

## Section 290

### Independence—Audit and Review Engagements

#### Objective and Structure of this Section

- 290.0 This section deals with the independence requirements for audit and review engagements. Independence requirements for assurance engagements that are not audit or review engagements are addressed in Section 291.
- 290.0x Audit and review engagements are assurance engagements in which the subject matter information of the engagement is financial statements or other historical financial information. Throughout this section, references to “financial statements” also encompass other historical financial information when such information is the subject matter information of the engagement.
- 290.0y In the case of audit engagements and review engagements, it is in the public interest and therefore, required by this Code of Ethics, that members of **audit teams and review teams**,<sup>\*</sup> firms and **network firms**<sup>\*</sup> be independent of audit and review clients.
- 290.1 The objective of this section is to assist firms, network firms and members of audit or review teams in:
- (a) Identifying threats to independence;
  - (b) Evaluating whether these threats are clearly insignificant; and
  - (c) In cases when the threats are not clearly insignificant, identifying and applying appropriate safeguards to eliminate or reduce the threats to an acceptable level.
- 290.2 Members of audit and review teams, firms, and network firms should apply the conceptual framework contained in Section 100 to the particular circumstances under consideration. The examples presented in this section impose requirements on the firm and individuals within the firm to “evaluate”, “consider”, “document” and “implement” depending upon the particular circumstances. Where a firm or network firm has such responsibility, this section is not prescriptive as to the specific responsibility of individuals within the firm or network firm for such actions, as responsibility may differ depending upon the size, structure and organization of a firm. In many cases, responsibility will lie with the engagement partner who is responsible for, among other things, evaluating circumstances and relationships that create threats to independence and taking action to eliminate such threats or reduce them to an acceptable level. However, this section does not imply that responsibility for such activities lies solely with the engagement partner. Firms should have policies and procedures in place such that responsibility for such actions is clearly assigned.
- 290.2a This section concludes with some examples of how the conceptual approach to independence is to be applied to specific circumstances and relationships. The examples discuss threats to independence that may be created by such specific circumstances and

---

<sup>\*</sup> See Definitions.

relationships (paragraphs 290.100 onwards). In certain examples, the threats to independence are so significant the activities or interest creating the threat should be eliminated, or the firm should refuse to accept or continue the audit or review engagement. In other examples, the threat can be eliminated or reduced to an acceptable level by the application of safeguards. Professional judgment should be used to determine the appropriate safeguards to eliminate threats to independence or to reduce them to an acceptable level. The examples are not intended to be all-inclusive.

## **A Conceptual Approach to Independence**

### **290.2 Independence requires:**

#### *Independence of Mind*

The state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.

#### *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 based on the specific facts and circumstances available, that a firm's, or a member of the audit or review team's, integrity, objectivity or professional skepticism had been compromised.

290.3 The use of the word "independence" on its own may create misunderstandings. Standing alone, the word may lead observers to suppose that a person exercising professional judgment ought to be free from all economic, financial and other relationships. This is impossible, as members of society have relationships with others. Therefore, the significance of economic, financial and other relationships should also be evaluated in the light of what a reasonable and informed third party would be likely to conclude to be unacceptable.

290.4 Many different circumstances, or combination of circumstances, may be relevant and accordingly it is impossible to define every situation that creates threats to independence and specify the appropriate mitigating action that should be taken. In addition, the nature of the audit or review engagement may differ and consequently different threats may exist, requiring the application of different safeguards. A conceptual framework that requires firms and members of audit or review teams to identify, evaluate and address threats to independence, rather than merely comply with a set of specific rules which may be arbitrary, is therefore, in the public interest.

290.13 A firm should, therefore, evaluate the relevant circumstances, the nature of the audit or review engagement and the threats to independence, as well as the nature of the safeguards required, in deciding whether it is appropriate to accept or continue an engagement and whether a particular individual should be a member of the audit or review team. The evaluation should be supported by evidence obtained before

accepting the engagement and while it is being performed. The obligation to make such an evaluation and take action arises when a firm, a network firm or a member of the audit or review team knows, or could reasonably be expected to know, of circumstances or relationships that might compromise independence.

- 290.13a Some safeguards assist in compliance with the fundamental principles of ethics, particularly many of the firm-wide safeguards noted in paragraph 200.12. For example, an appropriate environment is established when leadership of the firm re-enforces the expectation that members of an audit or review team will act in the public interest. While such safeguards may not address a specific identified threat to independence, they do foster an environment in which engagement specific safeguards are more effective.
- 290.14 Audit and review engagements are relevant to a wide range of potential users; consequently, in addition to independence of mind, independence in appearance is of particular significance. Accordingly, for audit and review engagements, the members of the audit or review team, the firm and network firms are required to be independent of the client. Such independence requirements include prohibitions regarding certain relationships between members of the audit or review team and directors, officers and employees of the client in a position to exert significant influence over the preparation of the financial statements. Also, consideration should be given to whether threats to independence are created by relationships with employees of the client in a position to exert significant influence over the client's financial position, financial performance and cash flows.

### **Performing Management Functions**

- 290.15 Management of an entity performs many functions in order to carry out their responsibility to manage the entity in the best interests of stakeholders. It is not possible to specify every function which is a management responsibility. However, management functions involve leading and directing an entity including making significant decisions regarding the acquisition, deployment and control of human, financial, physical and intangible resources.
- 290.16 The determination of whether an activity is the proper responsibility of management and therefore a management function will depend on the circumstances and requires the exercise of judgment. Examples of activities that would generally be considered management functions include:
- Authorizing transactions.
  - Deciding which recommendations of the firm or other third parties should be implemented.
  - Preparing source documents or originating data or making changes to such documents or data
  - Establishing and maintaining internal controls.
  - Setting policies and strategic direction.

- 290.17 Performing management functions for an audit or review client creates threats to independence. For example, deciding which recommendations of the firm should be implemented will create self review and self interest threats. Further, performing management functions creates a familiarity threat because the firm becomes too closely aligned with the views and interests of management. If a firm or network firm performs management functions for an audit or review client, the threats created could not be reduced to an acceptable level by any safeguard. Accordingly, in providing assurance and non-assurance services to an audit or review client, a firm or network firm should not perform management functions.
- 290.18 Some activities would not be considered management functions because they are routine and administrative, involve matters that are clearly insignificant or do not otherwise represent a management responsibility. For example, executing a clearly insignificant transaction that has been authorized by management or monitoring the dates for filing statutory returns and advising an audit or review client of such forthcoming dates would not be considered management functions. Further providing advice and recommendations to assist management in performing their functions would not be considered a management function.

#### **Listed Entities and Other Entities of Significant Public Interest**

- 290.26 The evaluation of the significance of any threats to independence and the safeguards necessary to reduce any threats to an acceptable level takes into account the extent of the public interest. Consequently, certain paragraphs in this section deal with additional matters and requirements that are particularly relevant to audit clients that are listed entities and other entities of significant public interest.
- 290.27a Entities of significant public interest are those which, because of the nature of their business, their size or their numbers of employees, have a wide range of stakeholders. Entities of significant public interest will normally include banks, insurance companies and other regulated financial institutions, and may, depending on their size, include pension funds, government-owned entities and not-for-profit entities such as large charitable organizations.
- 290.27b In some countries, the scope of all entities considered to be of significant public interest for independence purposes is defined by statute or regulation. In the absence of such a definition, member bodies should determine the types of entity that are of significant public interest and thus, subject to the additional requirements referred to above.
- 290.27c In the case of an audit client that is a listed entity, the firm and any network firms are required to consider the interests and relationships that involve that client's related entities. Thus, references to a listed audit client in this section will always include its related entities. In the case of other entities of significant public interest, references to audit client will generally include its related entities. However, in certain circumstances, having given due regard to the nature of the relationship, and the client's

business, it may be unnecessary for the firm to apply the additional requirements to all related entities, for example, in the case of an audit of a government entity.

### **Audit Committees**

290.29 Audit committees (or other governance body if there is no audit committee) have an important corporate governance role when they are independent of client management and can assist the Board of Directors (or equivalent) in satisfying themselves that a firm is independent in carrying out its audit role. Regular communication between the firm and the audit committee regarding relationships and other matters that might, in the firm's opinion, reasonably be thought to bear on independence is encouraged. This communication enables the audit committee to consider the judgments made by the firm in identifying and evaluating threats to independence and the appropriateness of the safeguards applied. Such communication can be particularly helpful with respect to intimidation and familiarity threats.

### **Documentation**

290.31a When threats to independence that are not clearly insignificant are identified, and the firm decides to accept or continue the audit or review engagement, the decision should be documented. The documentation should include a description of the threats identified and the safeguards applied to eliminate or reduce the threats to an acceptable level.

### **Engagement Period**

290.31 The members of the audit or review team, the firm and network firms should be independent of the audit or review client during the period of the audit or review engagement. The period of the engagement starts when the audit or review team begins to perform audit or review services and ends when the audit or review report is issued, except when the engagement is of a recurring nature. If the engagement is expected to recur, the engagement period ends with the notification by either party that the professional relationship has terminated or the issuance of the final audit or review report, whichever is later.

290.32 The engagement period includes the period covered by the financial statements reported on by the firm. When an entity becomes an audit or review client during or after the period covered by the financial statements that the firm will report on, the firm should consider whether any threats to independence may be created by:

- Financial or business relationships with the client during or after the period covered by the financial statements, but prior to the acceptance of the audit or review engagement; or
- Previous services provided to the client.

