

## REVISED SECTIONS 320 AND 340 – WITH EDITS

### SECTION 320

#### Preparation and Reporting of Information

- 320.1 Professional accountants in business are often involved in the preparation and reporting of information that may either be made public or used by others inside or outside the employing organization. Such information may include financial or management information, for example, forecasts and budgets, financial statements, management's discussion and analysis, and the management letter of representation provided to the auditors during the audit of the entity's financial statements. A professional accountant in business shall prepare or present such information fairly, honestly and in accordance with relevant professional standards so that the information will be understood in its context.
- 320.2 A professional accountant in business who has responsibility for the preparation or approval of the general purpose financial statements of an employing organization shall be satisfied that those financial statements are presented in accordance with the applicable financial reporting standards.
- 320.3 A professional accountant in business shall take reasonable steps to maintain information for which the professional accountant in business is responsible in a manner that:
- (a) Describes clearly the true nature of business transactions, assets, or liabilities;
  - (b) Classifies and records information in a timely and proper manner; and
  - (c) Represents the facts accurately and completely in all material respects.
- 320.4 —A professional accountant in business shall not knowingly be associated with any financial information or financial statements that the professional accountant believes:
- (a) Contains a materially false or misleading statement;
  - (b) Contains statements or information furnished recklessly; or,
  - (c) Omits or obscures information required to be included where such omission or obscurity would be misleading.
- 320.~~5~~<sup>4</sup> Threats to compliance with the fundamental principles, for example, self-interest or intimidation threats to integrity, objectivity or professional competence and due care, are created where a professional accountant in business is pressured (either externally or by the possibility of personal gain) to ~~become associated with prepare or report misleading information~~ in a misleading way or to become associated with misleading information through the actions of others.
- 320.~~6~~<sup>5</sup> The significance of such threats will depend on factors such as the source of the pressure and the ~~degree to which the information is, or may be, misleading culture within the employing organization.~~ The professional accountant in business shall be alert to the

principle of integrity which imposes an obligation on all professional accountants to be straightforward and honest in all professional business relationships. Where threats arise from compensation and incentive arrangements the guidance in section 340 is relevant.

320.76 The significance of ~~the~~any threats shall be evaluated and safeguards applied when necessary to eliminate ~~them~~the threat or reduce ~~them~~it to an acceptable level. Such safeguards include consultation with superiors within the employing organization, the audit committee or those charged with governance of the organization, or with a relevant professional body.

320.86 Where it is not possible to reduce the threat to an acceptable level, a professional accountant in business shall refuse to be or remain associated with information the professional accountant determines is misleading. A professional accountant in business may have been unknowingly associated with misleading information. Upon becoming aware of this, the professional accountant in business shall take steps to be disassociated from that information. In determining whether there is a requirement to report the circumstances to a proper authority, the professional accountant in business may consider the guidance in paragraphs [\*] to [\*] of the Code or obtain~~ing~~ing legal advice. In addition, the professional accountant may consider whether to resign.

## **SECTION 330**

### **Acting with Sufficient Expertise**

[No amendments made]

## SECTION 340

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

340.1 Professional accountants in business may have ~~financial~~ interests arising from compensation or incentive arrangements, or may ~~know of financial interests of~~ have immediate or close family members with such interests, that, in certain circumstances, may create threats to compliance with the fundamental principles. For example, self-interest threats to objectivity or confidentiality may be created through the existence of the motive and opportunity to manipulate price sensitive information in order to gain financially. Examples of circumstances that may create self-interest threats include situations where the professional accountant in business or an immediate or close family member:

