public Practice. Part C applies to Members in Business. Members in Public Practice may also find Part C relevant to their particular circumstances.

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Deleted: to assist in maintaining the orderly functioning of commerce

Comment 3

The second sentence imposes an obligation on professional bodies which doesn't accord with the scope and application to impose obligations on Members. There is marginal benefit to retain the additional guidance in the first sentence. Overall – suggest remove.

Nature of Amendment/Source: [F1, para 29] Additional guidance.

July 2010 Board Decision – remove former paragraph AUST100.3.1.

AUST100.3.1 The fact that a Member is performing an assignment in an honorary capacity in no way lessens the standards required by this Code.

Comment 4

Retain – this additional requirement originated from F1 and is also reflected in paragraph 1.3 of APES 210.

Nature of Amendment/Source: [F1, para 5] Additional guidance.

July 2010 Board Decision – retain with editorials as drafted and move to scope and application section.

Comment 5

Remove – marginal benefit to retain additional guidance which originated from F1.

Nature of Amendment/Source: [F1, para 8] Additional guidance.

July 2010 Board Decision – remove former paragraph AUST100.3.3.

100.4 The use of the word “shall” in this Code imposes a requirement on the **Member** or **Firm** to comply with the specific provision in which “shall” has been used. Compliance is required unless an exception is permitted by this Code.

Fundamental Principles

100.5 A **Member** shall comply with the following fundamental principles:

- (a) *Integrity* – to be straightforward and honest in all professional and business relationships.
- (b) *Objectivity* – to not allow bias, conflict of interest or undue influence of others to override professional or business judgments.
- (c) *Professional competence and due care* – to maintain professional knowledge and skill at the level required to ensure that a client or employer receives competent Professional Services based on current developments in practice, legislation and techniques and 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 and, therefore, not disclose any such information to third parties without proper and specific authority, unless there is a legal or professional right or duty to disclose, nor use the information for the personal advantage of the **Member** or third parties.
- (e) *Professional behaviour* – to comply with relevant laws and regulations and avoid any action that discredits the profession.

Each of these fundamental principles is discussed in more detail in Sections 110–150.

Deleted: AUST100.3.1 . Members are encouraged, when in doubt as to the propriety of any course of action and if the doubt cannot be resolved by reference to the Code, to seek the guidance of their professional body. The professional bodies should use their best endeavours to provide a basis on which the Member's concerns can be discussed, objectively and in confidence.¶

Comment [eh9]: Consider relocating into scope and application section like paragraph 1.3 of APES 210.

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Deleted: AUST100.3.3 . The provisions of this Code applicable in the case of a company apply in the case of other enterprises. For this purpose, “other enterprise” means any business organisation, incorporated or otherwise, other than a company and includes a partnership or trust.¶

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Comment 6

Retain IESBA text (ie reinstate previous removal) in paragraph 100.5 – the rationale for removing this text was probably to remove repetition and should be reinstated given the Board’s direction to only retain changes where absolutely necessary.

Nature of Amendment/Source: The text which accompanies each of the fundamental principles was removed.

July 2010 Board Decision – retain IESBA text (reinstate previously removed text).

Conceptual Framework Approach

- 100.6 The circumstances in which Members operate may create specific threats to compliance with the fundamental principles. It is impossible to define every situation that creates threats to compliance with the fundamental principles and specify the appropriate action. In addition, the nature of engagements and work assignments may differ and, consequently, different threats may be created, requiring the application of different safeguards. Therefore, this Code establishes a conceptual framework that requires a Member to identify, evaluate, and address threats to compliance with the fundamental principles. The conceptual framework approach assists A Member in complying with the ethical requirements of this Code and meeting their responsibility to act in the public interest. It accommodates many variations in circumstances that create threats to compliance with the fundamental principles and can deter a Member from concluding that a situation is permitted if it is not specifically prohibited.
- 100.7 When a Member identifies threats to compliance with the fundamental principles and, based on an evaluation of those threats, determines that they are not at an Acceptable Level, the Member shall determine whether appropriate safeguards are available and can be applied to eliminate the threats or reduce them to an Acceptable Level. In making that determination, the Member shall exercise professional judgment and take into account whether a reasonable and informed third party, weighing all the specific facts and circumstances available to the Member at the time, would be likely to conclude that the threats would be eliminated or reduced to an Acceptable Level by the application of the safeguards, such that compliance with the fundamental principles is not compromised.
- 100.8 A Member shall evaluate any threats to compliance with the fundamental principles when the Member knows, or could reasonably be expected to know, of circumstances or relationships that may compromise compliance with the fundamental principles.
- 100.9 A Member shall take qualitative as well as quantitative factors into account when evaluating the significance of a threat. When applying the conceptual framework, a Member may encounter situations in which threats cannot be eliminated or reduced to an Acceptable Level, either because the threat is too significant or because appropriate safeguards are not available or cannot be applied. In such situations, the Member shall decline or discontinue the specific Professional Service involved or, when necessary, resign from the engagement (in the case of a Member in Public Practice) or the employing organisation (in the case of a Member in Business).

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100.10 A [Member](#) may inadvertently violate a provision of this Code. Depending on the nature and significance of the matter, such an inadvertent violation may be deemed not to compromise compliance with the fundamental principles provided, once the violation is discovered, the violation is corrected promptly and any necessary safeguards are applied.

100.11 When a [Member](#) encounters unusual circumstances in which the application of a specific requirement of the Code would result in a disproportionate outcome or an outcome that may not be in the public interest, it is recommended that the [Member](#) consult with a member body or the relevant regulator.

Threats and Safeguards

100.12 Threats may be created by a broad range of relationships and circumstances. When a relationship or circumstance creates a threat, such a threat could compromise, or could be perceived to compromise, a [Member](#)'s compliance with the fundamental principles. A circumstance or relationship may create more than one threat, and a threat may affect compliance with more than one fundamental principle. Threats fall into one or more of the following categories:

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

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Parts B and C of this Code explain how these categories of threats may be created for [Members](#) in [Public Practice](#) and [Members](#) in [Business](#), respectively. [Members](#) in [Public Practice](#) may also find Part C relevant to their particular circumstances.

100.13 Safeguards are actions or other measures that may eliminate threats or reduce them to an [Acceptable Level](#). They fall into two broad categories:

- (a) Safeguards created by the profession, legislation or regulation; and
- (b) Safeguards in the work environment.

- 100.14 Safeguards created by the profession, legislation or regulation include:
- Educational, training and experience requirements for entry into the profession.
 - Continuing professional development requirements.
 - Corporate governance regulations.
 - Professional standards.
 - Professional or regulatory monitoring and disciplinary procedures.
 - External review by a legally empowered third party of the reports, returns, communications or information produced by a [Member](#).
- 100.15 Parts B and C of Code discuss safeguards in the work environment for [Members](#) in [Public Practice](#) and [Members](#) in [Business](#), respectively.
- 100.16 Certain safeguards may increase the likelihood of identifying or deterring unethical behaviour. Such safeguards, which may be created by the accounting profession, legislation, regulation, or an employing organisation, include:
- Effective, well-publicised complaint systems operated by the employing organisation, the profession or a regulator, which enable colleagues, employers and members of the public to draw attention to unprofessional or unethical behaviour.
 - An explicitly stated duty to report breaches of ethical requirements.

Ethical Conflict Resolution

- 100.17 A [Member](#) may be required to resolve a conflict in complying with the fundamental principles.
- 100.18 When initiating either a formal or informal conflict resolution process, the following factors, either individually or together with other factors, may be relevant to the resolution process:
- (a) Relevant facts;
 - (b) Ethical issues involved;
 - (c) Fundamental principles related to the matter in question;
 - (d) Established internal procedures; and
 - (e) Alternative courses of action.

Having considered the relevant factors, a [Member](#) shall determine the appropriate course of action, weighing the consequences of each possible course of action. If the matter remains unresolved, the [Member](#) may wish to consult with other appropriate persons within the [Firm](#) or employing organisation for help in obtaining resolution.

Comment 7

Retain – there is a benefit in retaining the additional guidance added to this paragraph by the APESB in 2006.

Nature of Amendment/Source: Additional guidance.

July 2010 Board Decision – remove 2006 insertions in paragraph 100.18.

Deleted: , including the identification of threats to those principles

Deleted: which might represent safeguards against the identified threats

- 100.19 Where a matter involves a conflict with, or within, an organisation, a [Member](#) shall determine whether to consult with [Those Charged with Governance](#) of the organisation, such as the board of [Directors](#) or the audit committee.
- 100.20 It may be in the best interests of the [Member](#) to document the substance of the issue, the details of any discussions held, and the decisions made concerning that issue.
- 100.21 If a significant conflict cannot be resolved, a [Member](#) may consider obtaining professional advice from the relevant professional body or from legal advisors. The [Member](#) generally can obtain guidance on ethical issues without breaching the fundamental principle of confidentiality if the matter is discussed with the relevant professional body on an anonymous basis or with a legal advisor under the protection of legal privilege. Instances in which the [Member](#) may consider obtaining legal advice vary. For example, a [Member](#) may have encountered a fraud, the reporting of which could breach the [Member's](#) responsibility to respect confidentiality. The [Member](#) may consider obtaining legal advice in that instance to determine whether there is a requirement to report.
- 100.22 If, after exhausting all relevant possibilities, the ethical conflict remains unresolved, a [Member](#) shall, where possible, refuse to remain associated with the matter creating the conflict. The [Member](#) shall determine whether, in the circumstances, it is appropriate to withdraw from the [Engagement Team](#) or specific assignment, or to resign altogether from the [engagement](#), the [Firm](#) or the employing organisation.

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SECTION 110

Integrity

- 110.1 The principle of integrity imposes an obligation on all [Members](#) to be straightforward and honest in all professional and business relationships. Integrity also implies fair dealing and truthfulness.
- 110.2 A [Member](#) shall not knowingly be associated with reports, returns, communications or other information where the [Member](#) believes that the information:
- (a) Contains a materially false or misleading statement;
 - (b) Contains statements or information furnished recklessly; or
 - (c) Omits or obscures information required to be included where such omission or obscurity would be misleading.
- When a [Member](#) becomes aware that the [Member](#) has been associated with such information, the [Member](#) shall take steps to be disassociated from that information.
- 110.3 A [Member](#) will be deemed not to be in breach of paragraph 110.2 if the [Member](#) provides a modified report in respect of a matter contained in paragraph 110.2.

SECTION 120

Objectivity

- 120.1 The principle of objectivity imposes an obligation on all [Members](#) not to compromise their professional or business judgment because of bias, conflict of interest or the undue influence of others.
- 120.2 A [Member](#) may be exposed to situations that may impair objectivity. It is impracticable to define and prescribe all such situations. A [Member](#) shall not perform a [Professional Service](#) if a circumstance or relationship biases or unduly influences the [Member's](#) professional judgment with respect to that service.

SECTION 130

Professional Competence and Due Care

- 130.1 The principle of professional competence and due care imposes the following obligations on all [Members](#):
- (a) To maintain professional knowledge and skill at the level required to ensure that ~~clients or employers~~ receive competent [Professional Service](#); and
 - (b) To act diligently in accordance with applicable technical and professional standards when providing [Professional Services](#).
- 130.2 Competent [Professional Service](#) requires the exercise of sound judgment in applying professional knowledge and skill in the performance of such service. Professional competence may be divided into two separate phases:
- (a) Attainment of professional competence; and
 - (b) Maintenance of professional competence.
- 130.3 The maintenance of professional competence requires a continuing awareness and an understanding of relevant technical, professional and business developments. Continuing professional development enables a [Member](#) to develop and maintain the capabilities to perform competently within the professional environment.
- 130.4 Diligence encompasses the responsibility to act in accordance with the requirements of an assignment, carefully, thoroughly and on a timely basis.
- 130.5 A [Member](#) shall take reasonable steps to ensure that those working under the [Member's](#) authority in a professional capacity have appropriate training and supervision.
- 130.6 Where appropriate, a [Member](#) shall make ~~clients, employers or other users of the~~ [Member's Professional Services](#) aware of the limitations inherent in the services.

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SECTION 140

July 2010 Board Decision – Subject to further Board Review. Refer to comments in Agenda paper.

Confidentiality

140.1 The principle of confidentiality imposes an obligation on all Members to refrain from:

- (a) Disclosing outside the Firm or employing organisation confidential information acquired as a result of professional and business relationships without proper and specific authority from the client or employer or unless there is a legal duty to disclose; and
- (b) Using confidential information acquired as a result of professional and business relationships to their personal advantage or the advantage of third parties.

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Comment 8

Retain removal of the words “or professional right or” on the basis that legal advice has indicated that ‘a professional right or duty’ cannot be invoked to justify the disclosure of confidential information without the client’s permission.

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Retain the additional words “from the client or employer” on the basis that it clarifies from whom proper and specific authority can be given.

Nature of Amendment/Source: Amendments were made to IESBA wording following receipt of legal advice pertaining to the interaction of these requirements with the *Privacy Act 1988 (Cth)*.

140.2 A Member shall maintain confidentiality, including in a social environment, being alert to the possibility of inadvertent disclosure, particularly to a close business associate or a Close or Immediate Family member.

140.3 A Member shall maintain confidentiality of information disclosed by a prospective client or employer.

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140.4 A Member shall maintain confidentiality of information within the Firm or employing organisation.

140.5 A Member shall take reasonable steps to ensure that staff under the Member’s control and persons from whom advice and assistance is obtained respect the Member’s duty of confidentiality.

140.6 The need to comply with the principle of confidentiality continues even after the end of relationships between a Member and a client or employer unless otherwise agreed. When a Member changes employment or acquires a new client, the Member is entitled to use prior experience. The Member shall not, however, use or disclose any confidential information either acquired or received as a result of a professional or business relationship.

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Comment 9

Retain – based on legal advice.

Nature of Amendment/Source: Amendments were made to IESBA wording following receipt of legal advice pertaining to the interaction of these requirements with the *Privacy Act 1988 (Cth)*.

140.7 The following are circumstances where Members are or may be required to disclose confidential information or when such disclosure may be appropriate:

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

Deleted: permitted by law and is

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Deleted: , for example;

Deleted: <#>Production of documents or other provision of evidence in the course of legal proceedings; or¶
<#>Disclosure to the appropriate public authorities of infringements of the law that come to light; and¶

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Comment 10

Paragraph 140.7(a) – retain removal of the words “is permitted by law and” on the basis that legal advice has indicated that in accordance with *Privacy Act* provisions, disclosure is permitted when authorised by the client.

Paragraph 140.7(b) – retain amendment on the basis that legal advice has indicated that there are circumstances where disclosure is permitted by law. For example, in accordance with National Privacy Principle 2 (extracted from the *Privacy Act*), the disclosure specified in sub-section (b)(ii) of paragraph 140.7 is permitted. Another basis on which confidential information can be disclosed without client authorisation is where the disclosure is related to public interest such as public or individual health or safety. This basis is not identified in paragraph 140.7, implying that such a basis does not exist, or that it is not condoned by the Code. It is unlikely that the IESBA Code was drafted with contemplation of the intricacies of the Australian *Privacy Act*.

Paragraph 140.7(c) – retain amendment on the basis that this is consistent with the approach taken in relation to paragraph 140.1 and legal advice has indicated that this paragraph could only comply with the provisions of the *Privacy Act* if it were made clear that client consent is required before disclosure can occur on the grounds identified in (i) to (iv).

Nature of Amendment/Source: Amendments were made to IESBA wording following receipt of legal advice pertaining to the interaction of these requirements with the *Privacy Act 1988* (Cth).

AUST 140.7.1 Members considering disclosing confidential information of a client or employer without their consent, on the basis that such disclosure is permitted by law, are advised to first obtain legal advice, and to also consider consulting their professional body.

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Comment 11

Retain – in relation to the various bases for disclosure identified in paragraph 140.7, legal advice has indicated that only where disclosure is permitted by law would a member be required to exercise some degree of judgement. In the majority of cases, client authorisation of disclosure is required. When disclosure is required by law, the member will have been served with a notice requiring disclosure, so no professional judgement will be required. Only in the circumstances identified in the wording of sub-section (b)(ii) (which is an example of where the member is permitted by law to disclose confidential information) would it be logical to recommend that the member obtain legal advice before making disclosure.

Nature of Amendment/Source: This paragraph was added following legal consideration of the wording of paragraph 140.7 (refer comment 10).

140.8 Where disclosure is not required by law, but the Member is permitted to disclose confidential information, relevant factors to consider include:

Deleted: In deciding whether

- (a) Whether the interests of all parties, including third parties whose interests may be affected, could be harmed by the disclosure;
- (b) Whether all the relevant information is known and substantiated, to the extent it is practicable; when the situation involves unsubstantiated facts, incomplete information or unsubstantiated conclusions, professional judgment shall be used in determining the type of disclosure to be made, if any;
- (c) The type of communication that is expected and to whom it is addressed; and
- (d) Whether the parties to whom the communication is addressed are appropriate recipients.

Deleted: if the client or employer consents to the disclosure of information

Deleted: professional accountant

Comment 12

Retain amendments based on legal advice.

Nature of Amendment/Source: This paragraph was amended following legal consideration of the wording of paragraph 140.8 (refer comment 10).

SECTION 150

Professional Behaviour

150.1 The principle of professional behaviour imposes an obligation on all [Members](#) to comply with relevant laws and regulations and avoid any action [or omission](#) that the [Member](#) knows or should know may discredit the profession. This includes actions [or omissions](#) that a reasonable and informed third party, weighing all the specific facts and circumstances available to the [Member](#) at that time, would be likely to conclude adversely affects the good reputation of the profession.

Comment 13

Retain – extends the principle of professional behaviour from “actions” to “actions or omissions”. Removal of “or omissions” would result in a significant lowering of established ethical standard on this principle in Australia. This principle is also cross referred to in other APES pronouncements.

Nature of Amendment/Source: Additional words “or omission”.

July 2010 Board Decision – retain 2006 insertions in paragraph 150.1.

150.2 In marketing and promoting themselves and their work, [Members](#) shall not bring the profession into disrepute. [Members](#) shall be honest and truthful and not:

- (a) Make exaggerated claims for the services they are able to offer, the qualifications they possess, or experience they have gained; or
- (b) Make disparaging references or unsubstantiated comparisons to the work of others.

PART B—MEMBERS IN PUBLIC PRACTICE

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SECTION 200

Introduction

200.1 This Part of the Code describes how the conceptual framework contained in Part A applies in certain situations to [Members](#) in [Public Practice](#). This Part does not describe all of the circumstances and relationships that could be encountered by a [Member](#) in [Public Practice](#) that create or may create threats to compliance with the fundamental principles. Therefore, the [Member](#) in [Public Practice](#) is encouraged to be alert for such circumstances and relationships.

200.2 A [Member](#) in [Public Practice](#) 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.

Comment 14

Retain – provides clear guidance on application of paragraph 200.2.

Nature of Amendment/Source: [F7, para 2] – additional guidance.

July 2010 Board Decision – remove former paragraph AUST200.2.1.

Comment 15

Retain – provides clear guidance on application of paragraph 200.2.

Nature of Amendment/Source: [F7, para 3] – additional guidance.

July 2010 Board Decision – remove former paragraph AUST200.2.2.

Threats and Safeguards

200.3 Compliance with the fundamental principles may potentially be threatened by a broad range of circumstances and relationships. The nature and significance of the threats may differ depending on whether they arise in relation to the provision of services to an [Audit Client](#) and whether the [Audit Client](#) is a [Public Interest Entity](#), to an [Assurance Client](#) that is not an [Audit Client](#), or to a non-assurance [client](#).

Threats fall into one or more of the following categories:

- (a) Self-interest;
- (b) Self-review;
- (c) Advocacy;
- (d) Familiarity; and
- (e) Intimidation.

These threats are discussed further in Part A of this Code.

Deleted: AUST200.2.1 . The simultaneous engagement in another business, occupation or activity unrelated to the provision of Professional Services to Clients which has the effect of not allowing the accountant to properly conduct the practice in accordance with the fundamental principles of professional conduct is inconsistent and incompatible with the practice of public accountancy.¶

Deleted: AUST200.2.2 . A business, occupation or activity is inconsistent and incompatible with the provision of Professional Services to Clients when it: ¶
(a) . Creates or would create conflict of interest with existing Clients; ¶
(b) . Impairs or would impair integrity, objectivity or Independence in providing Professional Services to Clients; ¶
(c) . Impairs or would impair to a material extent the ability to provide Professional Services to the general public; ¶
(d) . Impairs or would impair the good reputation of the profession.¶

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200.4 Examples of circumstances that create self-interest threats for a **Member** in **Public Practice** include:

- A member of the **Assurance Team** having a **Direct Financial Interest** in the **Assurance Client**.
- A **Firm** having undue dependence on total fees from a **client**.
- A member of the **Assurance Team** having a significant close business relationship with an **Assurance Client**.
- A **Firm** being concerned about the possibility of losing a significant **client**.
- A member of the **Audit Team** entering into employment negotiations with the **Audit Client**.
- A **Firm** entering into a **Contingent Fee** arrangement relating to an **Assurance Engagement**.
- A **Member** discovering a significant error when evaluating the results of a previous **Professional Service** performed by a **Member** of the **Member's Firm**.

Comment 16

Remove – it could be argued that there is marginal benefit in retaining this additional example.

Nature of Amendment/Source: This example was in the 2005 IESBA Code and has now been removed.

July 2010 Board Decision – remove additional example in paragraph 200.4.

200.5 Examples of circumstances that create self-review threats for a **Member** in **Public Practice** include:

- A **Firm** issuing an assurance report on the effectiveness of the operation of financial systems after designing or implementing the systems.
- A **Firm** having prepared the original data used to generate records that are the subject matter of the **Assurance Engagement**.
- A member of the **Assurance Team** being, or having recently been, a **Director** or **Officer** of the **client**.
- A member of the **Assurance Team** being, or having recently been, employed by the **client** in a position to exert significant influence over the subject matter of the **engagement**.
- The **Firm** performing a service for an **Assurance Client** that directly affects the subject matter information of the **Assurance Engagement**.

200.6 Examples of circumstances that create advocacy threats for a **Member** in **Public Practice** include:

- The **Firm** promoting shares in an **Audit Client**.
- A **Member** acting as an advocate on behalf of an **Audit Client** in litigation or disputes with third parties.

Deleted: <#>Jointly holding a Financial Interest with a Client.*

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200.7 Examples of circumstances that create familiarity threats for a **Member** in **Public Practice** include:

- A member of the **Engagement Team** having a **Close** or **Immediate Family** member who is a **Director** or **Officer** of the **client**.
- A member of the **Engagement Team** having a **Close** or **Immediate Family** member who is an employee of the **client** who is in a position to exert significant influence over the subject matter of the **engagement**.
- 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**.
- A **Member** accepting gifts or preferential treatment from a **client**, unless the value is trivial or inconsequential.
- Senior personnel having a long association with the **Assurance Client**.

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200.8 Examples of circumstances that create intimidation threats for a **Member** in **Public Practice** include:

- A **Firm** being threatened with dismissal from a **Client Engagement**.
- An **Audit Client** indicating that it will not award a planned non-assurance contract to the **Firm** if the **Firm** continues to disagree with the **client's** accounting treatment for a particular transaction.
- A **Firm** being threatened with litigation by the **client**.
- A **Firm** being pressured to reduce inappropriately the extent of work performed in order to reduce fees.
- A **Member** feeling pressured to agree with the judgment of a **client employee** because the employee has more expertise on the matter in question.
- A **Member** being informed by a **partner** of the **Firm** that a planned promotion will not occur unless the **Member** agrees with an **Audit Client's** inappropriate accounting treatment.

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200.9 Safeguards that may eliminate or reduce threats to an **Acceptable Level** fall into two broad categories:

- (a) Safeguards created by the profession, legislation or regulation; and
- (b) Safeguards in the work environment.

Examples of safeguards created by the profession, legislation or regulation are described in paragraph 100.14 of Part A of this Code.

200.10 A **Member** in **Public Practice** shall exercise judgment to determine how best to deal with threats that are not at an **Acceptable Level**, whether by applying safeguards to eliminate the threat or reduce it to an **Acceptable Level** or by terminating or declining the relevant **engagement**. In exercising this judgment, a **Member** in **Public Practice** shall consider whether a reasonable and informed third party, weighing all the specific facts and circumstances available to the **Member** at that time, would be likely to conclude that the threats would be eliminated or reduced to an **Acceptable Level** by the application of safeguards, such that compliance with the fundamental principles is not compromised. This consideration will be affected by matters such as the significance of the threat, the nature of the **engagement** and the structure of the **Firm**.

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200.11 In the work environment, the relevant safeguards will vary depending on the circumstances. Work environment safeguards comprise **Firm-wide** safeguards and **engagement-specific** safeguards.

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200.12 Examples of **Firm-wide** safeguards in the work environment include:

- Leadership of the **Firm** that stresses the importance of compliance with the fundamental principles.
- Leadership of the **Firm** that establishes the expectation that members of an **Assurance Team** will act in the public interest.
- Policies and procedures to implement and monitor quality control of **engagements**.
- Documented policies regarding the need to identify threats to compliance with the fundamental principles, evaluate the significance of those threats, and apply safeguards to eliminate or reduce the threats to an **Acceptable Level** or, when appropriate safeguards are not available or cannot be applied, terminate or decline the relevant **engagement**.
- Documented internal policies and procedures requiring compliance with the fundamental principles.
- Policies and procedures that will enable the identification of interests or relationships between the **Firm** or members of **Engagement Teams** and **clients**.
- Policies and procedures to monitor and, if necessary, manage the reliance on revenue received from a single **client**.
- Using different **partners** and **Engagement Teams** with separate reporting lines for the provision of non-assurance services to an **Assurance Client**.
- Policies and procedures to prohibit individuals who are not members of an **Engagement Team** from inappropriately influencing the outcome of the **engagement**.
- Timely communication of a **Firm's** policies and procedures, including any changes to them, to all **partners** and professional staff, and appropriate training and education on such policies and procedures.
- Designating a member of senior management to be responsible for overseeing the adequate functioning of the **Firm's** quality control system.

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- Advising partners and professional staff of Assurance Clients and Related Entities from which Independence is required.
- A disciplinary mechanism to promote compliance with policies and procedures.
- Published policies and procedures to encourage and empower staff to communicate to senior levels within the Firm any issue relating to compliance with the fundamental principles that concerns them.

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200.13 Examples of engagement-specific safeguards in the work environment include:

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- Having a Member who was not involved with the non-assurance service review the non-assurance work performed or otherwise advise as necessary.
- Having a Member who was not a member of the Assurance Team review the assurance work performed or otherwise advise as necessary.
- Consulting an independent third party, such as a committee of independent Directors, a professional regulatory body or another Member.
- Discussing ethical issues with Those Charged with Governance of the client.
- Disclosing to Those Charged with Governance of the client the nature of services provided and extent of fees charged.
- Involving another Firm to perform or re-perform part of the engagement.
- Rotating senior Assurance Team personnel.

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200.14 Depending on the nature of the engagement, a Member in Public Practice may also be able to rely on safeguards that the client has implemented. However it is not possible to rely solely on such safeguards to reduce threats to an Acceptable Level.

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200.15 Examples of safeguards within the client's systems and procedures include:

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- The client requires 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 ensure objective choices in commissioning non-assurance engagements.
- The client has a corporate governance structure that provides appropriate oversight and communications regarding the Firm's services.

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SECTION 210

Professional Appointment

Client Acceptance

210.1 Before accepting a new client relationship, a Member in Public Practice shall determine whether acceptance would create any threats to compliance with the fundamental principles. Potential threats to integrity or professional behaviour may be created from, for example, questionable issues associated with the client (its owners, management or activities).

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210.2 Client issues that, if known, could threaten compliance with the fundamental principles include, for example, client involvement in illegal activities (such as money laundering), dishonesty or questionable financial reporting practices.

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210.3 A Member in Public Practice shall evaluate the significance of any threats and apply safeguards when necessary to eliminate them or reduce them to an Acceptable Level.

Examples of such safeguards include:

- Obtaining knowledge and understanding of the client, its owners, managers and those responsible for its governance and business activities; or
- Securing the client's commitment to improve corporate governance practices or internal controls.

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210.4 Where it is not possible to reduce the threats to an Acceptable Level, the Member in Public Practice shall decline to enter into the client relationship.

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210.5 It is recommended that a Member in Public Practice periodically review acceptance decisions for recurring client engagements.

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Engagement Acceptance

210.6 The fundamental principle of professional competence and due care imposes an obligation on a Member in Public Practice to provide only those services that the Member in Public Practice is competent to perform. Before accepting a specific client engagement, a Member in Public Practice shall determine whether acceptance would create any threats to compliance with the fundamental principles. For example, a self-interest threat to professional competence and due care is created if the Engagement Team does not possess, or cannot acquire, the competencies necessary to properly carry out the engagement.

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210.7 A Member in Public Practice shall evaluate the significance of threats and apply safeguards, when necessary, to eliminate them or reduce them to an Acceptable Level. Examples of such safeguards include:

- Acquiring an appropriate understanding of the nature of the client's business, the complexity of its operations, the specific requirements of the engagement and the purpose, nature and scope of the work to be performed.
- Acquiring knowledge of relevant industries or subject matters.
- Possessing or obtaining experience with relevant regulatory or reporting requirements.
- Assigning sufficient staff with the necessary competencies.

