

# CR 2 – Certificates of Public Practice

Issued 8 October 2019



## 2.1 Purpose

This Regulation sets out the requirements for Certificates of Public Practice (**CPPs**) for Members of CA ANZ.

## 2.2 Definitions

- (a) Unless expressly defined in this Regulation, capitalised terms used in this Regulation are defined in By-Law 2.
- (b) References to Chartered Accountant in CR 2.4 to 2.28 are applicable to both Chartered Accountants and Chartered Accountant Fellows.
- (c) **Principal** in this CR2 has the same meaning given to that term in By-Law 39(r), namely it 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 and includes:
  - (i) in the case of a Practice Entity or a Related Entity of the Practice which is a partnership, a partner of that partnership;
  - (ii) in the case of a Practice Entity or a Related Entity of the Practice which is a body corporate, a director of that body corporate;
  - (iii) in the case of a Practice Entity or a Related Entity of the Practice that 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; and
  - (iv) in the case of a Practice Entity or a Related Entity of the Practice an individual who, as an officer or employee or otherwise, of the Practice Entity or Related Entity of the Practice, provides or participates as a Principal in the provision of the services provided by the Practice.

## Commentary

*Factors to consider in determining whether a person is a Principal of a Practice Entity includes whether:*

- *they have responsibility for the standard of professional work undertaken by the Practice Entity and management of the Practice Entity's activities including 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 of engagements;*
- *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 professional indemnity policy of the Practice as a 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.*

*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.*

## 2.3 By-Law provisions

By-Laws 32A to 34 relate to CPPs.

## 2.4 Chartered Accountants resident in New Zealand

A Chartered Accountant resident in New Zealand must comply with the NZICA Rules with respect to holding a CPP. Members not resident but practising in New Zealand may be subject to the NZICA Rules for the purposes of NZICA carrying out its regulatory or disciplinary functions.

## 2.5 Chartered Accountants resident in Australia

A Chartered Accountant resident in Australia must comply with the requirements set out in CR 2.6 to 2.28.

## 2.6 Members Required to Hold a CPP

A Chartered Accountant who:

- (a) is a public accountant, as defined in Article 2(z) of the Supplemental Charter; or
- (b) is a Principal of a Practice Entity which includes a public accountant(s) as defined in Article 2(z) of the Supplemental Charter,

must apply for and hold a CPP.

- 2.7 Where a Chartered Accountant holds a CPP issued in accordance with the NZICA Rules, and additionally has a requirement to hold a CPP only by virtue of CR 2.6(b) above, the CPP issued in accordance with the NZICA Rules will be considered to satisfy the requirement to hold a CPP for the purposes of this Regulation.

### **Commentary**

*The intent of this Regulation is to ensure that CA ANZ has a record of all Chartered Accountants who are principals in a Practice Entity where that Practice Entity provides or, may reasonably be inferred, to provide accounting services to the public for reward.*

*In accordance with clause 2.1 of the CA ANZ Professional Standards Scheme (the **Scheme**), a Chartered Accountant who holds a CPP is a participating member of the Scheme, to the extent that the relevant Scheme applies. A Chartered Accountant who does not comply with this Regulation will not be a participating member of the Scheme. Only participating members of the Scheme will benefit from liability capping in the event of a claim against them.*

*The Supplemental Charter defines "public accountant" to mean a natural person:*

- (i) *who maintains as a principal, whether on his or her own behalf or as a trustee and whether alone or with others, an office for the provision of 1 or more public accountancy services and who places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated; or*
- (ii) *who is a shareholder in, or a director of, a body corporate which, whether on its own behalf or as a trustee and whether alone or with others, maintains an office for the provision of one or more public accountancy services and which places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated body, and who, as an officer or employee of such body corporate or otherwise, provides or participates in the provision of such service or services on behalf of such body corporate; or*
- (iii) *who is a beneficiary under a trust the trustee of which, whether alone or with others, maintains an office for the provision of 1 or more public accountancy services and places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated body, and who, as an officer or employee of such trustee or otherwise, participates in the provision of such service or services on behalf of such trustee.*

The Supplemental Charter defines "public accountancy services" to mean such services as the Board may from time to time determine to be "public accountancy services". On 31 July 2019, the Board determined that "Public Accountancy Services" means any service or activity, undertaken by a Chartered Accountant to a member of the community for remuneration, requiring accountancy or related skills, including but not limited to, accounting, assurance, taxation, financial management, management consulting, insolvency, valuation, financial advice and corporate advisory services."

