

Institute of Chartered Accountants of Nova Scotia

Rules of Professional Conduct

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Rules of Professional Conduct

FOREWORD

The Foreword to the rules of professional conduct (or, rules) sets out the philosophy that underlies the rules governing the chartered accountant's responsibilities to those to whom professional services are provided, to the public and to colleagues, in respect of

- characteristics of a profession;
- fundamental principles governing conduct;
- ethical conflict resolution;
- fiduciary duty;
- personal character and ethical conduct;
- application of the rules; and
- interpretation of the rules.

The rules of professional conduct, comprehensive in their scope, practical in application and addressing high ethical standards, serve not only as a guide to the profession itself but as a source of assurance of the profession's concern for the public it serves. It is a hallmark of a profession that there is a voluntary assumption, by those who comprise it – the members – of ethical principles which are aimed, first and foremost, at protection of the public and, second, at achieving orderly and courteous conduct within the profession. It is to these purposes that the Institute's rules are directed.

* * *

Characteristics of a profession

The rules of professional conduct presume the existence of a profession. Since the word "profession" has lost some of its earlier precision, through widespread application, it is worthwhile reviewing the characteristics which mark a calling as professional in the traditional sense. Much has been written on the subject and court cases have revolved around it. The weight of the authorities, however, identifies the following distinguishing elements:

- there is mastery by the practitioners of a particular intellectual skill, acquired by lengthy training and education;
- the traditional foundation of the calling rests in public practice – the application of the acquired skill to the affairs of others for a fee;
- the calling centres on the provision of personal services rather than entrepreneurial dealing in goods;
- there is an outlook, in the practice of the calling, which is essentially objective;
- there is acceptance by the practitioners of a responsibility to subordinate personal interests to those of the public good;
- there exists a developed and independent society or institute, comprising the members of the calling, which sets and maintains standards of qualification, attests to the competence of the individual practitioner and safeguards and develops the skills and standards of the calling;
- there is a specialized code of ethical conduct, laid down and enforced by that society or institute, designed principally for the protection of the public;
- there is a belief, on the part of those engaged in the calling, in the virtue of interchange of views, and in a duty to contribute to the development of their calling, adding to its knowledge and sharing advances in knowledge and technique with their fellow members.

By these criteria chartered accountancy is a profession. It is essential to recognize that a profession does not cease to be a profession because a proportion of its members enter salaried private employment. These members continue to belong to the profession and to be subject to the rules of professional conduct. It should also be recognized that some members of the profession might acquire the required skills outside of public practice.

Fundamental principles governing conduct

The rules of professional conduct, as a whole, flow from the special obligations embraced by the chartered accountant. The reliance of the public, generally, and the business community, in particular, on sound and fair financial reporting and competent advice on business affairs - and the economic importance of that reporting and advice - impose these special obligations on the profession. They also establish, firmly, the profession's social usefulness.

To protect the public and to maintain the reputation of the profession, the rules apply, as appropriate, to members of the profession and its students.

The rules of professional conduct are derived from five fundamental principles of ethics - statements of accepted conduct whose soundness is, for the most part, self-evident and are as follows:

Professional Behaviour

Members conduct themselves at all times in a manner which will maintain the good reputation of the profession and its ability to serve the public interest.

In doing so, members are expected to avoid any action that would discredit the profession.

While there are business considerations involved in the creation and development of a professional practice, a member's practice should be based primarily upon a reputation for professional excellence. A member is expected to act in relation to other professional colleagues with the courtesy and consideration he or she would expect to be accorded by them.

Integrity and Due Care

Members perform professional services with integrity and due care.

Members are expected to be straightforward, honest and fair dealing in all professional relationships. They are also expected to act diligently and in accordance with applicable technical and professional standards when providing professional services. Diligence includes the responsibility to act, in respect of an engagement, carefully, thoroughly, and on a timely basis. Members are required to ensure that those performing professional services under their authority have adequate training and supervision.

Professional Competence

Members maintain their professional skills and competence by keeping informed of, and complying with, developments in their professional standards.

The public expects the accounting profession to maintain a high level of competence. This underscores the need for maintaining individual professional skill and competence by keeping abreast of and complying with developments in the professional standards and pertinent legislation in all functions where a member practices, or is relied upon because of his or her calling.

Confidentiality

Members have a duty of confidentiality in respect of information acquired as a result of professional and employment relationships and they will not disclose to any third party, without proper and specific authority, any such information, nor will they exploit such information to their personal advantage or the advantage of a third party.

The principle of confidentiality includes the need to maintain the confidentiality of information within a member's firm or employing organization.

The disclosure of confidential information by a member may be required or appropriate where such disclosure is:

- Permitted or authorized by the client or employer;
- Required by law; or
- Permitted or required by a professional right or duty, when not prohibited by law.

Objectivity

Members do not allow their professional or business judgment to be compromised by bias, conflict of interest or the undue influence of others.

The public expects that members will bring objectivity and sound professional judgment to their professional services. It thus becomes essential that a member will not subordinate professional judgment to external influences or the will of others.

The public interest in the objectivity of a member engaged to perform an assurance engagement or a specified auditing procedure, requires that the member be, and be seen to be, free of influences which would impair the member's objectivity. Accordingly, the rules specifically require a member who engages to perform an assurance or specified auditing procedures engagement to be independent. The ethical standard of independence requires the member to be and remain free of any influence, interest or relationship, in respect of the client's affairs, which impairs the member's professional judgment or objectivity or which, in the view of a reasonable observer, would impair the member's professional judgment or objectivity.

As well, the rules specifically require that a member, before accepting or continuing an engagement, determine whether there is any restriction, influence, interest or relationship which, in respect of the proposed engagement, would cause a reasonable observer to conclude that there is or will be a conflict of interest. If there were to be such a conflict, the member is required to decline or discontinue the particular engagement unless there are accepted conflict management techniques which, with the informed consent of the affected client or clients, permit the member to accept or continue the engagement.

With respect to both independence and conflicts of interest, the profession employs the criterion of whether a reasonable observer would conclude that a specified situation or circumstance posed an unacceptable threat to a member's objectivity and professional judgment. Only then can public confidence in the objectivity and integrity of the member be sustained, and it is upon this public confidence that the reputation and usefulness of the profession rest. The reasonable observer should be regarded as a hypothetical individual who has knowledge of the facts which the member knew or ought to have known, and applies judgment objectively with integrity and due care.

Ethical conflict resolution

Circumstances may arise where a member encounters and is required to resolve a conflict in the application of the fundamental principles or compliance with the rules derived therefrom.

When initiating a process for the resolution of an ethical conflict, a member should consider, either individually or together with others, as part of the resolution process, the following:

- Relevant facts;
- Ethical issues involved;
- Fundamental principles and rules applicable to the matter in question;
- Established internal procedures; and
- Alternative courses of action.

Having considered these issues, the member should determine the appropriate course of action that is consistent with the fundamental principles and rules identified as being pertinent. The member should also weigh the consequences of each possible course of action. If the matter remains unresolved, the member should consult with other appropriate persons within the firm or employing organization for help in obtaining resolution.

Where a matter involves a conflict with, or within, an organization, a member should also consider consulting with those charged with governance of the organization, such as the board of directors or the audit committee.

It would be in the best interests of the member to document the substance of the issue and details of any discussions held or decisions taken, concerning that issue.