- 290.33 If a non-assurance service was provided to the audit or review client during or after the period covered by the financial statements but before the commencement of professional services in connection with the audit or review and the service would be prohibited during the period of the audit or review engagement, consideration should be given to the threats to independence, if any, arising from the service. If the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards may include:
- Obtaining the client's acknowledgement of responsibility for the results of the non-assurance service;
  - Precluding personnel who provided the non-assurance service from being members of the audit or review team; and
  - 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.

#### Other Considerations

- 290.33a For audit or review clients other than those that are listed entities or other entities of significant public interest, when the audit or review team has reason to believe that a **related entity**\* of the client is relevant to the evaluation of the firm's independence of the client, the audit or review team should consider that related entity when evaluating independence and applying appropriate safeguards.
- 290.22 There may be occasions when the firm, a network firm or an individual inadvertently violates this section. If such an inadvertent violation occurs, it would generally not compromise independence with respect to the client provided the firm has appropriate quality control policies and procedures in place to promote independence and, once discovered, the violation is corrected promptly and any necessary safeguards are applied.
- 290.23 Throughout this section, reference is made to significant and clearly insignificant threats in the evaluation of independence. In considering the significance of any particular matter, qualitative as well as quantitative factors should be taken into account. A matter should be considered clearly insignificant only if it is deemed to be both trivial and inconsequential.

---

\* See Definitions.

## APPLICATION OF FRAMEWORK TO SPECIFIC SITUATIONS

### CONTENTS To be updated

	Paragraph
Introduction .....	290.100
Financial Interests .....	290.104
Provisions Applicable to All Assurance Clients .....	290.106
Provisions Applicable to Financial Statement Audit Clients .....	290.113
Provisions Applicable to Non-Financial Statement Audit Assurance Clients .....	290.122
Loans and Guarantees .....	290.126
Close Business Relationships with Assurance Clients .....	290.132
Family and Personal Relationships .....	290.135
Employment with Assurance Clients .....	290.143
Recent Service with Assurance Clients .....	290.146
Serving as an Officer or Director on the Board of Assurance Clients .....	290.149
Long Association of Senior Personnel with Assurance Clients	
General Provisions .....	290.153
Financial Statement Audit Clients that are Listed Entities .....	290.154
Provision of Non-assurance Services to Assurance Clients .....	290.158
Preparing Accounting Records and Financial Statements .....	290.166
General Provisions .....	290.169
Financial Statement Audit Clients that are Not Listed Entities .....	290.170
Financial Statement Audit Clients that are Listed Entities .....	290.171
Emergency Situations .....	290.173
Valuation Services .....	290.174
Provision of Taxation Services to Financial Statement Audit Clients .....	290.180
Provision of Internal Audit Services to Financial Statement Audit Clients .....	290.181
Provision of IT Systems Services to Financial Statement Audit Clients .....	290.187
Temporary Staff Assignments to Financial Statement Audit Clients .....	290.192
Provision of Litigation Support Services to Financial Statement Audit Clients .....	290.193
Provision of Legal Services to Financial Statement Audit Clients .....	290.196
Recruiting Senior Management .....	290.203
Corporate Finance and Similar Activities .....	290.204

Fees and Pricing

Fees—Relative Size .....	290.206
Fees—Overdue .....	290.208
Pricing .....	290.209
Contingent Fees .....	290.210
Gifts and Hospitality .....	290.212
Actual or Threatened Litigation .....	290.214



Paragraph numbers in section need to be updated

## Introduction

290.100 The following examples describe specific circumstances and relationships that may create threats to independence. The examples describe the potential threats created and the safeguards that may be appropriate to eliminate the threats or reduce them to an acceptable level in each circumstance. The examples are not all inclusive. In practice, the firm, network firms and the members of the audit or review team will be required to assess the implications of similar, but different, circumstances and relationships and to determine whether safeguards, including the safeguards in paragraphs 200.12 through 200.15 can be applied to satisfactorily address the threats to independence.

## Financial Interests

290.104 A financial interest in an audit or review client may create a self-interest threat. In evaluating the significance of the threat, and the appropriate safeguards to be applied to eliminate the threat or reduce it to an acceptable level, it is necessary to examine the nature of the financial interest. This includes an evaluation of the role of the person holding the financial interest, the materiality of the financial interest and the type of financial interest (direct or indirect).

290.105 When evaluating the type of financial interest, consideration should be given to the fact that financial interests range from those where the individual has no control over the investment vehicle or the financial interest held (e.g., a mutual fund, unit trust or similar intermediary vehicle) to those where the individual has control over the financial interest (e.g., as a trustee) or is able to influence investment decisions. In evaluating the significance of any threat to independence, it is important to consider the nature of the financial interest held and the degree of control or influence that can be exercised over the intermediary and its investment strategy. When control exists, the financial interest should be considered direct. Conversely, when the holder of the financial interest has no ability to exercise such control, the financial interest should be considered indirect.

290.106 If a member of the audit or review team, or their immediate family member, a firm or a network firm has a **direct financial interest**\* or a material **indirect financial interest**\* in the audit or review client, the self-interest threat created would be so significant no safeguards could eliminate or reduce the threat to an acceptable level. Therefore, a member of the audit or review team, their immediate family member, a firm or a network firm should not have a direct financial interest or a material indirect financial interest in the client.

290.108 When a member of the audit or review team knows that their close family member has a direct financial interest or a material indirect financial interest in the audit or review client, a self-interest threat may be created. In evaluating the significance of any threat,

---

\* See Definitions.

consideration should be given to the nature of the relationship between the member of the audit or review team and the close family member and the materiality of the financial interest. Once the significance of the threat has been evaluated, safeguards should be considered and applied as necessary. Such safeguards might include:

- The close family member disposing, as soon as practicable, of all or a sufficient portion of the financial interest such that the remaining interest is no longer material;
- Performing a review of the work done by the member of the audit or review team with the close family relationship; or
- Removing the individual from the audit or review team.

290.115 If a member of the audit or review team, their immediate family member, a firm, or a network firm has a material financial interest in an entity that has a controlling interest in the audit or review client, and the client is material to the entity, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Therefore, a member of the audit or review team, their immediate family member, a firm, or network firm, should not have such a financial interest.

290.116 If the retirement benefit plan of a firm, or network firm, has a financial interest in an audit or review client, a self-interest threat may be created. Accordingly, the significance of any such threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level.

290.117 If other partners, or their immediate family, in the **office**\* in which the **engagement partner**\* practices in connection with the audit or review engagement hold a direct financial interest or a material indirect financial interest in that audit or review client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Therefore, such partners or their immediate family should not hold any such financial interests in such a client.

290.118 The office in which the engagement partner practices in connection with the audit or review 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 or review team, judgment should be used to determine in which office the partner practices in connection with that engagement.

290.119 If other partners and managerial employees who provide non-assurance services to the audit or review client, except those whose involvement is clearly insignificant, or their immediate family, hold a direct financial interest or a material indirect financial interest in the audit or review client, the self-interest threat created would be so significant no

---

\* See Definitions.g

safeguard could reduce the threat to an acceptable level. Accordingly, such personnel or their immediate family should not hold any such financial interests in such an audit or review client.

- 290.120 Notwithstanding paragraphs 290.117 and 290.119, a financial interest in an audit or review client that is held by an immediate family member of (a) a partner located in the office in which the engagement partner practices in connection with the audit or review engagement, or (b) a partner or managerial employee who provides non-assurance services to the audit or review client, is not considered to create an unacceptable threat provided it is received as a result of their employment rights (e.g., pension rights or share options) and, where necessary, appropriate safeguards are applied to reduce any threat to independence to an acceptable level. However if the immediate family member has the right to dispose of the financial interest or, in the case of a financial interest, such as a stock option, the right to exercise the option, the financial interest should be disposed of as soon as practicable.
- 290.121 A self-interest threat may be created if the firm, or the network firm, or a member of the audit or review team, or their immediate family member, has a financial interest in an entity and an audit or review client, or a director, officer or controlling owner thereof also has a financial interest in that entity. Independence is not compromised with respect to the audit or review client if the respective interests are both immaterial and the audit or review client cannot exercise significant influence over the entity. If an interest is material to any party, and the client can exercise significant influence over the entity, no safeguards are available to reduce the threat to an acceptable level and the firm, or the network firm, should either dispose of the interest or decline the audit or review engagement. Any individual with such a material interest should, prior to 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.
- 290.109 When a firm, a professional of the firm or their immediate family member holds a direct or material indirect financial interest in the audit or review client as a trustee (or equivalent), and the firm or individual, or their immediate family member, is a beneficiary of the trust, the same self interest threat arises as if the investment were held directly. Accordingly the provisions in this section relating to direct and indirect financial interests should be applied as appropriate.
- 290.109A If one of the individuals covered by the provisions of paragraphs [290.106 to 290.121] holds a direct financial interest in the audit or review client as a trustee (or equivalent), but the individual is not a beneficiary of the trust, a self interest threat arises as a result

of the trustee's duty to act in the interests of the trust (or equivalent). Accordingly such an interest should only be held when:

- (a) The interest held by the trust in the audit or review client is not material to the trust;
- (b) The trust is not able to exercise significant influence over the audit or review client; and
- (c) The individual does not have significant influence over any investment decision involving a financial interest in the audit or review client.