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- Using experts where necessary.
- Agreeing on a realistic time frame for the performance of the engagement.
- Complying with quality control policies and procedures designed to provide reasonable assurance that specific engagements are accepted only when they can be performed competently.

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210.8 When a Member in Public Practice intends to rely on the advice or work of an expert, the Member in Public Practice shall determine whether such reliance is warranted. Factors to consider include: reputation, expertise, resources available and applicable professional and ethical standards. Such information may be gained from prior association with the expert or from consulting others.

Changes in a Professional Appointment

Comment 17

Remove – it could be argued that there is marginal benefit in retaining this note which points to the specific requirements applicable to proposed accountants or existing accountants.

Deleted: Note: Proposed Accountants refer to paragraphs 210.9, 210.10, 210.11, and 210.14 of the Code. Existing Accountants refer to paragraphs 210.13 and 210.14 of the Code.

Nature of Amendment/Source: Reading aid.

July 2010 Board Decision – remove.

210.9 A Member in Public Practice who is asked to replace another Member in Public Practice, or who is considering tendering for an engagement currently held by another Member in Public Practice, shall determine whether there are any reasons, professional or otherwise, for not accepting the engagement, such as circumstances that create threats to compliance with the fundamental principles that cannot be eliminated or reduced to an Acceptable Level by the application of safeguards. For example, there may be a threat to professional competence and due care if a Member in Public Practice accepts the engagement before knowing all the pertinent facts.

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210.10 A Member in Public Practice shall evaluate the significance of any threats. Depending on the nature of the Engagement, this may require direct communication with the Existing Accountant to establish the facts and circumstances regarding the proposed change so that the Member in Public Practice can decide whether it would be appropriate to accept the engagement. For example, the apparent reasons for the change in appointment may not fully reflect the facts and may indicate disagreements with the Existing Accountant that may influence the decision to accept the appointment.

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Comment 18

Retain removal – the rationale for removing this text followed the insertion of AUST210.11.1 which made it mandatory to send an ethical letter in relation to an audit engagement.

Nature of Amendment/Source: The words “Depending on the nature of the engagement” were removed in 2006 due to the reasons stated above.

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July 2010 Board Decision – reinstate previously removed words.

210.11 Safeguards shall be applied when necessary to eliminate any threats or reduce them to an Aceptable Level. Examples of such safeguards include:

- When replying to requests to submit tenders, stating in the tender that, before accepting the engagement, contact with the Existing Accountant will be requested so that inquiries may be made as to whether there are any professional or other reasons why the appointment should not be accepted;
- Asking the Existing Accountant to provide known information on any facts or circumstances that, in the Existing Accountant's opinion, the proposed accountant needs to be aware of before deciding whether to accept the engagement; or
- Obtaining necessary information from other sources.

When the threats cannot be eliminated or reduced to an Aceptable Level through the application of safeguards, a Member in Public Practice shall, unless there is satisfaction as to necessary facts by other means, decline the engagement.

AUST210.11.1 A Member in Public Practice who is asked to replace an existing auditor or to accept nomination as an auditor shall:

- (a) Request the prospective client's permission to communicate with the existing auditor. If such permission is refused the Member shall, in the absence of exceptional circumstances, decline the Audit Engagement or the nomination.
- (b) On receipt of permission, request in writing of the existing auditor all information which ought to be made available to the Member to enable a decision to be made as to whether the Audit Engagement or the nomination be accepted.

Comment 19

Retain – this additional requirement originated from F3.

Nature of Amendment/Source: [F3, para 7] – additional requirement.

July 2010 Board Decision – retain but redraft.

210.12 A Member in Public Practice may be asked to undertake work that is complementary or additional to the work of the Existing Accountant. Such circumstances may create threats to professional competence and due care resulting from, for example, a lack of or incomplete information. The significance of any threats shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Aceptable Level. An example of such a safeguard is notifying the Existing Accountant of the proposed work, which would give the Existing Accountant the opportunity to provide any relevant information needed for the proper conduct of the work.

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210.13 An Existing Accountant is bound by confidentiality. Whether that Member is permitted or required to discuss the affairs of a client with a proposed accountant will depend on:

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- (a) Whether the client's permission to do so has been obtained; or
- (b) The legal or ethical requirements relating to such communications and disclosure, which may vary by jurisdiction.

Circumstances where the Member is or may be required to disclose confidential information or where such disclosure may otherwise be appropriate are set out in Section 140 of Part A of this Code.

Comment 20

Retain removal – Following the legal advice on the confidentiality requirements of section 140 that indicates that information cannot be disclosed without client permission, this text was removed because it does not depend on the nature of the engagement.

Nature of Amendment/Source: The words “the nature of the engagement and on” were previously removed from the end of the first sentence.

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July 2010 Board Decision – retain removal of words.

210.14 A Member in Public Practice will generally need to obtain the Client's permission, preferably in writing, to initiate discussion with an Existing Accountant. Once that permission is obtained, the Existing Accountant shall comply with relevant legal and other regulations governing such requests. Where the Existing Accountant provides information, it shall be provided honestly and unambiguously. If the proposed accountant is unable to communicate with the Existing Accountant, the proposed accountant shall take reasonable steps to obtain information about any possible threats by other means, such as through inquiries of third parties or background investigations of senior management or Those Charged with Governance of the client.

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Comment 21

Retain removal – similar to paragraph 210.13, based on legal advice, a member will always (not generally) need to obtain client permission.

Nature of Amendment/Source: The first two sentences were previously removed.

July 2010 Board Decision – reinstate previously removed words.

Comment 22

Retain – there is benefit in retaining this paragraph from a public interest perspective. The requirement reflects the former principle from F3 that clients have an indisputable right to choose their professional advisers and to change to others should they so desire.

Nature of Amendment/Source: Additional requirement [F3, para 2].

July 2010 Board Decision – remove AUST210.14.1 (formerly AUST210.18.1).

Deleted: AUST210.18.1 . The wishes of the Client must be paramount in the choice of professional advisers, whether or not special skills are involved. Accordingly a Member in Public Practice must not attempt to restrict in any way the Client's freedom of choice in obtaining special advice and, when appropriate, must encourage the Client to do so.¶

AUST210.15.1 In certain circumstances, a Member in Public Practice maybe taking over or handing over an engagement to another accountant who is not a Member. The Member shall comply with the requirements of section 210 even in these circumstances.

SECTION 220

Conflicts of Interest

220.1 A Member in Public Practice shall take reasonable steps to identify circumstances that could pose a conflict of interest. Such circumstances may create threats to compliance with the fundamental principles. For example, a threat to objectivity may be created when a Member in Public Practice competes directly with a client or has a joint venture or similar arrangement with a major competitor of a client. A threat to objectivity or confidentiality may also be created when a Member in Public Practice performs services for clients whose interests are in conflict or the clients are in dispute with each other in relation to the matter or transaction in question.

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220.2 A Member in Public Practice shall evaluate the significance of any threats and apply safeguards when necessary to eliminate the threats or reduce them to an Acceptable Level. Before accepting or continuing a client relationship or specific engagement, the Member in Public Practice shall evaluate the significance of any threats created by business interests or relationships with the client or a third party.

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220.3 Depending upon the circumstances giving rise to the conflict, application of one of the following safeguards is generally necessary:

- (a) Notifying the client of the Firm's business interest or activities that may represent a conflict of interest and obtaining their consent to act in such circumstances; or
- (b) Notifying all known relevant parties that the Member in Public Practice is acting for two or more parties in respect of a matter where their respective interests are in conflict and obtaining their consent to so act; or
- (c) Notifying the client that the Member in Public Practice does not act exclusively for any one client in the provision of proposed services (for example, in a particular market sector or with respect to a specific service) and obtaining their consent to so act.

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220.4 The professional accountant shall also determine whether to apply one or more of the following additional safeguards:

- (a) The use of separate Engagement Teams;
- (b) Procedures to prevent access to information (e.g., strict physical separation of such teams, confidential and secure data filing);
- (c) Clear guidelines for members of the Engagement Team on issues of security and confidentiality;
- (d) The use of confidentiality agreements signed by employees and partners of the Firm; and
- (e) Regular review of the application of safeguards by a senior individual not involved with relevant client engagements.

Deleted: Where a Firm becomes aware of a possible conflict between the interests of two or more clients, all reasonable steps should be taken to manage the conflict and thereby avoid any adverse consequences. These steps should include the following safeguards, except where they are inappropriate;

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Comment 23

Retain – rewording assists application and suggests in some circumstances the application of safeguards does not in itself mitigate against possible conflicts.

Nature of Amendment/Source: Amended lead in words to clarify the application of additional safeguards.

July 2010 Board Decision – remove 2006 insertions/deletions and reinstate original IESBA text in paragraph 220.4.

220.5 Where a conflict of interest creates a threat to one or more of the fundamental principles, including objectivity, confidentiality, or professional behaviour, that cannot be eliminated or reduced to an Acceptable Level through the application of safeguards, the Member in Public Practice shall not accept a specific engagement or shall resign from one or more conflicting engagements.

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220.6 Where a Member in Public Practice has requested consent from a client to act for another party (which may or may not be an existing client) in respect of a matter where the respective interests are in conflict and that consent has been refused by the client, the Member in Public Practice shall not continue to act for one of the parties in the matter giving rise to the conflict of interest.

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SECTION 230

Second Opinions

230.1 Situations where a Member in Public Practice is asked to provide a second opinion on the application of Australian Accounting Standards, Auditing or Assurance Standards, 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 may create threats to compliance with the fundamental principles. For example, there may be a threat to professional competence and due care in circumstances where the second opinion is not based on the same set of facts that were made available to the Existing Accountant or is based on inadequate evidence. The existence and significance of any threat will depend on the circumstances of the request and all the other available facts and assumptions relevant to the expression of a professional judgment.

Comment 24

Remove – it could be argued that there is marginal benefit in retaining this amendment – revert to IESBA wording, however reference to accounting and auditing standards should be applied as defined.

[Editorial note: Accounting standards are presently not defined so should appear lower case – alternatively the definition of Australian Accounting Standards could be adopted from APES 205, Auditing Standards should be amended to Auditing and Assurance Standards (refer proposed AUST definition)]

Nature of Amendment/Source: Clarity – amended lead in words.

July 2010 Board Decision – reinstate IESBA text, remove 2006 insertions in paragraph 230.1 and provide Australian context.

230.2 When asked to provide such an opinion, a Member in Public Practice shall evaluate the significance of any threats and apply safeguards when necessary to eliminate them or reduce them to an Acceptable Level. Examples of such safeguards include seeking client permission to contact the Existing Accountant, describing the limitations surrounding any opinion in communications with the client and providing the Existing Accountant with a copy of the opinion.

230.3 If the company or entity seeking the opinion will not permit communication with the Existing Accountant, a Member in Public Practice shall determine whether, taking all the circumstances into account, it is appropriate to provide the opinion sought.

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SECTION 240

Fees and Other Types of Remuneration

240.1 When entering into negotiations regarding services, a **Member in Public Practice** may quote whatever fee is deemed appropriate. The fact that one **Member in Public Practice** may quote a fee lower than another is not in itself unethical. Nevertheless, there may be threats to compliance with the fundamental principles arising from the level of fees quoted. For example, a self-interest threat to professional competence and due care is created if the fee quoted is so low that it may be difficult to perform the engagement in accordance with applicable technical and professional standards for that price.

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Comment 25

Remove – it could be argued that there is marginal benefit in retaining these editorials.

Nature of Amendment/Source: Minor editorials.

July 2010 Board Decision – remove minor editorials from paragraph 240.1.

240.2 The existence and significance of any threats created will depend on factors such as the level of fee quoted and the services to which it applies. The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Making the client aware of the terms of the engagement and, in particular, the basis on which fees are charged and which services are covered by the quoted fee.
- Assigning appropriate time and qualified staff to the task.

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Contingent Fees

Comment 26

Retain – viewed to be helpful in navigating the requirements of the Code.

Nature of Amendment/Source: Addition of heading.

July 2010 Board Decision – retain heading.

240.3 Contingent Fees are widely used for certain types of non-assurance engagements.¹ They may, however, create threats to compliance with the fundamental principles in certain circumstances. They may create a self-interest threat to objectivity. The existence and significance of such threats will depend on factors including:

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- The nature of the engagement.
- The range of possible fee amounts.
- The basis for determining the fee.
- Whether the outcome or result of the transaction is to be reviewed by an independent third party.

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¹ Contingent Fees for non-assurance services provided to Audit Clients and other Assurance Clients are discussed in Sections 290 and 291 of this part of the Code.

240.4 The significance of any such threats shall be evaluated and safeguards applied when necessary to eliminate or reduce them to an Acceptable Level. Examples of such safeguards include:

- An advance written agreement with the client as to the basis of remuneration.
- Disclosure to intended users of the work performed by the Member in Public Practice and the basis of remuneration.
- Quality control policies and procedures.
- Review by an independent third party of the work performed by the Member in Public Practice.

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Referral fees and commissions

Comment 27

Retain – viewed to be helpful in navigating the requirements of the Code.

Nature of Amendment/Source: Addition of heading.

July 2010 Board Decision – retain heading.

240.5 In certain circumstances, a Member in Public Practice may receive a referral fee or commission relating to a client. For example, where the Member in Public Practice does not provide the specific service required, a fee may be received for referring a continuing client to another Member in Public Practice or other expert. A Member in Public Practice may receive a commission from a third party (e.g., a software vendor) in connection with the sale of goods or services to a client. Accepting such a referral fee or commission creates a self-interest threat to objectivity and professional competence and due care.

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July 2010 Board Decision – reinstate IESBA text and remove reference to “financial advisor” given the current direction of the APES 230 project.

240.6 A Member in Public Practice may also pay a referral fee to obtain a client, for example, where the client continues as a client of another Member in Public Practice but requires specialist services not offered by the Existing Accountant. The payment of such a referral fee also creates a self-interest threat to objectivity and professional competence and due care.

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240.7 The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. To reduce the threat to an Acceptable Level the Member shall inform the client in writing of:

- the existence of such arrangement;
- the identity of the other party and parties; and
- the method of calculation of the agency fee, commission or other benefit occurring directly or indirectly to the Member.

Comment 28

Retain – this amendment was a deliberate change to the old IESBA Code and carried forward a requirement from D.2 of CPC Section D of the previous Joint Code of Professional Conduct to require a member to disclose referral fees and commissions in writing to a client.

Nature of Amendment/Source: Additional requirement to disclose referral fees and commissions in writing to a client [CPC Section D – D.2/F6].

July 2010 Board Decision – retain 2006 amendments with additional changes as drafted.

240.8 A Member in Public Practice 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 regarded as commissions or referral fees for the purpose of paragraphs 240.5–240.7 above.

Comment 29

Remove – it could be argued that there is marginal benefit in retaining these editorials.

Nature of Amendment/Source: Minor editorials.

July 2010 Board Decision – remove minor editorials from paragraph 240.8.

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Deleted: <#>Disclosing to the client any arrangements to pay a referral fee to another professional accountant for the work referred.¶
 <#>Disclosing to the client any arrangements to receive a referral fee for referring the client to another professional accountant in public practice.¶
 <#>Obtaining advance agreement from the client for commission arrangements in connection with the sale by a third party of goods or services to the client.¶

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SECTION 250

Marketing Professional Services

250.1 When a Member in Public Practice solicits new work through Advertising or other forms of marketing, there may be a threat to compliance with the fundamental principles. For example, a self-interest threat to compliance with the principle of professional behaviour is created if services, achievements, or products are marketed in a way that is inconsistent with that principle.

250.2 A Member in Public Practice shall not bring the profession into disrepute when marketing professional services. The Member in Public Practice shall be honest and truthful and not:

- (a) Make exaggerated claims for services offered, qualifications possessed, or experience gained; or
- (b) Make disparaging references or unsubstantiated comparisons to the work of another.

Comment 30

Retain amendment – this amendment was a deliberate change made from the old IESBA Code to remove the requirement for a Member to consult with their respective professional body about advertising and marketing.

Nature of Amendment/Source: Subparagraph (c) was previously removed and replaced with the requirement to not “falsely advertise or mislead potential clients”.

July 2010 Board Decision – remove 2006 insertions and retain deletion of last IESBA paragraph. Sub-paragraph (c) should also be deleted.

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If the Member in Public Practice is in doubt about whether a proposed form of Advertising or marketing is appropriate, the Member in Public Practice shall consider consulting with the relevant professional body.[¶]

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SECTION 260

Gifts and Hospitality

- 260.1 A [Member](#) in [Public Practice](#), or an [Immediate](#) or [Close Family](#) member, may be offered gifts and hospitality from a [client](#). Such an offer may create threats to compliance with the fundamental principles. For example, a self-interest or familiarity threat to objectivity may be created if a gift from a [client](#) is accepted; an intimidation threat to objectivity may result from the possibility of such offers being made public.
- 260.2 The existence and significance of any threat will depend on the nature, value, and intent of the offer. Where gifts or hospitality are offered that a reasonable and informed third party, weighing all the specific facts and circumstances, would consider trivial and inconsequential, a [Member](#) in [Public Practice](#) may conclude that the offer is made in the normal course of business without the specific intent to influence decision making or to obtain information. In such cases, the [Member](#) in [Public Practice](#) may generally conclude that any threat to compliance with the fundamental principles is at an [Acceptable Level](#).
- 260.3 A [Member](#) in [Public Practice](#) shall evaluate the significance of any threats and apply safeguards when necessary to eliminate the threats or reduce them to an [Acceptable Level](#). When the threats cannot be eliminated or reduced to an [Acceptable Level](#) through the application of safeguards, a [Member](#) in [Public Practice](#) shall not accept such an offer.

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SECTION 270

Custody of client Assets

270.1 A Member in Public Practice shall not assume custody of client monies or other assets unless permitted to do so by law and, if so, in compliance with any additional legal duties imposed on a Member in Public Practice holding such assets.

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270.2 The holding of client assets creates threats to compliance with the fundamental principles; for example, there is a self-interest threat to professional behaviour and may be a self interest threat to objectivity arising from holding client assets. A Member in Public Practice entrusted with money (or other assets) belonging to others shall therefore:

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- (a) Keep such assets separately from personal or Firm assets;
- (b) Use such assets only for the purpose for which they are intended;
- (c) At all times be ready to account for those assets and any income, dividends, or gains generated, to any persons entitled to such accounting; and
- (d) Comply with all relevant laws and regulations relevant to the holding of and accounting for such assets.

270.3 As part of client and engagement acceptance procedures for services that may involve the holding of client assets, a Member in Public Practice shall make appropriate inquiries about the source of such assets and consider legal and regulatory obligations. For example, if the assets were derived from illegal activities, such as money laundering, a threat to compliance with the fundamental principles would be created. In such situations, the Member may consider seeking legal advice.

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SECTION 280

Objectivity—All Services

280.1 A **Member** in **Public Practice** shall determine when providing any **Professional Service** whether there are threats to compliance with the fundamental principle of objectivity resulting from having interests in, or relationships with, a **client** or its **Directors, Officers** or employees. For example, a familiarity threat to objectivity may be created from a family or close personal or business relationship.

Comment 31

Remove – it could be argued that there is marginal benefit in retaining the additional example

Nature of Amendment/Source: Additional example was added at the end of the paragraph.

July 2010 Board Decision – remove 2006 insertion.

280.2 A **Member** in **Public Practice** who provides an assurance service shall be independent of the **Assurance Client**. Independence of mind and in appearance is necessary to enable the **Member** in **Public Practice** to express a conclusion, and be seen to express a conclusion, without bias, conflict of interest, or undue influence of others. Sections 290 and 291 provide specific guidance on **Independence** requirements for **Members** in **Public Practice** when performing **Assurance Engagements**.

Comment 32

Retain IESBA text (ie reinstate previous removal) – the rationale for removing this text was probably to remove repetition.

Nature of Amendment/Source: The first two sentences were previously removed.

July 2010 Board Decision – reinstate IESBA text.

Comment 38

Retain paragraphs AUST280.2.1 to AUST280.2.11 – professional bodies have indicated that these paragraphs provide a useful overview of the independence requirements.

Nature of Amendment/Source: Additional guidance inserted in 2006 by the APESB about the application of the threats and safeguards model to independence.

July 2010 Board Decision – remove AUST280.2.1 to AUST280.2.11 (previously AUST290.41.2 to AUST290.41.12).

280.3 The existence of threats to objectivity when providing any **Professional Service** will depend upon the particular circumstances of the **engagement** and the nature of the work that the **Member** in **Public Practice** is performing.

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Deleted: , or where a person in a Firm has a mutual business interest with an Officer or employee of a client or has an interest in a joint venture with a client

Deleted: AUST280.2.1 . Independence is potentially affected by self-interest, self-review, advocacy, familiarity and intimidation threats.

AUST280.2.2 . "Self-Interest Threat" occurs when a Firm or a member of the Assurance Team could benefit from a Financial Interest in, or other self-interest conflict with, an Assurance Client. Examples of circumstances that may create this threat include, but are not limited to: <#>A Direct Financial Interest or material Indirect Financial Interest in an Assurance Client;

<#>A loan or guarantee to or from an Assurance Client or any of its Directors or Officers;

<#>Undue dependence on total fees from an Assurance Client;

<#>Concern about the possibility of losing the engagement;

<#>Having a close business relationship with an Assurance Client;

<#>Potential employment with an Assurance Client; and

Contingent Fees relating to Assurance Engagements.

Page Break

AUST280.2.3 . "Self-Review Threat" occurs when (1) any product or judgment of a previous Assurance Engagement or non-assurance engagement needs to be re-evaluated in reaching conclusions on the Assurance Engagement or (2) when a member of the Assurance Team was previously a Director or Officer of the Assurance Client or was an employee in a position to exert direct and significant influence over the subject matter of the Assurance Engagement.

Examples of circumstances that may create this threat include, but are not limited to:

<#>A member of the Assurance Team being, or having recently been, a Director or Officer of the Assurance Client;

<#>A member of the Assurance Team being, or having recently been, an employee of the Assurance Client in a position to exert direct and significant influence over the subject matter of the Assurance Engagement;

<#>Performing services for an Assurance Client that directly affect the subject matter of the Assurance Engagement; and

Preparation of original data used to generate a financial report or preparation of other records that are the subject matter of the Assurance Engagement.

AUST280.2.4 . "Advocacy Threat" occurs when a Firm, or a member of the Assurance Team, promotes, or may be perceived to promote an Assurance Client's position or opinion to the point that objectivity may, or may be perceived to be, compromised. Such

may be the case if a Firm or a member of the Assurance Team were to subordinate their judgment to that of the client.

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280.4 A Member in Public Practice shall evaluate the significance of any threats and apply safeguards when necessary to eliminate them or reduce them to an Acceptable Level. Examples of such safeguards include:

- Withdrawing from the Engagement Team.
- Supervisory procedures.
- Terminating the financial or business relationship giving rise to the threat.
- Discussing the issue with higher levels of management within the Firm.
- Discussing the issue with Those Charged with Governance of the client.

If safeguards cannot eliminate or reduce the threat to an Acceptable Level, the Member shall decline or terminate the relevant engagement.

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PREFACE – SECTIONS 290 AND 291 (AUST)

Comment 33

Retain and modify.

Nature of Amendment/Source: [F1, Scope of Guidance]/Corporations Act 2001 (ss 324CB & 324CD – specific paragraphs not referred to in AUST preface). Provides an introduction to independence in the Australian context.

July 2010 Board Decision – retain Australian Preface to sections 290 and 291 with some amendments, including changing the reference from “historical Financial Statements” to “historical financial information”.

SECTION 290 INDEPENDENCE – AUDIT AND REVIEW ENGAGEMENTS AND SECTION 291 INDEPENDENCE – OTHER ASSURANCE ENGAGEMENTS

Section 290 of this Code addresses Independence requirements for Audit and Review Engagements, which are Assurance Engagements in which a Member in Public Practice expresses a conclusion on historical financial information.

Deleted: Financial Statements

Section 291 of this Code addresses Independence requirements for Assurance Engagements that are not Audit or Review Engagements of historical financial information, referred to in this Code as Other Assurance Engagements.

Deleted: Financial Statements

The concept of Independence is fundamental to compliance with the principles of integrity and objectivity. This Code adopts a conceptual framework that requires the identification and evaluation of threats to Independence and the application of safeguards to reduce any threats created to an Acceptable Level.

This approach may contrast with the rules adopted in legislation, which are often prescriptive in nature. Accordingly, Members and other readers of this Code should recognise that adherence to this Code does not ensure adherence to legislation and Members and other readers must refer to such legislation to determine their legal obligations.

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While this difference in approach make precise comparisons to specific legislation, such as the Corporations Act 2001, difficult, Members and other readers should recognise the underlying principles of integrity and objectivity are consistent with objective and impartial judgement, when both approaches are tested in the context of all relevant facts by a reasonable person.

This Code is confined to the professional aspects of Independence, distinct from any requirements which may be imposed by law.

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The statutory Independence of Auditors-General is provided for in legislation by the Parliament of each Australian jurisdiction in a number of ways. This includes defining the scope of the Auditor-General's mandate, the appointment and removal of the Auditor-General and the performance of his or her responsibilities. The requirements within this Code apply to Auditors-General and their senior Officers who are Members and delegated or authorised to sign assurance reports, to the extent that they do not conflict with such legislation.

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In interpreting sections 290 and 291, it is not possible to give a definition of "material" which would cover all circumstances where materiality is referred to. In such circumstances regard should be had to the effect which an interest might have or be seen to have on the objectivity of a person in a Firm.

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SECTION 290
INDEPENDENCE—AUDIT AND REVIEW ENGAGEMENTS
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[AUST Section 290 Appendix – Auditor’s Independence Declaration](#)

Structure of Section

- 290.1 This section addresses the Independence requirements for Audit Engagements and Review Engagements, which are Assurance Engagements in which a Member in Public Practice expresses a conclusion on Financial Statements. Such engagements comprise Audit and Review Engagements to report on a complete set of Financial Statements and a single Financial Statement. Independence requirements for Assurance Engagements that are not Audit or Review Engagements are addressed in Section 291.
- 290.2 In certain circumstances involving Audit Engagements where the audit report includes a restriction on use and distribution and provided certain conditions are met, the Independence requirements in this section may be modified as provided in paragraphs 290.500 to 290.514. The modifications are not permitted in the case of an audit of Financial Statements required by law or regulation.
- 290.3 In this section, the term(s):
- “Audit,” “Audit Team,” “Audit Engagement,” “Audit Client” and “audit report” includes review, Review Team, Review Engagement, Review Client and review report; and
 - “Firm” includes Network Firm, except where otherwise stated.

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A Conceptual Framework Approach to Independence

- 290.4 In the case of Audit Engagements, it is in the public interest and, therefore, required by this Code of Ethics, that members of Audit Teams, Firms and, when applicable, Network Firms shall be independent of Audit Clients.
- 290.5 The objective of this section is to assist Firms and members of Audit Teams in applying the conceptual framework approach described below to achieving and maintaining Independence.
- 290.6 Independence comprises:
- 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 scepticism.
- Independence in Appearance*
- The avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that a Firm’s, or a member of the Audit Team’s, integrity, objectivity or professional scepticism has been compromised.

Comment 34

Remove – insertion amendment to existing APES 110 paragraph 290.6 doesn’t fit relocated paragraph.

Nature of Amendment/Source: Additional guidance.

July 2010 Board Decision – noted.

- 290.7 The conceptual framework approach shall be applied by Members to:
- (a) Identify threats to Independence;
 - (b) Evaluate the significance of the threats identified; and
 - (c) Apply safeguards, when necessary, to eliminate the threats or reduce them to an Acceptable Level.

When the Member determines that appropriate safeguards are not available or cannot be applied to eliminate the threats or reduce them to an Acceptable Level, the Member shall eliminate the circumstance or relationship creating the threats or decline or terminate the Audit Engagement.

A Member shall use professional judgment in applying this conceptual framework.

- 290.8 Many different circumstances, or combinations of circumstances, may be relevant in assessing threats to Independence. It is impossible to define every situation that creates threats to Independence and to specify the appropriate action. Therefore, this Code establishes a conceptual framework that requires Firms and members of Audit Teams to identify, evaluate, and address threats to Independence. The conceptual framework approach assists Members in Public Practice in complying with the ethical requirements in this Code. It accommodates many variations in circumstances that create threats to Independence and can deter a Member from concluding that a situation is permitted if it is not specifically prohibited.

- 290.9 Paragraphs 290.100 and onwards describe how the conceptual framework approach to Independence is to be applied. These paragraphs do not address all the circumstances and relationships that create or may create threats to Independence.

- 290.10 In deciding whether to accept or continue an engagement, or whether a particular individual may be a member of the Audit Team, a Firm shall identify and evaluate threats to Independence. If the threats are not at an Acceptable Level, and the decision is whether to accept an engagement or include a particular individual on the Audit Team, the Firm shall determine whether safeguards are available to eliminate the threats or reduce them to an Acceptable Level. If the decision is whether to continue an engagement, the Firm shall determine whether any existing safeguards will continue to be effective to eliminate the threats or reduce them to an Acceptable Level or whether other safeguards will need to be applied or whether the engagement needs to be terminated. Whenever new information about a threat to Independence comes to the attention of the Firm during the engagement, the Firm shall evaluate the significance of the threat in accordance with the conceptual framework approach.