Public accountancy services also includes:

- when a Chartered Accountant undertakes any services which require the holding of any one of the following registrations/licences:
  - registered company auditor;
  - registered company liquidator;
  - registered trustee in bankruptcy;
  - registered tax agent;
  - registered tax (financial) adviser;
  - registered BAS agent;
  - Australian Financial Services (AFS) licence;
  - authorised representative of an AFS licensee; and
  - approved self-managed super fund (SMSF) auditor; or
- when a Chartered Accountant completes a review of a financial report of a company limited by guarantee in accordance with the Corporations Act 2001 (Cth); or
- when a Chartered Accountant is required under legislation or other statutory authority to undertake a role, for example, the role of:
  - an appropriately qualified accountant under the Estate Agents (General Accounts and Audit) Regulations 1997; or
  - a person approved to undertake an audit in accordance with the Residential Care Subsidy Principles 1997 of the Aged Care Act 1997.

A Chartered Accountant must obtain a CPP when they, or a Practice Entity of which they are a principal,

- displays the description Chartered Accountant/s and/or the Chartered Accountants logo on letterhead, promotional material, electronic communications or websites; or
- is included in a listing or directory as a chartered firm or with the Chartered Accountants logo; or
- conducts their practice in a manner from which it may be reasonably inferred that the individual Chartered Accountant or firm is obtaining a commercial benefit from membership of CA ANZ.

The following are **not** considered to be situations requiring a Chartered Accountant to obtain a CPP;

- providing services on a pro bono or honorary basis as it is not considered to be for reward;
- when a Chartered Accountant provides financial planning or other accountancy services as an employee or officer of an Australian Prudential Regulation Authority regulated entity (<http://www.apra.gov.au/Pages/default.aspx>);
- when a Chartered Accountant holds an investment interest in a Practice Entity but would not otherwise be considered a Principal of the Practice Entity,
- using the post nominals CA, FCA on their business card;
- using a specialist designation authorised under these Regulations; or
- referring to membership of CA ANZ on their curriculum vitae or professional profile.

## 2.8 Exemption for certain joint Members

- (a) A Chartered Accountant will not be required to hold a CPP if the Chartered Accountant holds a current Public Practice Certificate issued by CPA Australia Ltd (**CPA Australia**).
- (b) A Chartered Accountant exempted from holding a CPP under CR 2.8(a) shall advise the Board annually of their continued entitlement to this exemption, or shall advise the Board immediately where they cease to hold a current Public Practice Certificate issued by CPA Australia.
- (c) The exemption under CR 2.8(a) does not operate to exempt an NZICA Member from the requirement to hold a CPP issued by NZICA in accordance with the NZICA Rules.

### Commentary

A Chartered Accountant who:

- is also a member of an overseas accounting body, other than NZICA;

- holds a certificate from that overseas accounting body which permits or allows the Chartered Accountant to provide public accountancy services; and
- resides in Australia,

is required to hold a CPP in accordance with this CR 2.

Where a Chartered Accountant is granted an exemption under CR 2.8(a), the Chartered Accountant's firm will then not be able to be compliant with CR 9.6(c), and consequently will not be entitled to use the description 'Chartered Accountants' and the Chartered Accountants logo.

## Pre-requisites to Holding a CPP

### 2.9 Service and Educational Requirements

#### (a) Normal Admission under By-Law 12(a)

An applicant for a CPP who is a Chartered Accountant admitted under By-Law 12(a) will have demonstrated a satisfactory understanding of Australian company and taxation laws and have:

- a minimum of 2 years' experience as an employee of a Chartered Accountant in public practice; or
- 2 years post admission experience in public practice.

#### (b) Special Admission under By-Law 14 and Admission under former By-Law 6A (since repealed)

An applicant for a CPP who is a Chartered Accountant admitted under By-Law 14 or under former By-Law 6A will have demonstrated a satisfactory understanding of Australian company and taxation laws and have:

- a minimum of 2 years Australian experience in public practice; or
- a minimum of 2 years' experience in public practice post admission as a member of any one of the bodies recognised for the purposes of CR 1.9(a), or as a member of NZICA.

### 2.10 Public Practice Program

An applicant must have undertaken the Public Practice Program (**PPP**), or have completed an alternative course approved by CA ANZ, before commencing practice.