290.109B If the firm holds a direct financial interest in the audit or review client as a trustee (or equivalent), but the firm is not a beneficiary of the trust, this may give the appearance of creating a threat to independence, even if the individual fulfilling the role of trustee (or equivalent) is not included within the scope of those covered by the provisions of paragraphs [290.106 to 290.121]. Accordingly the firm should only hold such an interest in an audit or review client which is a listed entity when:

- (a) The interest held by the trust in the audit or review client is not material to the trust;
- (b) The trust is not able to exercise significant influence over the audit or review client; and
- (c) The firm and any individual fulfilling the role of trustee (or equivalent) does not have significant influence over any investment decision involving a financial interest in the audit or review client.

If the firm holds such an interest in an audit or review client which is not a listed entity, threats to independence should be evaluated and if the threats are other than clearly insignificant, safeguards should be considered and applied to reduce the threat to an acceptable level.

290.110 Consideration should be given by the audit or review engagement team to whether a self-interest threat to the independence of the team may be created by any known financial interests in the audit or review client of other individuals. Such individuals would include:

- Professionals of the firm or network firm and their immediate family members not covered by the above; and
- Individuals who have a close personal relationship with a member of the audit or review team.

Whether the interests held by such individuals may create a self-interest threat will depend upon factors such as:

- The firm's organizational, operating and reporting structure; and

- The nature of the relationship between the individual and the member of the audit or review team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Removing the individual from the audit or review engagement team; and
- A review of the work done, performed where necessary, by a professional accountant who did not take part in the audit or review engagement.

290.110a If a firm, network firm, member of the audit or review team or other relevant professional, or their immediate family member, receives, by way of, for example, an inheritance, gift or, as a result of a merger, a direct financial interest or a material indirect financial interest in an audit or review client and such interest would not be permitted to be held under this section then:

- (a) If the interest is held by the firm or a network firm, the financial interest should be disposed of immediately, or a sufficient amount of an indirect financial interest should be disposed of so that the remaining interest is no longer material, or the firm should withdraw from the audit or review engagement.
- (b) If the interest is held by a member of the audit or review team, or their immediate family member, the individual should 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 the individual should be removed from the team.
- (c) If the interest is held by an other relevant professional, the individual should dispose of the financial interest as soon as possible, or dispose of a sufficient amount of an indirect financial interest so that the remaining interest is no longer material. During the period prior to the disposal of the financial interest, consideration should be given to whether any safeguards are necessary to reduce the self-interest threat to an acceptable level.

290.111 An inadvertent violation of this section as it relates to a financial interest in an audit or review client would not impair independence provided:

- (a) The firm, and the network firm, have established policies and procedures that require all professionals to report promptly to the firm any breaches resulting from the purchase, inheritance or other acquisition of a financial interest in the audit or review client;
- (b) The individual, in the case of a purchase, is advised that the financial interest should be disposed of and the disposal takes place at the earliest date after the

identification of the issue or in other circumstances the actions prescribed in paragraph 290.110a are taken; and (c) The firm considers whether any safeguards should be applied. Such safeguards might include:

- Involving an additional professional accountant to review the work done by the member of the audit or review team;
- Excluding the individual from any significant decision-making concerning the audit or review engagement; or
- Discussing the matter with the audit committee.

## **Loans and Guarantees**

290.126 A loan, or a guarantee of a loan, to the firm, or a network firm, from an audit or review client that is a bank or a similar institution, would not create a threat to independence provided the loan, or guarantee, is made under normal lending procedures, terms and requirements and the loan is immaterial to both the firm, or network firm, and the client. If the loan is material to the client or the firm or network firm it may be possible, through the application of safeguards, to reduce the self-interest threat created to an acceptable level. Such safeguards might include involving an additional professional accountant from outside the firm, or network firm, to review the work performed.

290.127 A loan, or a guarantee of a loan, from an audit or review client that is a bank or a similar institution, to a member of the audit or review team or their immediate family would not create a threat to independence provided the loan, or guarantee, is made under normal lending procedures, terms and requirements. Examples of such loans include home mortgages, bank overdrafts, car loans and credit card balances.

290.128 Similarly, deposits made by, or brokerage accounts of, a firm, a network firm or a member of the audit or review team with an audit or review client that is a bank, broker or similar institution would not create a threat to independence provided the deposit or account is held under normal commercial terms.

290.129 If the firm, or network firm, or a member of the audit or review team, makes a loan to an audit or review client, that is not a bank or similar institution, or guarantees such a client's borrowing, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level, unless the loan or guarantee is immaterial to both the firm, the network firm or the member of the audit or review team and the client.

290.130 Similarly, if the firm, a network firm, or a member of the audit or review team accepts a loan from, or has borrowing guaranteed by, an audit or review client that is not a bank or similar institution, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level, unless the loan or guarantee is

immaterial to both the firm, the network firm, or the member of the audit or review team and the client.

### **Close Business Relationships**

290.132 A close business relationship between a firm, a network firm or a member of the audit or review team and the audit or review client or its management, will involve a commercial or common financial interest and may create self-interest and intimidation threats. The following are examples of such relationships:

- Having a material financial interest in a joint venture with the client or a controlling owner, director, officer or other individual who performs senior managerial functions 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 acts as a distributor or marketer of the client's products or services, or the client acts as the distributor or marketer of the products or services of the firm.

Unless the financial interest is immaterial and the relationship is clearly insignificant to the firm, the network firm and the client, no safeguards could reduce the threat to an acceptable level. Therefore, in such circumstances:

- (a) The business relationship should be terminated;
- (b) The magnitude of the relationship should be reduced so that the financial interest is immaterial and the relationship is clearly insignificant; or
- (c) The firm should refuse to perform the audit or review engagement.

Unless any such financial interest is immaterial and the relationship is clearly insignificant to the member of the audit or review team, the individual should be removed from the audit team.

290.133 A business relationship involving an interest held by the firm, a network firm or a member of the audit or review team or their immediate family in a closely held entity when the audit or review client or a director or officer of the client, or any group thereof, also has an interest in that entity, does not create threats to independence provided:

- (a) The relationship is clearly insignificant to the firm, the network firm, the audit or review team or their immediate family and the client;
- (b) The interest held is immaterial to the investor, or group of investors; and
- (c) The interest does not give the investor, or group of investors, the ability to control the closely held entity.

290.134 The purchase of goods and services from an audit or review client by the firm or a network firm or a member of the audit or review team would not generally create a threat to independence providing the transaction is in the normal course of business and on an arm's length basis. However, such transactions may be of a nature or magnitude so as to create a self-interest threat. If the threat created is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Eliminating or reducing the magnitude of the transaction; or
- Removing the individual from the audit or review team;

### **Family and Personal Relationships**

290.135 Family and personal relationships between a member of the audit or review team and a director, an officer or certain employees, depending on their role, of the audit or review client, may create self-interest, familiarity or intimidation threats. It is impracticable to attempt to describe in detail the significance of the threats that such relationships may create. The significance will depend upon a number of factors, including the individual's responsibilities on the audit or review engagement, the closeness of the relationship and the role of the family member or other individual within the client. Consequently, there is a wide spectrum of circumstances that will need to be evaluated to assess the significance of the threats.

290.136 When an immediate family member of a member of the audit or review team is a director, an officer or an employee of the audit or review client in a position to exert significant influence over the preparation of the client's accounting records or financial statements, or was in such a position during any period covered by the engagement, the threats to independence can only be reduced to an acceptable level by removing the individual from the audit or review team. The closeness of the relationship is such that no other safeguard could reduce the threat to independence to an acceptable level. If this safeguard is not used, the firm should withdraw from the audit or review engagement.

290.137 When an immediate family member of a member of the audit or review team is an employee in a position to exert significant influence over the client's financial position, financial performance and cash flows, threats to independence may be created. The significance of the threats will depend on factors such as:

- The position the immediate family member holds with the client; and
- The role of the professional on the audit or review team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Removing the individual from the audit or review team; and



- Structuring the responsibilities of the audit or review team so that the professional does not deal with matters that are within the responsibility of the immediate family member.

290.138 When a close family member of a member of the audit or review team is a director, an officer, or an employee of the audit or review client in a position to exert significant influence over the preparation of the client's accounting records or financial statements, threats to independence may be created. The significance of the threats will depend on factors such as:

- The position the close family member holds with the client; and
- The role of the professional on the audit or review team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Removing the individual from the audit or review team; and
- Where possible, structuring the responsibilities of the audit or review team so that the professional does not deal with matters that are within the responsibility of the close family member.

290.139 In addition, self-interest, familiarity or intimidation threats may be created when a person who is other than an immediate or close family member of a member of the audit or review team has a close relationship with the member of the audit or review team and is a director, an officer or an employee of the audit or review client in a position to exert significant influence over the preparation of the client's accounting records or financial statements. Therefore, members of the audit or review team are responsible for identifying any such persons and for consulting in accordance with firm procedures. The evaluation of the significance of any threat created and the safeguards appropriate to eliminate the threat or reduce it to an acceptable level will include considering matters such as the closeness of the relationship and the role of the individual within the client.