- 290.11 Throughout this section, reference is made to the significance of threats to Independence. In evaluating the significance of a threat, qualitative as well as quantitative factors shall be taken into account.

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290.12 This section does not, in most cases, prescribe the specific responsibility of individuals within the Firm for actions related to Independence because responsibility may differ depending on the size, structure and organisation of a Firm. The Firm is required by [APES 320 Quality Control for Firms](#) to establish policies and procedures designed to provide it with reasonable assurance that Independence is maintained when required by relevant ethical requirements. In addition, [Auditing and Assurance Standards](#) require the Engagement Partner to form a conclusion on compliance with the Independence requirements that apply to the engagement.

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Networks and Network Firms

290.13 If a Firm is deemed to be a Network Firm, the Firm shall be Independent of the Audit Clients of the other Firms within the Network (unless otherwise stated in this Code). The Independence requirements in this section that apply to a Network Firm apply to any entity, such as a consulting practice or professional law practice, that meets the definition of a Network Firm irrespective of whether the entity itself meets the definition of a Firm.

290.14 To enhance their ability to provide Professional Services, Firms frequently form larger structures with other Firms and entities. 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. For example, a larger structure may be aimed only at facilitating the referral of work, which in itself does not meet the criteria necessary to constitute a Network. Alternatively, a larger structure might be such that it is aimed at co-operation and the Firms share a common brand name, a common system of quality control, or significant professional resources and consequently is deemed to be a Network.

290.15 The judgment as to whether the larger structure is a Network shall be made in light of whether a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that the entities are associated in such a way that a Network exists. This judgment shall be applied consistently throughout the Network.

290.16 Where the larger structure is aimed at co-operation and it is clearly aimed at profit or cost sharing among the entities within the structure, it is deemed to be a Network. However, 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 to jointly provide a service or develop a product does not in itself create a Network.

290.17 Where the larger structure is aimed at cooperation and the entities within the structure share common ownership, control or management, it is deemed to be a Network. This could be achieved by contract or other means.

290.18 Where the larger structure is aimed at co-operation and the entities within the structure share common quality control policies and procedures, it is deemed to be a Network. For this purpose, common quality control policies and procedures are those designed, implemented and monitored across the larger structure.

290.19 Where the larger structure is aimed at co-operation and the entities within the structure share a common business strategy, it is deemed to be a **Network**. Sharing a common business strategy involves an agreement by the entities to achieve common strategic objectives. An entity is not deemed to be 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**.

290.20 Where the larger structure is aimed at co-operation and the entities within the structure share the use of a common brand name, it is deemed to be a **Network**. A common brand name includes common initials or a common name. A **Firm** is deemed to be 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.

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290.21 Even though a **Firm** does not belong to a **Network** and does not use a common brand name as part of its **Firm** name, it may give the appearance that it belongs to a **Network** if it makes reference in its stationery or promotional materials to being a member of an association of **Firms**. Accordingly, if care is not taken in how a **Firm** describes such memberships, a perception may be created that the **Firm** belongs to a **Network**.

290.22 If a **Firm** sells a component of its practice, the sales agreement sometimes provides that, for a limited period of time, the component may continue to use the name of the **Firm**, or an element of the name, even though it is no longer connected to the **Firm**. In such circumstances, while the two entities may be practicing under a common name, the facts are such that they do not belong to a larger structure aimed at co-operation and are, therefore, not **Network Firms**. Those entities shall determine how to disclose that they are not **Network Firms** when presenting themselves to outside parties.

290.23 Where the larger structure is aimed at co-operation and the entities within the structure share a significant part of professional resources, it is deemed to be a **Network**. Professional resources include:

- Common systems that enable **Firms** to exchange information such as **client** data, billing and time records;
- Partners and staff;
- Technical departments that consult on technical or industry specific issues, transactions or events for **Assurance Engagements**;
- Audit methodology or audit manuals; and
- Training courses and facilities.

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290.24 The determination of whether the professional resources shared are significant, and therefore the Firms are Network Firms, shall be made based on the relevant facts and circumstances. Where the shared resources are limited to common audit methodology or audit manuals, with no exchange of personnel or client or market information, it is unlikely that the shared resources would be significant. The same applies to a common training endeavor. Where, however, the shared resources involve the exchange of people or information, such as where staff 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, a reasonable and informed third party is more likely to conclude that the shared resources are significant.

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Public Interest Entities

290.25 Section 290 contains additional provisions that reflect the extent of public interest in certain entities. For the purpose of this section, public interest entities are:

- (a) All Listed Entities; and
- (b) Any entity (a) defined by regulation or legislation as a Public Interest Entity or (b) 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 may be promulgated by any relevant regulator, including an audit regulator.

290.26 Firms and member bodies 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:

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

Related Entities

290.27 In the case of an Audit Client that is a Listed Entity, references to an Audit Client in this section include Related Entities of the client (unless otherwise stated). For all other Audit Clients, references to an Audit Client in this section include Related Entities over which the client has direct or indirect control. When the Audit Team knows or has reason to believe that a relationship or circumstance involving another 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 and evaluating threats to Independence and applying appropriate safeguards.

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Those Charged with Governance

290.28 Even when not required by the Code, applicable Auditing and Assurance Standards, law or regulation, regular communication is encouraged between the Firm and Those Charged with Governance of the Audit Client regarding relationships and other matters that might, in the Firm's opinion, reasonably bear on Independence. Such communication enables Those Charged with Governance to (a) consider the Firm's judgments in identifying and evaluating threats to Independence, (b) consider the appropriateness of safeguards applied to eliminate them or reduce them to an Acceptable Level, and (c) take appropriate action. Such an approach can be particularly helpful with respect to intimidation and familiarity threats.

Documentation

290.29 Documentation provides evidence of the Member's judgments in forming conclusions regarding compliance with Independence requirements. The absence of documentation is not a determinant of whether a Firm considered a particular matter nor whether it is Independent.

The Member shall document conclusions regarding compliance with Independence requirements, and the substance of any relevant discussions that support those conclusions. Accordingly:

- (a) When safeguards are required to reduce a threat to an Acceptable Level, the Member shall document the nature of the threat and the safeguards in place or applied that reduce the threat to an Acceptable Level; and
- (b) When a threat required significant analysis to determine whether safeguards were necessary and the Member concluded that they were not because the threat was already at an Acceptable Level, the Member shall document the nature of the threat and the rationale for the conclusion.

AUST(c) Where a Member identifies multiple threats to independence which accumulate to create a significant threat to the Member's independence, the Member shall document the nature of the threats and safeguards in place or applied that reduce the threats to an Acceptable Level.

Comment 37

Retain and modify to indicate that the Code applies to threats to independence that are individually less significant but accumulate to a significant threat – as per Board decision on 10 May 2010. This paragraph replaces the previous AUST290.40.1.

Nature of Amendment/Source: Australian context/requirement to produce documentation and analysis where less significant threats cumulatively becomes a significant threat – as per May 2010 Board decision.

July 2010 Board Decision – retain but not as separate AUST paragraph, redraft as AUST subparagraph (c) of paragraph 290.29.

Deleted: AUST290.40.1

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Engagement Period

290.30 Independence from the **A**udit **C**lient is required both during the **e**ngagement period and the period covered by the **F**inancial **S**tatements. The **e**ngagement period starts when the **A**udit **T**eam begins to perform audit services. The **e**ngagement period ends when the audit report is issued. When the **e**ngagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has terminated or the issuance of the final audit report.

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290.31 When an entity becomes an **A**udit **C**lient during or after the period covered by the **F**inancial **S**tatements on which the **F**irm will express an **O**pinion, the **F**irm shall determine whether any threats to **I**ndependence are created by:

- Financial or business relationships with the **A**udit **C**lient during or after the period covered by the **F**inancial **S**tatements but before accepting the **A**udit **E**ngagement; or
- Previous services provided to the **A**udit **C**lient.

Comment 39

Retain –paragraph AUST290.31.1 is broader than paragraph 290.31 in that it also applies to non-financial statement engagements. The requirements mirror the requirements in paragraph 290.31. For example, sections 601HG-HI of the Corporations Act 2001 requires audits of compliance plans and registered schemes and section 313 contains specific requirements in relation to audits of debenture issuers and guarantors.

Nature of Amendment/Source: Corporations Act 2001 (ss 601HG-HI, also S313).

July 2010 Board Decision – remove AUST290.31.1 (previously AUST290.45.1).

Deleted: AUST290.45.1 . In the case of an engagement conducted for the purposes of the Corporations Act, the engagement period includes the period covered by the subject matter reported on by the Firm. When an entity becomes an Audit Client during or after the period covered by the subject matter that the Firm will report on, the Firm shall consider whether any threats to Independence may be created by: ¶ <#>Financial or business relationships with the Audit Client during or after the period covered by the subject matter, but prior to the acceptance of the Audit Engagement; or ¶ <#>Previous services provided to the Audit Client.¶

290.32 If a non-assurance service was provided to the **A**udit **C**lient during or after the period covered by the **F**inancial **S**tatements but before the **A**udit **T**eam begins to perform audit services and the service would not be permitted during the period of the **A**udit **E**ngagement, the **F**irm shall evaluate any threat to **I**ndependence created by the service. If a threat is not at an **A**cceptable **L**evel, the **A**udit **E**ngagement shall only be accepted if safeguards are applied to eliminate any threats or reduce them to an **A**cceptable **L**evel. Examples of such safeguards include:

- Not including personnel who provided the non-assurance service as members of the **A**udit **T**eam;
- Having a **M**ember review the audit and non-assurance work as appropriate; or
- Engaging another **F**irm to evaluate the results of the non-assurance service or having another **F**irm re-perform the non-assurance service to the extent necessary to enable it to take responsibility for the service.

Deleted: non-assurance

Comment 40

Retain change in last line as it provides further clarity.

Nature of Amendment/Source: Minor editorial.

July 2010 Board Decision – remove editorial.

Mergers and Acquisitions

290.33 When, as a result of a merger or acquisition, an entity becomes a **Related Entity** of an **Audit Client**, the **Firm** shall identify and evaluate previous and current interests and relationships with the **Related Entity** that, taking into account available safeguards, could affect its **Independence** and therefore its ability to continue the **Audit Engagement** after the effective date of the merger or acquisition.

290.34 The **Firm** shall take steps necessary to terminate, by the effective date of the merger or acquisition, any current interests or relationships that are not permitted under this Code. However, if such a current interest or relationship cannot reasonably be terminated by the effective date of the merger or acquisition, for example, because the **Related Entity** is unable by the effective date to effect an orderly transition to another service provider of a non-assurance service provided by the **Firm**, the **Firm** shall evaluate the threat that is created by such interest or relationship. The more significant the threat, the more likely the **Firm's** objectivity will be compromised and it will be unable to continue as auditor. The significance of the threat will depend upon factors such as:

- 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); and
- The length of time until the interest or relationship can reasonably be terminated.

The **Firm** shall discuss with **Those Charged with Governance** the reasons why the interest or relationship cannot reasonably be terminated by the effective date of the merger or acquisition and the evaluation of the significance of the threat.

290.35 If **Those Charged with Governance** request the **Firm** to continue as auditor, the **Firm** shall do so only if:

- (a) the interest or relationship will be terminated as soon as reasonably possible and in all cases within six months of 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 under this section, will not be a member of the **Engagement Team** for the audit or the individual responsible for the **Engagement Quality Control Review**; and
- (c) appropriate transitional measures will be applied, as necessary, and discussed with **Those Charged with Governance**. Examples of transitional measures include:
 - Having a **Member** review the audit or non-assurance work as appropriate;
 - Having a **Member**, 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**; or
 - 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 it to take responsibility for the service.

290.36 The **Firm** may have completed a significant amount of work on the audit prior to the effective date of the merger or acquisition and may 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 290.33, the **Firm** shall do so only if it:

- (a) Has evaluated the significance of the threat created by such interest or relationship and discussed the evaluation with **Those Charged with Governance**;
- (b) Complies with the requirements of paragraph 290.35(b)–(c); and
- (c) Ceases to be the auditor no later than the issuance of the audit report.

290.37 When addressing previous and current interests and relationships covered by paragraphs 290.33 to 290.36, the **Firm** shall determine whether, even if all the requirements could be met, the interests and relationships create threats that would remain so significant that objectivity would be compromised and, if so, the **Firm** shall cease to be the auditor.

290.38 The **Member** shall document any interests or relationships covered by paragraphs 290.34 and 36 that will not be terminated by the effective date of the merger or acquisition and the reasons why they will not be terminated, the transitional measures applied, the results of the discussion with **Those Charged with Governance**, and the rationale as to why the previous and current interests and relationships do not create threats that would remain so significant that objectivity would be compromised.

Comment [eh10]: Technical Staff to communicate with IESBA staff advising of the apparent error and our interpretation to refer to subparagraphs (b) and (c) of 290.35 rather than the 2nd and 3rd dot points of subparagraph (c) of 290.35.

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Other Considerations

290.39 There may be occasions when there is an inadvertent violation of this section. If such an inadvertent violation occurs, it generally will be deemed not to compromise Independence provided the Firm has appropriate quality control policies and procedures in place, equivalent to those required by [APES 320 Quality Control for Firms](#), to maintain Independence and, once discovered, the violation is corrected promptly and any necessary safeguards are applied to eliminate any threat or reduce it to an Acceptable Level.

[AUST290.39.1](#) The Firm shall document and discuss an inadvertent violation of this section with Those Charged with Governance unless the inadvertent violation is trivial and inconsequential.

Comment 36

Retain and modified to include notification to those charged with governance (unless trivial) – as per Board decision on 10 May 2010. The final sentence of paragraph 290.39 has been removed to avoid contradiction.

Nature of Amendment/Source: Additional safeguard to notify a regulatory body if appropriate.

July 2010 Board Decision – retain AUST290.39.1 as drafted and remove AUST290.39.2 (previously AUST290.35.1).

Paragraphs 290.40 to 290.99 are intentionally left blank

Deleted: International Standards on Quality Control

Deleted: The Firm shall determine whether to discuss the matter with Those Charged with Governance.

Deleted: AUST290.35.12 . The necessary safeguards applied include, if appropriate, notification to a regulatory body.¶

Application of the Conceptual Framework Approach to Independence

- 290.100 Paragraphs 290.102 to 290.231 describe specific circumstances and relationships that create or may create threats to **I**ndependence. The paragraphs describe the potential threats and the types of safeguards that may be appropriate to eliminate the threats or reduce them to an **A**cceptable **L**evel and identify certain situations where no safeguards could reduce the threats to an **A**cceptable **L**evel. The paragraphs do not describe all of the circumstances and relationships that create or may create a threat to **I**ndependence. The **F**irm and the members of the **A**udit **T**eam shall evaluate the implications of similar, but different, circumstances and relationships and determine whether safeguards, including the safeguards in paragraphs 200.12 to 200.15, can be applied when necessary to eliminate the threats to **I**ndependence or reduce them to an **A**cceptable **L**evel.
- 290.101 Paragraphs 290.102 to 290.126 contain references to the materiality of a **F**inancial **I**nterest, loan, or guarantee, or the significance of a business relationship. For the purpose of determining whether such an interest is material to an individual, the combined net worth of the individual and the individual's **I**mmEDIATE **F**amily members may be taken into account.

Financial Interests

- 290.102 Holding a **F**inancial **I**nterest in an **A**udit **C**lient may create a self-interest threat. The existence and significance of any threat created depends on: (a) the role of the person holding the **F**inancial **I**nterest, (b) whether the **F**inancial **I**nterest is direct or indirect, and (c) the materiality of the **F**inancial **I**nterest.
- 290.103 Financial **I**nterests may be held through an intermediary (e.g. a collective investment vehicle, estate or trust). The determination of whether such **F**inancial **I**nterests are direct or indirect will depend upon whether the beneficial owner has control over the investment vehicle or the ability to influence its investment decisions. When control over the investment vehicle or the ability to influence investment decisions exists, this Code defines that **F**inancial **I**nterest to be a **D**irect **F**inancial **I**nterest. Conversely, when the beneficial owner of the **F**inancial **I**nterest has no control over the investment vehicle or ability to influence its investment decisions, this Code defines that **F**inancial **I**nterest to be an **I**ndirect **F**inancial **I**nterest.
- 290.104 If a member of the **A**udit **T**eam, a member of that individual's **I**mmEDIATE **F**amily, or a **F**irm has a **D**irect **F**inancial **I**nterest or a material **I**ndirect **F**inancial **I**nterest in the **A**udit **C**lient, the self-interest threat created would be so significant that no safeguards could reduce the threat to an **A**ceptable **L**evel. Therefore, none of the following shall have a **D**irect **F**inancial **I**nterest or a material **I**ndirect **F**inancial **I**nterest in the **C**lient: a member of the **A**udit **T**eam; a member of that individual's **I**mmEDIATE **F**amily; or the **F**irm.

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290.105 When a member of the **Audit Team** has a **Close Family** member who the **Audit Team** member knows has a **Direct Financial Interest** or a material **Indirect Financial Interest** in the **Audit Client**, a self-interest threat is created. The significance of the threat will depend on factors such as:

- The nature of the relationship between the member of the **Audit Team** and the **Close Family** member; and
- The materiality of the **Financial Interest** to the **Close Family** member.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- 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 **Member** review the work of the member of the **Audit Team**; or
- Removing the individual from the **Audit Team**.

290.106 If a member of the **Audit Team**, a member of that individual's **Immediate Family**, or a **Firm** has a direct or material **Indirect Financial Interest** in an entity that has a controlling interest in the **Audit Client**, and the **client** is material to the entity, the self-interest threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Therefore, none of the following shall have such a **Financial Interest**: a member of the **Audit Team**; a member of that individual's **Immediate Family**; and the **Firm**.

290.107 The holding by a **Firm's** retirement benefit plan of a direct or material **Indirect Financial Interest** in an **Audit Client** creates a self-interest threat. The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**.

290.108 If other **partners** in the **Office** in which the **Engagement Partner** practices in connection with the **Audit Engagement**, or their **Immediate Family** members, hold a **Direct Financial Interest** or a material **Indirect Financial Interest** in that **Audit Client**, the self-interest threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Therefore, neither such **partners** nor their **Immediate Family** members shall hold any such **Financial Interests** in such an **Audit Client**.

290.109 The **Office** in which the **Engagement Partner** practices in connection with the **Audit Engagement** is not necessarily the **Office** to which that **partner** is assigned. Accordingly, when the **Engagement Partner** is located in a different **Office** from that of the other members of the **Audit Team**, professional judgment shall be used to determine in which **Office** the **partner** practices in connection with that **engagement**.

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290.110 If other partners and managerial employees who provide non-audit services to the Audit Client, except those whose involvement is minimal, or their Immediate Family members, hold a Direct Financial Interest or a material Indirect Financial Interest in the Audit Client, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Accordingly, neither such personnel nor their Immediate Family members shall hold any such Financial Interests in such an Audit Client.

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290.111 Despite paragraphs 290.108 and 290.110, the holding of a Financial Interest in an Audit Client by an Immediate Family member of (a) a partner located in the Office in which the Engagement Partner practices in connection with the Audit Engagement, or (b) a partner or managerial employee who provides non-audit services to the Audit Client, is deemed not to compromise Independence if the Financial Interest is received as a result of the Immediate Family member's employment rights (e.g., through pension or share option plans) and, when necessary, safeguards are applied to eliminate any threat to Independence or reduce it to an Acceptable Level. However, when the Immediate Family member has or obtains the right to dispose of the Financial Interest or, in the case of a stock option, the right to exercise the option, the Financial Interest shall be disposed of or forfeited as soon as practicable.

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290.112 A self-interest threat may be created if the Firm or a member of the Audit Team, or a member of that individual's Immediate Family, has a Financial Interest in an entity and an Audit Client also has a Financial Interest in that entity. However, Independence is deemed not to be compromised if these interests are immaterial and the Audit Client cannot exercise significant influence over the entity. If such interest is material to any party, and the Audit Client can exercise significant influence over the other entity, no safeguards could reduce the threat to an Acceptable Level. Accordingly, the Firm shall not have such an interest and any individual with such an interest shall, before becoming a member of the Audit Team, either:

- (a) Dispose of the interest; or
- (b) Dispose of a sufficient amount of the interest so that the remaining interest is no longer material.

290.113 A self-interest, familiarity or intimidation threat may be created if a member of the Audit Team, or a member of that individual's Immediate Family, or the Firm, has a Financial Interest in an entity when a Director, Officer or controlling owner of the Audit Client is also known to have a Financial Interest in that entity. The existence and significance of any threat will depend upon factors such as:

- The role of the professional on the Audit Team;
- Whether ownership of the entity is closely or widely held;
- Whether the interest gives the investor the ability to control or significantly influence the entity; and
- The materiality of the Financial Interest.

The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Removing the member of the **Audit Team** with the **Financial Interest** from the **Audit Team**; or
- Having a **Member** review the work of the member of the **Audit Team**.

290.114 The holding by a **Firm**, or a member of the **Audit Team**, or a member of that individual's **Immediate Family**, of a **Direct Financial Interest** or a material **Indirect Financial Interest** in the **Audit Client** as a trustee creates a self-interest threat. Similarly, a self-interest threat is created when (a) a **partner in the Office in which the Lead Engagement Partner practices in connection with the audit**, (b) other **partners and managerial employees who provide non-assurance services to the Audit Client**, except those whose involvement is minimal, or (c) their **Immediate Family members**, hold a **Direct Financial Interest** or a material **Indirect Financial Interest** in the **Audit Client** as trustee. Such an interest shall not be held unless:

- (a) Neither the trustee, nor an **Immediate Family** member of the trustee, nor the **Firm** are beneficiaries of the trust;
- (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) The trustee, an **Immediate Family** member of the trustee, or the **Firm** cannot significantly influence any investment decision involving a **Financial Interest** in the **Audit Client**.

290.115 Members of the **Audit Team** shall determine whether a self-interest threat is created by any known **Financial Interests** in the **Audit Client** held by other individuals including:

- Partners and professional employees of the **Firm**, other than those referred to above, or their **Immediate Family** members; and
- Individuals with a close personal relationship with a member of the **Audit Team**.

Whether these interests create a self-interest threat will depend on factors such as:

- The **Firm's** organisational, operating and reporting structure; and
- The nature of the relationship between the individual and the member of the **Audit Team**.

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The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Removing the member of the Audit Team with the personal relationship from the Audit Team;
- Excluding the member of the Audit Team from any significant decision-making concerning the Audit Engagement; or
- Having a Member review the work of the member of the Audit Team.

290.116 If a Firm or a partner or employee of the Firm, or a member of that individual's Immediate Family, receives a Direct Financial Interest or a material Indirect Financial Interest in an Audit Client, for example, by way of an inheritance, gift or as a result of a merger and such interest would not be permitted to be held under this section, then:

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- (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;
- (b) If the interest is received by a member of the Audit Team, or a member 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; or
- (c) If the interest is received by an individual who is not a member of the Audit Team, or by an Immediate Family member of the individual, the Financial Interest shall be disposed of as soon as possible, or a sufficient amount of an Indirect Financial Interest shall be disposed of so that the remaining interest is no longer material. Pending the disposal of the Financial Interest, a determination shall be made as to whether any safeguards are necessary.

290.117 When an inadvertent violation of this section as it relates to a Financial Interest in an Audit Client occurs, it is deemed not to compromise Independence if:

- (a) The Firm has established policies and procedures that require prompt notification to the Firm of any breaches resulting from the purchase, inheritance or other acquisition of a Financial Interest in the Audit Client;
- (b) The actions in paragraph 290.116 (a)–(c) are taken as applicable; and
- (c) The Firm applies other safeguards when necessary to reduce any remaining threat to an Acceptable Level. Examples of such safeguards include:
 - Having a Member review the work of the member of the Audit Team; or
 - Excluding the individual from any significant decision-making concerning the Audit Engagement.

The Firm shall determine whether to discuss the matter with Those Charged with Governance.

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AUST290.117.1 The Firm shall document and discuss an inadvertent violation of this section with Those Charged with Governance unless the inadvertent violation is trivial and inconsequential.

July 2010 Board Decision – renumber this paragraph as AUST290.117.1 and reinstate IESBA text – final sentence of paragraph 290.117.

Loans and Guarantees

290.118 A loan, or a guarantee of a loan, to a member of the **Audit Team**, or a member of that individual's **Immediate Family**, or the **Firm** from an **Audit Client** that is a bank or a similar institution may create a threat to **Independence**. If the loan or guarantee is not made under normal lending procedures, terms and conditions, a self-interest threat would be created that would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Accordingly, neither a member of the **Audit Team**, a member of that individual's **Immediate Family**, nor a **Firm, or Network Firm**, shall accept such a loan or guarantee.

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290.119 If a loan to a **Firm** 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 may be possible to apply safeguards to reduce the self-interest threat to an **Acceptable Level**. An example of such a safeguard is having the work reviewed by a **Member** from a **Network Firm** that is neither involved with the audit nor received the loan.

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290.120 A loan, or a guarantee of a loan, from an **Audit Client** that is a bank or a similar institution to a member of the **Audit Team**, or a member of that individual's **Immediate Family**, does not create a threat to **Independence** if the loan or guarantee is made under normal lending procedures, terms and conditions. Examples of such loans include home mortgages, bank overdrafts, car loans and credit card balances.

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290.121 If the **Firm** or a member of the **Audit Team**, or a member of that individual's **Immediate Family**, accepts a loan from, or has a borrowing guaranteed by, an **Audit Client** that is not a bank or similar institution, the self-interest threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**, unless the loan or guarantee is immaterial to both (a) the **Firm** or the member of the **Audit Team** and the **Immediate Family** member, and (b) the **client**.

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290.122 Similarly, if the **Firm** or a member of the **Audit Team**, or a member of that individual's **Immediate Family**, makes or guarantees a loan to an **Audit Client**, the self-interest threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**, unless the loan or guarantee is immaterial to both (a) the **Firm** or the member of the **Audit Team** and the **Immediate Family** member, and (b) the **client**.

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290.123 If a Firm or a member of the Audit Team, or a member of that individual's Immediate Family, has deposits or a brokerage account with an Audit Client that is a bank, broker or similar institution, a threat to Independence is not created if the deposit or account is held under normal commercial terms.

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Comment 42

Retain the amendment to paragraphs 290.118 to 290.121 and 290.123 – “financial institution” as per existing APES 110. Although the term is not proposed to be defined in the revised APES 110, a definition can be added to AUST definitions if necessary.

Nature of Amendment/Source: Terminology/Australian context – replaces “bank or similar institution” with “financial institution”. [Relevant associated sections in the Corporations Act 2001 include: ss 324CF(5), 324CH(1) and 324CH(5)].

July 2010 Board Decision – reinstate IESBA text, remove 2006 “financial institution” insertion.

Business Relationships

290.124 A close business relationship between a Firm, or a member of the Audit Team, or a member of that individual's Immediate Family, and the Audit Client or its management, arises from a commercial relationship or common Financial Interest and may create self-interest or intimidation threats. Examples of such relationships include:

- Having a Financial Interest in a joint venture with either the client or a controlling owner, Director, 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.

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Unless any Financial Interest is immaterial and the business relationship is insignificant to the Firm and the client or its management, the threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Therefore, unless the Financial Interest is immaterial and the business relationship is insignificant, the business relationship shall not be entered into, or it shall be reduced to an insignificant level or terminated.

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In the case of a member of the Audit Team, unless any such Financial Interest is immaterial and the relationship is insignificant to that member, the individual shall be removed from the Audit Team.

If the business relationship is between an Immediate Family member of a member of the Audit Team and the Audit Client or its management, the significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level.

290.125 A business relationship involving the holding of an interest by the Firm, or a member of the Audit Team, or a member of that individual's Immediate Family, in a closely-held entity when the Audit Client or a Director or Officer of the client, or any group thereof, also holds an interest in that entity does not create threats to Independence if:

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- (a) The business relationship is insignificant to the Firm, the member of the Audit Team and the Immediate Family member, 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.

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290.126 The purchase of goods and services from an Audit Client by the Firm, or a member of the Audit Team, or a member of that individual's Immediate Family, does not generally create a threat to Independence if the transaction is in the normal course of business and at arm's length. However, such transactions may be of such a nature or magnitude that they create a self-interest threat. The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Eliminating or reducing the magnitude of the transaction; or
- Removing the individual from the Audit Team.

Comment 43

Deleted: AUST290.134.1

Retain – provides specific context of application arising from the Corporations Act 2001.

Nature of Amendment/Source: Australian context – Corporations Act 2001. [F1, Appendix 2, para 2.43] Corporations Act 2001 – s324CH(1) item 7, s324CF(5) items 1-3. This section was based on an equivalent paragraph 2.43 in F.1 – the 'professional' requirement was first introduced in December 2004 which preceded the CLERP independence reform provisions.

July 2010 Board Decision – remove AUST290.126.1 (previously AUST290.134.1).

