

Practice Details Advice Supplement

Institute ID number, if known

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Please return this completed 'Supplement' form together with your completed 'Practice Details Advice' form to the Institute's office (see page 3 for contact details). **Please print in BLOCK LETTERS.**

Please note: It is **essential** you read the 'Explanatory notes' (pages 4 – 6) **prior** to the completion of this supplement

Section 1 – Record of 'appointment of authorised representative' of non-member owner

Name of practice entity

Name of non-member owner

Name of the 'appointed authorised representative' of non-member owner

Declaration

I, the undersigned, being a director of the above mentioned non-member owner, which holds equity in and/or shares in the income of the above mentioned practice entity (a practice entity as defined in Article 2(e) of the Supplemental Royal Charter), seek the approval of the Institute's Board for that practice to retain the right, privilege and ability to describe itself as 'Chartered Accountants' under R9/1205.

In support of this request, I confirm that the above mentioned 'appointed authorised representative' is:

- > A director of above mentioned practice entity; and
- > The duly appointed authorised representative of the non-member owner.

Your name (Director of non-member owner authorised to sign on that entity's behalf)

Signature

Date

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Day			Month			Year			

Section 2 – Undertaking required of an ‘authorised representative’ of a non-member owner/beneficiary

Name of practice entity

Name of non-member owner

Declaration

I, the undersigned, being a member of the Institute of Chartered Accountants in Australia (the Institute) seek the approval of the Institute’s Board for the above mentioned practice entity to retain the right, privilege and ability to describe itself as ‘Chartered Accountants’ under R9/1205.

In support of this request:

1. I confirm that:

- > I am the appointed authorised representative of the above mentioned non-member owner on the board of the above mentioned practice entity
- > I am a director of the above mentioned practice entity
- > I hold a current Certificate of Public practice issued by the Institute
- > All other individuals/entities who/which are practice entity participants or principals of the above mentioned practice entity are identified below:

- > A contract of professional indemnity insurance is held by the practice which: is valid and binding; and meets at least the minimum requirements set out in the Appendix to Regulation 4
- > Systems and procedures of quality control appropriate to the practice have been established.

- > Ensure that the total share of Affiliate members and associated persons and entities in the capital, financial results and voting rights of the practice entity shall not exceed the total share of individual members and their associated persons and entities, and authorised representatives of non-members
- > Undertake that on any change in practice entity participants or principals of the practice entity by which the practice entity ceases to comply with the requirements of R9/1205, the Institute will be notified immediately
- > Provide the Institute with such information relating to claims data and/or professional indemnity insurance arrangements as may be requested from time to time to comply with the ongoing reporting requirements under Professional Standards legislation
- > Advise the Institute as requested from time to time of the information required to comply with the requirements of the Professional Standards Council & Scheme in force
- > Take reasonable steps to identify circumstances that could pose a conflict of interest between the interests of the non-member owner/beneficiary, practice entity, profession, Institute and fellow members
- > Recognise my responsibility to act in the public interest in accordance with APES 110: Code of Ethics for Professional Accountants.

2. I undertake to:

- > Advise the Institute of any changes in the circumstances referred to above
- > Provide such evidence of the practice entity participants as may be required by the Institute
- > Continue to hold a current Certificate of Public Practice issued by the Institute
- > Ensure that systems and procedures of quality control appropriate to the practice are maintained and comply with Regulation 4
- > Ensure that the practice entity will, at all times, be effectively controlled by members of the Institute with the number of Affiliate members not exceeding one half (1/2) of the number of principals

Your name (appointed authorised representative of above mentioned non-member owner)

Your member number

Signature

Date

<input type="text"/>	<input type="text"/>	.	<input type="text"/>	<input type="text"/>	.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day			Month			Year			

Section 3 – Submitting your advice supplement

Please submit your completed 'Supplement' together with your 'Practice Details Advice' to:

