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Amendment to Network Firms in Section 290: Independence - Assurance Engagements of APES 110 *Code of Ethics for Professional Accountants*

Prepared and issued by Accounting Professional & Ethical Standards Board Limited

Section 290

Independence–Assurance Engagements

[Paragraphs 290.1 – 290.13 of extant Section 290 remain unchanged. Paragraphs 290.14 – 290.34 remain unchanged but will be renumbered as paragraphs 290. 27 – 290.47]

- 290.1 In the case of an Assurance Engagement it is in the public interest and, therefore, required by this Code of Ethics, that members of Assurance Teams, Firms and, when applicable, Network Firms be independent of Assurance Clients.
- 290.2 Assurance Engagements are designed to enhance intended users' degree of confidence about the outcome of the evaluation or measurement of a subject matter against criteria. The International Framework for Assurance Engagements (the Assurance Framework) issued by the International Auditing and Assurance Standards Board 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. For a description of the elements and objectives of an Assurance Engagement reference should be made to the Assurance Framework.
- 290.3 As further explained in the Assurance Framework, in an Assurance Engagement the Member in Public Practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.
- 290.4 The outcome of the evaluation or measurement of a subject matter is the information that results from applying the criteria to the subject matter. The term "subject matter information" is used to mean the outcome of the evaluation or measurement of subject matter. For example:
- (a) The recognition, measurement, presentation and disclosure represented in the Financial Statements (subject matter information) result from applying a financial reporting framework for recognition, measurement, presentation and disclosure, such as International Financial Reporting Standards, (criteria) to an entity's financial position, financial performance and cash flows (subject matter).
 - (b) An assertion about the effectiveness of internal control (subject matter information) results from applying a framework for evaluating the effectiveness of internal control, such as COSO or CoCo, (criteria) to internal control, a process (subject matter).
- 290.5 Assurance Engagements may be assertion-based or direct reporting. In either case they involve three separate parties: a public accountant in public practice, a responsible party and intended users.
- 290.6 In an assertion-based Assurance Engagement, which includes a Financial Statement Audit Engagement, the evaluation or measurement of the subject matter is performed by the responsible party, and the subject matter information is in the form of an assertion by the responsible party that is made available to the intended users.
- 290.7 In a direct reporting Assurance Engagement the professional accountant in public practice either directly performs the evaluation or measurement of the subject matter, or obtains a representation from the responsible party that has performed the evaluation or measurement that is not available to the intended users. The subject matter information is provided to the intended users in the assurance report.
- AUST290.7.1 The former Australian Auditing & Assurance Standards Board of the Australian Accounting Research Foundation issued Australian Auditing Standard AUS 108 "Framework for Assurance Engagements". Paragraphs AUST290.7.2 through AUST290.7.4 of the Code are taken from the Australian Auditing Standard AUS 108 "Framework for Assurance Engagements" and describe the nature of an assurance engagement. These paragraphs are presented here only to describe the nature of an Assurance Engagement. To obtain a full understanding of the objectives and elements of an Assurance Engagement it is necessary to refer to the full text contained in Australian auditing and assurance standards, including the AUASB Standards, as identified in the *Foreword to AUASB Pronouncements* (issued by the Auditing and Assurance Standards Board).

- AUST290.7.2 Not all Engagements performed by Members are Assurance Engagements. Other frequently performed Engagements that are not covered by this Framework include:
- Engagements covered by Australian Auditing Standards for agreed-upon procedures engagements
 - Compilations of financial or other information.
 - The preparation of tax returns where no conclusion conveying assurance is expressed.
 - Consulting (or advisory) Engagements, such as management and tax consulting.

AUST290.7.3 An Assurance Engagement may be part of a larger Engagement, for example, when a business acquisition consulting Engagement includes a requirement to convey assurance regarding historical or prospective financial information. In such circumstances, this Framework is relevant only to the assurance portion of the Engagement.

AUST290.7.4 The following Engagements, which may meet the definition in paragraph .07 of Australian Auditing Standard AUS 108, need not be performed in accordance with this Framework:

- (a) Engagements to testify in legal proceedings regarding accounting, auditing, taxation or other matters; and
- (b) Engagements that include professional opinions, views or wording from which a user may derive some assurance, if all of the following apply:
 - (i) These opinions, views or wording are merely incidental to the overall Engagement;
 - (ii) Any written report issued is expressly restricted for use by only the intended users specified in the report;
 - (iii) Under a written understanding with the specified intended users, the Engagement is not intended to be an Assurance Engagement; and
 - (iv) The Engagement is not represented as an Assurance Engagement in the Member's report.

290.8 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, allowing an individual to act with integrity, and exercise objectivity and professional scepticism.

Independence in Appearance

The avoidance of facts and circumstances that are so significant that a reasonable and informed third party, having knowledge of all relevant information, including safeguards applied, would reasonably conclude a Firm's, or a member of the Assurance Team's, integrity, objectivity or professional scepticism had been compromised.

290.9 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 every member of society has 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 having knowledge of all relevant information would reasonably conclude to be unacceptable.

290.10 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 Assurance Engagements may differ and consequently different threats may exist, requiring the application of different safeguards. A conceptual framework that requires Firms and members of Assurance 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.

A Conceptual Approach to Independence

290.11 Members of Assurance Teams, Firms and Network Firms are required to apply the conceptual framework contained in Section 100 to the particular circumstances under consideration. In addition to identifying relationships between the Firm, Network Firms, members of the Assurance Team and the Assurance Client, consideration should be given to whether relationships between individuals outside of the Assurance Team and the Assurance Client create threats to Independence.

290.12 The examples presented in this section are intended to illustrate the application of the conceptual framework and are not intended to be, nor should they be interpreted as, an exhaustive list of all circumstances that may create threats to Independence.