Deleted: AUST290.126.1 . In the case of a corporate Audit Client, that is not a small proprietary company for the relevant financial year, where the Firm or a Partner appoints as a consultant for reward;¶
<#>a Director of the Audit Client; or¶
<#>an Officer of the Audit Client; or¶
<#>an employee of the Audit Client in a position to exert direct and significant influence over the subject matter of the Audit Engagement, or the conduct or efficacy of the audit;¶
the threat created would be so significant, no safeguards could reduce the threat to an Acceptable Level.¶
Consequently, in the case of a corporate Audit Client, that is not a small proprietary company for the relevant financial year, the only possible courses of action are to:¶
<#>Terminate the consultancy arrangement; or¶
<#>Refuse to perform the Audit Engagement.¶

Family and Personal Relationships

290.127 Family and personal relationships between a member of the Audit Team and a Director or Officer or certain employees (depending on their role) of the Audit Client may create self-interest, familiarity or intimidation threats. The existence and significance of any threats will depend on a number of factors, including the individual's responsibilities on the Audit Team, the role of the family member or other individual within the client and the closeness of the relationship.

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Immediate Family member influences the preparation of the client's accounting records or Financial Statements

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290.128 When an Immediate Family member of a member of the Audit Team is:

- (a) A Director or Officer of the Audit Client; or
- (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the Financial Statements on which the Firm will express an Opinion,

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or was in such a position during any period covered by the engagement or the Financial Statements, the threats to Independence can only be reduced to an Acceptable Level by removing the individual from the Audit Team. The closeness of the relationship is such that no other safeguards could reduce the threat to an Acceptable Level. Accordingly, no individual who has such a relationship shall be a member of the Audit Team.

Immediate Family member influences the client's financial position, financial performance or cash flows

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290.129 Threats to Independence are created when an Immediate Family member of a member of the Audit Team is an employee in a position to exert significant influence over the client's financial position, financial performance or cash flows. The significance of the threats will depend on factors such as:

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- The position held by the Immediate Family member; and
- The role of the professional on the Audit Team.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Removing the individual from the Audit Team; or
- Structuring the responsibilities of the Audit Team so that the professional does not deal with matters that are within the responsibility of the Immediate Family member.

Comment 44

Retain headings before paragraphs 290.128 and 290.129 – viewed to be helpful in navigating the requirements of the Code and were inserted in response to respondent comments.

Nature of Amendment/Source: Addition of headings.

July 2010 Board Decision – retain but modify headings to improve descriptors).

290.130 Threats to Independence are created when a Close Family member of a member of the Audit Team is:

- (a) A Director or Officer of the Audit Client; or
- (b) An employee in a position to exert significant influence over the preparation of the client's accounting records or the Financial Statements on which the Firm will express an Opinion.

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The significance of the threats will depend on factors such as:

- The nature of the relationship between the member of the Audit Team and the Close Family member;
- The position held by the Close Family member; and
- The role of the professional on the Audit Team.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Removing the individual from the Audit Team; or
- Structuring the responsibilities of the Audit Team so that the professional does not deal with matters that are within the responsibility of the Close Family member.

290.131 Threats to Independence are created when a member of the Audit Team has a close relationship with a person who is not an Immediate or Close Family member, but who is a Director or Officer or an employee in a position to exert significant influence over the preparation of the client's accounting records or the Financial Statements on which the Firm will express an Opinion. A member of the Audit Team who has such a relationship shall consult in accordance with Firm policies and procedures. The significance of the threats will depend on factors such as:

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- The nature of the relationship between the individual and the member of the Audit Team;
- The position the individual holds with the client; and
- The role of the professional on the Audit Team.

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The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- Removing the professional from the Audit Team; or
- Structuring the responsibilities of the Audit Team so that the professional does not deal with matters that are within the responsibility of the individual with whom the professional has a close relationship.

290.132 Self-interest, familiarity or intimidation threats may be created by a personal or family relationship between (a) a partner or employee of the Firm who is not a member of the Audit Team and (b) 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 the Financial Statements on which the Firm will express an Opinion. Partners and employees of the Firm who are aware of such relationships shall consult in accordance with Firm policies and procedures. The existence and significance of any threat will depend on factors such as:

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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; and
- The position the individual holds with the client.

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The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Structuring the partner's or employee's responsibilities to reduce any potential influence over the Audit Engagement; or
- Having a Member review the relevant audit work performed.

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290.133 When an inadvertent violation of this section as it relates to family and personal relationships occurs, it is deemed not to compromise Independence if:

- (a) The Firm has established policies and procedures that require prompt notification to the Firm of any breaches resulting from changes in the employment status of their Immediate or Close Family members or other personal relationships that create threats to Independence;
- (b) The inadvertent violation relates to an Immediate Family member of a member of the Audit Team becoming a Director or Officer of the Audit Client or being 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, and the relevant professional is removed from the Audit Team; and
- (c) The Firm applies other safeguards when necessary to reduce any remaining threat to an Acceptable Level. Examples of such safeguards include:
 - (i) Having a Member review the work of the member of the Audit Team; or
 - (ii) Excluding the relevant professional from any significant decision-making concerning the engagement.

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The Firm shall determine whether to discuss the matter with Those Charged with Governance.

AUST290.133.1 The Firm shall document and discuss an inadvertent violation of this section with Those Charged with Governance unless the inadvertent violation is trivial and inconsequential.

July 2010 Board Decision – renumber this paragraph as AUST290.133.1 and reinstate IESBA text – final sentence of paragraph 290.133.

Employment with an Audit Client

290.134 Familiarity or intimidation threats may be created if a **D**irector or **O**fficer of the **A**udit **C**lient, or an employee in a position to exert significant influence over the preparation of the **c**lient’s accounting records or the **F**inancial **S**tatements on which the **F**irm will express an **O**pinion, has been a member of the **A**udit **T**eam or **p**artner of the **F**irm.

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290.135 If a former member of the **A**udit **T**eam or **p**artner of the **F**irm has joined the **A**udit **C**lient in such a position and a significant connection remains between the **F**irm and the individual, the threat would be so significant that no safeguards could reduce the threat to an **A**cceptable **L**evel. Therefore, **I**ndependence would be deemed to be compromised if a former member of the **A**udit **T**eam or **p**artner joins the **A**udit **C**lient as a **D**irector or **O**fficer, or as an employee in a position to exert significant influence over the preparation of the **c**lient’s accounting records or the **F**inancial **S**tatements on which the **F**irm will express an **O**pinion, unless:

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(a) The individual is not entitled to any benefits or payments from the **F**irm, unless made in accordance with fixed pre-determined arrangements, and any amount owed to the individual is not material to the **F**irm; and

(b) The individual does not continue to participate or appear to participate in the **F**irm’s business or professional activities.

290.136 If a former member of the **A**udit **T**eam or **p**artner of the **F**irm has joined the **A**udit **C**lient in such a position, and no significant connection remains between the **F**irm and the individual, the existence and significance of any familiarity or intimidation threats will depend on factors such as:

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- The position the individual has taken at the **c**lient;
- Any involvement the individual will have with the **A**udit **T**eam;
- The length of time since the individual was a member of the **A**udit **T**eam or **p**artner of the **F**irm; and
- The former position of the individual within the **A**udit **T**eam or **F**irm, for example, whether the individual was responsible for maintaining regular contact with the **c**lient’s management or **T**hose **C**harged with **G**overnance.

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The significance of any threats created shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an **A**cceptable **L**evel. Examples of such safeguards include:

- Modifying the audit plan;
- Assigning individuals to the **A**udit **T**eam who have sufficient experience in relation to the individual who has joined the **c**lient; or
- Having a **M**ember review the work of the former member of the **A**udit **T**eam.

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AUST290.136.1 In all cases all of the following safeguards are necessary to reduce the threat to an Acceptable Level:

~~(a) The individual concerned is not entitled to any benefits or payments from the firm unless these are made in accordance with fixed pre-determined arrangements. In addition, any amount owed to the~~

- ~~the individual concerned does not influence the operations or financial policies of the accounting and audit practice conducted by the Firm; and~~
- ~~the individual should does not be of such significance to threaten the firm's independence. (b) The individual does not continue to participate, or appear to participate, in the firm's business or professional activities of the accounting and audit practice conducted by the Firm; and~~
- ~~the individual does not have any rights against the Firm, or the members of the Firm, in relation to the accounting and audit practice conducted by the Firm in relation to the termination of, or the value of, the individual's former partnership interest in the Firm; and~~
- ~~the individual has no financial arrangements with the Firm in relation to the accounting and audit practice conducted by the Firm, other than:
 - ~~an arrangement providing for regular payments of a fixed pre-determined dollar amount which is not dependent, directly or indirectly, on the revenues, profits or earnings of the Firm; or~~
 - ~~an arrangement providing for regular payments of a dollar amount where the method of calculating the dollar amount is fixed and is not dependent, directly or indirectly, on the revenues, profits or earnings of the Firm; and~~~~
- ~~without limiting the above, the individual has no financial arrangement with the Firm to receive a commission or similar payment in relation to business generated by the individual for the accounting and audit practice conducted by the Firm; and~~
- ~~where a former partner of the Firm, who was directly involved in the audit, has become an Officer or Director of an Audit Client, at least two years has elapsed since the date of the last annual or half year audit report in respect of which the individual was a member of the Audit Team.~~

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Comment 45

Retain – removal of this amendment would be a significant departure from existing Australian requirements.

Nature of Amendment/Source: Additional professional requirements added in 2002. Deletions applied in 2006. [F1 (2004), Appendix 2, para 2.52/F1 (2002), Appendix 2, para 2.42].

July 2010 Board Decision – Technical Staff to consider the extent to which the insertion is addressed by the *Corporations Act 2001*. If insertion is to be retained, it should be renumbered as AUST290.136.1. To be reconsidered at August 2010 Board meeting.

Technical Staff Comment: Wording originates from paragraph 2.52 of F.1 (December 2004) and before that paragraph 2.42 of F.1 (May 2002). The 'professional' requirement precedes the CLERP independence reform provisions. Deletions reflect subsequent decisions made by the APES Board in 2006. The last dot point in the insertion relates directly to section 324CI of the *Corporations Act 2001*. Otherwise the insertion represents a higher professional requirement that has been in place

since 2002. Technical Staff continue to recommend retention of this insertion on the basis that removal would be a significant departure from existing Australian requirements. The insertion has been renumbered as AUST290.136.1.

290.137 If a former partner of the Firm has previously joined an entity in such a position and the entity subsequently becomes an Audit Client of the Firm, the significance of any threat to Independence shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level.

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290.138 A self-interest threat is created when a member of the Audit Team participates in the Audit Engagement while knowing that the member of the Audit Team will, or may, join the client some time in the future. Firm policies and procedures shall require members of an Audit Team to notify the Firm when entering employment negotiations with the client. On receiving such notification, the significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

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- Removing the individual from the Audit Team; or
- A review of any significant judgments made by that individual while on the team.

Comment 46

Retain – provides specific context of application arising from the Corporations Act 2001.

Nature of Amendment/Source: Corporations Act 2001 – s324CK.

July 2010 Board Decision – remove AUST290.138.1 (previously AUST290.145.1).

Deleted: AUST290.145.1

Deleted: AUST290.138.1 . If a former Partner of the Firm;¶
<#>becomes an Officer or Director of a corporate Audit Client, that is not a small proprietary company, within a period of five years after the individual ceased (or last ceased) to be a Partner of the Firm; and¶
<#>at the same time another former Partner of the Firm, who was a Partner of the Firm at the time when the Firm undertook an audit of the corporate Audit Client, is an Officer or Director of the corporate Audit Client;¶
the threat created would be so significant no safeguard could reduce the threat to an Acceptable Level.¶
This provision applies to a former Partner only if the former Partner was at 1 July 2004, or became after that date a Partner of the audit Firm and becomes an Officer or Director of the corporate Audit Client concerned on or after 1 July 2004; ¶

Audit Clients that are Public Interest Entities

290.139 Familiarity or intimidation threats are created when a Key Audit Partner joins the Audit Client that is a Public Interest Entity as:

- A Director or Officer of the entity; or
- 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 would be deemed to be compromised unless, subsequent to the partner ceasing to be a Key Audit Partner, the Public Interest Entity had issued audited Financial Statements covering a period of not less than twelve months and the partner was not a member of the Audit Team with respect to the audit of those Financial Statements.

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290.140 An intimidation threat is created when the individual who was the Firm's Senior or managing partner (chief executive or equivalent) joins an Audit Client that is a Public Interest Entity as (a) an employee in a position to exert significant influence over the preparation of the entity's accounting records or its Financial Statements or (b) a Director or Officer of the entity. Independence would be deemed to be compromised unless twelve months have passed since the individual was the Senior or managing partner (chief executive or equivalent) of the Firm.

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290.141 Independence is deemed not to be compromised if, as a result of a business combination, a former **Key Audit Partner** or the individual who was the **Firm's** former Senior or **managing partner** is in a position as described in paragraphs 290.139 and 290.140, and:

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- (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** 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**;
- (c) The former **partner** does not continue to participate or appear to participate in the **Firm's** business or professional activities; and
- (d) The position held by the former **partner** with the **Audit Client** is discussed with **Those Charged with Governance**.

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Temporary Staff Assignments

290.142 The lending of staff by a **Firm** to an **Audit Client** may create a self-review threat. Such assistance may be given, but only for a short period of time and the **Firm's** personnel shall not be involved in:

- Providing non-assurance services that would not be permitted under this section; or
- Assuming management responsibilities.

In all circumstances, the **Audit Client** shall be responsible for directing and supervising the activities of the loaned staff.

The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Conducting an additional review of the work performed by the loaned staff;
- Not giving the loaned staff audit responsibility for any function or activity that the staff performed during the temporary staff assignment; or
- Not including the loaned staff as a member of the **Audit Team**.

Recent Service with an Audit Client

290.143 Self-interest, self-review or familiarity threats may be created if a member of the **Audit Team** has recently served as a **Director, Officer**, or employee of the **Audit Client**. This would be the case when, for example, a member of the **Audit Team** has to evaluate elements of the **Financial Statements** for which the member of the **Audit Team** had prepared the accounting records while with the **client**.

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290.144 If, during the period covered by the audit report, a member of the **Audit Team** had served as a **Director** or **Officer** of the **Audit Client**, or 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**, **or the conduct or efficacy of the audit**, the threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Consequently, such individuals shall not be assigned to the **Audit Team**.

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Comment 47

Retain – removal of this 2006 amendment would be a significant departure from existing Australian requirements.

Nature of Amendment/Source: [F1, Appendix 2, para 2.56].

July 2010 Board Decision – retain 2006 insertions.

Comment 48

Retain – provides specific context of application arising from the **Corporations Act 2001**.

Nature of Amendment/Source: [F1, Appendix 2, para 2.57], **Corporations Act 2001 – s324CH(1), s9 definition of “audit critical employee”**.

July 2010 Board Decision – remove AUST290.144.1 (previously AUST290.147.1).

Deleted: AUST290.147.1

Deleted: AUST290.144.1 . If, during the period covered by the audit report, a member of the Audit Team is;¶
 <#>a Partner of; or¶
 <#>an employer of; or¶
 <#>an employee of; or¶
 <#>a partner of an employee of; or¶
 <#>an employee of an employee of;¶
 <#>an Officer of the corporate Audit Client; or¶
 <#>a person who is in a position to exert direct and significant influence over the subject matter of the Audit Engagement, or the conduct or efficacy of the audit, of the corporate Audit Client;¶
 the threat created would be so significant no safeguard could reduce the threat to an Acceptable Level, unless the Audit Client is a small proprietary company.¶
 Consequently, such individuals should not be assigned to the Audit Team.¶

290.145 Self-interest, self-review or familiarity threats may be created if, before the period covered by the audit report, a member of the **Audit Team** had served as a **Director** or **Officer** of the **Audit Client**, or 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, such threats 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**. The existence and significance of any threats will depend on factors such as:

- The position the individual held with the **client**;
- The length of time since the individual left the **client**; and
- The role of the professional on the **Audit Team**.

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The significance of any threat shall be evaluated and safeguards applied when necessary to reduce the threat to an **Acceptable Level**. An example of such a safeguard is conducting a review of the work performed by the individual as a member of the **Audit Team**.

Comment 49

Retain – provides specific context of application arising from the **Corporations Act 2001**.

Nature of Amendment/Source: [F1, Appendix 2, para 2.59], **Corporations Act 2001 – s324CF(5) items 3, 4, 5 & 9, s324CH(1) item 8 & 9**.

July 2010 Board Decision – remove AUST290.145.1 (previously AUST290.148.1).

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Deleted: AUST290.145.1 . If, during the twelve month period immediately preceding the beginning of the period to which the audit relates;¶
 <#>A Partner; or¶
 <#>A member of the Audit Team;¶
 served as an Officer or Director of the Audit Client, or had been an employee in a position to exert direct and significant influence over the subject matter of the Audit Engagement, or the conduct or efficacy of the audit, the threat created would be so significant no safeguard could reduce the threat to an Acceptable Level.¶

Serving as a Director or Officer of an Audit Client

290.146 If a partner or employee of the Firm serves as a Director or Officer of an Audit Client, the self-review and self-interest threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. Accordingly, no partner or employee shall serve as a Director or Officer of an Audit Client.

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AUST290.146.1 If a partner or employee of a Firm were to serve as an Officer (including management of an Administration) or as a Director of an Audit Client, or as an employee in a position to exert direct and significant influence over the subject matter of the Audit Engagement, or the conduct or efficacy of the audit, the threats created would be so significant no safeguard could reduce the threats to an Acceptable Level. Consequently, if such an individual were to accept such a position the only course of action is to refuse to perform, or to withdraw from, the Audit Engagement.

Comment [eh11]: Modelled on existing paragraph 290.149. Version 1.10 overlaid the IESBA text in paragraph 290.146 with 2006 amendments.

Comment 50

Retain – provides specific context of application arising from the Corporations Act 2001.

Nature of Amendment/Source: Corporations Act 2001 – s324CI.

July 2010 Board Decision – retain 2006 insertions but rewrite as AUST290.146.1 and reinstate IESBA text in paragraph 290.146.

290.147 The position of company secretary has different implications in different jurisdictions. Duties may 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. Generally, this position is seen to imply a close association with the entity.

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Comment 51

Retain removal – these provisions are not applicable in the Australian context.

Nature of Amendment/Source: In 2006 the Board deleted this paragraph.

July 2010 Board Decision – reinstate IESBA paragraph 290.147 and insert a new AUST paragraph (refer AUST290.148.1) to clarify that the situation described in paragraph 290.147 is not permitted in Australia.

290.148 If a partner or employee of the firm serves as company secretary for an Audit Client, self-review and advocacy threats are created that would generally be so significant that no safeguards could reduce the threats to an Acceptable Level. Despite paragraph 290.146, when this practice is specifically permitted under local law, professional rules or practice, and provided management makes all relevant decisions, the duties and activities shall be limited to those of a routine and administrative nature, such as preparing minutes and maintaining statutory returns. In those circumstances, the significance of any threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level.

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Comment 52

Retain removal – these provisions are not applicable in the Australian context.

Nature of Amendment/Source: In 2006 the Board deleted this paragraph.

July 2010 Board Decision – reinstate IESBA paragraph 290.148.

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AUST290.148.1 In Australia, as the company secretary is an Officer of the company, a Member shall not act in the position of the company secretary of an Audit Client because the self-review and self-interest threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. Accordingly, no partner or employee of a Firm shall serve as a company secretary of an Audit Client.

Comment [eh12]: Editorial Note: this AUST paragraph is largely modelled on paragraph 290.146. Although it appears repetitious, the re-insertion of paragraphs 290.147 and 290.148 provides merit for its inclusion.

290.149 Performing routine administrative services to support a company secretarial function or providing advice in relation to company secretarial administration matters does not generally create threats to Independence, as long as client management makes all relevant decisions.

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Long association of senior personnel (including partner rotation) with an Audit Client

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General Provisions

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290.150 Familiarity and self-interest threats are created by using the same senior personnel on an Audit Engagement over a long period of time. The significance of the threats will depend on factors such as:

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- How long the individual has been a member of the Audit Team;
- The role of the individual on the Audit Team;
- The structure of the firm;
- The nature of the Audit Engagement;
- Whether the client's management team has changed; and
- Whether the nature or complexity of the client's accounting and reporting issues has changed.

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The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Aceptable Level. Examples of such safeguards include:

- Rotating the senior personnel off the Audit Team;
- Having a Member who was not a member of the Audit Team review the work of the senior personnel; or
- Regular independent internal or external quality reviews of the engagement.

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July 2010 Board Decision – reinstate previously deleted factor “the structure of the firm”.

Audit Clients that are Public Interest Entities

290.151 In respect of an audit of a Public Interest Entity, an individual shall not be a Key audit partner for more than seven years. After such time, the individual shall not be a member of the Engagement Team or be a Key Audit Partner for the client for two years. During that period, the individual shall not participate in the audit of the entity, provide quality control for the engagement, consult with the Engagement Team or the client regarding technical or industry-specific issues, transactions or events or otherwise directly influence the outcome of the engagement.

AUST 290.151.1 In respect of the Financial Statement audits of Listed Entities:

Comment [eh13]: Based on paragraph 290.154 of the existing APES 110.

(a) The lead Engagement Partner, the audit review partner (if any) and the engagement quality control reviewer should be rotated after serving in any of these capacities, or a combination thereof, for a pre-defined period, no longer than five financial years within a seven year period; and

(b) Such an individual rotating after a pre-defined period should not participate in the Audit Engagement until a further period of time, no less than two years, since the end of the financial year following the end of the pre-defined period has elapsed.

Service as a lead Engagement Partner, audit review partner (if any) or engagement quality control reviewer in respect of an Audit Engagement is cumulative for the purposes of this requirement.

The pre-defined period of five years within a seven year period applies to an audit of the Financial Statements for a financial year or an audit or review of the Financial Statements for a half-year in a financial year, if the financial year begins on or after 1 July 2006.

Prior to that time the previous pre-defined period of seven years continued to apply.

Comment 53

Retain – provides specific context of application arising from the *Corporations Act 2001*.

Nature of Amendment/Source: [F1, Appendix 2, para 2.63, 2.64 and 2.66] *Corporations Act 2001* – ss324DA and 324DC.

July 2010 Board Decision – retain – technical staff to review.

Technical Staff Comment – As all other paragraphs that relate to the *Corporations Act 2001* have been removed, this paragraph should also be removed to be consistent with the overall approach. An option to consider is whether footnote references should be made to make Members aware of the *Corporations Act 2001* requirements. If this approach is adopted then an explanatory note can be included in respect of partner rotation.

290.152 Despite paragraph 290.151, Key Audit Partners whose continuity is especially important to audit quality may, in rare cases due to unforeseen circumstances outside the Firm's control, be permitted an additional year on the Audit Team as long as the threat to Independence can be eliminated or reduced to an Acceptable Level by applying safeguards. For example, a Key Audit Partner may remain 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.

290.153 The long association of other partners with an Audit Client that is a Public Interest Entity creates familiarity and self-interest threats. The significance of the threats will depend on factors such as:

- How long any such partner has been associated with the Audit Client;
- The role, if any, of the individual on the Audit Team; and
- The nature, frequency and extent of the individual's interactions with the client's management or Those Charged with Governance.

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The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- Rotating the partner off the Audit Team or otherwise ending the partner's association with the Audit Client; or
- Regular independent internal or external quality reviews of the engagement.

290.154 When an Audit Client becomes a Public Interest Entity, the length of time the individual has served the Audit Client as a Key Audit Partner before the client becomes a Public Interest Entity shall be taken into account in determining the timing of the rotation. If the individual has served the Audit Client as a Key Audit Partner for five 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 six or more years when the client becomes a Public Interest Entity, the partner may continue to serve in that capacity for a maximum of two additional years before rotating off the engagement.

Comment 53

Retain – provides specific context of application arising from the *Corporations Act 2001*.

Nature of Amendment/Source: [F1, Appendix 2, para 2.63, 2.64 and 2.66] *Corporations Act 2001 – ss324DA and 324DC.*

July 2010 Board Decision – remove AUST290.154.1 (previously paragraph 290.155).

290.155 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 may not be an available safeguard. If an independent regulator in the relevant jurisdiction has provided an exemption from partner rotation in such circumstances, an individual may remain a Key Audit Partner for more than seven years, in accordance with such regulation, provided that the independent regulator has specified alternative safeguards which are applied, such as a regular independent external review.

Comment 53

Retain – provides specific context of application arising from the *Corporations Act 2001*.

Nature of Amendment/Source: [F1, Appendix 2, para 2.63, 2.64 and 2.66] *Corporations Act 2001 – ss324DA and 324DC.*

July 2010 Board Decision – reinstate previously removed IESBA text and remove 2006 insertions.

Provision of Non-assurance Services to Audit Clients

290.156 Firms have traditionally provided to their Audit Clients a range of non-assurance services that are consistent with their skills and expertise. Providing non-assurance services may, however, create threats to the Independence of the Firm or members of the Audit Team. The threats created are most often self-review, self-interest and advocacy threats.

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Deleted: AUST290.154.1 . When a Financial Statement Audit Client becomes a Listed Entity the length of time the lead Engagement Partner, audit review partner (if any) or engagement quality control reviewer have served the Audit Client in that capacity should be considered in determining when the individual should be rotated. However, the person may continue to serve as the Lead Engagement, or audit review partner (if any) or engagement quality control reviewer for two additional years before rotating off the engagement, provided this does not exceed seven years as at 1 July 2006.¶

Deleted: 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 may not be an available safeguard. In these circumstances the Firm shall apply other safeguards including the obtaining of an extension under the *Corporations Act 2001*, to reduce the threat to an Acceptable Level. Such safeguards would include involving an additional professional accountant who was not otherwise associated with the Audit Team to review the work done or otherwise advise as necessary. This individual could be someone from outside the Firm or someone within the Firm who was not otherwise associated with the Audit Team.

290.157 New developments in business, the evolution of financial markets and changes in information technology make it impossible to draw up an all-inclusive list of non-assurance services that might be provided to an **Audit Client**. When specific guidance on a particular non-assurance service is not included in this section, the conceptual framework shall be applied when evaluating the particular circumstances.

290.158 Before the **Firm** accepts an engagement to provide a non-assurance service to an **Audit Client**, a determination shall be made as to whether providing such a service would create a threat to **Independence**. In evaluating the significance of any threat created by a particular non-assurance service, consideration shall be given to any threat that the **Audit Team** has reason to believe is created by providing other related non-assurance services. If a threat is created that cannot be reduced to an **Acceptable Level** by the application of safeguards, the non-assurance service shall not be provided.

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290.159 Providing certain non-assurance services to an **Audit Client** may create a threat to **Independence** so significant that no safeguards could reduce the threat to an **Acceptable Level**. However, the inadvertent provision of such a service to a **Related Entity**, division or in respect of a discrete **Financial Statement** item of such a **client** will be deemed not to compromise **Independence** if any threats have been reduced to an **Acceptable Level** by arrangements for that **Related Entity**, division or discrete **Financial Statement** item to be audited by another **Firm** or when another **Firm** re-performs the non-assurance service to the extent necessary to enable it to take responsibility for that service.

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290.160 A **Firm** may provide non-assurance services that would otherwise be restricted under this section to the following related entities of the **Audit Client**:

- (a) An entity, which is not an **Audit Client**, that has direct or indirect control over the **Audit Client**;
- (b) An entity, which is not an **Audit Client**, 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 not an **Audit Client**, that is under common control with the **Audit Client**.

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If it is reasonable to conclude that (a) the services do not create a self-review threat because the results of the services will not be subject to audit procedures and (b) any threats that are created by the provision of such services are eliminated or reduced to an **Acceptable Level** by the application of safeguards.

290.161 A non-assurance service provided 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 provisions of this section that relate to Audit Clients that are not public interest entities;
- (b) Services that are not permitted under this section for Audit Clients that are public interest entities are terminated before or as soon as practicable after the client becomes a Public Interest Entity; and
- (c) The Firm applies safeguards when necessary to eliminate or reduce to an Acceptable Level any threats to Independence arising from the service.

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Management Responsibilities

290.162 Management of an entity performs many activities in managing the entity in the best interests of stakeholders of the entity. It is not possible to specify every activity that is a management responsibility. However, management responsibilities involve leading and directing an entity, including making significant decisions regarding the acquisition, deployment and control of human, financial, physical and intangible resources.

290.163 Whether an activity is a management responsibility depends on the circumstances and requires the exercise of judgment. Examples of activities that would generally be considered a management responsibility include:

- Setting policies and strategic direction;
- Directing and taking responsibility for the actions of the entity's employees;
- Authorising transactions;
- Deciding which recommendations of the Firm or other third parties to implement;
- Taking responsibility for the preparation and fair presentation of the Financial Statements in accordance with the applicable financial reporting framework; and
- Taking responsibility for designing, implementing and maintaining internal control.

290.164 Activities that are routine and administrative, or involve matters that are insignificant, generally are deemed not to be a management responsibility. For example, executing an insignificant transaction that has been authorised by management or monitoring the dates for filing statutory returns and advising an Audit Client of those dates is deemed not to be a management responsibility. Further, providing advice and recommendations to assist management in discharging its responsibilities is not assuming a management responsibility.

290.165 If a Firm were to assume a management responsibility for an Audit Client, the threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. For example, deciding which recommendations of the Firm to implement will create self-review and self-interest threats. Further, assuming a management responsibility creates a familiarity threat because the Firm becomes too closely aligned with the views and interests of management. Therefore, the Firm shall not assume a management responsibility for an Audit Client.