If a significant conflict cannot be resolved, a member may wish to obtain guidance on ethical issues without breaching confidentiality from the Institute or legal advisors. For example, a member may have encountered a fraud, the reporting of which could breach the member's responsibility to respect confidentiality. The member is advised to consider obtaining legal advice to determine whether there is a requirement to report.

If, after exhausting all relevant possibilities, the ethical conflict remains unresolved, the member should, where ethically possible, refuse to remain associated with the matter creating the conflict. The member may determine that, in the circumstances, it is appropriate to withdraw from the particular engagement team or assignment, or to resign altogether from the engagement, the firm or the employing organization in a manner consistent with the rules of professional conduct.

Fiduciary duty

Members have duties to their clients that arise from the nature of the relationships with the clients. Members have a professional duty to act with integrity and due care and a contractual duty to provide services as

defined by the terms of the engagement. In certain cases, the relationship between a member and a client could also be one that the courts describe as a fiduciary relationship that gives rise to fiduciary duties.

The concepts of fiduciary relationship and fiduciary duty are derived from the law of trusts. The obligations of a fiduciary can be onerous and the implications of being in breach of a fiduciary duty can be significant.

In determining whether a fiduciary relationship does exist, a court will look at all of the factors but, in a professional engagement situation, will particularly focus on the purpose and nature of the service being provided; the extent of the reliance which the client places on the member; any lack of sophistication of the client; the vulnerability of the client to the influence of the member; and, the discretionary authority, if any, granted by the client to the member. The court will also consider the extent of the disclosure to the client of the member's interest in the matter and whether the member has put himself or herself in a position of conflict or has an opportunity to receive a benefit unknown to the client.

Courts have held that, absent other circumstances, an auditor is not a fiduciary in the typical financial statement audit engagement (in keeping with the standard statutory purpose). However, when a member of the audit firm provides non-audit advisory services to the audit client and when the criteria for a fiduciary relationship exist, the audit firm may be found to be a fiduciary. A service provider is more likely to be found to be a fiduciary in professional engagements such as forensic or investigative accounting and investment advisory services.

Members must also note that a member who is an employee may, depending on the particular facts and circumstances, have a fiduciary relationship with his or her employer.

If there is any question as to whether a fiduciary relationship exists, legal advice should be obtained.

The specific duties that a court might find applicable to a fiduciary will vary depending on the particular facts and circumstances. In general, a fiduciary relationship requires the fiduciary to act in the utmost good faith on behalf of the client. As such, a fiduciary must not place himself or herself in a position where his or her interests conflict with that of the client; nor can a fiduciary profit from his or her position at the expense of the client. A fiduciary must use information obtained in confidence from a client only for the benefit of the client and must not use it for personal advantage or the benefit of another person. A fiduciary cannot act at the same time both for and against the same client and must make available to a client all of the information that is relevant to the client's affairs, unless these requirements are modified with the client's agreement. Other duties may be found to pertain but are less likely to apply to public accountants.

It is important for members to recognize that not all fiduciary relationships give rise to all fiduciary duties. The terms of the engagement, including explicit provisions for the disclosure of potential conflicts and/or the use of institutional mechanisms to maintain confidentiality are fundamentally important to the nature of the relationship and the duties that a court will find to apply in a particular case.

The responsibilities owed to an existing client are more comprehensive than the responsibilities owed to a former client. The responsibility owed to a former client is generally limited to the duty of confidentiality.

Some, but not all, fiduciary duties are also professional obligations under the rules of professional conduct. The existence of professional obligations that are similar to fiduciary duties is not in and of itself determinative as to whether a fiduciary relationship exists between a member and his or her client. The rules require that members maintain confidentiality, refrain from taking undisclosed profits and avoid conflicts of interest in all client relationships. While the law recognizes that only certain professional engagements give rise to fiduciary duties, members must be aware that they are subject to the rules of professional conduct in all engagements.

Personal character and ethical conduct

The rules of professional conduct which follow are based on the principles expressed above in this Foreword. These principles have emerged out of the collective experience of the profession as it has sought, down the years, to demonstrate its sense of responsibility to the public it serves. By their commitment to honourable conduct, members of the Institute, throughout its history, have given particular meaning and worth to the designation "chartered accountant". They have done so by recognizing that rules of professional conduct, which are enforceable by sanctions, do not by their nature state the most that is expected of members, but simply the least – the rules thus define a minimum level of acceptable conduct. Ethical conduct in its highest sense, however, is a product of personal character – an acknowledgement by the individual that the standard to be observed goes beyond that of simply conforming to the letter of a list of prohibitions.

Application of the rules of professional conduct

- The rules of professional conduct apply to all members irrespective of the type of professional services being provided. Some rules have particular relevance to members engaged in the practice of public accounting. The rules and the guidance in this Foreword also apply, as appropriate, to students.
- Members and students not engaged in the practice of public accounting must observe these rules except where the wording of any rule makes it clear that it relates specifically to the practice of public accounting or there is a specific exception made in a particular rule.
- The term “professional services” also applies to members and students who are not engaged in the practice of public accounting. In this context, it includes those of a member’s activities where the public or his or her associates are entitled to rely on membership in the Institute as giving the member particular competence and requiring due care, integrity and an objective state of mind.
- Members are responsible to the Institute for compliance with these rules by others who are either under their supervision or share with them proprietary interest in a firm or other enterprise. In this regard, a member must not permit others to carry out on his or her behalf acts which if carried out by the member would place him or her in violation of the rules.
- Members and students who reside outside Nova Scotia continue to be subject to the rules of professional conduct in the province or provinces of membership. They may also be subject to the rules of the organized accounting profession in the jurisdiction in which they reside. Should the rules in two or more jurisdictions conflict, a member will, where possible, observe the higher or stronger of the conflicting rules and, where that is not possible, he or she will consider the ethical conflict guidance set out above.

Interpretation of the rules of professional conduct

In interpreting the rules, they are to be read in light of the Foreword to the rules and the definitions in and provisions of the By-laws of the Institute.

Definitions

The definitions in and provisions of the By-laws of the Institute govern these Rules, where applicable. For purposes of these Rules the following additional definitions are applicable:

- (a) “advertise” means the making by or on behalf of a member of any oral or written representation to the public by any means whatsoever concerning services offered by him or her in his or her capacity as a Chartered Accountant or in his or her practice of public accounting or in his or her business or practice of any related functions (as referred to in Rules 408 and 409.1 of the Rules of Professional Conduct) or in the process of recruiting professional staff and, notwithstanding the generality of the foregoing, includes the making of any such representation on his or her stationery, or in any announcement, business card, brochure, leaflet, pamphlet, sign, notice, or other document or printed or written matter, as well as in any newspaper, magazine, journal or other periodical, or by means of any broadcast by radio, television or other means, and “advertisement” and “advertising” shall have corresponding meanings.
- (b) “applicant” means anyone applying to the Institute or the Council under the Bylaws;
- (c) “membership committee” means the Membership Committee appointed under By-law 15;
- (d) “By-laws” means the By-laws of the Institute as amended and in force from time to time;
- (e) “firm” means a partnership;
- (f) “management consulting” includes investigating and identifying management and business problems related to the policy, organization, operational, financial, administrative or technical aspects of organizations and recommending appropriate solutions;
- (g) “member” means a member of the Institute, except where otherwise indicated by the context;
- (h) “organization” includes corporation, company, society, association, firm or similar body;
- (i) “practice of public accounting” means carrying on public practice in one or more of the following functions:
 - (i) practicing as a “public accountant” as defined in the Public Accountant’s Act, Chapter 245, R.S.N.S. 1967, as amended and in force from time to time;
 - (ii) accounting, insofar as it involves analysis, advice and interpretation in an expert capacity, but excluding record keeping; and

- (iii) taxation, insofar as it involves advice and counselling in an expert capacity, but excluding mechanical processing of returns.
- (j) “practicing member” means a member who is engaged in the practice of public accounting and includes member employees of practicing members;
- (k) “profession” means the profession of Chartered Accountants in Nova Scotia and “professional” refers to that profession;
- (l) “professional colleague” means a member of the Institute or a member of a provincial Institute;
- (m) “rules and regulations” means the rules and regulations of the Institute from time to time in force;
- (n) “Rules of Professional Conduct” means the Rules of Professional Conduct of the Institute from time to time in force;
- (o) “student” means a student-in-accounts in good standing registered under the By-laws and includes a person registered on a conditional basis under the Bylaws; and
- (p) words importing the singular number of the masculine gender only include more persons, parties or things of the same kind than one, and females as well as males and the converse.