290.140 Consideration should be given to whether self-interest, familiarity or intimidation threats may be created by a personal or family relationship between a partner or employee of the firm who is not a member of the audit or review team and a director, an officer or an employee of the audit or review client in a position to exert significant influence over the preparation of the client's accounting records or financial statements. Therefore partners and employees of the firm are responsible for identifying any such relationships and for consulting in accordance with firm procedures. The evaluation of the significance of any threat created and the safeguards appropriate to eliminate the threat or reduce it to an acceptable level will include considering matters such as the closeness of the relationship, the interaction of the firm professional with the audit or

review team, the position held within the firm, and the role of the individual within the client.

290.141 An inadvertent violation of this section as it relates to family and personal relationships would not impair the independence of a firm or a member of the audit or review team provided:

- (a) The firm has established policies and procedures that require all professionals to report promptly to the firm 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) Either the responsibilities of the audit team are re-structured so that the professional does not deal with matters that are within the responsibility of the person with whom he or she is related or has a personal relationship, or, if this is not possible, the firm promptly removes the professional from the audit team;
- (c) The firm considers whether any safeguards should be applied. Such safeguards might include:
  - Involving an additional professional accountant to review the work done by the member of the audit or review team;  
Excluding the individual from any significant decision-making concerning the engagement; or
  - Discussing the matter with the audit committee.

### **Employment with an Audit or Review Client**

290.143 A firm or a member of the audit or review team's independence may be threatened if a director, or an officer or an employee of the audit or review client who is in a position to exert significant influence over the preparation of the client's accounting records or financial statements has been a member of the audit or review team or partner of the firm. Such circumstances may create self-interest, familiarity and intimidation threats particularly when significant connections remain between the individual and their former firm.

290.144 If a member of the audit or review team, partner or former partner of the firm has joined the audit or review client, the significance of the self-interest, familiarity or intimidation threats created will depend upon the following factors:

- (a) The position the individual has taken at the client.
- (b) The amount of any involvement the individual will have with the audit or review team.
- (c) The length of time that has passed since the individual was a member of the audit or review team or firm.

- (d) The former position of the individual within the audit or review team or firm.

The significance of the threat should be evaluated. In all cases the following safeguards are necessary to ensure that no significant connection remains between the firm and the individual:

- (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 individual should not be material to the firm;
- (b) The individual does not continue to participate or appear to participate in the firm's business or professional activities.

If the remaining threat is other than clearly insignificant, additional safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Modifying the audit or review plan for the engagement;
- Assigning an audit or review team to the engagement that is of sufficient experience in relation to the individual who has joined the client; or
- Involving an additional professional accountant to review the work done or otherwise advise as necessary;

290.144a If a former partner of the firm has previously joined an entity which subsequently becomes an audit client of the firm, any threats to independence should be evaluated and if the threats are other than clearly insignificant safeguards should be considered and applied, as necessary, to eliminate or reduce any threat to an acceptable level.

290.145 A self-interest threat is created when a member of the audit or review team participates in the audit or review engagement while knowing, or having reason to believe, that they will, or may, join the client some time in the future. Firms should have policies and procedures to require members of an audit or review team to notify the firm when entering employment negotiations with the client. Upon receiving such notification the following safeguards should be applied as necessary to reduce any threat to an acceptable level:

- (a) Removal of the individual from the audit or review team; and
- (b) A review of any significant judgments made by that individual while on the engagement.

### **Audit Clients that are Listed Entities**

290.146a If a partner of a firm or network firm joins an audit client that is a listed entity as a director, an officer, or an employee who is in a position to exert significant influence over the preparation of the accounting records or financial statements of the client and the partner was a key audit partner with respect to such client, the self-interest,

familiarity and intimidation threats created would be so significant that the safeguards outlined in paragraph 290.144 would not be sufficient to reduce the threat to the firm's independence to an acceptable level unless audited financial statements covering a period of not less than twelve months, for which the partner was not a member of the audit team, have been issued.

290.146b If a former partner becomes, as a result of the business combination, a director or officer, or an employee who is in a position to exert significant influence over the financial statements of an audit client that is a listed entity, and paragraph 290.145a would apply because the former partner was a key partner with respect to the audit client, the threats to independence are not considered unacceptable provided:

- (a) the position was not taken in contemplation of the business combination;
- (b) any benefits or payments due to the partner from the firm have been settled in full, unless these are made in accordance with fixed pre-determined arrangements and any amount owed to the partner is not material to the firm;
- (c) the partner does not continue to participate or appear to participate in the firm's business or professional activities; and
- (d) the position taken by the partner with the audit client is discussed with the audit committee.

290.146c The employment or association of a former senior partner of the firm, such as the firm's managing partner, with an audit client that is a listed entity may, in particular, create intimidation threats. If that senior partner joins an audit client as a director, officer, or employee who is in a position to exert significant influence over the financial statements of the client, the significance of any threat created should be evaluated. Appropriate safeguards, such as those described in paragraph 290.144, should be applied to reduce any threat to independence to an acceptable level.

### **Temporary Staff Assignments**

290.146d The lending of staff by a firm, or network firm, to an audit or review client may create a self-review threat when the individual is in a position to influence the preparation of the accounting records or financial statements. In practice, such assistance may be given, but only on the understanding that the assistance should only be for a short period of time and the firm's or network firm's personnel will not be involved in:

- Providing non-assurance services that the firm would not otherwise be able to provide in accordance with the requirements of this section.; or
- Performing management functions, such as, for example, authorizing transactions, preparing source documents or originating data or making changes to such documents or data ;

The significance of any threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. In all circumstances, the following safeguards should be applied:

- The staff providing the assistance should not be given audit or review responsibility for any function or activity that they performed or supervised during their temporary staff assignment; and
- The audit client should acknowledge its responsibility for directing and supervising the activities of firm, or network firm, personnel.

### **Recent Service with an Audit or Review Client**

290.146d To have a former officer, director or employee of the audit or review client serve as a member of the audit or review team may create self-interest, self-review and familiarity threats. This would be particularly true when a member of the audit or review team has to express a conclusion on, for example, elements of the financial statements for which the individual had prepared the accounting records while with the client.

290.147 If, during the period covered by the audit or review report, a member of the audit or review team had served as an officer or director of the client, or had been an employee in a position to exert significant influence over the preparation of the client's accounting records or financial statements, the threat created would be so significant no safeguard could reduce the threat to an acceptable level. Consequently, such individuals should not be assigned to the audit or review team.

290.148 If, prior to the period covered by the audit or review report, a member of the audit or review team had served as an officer or director of the audit or review client, or had been an employee in a position to exert significant influence over the preparation of the client's accounting records or financial statements, this may create self-interest, self-review and familiarity threats. 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 or review engagement. The significance of the threats will depend upon factors such as:

- The position the individual held with the client;
- The length of time that has passed since the individual left the client; and
- The role the individual plays on the audit or review team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include involving an additional professional accountant to review the work done by the individual as part of the audit or review team.

## **Serving as an Officer or Director of an Audit or Review Client**

- 290.149 If a partner or employee of the firm or a network firm serves as an officer or director of an audit or review client, the self-review and self-interest threats created would be so significant no safeguard could reduce the threats to an acceptable level. Therefore, if such an individual were to accept such a position the firm should either refuse to perform or should withdraw from the audit or review engagement.
- 290.150 The position of Company Secretary has different implications in different jurisdictions. The 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 degree of association with the entity and may create self-review and advocacy threats.
- 290.151 If a partner or employee of the firm or a network firm serves as Company Secretary for an audit or review client, the self-review and advocacy threats created would generally be so significant, no safeguard could reduce the threat to an acceptable level. When the practice is specifically permitted under local law, professional rules or practice, the duties and functions undertaken should be limited to those of a routine and formal administrative nature such as the preparation of minutes and maintenance of statutory returns.
- 290.152 Routine administrative services to support a company secretarial function or advisory work in relation to company secretarial administration matters are generally not perceived to impair independence, provided client management makes all relevant decisions.

## **Long Association of Senior Personnel**

### **General Provisions**

- 290.153 Using the same senior personnel on an audit or review engagement over a long period of time may create a familiarity threat, a self-review and self-interest threat. The significance of the threat will depend upon factors such as:
- The length of time that the individual has been a member of the audit or review team;
  - The role of the individual on the audit or review team;
  - The structure of the firm;
  - The nature of the audit or review engagement;
  - Whether there have been changes in the client's management team; and

- Whether there has been a change in the nature or complexity of the client's accounting and reporting issues.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied to reduce the threat to an acceptable level. Such safeguards might include:

- Rotating the senior personnel off the audit or review team;
- Involving an additional professional accountant who was not a member of the audit or review team to review the work done by the senior personnel; or
- Independent internal quality reviews.

### **Audit Clients That are Listed Entities<sup>2</sup>**

290.154 Using the same partner on an audit over a prolonged period may create a familiarity threat, a self-review threat and a self-interest threat. Those threats are particularly relevant in the context of the audit of a listed entity. Accordingly in respect of the audit of listed entities:

- (a) The engagement partner and the individual responsible for the engagement quality control review should be rotated off the audit team after serving for seven years in either capacity or a combination thereof; and
- (b) Other **key audit partners** should be rotated off the audit team normally after serving in that capacity for seven years.

290.154a Upon rotating off the audit team, the individual should not be a member of the audit team for two years. During that period, the individual should not engage in meaningful activities with respect to the audit of the listed entity (e.g., discussing financial accounting and reporting matters with client management or the audit engagement team). A meaningful activity would not include completing minor administrative details associated with the previous audit engagement.