290.166 To avoid the risk of assuming a management responsibility when providing non-assurance services to an **Audit Client**, the **Firm** shall be satisfied that a member of management is responsible for making the significant judgments and decisions that are the proper responsibility of management, evaluating the results of the service and accepting responsibility for the actions to be taken arising from the results of the service. This reduces the risk of the **Firm** inadvertently making any significant judgments or decisions on behalf of management. The risk is further reduced when the **Firm** gives the **client** the opportunity to make judgments and decisions based on an objective and transparent analysis and presentation of the issues.

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Preparing Accounting Records and Financial Statements

General Provisions

290.167 Management is responsible for the preparation and fair presentation of the **Financial Statements** in accordance with the applicable financial reporting framework. These responsibilities include:

- Originating or changing journal entries, or determining the account classifications of transactions; and
- Preparing or changing source documents or originating data, in electronic or other form, evidencing the occurrence of a transaction (for example, purchase orders, payroll time records, and customer orders).

290.168 Providing an **Audit Client** with accounting and bookkeeping services, such as preparing accounting records or **Financial Statements**, creates a self-review threat when the **Firm** subsequently audits the **Financial Statements**.

290.169 The audit process, however, necessitates dialogue between the **Firm** and management of the **Audit Client**, which may involve (a) the application of accounting standards or policies and **Financial Statement** disclosure requirements, (b) the appropriateness of financial and accounting control and the methods used in determining the stated amounts of assets and liabilities, or (c) proposing adjusting journal entries. These activities are considered to be a normal part of the audit process and do not, generally, create threats to **Independence**.

290.170 Similarly, the **client** may request technical assistance from the **Firm** on matters such as resolving account reconciliation problems or analysing and accumulating information for regulatory reporting. In addition, the **client** may request technical advice on accounting issues such as the conversion of existing **Financial Statements** from one financial reporting framework to another (for example, to comply with group accounting policies or to transition to a different financial reporting framework such as International Financial Reporting Standards). Such services do not, generally, create threats to **Independence** provided the **Firm** does not assume a management responsibility for the **client**.

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Audit Clients that are Not Public Interest Entities

290.171 The Firm may provide services related to the preparation of accounting records and Financial Statements to an Audit Client that is not a Public Interest Entity where the services are of a routine or mechanical nature, so long as any self-review threat created is reduced to an Acceptable Level. Examples of such services include:

- Providing payroll services based on client-originated data;
- Recording transactions for which the client has determined or approved the appropriate account classification;
- Posting transactions coded by the client to the general ledger;
- Posting client-approved entries to the trial balance; and
- Preparing Financial Statements based on information in the trial balance.

In all cases, the significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Arranging for such services to be performed by an individual who is not a member of the Audit Team; or
- If such services are performed by a member of the Audit Team, using a partner or senior staff member with appropriate expertise who is not a member of the Audit Team to review the work performed.

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Audit Clients that are Public Interest Entities

290.172 Except in emergency situations, a Firm shall not provide to an Audit Client that is a Public Interest Entity accounting and bookkeeping services, including payroll services, or prepare Financial Statements on which the Firm will express an Opinion or financial information which forms the basis of the Financial Statements.

July 2010 Board Decision – reinstate the first four words “except in emergency situations” – reflects reversal of May 2010 Board decision.

290.173 Despite paragraph 290.172, a Firm may provide accounting and bookkeeping services, including payroll services and the preparation of Financial Statements or other financial information, 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 members of the Audit Team and:

- (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.

Emergency Situations

290.174 Accounting and bookkeeping services, which would otherwise not be permitted under this section, may be provided to Audit Clients in emergency or other unusual situations when it is impractical for the Audit Client to make other arrangements. This may be the case when (a) only the Firm has the resources and necessary knowledge of the client's systems and procedures to assist the client in the timely preparation of its accounting records and Financial Statements, and (b) a restriction on the Firm's ability to provide the services would result in significant difficulties for the client (for example, as might result from a failure to meet regulatory reporting requirements). In such situations, the following conditions shall be met:

- (a) Those who provide the services are not members of the Audit Team;
- (b) The services are provided for only a short period of time and are not expected to recur; and
- (c) The situation is discussed with Those Charged with Governance.

July 2010 Board Decision – delete the words “that are not a Public Interest Entity” – reflects reversal of May 2010 Board decision to remove this exemption for Public Interest Entities.

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Valuation Services

General Provisions

290.175 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.

290.176 Performing valuation services for an Audit Client may create a self-review threat. The existence and significance of any threat will depend on factors such as:

- Whether the valuation will have a material effect on the Financial Statements.
- The extent of the client's involvement in determining and approving the valuation methodology and other significant matters of judgment.
- The availability of established methodologies and professional guidelines.
- For valuations involving standard or established methodologies, the degree of subjectivity inherent in the item.
- The reliability and extent of the underlying data.
- The degree of dependence on future events of a nature that could create significant volatility inherent in the amounts involved.
- The extent and clarity of the disclosures in the Financial Statements.

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The significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Having a Member who was not involved in providing the valuation service review the audit or valuation work performed; or
- Making arrangements so that personnel providing such services do not participate in the Audit Engagement.

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290.177 Certain valuations do not involve a significant degree of subjectivity. This is likely the case where 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.

290.178 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 provisions included in paragraph 290.191 apply.

Audit Clients that are Not Public Interest Entities

290.179 In the case of an Audit Client that is not a Public Interest Entity, if the valuation service has a material effect on the Financial Statements on which the Firm will express an Opinion and the valuation involves a significant degree of subjectivity, no safeguards could reduce the self-review threat to an Acceptable Level. Accordingly a Firm shall not provide such a valuation service to an Audit Client.

Audit Clients that are Public Interest Entities

290.180 A Firm shall not provide valuation services to an Audit Client that is a Public Interest Entity if the valuations would have a material effect, separately or in the aggregate, on the Financial Statements on which the Firm will express an Opinion.

Taxation Services

290.181 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; and
- Assistance in the resolution of tax disputes.

While taxation services provided by a Firm to an Audit Client are addressed separately under each of these broad headings; in practice, these activities are often interrelated.

290.182 Performing certain tax services creates self-review and advocacy threats. The existence and significance of any threats will depend on factors such as (a) the system by which the tax authorities assess and administer the tax in question and the role of the Firm in that process, (b) the complexity of the relevant tax regime and the degree of judgment necessary in applying it, (c) the particular characteristics of the engagement, and (d) the level of tax expertise of the client's employees.

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Tax Return Preparation

290.183 Tax return preparation services involve assisting clients with their tax reporting obligations by drafting and completing information, including the amount of tax due (usually on standardised forms) required to be submitted to the applicable tax authorities. Such services also include 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 (including providing explanations of and technical support for the approach being taken). Tax return preparation services are generally 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 deems appropriate. Accordingly, providing such services does not generally create a threat to Independence if management takes responsibility for the returns including any significant judgments made.

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Tax Calculations for the Purpose of Preparing Accounting Entries

Audit Clients that are Not Public Interest Entities

290.184 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. The significance of the threat will depend on (a) the complexity of the relevant tax law and regulation and the degree of judgment necessary in applying them, (b) the level of tax expertise of the client's personnel, and (c) the materiality of the amounts to the Financial Statements. Safeguards shall be applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

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- Using professionals who are not members of the Audit Team to perform the service;
- If the service is performed by a member of the Audit Team, using a partner or senior staff member with appropriate expertise who is not a member of the Audit Team to review the tax calculations; or
- Obtaining advice on the service from an external tax professional.

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Audit Clients that are Public Interest Entities

290.185 Except in emergency situations, in the case of an Audit Client that is a Public Interest Entity, a Firm shall not prepare tax calculations of current and deferred tax liabilities (or assets) for the purpose of preparing accounting entries that are material to the Financial Statements on which the Firm will express an Opinion.

July 2010 Board Decision – reinstate the first four words “except in emergency situations” – reflects reversal of May 2010 Board decision.

290.186 The preparation of calculations of current and deferred tax liabilities (or assets) for an Audit Client for the purpose of the preparation of accounting entries, which would otherwise not be permitted under this section, may be provided to Audit Clients in emergency or other unusual situations when it is impractical for the Audit Client to make other arrangements. This may be the case when (a) only the Firm has the resources and necessary knowledge of the client’s business to assist the client in the timely preparation of its calculations of current and deferred tax liabilities (or assets), and (b) a restriction on the Firm’s ability to provide the services would result in significant difficulties for the client (for example, as might result from a failure to meet regulatory reporting requirements). In such situations, the following conditions shall be met:

- (a) Those who provide the services are not members of the Audit Team;
- (b) The services are provided for only a short period of time and are not expected to recur; and
- (c) The situation is discussed with Those Charged with Governance.

July 2010 Board Decision – delete the words “that are not a Public Interest Entity” – reflects reversal of May 2010 Board decision to remove this exemption for Public Interest Entities.

Tax Planning and Other Tax Advisory Services

290.187 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.

290.188 A self-review threat may be created where the advice will affect matters to be reflected in the Financial Statements. The existence and significance of any threat will depend on factors such as:

- The degree of subjectivity involved in determining the appropriate treatment for the tax advice in the Financial Statements;
- 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;
- The level of tax expertise of the client’s employees;
- The extent to which the advice is supported by tax law or regulation, other precedent or established practice; and

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- 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, providing tax planning and other tax advisory services where the advice is clearly supported by tax authority or other precedent, by established practice or has a basis in tax law that is likely to prevail does not generally create a threat to **Independence**.

290.189 The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Using professionals who are not members of the **Audit Team** to perform the service;
- Having a tax professional, who was not involved in providing the tax service, advise the **Audit Team** on the service and review the **Financial Statement** treatment;
- Obtaining advice on the service from an external tax professional; or
- Obtaining pre-clearance or advice from the tax authorities.

290.190 Where the effectiveness of the tax advice depends on a particular accounting treatment or presentation in the **Financial Statements** and:

- (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**;

The self-review threat would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Accordingly, a **Firm** shall not provide such tax advice to an **Audit Client**.

290.191 In providing tax services to an **Audit Client**, a **Firm** may be requested to perform a valuation to assist the **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**, the provisions included in paragraphs 290.175 to 290.180 relating to valuation services are applicable. Where the valuation is performed for tax purposes only and the result of the valuation will not have a direct effect on the **Financial Statements** (i.e. the **Financial Statements** are only affected through accounting entries related to tax), this would not generally create threats to **Independence** if such effect on the **Financial Statements** is immaterial or if the valuation is subject to external review by a tax authority or similar regulatory authority. If the valuation is not subject to such an external review and the effect is material to the **Financial Statements**, the existence and significance of any threat created will depend upon factors such as:

- The extent to which the valuation methodology is supported by tax law or regulation, other precedent or established practice and the degree of subjectivity inherent in the valuation.
- The reliability and extent of the underlying data.

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The significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Aceptable Level. Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to perform the service;
- Having a professional review the audit work or the result of the tax service; or
- Obtaining pre-clearance or advice from the tax authorities.

Assistance in the Resolution of Tax Disputes

290.192 An advocacy or self-review threat may be created when the Firm represents an Audit Client in the resolution of a tax dispute once the tax authorities have notified the client that they have rejected the client's arguments on a particular issue and either the tax authority or the client is referring the matter for determination in a formal proceeding, for example before a tribunal or court. The existence and significance of any threat will depend on factors such as:

- Whether the Firm has provided the advice which is the subject of the tax 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;
- 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; and
- The role management plays in the resolution of the dispute.

The significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Aceptable Level.

Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to perform the service;
- Having a tax professional, who was not involved in providing the tax service, advise the Audit Team on the services and review the Financial Statement treatment; or
- Obtaining advice on the service from an external tax professional.

290.193 Where the taxation services involve acting as an advocate for an Audit Client before a public tribunal or court in the resolution of a tax matter and the amounts involved are material to the Financial Statements on which the Firm will express an Opinion, the advocacy threat created would be so significant that no safeguards could eliminate or reduce the threat to an Aceptable Level. Therefore, the Firm shall not perform this type of service for an Audit Client. What constitutes a "public tribunal or court" shall be determined according to how tax proceedings are heard in the particular jurisdiction.

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290.194 The Firm is not, however, precluded from having a continuing advisory role (for example, responding to specific requests for information, providing factual accounts or testimony about the work performed or assisting the client in analysing the tax issues) for the Audit Client in relation to the matter that is being heard before a public tribunal or court.

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Internal Audit Services

General Provisions

290.195 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. Internal audit activities may include:

- (a) Monitoring of internal control – reviewing controls, monitoring their operation and recommending improvements thereto;
- (b) Examination of financial and operating information – reviewing the means used to identify, measure, classify and report financial and operating information, and specific inquiry into individual items including detailed testing of transactions, balances and procedures;
- (c) Review of the economy, efficiency and effectiveness of operating activities including non-financial activities of an entity; and
- (d) Review of compliance with laws, regulations and other external requirements, and with management policies and directives and other internal requirements.

290.196 Internal audit services involve assisting the Audit Client in the performance of its internal audit activities. The provision of internal audit services to an Audit Client creates a self-review threat to Independence if the Firm uses the internal audit work in the course of a subsequent external audit. 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 would be so significant that no safeguards could reduce the threat to an Acceptable Level. Accordingly, a Firm's personnel shall not assume a management responsibility when providing internal audit services to an Audit Client.

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

- (a) Setting internal audit policies or the strategic direction of internal audit activities;
- (b) Directing and taking responsibility for the actions of the entity's internal audit employees;
- (c) Deciding which recommendations resulting from internal audit activities shall be implemented;
- (d) Reporting the results of the internal audit activities to Those Charged with Governance on behalf of management;
- (e) Performing procedures that form part of the internal control, such as reviewing and approving changes to employee data access privileges;

- (f) Taking responsibility for designing, implementing and maintaining internal control; and
- (g) 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 may have responsibility for one or more of the matters noted in (a)–(f).

290.198 To avoid assuming a management responsibility, the Firm shall only provide internal audit services to an Audit Client if it is satisfied that:

- (a) The client designates an appropriate and competent resource, preferably within senior management, to be responsible at all times for internal audit activities and to acknowledge responsibility for designing, implementing, 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.

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290.199 When a Firm uses the work of an internal audit function, Auditing and Assurance Standards 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, and the results of those services will be used in conducting the external audit, a self-review threat is created because of the possibility that the Audit Team will use the results of the internal audit service without appropriately evaluating those results or 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. The significance of the threat will depend on factors such as:

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- The materiality of the related Financial Statement amounts;
- The risk of misstatement of the assertions related to those Financial Statement amounts; and
- The degree of reliance that will be placed on the internal audit service.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. An example of such a safeguard is using professionals who are not members of the Audit Team to perform the internal audit service.

Audit Clients that are Public Interest Entities

290.200 In the case of an **A**udit **C**lient that is a **P**ublic **I**nterest **E**ntity, a **F**irm shall not provide internal audit services that relate to:

- (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, significant to the **c**lient's accounting records or **F**inancial **S**tatements on which the **F**irm will express an **O**pinion; or
- (c) Amounts or disclosures that are, separately or in the aggregate, material to the **F**inancial **S**tatements on which the **F**irm will express an **O**pinion.

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IT Systems Services

General Provisions

290.201 Services related to information technology ("IT") systems include the design or implementation of hardware or software systems. The systems may aggregate source data, form part of the internal control over financial reporting or generate information that affects the accounting records or **F**inancial **S**tatements, or the systems may be unrelated to the **A**udit **C**lient's accounting records, the internal control over financial reporting or **F**inancial **S**tatements. Providing systems services may create a self-review threat depending on the nature of the services and the IT systems.

290.202 The following IT systems services are deemed not to create a threat to **I**ndependence as long as the **F**irm's personnel do not assume a management responsibility:

- (a) Design or implementation of IT systems that are unrelated to internal control over financial reporting;
- (b) Design or implementation of IT systems that do not generate information forming a significant part of the accounting records or **F**inancial **S**tatements;
- (c) Implementation of "off-the-shelf" accounting or financial information reporting software that was not developed by the **F**irm if the customisation required to meet the **c**lient'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 **c**lient.

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Audit Clients that are Not Public Interest Entities

290.203 Providing services to an **A**udit **C**lient that is not a **P**ublic **I**nterest **E**ntity involving the design or implementation of IT systems that (a) form a significant part of the internal control over financial reporting or (b) generate information that is significant to the **c**lient's accounting records or **F**inancial **S**tatements on which the **F**irm will express an **O**pinion creates a self-review threat.

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290.204 The self-review threat is too significant to permit such services unless appropriate safeguards are put in place ensuring that:

- (a) The Audit Client acknowledges its responsibility for establishing and monitoring a system of internal controls;
- (b) The Audit Client assigns the responsibility to make all management decisions with respect to the design and implementation of the hardware or software system to a competent employee, preferably within senior management;
- (c) The Audit Client makes all management decisions with respect to the design and implementation process;
- (d) The Audit Client evaluates the adequacy and results of the design and implementation of the system; and
- (e) The Audit Client is responsible for operating the system (hardware or software) and for the data it uses or generates.

290.205 Depending on the degree of reliance that will be placed on the particular IT systems as part of the audit, a determination shall be made as to whether to provide such non-assurance services only with personnel who are not members of the Audit Team and who have different reporting lines within the Firm. The significance of any remaining threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. An example of such a safeguard is having a Member review the audit or non-assurance work.

Audit Clients that are Public Interest Entities

290.206 In the case of an Audit Client that is a Public Interest Entity, a Firm shall not provide services involving the design or implementation of 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.

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Litigation Support Services

290.207 Litigation support services may include activities such as acting as an expert witness, calculating estimated damages or other amounts that might become receivable or payable as the result of litigation or other legal dispute, and assistance with document management and retrieval. These services may create a self-review or advocacy threat.

290.208 If the 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 valuation service provisions included in paragraphs 290.175 to 290.180 shall be followed. In the case of other litigation support services, the significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level.

Legal Services

290.209 For the purpose of this section, legal services are defined as any services for which the person providing the services must either be admitted to practice law before the courts of the jurisdiction in which such services are to be provided or have the required legal training to practice law. Such legal services may include, depending on the jurisdiction, a wide and diversified range of areas including both corporate and commercial services to clients, such as contract support, litigation, mergers and acquisition legal advice and support and assistance to clients' internal legal departments. Providing legal services to an entity that is an Audit Client may create both self-review and advocacy threats.

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290.210 Legal services that support an Audit Client in executing a transaction (e.g., contract support, legal advice, legal due diligence and restructuring) may create self-review threats. The existence and significance of any threat will depend on factors such as:

- The nature of the service;
- Whether the service is provided by a member of the Audit Team; and
- The materiality of any matter in relation to the client's Financial Statements.

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The significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to perform the service; or
- Having a professional who was not involved in providing the legal services provide advice to the Audit Team on the service and review any Financial Statement treatment.

290.211 Acting 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 would create advocacy and self-review threats so significant that no safeguards could reduce the threat to an Acceptable Level. Therefore, the Firm shall not perform this type of service for an Audit Client.

290.212 When a Firm is asked to act in an advocacy role for an Audit Client in resolving a dispute or litigation when the amounts involved are not material to the Financial Statements on which the Firm will express an Opinion, the Firm shall evaluate the significance of any advocacy and self-review threats created and apply safeguards when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to perform the service; or
- Having a professional who was not involved in providing the legal services advise the Audit Team on the service and review any Financial Statement treatment.

290.213 The appointment of a partner or an employee of the Firm as General Counsel for legal affairs of an Audit Client would create self-review and advocacy threats that are so significant that no safeguards could reduce the threats to an Acceptable Level. The position of General Counsel is generally a senior management position with broad responsibility for the legal affairs of a company, and consequently, no member of the Firm shall accept such an appointment for an Audit Client.

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Recruiting Services

General Provisions

290.214 Providing recruiting services to an Audit Client may create self-interest, familiarity or intimidation threats. The existence and significance of any threat will depend on factors such as:

- The nature of the requested assistance; and
- The role of the person to be recruited.

The significance of any threat created shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. In all cases, the Firm shall not assume management responsibilities, including acting as a negotiator on the client's behalf, and the hiring decision shall be left to the client.

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The Firm may generally provide such services as reviewing the professional qualifications of a number of applicants and providing advice on their suitability for the post. In addition, the Firm may interview candidates and advise on a candidate's competence for financial accounting, administrative or control positions.

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Audit Clients that are Public Interest Entities

290.215 A Firm shall not provide the following recruiting services to an Audit Client that is a Public Interest Entity 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:

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- Searching for or seeking out candidates for such positions; and
- Undertaking reference checks of prospective candidates for such positions.

Corporate Finance Services

290.216 Providing corporate finance services such as (a) assisting an Audit Client in developing corporate strategies, (b) identifying possible targets for the Audit Client to acquire, (c) advising on disposal transactions, (d) assisting finance raising transactions, and (e) providing structuring advice may create advocacy and self-review threats. The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to provide the services; or
- 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.

290.217 Providing a corporate finance service, for example 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 provide an opinion may create a self-review threat. The existence and significance of any threat will depend on factors such as:

- 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 and the extent to which the amounts are material to the Financial Statements; and
- 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.

The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Using professionals who are not members of the Audit Team to perform the service; or
- Having a professional who was not involved in providing the corporate finance service to the client advise the Audit Team on the service and review the accounting treatment and any Financial Statement treatment.

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290.218 Where the effectiveness of corporate finance advice depends on a particular accounting treatment or presentation in the [Financial Statements](#) and:

- (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](#);

The self-review threat would be so significant that no safeguards could reduce the threat to an [Acceptable Level](#), in which case the corporate finance advice shall not be provided.

290.219 Providing corporate finance services involving promoting, dealing in, or underwriting an [Audit Client](#)'s shares would create an advocacy or self-review threat that is so significant that no safeguards could reduce the threat to an [Acceptable Level](#). Accordingly, a [Firm](#) shall not provide such services to an [Audit Client](#).

Fees

Fees—Relative Size

290.220 When the total fees from an [Audit Client](#) represent a large proportion of the total fees of the [Firm](#) expressing the audit opinion, the dependence on that [client](#) and concern about losing the [client](#) creates a self-interest or intimidation threat. The significance of the threat will depend on factors such as:

- The operating structure of the [Firm](#);
- Whether the [Firm](#) is well established or new; and
- The significance of the [client](#) qualitatively and/or quantitatively to the [Firm](#).

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an [Acceptable Level](#). Examples of such safeguards include:

- Reducing the dependency on the [client](#);
- External quality control reviews; or
- Consulting a third party, such as a professional regulatory body or a [Member](#), on key audit judgments.

July 2010 Board Decision – remove paragraph AUST290.220.1 – reflects reversal of May 2010 Board decision.

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Deleted: AUST290.220.1 . In all cases where the fees generated by an Audit Client exceed 15% of the Firm's total fees the following safeguards are necessary to reduce the threat to an Acceptable Level:¶ Involving an additional Member who was not part of the Audit Team to carry out reviews of the work done, or otherwise advise as necessary;¶ provide documentation of such review to the applicable professional body, during quality review.¶ Where an Audit Client provides a Firm with an unduly large proportion of its total fees, the only course of action is to refuse to perform, or to withdraw from, the Audit Engagement.

290.221 A self-interest or intimidation threat is also created when the fees generated from an **Audit Client** represent a large proportion of the revenue from an individual **partner's** **clients** or a large proportion of the revenue of an individual **Office** of the **Firm**. The significance of the threat will depend upon factors such as:

- The significance of the **client** qualitatively and/or quantitatively to the **partner** or **Office**; and
- The extent to which the remuneration of the **partner**, or the **partners** in the **Office**, is dependent upon the fees generated from the **client**.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Reducing the dependency on the **Audit Client**;
- Having a **Professional Accountant** review the work or otherwise advise as necessary; or
- Regular independent internal or external quality reviews of the **engagement**.

Audit Clients that are Public Interest Entities

290.222 Where an **Audit Client** is a **Public Interest Entity** and, for two consecutive years, the total fees from the **client** and its related entities (subject to the considerations in paragraph 290.27) 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 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 discuss which of the safeguards below it will apply to reduce the threat to an **Acceptable Level**, and apply the selected safeguard:

- Prior to the issuance of the audit opinion on the second year's **Financial Statements**, a **Member**, 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 regulatory body performs a review of that **engagement** that is equivalent to an **Engagement Quality Control Review** ("a pre-issuance review"); or
- After the audit opinion on the second year's **Financial Statements** has been issued, and before the issuance of the audit opinion on the third year's **Financial Statements**, a **Member**, who is not a member of the **Firm** expressing the opinion on the **Financial Statements**, or a professional regulatory body performs a review of the second year's audit that is equivalent to an **Engagement Quality Control Review** ("a post-issuance review").

When the total fees significantly exceed 15%, the **Firm** shall determine whether the significance of the threat is such that a post-issuance review would not reduce the threat to an **Acceptable Level** and, therefore, a pre-issuance review is required. In such circumstances a pre-issuance review shall be performed.

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Thereafter, when the fees continue to exceed 15% each year, the disclosure to and discussion with **Those Charged with Governance** shall occur and one of the above safeguards shall be applied. If the fees significantly exceed 15%, the **Firm** shall determine whether the significance of the threat is such that a post-issuance review would not reduce the threat to an **Acceptable Level** and, therefore, a pre-issuance review is required. In such circumstances a pre-issuance review shall be performed.

Fees—Overdue

290.223 A self-interest threat may be created if fees due from an **Audit Client** remain unpaid for a long time, especially if a significant part is not paid before the issue of the audit report for the following year. Generally the **Firm** is expected to require payment of such fees before such audit report is issued. If fees remain unpaid after the report has been issued, the existence and significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. An example of such a safeguard is having an additional **Member** who did not take part in the **Audit Engagement** provide advice or review the work performed. The **Firm** shall determine whether the overdue fees might be regarded as being equivalent to a loan to the **client** and whether, because of the significance of the overdue fees, it is appropriate for the **Firm** to be re-appointed or continue the **Audit Engagement**.

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Contingent Fees

290.224 **Contingent Fees** are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed by the **Firm**. For the purposes of this section, a fee is not regarded as being contingent if established by a court or other public authority.

290.225 A **Contingent Fee** charged directly or indirectly, for example through an intermediary, by a **Firm** in respect of an **Audit Engagement** creates a self-interest threat that is so significant that no safeguards could reduce the threat to an **Acceptable Level**. Accordingly, a **Firm** shall not enter into any such fee arrangement.

290.226 A **Contingent Fee** charged directly or indirectly, for example through an intermediary, by a **Firm** in respect of a non-assurance service provided to an **Audit Client** may also create a self-interest threat. The threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level** if:

- (a) The fee is charged by the **Firm** expressing the opinion on the **Financial Statements** and the fee is material or expected to be material to that **Firm**;
- (b) The fee is charged by a **Network Firm** that participates in a significant part of the audit and the fee is material or expected to be material to that **Firm**; or
- (c) The outcome of the non-assurance service, and therefore the amount of the fee, is dependent on a future or contemporary judgment related to the audit of a material amount in the **Financial Statements**.

Accordingly, such arrangements shall not be accepted.

290.227 For other [Contingent Fee](#) arrangements charged by a [Firm](#) for a non-assurance service to an [Audit Client](#), the existence and significance of any threats will depend on factors such as:

- 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; and
- The effect of the event or transaction on the [Financial Statements](#).

The significance of any threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an [Acceptable Level](#). Examples of such safeguards include:

- Having a [Member](#) review the relevant audit work or otherwise advise as necessary; or
- Using professionals who are not members of the [Audit Team](#) to perform the non-assurance service.

Compensation and Evaluation Policies

290.228 A self-interest threat is created when a member of the [Audit Team](#) is evaluated on or compensated for selling non-assurance services to that [Audit Client](#). The significance of the threat will depend on:

- The proportion of the individual's compensation or performance evaluation that is based on the sale of such services;
- The role of the individual on the [Audit Team](#); and
- Whether promotion decisions are influenced by the sale of such services.

The significance of the threat shall be evaluated and, if the threat is not at an [Acceptable Level](#), the [Firm](#) shall either revise the compensation plan or evaluation process for that individual or apply safeguards to eliminate the threat or reduce it to an [Acceptable Level](#). Examples of such safeguards include:

- Removing such members from the [Audit Team](#); or
- Having a [Member](#) review the work of the member of the [Audit Team](#).

290.229 A [Key Audit Partner](#) shall not be evaluated on or compensated based on that [partner's](#) success in selling non-assurance services to the [partner's](#) [Audit Client](#). This is not intended to prohibit normal profit-sharing arrangements between [partners](#) of a [Firm](#).

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Gifts and Hospitality

290.230 Accepting gifts or hospitality from an [Audit Client](#) may create self-interest and familiarity threats. If a [Firm](#) or a member of the [Audit Team](#) accepts gifts or hospitality, unless the value is trivial and inconsequential, the threats created would be so significant that no safeguards could reduce the threats to an [Acceptable Level](#). Consequently, a [Firm](#) or a member of the [Audit Team](#) shall not accept such gifts or hospitality.