Rules of Professional Conduct

100 SERIES - GENERAL

101 COMPLIANCE WITH BYLAWS, REGULATIONS AND RULES

Members and students and, where applicable, professional corporations, shall comply with the By-laws, regulations and Rules of Professional Conduct of the Institute as they may be from time to time and with any order or resolution of the Council, officers or committee of the Institute under the By-laws.

102.1 CONVICTION OF CRIMINAL OR SIMILAR OFFENCES

- (1) A member or student who has been:
 - (a) convicted of an offence of fraud, theft, forgery or tax evasion, or is convicted of an offence of conspiring or attempting to commit such offences; or
 - (b) found guilty of violating the provisions of any securities legislation; or
 - (c) convicted of any criminal or similar offence for conduct in or relating to their professional capacity, or for conduct in circumstances where there was reliance on their membership in or association with the Institute; or
 - (d) discharged absolutely or upon conviction after pleading guilty to or being found guilty of an offence described in (a), (b) or (c) above;shall promptly inform the Institute of the fact of the conviction finding of guilty or discharge, as the case may be, when the right of appeal has been exhausted or expired.
- (2) This Rule of Professional Conduct applies in respect of an event which occurs after the 22nd day of June, 1991.

102.2 REPORTING DISCIPLINARY SUSPENSION, EXPULSION OR RESTRICTION OF RIGHT TO PRACTISE.

When, through the disciplinary process of another provincial Institute,

- (a) a member is suspended or expelled from membership in that institute; or
- (b) a member's right to practise is restricted by that institute,

the member shall promptly inform the Institute of the fact of the suspension, expulsion, or practice restriction.

103 FALSE OR MISLEADING APPLICATIONS

A member or student or any person who applies to become a member or student shall not sign or associate himself or herself with any letter, report, statement or representation relating to his or her application for admission or readmission to membership, or relating to his or her application for registration or re-registration as a student, which he or she knew, or should have known, was false or misleading.

104 REQUIREMENT TO REPLY IN WRITING

A member or student shall promptly reply in writing to any letter from the Institute in which a written reply is specifically required.

200 SERIES - STANDARDS OF CONDUCT AFFECTING THE PUBLIC INTEREST

201.1 MAINTENANCE OF REPUTATION OF PROFESSION

A member or student shall conduct himself or herself at all times in a manner which will maintain the good reputation of the profession and its ability to serve the public interest.

201.2 EFFECT OF CERTIFICATE OF CONVICTION

Notwithstanding any other provisions of the By-laws or these Rules of Professional Conduct, in the event a member or student is charged under Rule 201.1 on account of an offence referred to in Rule 102, when a certificate of conviction or certified copy of the original information or indictment as provided for in By-law 42A with respect to the offence set out in Rule 102 is filed with the Professional Conduct Committee, there is a rebuttable presumption the member or student charged failed to maintain the good reputation of the profession and its ability to serve the public interest.

201.3 REPORTING SUSPENSION OR EXPULSION

Notwithstanding any other provisions of the Bylaws or these Rules of Professional Conduct, where a member is charged under Rule 201.1 on account of being suspended or expelled or having a restriction placed on the member's right to practise through the disciplinary process of another provincial Institute and a certified copy of the other provincial Institute's disciplinary decision and order is filed with the Complaints Committee, there is a rebuttable presumption that the member charged failed to maintain the good reputation of the profession and its ability to serve the public interest.

202 INTEGRITY AND DUE CARE

A member or student shall perform his or her professional services with integrity and due care.

203.1 SUSTAINING OF PROFESSIONAL COMPETENCE

A member shall sustain his or her professional competence by keeping informed of, and complying with, developments in professional standards in all functions in which the member practices or is relied upon because of his or her calling.

203.2 REQUIREMENT TO CO-OPERATE

A member or student shall co-operate with officers, servants or agents of the Institute who have been appointed to arrange or conduct:

- (a) a practice inspection; or
- (b) an investigation on behalf of the professional conduct committee.

204 INDEPENDENCE

204.1 ASSURANCE AND SPECIFIED AUDITING PROCEDURES ENGAGEMENTS

A member or firm who engages or participates in an engagement:

- (a) to issue a written communication under the terms of an assurance engagement; or
- (b) to issue a report on the results of applying specified auditing procedures;

shall be and remain independent such that the member, firm and members of the firm shall be and remain free of any influence, interest or relationship which, in respect of the engagement, impairs the professional judgment or objectivity of the member, firm or a member of the firm or which, in the view of a reasonable observer, would impair the professional judgment or objectivity of the member, firm or a member of the firm.

204.2 IDENTIFICATION OF THREATS AND SAFEGUARDS

A member or firm who is required to be independent pursuant to Rule 204.1 shall, in respect of the particular engagement, identify threats to independence, evaluate the significance of those threats and, if the threats are other than clearly insignificant, identify and apply safeguards to reduce the threats to an acceptable level. Where safeguards are not available to reduce the threat or threats to an acceptable level, the member or firm shall eliminate the activity, interest or relationship creating the threat or threats, or refuse to accept or continue the engagement.

204.3 DOCUMENTATION

A member or firm who, in accordance with Rule 204.2, has identified a threat that is not clearly insignificant, shall document a decision to accept or continue the particular engagement. The documentation shall include the following information:

- (a) a description of the nature of the engagement;
- (b) the threat identified;
- (c) the safeguard or safeguards identified and applied to eliminate the threat or reduce it to an acceptable level; and
- (d) an explanation of how, in the member's or firm's professional judgment, the safeguards eliminate the threat or reduce it to an acceptable level.