Mail	Professional Standards Team The Institute of Chartered Accountants in Australia GPO Box 9985, Sydney 2001 Australia
Fax	+61 2 9262 1310
Email	professionalstandards@charteredaccountants.com.au
In person	
ACT	L10, 60 Marcus Clarke Street, Canberra
NSW	33 Erskine Street, Sydney
Qld	L32, Central Plaza One, 345 Queen Street, Brisbane
SA	L11, 1 King William Street, Adelaide
Vic	L3, 600 Bourke Street, Melbourne
WA	Ground Floor, BGC Building, 28 The Esplanade, Perth

For further enquiries or additional information please contact the Chartered Accountants Service Centre on:

Web	charteredaccountants.com.au
Phone	
Australia	1300 137 322
Overseas	+61 2 9290 5660
Email	service@charteredaccountants.com.au
Fax	+61 2 9262 1298

Privacy statement

The Institute of Chartered Accountants in Australia respects the privacy of individuals and acknowledges that the information you provide on this form is 'personal information' as defined by the Commonwealth *Privacy Act*. This information is collected for the purpose of processing your advice. The provision of this information is voluntary, but if it is not provided the Institute may be unable to process your advice. The information may be used for the purposes listed in the Institute's privacy policy – a copy of which is at charteredaccountants.com.au/A116990340

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Explanatory notes to Practice Details Advice Supplement

It is **essential** you read the following notes **prior** to the completion of your 'Practice Details Advice'.

Glossary of terms

Authorised representative means an individual member holding a Certificate of Public Practice with the Institute who is authorised by a non-member owner to act in a governance role of a practice entity.

Chartered firm means any partnership, trust or body corporate or unincorporate in or through which persons who are Members in public practice, or include a Member or Members in public practice, provide professional services to clients which is entitled to describe itself as 'Chartered Accountants' in accordance with R9/1205.

Practice means a business providing professional services including services which require the holding of a current Certificate of Public Practice by the individual Member who is a Principal.

Practice entity means a partnership, an incorporated company, trust or any combination or partnership of these by or through which the member performs any of the functions of a member in public practice.

Practice entity participant or **Participant** means a person who is a principal of a practice entity.

Practice entity representative means an individual member holding a Certificate of Public Practice with the Institute who is authorised by an applicant for Practice entity membership of the Institute to provide the undertakings required by Regulation 2.

Principal of a practice entity includes:

- (a) in the case of a Practice Entity which is a partnership a partner of that partnership;
- (b) in the case of a Practice Entity which is a body corporate, a director of that body corporate;
- (c) in the case of a Practice Entity which is conducted as a trust, an individual who, as an officer or employee of the trustee of that trust or otherwise, provides or participates as a principal in the provision of the services provided by the practice entity; and
- (d) an individual who, as an officer or employee of the practice entity, or otherwise, provides or participates as a principal in the provision of the services provided by the practice entity.

Principal in relation to a Practice means any person, who is a principal of the Practice or a principal, partner, director, officer or trustee of a related Entity of the Practice.

Factors to consider in determining whether a person is a principal of a practice entity include whether:

- > They have responsibility for the standard of professional work undertaken by the practice entity and management of the practice's activities, including: client selection and retention, determining the terms of the professional engagement, the type and quality of professional services provided, risk management, and the exercising of professional judgement in ethical and technical matters;
- > Their individual acts are binding on the practice or other principals of the practice;
- > They have the potential for personal liability for the practice's liabilities;
- > They have a role in the governance of the practice;
- > They have responsibility for signing off on professional engagements;
- > They are acknowledged in the PI policy of the practice as a person responsible for professional engagements;
- > They are promoted to clients and potential clients as the person responsible for professional engagements;

- > The perception of clients and suppliers of the member is of a person who is able to bind the practice;
- > A principal, partner, director, officer or trustee of a related entity of the practice may also be considered to be a principal of a practice entity.

Note: The absence of an equity holding in the practice by the member is **not** a conclusive factor in determining whether a member is a principal. Similarly an ownership interest in a practice is **not** necessarily the sole factor in determining whether a member is a principal of a practice entity. For example, an employee is not considered to be a principal merely where a share in ownership is incorporated into their employee remuneration package.