290.155 When an audit client becomes a listed entity, the length of time the individual has served the audit client as a key audit partner prior to the client becoming a listed entity should be considered in determining when the individual should be rotated. If the individual has served the audit client in that capacity for five years or less at the time the client becomes a listed entity, the number of years the individual may continue to serve the client in that capacity before rotating off the engagement is the difference between seven years and the number of years already served. If the individual has served the audit client in that capacity for six or more years at the time the client becomes a listed entity, the partner may continue to serve in that capacity for two additional years before rotating off the engagement.

290.155a The role other partners play in serving the audit client may create a threat to independence, depending on the nature, frequency, and extent of their interactions with

the client, its board or audit committee, and the audit team. For example, other partners may have responsibility for (i) interacting with management, the board, or the audit committee of the client on a regular basis, or (ii) the audit of significant subsidiaries or divisions of the audit client. Such other partners should be rotated if they have served the audit client for seven years in a capacity that creates threats to independence that are other than clearly insignificant.

- 290.156 Limited flexibility is permitted regarding the rotation of partners covered by 290.154(b) and 290.155(a) if the person's continuity is especially important to the audit client. For example, if there will be major changes to the audit client's management or structure that would coincide with the rotation of the partner and those changes are determined to be sufficient to mitigate the familiarity and self-review threats, that partner may remain on the audit team for up to one additional year.

### **Provision of Non-assurance Services to Audit and Review Clients**

- 290.158 Firms have traditionally provided to their audit and review clients a range of non-assurance services that are consistent with their skills and expertise. The provision of non-assurance services may, however, create threats to the independence of the firm, a network firm or the members of the audit or review team. Consequently, it is necessary to evaluate the significance of any threat created by the provision of such services. In some cases it may be possible to eliminate or reduce the threat created by application of safeguards. In other cases no safeguards are available to reduce the threat to an acceptable level and accordingly the non-assurance service should not be provided.
- 290.162 New developments in business, the evolution of financial markets, rapid changes in information technology, and the consequences for management and control, make it impossible to draw up an all-inclusive list of all situations when providing non-assurance services to an audit or review client might create threats to independence and of the different safeguards that might eliminate these threats or reduce them to an acceptable level. A firm or network firm may provide services beyond the audit or review engagement provided any threats to independence that are other than clearly insignificant have been reduced to an acceptable level.
- 290.162a Any threats created by the provision of non-assurance services to an audit or review client will be reduced when the firm is working with a member of management of the client who has been designated to receive the results of the non-assurance service and to make any judgments and decisions that are needed. Working with such appropriately informed management will help to reduce any identified threats to independence, such as self-review threats. Accordingly, in providing non-assurance services to an audit or review client, a firm should assess whether it will be working with informed management.
- 290.162b Certain non-assurance services may have the potential for the firm to perform a management function and without informed management, the likelihood of that



occurring may be increased. For example, if management is not appropriately informed, they may seek to rely on the firm to take responsibility for decisions required to be made arising from the non-assurance engagement. This risk is mitigated where the firm, in presenting the findings of its work, gives the client the opportunity to make judgments and decisions on the basis of an objective and transparent analysis of the issues.

290.163 The following safeguards may be particularly relevant in reducing to an acceptable level threats created by the provision of non-assurance services to an audit or review client:

- Policies within the client regarding its oversight responsibility for provision of non-assurance services by the firm.
- Obtaining the client's acknowledgement of its responsibility for the results of the work performed by the firm.
- Making arrangements so that personnel providing non-assurance services are not members of the audit or review team.
- Involving an additional professional accountant to advise on the potential impact of the non-assurance engagement on the independence of the member of the audit or review team and the firm.
- Involving an additional professional accountant outside of the firm to provide assurance on a discrete aspect of the audit or review engagement.

290.165 The provision of certain non-assurance services to an audit or review client may create threats to independence so significant that no safeguard could eliminate the threat or reduce it to an acceptable level. However, the provision of such services to a related entity, division or in respect of a discrete financial statement item of such clients may be permissible when any threats to the firm's independence 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 in the case of a review client, reviewed 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.

290.165a When the firm is required to apply the provisions of this section to (i) an entity that has direct or indirect control over the audit or review client, or (ii) an entity which is under common control with the audit or review client, the provision of certain non-assurance services to such entities, which are not audit or review clients, may be permissible because any self-review threat is clearly insignificant. This will be the case where the firm reasonably concludes that the results of the service will not be subject to audit or review procedures and consequently, the particular non-assurance service does not create a self-review threat.

- 290.34 A non-assurance service provided to an audit client will not impair the firm's independence when the client becomes a listed entity provided:
- (a) The previous non-assurance service was provided in accordance with this section for an audit client that is not a listed entity;
  - (b) The service will be terminated as soon as practicable after the client becomes a listed entity if the services are impermissible under this section for audit clients that are listed entities; and
  - (c) The firm implements appropriate safeguards to eliminate or reduce to an acceptable level any threats to independence that are other than clearly insignificant arising from the service.
- 290.165b An engagement to provide non-assurance services might include a number of different elements such that they do not necessarily fall within a single type of non-assurance service as discussed in the following examples. In applying the examples set out in this section to a particular engagement in these circumstances, the principles underlying the examples of relevant non-assurance services should be applied in a manner consistent with the conceptual approach to independence set out in this section.

#### **Preparing Accounting Records and Financial Statements**

- 290.166 Assisting an audit or review client in matters such as preparing accounting records or financial statements may create a self-review threat when the financial statements are subsequently audited or reviewed by the firm.
- 290.168 Extensive dialogue between the firm and management of the audit or review client is common. Management may request and receive technical assistance and advice from members of the audit or review team regarding such matters as implementation of new accounting standards or policies and financial statement disclosure requirements, the appropriateness of financial and accounting controls and the methods used in determining the stated amounts of assets and liabilities. Assistance and advice of this nature promotes the fair presentation of the client's financial statements and accordingly, does not generally threaten the firm's independence.
- 290.168a Similarly, during the audit or review process, the firm may be requested to assist the client in resolving account reconciliation problems, analyzing and accumulating information for regulatory reporting, converting 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), drafting disclosure items and proposing adjusting journal entries. These services are considered to be a normal part of the audit process and do not, under normal circumstances, threaten independence.

290.168b It is the responsibility of audit or review client's management to ensure that accounting records are kept and financial statements are prepared. Examples of such management functions in connection with the provision of accounting and bookkeeping services include:

- Determining or changing journal entries, or the classifications for accounts or transaction or other accounting records without obtaining the approval of the client;
- 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).

*Audit and Review Clients that are Not Listed Entities*

290.170 The firm, or a network firm, may prepare accounting records and financial statements for an audit or review client that is not a listed entity where the services are of a routine or mechanical nature. Examples of such services include:

- 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 client's 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 should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Making arrangements so that such services are not performed by a member of the audit or review team; or
- If such services are performed by a member of the audit or review team, using a partner or senior staff member with appropriate expertise who is not a member of the audit or review team to review the work done.

*Audit Clients that are Listed Entities*

290.171 The preparation of accounting records and financial statements, and the preparation of financial statements or financial information which forms the basis of the financial statements on which the audit report is provided, for an audit client that is a listed entity would create a current or future self-review threat that is so significant no safeguard could reduce the threat to an acceptable level.. Accordingly, except in emergency situations, a firm, or a network firm, should not, with the limited exceptions below, provide such services to an audit client that is a listed entity.

290.172 The provision of services of a routine or mechanical nature involving the preparation of accounting records and financial statements for divisions or subsidiaries of an audit client that is a listed entity would not be seen as creating a threat to independence with respect to the client provided:

- the divisions or subsidiaries for which the service is provided are collectively immaterial to the audit client, or
- the services provided relate to matters that are collectively immaterial to the financial statements of the division or subsidiary.

If such services are provided, personnel providing the services should not be members of the audit team.

290.172a Assistance in the preparation of the financial statements of other subsidiaries of an audit client that is a listed entity may be provided in the following circumstances because those financial statements do not form the basis of the financial statements of the listed audit client:

- Where the financial statements are prepared from information in the financial reporting package (prepared by the client), after making such further adjustments to enable compliance with the relevant financial reporting framework.
- Where the financial statements are prepared from the underlying accounting records under a separate procedure from that used for the preparation of the group reporting package, or
- Where no instructions are received from the firm or network firm responsible for the audit of the group financial statements and the firm is satisfied that the financial statements will not form the basis of the financial statements of the listed entity on which the group audit report is given.

#### *Emergency Situations*

290.173 The preparation of accounting records and financial statements for audit clients, that would otherwise create a threat to independence, may be provided in emergency or other unusual situations, when it is impractical for the audit client to make other arrangements, provided:

- (a) Personnel providing the services are not members of the audit team;
- (b) The emergency situation arose as a result of unforeseeable events; and
- (c) The services are provided for only a short period of time and are not expected to recur.