Actual or Threatened Litigation

290.231 When litigation takes place, or appears likely, between the Firm or a member of the Audit Team and the Audit Client, self-interest and intimidation threats are created. The relationship between client management and the members of the Audit Team must be characterized by complete candor and full disclosure regarding all aspects of a client's business operations. When the Firm and the client's management are placed in adversarial positions by actual or threatened litigation, affecting management's willingness to make complete disclosures, self-interest and intimidation threats are created. The significance of the threats created will depend on such factors as:

- The materiality of the litigation; and
- Whether the litigation relates to a prior Audit Engagement.

The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- If the litigation involves a member of the Audit Team, removing that individual from the Audit Team; or
- Having a professional review the work performed.

If such safeguards do not reduce the threats to an Acceptable Level, the only appropriate action is to withdraw from, or decline, the Audit Engagement.

Paragraphs 290.232 to 290.499 are intentionally left blank.

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Reports that Include a Restriction on Use and Distribution

Introduction

290.500 The **I**ndependence requirements in Section 290 apply to all **A**udit **E**ngagements. However, in certain circumstances involving **A**udit **E**ngagements where the report includes a restriction on use and distribution, and provided the conditions described in 290.501 to 290.502 are met, the **I**ndependence requirements in this section may be modified as provided in paragraphs 290.505 to 290.514. These paragraphs are only applicable to an **A**udit **E**ngagement on **S**pecial **P**urpose **F**inancial **S**tatements (a) that is intended to provide a conclusion in positive or negative form that the **F**inancial **S**tatements are prepared in all material respects, in accordance with the applicable financial reporting framework, including, in the case of a fair presentation framework, that the **F**inancial **S**tatements give a true and fair view or are presented fairly, in all material respects, in accordance with the applicable financial reporting framework, and (b) where the audit report includes a restriction on use and distribution. The modifications are not permitted in the case of an audit of **F**inancial **S**tatements required by law or regulation.

290.501 The modifications to the requirements of Section 290 are permitted if the intended users of the report (a) are knowledgeable as to the purpose and limitations of the report, and (b) explicitly agree to the application of the modified **I**ndependence requirements. Knowledge as to the purpose and limitations of the report may be obtained by the intended users through their participation, either directly or indirectly through their representative who has the authority to act for the intended users, in establishing the nature and scope of the **e**ngagement. Such participation enhances the ability of the **F**irm to communicate with intended users about **I**ndependence matters, including the circumstances that are relevant to the evaluation of the threats to **I**ndependence and the applicable safeguards necessary to eliminate the threats or reduce them to an **A**cceptable **L**evel, and to obtain their agreement to the modified **I**ndependence requirements that are to be applied.

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290.502 The **F**irm shall communicate (for example, in an **e**ngagement letter) with the intended users regarding the **I**ndependence requirements that are to be applied with respect to the provision of the **A**udit **E**ngagement. Where the intended users are a class of users (for example, lenders in a syndicated loan arrangement) who are not specifically identifiable by name at the time the **e**ngagement terms are established, such users shall subsequently be made aware of the **I**ndependence requirements agreed to by the representative (for example, by the representative making the **F**irm's **e**ngagement letter available to all users).

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290.503 If the **F**irm also issues an audit report that does not include a restriction on use and distribution for the same **c**lient, the provisions of paragraphs 290.500 to 290.514 do not change the requirement to apply the provisions of paragraphs 290.1 to 290.232 to that **A**udit **E**ngagement.

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290.504 The modifications to the requirements of Section 290 that are permitted in the circumstances set out above are described in paragraphs 290.505 to 290.514. Compliance in all other respects with the provisions of Section 290 is required.

Public Interest Entities

290.505 When the conditions set out in paragraphs 290.500 to 290.502 are met, it is not necessary to apply the additional requirements in paragraphs 290.100 to 290.232 that apply to Audit Engagements for public interest entities.

Related Entities

290.506 When the conditions set out in paragraphs 290.500 to 290.502 are met, references to Audit Client do not 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 and evaluating threats to Independence and applying appropriate safeguards.

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Networks and Network Firms

290.507 When the conditions set out in paragraphs 290.500 to 290.502 are met, reference to the Firm does not include Network Firms. However, when the Firm knows or has reason to believe that threats are created by any interests and relationships of a Network Firm, they shall be included in the evaluation of threats to Independence.

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

290.508 When the conditions set out in paragraphs 290.500 to 290.502 are met, the relevant provisions set out in paragraphs 290.102 to 290.145 apply only to the members of the Engagement Team, their Immediate Family members and Close Family members.

290.509 In addition, a determination shall be made as to whether threats to Independence are created by interests and relationships, as described in paragraphs 290.102 to 290.145, between the Audit Client and the following members of the Audit Team:

- (a) Those who provide consultation regarding technical or industry specific issues, transactions or events; and
- (b) Those who provide quality control for the engagement, including those who perform the Engagement Quality Control Review.

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An evaluation shall be made of the significance of 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, including 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 (including those at all successively senior levels above the Engagement Partner through to the individual who is the Firm's senior or managing partner (chief executive or equivalent)).

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290.510 An evaluation shall also be made of the significance of any threats that the Engagement Team has reason to believe are created by Financial Interests in the Audit Client held by individuals, as described in paragraphs 290.108 to 290.111 and paragraphs 290.113 to 290.115.

290.511 Where a threat to Independence is not at an Acceptable Level, safeguards shall be applied to eliminate the threat or reduce it to an Acceptable Level.

290.512 In applying the provisions set out in paragraphs 290.106 and 290.115 to interests of the Firm, if the Firm has a material Financial Interest, whether direct or indirect, in the Audit Client, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Accordingly, the Firm shall not have such a Financial Interest.

Employment with an Audit Client

290.513 An evaluation shall be made of the significance of any threats from any employment relationships as described in paragraphs 290.134 to 290.138. Where a threat exists that is not at an Acceptable Level, safeguards shall be applied to eliminate the threat or reduce it to an Acceptable Level. Examples of safeguards that might be appropriate include those set out in paragraph 290.136.

Provision of Non-Assurance Services

290.514 If the Firm conducts an engagement to issue a restricted use and distribution report for an Audit Client and provides a non-assurance service to the Audit Client, the provisions of paragraphs 290.156 to 290.232 shall be complied with, subject to paragraphs 290.504 to 290.507.

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SECTION 290 APPENDIX – AUDITOR’S INDEPENDENCE DECLARATION (AUST)

In addition to the requirements of paragraph 290.12, the *Corporations Act 2001* requires that, for each financial and half year report, the lead engagement partner/auditor shall provide a written declaration to the Directors of the company, registered scheme or disclosing entity in the form of one of the following:

- that, to the best of the knowledge and belief of the lead engagement partner/auditor there have been no contraventions of:
 - (i) the Independence requirements of the *Corporations Act 2001* in relation to the audit or review; and
 - (ii) any applicable requirements of *APES 110 Code of Ethics for Professional Accountants* in relation to the audit or review;

OR

- that, to the best of the lead engagement partner’s/auditor’s knowledge and belief, the only contraventions of (i) and (ii) above have been set out in the declaration.

The following pro-forma may be used as a guide in conjunction with the considerations outlined in this section which should be varied according to individual requirements and circumstances.

Auditor’s Independence Declaration

To the audit client:

As lead engagement partner/auditor for the audit/review of[name of audit client] for the half year/year ended[date], I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the audit/review; and
- no contraventions of any applicable requirements of *APES 110 Code of Ethics for Professional Accountants* in relation to the audit/review.

OR

- As lead engagement partner/auditor for the audit of[name of audit client] for the half year/year ended.....[date], I declare that, to the best of my knowledge and belief, the only contraventions of:

the independence requirements of the *Corporations Act 2001* in relation to the audit/review; and any applicable requirements of *APES 110 Code of Ethics for Professional Accountants* in relation to the audit/review are set out below:

[Name of auditor] [Location]
 Partner
 Name of firm [Date]

Comment 56

Retain – provides specific context of application arising from the *Corporations Act 2001*. To be reviewed and amended as necessary.

Nature of Amendment/Source: [F1, Appendix 4], *Corporations Act 2001* – s307C.

July 2010 Board Decision – retain – technical staff to check reference to paragraph 290.12 and also reference to lead Engagement Partner.

Technical Staff Comment – The reference to paragraph 290.12 is correct – refer in particular to the last sentence of paragraph 290.12 which requires the Engagement Partner to form a conclusion on compliance with Independence requirements that apply to the engagement. Section 307C applies to the “lead auditor” (not defined in the *Corporations Act 2001*). Technical Staff previously recommended using “lead Engagement Partner/auditor” in the declaration because the terms “Engagement” and “Partner” were defined. An alternative could be to replace “lead Engagement Partner/auditor” with “Key Audit Partner/auditor who is responsible for the engagement” on the basis that “Key Audit Partner” is a term defined by the IESBA. The “/auditor” reference would have been inserted in 2006 for technical correctness to meet the requirements of sections 307C(1) and 307C(2) of the *Corporations Act 2001*.

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SECTION 291
INDEPENDENCE—OTHER ASSURANCE ENGAGEMENTS
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Structure of Section

- 291.1 This section addresses **I**ndependence requirements for **A**ssurance **E**ngagements that are not **A**udit **E**ngagements or **R**eview **E**ngagements. **A**dditional Independence requirements for **A**udit and **R**eview **E**ngagements are addressed in Section 290. If the **A**ssurance **C**lient is also an **A**udit **C**lient or **R**eview **C**lient, the requirements in Section 290 also apply to the **F**irm, **N**etwork **F**irms and members of the **A**udit **T**eam or **R**eview **T**eam. In certain circumstances involving **A**ssurance **E**ngagements where the assurance report includes a restriction on use and distribution and provided certain conditions are met, the **I**ndependence requirements in this section may be modified as provided in 291.21 to 291.27.
- 291.2 Assurance **E**ngagements 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) issued by the International Auditing and Assurance Standards Board describes the elements and objectives of an **A**ssurance **E**ngagement and identifies **engagements to which International Standards on Assurance Engagements (ISAEs) apply**. For a description of the elements and objectives of an **A**ssurance **E**ngagement, refer to the Assurance Framework. Deleted: E
- 291.3 Compliance with the fundamental principle of objectivity requires being independent of **A**ssurance **C**lients. In the case of **A**ssurance **E**ngagements, it is in the public interest and, therefore, required by this Code of Ethics, that members of **A**ssurance **T**eams and **F**irms be independent of **A**ssurance **C**lients and that any threats that the **F**irm has reason to believe are created by a **N**etwork **F**irm's interests and relationships be evaluated. In addition, when the **A**ssurance **T**eam knows or has reason to believe that a relationship or circumstance involving a **R**elated **E**ntity of the **A**ssurance **C**lient is relevant to the evaluation of the Firm's **I**ndependence from the **client**, the **A**ssurance **T**eam shall include that **R**elated **E**ntity when identifying and evaluating threats to **I**ndependence and applying appropriate safeguards. Deleted: C

A Conceptual Framework Approach to Independence

- 291.4 The objective of this section is to assist **F**irms and members of **A**ssurance **T**eams in applying the conceptual framework approach described below to achieving and maintaining **I**ndependence.

- 291.5 Independence comprises:

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 **s**cepticism. Deleted: k

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, weighing all the specific facts and circumstances, that a **F**irm's, or a member of the **A**ssurance **T**eam's, integrity, objectivity or professional **s**cepticism has been compromised. Deleted: k

- 291.6 The conceptual framework approach shall be applied by [Members](#) to:
- Identify threats to [Independence](#);
 - Evaluate the significance of the threats identified; and
 - Apply safeguards when necessary to eliminate the threats or reduce them to an [Acceptable Level](#).

When the [Member](#) determines that appropriate safeguards are not available or cannot be applied to eliminate the threats or reduce them to an [Acceptable Level](#), the [Member](#) shall eliminate the circumstance or relationship creating the threats or decline or terminate the [Assurance Engagement](#).

A [Member](#) shall use professional judgment in applying this conceptual framework.

- 291.7 Many different circumstances, or combinations of circumstances, may be relevant in assessing threats to [Independence](#). It is impossible to define every situation that creates threats to [Independence](#) and to specify the appropriate action. Therefore, this Code establishes a conceptual framework that requires [Firms](#) and members of [Assurance Teams](#) to identify, evaluate, and address threats to [Independence](#). The conceptual framework approach assists [Members](#) in [Public Practice](#) in complying with the ethical requirements in this Code. It accommodates many variations in circumstances that create threats to [Independence](#) and can deter a [Member](#) from concluding that a situation is permitted if it is not specifically prohibited.

- 291.8 Paragraphs 291.100 and onwards describe how the conceptual framework approach to [Independence](#) is to be applied. These paragraphs do not address all the circumstances and relationships that create or may create threats to [Independence](#).

- 291.9 In deciding whether to accept or continue an [engagement](#), or whether a particular individual may be a member of the [Assurance Team](#), a [Firm](#) shall identify and evaluate any threats to [Independence](#). If the threats are not at an [Acceptable Level](#), and the decision is whether to accept an [engagement](#) or include a particular individual on the [Assurance Team](#), the [Firm](#) shall determine whether safeguards are available to eliminate the threats or reduce them to an [Acceptable Level](#). If the decision is whether to continue an [engagement](#), the [Firm](#) shall determine whether any existing safeguards will continue to be effective to eliminate the threats or reduce them to an [Acceptable Level](#) or whether other safeguards will need to be applied or whether the [engagement](#) needs to be terminated. Whenever new information about a threat comes to the attention of the [Firm](#) during the [engagement](#), the [Firm](#) shall evaluate the significance of the threat in accordance with the conceptual framework approach.

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- 291.10 Throughout this section, reference is made to the significance of threats to [Independence](#). In evaluating the significance of a threat, qualitative as well as quantitative factors shall be taken into account.

- 291.11 This section does not, in most cases, prescribe the specific responsibility of individuals within the [Firm](#) for actions related to [Independence](#) because responsibility may differ depending on the size, structure and organisation of a [Firm](#). The [Firm](#) is required by International Standards on Quality Control to establish policies and procedures designed to provide it with reasonable assurance that [Independence](#) is maintained when required by relevant ethical standards.

Assurance Engagements

- 291.12 As further explained in the Assurance Framework, in an Assurance Engagement the Member 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.
- 291.13 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 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 COSO² or CoCo³ (criteria), to internal control, a process (subject matter).
- 291.14 Assurance Engagements may be assertion-based or direct reporting. In either case, they involve three separate parties: a Member in Public Practice, a responsible party and intended users.
- 291.15 In an assertion-based Assurance Engagement, the evaluation or measurement of the subject matter is performed by the responsible party, and the subject matter information is in the form of an assertion by the responsible party that is made available to the intended users.
- 291.16 In a direct reporting Assurance Engagement, the Member in Public Practice either directly performs the evaluation or measurement of the subject matter, or 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.

AUST291.16.1 The Australian Auditing and Assurance Standards Board has issued *Framework for Assurance Engagements* which describes the nature of an Assurance Engagement. To obtain a full understanding of the objectives and elements of an Assurance Engagement it is necessary to refer to the full text of that document.

Comment 35

The previous AUST paragraphs AUST290.7.2 to AUST290.7.4 have been removed in preference for a generic reference in AUST291.16.1 (as redrafted).

Nature of Amendment/Source: Provides an overview of assurance engagements.

July 2010 Board Decision – retain AUST291.16.1 as drafted.

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² “Internal Control – Integrated Framework” The Committee of Sponsoring Organizations of the Treadway Commission.

³ “Guidance on Assessing Control – The CoCo Principles” Criteria of Control Board, The Canadian Institute of Chartered Accountants.

Assertion-based Assurance Engagements

291.17 In an assertion-based Assurance Engagement, 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 may be responsible for the subject matter). Such Independence requirements prohibit certain relationships between members of the Assurance Team and (a) Directors or Officers, and (b) individuals at the client in a position to exert significant influence over the subject matter information. Also, a determination shall be made as to whether threats to Independence are created by relationships with individuals at the client in a position to exert significant influence over the subject matter of the engagement. An evaluation shall be made of the significance of any threats that the Firm has reason to believe are created by Network Firm⁴ interests and relationships.

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July 2010 Board Decision – reinstate previously removed IESBA text and remove insertion.

291.18 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 may not be responsible for the subject matter. For example, when a Member in Public Practice 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, the environmental consultant is the responsible party for the subject matter information but the company is responsible for the subject matter (the sustainability practices).

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291.19 In assertion-based Assurance Engagements 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). In addition, an evaluation shall be made of any threats the Firm has reason to believe are created by interests and relationships between a member of the Assurance Team, the Firm, a Network Firm and the party responsible for the subject matter.

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Direct reporting Assurance Engagements

291.20 In a direct reporting Assurance Engagement, the members of the Assurance Team and the Firm shall be independent of the Assurance Client (the party responsible for the subject matter). An evaluation shall also be made of any threats the Firm has reason to believe are created by Network Firm interests and relationships.

⁴ See paragraphs 290.13 to 290.24 for guidance on what constitutes a Network Firm.

Reports that Include a Restriction on Use and Distribution

291.21 In certain circumstances where the assurance report includes a restriction on use and distribution, and provided the conditions in this paragraph and in 291.22 are met, the **I**ndependence requirements in this section may be modified. The modifications to the requirements of Section 291 are permitted if the intended users of the report (a) are knowledgeable as to the purpose, subject matter information and limitations of the report and (b) explicitly agree to the application of the modified **I**ndependence requirements. Knowledge as to the purpose, subject matter information, and limitations of the report may be obtained by the intended users through their participation, either directly or indirectly through their representative who has the authority to act for the intended users, in establishing the nature and scope of the **e**ngagement. Such participation enhances the ability of the **F**irm to communicate with intended users about **I**ndependence matters, including the circumstances that are relevant to the evaluation of the threats to **I**ndependence and the applicable safeguards necessary to eliminate the threats or reduce them to an **A**cceptable **L**evel, and to obtain their agreement to the modified **I**ndependence requirements that are to be applied.

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291.22 The **F**irm shall communicate (for example, in an **e**ngagement letter) with the intended users regarding the **I**ndependence requirements that are to be applied with respect to the provision of the **A**ssurance **E**ngagement. Where the intended users are a class of users (for example, lenders in a syndicated loan arrangement) who are not specifically identifiable by name at the time the **e**ngagement terms are established, such users shall subsequently be made aware of the **I**ndependence requirements agreed to by the representative (for example, by the representative making the **F**irm's **e**ngagement letter available to all users).

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291.23 If the **F**irm also issues an assurance report that does not include a restriction on use and distribution for the same **c**lient, the provisions of paragraphs 291.25 to 291.27 do not change the requirement to apply the provisions of paragraphs 291.1 to 291.159 to that **A**ssurance **E**ngagement. If the **F**irm also issues an audit report, whether or not it includes a restriction on use and distribution, for the same **c**lient, the provisions of Section 290 shall apply to that **A**udit **E**ngagement.

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291.24 The modifications to the requirements of Section 291 that are permitted in the circumstances set out above are described in paragraphs 291.25 to 291.27. Compliance in all other respects with the provisions of Section 291 is required.

291.25 When the conditions set out in paragraphs 291.21 and 291.22 are met, the relevant provisions set out in paragraphs 291.104 to 291.134 apply to all members of the Engagement Team, and their Immediate and Close Family members. In addition, a determination shall be made as to whether threats to Independence are created by interests and relationships between the Assurance Client and the following other members of the Assurance Team:

- Those who provide consultation regarding technical or industry specific issues, transactions or events; and
- Those who provide quality control for the engagement, including those who perform the Engagement Quality Control Review.

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An evaluation shall also be made, by reference to the provisions set out in paragraphs 291.104 to 291.134, of 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, including 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.

291.26 Even though the conditions set out in paragraphs 291.21 to 291.22 are met, if the Firm had a material Financial Interest, whether direct or indirect, in the Assurance Client, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Accordingly, the Firm shall not have such a Financial Interest. In addition, the Firm shall comply with the other applicable provisions of this section described in paragraphs 291.113 to 291.159.

291.27 An evaluation shall also be made of any threats that the Firm has reason to believe are created by Network Firm interests and relationships.

Multiple Responsible Parties

291.28 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 this section to each responsible party in such engagements, the Firm may take into account whether an interest or relationship between the Firm, or a member of the Assurance Team, 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 will take into account factors such as:

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

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

Documentation

291.29 Documentation provides evidence of the Member's judgments in forming conclusions regarding compliance with Independence requirements. The absence of documentation is not a determinant of whether a Firm considered a particular matter nor whether it is independent.

The Member shall document conclusions regarding compliance with Independence requirements, and the substance of any relevant discussions that support those conclusions. Accordingly:

- (a) When safeguards are required to reduce a threat to an Acceptable Level, the Member shall document the nature of the threat and the safeguards in place or applied that reduce the threat to an Acceptable Level; and
- (b) When a threat required significant analysis to determine whether safeguards were necessary and the Member concluded that they were not because the threat was already at an Acceptable Level, the Member shall document the nature of the threat and the rationale for the conclusion.

AUST(c) Where a Member identifies multiple threats to independence which accumulate to create a significant threat to the Member's independence, the Member shall document the nature of the threats and safeguards in place or applied that reduce the threats to an Acceptable Level.

Comment 37

Retain and modify to indicate that the Code applies to threats to independence that are individually less significant but accumulate to a significant threat – as per Board decision on 10 May 2010. This paragraph is the same as AUST290.29.1.

Nature of Amendment/Source: Australian context/requirement to produce documentation and analysis where less significant threats cumulatively becomes a significant threat – as per May 2010 Board decision.

July 2010 Board Decision – retain but not as separate AUST paragraph, redraft as AUST subparagraph (c) of paragraph 291.29.

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Deleted: This documentation referred to in paragraph 290.29

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Engagement Period

291.30 Independence from the Assurance Client is required both during the engagement period and the period covered by the subject matter information. The engagement period starts when the Assurance Team begins to perform assurance services with respect to the particular engagement. The engagement period ends when the assurance report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has terminated or the issuance of the final assurance report.

291.31 When 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:

- 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
- Previous services provided to the Assurance Client.

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291.32 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 any threat to Independence created by the service. If any threat is not at an Acceptable Level, the Assurance Engagement shall only be accepted if safeguards are applied to eliminate any threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- Not including personnel who provided the non-assurance service as members of the Assurance Team;
- Having a Member review the assurance and non-assurance work as appropriate; or
- 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 it to take responsibility for the service.

However, if the non-assurance service has not been completed and it is not practical to complete or terminate the service before the commencement of Professional Services in connection with the Assurance Engagement, the Firm shall only accept the Assurance Engagement if it is satisfied:

- The non-assurance service will be completed within a short period of time; or
- The client has arrangements in place to transition the service to another provider within a short period of time.

During the service period, safeguards shall be applied when necessary. In addition, the matter shall be discussed with Those Charged with Governance.

Comment 41

Retain – the additional guidance in this paragraph reminds Members of the need to establish and maintain quality control systems to aid their assessment of independence.

Nature of Amendment/Source: Additional guidance.

July 2010 Board Decision – remove AUST291.32.1 (previously paragraph 290.47.1).

Other Considerations

291.33 There may be occasions when there is an inadvertent violation of this section. If such an inadvertent violation occurs, it generally will be deemed not to compromise Independence provided the Firm has appropriate quality control policies and procedures in place equivalent to those required by APES 320 *Quality Control for Firms*, to maintain Independence and, once discovered, the violation is corrected promptly and any necessary safeguards are applied to eliminate any threat or reduce it to an Acceptable Level.

AUST291.33.1 The Firm shall document and discuss an inadvertent violation of this section with Those Charged with Governance unless the inadvertent violation is trivial and inconsequential.

July 2010 Board Decision – remove 2006 insertions and replace International reference with reference to APES 320 to make 291.33 identical to 290.39. A new paragraph AUST291.33.1 has been inserted for consistency.

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Deleted: AUST290.47.1AUST291.32.1 . Because of the changing status of businesses, potential services that can be provided to an Assurance Client and changes in personnel engaged on Assurance Engagements the review and assessment of Independence is an ongoing process. Firms should ensure that they have established rigorous quality control systems to monitor changes in client business activities and the services provided to Assurance Clients so as to ensure Independence is assured at all times.

Deleted: International Standards on Quality Control

Deleted: The Firm shall determine whether to discuss the matter with Those Charged with Governance.

Paragraphs 291.34 to 291.99 are intentionally left blank.

Application of the Conceptual Framework Approach to Independence

- 291.100 Paragraphs 291.104 to 291.159 describe specific circumstances and relationships that create or may create threats to **I**ndependence. The paragraphs describe the potential threats and the types of safeguards that may be appropriate to eliminate the threats or reduce them to an **A**cceptable **L**evel and identify certain situations where no safeguards could reduce the threats to an **A**cceptable **L**evel. The paragraphs do not describe all of the circumstances and relationships that create or may create a threat to **I**ndependence. The **F**irm and the members of the **A**ssurance **T**eam shall evaluate the implications of similar, but different, circumstances and relationships and determine whether safeguards, including the safeguards in paragraphs [200.11 to 200.15](#) can be applied when necessary to eliminate the threats to **I**ndependence or reduce them to an **A**cceptable **L**evel.
- 291.101 The paragraphs demonstrate how the conceptual framework approach applies to **A**ssurance **E**ngagements and are to be read in conjunction with paragraph 291.28 which explains that, in the majority of **A**ssurance **E**ngagements, there is one responsible party and that responsible party is the **A**ssurance **C**lient. However, in some **A**ssurance **E**ngagements there are two or more responsible parties. In such circumstances, an evaluation shall be made of any threats the **F**irm has reason to believe are created by interests and relationships between a member of the **A**ssurance **T**eam, the **F**irm, a **N**etwork **F**irm and the party responsible for the subject matter. For assurance reports that include a restriction on use and distribution, the paragraphs are to be read in the context of paragraphs 291.21 to 291.27.
- 291.102 Interpretation 2005-01 provides further guidance on applying the **I**ndependence requirements contained in this section to **A**ssurance **E**ngagements.
- 291.103 Paragraphs 291.104 to 291.120 contain references to the materiality of a **F**inancial **I**nterest, loan, or guarantee, or the significance of a business relationship. For the purpose of determining whether such an interest is material to an individual, the combined net worth of the individual and the individual's **I**mmEDIATE **F**AMILY members may be taken into account.

Comment [eh14]: Technical Staff to communicate with IESBA staff advising of the apparent error – reference should be to paragraphs 200.11 to 200.15.

Deleted: 200.11 to 200.14

Financial Interests

- 291.104 Holding a **F**inancial **I**nterest in an **A**ssurance **C**lient may create a self-interest threat. The existence and significance of any threat created depends on: (a) the role of the person holding the **F**inancial **I**nterest, (b) whether the **F**inancial **I**nterest is direct or indirect, and (c) the materiality of the **F**inancial **I**nterest.
- 291.105 Financial **I**nterests may be held through an intermediary (e.g. a collective investment vehicle, estate or trust). The determination of whether such **F**inancial **I**nterests are direct or indirect will depend upon whether the beneficial owner has control over the investment vehicle or the ability to influence its investment decisions. When control over the investment vehicle or the ability to influence investment decisions exists, this Code defines that **F**inancial **I**nterest to be a **D**irect **F**inancial **I**nterest. Conversely, when the beneficial owner of the **F**inancial **I**nterest has no control over the investment vehicle or ability to influence its investment decisions, this Code defines that **F**inancial **I**nterest to be an **I**ndirect **F**inancial **I**nterest.

291.106 If a member of the Assurance Team, a member of that individual's Immediate Family, or a Firm has a Direct Financial Interest or a material Indirect Financial Interest in the Assurance Client, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Therefore, none of the following shall have a Direct Financial Interest or a material Indirect Financial Interest in the Client: a member of the Assurance Team; a member of that individual's Immediate Family member; or the Firm.

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291.107 When a member of the Assurance Team 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, a self-interest threat is created. The significance of the threat will depend on factors such as

- The nature of the relationship between the member of the Assurance Team and the Close Family member; and
- The materiality of the Financial Interest to the Close Family member.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- 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 Member review the work of the member of the Assurance Team; or
- Removing the individual from the Assurance Team.

291.108 If a member of the Assurance Team, a member of that individual's Immediate Family, or a Firm has a direct or material Indirect Financial Interest in an entity that has a controlling interest in the Assurance Client, and the Client is material to the entity, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Therefore, none of the following shall have such a Financial Interest: a member of the Assurance Team; a member of that individual's Immediate Family; and the Firm.

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291.109 The holding by a Firm or a member of the Assurance Team, or a member of that individual's Immediate Family, of a Direct Financial Interest or a material Indirect Financial Interest in the Assurance Client as a trustee creates a self-interest threat. Such an interest shall not be held unless:

- (a) Neither the trustee, nor an Immediate Family member of the trustee, nor the Firm are beneficiaries of the trust;
- (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) The trustee, an Immediate Family member of the trustee, or the Firm cannot significantly influence any investment decision involving a Financial Interest in the Assurance Client.

291.110 Members of the Assurance Team shall determine whether a self-interest threat is created by any known Financial Interests in the Assurance Client held by other individuals including:

- Partners and professional employees of the Firm, other than those referred to above, or their Immediate Family members; and
- Individuals with a close personal relationship with a member of the Assurance Team.

Whether these interests create a self-interest threat will depend on factors such as:

- The Firm's organisational, operating and reporting structure; and
- The nature of the relationship between the individual and the member of the Assurance Team.