204.4 SPECIFIC PROHIBITIONS, ASSURANCE AND SPECIFIED AUDITING PROCEDURES ENGAGEMENTS

In addition to complying with Rules 204.1, 204.2, 204.3, 204.5 and 204.6 a member or firm shall comply with the following specific prohibitions:

Financial interests

- (1)
 - (a) A member or student shall not participate on the engagement team for an assurance client if the member or student, or the immediate family of the member or student, holds a direct financial interest or a material indirect financial interest in the client.
 - (b) A member or student shall not participate on the engagement team for an assurance client if the member or student, or the immediate family of the member or student, holds, as trustee, a direct financial interest or a material indirect financial interest in the client.
- (2) A member or firm shall not perform an audit or review engagement for an entity if the member, firm or a network firm, has a direct financial interest or a material indirect financial interest in the entity.
- (3) A member or firm shall not perform an audit or review engagement for an entity if a pension or other retirement plan of the firm or network firm has a direct financial interest or a material indirect financial interest in the entity.
- (4) A member who is a partner of a firm and who holds, or whose immediate family holds, a direct financial interest or a material indirect financial interest in an audit or review client shall not practice in the same office as the lead engagement partner for the client.
- (5) A member who is a partner or managerial employee of a firm and who holds, or whose immediate family holds, a direct financial interest or a material indirect financial interest in an audit or review client shall not provide a non-assurance service to the client, unless the non-assurance service is clearly insignificant.
- (6)
 - (a) A member or firm shall not perform an audit or review engagement for an entity (the first entity) if the firm or a network firm has a financial interest in a second entity, and the member or firm knows that the first entity or a director, officer or controlling owner of the first entity also has a financial interest in the second entity, unless the respective financial interests of the firm or network firm and the first entity, the director, officer or controlling owner of the first entity are immaterial and the first entity cannot exercise significant influence over the second entity.
 - (b) A member or student shall not participate on an engagement team for an audit or review client if the member or student has a financial interest in an entity and the member or student knows that the client or a director, officer or controlling owner of the client also has a financial interest in the entity, unless the respective financial interests of the member or student and the client, the director, officer or controlling owner of the client are immaterial and the client cannot exercise significant influence over the entity.
- (7)
 - (a) A member or firm shall not perform an audit or review engagement for an entity if a partner or professional employee of the firm owns, or such person's immediate family owns, more than 0.1% of the securities of the entity or controls the entity.
 - (b) A member who is a partner or professional employee of a firm shall not own more than 0.1% of the securities of, or control, an audit or review client of the firm.
- (8) A member or student shall not participate on the engagement team of an audit or review client if the member or student knows that his or her close family owns more than 0.1% of the securities of the client or controls the client.
- (9) A member or firm shall not perform an assurance engagement for an entity that is not an audit or review client if the member or firm holds:
 - (i) a direct financial interest or a material indirect financial interest in the entity; or
 - (ii) a material financial interest in another entity that has a controlling interest in the first entity.

Loans and guarantees

- (10) (a) A member or firm shall not perform an assurance engagement for a client if the firm, or a network firm in the case of an audit or review client, has a loan from or has a loan guaranteed by the client, except when the client is a bank or similar financial institution and the loan or guarantee is immaterial to the firm, the network firm, and the client, and the loan or guarantee is made under normal commercial terms and conditions and is in good standing.
- (b) A member or firm shall not perform an assurance engagement for a client that is not a bank or similar financial institution if the firm, or a network firm in the case of an audit or review client, has a loan to the client.
- (c) A member or firm shall not perform an assurance engagement for a client if the firm, or a network firm in the case of an audit or review client, guarantees a loan of the client.
- (11) (a) A member or firm shall not perform an assurance engagement for a client if the firm, or a network firm in the case of an audit or review client, has a loan from or has a loan guaranteed by:
- (i) an officer or director of the assurance client; or
 - (ii) a shareholder of the assurance client who owns more than 10% of the equity securities of the client.
- (b) A member or firm shall not perform an assurance engagement for a client if the firm, or a network firm in the case of an audit or review client, has a loan to or guarantees a loan of:
- (i) an officer or director of the assurance client; or
 - (ii) a shareholder of the assurance client who owns more than 10% of the equity securities of the client.
- (12) (a) A member or student who has a loan from or has a loan guaranteed by:
- (i) an assurance client, except a client that is a bank or similar financial institution where the loan or guarantee is made under normal commercial terms and conditions and the loan is in good standing,
 - (ii) an officer or director of the client, or
 - (iii) a shareholder of the client who owns more than 10% of the equity securities of the client,
- shall not participate on the engagement team for the client.
- (b) A member or student who has a loan to or guarantees the borrowing of
- (i) an assurance client that is not bank or similar financial institution;
 - (ii) an officer or director of the client; or
 - (iii) a shareholder of the client who owns more than 10% of the equity securities of the client
- shall not participate on the engagement team for the client.

Close business relationships

- (13) (a) A member or firm shall not perform an audit or review engagement for an entity if the firm, or a network firm, has a close business relationship with the entity or its management unless the close business relationship is limited to a financial interest that is immaterial and the relationship is clearly insignificant to the firm or network firm and the entity or its management, as the case may be.
- (b) A member or firm shall not perform an assurance engagement that is not an audit or review engagement if the firm has a close business relationship with the assurance client or its management unless the close business relationship is limited to a financial interest that is immaterial and the relationship is clearly insignificant to the firm and the client or its management, as the case may be.
- (c) A member or student who has a close business relationship with an assurance client or its management shall not participate on the engagement team for the client unless the close business relationship is limited to a financial interest that is immaterial and the relationship is clearly insignificant to the member and the client or its management, as the case may be.

Family and personal relationships

- (14) A member or student shall not participate on the engagement team for an assurance client if the member's or student's immediate family is a director or officer of the client or an employee of the client in a position to exert direct and significant influence over the subject matter of the engagement, or was in such a position during any period covered by the engagement.
- (15) A member or student shall not participate on the engagement team for an audit client that is a reporting issuer if the member's or student's close family is in an accounting role or a financial reporting oversight role at the client, or was in such a position during any period covered by the engagement.

Employment with a reporting issuer audit client

- (16) A member or firm shall not perform an audit engagement for a reporting issuer if a person who participated in an audit capacity in an audit of the financial statements of the entity performed by the member or firm has accepted employment in a financial reporting oversight role with respect to the entity until a period of one year has elapsed from the date that the financial statements were filed with the relevant securities regulator or stock exchange.

Recent service with an assurance client

- (17) A member or student shall not participate on an engagement team for an assurance client if the member or student served as an officer or director of the client or was an employee thereof in a position to exert direct and significant influence over the subject matter of the engagement during the period covered by the assurance report.

Serving as an officer or director of an assurance client

- (18) A member or firm shall not perform an assurance engagement for an entity if a member of the firm serves as an officer or director for the entity.

Serving as an officer or director of an audit or review client

- (19)
 - (a) A member or firm shall not perform an audit or review engagement for an entity if a member of a network firm serves as an officer or a director of the entity other than, in the case of an entity that is not a reporting issuer, serving as company secretary and the practice is specifically permitted under local law, professional rules or practice, and the duties and functions undertaken are limited to those of a routine and formal administrative nature.
 - (b) A member or firm shall not perform an audit engagement for a reporting issuer, or a related entity, if a member of the firm or a network firm serves as an officer or a director of a related entity of the reporting issuer.

Long association of senior personnel with a reporting issuer audit client

- (20)
 - (a)
 - (i) A member shall not continue as the lead engagement partner or the engagement quality control reviewer on an audit engagement of a reporting issuer for more than five years in total, and shall not thereafter resume or assume either such role until a further five years have elapsed.
 - (ii) In the case of an audit engagement of a reporting issuer that is a mutual fund, the lead engagement partner and the engagement quality control reviewer shall not thereafter resume or assume either such role with the reporting issuer or another mutual fund that is in the same mutual fund complex as the reporting issuer until a further five years have elapsed.
 - (b)
 - (i) A member, who is an audit partner on an audit engagement of a reporting issuer, other than an audit partner referred to in rule 204.4(20)(a), who, during the engagement period, provides more than ten hours of assurance services in connection with the annual financial statements or the interim financial information of the reporting issuer or who is a subsidiary engagement partner with respect to the entity shall not continue in such role or roles for more

than seven years in total and shall not thereafter perform the role of audit partner of the reporting issuer until a further two years have elapsed.