## **Valuation Services**

- 290.174 A valuation comprises the making of assumptions with regard to future developments, the application of certain methodologies and techniques, and the combination of both in order to compute a certain value, or range of values, for an asset, a liability or for a business as a whole.
- 290.175 A valuation by a firm or network firm for an audit or review client may create a self-review threat.
- 290.176 If the valuation service involves the valuation of matters material to the financial statements and the valuation involves a significant degree of subjectivity, the self-review threat created could not be reduced to an acceptable level by the application of any safeguard. Accordingly, such valuation services should not be provided or, alternatively, the firm should withdraw from the audit or review engagement.
- 290.176a Certain valuations may not involve a significant degree of subjectivity. This is likely to be the case where the underlying assumptions are determined by law or regulation, or are widely accepted and when the techniques and methodologies to be used are based on generally accepted standards or even 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 and the provision of valuation services involving matters material to the financial statements might not create significant threats due to the lack of subjectivity.
- 290.177 Performing valuation services for an audit or review client that are neither separately, nor in the aggregate, material to the financial statements, or that do not involve a significant degree of subjectivity, may also create a self-review threat. The significance of the threat will depend on factors such as:
- (a) The extent of the client's knowledge, experience and ability to evaluate the issues concerned, and the extent of their involvement in determining and approving significant matters of judgment.
  - (b) The degree to which established methodologies and professional guidelines are available when performing a particular valuation service.
  - (c) For valuations involving standard or established methodologies, the degree of subjectivity inherent in the item concerned.
  - (d) The reliability and extent of the underlying data.
  - (e) The degree of dependence on future events of a nature which could create significant volatility inherent in the amounts involved.
  - (f) The extent and clarity of the disclosures in the financial statements.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Involving an additional professional accountant to review the work done or otherwise advise as necessary;
- Confirming with the client their understanding of the underlying assumptions of the valuation and the methodology to be used and obtaining approval for their use; and
- Making arrangements so that personnel providing such services do not participate in the audit or review engagement.

### **Provision of Taxation Services**

290.180 Taxation services comprise a broad range of services, including:

- tax return preparation;
- preparation of tax calculations to be used as the basis for the accounting entries in the financial statements;
- tax planning and other tax advisory services; and
- assistance in the resolution of tax disputes

290.181 Threats to independence arising from the performance of certain tax services generally fall into two categories – self review and advocacy.

#### *Tax Return Preparation*

290.180 Tax return preparation services involve assisting clients with their tax reporting obligations by completing information, usually on standardised forms, required to be submitted to the applicable tax authorities. Such services may also include responding to the tax authorities on behalf of the audit or review client for requests for further information and analysis. Tax return preparation services are generally based upon historical information and principally involve analysis and interpretation of such historical information based upon the constraints of existing tax law, including precedents and established practice. Further, the tax returns are subject to whatever review or approval process the tax authority considers appropriate. Accordingly, such services do not normally create threats to independence.

#### *Preparation of Tax Calculations to be Used as the Basis for the Accounting Entries in the Financial Statements*

290.181 Preparing calculations of current and deferred tax liabilities (or assets) for an audit or review client to be used by the client as the basis for preparing the accounting entries which will be subsequently audited by the firm may create a self review threat.

The significance of the threat created will depend on the degree of subjectivity involved in the calculations and their materiality to the financial statements.

If the self-review threat created is other than clearly insignificant safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Using professionals who are not members of the audit or review team to perform the service; or
- If the service is performed by a member of the audit or review team, using a partner or senior staff member with appropriate expertise who is not a member of the audit or review team to review the tax calculations prepared by the audit or review team.

290.185 In the case of an audit or review client that is a listed entity, if the tax calculations are material to the group financial statements, the provision of such services would generally create a threat that could not be reduced to an acceptable level by the application of any safeguard.

#### *Tax Planning and Other Tax Advisory Services*

290.187 A firm or network firm may provide tax planning or other tax advisory services to an audit or review client, for example advising as to how the client might structure its affairs in a tax efficient manner

290.188 A self-review threat may be created where the advice will affect matters that will be reflected in the financial statements and an advocacy threat when the firm or a network firm promotes the tax advice, for example to the tax authorities on behalf of the audit or review client. The significance of any threat created will depend upon 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 advice is supported by tax authority or other precedent, established practice or basis in tax law;
- Whether the tax treatment is supported by a private ruling or has otherwise been cleared by the tax authority prior to the preparation of the financial statements; and
- Whether the effectiveness of the tax advice depends on a particular accounting treatment or presentation, there is doubt as to the appropriateness of the related accounting treatment and the outcome of the tax advice will have a material effect on the financial statements.

290.189 The significance of any threat created should be evaluated and if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include:

- Using professionals who are not members of the audit or review team to perform the service; or
- Involving an additional tax partner or senior tax employee, not involved in the provision of tax services to the client, to provide advice to the audit or review team on the service and to review the financial statement treatment;

*Assistance in the Resolution of Tax Disputes*

290.191 An advocacy threat may be created when a firm or network performs taxation services for an audit or review client that involve acting for the client in the resolution of a tax matter by representing the client before a public tribunal or court.

290.192 Where the taxation services involve acting as an advocate for an audit or review client before a public tribunal or court in the resolution of a tax matter and the amounts involved are material to the financial statements, the advocacy threat is considered so significant that no safeguard could eliminate or reduce the threat to an acceptable level. Therefore, the firm or network firm should not perform this type of service for an audit or review client. For the purposes of this paragraph, what constitutes a “public tribunal or court” will be determined according to how tax proceedings are heard in the particular jurisdiction.

290.193 The firm or network 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 analyzing the tax issues) for the audit or review client in relation to the matter which is being heard before a public tribunal or court.

290.194 Where a firm or network firm is asked to act in an advocacy role for an audit or review client in the resolution of a tax matter in circumstances where the amounts involved are not material to the financial statements of the audit or review client, the firm should evaluate the significance of any advocacy and self-review threats created and, if the threat is other than clearly insignificant, safeguards should be applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include:

- Using professionals who are not members of the audit team to perform the service;
- Involving an additional tax partner or senior tax employee, not involved in the provision of tax services to the client, to provide advice to the audit or review team on the service and to review the financial statement treatment.



### **Provision of Internal Audit Services**

- 290.181 A self-review threat may be created when a firm, or network firm, provides internal audit services to an audit or review client. Internal audit services may comprise an extension of the firm's audit service beyond requirements of generally accepted auditing standards, assistance in the performance of a client's internal audit activities or outsourcing of the activities. In evaluating any threats to independence, the nature of the service will need to be considered. For this purpose, internal audit services do not include operational internal audit services unrelated to the internal accounting controls, financial systems or financial statements.
- 290.182 Services involving an extension of the procedures required to conduct an audit or review in accordance with International Standards on Auditing or International Standards for Review Engagements would not be considered to impair independence with respect to the audit or review client provided that the firm's or network firm's personnel do not management functions.
- 290.183 When the firm, or a network firm, provides assistance in the performance of an audit or review client's internal audit activities or undertakes the outsourcing of some of the activities, any self-review threat created may be reduced to an acceptable level by ensuring that there is a clear separation between the management and control of the internal audit by client management and the internal audit activities themselves.
- 290.184 Performing a significant portion of the - audit or review client's internal audit activities may create a self-review threat and a firm, or network firm, should consider the threats and proceed with caution before taking on such activities. Appropriate safeguards should be put in place and the firm, or network firm, should, in particular, ensure that the audit client acknowledges its responsibilities for establishing, maintaining and monitoring the system of internal controls.
- 290.185 A firm, or network firm, should not provide any internal audit services to an audit or review client unless:
- (a) The client is responsible for internal audit activities and acknowledges its responsibility for establishing, maintaining and monitoring the system of internal controls;
  - (b) The client designates a competent employee, preferably within senior management, to be responsible for internal audit activities;
  - (c) The client, the audit committee or supervisory body approves the scope, risk and frequency of internal audit work;
  - (d) The client is responsible for evaluating and determining which recommendations of the firm should be implemented;

- (e) The client evaluates the adequacy of the internal audit procedures performed and the findings resulting from the performance of those procedures by, among other things, obtaining and acting on reports from the firm; and
- (f) The findings and recommendations resulting from the internal audit activities are reported appropriately to the audit committee or supervisory body.

290.186 Consideration should also be given to whether such non-assurance services should be provided only by personnel not involved in the financial statement audit engagement and with different reporting lines within the firm.

### **Provision of IT Systems Services**

290.187a Services related to information technology (IT) systems include the design and implementation of hardware or software systems. The systems may aggregate source data or generate information that affects the accounting records or financial statements or the systems may be unrelated to the audit client's accounting records or financial statements. The provision of IT systems services by a firm or network firm to an audit or review client may create a self-review threat depending on the nature of the services and the IT systems.

290.187b Certain IT systems services are not considered to create a threat to independence provided firm or network firm personnel do not perform management functions. Such services include the following:

- Design or implementation of IT systems that are unrelated to the accounting records or financial statements;
- Implementation of "off-the-shelf" accounting or financial information reporting software that was not developed by the firm or network firm provided the customization required to meet the client's needs is clearly insignificant; and
- Evaluating and making recommendations with respect to a system designed, implemented or operated by another service provider or the client.

### *Audit or Review Clients that are Not Listed Entities*

290.187 The provision of services by a firm or network firm to an audit or review client that is not a listed entity involving the design or implementation of IT systems that form a significant part of the accounting systems or generate significant information used in the preparation of a client's financial statements may create a self-review threat.