The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Removing the member of the Assurance Team with the personal relationship from the Assurance Team;
- Excluding the member of the Assurance Team from any significant decision-making concerning the Assurance Engagement; or
- Having a Member review the work of the member of the Assurance Team.

291.111 If a Firm, a member of the Assurance Team, or an Immediate Family member of the individual, receives a Direct Financial Interest or a material Indirect Financial Interest in an Assurance Client, for example, by way of an inheritance, gift or as a result of a merger, and such interest would not be permitted to be held under this section, then:

- (a) If the interest is received by the Firm, the Financial Interest shall be disposed of immediately, or 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 a member of the Assurance Team, or a member 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.

291.112 When an inadvertent violation of this section as it relates to a **Financial Interest** in an **Assurance Client** occurs, it is deemed not to compromise **Independence** if:

- (a) The **Firm** has established policies and procedures that require prompt notification to the **Firm** of any breaches resulting from the purchase, inheritance or other acquisition of a **Financial Interest** in the **Assurance Client**;
- (b) The actions taken in paragraph 291.111(a) – (b) are taken as applicable; and
- (c) The **Firm** applies other safeguards when necessary to reduce any remaining threat to an **Acceptable Level**. Examples of such safeguards include:
 - (i) Having a **Member** review the work of the member of the **Assurance Team**; or
 - (ii) Excluding the individual from any significant decision-making concerning the **Assurance Engagement**.

The **Firm** shall determine whether to discuss the matter with **Those Charged with Governance**.

AUST291.112.1 The Firm shall document and discuss an inadvertent violation of this section with Those Charged with Governance unless the inadvertent violation is trivial and inconsequential.

July 2010 Board Decision – renumber this paragraph as AUST291.112.1 and reinstate IESBA text – final sentence of paragraph 291.112 (same approach as paragraphs 290.117 and AUST290.117.1).

Loans and Guarantees

291.113 A loan, or a guarantee of a loan, to a member of the **Assurance Team**, or a member of that individual's **Immediate Family**, or the **Firm** from an **Assurance Client** that is a bank or similar institution, may create a threat to **Independence**. If the loan or guarantee is not made under normal lending procedures, terms and conditions, a self-interest threat would be created that would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Accordingly, neither a member of the **Assurance Team**, a member of that individual's **Immediate Family**, nor a **Firm** shall accept such a loan or guarantee.

291.114 If a loan to a **Firm** 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 may be possible to apply safeguards to reduce the self-interest threat to an **Acceptable Level**. An example of such a safeguard is having the work reviewed by a **Member** from a **Network Firm** that is neither involved with the **Assurance Engagement** nor received the loan.

291.115 A loan, or a guarantee of a loan, from an **Assurance Client** that is a bank or a similar institution to a member of the **Assurance Team**, or a member of that individual's **Immediate Family**, does not create a threat to **Independence** if the loan or guarantee is made under normal lending procedures, terms and conditions. Examples of such loans include home mortgages, bank overdrafts, car loans and credit card balances.

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291.116 If the Firm or a member of the Assurance Team, or a member of that individual's Immediate Family, accepts a loan from, or has a borrowing guaranteed by, an Assurance Client that is not a bank or similar institution, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level, unless the loan or guarantee is immaterial to both the Firm, or the member of the Assurance Team and the Immediate Family member, and the client.

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291.117 Similarly, if the Firm, or a member of the Assurance Team, or a member of that individual's Immediate Family, makes or guarantees a loan to an Assurance Client, the self-interest threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level, unless the loan or guarantee is immaterial to both the Firm, or the member of the Assurance Team and the Immediate Family member, and the client.

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291.118 If a Firm or a member of the Assurance Team, or a member of that individual's Immediate Family, has deposits or a brokerage account with an Assurance Client that is a bank, broker, or similar institution, a threat to Independence is not created if the deposit or account is held under normal commercial terms.

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Comment 42

Retain the amendment to paragraphs 291.113 to 291.116 and 291.118 – “financial institution” as per existing APES 110. Although the term is not proposed to be defined in the revised APES 110, a definition can be added to AUST definitions if necessary.

Nature of Amendment/Source: Terminology/Australian context – replaces “bank or similar institution” with “financial institution”. [Relevant associated sections in the Corporations Act 2001 include: ss 324CF(5), 324CH(1) and 324CH(5)].

July 2010 Board Decision – reinstate IESBA text, remove 2006 “financial institution” insertion.

Business Relationships

291.119 A close business relationship between a Firm, or a member of the Assurance Team, or a member of that individual's Immediate Family, and the Assurance Client or its management arises from a commercial relationship or common Financial Interest and may create self-interest or intimidation threats. Examples of such relationships include:

- Having a Financial Interest in a joint venture with either the client or a controlling owner, Director or Officer or other individual who performs senior managerial activities for that client.
- Arrangements to combine one or more services or products of the Firm 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.

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Unless any **Financial Interest** is immaterial and the business relationship is insignificant to the **Firm** and the **client** or its management, the threat created would be so significant that no safeguards could reduce the threat to an **Acceptable Level**. Therefore, unless the **Financial Interest** is immaterial and the business relationship is insignificant, the business relationship shall not be entered into, or shall be reduced to an insignificant level or terminated.

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In the case of a member of the **Assurance Team**, unless any such **Financial Interest** is immaterial and the relationship is insignificant to that member, the individual shall be removed from the **Assurance Team**.

If the business relationship is between an **Immediate Family** member of a member of the **Assurance Team** and the **Assurance Client** or its management, the significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**.

291.120 The purchase of goods and services from an **Assurance Client** by the **Firm**, or a member of the **Assurance Team**, or a member of that individual's **Immediate Family**, does not generally create a threat to **Independence** if the transaction is in the normal course of business and at arm's length. However, such transactions may be of such a nature or magnitude that they create a self-interest threat. The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **Acceptable Level**. Examples of such safeguards include:

- Eliminating or reducing the magnitude of the transaction; or
- Removing the individual from the **Assurance Team**.

Family and Personal Relationships

291.121 Family and personal relationships between a member of the **Assurance Team** and a **Director** or **Officer** or certain employees (depending on their role) of the **Assurance Client**, may create self-interest, familiarity or intimidation threats. The existence and significance of any threats will depend on a number of factors, including 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.

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291.122 When an **Immediate Family** member of a member of the **Assurance Team** is:

- (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**,

or was in such a position during any period covered by the **engagement** or the subject matter information, the threats to **Independence** can only be reduced to an **Acceptable Level** by removing the individual from the **Assurance Team**. The closeness of the relationship is such that no other safeguards could reduce the threat to an **Acceptable Level**. Accordingly, no individual who has such a relationship shall be a member of the **Assurance Team**.

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291.123 Threats to **I**ndependence are created when an **I**mmEDIATE **F**amily member of a member of the **A**ssurance **T**eam is an employee in a position to exert significant influence over the subject matter of the **e**ngagement. The significance of the threats will depend on factors such as:

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- The position held by the **I**mmEDIATE **F**amily member; and
- The role of the professional on the **A**ssurance **T**eam.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **A**ceptable **L**evel. Examples of such safeguards include:

- Removing the individual from the **A**ssurance **T**eam; or
- Structuring the responsibilities of the **A**ssurance **T**eam so that the professional does not deal with matters that are within the responsibility of the **I**mmEDIATE **F**amily member.

291.124 Threats to **I**ndependence are created when a **C**lose **F**amily member of a member of the **A**ssurance **T**eam is:

- A **D**irector or **O**fficer of the **A**ssurance **C**lient; or
- An employee in a position to exert significant influence over the subject matter information of the **A**ssurance **E**ngagement.

The significance of the threats will depend on factors such as:

- The nature of the relationship between the member of the **A**ssurance **T**eam and the **C**lose **F**amily member;
- The position held by the **C**lose **F**amily member; and
- The role of the professional on the **A**ssurance **T**eam.

The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **A**ceptable **L**evel. Examples of such safeguards include:

- Removing the individual from the **A**ssurance **T**eam; or
- Structuring the responsibilities of the **A**ssurance **T**eam so that the professional does not deal with matters that are within the responsibility of the **C**lose **F**amily member.

291.125 Threats to **I**ndependence are created when a member of the **A**ssurance **T**eam has a close relationship with a person who is not an **I**mmEDIATE or **C**lose **F**amily member, but who is a **D**irector or **O**fficer or an employee in a position to exert significant influence over the subject matter information of the **A**ssurance **E**ngagement. A member of the **A**ssurance **T**eam who has such a relationship shall consult in accordance with **F**irm policies and procedures. The significance of the threats will depend on factors such as:

- The nature of the relationship between the individual and the member of the **A**ssurance **T**eam;
- The position the individual holds with the **c**lient; and
- The role of the professional on the **A**ssurance **T**eam.

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The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- Removing the professional from the Assurance Team; or
- Structuring the responsibilities of the Assurance Team so that the professional does not deal with matters that are within the responsibility of the individual with whom the professional has a close relationship.

291.126 Self-interest, familiarity or intimidation threats may be created by a personal or family relationship between (a) a partner or employee of the Firm who is not a member of the Assurance Team 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. The existence and significance of any threat will depend on factors such as:

- 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 Assurance Team;
- The position of the partner or employee within the Firm; and
- The role of the individual within the client.

The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Structuring the partner's or employee's responsibilities to reduce any potential influence over the Assurance Engagement; or
- Having a Member review the relevant assurance work performed.

291.127 When an inadvertent violation of this section as it relates to family and personal relationships occurs, it is deemed not to compromise Independence if:

- (a) The Firm has established policies and procedures that require prompt notification to the Firm of any breaches resulting from changes in the employment status of their Immediate or Close Family members or other personal relationships that create threats to Independence;
- (b) The inadvertent violation relates to an Immediate Family member of a member of the Assurance Team becoming a Director or Officer of the Assurance Client or being in a position to exert significant influence over the subject matter information of the Assurance Engagement, and the relevant professional is removed from the Assurance Team; and
- (c) The Firm applies other safeguards when necessary to reduce any remaining threat to an Acceptable Level. Examples of such safeguards include:
 - Having a Member review the work of the member of the Assurance Team; or
 - Excluding the relevant professional from any significant decision-making concerning the engagement.

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The Firm shall determine whether to discuss the matter with Those Charged with Governance.

Employment with Assurance Clients

291.128 Familiarity or intimidation threats may be created if a Director or Officer of the Assurance Client, or an employee who is in a position to exert significant influence over the subject matter information of the Assurance Engagement, has been a member of the Assurance Team or partner of the Firm.

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291.129 If a former member of the Assurance Team or partner of the Firm has joined the Assurance Client in such a position, the existence and significance of any familiarity or intimidation threats will depend on factors such as:

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- (a) The position the individual has taken at the client;
- (b) Any involvement the individual will have with the Assurance Team;
- (c) The length of time since the individual was a member of the Assurance Team or partner of the Firm; and
- (d) The former position of the individual within the Assurance Team or Firm, for example, whether the individual was responsible for maintaining regular contact with the client's management or Those Charged with Governance.

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In all cases the individual shall not continue to participate in the Firm's business or professional activities.

The significance of any threats created shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level.

Examples of such safeguards include:

- Making arrangements such that the individual is not entitled to any benefits or payments from the Firm, unless made in accordance with fixed pre-determined arrangements.
- Making arrangements such that any amount owed to the individual is not material to the Firm;
- Modifying the plan for the Assurance Engagement;
- Assigning individuals to the Assurance Team who have sufficient experience in relation to the individual who has joined the client; or
- Having a Member review the work of the former member of the Assurance Team.

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291.130 If a former partner of the Firm has previously joined an entity in such a position and the entity subsequently becomes an Assurance Client of the Firm, the significance of any threats to Independence shall be evaluated and safeguards applied when necessary, to eliminate the threat or reduce it to an Acceptable Level.

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291.131 A self-interest threat is created when a member of the Assurance Team participates in the Assurance Engagement while knowing that the member of the Assurance Team will, or may, join the client some time in the future. Firm policies and procedures shall require members of an Assurance Team to notify the Firm when entering employment negotiations with the client. On receiving such notification, the significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. Examples of such safeguards include:

- Removing the individual from the Assurance Team; or
- A review of any significant judgments made by that individual while on the team.

Recent Service with an Assurance Client

291.132 Self-interest, self-review or familiarity threats may be created if a member of the Assurance Team has recently served as a Director, Officer, or employee of the Assurance Client. This would be the case when, for example, a member of the Assurance Team has to evaluate elements of the subject matter information the member of the Assurance Team had prepared while with the client.

291.133 If, during the period covered by the assurance report, a member of the Assurance Team had served as Director or Officer of the Assurance Client, or was an employee in a position to exert significant influence over the subject matter information of the Assurance Engagement, the threat created would be so significant that no safeguards could reduce the threat to an Acceptable Level. Consequently, such individuals shall not be assigned to the Assurance Team.

291.134 Self-interest, self-review or familiarity threats may be created if, before the period covered by the assurance report, a member of the Assurance Team had served as Director or Officer of the Assurance Client, or was an employee in a position to exert significant influence over the subject matter information of the Assurance Engagement. For example, such threats 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. The existence and significance of any threats will depend on factors such as:

- The position the individual held with the client;
- The length of time since the individual left the client; and
- The role of the professional on the Assurance Team.

The significance of any threat shall be evaluated and safeguards applied when necessary to reduce the threat to an Acceptable Level. An example of such a safeguard is conducting a review of the work performed by the individual as part of the Assurance Team.

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Serving as a Director or Officer of an Assurance Client

291.135 If a partner or employee of the Firm serves a Director or Officer of an Assurance Client, the self-review and self-interest threats would be so significant that no safeguards could reduce the threats to an Acceptable Level. Accordingly, no partner or employee shall serve as a Director or Officer of an Assurance Client.

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291.136 The position of Company Secretary has different implications in different jurisdictions. Duties may 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. Generally, this position is seen to imply a close association with the entity.

Comment 51

Retain removal – these provisions are not applicable in the Australian context.

Nature of Amendment/Source: In 2006 the Board deleted this paragraph.

July 2010 Board Decision – reinstate IESBA paragraph 291.136 and insert a new AUST paragraph (refer AUST291.137.1) to clarify that the situation described in paragraph 291.136 is not permitted in Australia (same approach taken in relation to paragraphs 290.147 and AUST290.148.1).

291.137 The position of Company Secretary has different implications in different jurisdictions. Duties may 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. Generally, this position is seen to imply a close association with the entity. If a Partner or employee of the Firm serves as Company Secretary for an Assurance Client, self-review and advocacy threats are created that would generally be so significant that no safeguards could reduce the threats to an Acceptable Level. Despite paragraph 291.135, when this practice is specifically permitted under local law, professional rules or practice, and provided management makes all relevant decisions, the duties and activities shall be limited to those of a routine and administrative nature, such as preparing minutes and maintaining statutory returns. In those circumstances, the significance of any threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level.

Comment 52

Retain removal – these provisions are not applicable in the Australian context.

Nature of Amendment/Source: In 2006 the Board deleted this paragraph.

July 2010 Board Decision – reinstate IESBA paragraph 291.137.

AUST291.137.1 In Australia, as the company secretary is an Officer of the company, a Member shall not act in the position of the company secretary of an Assurance Client because the self-review and self-interest threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. Accordingly, no partner or employee of a Firm shall serve as a company secretary of an Assurance Client.

Comment [eh15]: Modelled on AUST290.148.1.

291.138 Performing routine administrative services to support a company secretarial function or providing advice in relation to company secretarial administration matters does not generally create threats to **I**ndependence, as long as **C**lient management makes all relevant decisions.

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Long Association of Senior Personnel with Assurance Clients

291.139 Familiarity and self-interest threats are created by using the same senior personnel on an **A**ssurance **E**ngagement over a long period of time. The significance of the threats will depend on factors such as:

- How long the individual has been a member of the **A**ssurance **T**eam;
- The role of the individual on the **A**ssurance **T**eam;
- The structure of the **F**irm;
- The nature of the **A**ssurance **E**ngagement;
- Whether the **C**lient's management team has changed; and
- Whether the nature or complexity of the subject matter information has changed.

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The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an **A**cceptable **L**evel. Examples of such safeguards include:

- Rotating the senior personnel off the **A**ssurance **T**eam;
- Having a **M**ember who was not a member of the **A**ssurance **T**eam review the work of the senior personnel; or
- Regular independent internal or external quality reviews of the **E**ngagement.

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Provision of Non-assurance Services to Assurance Clients

291.140 Firms have traditionally provided to their **A**ssurance **C**lients a range of non-assurance services that are consistent with their skills and expertise. Providing non-assurance services may, however, create threats to the **I**ndependence of the **F**irm or members of the **A**ssurance **T**eam. The threats created are most often self-review, self-interest and advocacy threats.

291.141 When specific guidance on a particular non-assurance service is not included in this section, the conceptual framework shall be applied when evaluating the particular circumstances.

291.142 Before the **F**irm accepts an **E**ngagement to provide a non-assurance service to an **A**ssurance **C**lient, a determination shall be made as to whether providing such a service would create a threat to **I**ndependence. In evaluating the significance of any threat created by a particular non-assurance service, consideration shall be given to any threat that the **A**ssurance **T**eam has reason to believe is created by providing other related non-assurance services. If a threat is created that cannot be reduced to an **A**cceptable **L**evel by the application of safeguards the non-assurance service shall not be provided.

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Management Responsibilities

291.143 Management of an entity performs many activities in managing the entity in the best interests of stakeholders of the entity. It is not possible to specify every activity that is a management responsibility. However, management responsibilities involve leading and directing an entity, including making significant decisions regarding the acquisition, deployment and control of human, financial, physical and intangible resources.

291.144 Whether an activity is a management responsibility depends on the circumstances and requires the exercise of judgment. Examples of activities that would generally be considered a management responsibility include:

- Setting policies and strategic direction;
- Directing and taking responsibility for the actions of the entity's employees;
- Authorising transactions;
- Deciding which recommendations of the Firm or other third parties to implement; and
- Taking responsibility for designing, implementing and maintaining internal control.

291.145 Activities that are routine and administrative, or involve matters that are insignificant, generally are deemed not to be a management responsibility. For example, executing an insignificant transaction that has been authorised by management or monitoring the dates for filing statutory returns and advising an Assurance Client of those dates is deemed not to be a management responsibility. Further, providing advice and recommendations to assist management in discharging its responsibilities is not assuming a management responsibility.

291.146 Assuming a management responsibility for an Assurance Client may create threats to Independence. If a Firm were to assume a management responsibility as part of the assurance service, the threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. Accordingly, in providing assurance services to an Assurance Client, a Firm shall not assume a management responsibility as part of the assurance service. If the Firm assumes a management responsibility as part of any other services provided to the Assurance Client, it shall ensure that the responsibility is not related to the subject matter and subject matter information of an Assurance Engagement provided by the Firm.

291.147 To avoid the risk of assuming a management responsibility related to the subject matter or subject matter information of the Assurance Engagement, the Firm shall be satisfied that a member of management is responsible for making the significant judgments and decisions that are the proper responsibility of management, evaluating the results of the service and accepting responsibility for the actions to be taken arising from the results of the service. This reduces the risk of the Firm inadvertently making any significant judgments or decisions on behalf of management. This risk is further reduced when the Firm gives the client the opportunity to make judgments and decisions based on an objective and transparent analysis and presentation of the issues.

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Other Considerations

- 291.148 Threats to **I**ndependence may be created when a **F**irm provides a non-assurance service related to the subject matter information of an **A**ssurance **E**ngagement. In such cases, an evaluation of the significance of the **F**irm's involvement with the subject matter information of the **e**ngagement shall be made, and a determination shall be made of whether any self-review threats that are not at an **A**cceptable **L**evel can be reduced to an **A**cceptable **L**evel by the application of safeguards.
- 291.149 A self-review threat may be created if the **F**irm is involved in the preparation of subject matter information which is subsequently the subject matter information of an **A**ssurance **E**ngagement. For example, a self-review threat would be created if the **F**irm developed and prepared prospective financial information and subsequently provided assurance on this information. Consequently, the **F**irm shall evaluate the significance of any self-review threat created by the provision of such services and apply safeguards when necessary to eliminate the threat or reduce it to an **A**cceptable **L**evel.
- 291.150 When a **F**irm performs a valuation that forms part of the subject matter information of an **A**ssurance **E**ngagement, the **F**irm shall evaluate the significance of any self-review threat and apply safeguards when necessary to eliminate the threat or reduce it to an **A**cceptable **L**evel.

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Fees

Fees—Relative Size

- 291.151 When the total fees from an **A**ssurance **C**lient represent a large proportion of the total fees of the **F**irm expressing the conclusion, the dependence on that **c**lient and concern about losing the **c**lient creates a self-interest or intimidation threat. The significance of the threat will depend on factors such as:
- The operating structure of the **F**irm;
 - Whether the **F**irm is well established or new; and
 - The significance of the **c**lient qualitatively and/or quantitatively to the **F**irm.
- The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an **A**cceptable **L**evel. Examples of such safeguards include:
- Reducing the dependency on the **c**lient;
 - External quality control reviews; or
 - Consulting a third party, such as a professional regulatory body or a **M**ember, on key assurance judgments.

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AUST291.151.1 In all cases where the fees generated by an Assurance Client exceed 15% of the Firm's total fees the following safeguards are necessary to reduce the threat to an Acceptable Level:

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- Involving an additional Member who was not part of the Assurance Team to carry out reviews of the work done, or otherwise advise as necessary;
- provide documentation of such review to the applicable professional body during quality review.

Deleted: Professional Accountant

Where an Assurance Client provides a Firm with an unduly large proportion of its total fees, the only course of action is to refuse to perform, or to withdraw from, the Assurance Engagement.

Comment 54

Retain – removal of this amendment would be a significant departure from existing Australian requirements.

Nature of Amendment/Source: [F1, Appendix 2, para 2.116].

July 2010 Board Decision – retain.

Outstanding Issue – Board to give further consideration to the reference to 15%.

Technical Staff Comment: The 15% amount is also used in the IESBA requirements for Audit Clients that are Public Interest Entities (refer paragraph 290.222) and is used in paragraph AUST290.206.1 of the existing APES 110 in respect of Assurance Clients.

291.152 A self-interest or intimidation threat is also created when the fees generated from an Assurance Client represent a large proportion of the revenue from an individual partner's clients. The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. An example of such a safeguard is having an additional Member who was not a member of the Assurance Team review the work or otherwise advise as necessary.

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Fees—Overdue

291.153 A self-interest threat may be created if fees due from an Assurance Client remain unpaid for a long time, especially if a significant part is not paid before the issue of the assurance report, if any, for the following period. Generally the Firm is expected to require payment of such fees before any such report is issued. If fees remain unpaid after the report has been issued, the existence and significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. An example of such a safeguard is having another Member who did not take part in the Assurance Engagement provide advice or review the work performed. The Firm shall determine whether the overdue fees might be regarded as being equivalent to a loan to the client and whether, because of the significance of the overdue fees, it is appropriate for the Firm to be re-appointed or continue the Assurance Engagement.

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Contingent Fees

291.154 Contingent Fees are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed by the Firm. For the purposes of this section, fees are not regarded as being contingent if established by a court or other public authority.

291.155 A **C**ontingent **F**ee charged directly or indirectly, for example through an intermediary, by a **F**irm in respect of an **A**ssurance **E**ngagement creates a self-interest threat that is so significant that no safeguards could reduce the threat to an **A**cceptable **L**evel. Accordingly, a **F**irm shall not enter into any such fee arrangement.

291.156 A **C**ontingent **F**ee charged directly or indirectly, for example through an intermediary, by a **F**irm in respect of a non-assurance service provided to an **A**ssurance **C**lient may also create a self-interest threat. 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 **A**ssurance **E**ngagement, no safeguards could reduce the threat to an **A**cceptable **L**evel. Accordingly, such arrangements shall not be accepted.

291.157 For other **C**ontingent **F**ee arrangements charged by a **F**irm for a non-assurance service to an **A**ssurance **C**lient, the existence and significance of any threats will depend on factors such as:

- The range of possible fee amounts;
- Whether an appropriate authority determines the outcome of the matter upon which the **C**ontingent **F**ee will be determined;
- The nature of the service; and
- The effect of the event or transaction on the subject matter information.

The significance of any threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an **A**cceptable **L**evel. Examples of such safeguards include:

- Having a **M**ember review the relevant assurance work or otherwise advise as necessary; or
- Using professionals who are not members of the **A**ssurance **T**eam to perform the non-assurance service.

Commissions

AUST291.157.1 The receipt of commissions or other benefits as a result of the Assurance Engagement poses a risk to Independence that cannot be resolved by safeguards other than the refusal to perform the engagement.

Deleted: AUST290.212.1

Comment 55

Retain – removal of this amendment would be a significant departure from existing Australian requirements.

Nature of Amendment/Source: [F1, Appendix 2, para 2.123].

July 2010 Board Decision – retain – consider relocating from AUST291.156.1 to before paragraph 291.158 and include under a new separate heading “Commissions”.

Gifts and Hospitality

291.158 Accepting gifts or hospitality from an Assurance Client may create self-interest and familiarity threats. If a Firm or a member of the Assurance Team accepts gifts or hospitality, unless the value is trivial and inconsequential, the threats created would be so significant that no safeguards could reduce the threats to an Acceptable Level. Consequently, a Firm or a member of the Assurance Team shall not accept such gifts or hospitality.

Actual or Threatened Litigation

291.159 When litigation takes place, or appears likely, between the Firm or a member of the Assurance Team and the Assurance Client, self-interest and intimidation threats are created. The relationship between client management and the members of the Assurance Team must be characterised by complete candour and full disclosure regarding all aspects of a client's business operations. When the Firm and the client's management are placed in adversarial positions by actual or threatened litigation, affecting management's willingness to make complete disclosures self-interest and intimidation threats are created. The significance of the threats created will depend on such factors as:

- The materiality of the litigation; and
- Whether the litigation relates to a prior Assurance Engagement.

The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate the threats or reduce them to an Acceptable Level. Examples of such safeguards include:

- If the litigation involves a member of the Assurance Team, removing that individual from the Assurance Team; or
- Having a professional review the work performed.

If such safeguards do not reduce the threats to an Acceptable Level, the only appropriate action is to withdraw from, or decline, the Assurance Engagement.

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Interpretation 2005-01 (Revised July 2009 to conform to changes resulting from the IESBA’s project to improve the clarity of the Code)

Application of Section 291 to Assurance Engagements that are not Financial Statement Audit Engagements

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This interpretation provides guidance on the application of the Independence requirements contained in Section 291 to Assurance Engagements that are not Financial Statement Audit Engagements.

This interpretation focuses on the application issues that are particular to Assurance Engagements that are not Financial Statement Audit Engagements. There are other matters noted in Section 291 that are relevant in the consideration of Independence requirements for all Assurance Engagements. For example, paragraph 291.3 states that an evaluation shall be made of any threats the Firm has reason to believe are created by a Network Firm’s interests and relationships. It also states that when the Assurance Team has reason to believe that a Related Entity of such an Assurance Client is relevant to the evaluation of the Firm’s Independence of the client, the Assurance Team shall include the Related Entity when evaluating threats to Independence and when necessary applying safeguards. These matters are not specifically addressed in this interpretation.

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As explained in the International Framework for Assurance Engagements issued by the International Auditing and Assurance Standards Board, in an Assurance Engagement, the Member 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.

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Assertion-based Assurance Engagements

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

In an assertion-based Assurance Engagement Independence is required from the responsible party, which is responsible for the subject matter information and may be responsible for the subject matter.

In those assertion-based Assurance Engagements where the responsible party is responsible for the subject matter information but not the subject matter, Independence is required from the responsible party. In addition, an evaluation shall be made of any threats the Firm has reason to believe are created by interests and relationships between a member of the Assurance Team, the Firm, a Network Firm and the party responsible for the subject matter.

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Direct reporting Assurance Engagements

In a direct reporting Assurance Engagement, the Member in Public Practice either directly performs the evaluation or measurement of the subject matter, or 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.

In a direct reporting Assurance Engagement Independence is required from the responsible party, which is responsible for the subject matter.

Multiple Responsible Parties

In both assertion-based Assurance Engagements and direct reporting Assurance Engagements there may be several responsible parties. For example, a public accountant in Public Practice may be asked to provide assurance on the monthly circulation statistics of a number of independently owned newspapers. The assignment could be an assertion based Assurance Engagement where each newspaper measures its circulation and the statistics are presented in an assertion that is available to the intended users. Alternatively, the assignment could be a direct reporting Assurance Engagement, where there is no assertion and there may or may not be a written representation from the newspapers.

In such engagements, when determining whether it is necessary to apply the provisions in Section 291 to each responsible party, the Firm may take into account whether an interest or relationship between the Firm, or a member of the Assurance Team, 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 will take into account:

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

If the Firm determines that the threat to Independence created by any such relationships with a particular responsible party would be trivial and inconsequential it may not be necessary to apply all of the provisions of this section to that responsible party.

Example

The following example has been developed to demonstrate the application of Section 291. It is assumed that the client is not also a Financial Statement Audit Client of the Firm, or a Network Firm.

A Firm is engaged to provide assurance on the total proven oil reserves of 10 independent companies. Each company has conducted geographical and engineering surveys to determine their reserves (subject matter). There are established criteria to determine when a reserve may be considered to be proven which the Member in Public Practice determines to be suitable criteria for the engagement.