Use of Description 'Chartered Accountant/s' and/or Chartered Accountants logo

R9/1205

The description 'Chartered Accountant/s' and the Chartered Accountants logo may be used by a practice entity where:

- (a) the following conditions are met:
 - > only individual or affiliate members or practice entities entitled to use the description 'Chartered Accountant(s)' and the Chartered Accountants logo are the practice entity participants; and
 - > only individual or affiliate members have responsibility for the governance of the practice entity; and
 - > only individual or affiliate members have responsibility for the standard of professional work undertaken by the entity; and
 - > all such individual members hold and continue to hold a current Certificate of Public Practice with the Institute; and
 - > the number of affiliate members in a practice entity does not exceed the number of individual members who are practice entity participants; and
 - > the total share of affiliate members and their associated persons and entities in the capital, financial results and voting rights of the practice entity does not exceed one half (1/2) (loans by affiliate members and their associated persons and entities being treated as capital for such purpose); and
 - > any authorised representative/s of non-member owner/s who have responsibility for the governance of the practice entity are all individual member/s holding Certificates of Public Practice who have provided an undertaking acceptable to the Institute.

or

- (b) as approved by the Board.

R9/1206

Where the Board forms the view that non-member owners are influencing the standard of professional work undertaken by the practice this is deemed to be a breach of R9/1205.

Unless approved by the Board, a breach of R9/1205 is deemed to be unprofessional conduct on the part of any members associated with the breach.

Where the breach of R9/1205 is a result of a change of member participants and the practice entity undertakes to remedy the defect within a commercially realistic timeframe there will be no deeming of unprofessional conduct.

Commentary

While recognising the evolving nature of the marketplace and the likelihood that innovative practice structures will arise in the future the Institute’s focus has been on the principle of the individual responsibility of members for control over the standard of professional work. Rather than formulating a set of prescriptive rules the Institute relies on this principle to support and underpin the Chartered Accountants brand while guiding members in how they choose to structure their practice. If there is any doubt about whether an entity is entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo, guidance and advice should be sought from the Institute’s Professional Standards Team. If necessary, specific approval can be given by the Board under R9/1205(b) to a particular structure.

Definitions and assumptions

Members should have regard to the ‘Glossary of terms’ when reading this Commentary, particularly Authorised representative, Chartered firm, Practice entity, Practice entity member, Practice entity participant, Practice entity representative, Principal of a practice entity and the factors to consider in determining whether a person is a Principal in relation to a practice entity (or its related entities).

Directors, including non-executive directors, trustees, authorised representatives of non-member owners, and practice entity representatives of a practice entity are assumed to be involved in the governance of the practice entity and in a position to influence the standard of professional work undertaken by that practice. Therefore in Chartered firms:

- > all directors, including non-executive directors, and trustees must be individual members holding Certificates of Public Practice with the Institute, or affiliate members; and
- > all practice entity representatives must be individual members holding Certificates of Public Practice with the Institute; and
- > all authorised representatives of non-member owners must be individual members holding Certificates of Public Practice with the Institute.

In such Chartered firms individual and affiliate members must exercise control in the following areas of practice management:

- > client selection and retention;
- > determining the terms of the professional engagement;
- > the type and quality of professional services provided;
- > risk management;
- > the exercising of professional judgement in ethical and technical matters; and
- > signing off engagements.

Examples

Practice entities that are recognised as compliant with R9/1205 and described as Chartered firms include:

- > an individual member, being a sole practitioner, practising in the member’s own name, a firm name, through a company or through a trust;
- > a partnership in which all the partners are individual or affiliate members, or practice entities entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo;
- > a company in which all the directors are individual or affiliate members, and all the shareholders are individual or affiliate members, or practice entities entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo;
- > a trust in which all the participants and the trustees are individual or affiliate members, or practice entities entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo;
- > any combination or partnership of the above practice structures.