- (ii) In the case of an audit engagement of a reporting issuer that is a mutual fund, the audit partner shall not thereafter perform the role of audit partner of the reporting issuer or another mutual fund that is in the same mutual fund complex as the reporting issuer until a further two years have elapsed.

Audit committee approval of services to a reporting issuer audit client

- (21) A member or firm shall not provide a professional service to an audit client that is a reporting issuer, or to a subsidiary thereof, without the prior approval of the reporting issuer's audit committee.

Performance of management functions for an assurance client

- (22) (a) A member or firm shall not perform an assurance engagement for an entity if, during the engagement period, a member of the firm makes a management decision or performs a management function for the entity, including:
 - (i) authorizing, approving, executing or consummating a transaction;
 - (ii) having or exercising authority on behalf of the entity;
 - (iii) determining which recommendation of the member or firm will be implemented; or
 - (iv) reporting in a management role to those charged with governance of the entity.
- (b) A member or firm shall not perform an audit or review engagement for an entity, if a member of a network firm, during either the period covered by the financial statements subject to audit or review or the engagement period, makes a management decision or performs a management function for the entity including any of the services listed in paragraph 22(a)(i) to (iv);
- (c) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or review or the engagement period, a member of the firm or a network firm, makes a management decision or performs a management function for the entity, or a related entity, including any of the services listed in paragraph 22(a)(i) to (iv).

Preparation of journal entries and source documents

- (23) A member or firm shall not perform an audit or review engagement for an entity if, during either the period covered by the financial statements subject to audit or review or the engagement period, a member of the firm or a network firm:
 - (i) prepares or changes a journal entry, determines or changes an account code or a classification for a transaction or prepares or changes another accounting record without obtaining the approval of management of the entity; or
 - (ii) prepares a source document or originating data, or makes a change to such a document or data.

Preparation of accounting records and financial statements for a reporting issuer audit client

- (24) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, firm, a network firm or a member of the firm or a network firm provides accounting or bookkeeping services related to the accounting records or financial statements to be audited including:
 - (i) maintaining or preparing the entity's, or related entity's, accounting records;
 - (ii) preparing the financial statements or preparing financial statements which form the basis of the financial statements on which the audit report is provided; or
 - (iii) preparing or originating source data underlying such financial

statements,
unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during the audit of such financial statements. In determining whether such a conclusion is reasonable, there is a rebuttable presumption that the results of the accounting or bookkeeping services will be subject to audit procedures.

Provision of valuation services to a reporting issuer audit client

- (25) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or a network firm, provides a valuation service to the client or the related entity, unless it is reasonable to conclude that the results of that service will not be subject to audit procedures during the audit of the financial statements. In determining whether such a conclusion is reasonable, there is a rebuttable presumption that the results of the valuation service will be subject to audit procedures.

Provision of actuarial services to a reporting issuer audit client

- (26) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm, provides an actuarial service to the client or a related entity, unless it is reasonable to conclude that the results of that service will not be subject to audit procedures during the audit of the financial statements. In determining whether such a conclusion is reasonable, there is a rebuttable presumption that the results of the actuarial service will be subject to audit procedures.

Provision of internal audit services to a reporting issuer audit client

- (27) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm, provides an internal audit service to the client or a related entity, that relates to the client's, or the related entity's, internal accounting controls, financial systems or financial statements unless it is reasonable to conclude that the results of that service will not be subject to audit procedures during the audit of the financial statements. In determining whether such a conclusion is reasonable, there is a rebuttable presumption that the results of the internal audit service will be subject to audit procedures.

Provision of IT system services to a reporting issuer audit client

- (28) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm provides financial information systems design or implementation services and the services involve:
- (i) directly or indirectly operating, or supervising the operation of, the entity's or a related entity's information system, or managing the entity's or a related entity's local area network; or
 - (ii) designing or implementing a hardware or software system that aggregates source data underlying the financial statements or generates information that is significant to the entity's or a related entity's financial statements or other financial information systems taken as a whole;
- unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the financial statements. In determining whether such a conclusion is reasonable, there is a rebuttable presumption that the results of the financial information systems design and implementation services will be subject to audit procedures.

Provision of expert services to a reporting issuer audit client

- (29) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm, provides an expert opinion or other expert service for the entity or a related entity, or for a legal representative thereof, for the purpose of advocating the entity's or related entity's, interest in a civil, criminal, regulatory, administrative or legislative proceeding or investigation.

Provision of legal services to an audit or review client

- (30) A member or firm shall not perform an audit or review engagement for an entity if, during either the period covered by the financial statements subject to audit or review or the engagement period, the member, the firm, a network firm or a member of the firm or network firm provides a legal service to the entity in the resolution of a dispute or litigation in circumstances where the matters in dispute or subject to litigation are material in relation to such financial statements.

Provision of legal services to a reporting issuer audit client

- (31) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm, provides a legal service to the entity or a related entity.

Human resource services for a reporting issuer audit client

- (32) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, the member, the firm, a network firm or a member of the firm or network firm, provides any of the following services to the entity or a related entity:
- (i) searching for or seeking out prospective candidates for management, executive or director positions;
 - (ii) engaging in psychological testing, or other formal testing or evaluation programs;
 - (iii) undertaking reference checks of prospective candidates for an executive or director position;
 - (iv) acting as a negotiator or mediator on the entity's behalf with respect to employees or future employees with respect to any condition of employment, including position, status or title, compensation or fringe benefits; or
 - (v) recommending or advising the entity or a related entity to hire a specific candidate for a specific job.

Provision of corporate finance and similar activities to an assurance client

- (33) (a) A member or firm shall not perform an assurance engagement for an entity if, during the engagement period, the firm, or a member of the firm, provides any of the following services to the entity:
- (i) promoting, dealing in or underwriting the entity's securities;
 - (ii) making investment decisions on behalf of the entity or otherwise having discretionary authority over the entity's investments;
 - (iii) executing a transaction to buy or sell the entity's investments; or
 - (iv) having custody of assets of the entity, including taking temporary possession of securities purchased by the entity.
- (b) A firm shall not perform an audit or review engagement for an entity if a network firm, during either the period covered by the financial statements subject to audit or review or the engagement period, provides any of the services listed in paragraph 33(a)(i) to (iv) to the entity.
- (c) A firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or review or the engagement period, a member of the firm or a network firm, provides any of the services listed in paragraph 33(a)(i) to (iv) to a related entity of the reporting issuer.

Pricing

- (34) A member or firm shall not provide an assurance service for a fee that the member or firm knows is significantly lower than that charged by the predecessor member or firm, or contained in other proposals for the engagement, unless the member or firm can demonstrate:
- (i) that qualified members of the firm have been assigned to the engagement and will devote the appropriate time to it; and
 - (ii) that all applicable assurance standards, guidelines and quality control procedures have been followed.

Compensation of audit partners of a reporting issuer audit client

- (35) A member or firm shall not perform an audit engagement for a reporting issuer if, during either the period covered by the financial statements subject to audit or the engagement period, an audit partner who is on the engagement team for the reporting issuer or a related entity earns or receives compensation based on the audit partner procuring any engagement that is not an assurance engagement from the reporting issuer or a related entity, unless the member firm or the firm has fewer than five audit clients that are reported issuers and fewer than ten partners.