- Where no course is available prior to commencement of practice an applicant must complete the e-learning component of the PPP and agree to complete the PPP within 6 months of the date on which approval to commence practice was granted by the Board, or at the earliest available date.
- Should a Chartered Accountant not complete the PPP within 6 months of the date on which approval to practise was granted by the Board, the CEO may suspend their CPP until the PPP is successfully completed.
- An applicant applying for a CPP is not required to attend and complete the PPP until the gross annual fees of their practice exceed 25% of the amount prescribed as the concessional threshold in CR 4. When such fees exceed 25% of the amount prescribed as the concessional threshold, the applicant must undertake the PPP, or an equivalent course approved by CA ANZ, within a period ending 6 months following the date of their next membership subscription renewal, or if there are circumstances which in the opinion of CA ANZ prevent that, at a later date approved by CA ANZ.
- An applicant who was previously the holder of a CPP and who ceased practice within a 5 year period prior to the date of application is not required to undertake the PPP unless so sanctioned by the Disciplinary Tribunal, Appeals Tribunal or their predecessor bodies.
- The PPP will remain valid for 5 years from the time it is successfully completed by an applicant. If an application for a CPP is not received or finalised within the 5 years, the program must be undertaken again.

## **Commentary**

*A Chartered Accountant who continues to practise when their CPP is suspended under CR 2.10(b) will be referred to the Professional Conduct Committee. For the purposes of CR 2.10(c), the annual gross fees of a practice are the total fees of the practice, not the individual Chartered Accountant's share of those fees.*

### **2.11 Continuing Professional Development**

An applicant must demonstrate compliance with CR 7 Continuing Professional Development within the preceding 2 years, otherwise the Board may require the applicant to achieve compliance before a CPP may be granted.

### **2.12 Professional Indemnity Insurance**

An applicant will confirm the existence of a contract of professional indemnity insurance which:

- (a) is valid and binding; and
- (b) meets at least the minimum requirements set out in CR 2A.

### **2.13 Interview**

An applicant may be required to attend a personal interview.

### **2.14 Consent of Employer**

An applicant who is an employee of a Chartered Accountant in public practice shall be required to include with the application the written consent of their employer.

### **2.15 Quality Control**

An applicant will confirm that systems and procedures of quality control in accordance with APES 320 Quality Control for Firms and, where applicable, ASQC 1 Quality Control for Firms that Perform Audits and Reviews of Financial Reports and Other Financial Information, Other Assurance Engagements and Related Services Engagements will be/have been established and maintained and agrees to comply with the ongoing conditions of holding a CPP identified in CR 2.22.

### **2.16 Dealing with Client Monies (Trust Accounts)**

An applicant will confirm that if a trust account is established or where they act as a signatory on a client bank account, systems and procedures will be maintained in accordance with the requirements of APES 310 Dealing with Client Monies and the applicant agrees to comply with the ongoing requirements of operating a trust account identified in CR 2.23.

### **2.17 Business Stationery**

An applicant will provide an example of the business stationery for the practice.

### **2.18 Discretion**

Notwithstanding the requirements of CR 2.6 to CR 2.17, the Board of CA ANZ reserves the right to:

- (a) exercise discretion in granting an application for a CPP; or
- (b) relieving a member of the obligation to hold a CPP which would otherwise be required.

## **Ongoing Obligations of Holding a CPP**

### **Commentary**

*A Chartered Accountant holding a CPP has an ongoing obligation to ensure that the following conditions applying to the certificate are met. The CPP holder's annual membership renewal is a declaration by the Chartered Accountant that they continue to comply with these obligations.*

## **2.19 Professional Indemnity Insurance**

A CPP holder must at all times have, or ensure that their practice has, a contract of professional indemnity insurance which:

- (a) is valid and binding; and
- (b) meets at least the minimum requirements set out in CR 2A.

## **2.20 Professional Standards Scheme**

A CPP holder is required to comply with the requirements of any current Scheme approved under Professional Standards Legislation. CPP holders are required to co-operate with all reasonable requests by the Board or any committee or officer of CA ANZ to assist CA ANZ to meet their obligations to the Professional Standards Council.

## **2.21 Continuing Professional Development**

A CPP holder is required to undertake regular ongoing Continuing Professional Development as set out in CR 7.

