

LONG ASSOCIATION OF PERSONNEL WITH AN AUDIT CLIENT

(UPDATED FOR REVISED AND RESTRUCTURED CODE)

This Questions and Answers (Q&A) publication is issued by the Staff of the International Ethics Standards Board for Accountants (IESBA). It is intended to assist national standards setters, firms, IFAC member bodies and others as they adopt and/or implement the revised and restructured long association provisions in Part 4A of the [International Code of Ethics for Professional Accountants \(including International Independence Standards\)](#) (the Code), issued by the IESBA in April 2018. The long association provisions in Part 4A are based on the revised provisions included in the January 2017 [close-off document](#) available on the IESBA website. The restructured provisions have been redrafted in accordance with the new structure and drafting conventions of the Code.

This publication is designed to highlight, illustrate or explain aspects of the revised partner rotation regime in Part 4A, and thereby assist in their proper application.

This publication does not amend or override the Code, the text of which alone is authoritative. Reading this Q&A is not a substitute for reading the Code. The Q&As are not meant to be exhaustive and reference to the Code itself should always be made. This publication does not constitute an authoritative or official pronouncement of the IESBA.

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I. General – Audit Partner Rotation Provisions

Audit Partner Rotation Provisions for Public Interest Entities

- Q1:** In respect of an audit of a public interest entity, are all key audit partners subject to the same time-on and cooling-off periods?
- A:** The same maximum time-on period applies to all key audit partners. However, there are different cooling-off periods depending on the role of the key audit partner as summarized below:

Role	Time-on and cooling-off periods
Engagement partner	Maximum 7 year time-on period 5 year cooling-off period
Individual responsible for the engagement quality control review	Maximum 7 year time-on period 3 year cooling-off period
Other key audit partners	Maximum 7 year time-on period 2 year cooling-off period

The maximum 7-year time-on period is calculated on a cumulative basis and need not be consecutive (see Q7). In some jurisdictions, the new provisions will permit for a limited time the application of a cooling-off period shorter than five consecutive years (but no shorter than three consecutive years) with respect to an engagement partner (refer to Q9). Combinations of roles are addressed in Q8.

Pursuant to paragraph R540.9, firms may have the opportunity for relief from the partner rotation requirements in the Code based on an exemption provided by the relevant regulator in their jurisdiction. Where such relief is available, the individual could remain as a key audit partner (for example, as the engagement partner) on the audit engagement in accordance with any conditions specified under such relief.

- Q2:** Section 540 of the Code contains a number of provisions that specify time-on and cooling-off periods. These periods are measured in “years.” In that context, does the term “year” refer to a financial or calendar year?
- A:** The term “year” refers to the client’s financial year, which is ordinarily a 12-month period. It does not refer to a calendar year or the time it takes to perform the audit.

Q3-Q5 are provided to illustrate the application of the requirements set out above. These questions are not intended to address all possible circumstances. The principles should be applied to different facts and circumstances.

Engagement Partner on a Subsidiary of a Public Interest Entity

- Q3:** Individual A has served as the engagement partner for the audit of a public interest entity (P) for seven years. Individual B has served as the engagement partner on the audit of a subsidiary (S) of P for seven years. How long is the cooling-off period for individuals A and B?

- A:** A cooling-off period of five years¹ applies to individual A, the engagement partner responsible for the report that is issued on behalf of the firm for the audit of P. This engagement partner is sometimes referred to as the “lead audit engagement partner” in a group audit and would be required to serve a five-year cooling-off period from the audit of P.

The determination of the cooling-off period applicable to individual B should be approached from two different perspectives: the audit of S and the group audit of P.

From the perspective of the audit of S, if S is a public interest entity, individual B would be the engagement partner responsible for the report issued on public interest entity S and therefore would be required to serve a five-year cooling-off period from the audit of S (subject to paragraph R540.19). If S is not a public interest entity, there is no cooling-off requirement for individual B in relation to the audit of S. However, individual B will be subject to the general provisions set out in paragraphs 540.2 – R540.4.