Gifts and hospitality

- (36) A member or student who participates on an engagement team for an assurance client and the member's or student's firm shall not accept a gift or hospitality, including a product or service discount, from the client or a related entity, unless the gift or hospitality is clearly insignificant to the member, student or firm, as the case may be.

204.5 MEMBERS MUST DISCLOSE PROHIBITED INTERESTS AND RELATIONSHIPS

A member or student who has a relationship or interest, or who has provided a professional service, that is precluded by this Rule shall advise in writing a designated partner of the firm of the interest, relationship or service.

A member or student who has been assigned to an engagement team for an assurance client shall advise, in writing, a designated partner of the firm of any interest, relationship or activity that would preclude the person from being on the engagement team.

204.6 MEMBERS TO ENSURE COMPLIANCE BY PERSONS ASSOCIATED WITH THE FIRM

A member who is a partner or proprietor of a firm, or a member whose professional corporation is a partner or proprietor of a firm, shall ensure that the firm complies with Rules 204.1, 204.2, 204.4 and 204.7 and that members of the firm do not have a relationship or interest, do not perform a service and remain free of any influence that would preclude the firm from performing the engagement pursuant to Rules 204.1, 204.2, 204.4 or 204.7.

204.7 INDEPENDENCE: INSOLVENCY ENGAGEMENTS

A member or firm who engages or participates in an engagement to act in any aspect of insolvency practice, including as a trustee in bankruptcy, a liquidator, a receiver or a receiver-manager, shall be and remain independent such that the member, firm and members of the firm shall be and shall remain free of any influence, interest or relationship which, in respect of the engagement, impairs the professional judgment or objectivity of the member, firm or member of the firm or which, in the view of a reasonable observer, would impair the professional judgment or objectivity of the member, firm or member of the firm.

204.8 DISCLOSURE OF IMPAIRED INDEPENDENCE

A member or firm engaged in the practice of public accounting or any related function, who provides a service not subject to the requirements of Rules 204.1 to 204.7, shall disclose any activity, interest or relationship which, in respect of the engagement, would be seen by a reasonable observer to impair the member's or firm's independence such that the professional judgment or objectivity of the member, firm or member of the firm would appear to be impaired, and such disclosure shall be made in the member's or firm's written report or other written communication accompanying financial statements or financial or other information and the disclosure shall indicate the nature of the activity or relationship and the nature and extent of the interest.

205 FALSE OR MISLEADING DOCUMENTS AND ORAL REPRESENTATIONS

A member or student shall not:

- (a) sign or associate himself or herself with any letter, report, statement, representation or financial statement which he or she knows, or should know, is false or misleading, whether or not the signing or association is subject to a disclaimer of responsibility; nor
- (b) make or associate himself or herself with any oral report, statement or representation which he or she knows, or should know, is false or misleading.

206 COMPLIANCE WITH PROFESSIONAL STANDARDS

206.1 A member engaged in the practice of public accounting shall perform professional services in accordance with generally accepted standards of practice of the profession.

206.2 A member who has responsibility for the preparation or approval of the general purpose financial statements of an entity shall ensure those financial statements are presented fairly in accordance with generally accepted accounting principles or such other accounting principles as may be required in the circumstances.

206.3 A member who, as a member of an entity's audit committee or board of directors, is required to participate in the review or approval of the entity's general purpose financial statements by such committee or board, shall carry out that responsibility with the care and diligence of a competent Chartered Accountant, enhanced by the skills and knowledge derived from the member's own career.

207 UNAUTHORIZED BENEFITS

A member or student shall not, in connection with any transaction involving a client or an employer, hold, receive, bargain for, become entitled to or acquire, directly or indirectly, any fee, remuneration or benefit for personal advantage or for the advantage of a third party without the client's or employer's knowledge and consent.

208 CONFIDENTIALITY OF INFORMATION

208.1 A member or student shall not disclose any confidential information concerning the affairs of any client, former client, employer or former employer except:

- (a) when properly acting in the course of his or her duties;
- (b) when such information should properly be disclosed for purposes of Rule 211 or Rule 302;
- (c) when such information is required to be disclosed by order of lawful authority or, in the proper exercise of their duties, by the Council, the Complaints Committee, Conduct Committee or the Professional Standards Review Committee; or
- (d) when justified in order to defend himself or herself or his or her associates or employees, as the case may be, against any lawsuit or other legal proceeding or against alleged professional misconduct or in any legal proceeding for recovery of unpaid professional fees and disbursements, but only to the extent necessary for such purpose; or
- (e) when the client, former client, employer or former employer has consented to such disclosure.

208.2 A member or student shall not use confidential information of any client, former client, employer or former employer obtained in the course of professional work for such client or employer

- (a) for personal advantage,
- (b) for the advantage of a third party, or
- (c) to the disadvantage of such client or employer without the knowledge and consent of the client, former client, employer or former employer.

208.3 A member engaged to perform a particular service may contract for the services of a person not employed by the member to assist in the performance of that service, provided the member first obtains the written agreement of that person to carefully and faithfully preserve the confidentiality of any information acquired for the purposes of the engagement and not to make use of such information other than as shall be required in the performance of such services.

209 BORROWING FROM CLIENTS

209.1 A member, student or firm shall not, directly or indirectly, borrow from or obtain a loan guarantee

from a client unless either

- (a) the loan or guarantee has been made under normal commercial terms and conditions, and
 - (i) the client is a bank or similar financial institution whose business includes lending money to the public; or
 - (ii) the client is a person or entity, a significant portion of whose business is the private lending of money;
- or
- (b)
 - (i) in the case of a member or student, the client is a family member or an entity over which a family member exercises significant influence; or
 - (ii) in the case of a firm, the client is a family member of a partner or shareholder of the firm or an entity over which a family member of a partner or shareholder of the firm exercises significant influence.

209.2 For purposes of Rule 209.1, a client includes a person or entity who has, within the previous two years, engaged the member or firm to provide a service and who relies on membership in the Institute as giving the member or firm particular competence to provide that service.

210 CONFLICT OF INTEREST

210.1 A member engaged in the practice of public accounting or in a related business or practice shall, before accepting any professional engagement, determine whether there is any restriction, influence, interest or relationship which, in respect of the proposed engagement, would cause a reasonable observer to conclude that there will be a conflict as contemplated by Rule 210.2.

210.2 Subject to the provisions of Rule 210.3, a member or student shall not accept, commence or continue any engagement to provide professional services to any client in circumstances where a reasonable observer would conclude that the member or student:

- (a) is in a position or has placed any other person in a position where any of their interests conflicts with the interest of a client; or
- (b) is in a position where the duty owed to one client creates a professional or legal conflict with the duty owed by the member, student or firm to another client.

210.3 Where the acceptance of a proposed engagement would result in a conflict under Rule 210.2 or where a previously unidentified conflict under Rule 210.2 arises or is discovered in the course of an existing engagement or engagements, the member must decline the proposed engagement, or withdraw from all existing engagements that are affected, unless:

- (a)
 - (i) the member is able to rely upon conflict management techniques that are generally accepted and the use of such techniques will not breach the terms of an engagement with or duty to another client;
 - (ii) the member informs all affected clients of the existence of the conflict and the techniques that will be used to manage it; and
 - (iii) the member obtains the consent of all affected clients to accept or continue the engagement or engagements; or
- (b) the affected clients have knowledge of the conflict and their consent for the member to accept or continue the engagement is implied by their conduct, in keeping with common commercial practice.