290.188 The self-review threat is likely to be too significant to allow the provision of such services to an audit or review client unless appropriate safeguards are put in place ensuring that:

- (a) The client acknowledges its responsibility for establishing and monitoring a system of internal controls;
- (b) The client designates a competent employee, preferably within senior management, with the responsibility to make all management decisions with respect to the design and implementation of the hardware or software system;
- (c) The client makes all management decisions with respect to the design and implementation process;
- (d) The client evaluates the adequacy and results of the design and implementation of the system; and
- (e) The client is responsible for the operation of the system (hardware or software) and the data used or generated by the system.

290.189 Consideration should also be given to whether such non-assurance services should be provided only by personnel who are not members of the auditor review team who have different reporting lines within the firm.

*Audit Clients that are Listed Entities*

290.XX The provision of services to an audit or review client that is a listed entity involving the design or implementation of IT systems that form a significant part of the accounting systems or generate significant information used in the preparation of the group's financial statements would create a current or future self-review threat that is so significant no safeguard could reduce the threat to an acceptable level. Accordingly, a firm or a network firm should not provide such services to an audit client that is a listed entity.

290.xxxa The provision of services to a related entity of an audit or review client that is a listed entity involving the design or implementation of IT systems that do not form a significant part of the accounting systems, or do not generate significant information used in the preparation of the group's financial statements, should be evaluated by reference to the requirements of paragraphs 290.187-290.189.

**Provision of Litigation Support Services**

290.193 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 in relation to a dispute or litigation.

290.194 Litigation support services provided to an audit or review client may create a self-review threat.

290.194a If the litigation support services involve estimating damages or other amounts by the firm, or network firm, that are material to the financial statements and involve a significant degree of subjectivity, the self-review threat created could not be reduced to an acceptable level by the application of any safeguard. The estimate of damages or other amounts involves a significant degree of subjectivity when it is likely that two or more experts would reach materially different values because of the judgments required to be made by such experts. Accordingly, such litigation support services should not be provided or, alternatively, the firm should withdraw from the audit or review engagement.

290.194b Certain engagements to estimate damages may not involve a significant degree of subjectivity. This is likely to be the case where the underlying assumptions are determined by law or regulation, or are widely accepted and when the techniques and methodologies to be used are based on generally accepted standards or even prescribed by law or regulation. In such circumstances, the estimate of damages prepared by two or more parties is not likely to be materially different and the provision of services involving the estimation of damages material to the financial statements might not create significant threats.

290.194c If the litigation support services involve estimating damages or other amounts that affect the financial statements for an audit or review client that are neither separately, nor in the aggregate, material to the financial statements, or that do not involve a significant degree of subjectivity, may also create a self-review threat. The significance of the threat will depend on factors such as:

- The extent of the client's knowledge, experience and ability to evaluate the issues concerned, and the extent of their involvement in determining and approving significant matters of judgment;
- The degree to which established methodologies and professional guidelines are available when performing the service;
- For estimates involving standard or established methodologies, the degree of subjectivity inherent in the item concerned;
- The reliability and extent of the underlying data;
- The degree of dependence on future events of a nature which could create significant volatility inherent in the amounts involved;
- The extent and clarity of the disclosures in the financial statements.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Involving an additional professional accountant to review the work done or otherwise advise as necessary;
- Confirming with the client their understanding of the underlying assumptions of the estimate and the methodology to be used and obtaining approval for their use;
- Making arrangements so that personnel providing such services are not members of the audit or review team

### **Provision of Legal Services**

290.196 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. Legal services encompass a wide and diversified range of areas including both corporate and commercial services to clients, such as contract support, litigation, mergers and acquisition advice and support and the provision of assistance to clients' internal legal departments. The provision of legal services by a firm, or network firm, to an entity that is an audit or review client may create both self-review and advocacy threats.

290.199 There is a distinction between advocacy and advice. Legal services to support an audit or review client in the execution of a transaction (*e.g.*, contract support, legal advice, legal due diligence and restructuring) may create self-review threats depending on:

- The nature of the service to be provided,
- Whether the service is provided by a member of the audit or review team; and
- The materiality of any matter in relation to the client's financial statements.

Such safeguards may include:

- Using professionals who are not members of the audit team to perform the service; and
- Involving an additional partner or senior employee, not involved in the provision of legal services to the client, to provide advice to the audit or review team on the service and review the financial statement treatment, if any.

290.200 Acting for an audit or review client in the resolution of a dispute or litigation in such circumstances when the amounts involved are material in relation to the financial statements of the client would create advocacy and self-review threats so significant no

safeguard could reduce the threat to an acceptable level. Therefore, the firm should not perform this type of service for an audit or review client.

290.201 When a firm is asked to act in an advocacy role for an auditor review client in the resolution of a dispute or litigation in circumstances when the amounts involved are not material to the financial statements of the client, the firm should evaluate the significance of any advocacy and self-review threats created and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include

- Using professionals who are not members of the audit or review team to perform the service; and
- Involving an additional partner or senior employee, not involved in the provision of legal services to the client, to provide advice to the audit or review team on the service and review the financial statement treatment, if any.

290.202 The appointment of a partner or an employee of the firm or network firm as General Counsel for legal affairs to an audit or review client would create self-review and advocacy threats that are so significant 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 or network firm should accept such an appointment for an audit or review client.

### **Recruiting Senior Management**

290.203 The recruitment of senior management for an audit or review client, such as those in a position to exert significant influence over the preparation of the financial statements, may create current or future self-interest, familiarity and intimidation threats. The significance of the threat will depend upon factors such as:

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

The firm could generally provide such services as reviewing the professional qualifications of a number of applicants and provide advice on their suitability for the post. In addition, the firm could generally produce a short-list of candidates for interview, provided it has been drawn up using criteria specified by the audit or review client.

The significance of the threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. In all cases, the firm should not make management decisions and the decision as to whom to hire should be left to the client.

*Audit Clients that are Listed Entities*

290.203a The recruitment of senior management in a position to exert significant influence over the preparation of the accounting records and the financial statements of an audit client that is a listed entity would create current or future self-interest, familiarity and intimidation threats that are so significant no safeguard could reduce the threat to an acceptable level. Accordingly, a firm or network firm should not provide such services to an audit client that is a listed entity.

**Corporate Finance Services**

290.204 The provision of corporate finance services, advice or assistance to an audit or review client may create advocacy and self-review threats. In the case of certain corporate finance services, the independence threats created would be so significant no safeguards could be applied to reduce the threats to an acceptable level. For example, promoting, dealing in, or underwriting an audit or review client's shares is not compatible with providing audit or review services. Moreover, performing management functions, such as committing the audit or review client to the terms of a transaction or authorizing a transaction on behalf of the client would create a threat to independence so significant no safeguard could reduce the threat to an acceptable level. In the case of an audit or review client the provision of those corporate finance services referred to above by a firm or a network firm would create a threat to independence so significant no safeguard could reduce the threat to an acceptable level.

290.205 Other corporate finance services may create advocacy or self-review threats; however, safeguards may be available to reduce these threats to an acceptable level. Examples of such services include assisting an audit or review client in developing corporate strategies, assisting in identifying or introducing a client to possible sources of capital that meet the client specifications or criteria and providing structuring advice. Safeguards that should be considered include:

- Using professionals who are not members of the audit or review team to provide the services; and
- Involving an additional partner or senior employee, not involved in the provision of corporate finance services to the client, to provide advice to the audit or review team on the service and review the financial statement treatment, if any.

**Fees and Pricing**

**Fees–Relative Size**

290.206 When the total fees generated by an audit or review client represent a large proportion of a firm's total fees, the dependence on that client or client group and concern about the possibility of losing the client may create a self-interest threat. The significance of the threat will depend upon factors such as:

- The structure of the firm; and

- Whether the firm is well established or newly created.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Taking steps to reduce dependency on the client;
- External quality control reviews; and
- Consulting a third party, such as a professional regulatory body or another professional accountant.

290.207 A self-interest threat may also be created when the fees generated from an audit or review client represent a large proportion of the revenue from an individual partner's clients. The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Policies and procedures to monitor and implement quality control of audit or review engagements; and
- Involving an additional professional accountant who was not a member of the audit or review team to review the work done or otherwise advise as necessary.

### **Fees–Overdue**

290.208 A self-interest threat may be created if fees due from an audit or review client for professional services remain unpaid for a long time, especially if a significant part is not paid before the issue of the audit or review report for the following year. Generally the payment of such fees should be required before the report is issued. The following safeguard may be applicable

- 

involving an additional professional accountant who did not take part in the assurance engagement to provide advice or review the work performed.

The firm should also consider 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.

### **Pricing**

290.209 When a firm obtains an audit or review engagement at a significantly lower fee level than that charged by the predecessor firm, or quoted by other firms, the self-interest threat created will not be reduced to an acceptable level unless:

- (a) The firm is able to demonstrate that appropriate time and qualified staff are assigned to the task; and



- (b) All applicable audit or review standards, guidelines and quality control procedures are being complied with.

### **Contingent Fees**

290.210 Contingent fees are fees calculated on a predetermined basis relating to the outcome or result of a transaction or the result of the work performed. For the purposes of this section, fees are not regarded as being contingent if a court or other public authority has established them.

290.211 A contingent fee charged by a firm in respect of an audit or review engagement creates self-interest and advocacy threats that cannot be reduced to an acceptable level by the application of any safeguard. Accordingly, a firm should not enter into any fee arrangement for an audit or review engagement under which the amount of the fee is contingent on the result of the audit or review work or on items that are incorporated in the financial statements.