- Holds a direct or indirect financial interest in the employing organization and the value of that financial interest could be directly affected by decisions made by the professional accountant in business;
- Is eligible for a profit related bonus and the value of that bonus could be directly affected by decisions made by the professional accountant in business;
- Holds, directly or indirectly, deferred bonus share entitlements or share options in the employing organization, the value of which could be directly affected by decisions made by the professional accountant in business; or,
- Otherwise participates in compensation arrangements which provide incentives to achieve performance targets or to support efforts to maximize the value of the employing organization's shares, for example through participation in long term incentive plans which are linked to certain performance conditions being met.
- ~~Holds directly or indirectly, share options in the employing organization which are, or will soon be, eligible for conversion; or~~
- ~~May qualify for share options in the employing organization or performance related bonuses if certain targets are achieved.~~

340.2 Self-interest threats arising from compensation or incentive arrangements may be further compounded by pressure from superiors or peers in the employing organization who participate in the same arrangements. Such arrangements often entitle participants to be awarded shares in the employing organization at no cost to the employee provided certain performance criteria are met. In some cases these may be awarded at multiples of base salary.

340.3 A professional accountant in business shall not manipulate information for personal gain or for the financial gain of others. The more senior the position that the professional accountant in business holds, the greater the ability and opportunity to

influence financial reporting and decision making and the greater the pressure there might be from superiors and peers to manipulate information. In such situations, the professional accountant in business shall be particularly alert to the principle of integrity, which imposes an obligation on all professional accountants to be straightforward and honest in all professional and business relationships. ~~A professional accountant in business shall not manipulate information for personal gain or for the financial gain of others~~

340.43 The significance of any threat arising from compensation or incentive arrangements shall be evaluated and safeguards applied, when necessary, to eliminate the threat or reduce it to an acceptable level. In evaluating the significance of any threat, and, when necessary, determining the appropriate safeguards, ~~to be applied to eliminate the threat or reduce it to an acceptable~~, a professional accountant in business shall evaluate the nature of the ~~financial~~ interest arising from compensation or incentive arrangements. This includes evaluating the significance of the ~~financial~~ interest ~~and determining whether it is direct or indirect~~. What constitutes a significant ~~or valuable stake in an organization~~ interest will ~~vary from individual to individual, depending~~ depend on personal circumstances. Examples of such safeguards include:

- Policies and procedures for a committee independent of management to determine the level or form of remuneration of senior management.
- Disclosure of all relevant interests, and of any plans to exercise entitlements or trade in relevant shares, to those charged with the governance of the employing organization, in accordance with any internal policies.
- Consultation, where appropriate, with superiors within the employing organization.
- Consultation, where appropriate, with those charged with the governance of the employing organization or relevant professional bodies.
- Internal and external audit procedures.
- Up-to-date education on ethical issues and on the legal restrictions and other regulations around potential insider trading.

340.3 ~~A professional accountant in business shall neither manipulate information nor use confidential information for personal gain.~~

## **REVISED SECTIONS 320 AND 340 – EDITS ACCEPTED**

### **SECTION 320**

#### **Preparation and Reporting of Information**

- 320.1 Professional accountants in business are often involved in the preparation and reporting of information that may either be made public or used by others inside or outside the employing organization. Such information may include financial or management information, for example, forecasts and budgets, financial statements, management's discussion and analysis, and the management letter of representation provided to the auditors during the audit of the entity's financial statements. A professional accountant in business shall prepare or present such information fairly, honestly and in accordance with relevant professional standards so that the information will be understood in its context.
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- (d) Describes clearly the true nature of business transactions, assets, or liabilities;
  - (e) Classifies and records information in a timely and proper manner; and
  - (f) Represents the facts accurately and completely in all material respects.
- 320.4 A professional accountant in business shall not knowingly be associated with any financial information or financial statements that the professional accountant believes:
- (a) Contains a materially false or misleading statement;
  - (b) Contains statements or information furnished recklessly; or,
  - (c) Omits or obscures information required to be included where such omission or obscurity would be misleading.
- 320.5 Threats to compliance with the fundamental principles, for example, self-interest or intimidation threats to integrity, objectivity or professional competence and due care, are created where a professional accountant in business is pressured (either externally or by the possibility of personal gain) to prepare or report information in a misleading way or to become associated with misleading information through the actions of others.
- 320.6 The significance of such threats will depend on factors such as the source of the pressure and the culture within the employing organization. The professional accountant in

business shall be alert to the principle of integrity, which imposes an obligation on all professional accountants to be straightforward and honest in all professional and business relationships. Where the threats arise from compensation and incentive arrangements the guidance in section 340 is relevant.