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The proven reserves for each company as at December 31, 20X0 were as follows:

	Proven oil reserves thousands of barrels
Company 1	5,200
Company 2	725
Company 3	3,260
Company 4	15,000
Company 5	6,700
Company 6	39,126
Company 7	345
Company 8	175
Company 9	24,135
Company 10	9,635
Total	104,301

The engagement could be structured in differing ways:

Assertion-based engagements

- A1 Each company measures its reserves and provides an assertion to the Firm and to intended users.
- A2 An entity other than the companies measures the reserves and provides an assertion to the Firm and to intended users.

Direct reporting engagements

- D1 Each company measures the reserves and provides the Firm with a written representation that measures its reserves against the established criteria for measuring proven reserves. The representation is not available to the intended users.
- D2 The Firm directly measures the reserves of some of the companies.

Application of Approach

- A1 Each company measures its reserves and provides an assertion to the Firm and to intended users.

There are several responsible parties in this engagement (companies 1-10). When determining whether it is necessary to apply the Independence provisions to all of the companies, the Firm may take into account whether an interest or relationship with a particular company would create a threat to Independence that is not at an Acceptable Level. This will take into account factors such as:

- The materiality of the company’s proven reserves in relation to the total reserves to be reported on; and

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- The degree of public interest associated with the engagement. (Paragraph 291.28.)

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For example Company 8 accounts for 0.17% of the total reserves, therefore a business relationship or interest with Company 8 would create less of a threat than a similar relationship with Company 6, which accounts for approximately 37.5% of the reserves.

Having determined those companies to which the Independence requirements apply, the Assurance Team and the Firm are required to be independent of those responsible parties that would be considered to be the Assurance Client (paragraph 291.28).

A2 An entity other than the companies measures the reserves and provides an assertion to the Firm and to intended users.

The Firm shall be independent of the entity that measures the reserves and provides an assertion to the Firm and to intended users (paragraph 291.19). That entity is not responsible for the subject matter and so an evaluation shall be made of any threats the Firm has reason to believe are created by interests/relationships with the party responsible for the subject matter (paragraph 291.19). There are several parties responsible for the subject matter in this engagement (Companies 1-10). As discussed in example A1 above, the Firm may take into account whether an interest or relationship with a particular company would create a threat to Independence that is not at an Acceptable Level.

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D1 Each company provides the Firm with a representation that measures its reserves against the established criteria for measuring proven reserves. The representation is not available to the intended users.

There are several responsible parties in this engagement (Companies 1-10). When determining whether it is necessary to apply the Independence provisions to all of the companies, the Firm may take into account whether an interest or relationship with a particular company would create a threat to Independence that is not at an Acceptable Level. This will take into account factors such as:

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- The materiality of the company's proven reserves in relation to the total reserves to be reported on; and
- The degree of public interest associated with the engagement. (Paragraph 291.28).

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For example, Company 8 accounts for 0.17% of the reserves, therefore a business relationship or interest with Company 8 would create less of a threat than a similar relationship with Company 6 that accounts for approximately 37.5% of the reserves.

Having determined those companies to which the Independence requirements apply, the Assurance Team and the Firm shall be independent of those responsible parties that would be considered to be the Assurance Client (paragraph 291.28).

D2 The Firm directly measures the reserves of some of the companies.

The application is the same as in example D1.

PART C—[MEMBERS](#) IN BUSINESS

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SECTION 300

Introduction

- 300.1 This Part of the Code describes how the conceptual framework contained in Part A applies in certain situations to [Members](#) in [Business](#). This Part does not describe all of the circumstances and relationships that could be encountered by a [Member](#) in [Business](#) that create or may create threats to compliance with the fundamental principles. Therefore, the [Member](#) in [Business](#) is encouraged to be alert for such circumstances and relationships.
- 300.2 Investors, creditors, employers and other sectors of the business community, as well as governments and the public at large, all may rely on the work of [Members](#) in [Business](#). [Members](#) in [Business](#) may be solely or jointly responsible for the preparation and reporting of financial and other information, which both their employing organisations and third parties may rely on. They may also be responsible for providing effective financial management and competent advice on a variety of business-related matters.
- 300.3 A [Member](#) in [Business](#) may be a salaried employee, a partner, Director (whether executive or non-executive), an owner manager, a volunteer or another working for one or more employing organisation. The legal form of the relationship with the employing organisation, if any, has no bearing on the ethical responsibilities incumbent on the [Member](#) in [Business](#).

Comment 57

Retain – this editorial corrects an apparent grammatical oversight.

Nature of Amendment/Source: Editorial.

July 2010 Board Decision – remove 2006 amendments and restore original IESBA text.

- 300.4 A [Member](#) in [Business](#) has a responsibility to further the legitimate aims of the [Member's](#) employing organisation. This Code does not seek to hinder a [Member](#) in [Business](#) from properly fulfilling that responsibility, but addresses circumstances in which compliance with the fundamental principles may be compromised.
- 300.5 A [Member](#) in [Business](#) may hold a senior position within an organisation. The more senior the position, the greater will be the ability and opportunity to influence events, practices and attitudes. A [Member](#) in [Business](#) is expected, therefore, to encourage an ethics-based culture in an employing organisation that emphasises the importance that senior management places on ethical behaviour.
- 300.6 A [Member](#) in [Business](#) 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.

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300.7 Compliance with the fundamental principles may potentially be threatened by a broad range of circumstances and relationships. Threats fall into one or more of the following categories:

- (a) Self-interest;
- (b) Self-review;
- (c) Advocacy;
- (d) Familiarity; and
- (e) Intimidation.

These threats are discussed further in Part A of this Code.

300.8 Examples of circumstances that may create self-interest threats for a [Member](#) in [Business](#) include:

- Holding a [Financial Interest](#) in, or receiving a loan or guarantee from the employing organisation.
- Participating in incentive compensation arrangements offered by the employing organisation.
- Inappropriate personal use of corporate assets.
- Concern over employment security.
- Commercial pressure from outside the employing organisation.

300.9 An example of a circumstance that creates a self-review threat for a [Member](#) in [Business](#) is determining the appropriate accounting treatment for a business combination after performing the feasibility study that supported the acquisition decision.

300.10 When furthering the legitimate goals and objectives of their employing organisations, [Members](#) in [Business](#) may promote the organisation's position, provided any statements made are neither false nor misleading. Such actions generally would not create an advocacy threat.

300.11 Examples of circumstances that may create familiarity threats for a [Member](#) in [Business](#) include:

- Being responsible for the employing organisation's financial reporting when an [Immediate](#) or [Close Family](#) member employed by the entity makes decisions that affect the entity's financial reporting.
- Long association with business contacts influencing business decisions.
- Accepting a gift or preferential treatment, unless the value is trivial and inconsequential.

300.12 Examples of circumstances that may create intimidation threats for a [Member](#) in [Business](#) include:

- Threat of dismissal or replacement of the [Member](#) in [Business](#) or a [Close](#) or [Immediate Family](#) member over a disagreement about the application of an accounting principle or the way in which financial information is to be reported.
- A dominant personality attempting to influence the decision making process, for example with regard to the awarding of contracts or the application of an accounting principle.

300.13 Safeguards that may eliminate or reduce threats to an [Acceptable Level](#) fall into two broad categories:

- (a) Safeguards created by the profession, legislation or regulation; and
- (b) Safeguards in the work environment.

Examples of safeguards created by the profession, legislation or regulation are detailed in paragraph 100.14 of Part A of this Code.

300.14 Safeguards in the work environment include:

- The employing organisation's systems of corporate oversight or other oversight structures.
- The employing organisation's ethics and conduct programs.
- Recruitment procedures in the employing organisation emphasising the importance of employing high calibre competent staff.
- Strong internal controls.
- Appropriate disciplinary processes.
- Leadership that stresses the importance of ethical behaviour and the expectation that employees will act in an ethical manner.
- Policies and procedures to implement and monitor the quality of employee performance.
- Timely communication of the employing organisation's policies and procedures, including any changes to them, to all employees and appropriate training and education on such policies and procedures.
- Policies and procedures to empower and encourage employees to communicate to senior levels within the employing organisation any ethical issues that concern them without fear of retribution.
- Consultation with another appropriate [Member](#).

300.15 In circumstances where a [Member](#) in [Business](#) believes that unethical behaviour or actions by others will continue to occur within the employing organisation, the [Member](#) in [Business](#) may consider obtaining legal advice. In those extreme situations where all available safeguards have been exhausted and it is not possible to reduce the threat to an [Acceptable Level](#), a [Member](#) in [Business](#) may conclude that it is appropriate to resign from the employing organisation.

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SECTION 310

Potential Conflicts

- 310.1 A [Member](#) in [Business](#) shall comply with the fundamental principles. There may be times, however, when a [Member](#)'s responsibilities to an employing organisation and professional obligations to comply with the fundamental principles are in conflict. A [Member](#) in [Business](#) is expected to support the legitimate and ethical objectives established by the employer and the rules and procedures drawn up in support of those objectives. Nevertheless, where a relationship or circumstance creates a threat to compliance with the fundamental principles, a [Member](#) in [Business](#) shall apply the conceptual framework approach described in Section 100 to determine a response to the threat.
- 310.2 As a consequence of responsibilities to an employing organisation, a [Member](#) in [Business](#) may be under pressure to act or behave in ways that could create threats to compliance with the fundamental principles. Such pressure may be explicit or implicit; it may come from a supervisor, manager, [Director](#) or another individual within the employing organisation. A [Member](#) in [Business](#) may face pressure to:
- Act contrary to law or regulation.
 - Act contrary to technical or professional standards.
 - Facilitate unethical or illegal earnings management strategies.
 - Lie to others, or otherwise intentionally mislead (including misleading by remaining silent) others, in particular:
 - The auditors of the employing organisation; or
 - Regulators.
 - Issue, or otherwise be associated with, a financial or non-financial report that materially misrepresents the facts, including statements in connection with, for example:
 - The [Financial Statements](#);
 - Tax compliance;
 - Legal compliance; or
 - Reports required by securities regulators.
- 310.3 The significance of any threats arising from such pressures, such as intimidation threats, shall be evaluated and safeguards applied when necessary to eliminate them or reduce them to an [Acceptable Level](#). Examples of such safeguards include:
- Obtaining advice, where appropriate, from within the employing organisation, an independent professional advisor or a relevant professional body.
 - Using a formal dispute resolution process within the employing organisation.
 - Seeking legal advice.

SECTION 320

Preparation and Reporting of Information

320.1 Members in Business are often involved in the preparation and reporting of information that may either be made public or used by others inside or outside the employing organisation. Such information may include financial or management information, for example, forecasts and budgets, Financial Statements, management's discussion and analysis, and the management letter of representation provided to the auditors during the audit of the entity's Financial Statements. A Member in Business shall prepare or present such information fairly, honestly and in accordance with relevant professional standards so that the information will be understood in its context.

320.2 A Member in Business who has responsibility for the preparation or approval of the general purpose Financial Statements of an employing organisation shall be satisfied that those Financial Statements are presented in accordance with the applicable financial reporting standards.

Comment 58

Remove – it could be argued that there is marginal benefit in retaining this additional requirement. APES 205 addresses a Member's obligations with respect to preparation, presentation, audit, review or compilation of financial statements.

Amend reference to “applicable financial reporting standards” to “applicable Australian Accounting Standards”.

Add additional AUST paragraph to require a Member in Business to document and draw to the attention of those charged with governance circumstances where they are unable to ensure that financial statements are prepared in accordance with Accounting Standards– as per Board decision on 10 May 2010 (refer AUST320.2.1).

Nature of Amendment/Source: The requirement to ensure that financial statements are presented in accordance with any professional standards which apply was added to the requirement that financial statements are presented in accordance with applicable financial reporting standards.

July 2010 Board Decision – remove 2006 insertion (“and any professional standards which apply”).

AUST320.2.1 Where a Member in Business is not satisfied that the Financial Statements referred to in paragraph 320.2 are presented in accordance with applicable Australian Accounting Standards, the Member shall:

- (a) in all cases, notify Those Charged with Governance and document the communication; and
- (b) where applicable, qualify declarations given by the Member in compliance with legislative and regulatory requirements or the organisation's reporting requirements.

Deleted: and any professional standards which apply

- 320.3 A Member in Business shall take reasonable steps to maintain information for which the Member in Business is responsible in a manner that:
- (a) Describes clearly the true nature of business transactions, assets, or liabilities;
 - (b) Classifies and records information in a timely and proper manner; and
 - (c) Represents the facts accurately and completely in all material respects.

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Comment 59

Remove – it could be argued that there is marginal benefit in retaining these minor editorials.

Nature of Amendment/Source: Minor editorials.

July 2010 Board Decision – remove 2006 insertion and reinstate IESBA text.

- 320.4 Threats to compliance with the fundamental principles, for example, self-interest or intimidation threats to objectivity or professional competence and due care, are created where a Member in Business is pressured (either externally or by the possibility of personal gain) to become associated with misleading information or to become associated with misleading information through the actions of others.
- 320.5 The significance of such threats will depend on factors such as the source of the pressure and the degree to which the information is, or may be, misleading. The significance of the threats shall be evaluated and safeguards applied when necessary to eliminate them or reduce them to an Acceptable Level. Such safeguards include consultation with superiors within the employing organisation, the audit committee or Those Charged with Governance of the organisation, or with a relevant professional body.
- 320.6 Where it is not possible to reduce the threat to an Acceptable Level, a Member in Business shall refuse to be or remain associated with information the Member determines is misleading. A Member in Business may have been unknowingly associated with misleading information. Upon becoming aware of this, the Member in Business shall take steps to be disassociated from that information. In determining whether there is a requirement to report, the Member in Business may consider obtaining legal advice. In addition, the Member may consider whether to resign.

SECTION 330

Acting with Sufficient Expertise

330.1 The fundamental principle of professional competence and due care requires that a [Member in Business](#) only undertake significant tasks for which the [Member in Business](#) has, or can obtain, sufficient specific training or experience. A [Member in Business](#) shall not intentionally mislead an employer as to the level of expertise or experience possessed, nor shall a [Member in Business](#) fail to seek appropriate expert advice and assistance when required.

Comment 60

Remove – it could be argued that there is marginal benefit in retaining these minor editorials.

Nature of Amendment/Source: Minor editorials.

July 2010 Board Decision – remove 2006 insertion and reinstate IESBA text.

330.2 Circumstances that create a threat to a [Member in Business](#) performing duties with the appropriate degree of professional competence and due care include having:

- Insufficient time for properly performing or completing the relevant duties.
- Incomplete, restricted or otherwise inadequate information for performing the duties properly.
- Insufficient experience, training and/or education.
- Inadequate resources for the proper performance of the duties.

330.3 The significance of the threat will depend on factors such as the extent to which the [Member in Business](#) is working with others, relative seniority in the business, and the level of supervision and review applied to the work. The significance of the threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an [Acceptable Level](#). Examples of such safeguards include:

- Obtaining additional advice or training.
- Ensuring that there is adequate time available for performing the relevant duties.
- Obtaining assistance from someone with the necessary expertise.
- Consulting, where appropriate, with:
 - Superiors within the employing organisation;
 - Independent experts; or
 - A relevant professional body.

330.4 When threats cannot be eliminated or reduced to an [Acceptable Level](#), [Members in Business](#) shall determine whether to refuse to perform the duties in question. If the [Member in Business](#) determines that refusal is appropriate, the reasons for doing so shall be clearly communicated.

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SECTION 340

Financial Interests

340.1 Members in Business may have Financial Interests, or may know of Financial Interests of Immediate or Close Family members, that, in certain circumstances, may create threats to compliance with the fundamental principles. For example, self-interest threats to objectivity or confidentiality may be created through the existence of the motive and opportunity to manipulate price sensitive information in order to gain financially. Examples of circumstances that may create self-interest threats include situations where the Member in Business or an Immediate or Close Family member:

- Holds a Direct or Indirect Financial Interest in the employing organisation and the value of that Financial Interest could be directly affected by decisions made by the Member in Business;
- Is eligible for a profit related bonus and the value of that bonus could be directly affected by decisions made by the Member in Business;
- Holds, directly or indirectly, share options in the employing organisation, the value of which could be directly affected by decisions made by the Member in Business;
- Holds, directly or indirectly, share options in the employing organisation which are, or will soon be, eligible for conversion; or
- May qualify for share options in the employing organisation or performance related bonuses if certain targets are achieved.

340.2 The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an Acceptable Level. In evaluating the significance of any threat, and, when necessary, determining the appropriate safeguards to be applied to eliminate the threat or reduce it to an Acceptable Level, a Member in Business shall evaluate the nature of the Financial Interest. This includes evaluating the significance of the Financial Interest and determining whether it is Direct or Indirect. What constitutes a significant or valuable stake in an organisation will vary from individual to individual, depending on personal circumstances. Examples of such safeguards include:

- Policies and procedures for a committee independent of management to determine the level or form of remuneration of senior management.
- Disclosure of all relevant interests, and of any plans to trade in relevant shares to those charged with the governance of the employing organisation, in accordance with any internal policies.
- Consultation, where appropriate, with superiors within the employing organisation.
- Consultation, where appropriate, with Those Charged with Governance of the employing organisation or relevant professional bodies.
- Internal and external audit procedures.
- Up-to-date education on ethical issues and on the legal restrictions and other regulations around potential insider trading.

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| 340.3 A [Member](#) in [Business](#) shall neither manipulate information nor use confidential information for personal gain.

SECTION 350

Inducements

Receiving Offers

- 350.1 A **Member** in **Business** or an **Immediate** or **Close Family** member may be offered an inducement. Inducements may take various forms, including gifts, hospitality, preferential treatment, and inappropriate appeals to friendship or loyalty.
- 350.2 Offers of inducements may create threats to compliance with the fundamental principles. When a **Member** in **Business** or an **Immediate** or **Close Family** member is offered an inducement, the situation shall be evaluated. Self-interest threats to objectivity or confidentiality are created when an inducement is made in an attempt to unduly influence actions or decisions, encourage illegal or dishonest behaviour, or obtain confidential information. Intimidation threats to objectivity or confidentiality are created if such an inducement is accepted and it is followed by threats to make that offer public and damage the reputation of either the **Member** in **Business** or an **Immediate** or **Close Family** member.
- 350.3 The existence and significance of any threats will depend on the nature, value and intent behind the offer. If a reasonable and informed third party, weighing all the specific facts and circumstances, would consider the inducement insignificant and not intended to encourage unethical behaviour, then a **Member** in **Business** may conclude that the offer is made in the normal course of business and may generally conclude that there is no significant threat to compliance with the fundamental principles.
- 350.4 The significance of any threats shall be evaluated and safeguards applied when necessary to eliminate them or reduce them to an **Acceptable Level**. When the threats cannot be eliminated or reduced to an **Acceptable Level** through the application of safeguards, a **Member** in **Business** shall not accept the inducement.

As the real or apparent threats to compliance with the fundamental principles do not merely arise from acceptance of an inducement but, sometimes, merely from the fact of the offer having been made, additional safeguards shall be adopted. A **Member** in **Business** shall evaluate any threats created by such offers and determine whether to take one or more of the following actions:

- (a) Informing higher levels of management or **Those Charged with Governance** of the employing organisation immediately when such offers have been made;
- (b) Informing third parties of the offer – for example, a professional body or the employer of the individual who made the offer; a **Member** in **Business** may however, consider seeking legal advice before taking such a step; and
- (c) Advising **Immediate** or **Close Family** members of relevant threats and safeguards where they are potentially in positions that might result in offers of inducements, for example, as a result of their employment situation; and
- (d) Informing higher levels of management or **Those Charged with Governance** of the employing organisation where **Immediate** or **Close Family** members are employed by competitors or potential suppliers of that organisation.

Making Offers

350.5 A Member in Business may be in a situation where the Member in Business is expected, or is under other pressure, to offer inducements to influence the judgment or decision-making process of an individual or organisation, or obtain confidential information.

Comment 61

Remove – it could be argued that there is marginal benefit in retaining these minor editorials.

Nature of Amendment/Source: Minor editorials.

July 2010 Board Decision – remove 2006 insertions and reinstate IESBA text.

350.6 Such pressure may come from within the employing organisation, for example, from a colleague or superior. It may also come from an external individual or organisation suggesting actions or business decisions that would be advantageous to the employing organisation, possibly influencing the Member in Business improperly.

350.7 A Member in Business shall not offer an inducement to improperly influence professional judgment of a third party.

350.8 Where the pressure to offer an unethical inducement comes from within the employing organisation, the Member shall follow the principles and guidance regarding ethical conflict resolution set out in Part A of this Code.

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TRANSITIONAL PROVISIONS

The Code is subject to the following transitional provisions:

Public Interest Entities

1. Section 290 of the Code contains additional Independence provisions when the Audit or Review Client is a Public Interest Entity. The additional provisions that are applicable because of the new definition of a Public Interest Entity or the guidance in paragraph 290.26 are effective on January 1, 2012. For partner rotation requirements, the transitional provisions contained in paragraphs 2 and 3 below apply

Partner Rotation

2. For a partner who is subject to the rotation provisions in paragraph 290.151 because the partner meets the definition of the new term “Key Audit Partner,” and the partner is neither the Engagement Partner nor the individual responsible for the Engagement Quality Control Review, the rotation provisions are effective for the Audits or Reviews of Financial Statements for years beginning on or after January 1, 2012. For example, in the case of an Audit Client with a calendar year-end, a Key Audit Partner, who is neither the Engagement Partner nor the individual responsible for the Engagement Quality Control Review, who had served as a Key Audit Partner for seven or more years (i.e., the audits of 2003 – 2010), would be required to rotate after serving for one more year as a Key Audit Partner (i.e., after completing the 2011 audit).
3. For an Engagement Partner or an individual responsible for the Engagement Quality Control Review who immediately prior to assuming either of these roles served in another Key Audit Partner role for the client, and who, at the beginning of the first fiscal year beginning on or after January 01, 2011, had served as the Engagement Partner or individual responsible for the Engagement Quality Control Review for six or fewer years, the rotation provisions are effective for the audits or reviews of Financial Statements for years beginning on or after January 01, 2012. For example, in the case of an Audit Client with a calendar year-end, a partner who had served the client in another Key Audit Partner role for four years (i.e., the audits of 2002-2005) and subsequently as the Engagement Partner for five years (i.e., the audits of 2006-2010) would be required to rotate after serving for one more year as the Engagement Partner (i.e., after completing the 2011 audit). Please note in the case of Listed Entities in Australia, the more stricter requirements in paragraph AUST290.151.1 applies.

Non-assurance services

4. Paragraphs 290.156-290.219 address the provision of non-assurance services to an audit or Review Client. If, at the effective date of the Code, services are being provided to an Audit or Review Client and the services were permissible under the June 2005 Code (revised July 2006) but are either prohibited or subject to restrictions under the revised Code, the Firm may continue providing such services only if they were contracted for and commenced prior to January 1, 2011, and are completed before July 1, 2011.

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Comment [eh16]: To be revisited once AUST290.151.1 has been settled.

Fees – Relative Size

5. Paragraph 290.222 provides that, in respect of an Audit or Review Client that is a Public Interest Entity, when the total fees from that client and its related entities (subject to the considerations in paragraph 290.27) for two consecutive years represent more than 15% of the total fees of the Firm expressing the opinion on the Financial Statements, a pre- or post-issuance review (as described in paragraph 290.222) of the second year’s audit shall be performed. This requirement is effective for Audits or Reviews of Financial Statements covering years that begin on or after January 01, 2011. For example, in the case of an Audit Client with a calendar year end, if the total fees from the client exceeded the 15% threshold for 2011 and 2012, the pre- or post-issuance review would be applied with respect to the audit of the 2012 Financial Statements.

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Compensation and Evaluation Policies

6. Paragraph 290.229 provides that a Key Audit Partner shall not be evaluated or compensated based on that partner’s success in selling non-assurance services to the partner’s Audit Client. This requirement is effective on January 1, 2012. A Key Audit Partner may, however, receive compensation after January 1, 2012 based on an evaluation made prior to January 1, 2012 of that partner’s success in selling non-assurance services to the Audit Client.

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CONFORMITY WITH INTERNATIONAL PRONOUNCEMENTS

[To be done once the drafting process is completed]

AUST280.2.1 Independence is potentially affected by self-interest, self-review, advocacy, familiarity and intimidation threats.

AUST280.2.2 “Self-Interest Threat” occurs when a Firm or a member of the Assurance Team could benefit from a Financial Interest in, or other self-interest conflict with, an Assurance Client.

Examples of circumstances that may create this threat include, but are not limited to:

A Direct Financial Interest or material Indirect Financial Interest in an Assurance Client;

A loan or guarantee to or from an Assurance Client or any of its Directors or Officers;

Undue dependence on total fees from an Assurance Client;

Concern about the possibility of losing the engagement;

Having a close business relationship with an Assurance Client;

Potential employment with an Assurance Client; and

Contingent Fees relating to Assurance Engagements.

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AUST280.2.3 Self-Review Threat” occurs when (1) any product or judgment of a previous Assurance Engagement or non-assurance engagement needs to be re-evaluated in reaching conclusions on the Assurance Engagement or (2) when a member of the Assurance Team was previously a Director or Officer of the Assurance Client or was an employee in a position to exert direct and significant influence over the subject matter of the Assurance Engagement.

Examples of circumstances that may create this threat include, but are not limited to:

A member of the Assurance Team being, or having recently been, a Director or Officer of the Assurance Client;

A member of the Assurance Team being, or having recently been, an employee of the Assurance Client in a position to exert direct and significant influence over the subject matter of the Assurance Engagement;

Performing services for an Assurance Client that directly affect the subject matter of the Assurance Engagement; and

Preparation of original data used to generate a financial report or preparation of other records that are the subject matter of the Assurance Engagement.

AUST280.2.4 “Advocacy Threat” occurs when a Firm, or a member of the Assurance Team, promotes, or may be perceived to promote an Assurance Client's position or opinion to the point that objectivity may, or may be perceived to be, compromised. Such may be the case if a Firm or a member of the Assurance Team were to subordinate their judgment to that of the client.

Examples of circumstances that may create this threat include, but are not limited to:

Dealing in, or being a promoter of, shares or other securities in an Assurance Client; and

Acting as an advocate on behalf of an Assurance Client in litigation or in resolving disputes with third parties.

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AUST280.2.5 “Familiarity Threat” occurs when, by virtue of a close relationship with an Assurance Client, its Directors, Officers or employees, a Firm or a member of the Assurance Team becomes too sympathetic to the client's interests.

Examples of circumstances that may create this threat include, but are not limited to:

A member of the Assurance Team having an Immediate Family member or Close Family member who is a Director or Officer of the Assurance Client;

A member of the Assurance Team having an Immediate Family member or Close Family member who, as an employee of the Assurance Client, is in a position to exert direct and significant influence over the subject matter of the Assurance Engagement;

A former partner of the Firm being a Director or Officer of the Assurance Client or an employee in a position to exert direct and significant influence over the subject matter of the Assurance Engagement;

Long association of a senior member of the Assurance Team with the Assurance Client; and

Acceptance of gifts or hospitality, unless the value is trivial, from the Assurance Client, its Directors, Officers or employees.

AUST280.2.6 “Intimidation Threat” occurs when a member of the Assurance Team may be deterred from acting objectively and exercising professional scepticism by threats, actual or perceived, from the Directors, Officers or employees of an Assurance Client.

Examples of circumstances that may create this threat include, but are not limited to:

Threat of replacement over a disagreement with the application of an accounting principle; and

Pressure to reduce inappropriately the extent of work performed in order to reduce fees.

AUST280.2.7 The Firm and members of the Assurance Team have a responsibility to remain independent by taking into account the context in which they practice, the threats to Independence and the safeguards available to eliminate the threats or reduce them to an Acceptable Level.

AUST280.2.8 When threats are identified, other than those that are trivial, a Member in Public Practice shall identify appropriate safeguards and apply them to eliminate the threats or reduce them to an Acceptable Level. The Member shall document this decision. The nature of the safeguards to be applied will vary depending upon the circumstances. The consideration will be affected by matters such as the significance

of the threat, the nature of the Assurance Engagement, the intended users of the assurance report and the structure of the Firm.

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AUST280.2.9 Safeguards fall into three broad categories:

Safeguards created by the profession, legislation or regulation;

Safeguards within the Assurance Client; and

Safeguards within the Firm's own systems and procedures.

The Firm and the members of the Assurance Team should select appropriate safeguards to eliminate or reduce threats to Independence to an Acceptable Level.

AUST280.2.10 Safeguards created by the profession, legislation or regulation, include the following:

Educational, training and experience requirements for entry into the profession;

Continuing education requirements;

Professional standards and monitoring and disciplinary processes;

External review of a Firm's quality control system;

Legislation governing the Independence requirements of the Firm; and

Recommendations on Independence from relevant regulators.

AUST280.2.11 Safeguards within the Assurance Client, include the following:

When the Assurance Client's management appoints the Firm, persons other than management ratify or approve the appointment;

The Assurance Client has competent employees to make managerial decisions;

Policies and procedures that emphasise the Assurance Client's commitment to fair financial reporting;

Internal procedures that ensure objective choices in commissioning non-Assurance Engagements; and

A corporate governance structure, such as an audit committee, that provides appropriate oversight and communications regarding a Firm's services.