From the perspective of the group audit of P, it is necessary to determine if individual B is a key audit partner for the audit of P. This determination would depend on, for example, the significance of the subsidiary and whether individual B makes key decisions or judgments with respect to the audit of the group. If individual B was considered to be a key audit partner with respect to the group audit of P, he or she is required to serve a two-year cooling-off period from the group audit of P. (See also Q5.) If individual B was not considered to be a key audit partner in relation to the group audit of P, there is no cooling-off requirement for individual B in relation to the group audit of P. However, individual B will be subject to the general provisions set out in paragraphs 540.2 A1 – R540.4.

Engagement Partner on the Audit of a Public Interest Entity Moving to a Subsidiary Audit

- Q4:** Individual A has completed a cumulative period of seven years as engagement partner on the audit of a public interest entity (P). Could individual A participate in the audit of a subsidiary (S) of P for purposes of the group audit of P without completing the required cooling-off period of five years?

- A.** No. Paragraph R400.20 of the extant Code states that:
- (a) An audit client that is a listed entity includes all of its related entities (which include subsidiaries); and
 - (b) For all other audit clients, references to an audit client include related entities over which the client has direct or indirect control (which also would include subsidiaries).

Accordingly, individual A is subject to a five-year cooling-off period with respect to both P and S, as the reference to the audit client (P) also includes S. Individual A would therefore not be permitted under the Code to participate in the audit of S for purposes of the group audit of P without completing the required cooling-off period of five years (subject to paragraph R540.19).

However, if the audit of S is undertaken for purposes other than the group audit of P (for example, a statutory audit of S where the audit evidence is not used in the group audit of P), A could participate in that audit of S without serving any cooling-off period, subject to consideration of threats and safeguards pursuant to the general provisions in paragraphs 540.2 – R540.4.

¹ In some jurisdictions, the new provisions will permit for a limited time the application of a cooling-off period shorter than five consecutive years (but no shorter than three consecutive years) with respect to an engagement partner (refer to Q9).

Engagement Partner on the Audit of a Subsidiary Moving to the Audit of the Public Interest Entity Parent

Q5: Individual C has completed a cumulative period of seven years as engagement partner on the audit of a subsidiary (S) of a public interest entity (P). Could individual C participate in the group audit of P after completing the seven years on the audit of S?

A. It depends on whether (a) individual C was a KAP with respect to the group audit of P and (b) whether S is a listed entity and, if so, whether it is material to P.

If individual C was considered to be a key audit partner with respect to the group audit of P, he or she would not be able to participate in the group audit of P until the completion of a two-year cooling-off period. If S is a public interest entity, individual C would be required to serve a five-year cooling-off period (subject to paragraph R540.19) in relation to the audit of S.

If individual C was not considered to be a key audit partner with respect to the group audit of P, but S is a listed entity and it is material to P, individual C would also not be able to participate in the group audit of P.² Under the related entity provision in paragraph R400.20, the reference to audit client (in this case, S) will also include P.³ Individual C would therefore not be permitted to participate in the group audit of P without completing the required cooling-off period of five years (subject to paragraph R540.19).

In all other circumstances, P would not be considered to be part of the audit client (S) and individual C could participate in the group audit of P after serving seven years as engagement partner on the audit of S, subject to consideration of threats and safeguards pursuant to the general provisions in paragraphs 540.2 – R540.4.

Signing Partner Different from Engagement Partner

Q6: The Code defines the engagement partner as the partner or other person in the firm who is responsible for the engagement and its performance, and for the report that is issued on behalf of the firm, and who, where required, has the appropriate authority from a professional, legal or regulatory body to sign the audit report. In the situation where the partner who signs the audit report (the signing partner) is not the same individual as the engagement partner, which cooling-off provisions apply to the former?

A: The signing partner, if different, would normally also be treated as an engagement partner and be subject to the same requirement as the engagement partner.

In jurisdictions where more than one audit partner is required to sign the audit report, it may not be reasonable or appropriate to treat all the signing partners as engagement partners. In this case, determining which cooling-off provisions apply would depend on jurisdictional circumstances and the reasons why there are additional signing partner(s). At a minimum, however, the signing partner(s)

² If S is material to P, it is likely that the engagement partner on S would be a key audit partner with respect to the group audit of P. However, this is not necessarily the case in all circumstances. This is because under the definition of a key audit partner in the Code, whether the individual is a key audit partner depends on whether he or she makes key decisions or judgments on significant matters with respect to the audit of the group, and not on whether S is material to P.