210.4 For purposes of Rule 210, a client includes any person or entity for whom the member or student, or any other person engaged in the practice of public accounting or a related business or practice in association with the member or student, provides or is engaged to provide a professional service.

211 DUTY TO REPORT BREACH OF RULES OF PROFESSIONAL CONDUCT

211.1 A member shall promptly report to the Executive Director any information concerning an apparent breach of these rules of professional conduct, or any information raising doubt as to the competence, reputation or integrity of a member, student or applicant, unless such disclosure would result in:

- (a) the breach of a statutory duty not to disclose, or
- (b) the reporting of information by a member exempted from this rule for the purpose

and to the extent specified by Council, or

- (c) the loss of solicitor-client privilege, or
- (d) the reporting of a matter that has already been reported, or
- (e) the reporting of a trivial matter.

211.2 A member who is required to report under Rule 211.1 and who is engaged, or is in consultation with a view to being engaged, with respect to a civil or criminal investigation need not report to the Executive Director any information obtained in the course of such engagement or consultation concerning an apparent breach of these rules of professional conduct or any information raising doubt as to the competence, reputation or integrity of a member, student or applicant until such time as

- (a) the client has consented to the release of the information, or
- (b) the member becomes aware that the information is known to third parties other than legal advisors, or
- (c) it becomes apparent to the member that the information will not become known to third parties other than legal advisors.

212.1 HANDLING OF FUNDS AND OTHER PROPERTY IN TRUST

A member or student who receives, handles or holds money or other property as a trustee, receiver or receiver/manager, guardian, administrator/manager or liquidator shall do so in accordance with the terms of the engagement, including the terms of any applicable trust, and the law relating thereto and shall maintain such records as are necessary to account properly for the money or other property; unless otherwise provided for by the terms of a trust, money held in trust shall be kept in a separate trust bank account or accounts.

212.2 HANDLING PROPERTY OF OTHERS

A member or student in the course of providing professional services shall handle with due care any property entrusted to him or her.

213 UNLAWFUL ACTIVITY

A member or student shall not knowingly lend himself or herself or his or her name or services to any unlawful activity.

214 FEE QUOTATIONS

A member or firm shall not quote a fee for any professional engagement unless adequate information has been obtained about the engagement.

215.1 FEES

A member engaged in the practice of public accounting or a related function shall not offer or agree to perform a professional service for a fee payable only where there is a specified determination or result of the service, or for a fee the amount of which is to be fixed, whether as a percentage or otherwise, by reference to the determination or result of the service, where the service is:

- (a) one in respect of which professional standards or rules of conduct require that the member hold himself or herself free of any influence, interest or relationship which, in respect of the engagement impairs the member's professional judgment or objectivity or which, in the view of a reasonable observer, would impair the member's professional judgement or objectivity; or
- (b) a compilation engagement.

215.2 Rule 215.1 does not apply to a professional service for a fee fixed by a court or other public authority or to a professional service as a trustee in bankruptcy, a liquidator, a receiver, a receiver-manager or any other aspect of insolvency practice.

215.3 Other than in respect of an engagement described in Rule 215.1, a member engaged in the practice of public accounting or a related function may offer or agree to perform a professional service for a fee payable only where there is a specified determination or result of the service, or for a fee the amount of which is to be fixed, whether as a percentage or otherwise, by reference to the determination or result of the service, provided:

- (a) the fee arrangement does not constitute an influence, interest or relationship which impairs or, in the view of a reasonable observer, would impair the professional

judgement or objectivity of the member or a partner of the member in respect of an engagement described in Rule 215.1(a); or

- (b) the fee arrangement is not one which influences, or in the view of a reasonable observer would influence, the result of a compilation engagement performed by the member or a partner of the member for the same client; and
- (c) the client has agreed in writing to the basis for determining the fee before the completion of the engagement.

215.4 A member engaged in the practice of public accounting or a related function shall not represent that he or she performs any professional service without fee except services of a charitable, benevolent or similar nature.

216 PAYMENT OR RECEIPT OF COMMISSIONS

Other than in relation to the sale and purchase by a member of an accounting practice, a member engaged in the practice of public accounting or a student while employed by a member engaged in the practice of public accounting shall not directly or indirectly pay to any person who is not an employee of the member or who is not a public accountant a commission or other compensation to obtain a client, nor shall the member or student accept directly or indirectly from any person who is not a public accountant a commission or other compensation for a referral to a client of products or services of others.

217.1 GENERAL ADVERTISING

A member or firm may advertise or seek publicity for the member's or firm's services, achievements or products and may seek to obtain new engagements and clients by various means, but shall not do so, directly or indirectly, in any manner:

- (a) which the member or firm knows, or should know, is false or misleading or which includes a statement the contents of which the member or firm cannot substantiate;
- (b) which makes unfavorable reflections on the competence or integrity of the profession or any member or firm; or
- (c) which otherwise brings disrepute on the profession.

217.2 SOLICITATION

Notwithstanding Rule 217.1, a member or firm shall not, either directly or through a party acting on behalf of and with the knowledge of the member, solicit, in a manner that is persistent, coercive or harassing, any professional engagement.

217.3 ENDORSEMENTS

A member or firm may advertise or endorse any product or service of another person or entity that the member or firm uses or otherwise has an association with, provided the member or firm has sufficient knowledge or expertise to make an informed and considered assessment of the product or service. However, in doing so,

- (a) the member or firm must act with integrity and due care;
- (b) the member or firm must be satisfied that the endorsement
 - (i) is not false or misleading or does not include a statement the contents of which the member or firm cannot substantiate,
 - (ii) does not make unfavorable reflections on the competence or integrity of the profession or any member or firm, and
 - (iii) does not otherwise bring disrepute on the profession; and
- (c) when associating the CA designation with an endorsement, the member or firm must conduct sufficient appropriate procedures to support the assertions made about the product or service.

218 RETENTION OF DOCUMENTATION AND WORKING PAPERS

A member shall retain for a reasonable period of time such working papers, records or other documentation which reasonably evidence the nature and extent of the work done in respect of any professional engagement.

300 SERIES - RELATIONS WITH FELLOW MEMBERS AND WITH NON-MEMBERS ENGAGED IN PUBLIC ACCOUNTING

301 Not Used

302.1 COMMUNICATION WITH PREDECESSOR

A member shall not accept an engagement with respect to the practice of public accounting or the public practice of a function not inconsistent with public accounting, where the member is replacing another member or public accountant, without first communicating with such person and enquiring whether there are any circumstances the member should take into account which might influence the member's decision whether or not to accept the engagement.

302.2 COMMUNICATION WITH PREDECESSOR-RESPONSE

The incumbent member shall respond promptly to the communication referred to in rule 302.1.

302.3 COMMUNICATION WITH PREDECESSOR

A member responding to a communication pursuant to Rule 302.2 shall inform the possible successor if suspected fraud or other illegal activity by the client was a factor in the member's resignation or if, in the member's view, fraud or other illegal activity by the client may have been a factor in the client's decision to appoint a successor.

303.1 REQUEST FOR INFORMATION

A member shall upon written request of the client supply on a timely basis reasonable information to the member's successor about the work done or being assumed.

303.2 CO-OPERATION WITH SUCCESSOR

A member who is a predecessor on an engagement shall co-operate with the successor, recognizing the client's interests are paramount, and shall transfer promptly to the client or, on the client's instructions, to the successor, all books, documents, and other property belonging to the client which are in the member's possession.