- 320.7 The significance of any threat shall be evaluated and safeguards applied when necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards include consultation with superiors within the employing organization, the audit committee or those charged with governance of the organization, or with a relevant professional body.
- 320.8 Where it is not possible to reduce the threat to an acceptable level, a professional accountant in business shall refuse to be or remain associated with information the professional accountant determines is misleading. A professional accountant in business may have been unknowingly associated with misleading information. Upon becoming aware of this, the professional accountant in business shall take steps to be disassociated from that information. In determining whether there is a requirement to report the circumstances to a proper authority, the professional accountant in business may consider the guidance in paragraphs [\*] to [\*] of the Code or obtain legal advice. In addition, the professional accountant may consider whether to resign.

## **SECTION 330**

### **Acting with Sufficient Expertise**

[No amendments made]



## **SECTION 340**

### **Compensation and Incentives Linked to Financial Reporting and Decision Making**

- 340.1 Professional accountants in business may have interests arising from compensation or incentive arrangements, or may have immediate or close family members with such interests, that, in certain circumstances, may create threats to compliance with the fundamental principles. For example, self-interest threats to objectivity or confidentiality may be created through the existence of the motive and opportunity to manipulate price sensitive information in order to gain financially. Examples of circumstances that may create self-interest threats include situations where the professional accountant in business or an immediate or close family member:
- Holds a direct or indirect financial interest in the employing organization and the value of that financial interest could be directly affected by decisions made by the professional accountant in business;
  - Is eligible for a profit related bonus and the value of that bonus could be directly affected by decisions made by the professional accountant in business;
  - Holds, directly or indirectly, deferred bonus share entitlements or share options in the employing organization, the value of which could be directly affected by decisions made by the professional accountant in business;
  - Otherwise participates in compensation arrangements which provide incentives to achieve performance targets or to support efforts to maximize the value of the employing organization's shares, for example through participation in long term incentive plans which are linked to certain performance conditions being met.
- 340.2 Self-interest threats arising from compensation or incentive arrangements may be further compounded by pressure from superiors or peers in the employing organization who participate in the same arrangements. Such arrangements often entitle participants to be awarded shares in the employing organization at no cost to the employee provided certain performance criteria are met. In some cases these may be awarded at multiples of base salary.
- 340.3 A professional accountant in business shall not manipulate information for personal gain or for the financial gain of others. The more senior the position that the professional accountant in business holds, the greater the ability and opportunity to influence financial reporting and decision making and the greater the pressure there might be from superiors and peers to manipulate information. In such situations, the professional accountant in business shall be particularly alert to the principle of integrity, which imposes an obligation on all professional accountants to be straightforward and honest in all professional and business relationships.

340.4 The significance of any threat arising from compensation or incentive arrangements shall be evaluated and safeguards applied, when necessary, to eliminate the threat or reduce it to an acceptable level. In evaluating the significance of any threat, and, when necessary, determining the appropriate safeguards to be applied, a professional accountant in business shall evaluate the nature of the interest arising from compensation or incentive arrangements. This includes evaluating the significance of the interest. What constitutes a significant interest will depend on personal circumstances. Examples of such safeguards include:

- Policies and procedures for a committee independent of management to determine the level or form of remuneration of senior management.
- Disclosure of all relevant interests, and of any plans to exercise entitlements or trade in relevant shares, to those charged with the governance of the employing organization, in accordance with any internal policies.
- Consultation, where appropriate, with superiors within the employing organization.
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