³ The definition of a related entity under the Code includes an entity that has direct or indirect control over the client if the client is material to such entity.

would be considered to be key audit partners and therefore subject to a minimum two-year cooling-off period as applicable to the audit of a public interest entity.

II. Breaks in Service

Q7: How do breaks in service affect the determination of time-on and cooling-off periods for an engagement partner, an engagement quality control reviewer or any other key audit partner for the audit of a public interest entity?

A: In calculating the time-on period, the count of years may be restarted if the break in service is equal to at least the cooling-off period determined in accordance with paragraphs R540.11 – R540.13 as applicable to the role in which the individual served in the year immediately prior to the break in service. Breaks in service that are shorter than the required cooling-off period do not contribute to the consecutive cooling-off period. For example, if a key audit partner for the audit of a public interest entity has completed five years in the role and is off the engagement for one year due to a medical leave, the one year off does not count towards cooling off and the year the individual was not on the engagement team also does not count towards the cumulative time-on period. He or she could therefore return to the engagement as a key audit partner for a further two years (completing a total of seven cumulative years of service) before being required to serve the cooling-off period associated with his or her role on the engagement.

In contrast, if the key audit partner had acted as the individual responsible for the engagement quality control review for those five years, followed by three years off the engagement, then he or she will have cooled off and could return to the engagement for a further seven years.

The table below illustrates some examples showing how the cooling-off period would apply in the case of an audit of a public interest entity where “X” represents a year in which the individual was not a key audit partner on the audit. For the purposes of this table, “KAP” refers to an individual who was neither the engagement partner nor the individual responsible for the engagement quality control review.

Yr 1	Yr 2	Yr 3	Yr 4	Yr 5	Yr 6	Yr 7	Yr 8	Yr 9	Cooling-off period
EP	EP	EP	EP	EP	EP	X	EP		5 consecutive years off at end of year 8 ⁴ (Note 1)
EQCR	EQCR	EQCR	EQCR	X	X	EQCR	EQCR	EQCR	3 consecutive years off at the end of year 9 (Note 2)
KAP	KAP	KAP	X	KAP	KAP	X	KAP	KAP	2 consecutive years off at the end of year 9 (Note 3)
KAP	KAP	KAP	X	X					The KAP could return in year 6 for a

⁴ In some jurisdictions, the new provisions will permit for a limited time the application of a cooling-off period shorter than five consecutive years (but no shorter than three consecutive years) with respect to an engagement partner (refer to Q9).

Yr 1	Yr 2	Yr 3	Yr 4	Yr 5	Yr 6	Yr 7	Yr 8	Yr 9	Cooling-off period
									further 7-year period (Note 4)

Notes

1. The one year off the engagement in year 7 does not constitute cooling-off as it is less than the five consecutive years off required to achieve cooling off for an EP. So, the individual reaches seven cumulative years on the engagement at the end of year 8 after which he or she must serve a cooling-off period of five consecutive years.
2. The two years off the engagement in years 5 and 6 do not constitute cooling-off as they are less than the three consecutive years off required to achieve cooling off for an EQCR. So, the individual reaches seven cumulative years on the engagement at the end of year 9, after which he or she must serve a cooling-off period of three consecutive years.
3. The two years off the engagement in years 4 and 7 do not constitute cooling-off as they do not add up to two consecutive years off required to achieve cooling-off for a KAP. So, the individual reaches seven cumulative years on the engagement at the end of year 9, after which he or she must serve a cooling-off period of two consecutive years.
4. The individual has effectively served a cooling-off period of two consecutive years in years 4 and 5 (even though not required by the Code as he or she had not completed 7 years on the audit) and therefore could return in year 6 for a further 7-year period.

III. Combination of Roles

Q8: An individual has undertaken a combination of key audit partner roles on the audit of a public interest entity during the seven-year time-on period. How should the required cooling-off period be determined in those circumstances?

A: The number of required years off will be determined by the roles undertaken and the periods during which they were performed. This is illustrated in the table below. For the purposes of the table, “KAP” refers to an individual who was neither the engagement partner nor the individual responsible for the engagement quality control review. For simplicity, breaks in service (covered in Q7) are ignored.