Consequently, it is not sufficient for a member of an Assurance Team, a Firm or a Network Firm merely to comply with the examples presented, rather they should apply the framework to the particular circumstances they face.

290.13 The nature of the threats to Independence and the applicable safeguards necessary to eliminate the threats or reduce them to an acceptable level differ depending on the characteristics of the individual Assurance Engagement: whether it is an Audit Engagement or another type of Assurance Engagement; and in the latter case, the purpose, subject matter information and intended users of the report. A Firm should, therefore, evaluate the relevant circumstances, the nature of the Assurance Engagement and the threats to Independence in deciding whether it is appropriate to accept or continue an Engagement, as well as the nature of the safeguards required and whether a particular individual should be a member of the Assurance Team.

Networks and Network Firms

290.14 An entity that belongs to a network might be a firm, which is defined in this Code as a sole practitioner, partnership, corporation or other entity of professional accountants and an entity that controls or is controlled by such parties, or the entity might be another type of entity, such as a consulting practice, or a professional law practice. The independence requirements in this section that apply to a network firm apply to any entity that meets the definition of a network firm irrespective of whether the entity itself meets the definition of a firm.

290.15 If a firm is considered to be a network firm, the firm is required to be independent of the financial statement audit clients of the other firms within the network. In addition, for assurance clients that are not financial statement audit clients, consideration should be given to any threats the firm has reason to believe may be created by financial interests in the client held by other entities in the network or by relationships between the client and other entities in the network.

290.16 To enhance their ability to provide professional services, firms frequently form larger structures with other firms and entities. Whether these larger structures create a network depends upon the particular facts and circumstances and does not depend on whether the firms and entities are legally separate and distinct. For example, a larger structure may be aimed only at facilitating the referral of work, which in itself does not meet the criteria necessary to constitute a network. Alternatively, a larger structure might be such that it is aimed at co-operation and the firms share a common brand name, a common system of quality control, or significant professional resources and consequently is considered to be a network.

- 290.17 The judgment as to whether the larger structure is a network should be made in light of whether a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that the entities are associated in such a way that a network exists. This judgment should be applied consistently throughout the network.
- 290.18 Where the larger structure is aimed at co-operation and it is clearly aimed at profit or cost sharing among the entities within the structure, it is considered to be a network. However, the sharing of immaterial costs would not in itself create a network. In addition, if the sharing of costs is limited only to those costs related to the development of audit methodologies, manuals, or training courses, this would not in itself create a network. Further, an association between a firm and an otherwise unrelated entity to jointly provide a service or develop a product would not in itself create a network.
- 290.19 Where the larger structure is aimed at cooperation and the entities within the structure share common ownership, control or management, it is considered to be a network. This could be achieved by contract or other means.
- 290.20 Where the larger structure is aimed at co-operation and the entities within the structure share common quality control policies and procedures, it is considered to be a network. For this purpose common quality control policies and procedures would be those designed, implemented and monitored across the larger structure.
- 290.21 Where the larger structure is aimed at co-operation and the entities within the structure share a common business strategy, it is considered to be a network. Sharing a common business strategy involves an agreement by the entities to achieve common strategic objectives. An entity is not considered to be a network firm merely because it co-operates with another entity solely to respond jointly to a request for a proposal for the provision of a professional service.
- 290.22 Where the larger structure is aimed at co-operation and the entities within the structure share the use of a common brand name, it is considered to be a network. A common brand name includes common initials or a common name. A firm is considered to be using a common brand name if it includes, for example, the common brand name as part of, or along with, its firm name, when a partner of the firm signs an assurance report.
- 290.23 Even though a firm does not belong to a network and does not use a common brand name as part of its firm name, it may give the appearance that it belongs to a network if it makes reference in its stationery or promotional materials to being a member of an association of firms. Accordingly, a firm should carefully consider how it describes any such memberships in order to avoid the perception that it belongs to a network.
- 290.24 If a firm sells a component of its practice, the sales agreement sometimes provides that, for a limited period of time, the component may continue to use the name of the firm, or an element of the name, even though it is no longer connected to the firm. In such circumstances, while the two entities may be practicing under a common name, the facts are such that they do not belong to a larger structure aimed at co-operation and are, therefore, not network firms. Those entities should carefully consider how to disclose that they are not network firms when presenting themselves to outside parties.

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

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

290.26 The determination of whether the professional resources shared are significant, and therefore the firms are network firms, should be made based on the relevant facts and circumstances. Where the shared resources are limited to common audit methodology or audit manuals, with no exchange of personnel or client or market information, it is unlikely that the shared resources would be considered to be significant. The same applies to a common training endeavour. Where, however, the shared resources involve the exchange of people or information, such as where staff are drawn from a shared pool, or a common technical department is created within the larger structure to provide participating firms with technical advice that the firms are required to follow, a reasonable and informed third party is more likely to conclude that the shared resources are significant.

Effective Date:

In respect of Assurance Engagements for periods commencing on or after 01 July 2008.

DEFINITIONS

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

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

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. A firm or entity that belongs to a network.~~

Network¹ A larger structure:

- (a) That is aimed at co-operation, and
- (b) That is clearly aimed at profit or cost sharing or shares common ownership, control or management, common quality control policies and procedures, common business strategy, the use of a common brand-name, or a significant part of professional resources.

Conformity with International Pronouncements

The Network firm amendment to the Code conforms to the *Code of Ethics for Professional Accountants Section 290 (Revised)* issued by the International Ethics Standard Board for Accountants (IESBA) in July 2006.

¹ This definition is to be read in the context of the guidance provided in paragraphs 290.14-26