304 JOINT APPOINTMENTS

A member who accepts any engagement jointly with another member shall accept joint and several responsibility for any portion of the work to be performed by either; no member shall proceed in any matter within the terms of such joint engagement without due notice to the other member.

305 COMMUNICATION OF SPECIAL ENGAGEMENTS TO INCUMBENT

A member engaged in the practice of public accounting shall, before commencing any public accounting engagement for a client of another member who is the duly appointed auditor or accountant, first notify such auditor or accountant of the engagement, unless both:

- (a) the client makes an unsolicited request, evidenced in writing, that such notification not be given, and
- (b) the CICA Handbook does not recommend in respect of the engagement that the member notify or contact the duly appointed auditor or accountant.

306.1 RESPONSIBILITIES ON SPECIAL ENGAGEMENTS

A member who accepts an engagement, whether by referral or otherwise, from a client of a member who has a continuing relationship with that client shall not take any action which would tend to impair the position of the other member in the ongoing work with the client.

306.2 ENGAGEMENT BY REFERRAL

A member who receives an engagement for services by referral from another member shall not provide or offer to provide any additional services to the referring member's client without the consent of the referring member, the interest of the client being of overriding concern, the referring member shall not unreasonably withhold such consent.

400 SERIES-ORGANIZATION AND CONDUCT OF A PROFESSIONAL PRACTICE

401 PRACTICE NAMES

A member or, where permitted, a professional corporation, shall engage in the practice of public accounting, or in the public practice of any function not inconsistent therewith, only under a name or style which

- (a) is not misleading,
- (b) is not self-laudatory,
- (c) does not contravene professional good taste, and
- (d) has been approved in a manner specified by the Council.

402 *deleted*

403 *deleted*

404.1 USE OF DESCRIPTIVE STYLES

The practice of public accounting shall be carried on under the descriptive style of either "chartered accountant(s)" or "public accountant(s)", regardless of the functions actually performed, the use of either descriptive style, in offering services to the public, shall be regarded as carrying on the practice of public accounting for the purposes of these Rules of Professional Conduct.

404.2 OPERATION OF MEMBERS' OFFICES

- (a) Each office in Nova Scotia of any member or firm* of members engaged in the practice of public accounting shall be under the personal charge and management of a member and who shall normally be accessible to meet the needs of clients during such times as the office is open to the public.

** Members are referred to the By-laws definition of "firm" as meaning a partnership.*

- (b) A member shall not operate a part-time office except in accordance with such terms and conditions established by Council.

404.3 PROPRIETARY INTEREST WITH NON-MEMBERS

Each office in Nova Scotia of any firm engaged in the practice of public accounting and composed of one or more members sharing proprietary interest with other public accountants who are not members shall practice under the style of "public accountants" and shall be under the personal charge and management of a member or other public accountant who shall normally be accessible to meet the needs of clients during such times as the office is open to the public.

405 ASSOCIATION WITH FIRMS

A member shall not associate in any way with any firm practicing as Chartered Accountants in Nova Scotia unless:

- (a) all partners resident in Nova Scotia are members,
- (b) at least one partner is a member, and
- (c) all the partners are professional colleagues* or professional corporations provided each such corporation is recognized and approved for the practice of public accounting by the Provincial Institute in the province concerned.

** Members are referred to the By-laws definition of "professional colleague" as a member or a member of a Provincial Institute.*

406 MEMBER RESPONSIBLE FOR NON-MEMBERS

A member engaged in the practice of public accounting or a related function who is associated with non-members in such practice shall be responsible to the Institute for any failure of such non-members, in respect of such practice, to abide by the Rules of Professional Conduct of the Institute and in the application of this Rule, the other Rules are deemed to apply to such non-member as if he or she were a member engaged in the practice of public accounting.

407 OFFICE BY REPRESENTATION

A member shall not hold out or imply that the member has an office in any place where the member is in fact only represented by another public accountant or a firm of public accountants and, conversely, a member who only represents a public accountant or firm of public accountants, shall not hold out or imply that the member maintains an office for such public accountant or such firm.

408 PRACTICE OF PUBLIC ACCOUNTING IN CORPORATE FORM

A member shall not be associated in any way with any corporation engaged in Canada in the practice of public accounting, except to the extent permitted in clauses (1), (2), (3) and (4) of this rule:

- (1) A member or his or her firm:
 - (a) may be the auditor(s) of the corporation;
 - (b) may be the appointed accountant(s) to prepare the financial statements of the corporation;
 - (c) may give tax advice to the corporation with respect to the financial affairs of the corporation.
- (2) A member, other than a practicing member, may be associated with a corporation which provides taxation services involving advice and counselling in an expert capacity provided such services are only a small part of the corporation's activities.
- (3) A member may associate with a Professional Corporation engaged in the practice of public accounting in the Province of Nova Scotia pursuant to the Chartered Accountant's Act;
- (4) A member may be associated with a corporation engaged in the practice of public accounting in a province other than Nova Scotia if the corporation is recognized and approved for such practice by the provincial institute in the province concerned and the corporation does not engage in the practice of public accounting in Nova Scotia.

Without limiting the generality of the foregoing, a corporation shall be deemed to be engaged in the practice of public accounting even though the corporation provides a public accounting service only to another member or to a public accountant.

409 - 419 RESERVED FOR FUTURE USE**420 RELATED FUNCTIONS**

- (1) A member engaged in the practice of a related function shall adhere to the Rules of Professional Conduct, and the Rules of Professional Conduct shall apply to such member as if the related function were the practice of public accounting.
- (2) For the purpose of the Rules of Professional Conduct, a related function shall be any member's business or practice that is cross referenced to:
 - (a) the member's public accounting practice; or
 - (b) another business or practice that is cross-referenced to the member's public accounting practice;

whether carried on through an organization separate from the member's public accounting practice or as a separate department or division of such practice.

- (3) In respect of clause (2), "cross-referenced" means:
 - (a) any reference in the advertising or promotional or other material of the member's public accounting practice that is made to any other business or practice of the member; or
 - (b) any reference in the advertising or promotional or other material of any other business or practice of the member that is made to:
 - (i) the member's public accounting practice; or
 - (ii) any business or practice of the member that is referenced in any advertising or promotional or other material of the member's public accounting practice;or
 - (c) any use of a name or logo or any possession of features or characteristics, by any business or practice of a member which, in the view of a reasonable observer, would imply that an association or relationship exists between such business or practice

and:

- (i) the member's public accounting practice; or
 - (ii) any other business or practice of the member to which there is any reference made in the advertising or promotional or other material of the member's public accounting practice.
- (4) A member may associate with a related function as a proprietor, as a partner or as a director, officer or shareholder of a corporation and may associate with a non-member for this purpose.
- (5) A related function shall not be designated "chartered accountant(s)" or "public accountant(s)".
- (6) A related function designated as "management consultant(s)" or "trustee(s) in bankruptcy" shall be carried on under a personal name or names or under a corporate derivative of any such personal name or names.

421 RELATED FUNCTION SHALL ADHERE TO RULES OF PROFESSIONAL CONDUCT

Any member engaged in the practice of public accounting who is associated as a proprietor or a partner of a related function business, or as a director, officer or shareholder of a corporation carrying on a related function, shall be responsible to the Institute for any failure of the related function business or corporation or any non-member associated with either of them, to abide by the Rules of Professional Conduct as if such related function business, corporation or non-member were a member engaged in the practice of public accounting.