290.212 A contingent fee charged by a firm in respect of a non-assurance service provided to an audit or review client may also create self-interest and advocacy threats. If the amount of the fee for a non-assurance engagement was agreed to, or contemplated, during an audit or review engagement and was contingent on the result of the audit or review engagement, the threats could not be reduced to an acceptable level by the application of any safeguard. Accordingly, such arrangements should not be accepted. For other types of contingent fee arrangements, the significance of the threats created will depend on factors such as:

- The range of possible fee amounts;
- The degree of variability;
- The basis on which the fee is to be determined;
- Whether the outcome or result of the transaction is to be reviewed by an independent third party; and
- The effect of the event or transaction on the audit or review engagement.

The significance of the threats should be evaluated and, if the threats are other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threats to an acceptable level. Such safeguards might include:

- Review or determination of the final fee by an unrelated third party; or
- Quality and control policies and procedures.

### **Compensation Policies**

290.212a The basis on which a partner is compensated may create a self-interest threat to independence particularly when the partner is compensated for selling non-assurance

services. Accordingly, a key audit partner should not be compensated based on that partner's success in selling non-assurance services to the audit or review client. This is not intended to prohibit normal profit-sharing arrangements between partners of a firm.

290.212b Compensating other members of the audit or review team for selling non-assurance services to an audit or review client may create a self-interest threat. The significance of the threat will depend upon the proportion of the individual's compensation which is based on the sale of non-assurance services to the audit or review client. The significance of the threat should be evaluated and, if threats are other than clearly insignificant the firm should either revise the compensation plan for that individual or apply other safeguards to eliminate or reduce the threat to an acceptable level. Such safeguards might include:

- Involving an additional professional accountant who was not a member of the audit or review team to review the work done;
- Removing the individual from the audit or review team.

### **Gifts and Hospitality**

290.213 Accepting gifts or hospitality from an audit or review client may create self-interest and familiarity threats. When a firm or a member of the audit or review team accepts gifts or hospitality, unless the value is clearly insignificant, the threats to independence cannot be reduced to an acceptable level by the application of any safeguard. Consequently, a firm or a member of the audit or review team should not accept such gifts or hospitality.

### **Actual or Threatened Litigation**

290.214 When litigation takes place, or appears likely, between the firm or a member of the audit team and the audit or review client, a self-interest or intimidation threat may be created. The relationship between client management and the members of the audit or review team must be characterized by complete candor and full disclosure regarding all aspects of a client's business operations. The firm and the client's management may be placed in adversarial positions by litigation, affecting management's willingness to make complete disclosures and the firm may face a self-interest threat. The significance of the threat created will depend upon such factors as:

- The materiality of the litigation; and
- 
- Whether the litigation relates to a prior audit or review engagement.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied to reduce the threats to an acceptable level. Such safeguards might include:

- (a) If the litigation involves a member of the audit or review team, removing that individual from the audit or review team; or
- (b) Involving an additional professional accountant in the firm who was not a member of the audit or review team to review the work done or otherwise advise as necessary.

If such safeguards do not reduce the threat to an appropriate level, the only appropriate action is to withdraw from, or refuse to accept, the audit or review engagement.

## DEFINITIONS

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

[Definitions will be put into alphabetical order]

Also need to check some of the definitions with IAASB to ensure that they are comfortable with how we have paraphrased.

Advertising	The communication to the public of information as to the services or skills provided by professional accountants in public practice with a view to procuring professional business.
Assurance client	<p>The responsible party that is the person (or persons) who:</p> <ul style="list-style-type: none"><li>(a) In a direct reporting engagement, is responsible for the subject matter; or</li><li>(b) In an assertion-based engagement, is responsible for the subject matter information and may be responsible for the subject matter.</li></ul>
Assurance engagement	<p>An engagement in which a professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.</p> <p>(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.)</p>
Assurance team	<ul style="list-style-type: none"><li>(a) All members of the engagement team for the assurance engagement;</li><li>(b) All others within a firm who can directly influence the outcome of the assurance engagement, including:<ul style="list-style-type: none"><li>(i) those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the assurance engagement partner in connection with the performance of the assurance engagement. For the purposes of</li></ul></li></ul>

	<p>an audit or review engagement this includes those at all successively senior levels above the engagement partner for the audit or review engagement to the firm's chief executive;</p> <p>(ii) those who provide consultation regarding technical or industry specific issues, transactions or events for the assurance engagement; and</p> <p>(iii) those who provide quality control for the assurance engagement, including those who perform the engagement quality control review for the assurance engagement; and</p> <p>(c) For the purposes of an audit or review engagement, all those within a network firm who can directly influence the outcome of the audit or review engagement.</p>
Audit or review team	<p>(a) All members of the engagement team for the audit or review engagement; and</p> <p>(b) All others within a firm who can directly influence the outcome of the audit or review engagement, including:</p> <p>(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 or review engagement including those at all successively senior levels above the engagement partner through the firm's chief executive;</p> <p>(ii) those who provide consultation regarding technical or industry specific issues, transactions or events for the engagement; and</p> <p>(iii) those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and</p> <p>(c) All those within a network firm who can directly influence the outcome of the audit or review engagement.</p>
Clearly insignificant	A matter that is deemed to be both trivial and inconsequential.
Close family	A parent, child or sibling, who is not an immediate family member.
Contingent fee	A fee calculated on a predetermined basis relating to the outcome or result of a transaction or the result of the work performed. A fee that is established by a court or other public authority is not a contingent fee.

Direct financial interest	<p>A financial interest:</p> <ul style="list-style-type: none"><li>• Owned directly by and under the control of an individual or entity (including those managed on a discretionary basis by others); or</li><li>• Beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has control</li></ul>
Director or officer	<p>Those charged with the governance of an entity, regardless of their title, which may vary from country to country.</p>
Engagement partner	<p>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.</p>
Engagement quality control review	<p>A process designed to provide an objective evaluation, before the report is issued, of the significant judgments the engagement team made and the conclusions they reached in formulating the report.</p>
Engagement team	<p>All personnel performing an engagement, including any experts contracted by the firm in connection with that engagement.</p>
Existing accountant	<p>A professional accountant in public practice currently holding an audit appointment or carrying out accounting, taxation, consulting or similar professional services for a client.</p>
Financial interest	<p>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.</p>
Audit client	<p>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.</p>
Audit engagement	<p>A reasonable assurance engagement in which a professional accountant in public practice expresses an opinion whether historical financial information is prepared in all material respects in accordance with an identified financial reporting framework, such as an engagement conducted in accordance with International Standards on Auditing or International Standards on Review Engagements. This includes a Statutory Audit, which is an audit required by legislation or other</p>

	regulation.
Firm	<ul style="list-style-type: none"><li>(a) A sole practitioner, partnership or corporation of professional accountants;</li><li>(b) An entity that controls such parties; and</li><li>(c) An entity controlled by such parties.</li></ul>
Immediate family	A spouse (or equivalent) or dependant.
Independence	<p>Independence is:</p> <ul style="list-style-type: none"><li>(a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, allowing an individual to act with integrity, and exercise objectivity and professional skepticism</li><li>(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, based on the specific facts and circumstances available, that a firm's, or a member of the audit or review team's, integrity, objectivity or professional skepticism had been compromised.</li></ul>
Indirect financial interest	A financial interest beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has no control.
Key audit partner	The engagement partner, the individual responsible for the engagement quality control review, and other partners involved at the group level who are responsible for key decisions or judgments on significant matters with respect to the audit engagement.
Listed entity	An entity whose shares, stock or debt are quoted or listed on a recognized stock exchange, or are marketed under the regulations of a recognized stock exchange or other equivalent body.
Network firm	An entity under common control, ownership or management with the firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as being part of the firm nationally or internationally.
Office	A distinct sub-group, whether organized on geographical or practice lines.

Professional accountant	An individual who is a member of an IFAC member body.
Professional accountant in business	A professional accountant 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 professional accountant contracted by such entities.
Professional accountant in public practice	A professional accountant, 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 professional accountants in public practice.
Professional services	Services requiring accountancy or related skills performed by a professional accountant including accounting, auditing, taxation, management consulting and financial management services.
Related entity	<p>An entity that has any of the following relationships with the client:</p> <ul style="list-style-type: none"><li>(a) An entity that has direct or indirect control over the client provided the client is material to such entity;</li><li>(b) An entity with a direct financial interest in the client provided that such entity has significant influence over the client and the interest in the client is material to such entity;</li><li>(d) An entity over which the client has direct or indirect control;</li><li>(e) An entity in which the client, or an entity related to the client under (c) above, has a direct financial interest that gives it significant influence over such entity and the interest is material to the client and its related entity in (c); and</li><li>(f) An entity which is under common control with the client (hereinafter a “sister entity”) provided the sister entity and the client are both material to the entity that controls both the client and sister entity.</li></ul>
Review client	An entity in respect of which a firm conducts a review engagement.
Review engagement	An assurance engagement in which a professional accountant in public practice expressed a conclusion on whether, on the basis of the procedures which do not provide all the evidence that would be required in an audit, anything has come to the accountant’s attention that causes the accountant to believe that the historical financial information is not



prepared in all material respects, in accordance with an applicable financial reporting framework, such as an engagement conducted in accordance with International Standards on Review Engagements 2400 *Engagements to Review Financial Statements*.

## **EFFECTIVE DATE**

.

To be determined