## **2.22 Quality Control**

A CPP holder will establish and maintain systems and procedures of quality control in accordance with APES 320 Quality Control for Firms and, where applicable, ASQC 1 Quality Control for Firms that Perform Audits and Reviews of Financial Reports and Other Financial Information, Other Assurance Engagements and Related Services Engagements, and comply with the following conditions of holding a CPP:

- (a) Undergo a quality review from time to time in accordance with the policies and procedures laid down for the operation of the quality review program.
- (b) In addition to any review conducted in accordance with CR 2.22(a), the CEO may at any time in their absolute discretion direct that a quality review be undertaken of all or part of a Chartered Accountant's practice.
- (c) To enable the program to be conducted in an effective and timely manner Chartered Accountants are required to co-operate with all reasonable requests by the Board, any committee or officer of CA ANZ or any person employed by CA ANZ to conduct a quality review, and to produce such documents or other materials in the Chartered Accountant's possession as may be required to enable a review to be conducted.
- (d) If a Chartered Accountant does not comply within 60 days of a written request in accordance with CR 2.22(c), the Chartered Accountant will be referred to the Professional Conduct Committee.
- (e) Chartered Accountants are required to meet the costs imposed by CA ANZ for a review undertaken in accordance with CR 2.22(a) and/or 2.22(b) of their practice.

## **2.23 Dealing with Client Monies (Trust Accounts)**

- (a) Where a CPP holder establishes a trust account or where they act as a signatory on a client bank account they must:
  - (i) comply with APES 310 Dealing with Client Monies (**APES 310**); and
  - (ii) respond in a timely manner, to all reasonable requests made by the Board, any committee or officer of CA ANZ to produce documents or other materials as may be required to by any such person, in order to verify the Chartered Accountant's compliance with APES 310.
- (b) If a Chartered Accountant does not comply with a written request to produce documents or other materials pursuant to CR 2.23(a)(ii) within 60 days of such request, the CEO may suspend their CPP until they provide such documents, other materials or an explanation satisfactory to CA ANZ.

### **Commentary**

*A Chartered Accountant who continues to practise when their CPP is suspended will be referred to Professional Conduct.*

## **CPP Fees and Levies Payable**

### **2.24 Application and Subscription Fees and Levies**

An applicant for a CPP shall pay, at the time of approval of the application, such subscription fees and levies as prescribed by CA ANZ.

### **2.25 Late Lodgement Fee**

Where the CPP application is lodged after the Chartered Accountant has commenced providing public accounting services an applicant shall pay, at the direction of CA ANZ, a late lodgement fee of 25% of the sum total of subscriptions that would have been paid during the period since the applicant commenced public practice. This fee will be capped at an amount decided by CA ANZ.

### **2.26 Annual Subscription Fees and Levies**

- (a) The subscription fee is payable annually and shall cover the period 1 July to 30 June and shall be payable on 1 July each year, at the beginning of the relevant year. The Scheme levy is payable annually and shall initially be payable on application and thereafter on 1 July each year.
- (b) Where a Chartered Accountant holds a CPP under both the NZICA Rules and in accordance with the requirements set out in CR 2.6, only one fee relevant to the holding of a CPP will be payable by the Chartered Accountant.
- (c) Where a Chartered Accountant is granted a CPP later than 1 July, the Chartered Accountant's annual fees for the remainder of the fiscal year shall be calculated on a monthly pro rata of the annual fees.
- (d) No concession applies to the levy under the Scheme on all Chartered Accountants who hold a CPP, Affiliates and Practice Entity Members.

### **2.27 Cancelling a CPP**

- (a) A CPP holder who no longer has a requirement to hold a CPP as set out in this Regulation may apply to cancel their CPP.
- (b) Following notification from CA ANZ that the application for cancellation has been approved, the CPP certificate previously held shall be returned for cancellation.
- (c) If the Chartered Accountant whose CPP is cancelled is required to hold a CPP again in the same financial year, it shall be reissued without the application of CR 2.26.

### **Commentary**

*Chartered Accountants considering cancelling their CPP should also consider CR 2A.8, in regard to their obligation to hold run off cover.*

### **2.28 Monitored Members**

A Chartered Accountant who no longer meets the criteria in CR 2.6 and has cancelled their CPP will become a Monitored Member for a period of not less than seven (7) years from the date of cancelling their CPP.

### **Commentary**

*Former CPP holders are monitored for a period of not less than 7 years, corresponding to the period in which they are obliged to have run-off cover as specified in CR 2A.8.*