Chartered firms are entitled to use the description ‘Chartered Accountant(s)’ and the Chartered Accountants logo and include those where all the Principals/practice entity participants are **(see table below)**:

Principals/practice entity participants	Practice structures – Chartered Firms				
Individual member/s	Sole practitioner	Partnership	Company	Trust	Combination
Individual + affiliate members		Partnership	Company	Trust	Combination
Affiliate member/s*		Partnership *	Company *	Trust *	Combination*
Individual member/s + practice entity member/s		Partnership	Company	Trust	Combination
Affiliate member/s* + practice entity member/s		Partnership *	Company *	Trust *	Combination*
Individual member/s + affiliate member/s + practice entity member/s		Partnership	Company	Trust	Combination
Individual member/s + practice entity/ies entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo		Partnership	Company	Trust	Combination
Affiliate member/s* + practice entity/ies entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo		Partnership *	Company *	Trust *	Combination*
Individual member/s + affiliate member/s + entity/ies entitled to use the description ‘Chartered Accountants’ and the Chartered Accountants logo		Partnership	Company	Trust	Combination

* Only where the practice entity associated with the affiliate member is recognised by the Institute as practising in conjunction with the practice entity that supported the affiliate member/s application for membership of the Institute.

Explanatory notes to Practice Details Advice Supplement (continued)

R9/1205 does not permit the use of the description ‘Chartered Accountants’ nor the Chartered Accountants logo by a practice entity in which individual, affiliate or practice entity members practise with non-member owners who are actively involved in the provision of professional services, unless the professional services provided by them are clearly distinguished from those provided by the member/s; for example, Chartered Accountants and Solicitors.

Generally in Chartered firms the role of non-member owners is limited to being a non-participating shareholder of a company or beneficiary of a trust; as such non-member owners could not be involved in the provision of professional services in a practice entity entitled to use the description ‘Chartered Accountants’ nor the Chartered Accountants logo.

Practice entities that are unable to rely on the description Chartered Accountants under R9/1205 include **(see table below)**:

Principals/practice entity participants	Practice structures				
	Sole practitioner	Partnership*	Company *	Trust *	Combination*
Only Affiliate member/s					
Individual member/s + Non-member/s		Partnership	Company	Trust	Combination
Affiliate member/s + Non-member/s		Partnership	Company	Trust	Combination

* Except where the practice entity associated with the affiliate member is recognised by the Institute as practising in conjunction with the practice entity that supported the affiliate member/s application for membership of the Institute.

Board recognition

The Board has recognised Chartered firms as compliant with the principles of R9/1205 in the following circumstances:

- a) A share in ownership of the practice is incorporated into the employee remuneration package, where the shares or units issued to these employees are limited to a non-voting category of shareholding or interest. In such circumstances it is accepted that such employees do not exercise any control or influence, either directly or indirectly, over the standard of professional work undertaken by the practice and the responsibility to ensure that all aspects of the practice are conducted in accordance with the technical, professional and ethical standards laid down by the Institute remains that of the individual and affiliate member principals of the practice entity.
- b) Shares or units issued to employees do not represent a material interest in an entity whose ownership is widely held, such as a listed entity.
- c) Individual members are appointed to a governance role in a practice entity as authorised representative/s of non-member/s holding an equity interest where acceptable written undertakings are provided to the Institute acknowledging their responsibility for the reputation of the profession, the Institute and its members. Where it is accepted that such non-member owners are not otherwise involved in the provision of professional services, the practice entity is recognised as a Chartered firm. It is the responsibility of the individual and affiliate members of such a Chartered firm to ensure that the authorised representative/s of non-member owner/s are individual members holding Certificates of Public Practice with the Institute.

Common brand names

A common brand name includes common initials or a common name. A practice entity is considered to be using a common brand name if it includes, for example, the common brand name as part of, or along with, the business name of the practice entity, on the entity’s business stationery or website.

It is not acceptable to have different ‘offices’ of Chartered firms practising under a common name using different descriptions (for example, Chartered Accountants, Certified Practising Accountants or Public Accountants) unless it can be demonstrated that they are quite separate entities. This distinction must be clearly evident to members of the public.

Monitoring

Chartered firms may be requested to provide appropriate evidence of compliance with R9/1205. Compliance with this requirement is monitored by the Institute to protect and safeguard the brand:

- > in the approval process for practice entity membership under Regulation 2; and
- > in the approval process for Certificates of Public Practice under Regulation 4; and
- > as part of the Quality Review Program; and
- > as part of the Institute’s operational procedures to ensure the integrity and accuracy of the member database is maintained in accord with members’ obligations under By-law A2/30.