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Cooling-off Period ⁵	Note
KAP	KAP	KAP	EP	EP	EP	EP	5 consecutive years	(1)
KAP	KAP	KAP	EQCR	EQCR	EQCR	EQCR	3 consecutive years	(2)

⁵ In some jurisdictions, the new provisions will permit for a limited time the application of a cooling-off period shorter than five consecutive years (but no shorter than three consecutive years) with respect to an engagement partner (refer to Q9).

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Cooling-off Period ⁵	Note
EP	EP	EP	KAP	KAP	KAP	KAP	2 consecutive years	(3)
EQCR	EQCR	EQCR	EQCR	EP	EP	EP	5 consecutive years ⁶	(4)
EQCR	EQCR	EQCR	EQCR	EQCR	EP	EP	3 consecutive years	(5)
EP	EP	KAP	KAP	KAP	EP	EP	5 consecutive years	(1)

Notes

1. As the individual has served on the audit engagement for a total of seven cumulative years in a combination of roles during which he or she was the EP for four or more years, the individual must serve a cooling-off period of five *consecutive* years before he or she can return to the audit engagement (see paragraph R540.14).
2. As the individual has served on the audit engagement for a total of seven cumulative years in a combination of roles during which he or she was the EQCR for four or more years, the individual must serve a cooling-off period of three *consecutive* years before he or she can return to the audit engagement (see paragraph R540.15).
3. The individual has served on the audit engagement for a total of seven cumulative years but has not served as the EP or the EQCR for at least four of those seven years. Accordingly, the individual must serve a cooling-off period of two *consecutive* years before he or she can return to the engagement (see paragraph R540.17).
4. The individual has served on the audit engagement for a total of seven cumulative years in a combination of EP and EQCR roles during which he or she was the EP for three years, the individual must serve a cooling-off period of five *consecutive* years before he or she can return to the audit engagement (see paragraph R540.16(a)).
5. As the individual has served on the audit engagement for a total of seven cumulative years in a combination of EP and EQCR roles but was the EP for less than three years, the individual must serve a cooling-off period of three *consecutive* years before he or she can return to the audit engagement (see paragraph R540.16(b)).

A full analysis of the possible combinations and the determination of the required cooling-off period

⁶ As part of its current project to revise its International Standard on Quality Control (ISQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, the International Auditing and Assurance Standards Board (IAASB) is examining how to address situations where an individual moves into an EQCR role on an audit engagement immediately after having served as EP on the same engagement.

is included in the Appendix.

IV. Shorter Cooling-off Period Established by Law or Regulation

Q9: Paragraph R540.19 will have effect only for audits of financial statements for periods beginning prior to December 15, 2023. Does this mean that for audits of financial statements for periods beginning on or after December 15, 2023, the cooling-off requirement for engagement partners on the audit of a public interest entity will be five consecutive years in jurisdictions where a legislative body or regulator (or organization authorized or recognized by such legislative body or regulator) has established a cooling-off period shorter than five consecutive years?

A: Yes. Paragraph R540.19 is intended to facilitate the transition to the new cooling-off period of five consecutive years for engagement partners on audits of public interest entities in those jurisdictions where a shorter cooling-off period is currently specified by a legislative body or regulator (or organization authorized or recognized by such legislative body or regulator) in their jurisdictions, provided that the cooling-off period is no shorter than three consecutive years.

The IESBA has committed to review during this transitional period the revised long association provisions to take account of, among other things, relevant legislative and regulatory developments as well as experience of the application of the provisions in practice.

Q10: Paragraph R540.19 is effective for audits of financial statements for periods beginning prior to December 15, 2023. Regulation in jurisdiction X has established a shorter cooling-off period of three years than the required five years under the Code for engagement partners on audits of PIEs. Does this mean that in that jurisdiction, paragraph R540.19 is only effective if the shorter regulatory cooling-off period can be completed before the start of the first financial year commencing after December 15, 2023?

A: No. The shorter cooling-off period of three years can be applied as long as the first financial year to which the cooling-off period applies starts before December 15, 2023. The provision permits *substitution* of the required five-year cooling-off period under the revised provisions in the Code with the shorter three-year cooling-off period established by law or regulation as long as the specified conditions are met. For example, the shorter cooling-off period can be applied if that cooling-off starts on January 1, 2023. (This is different from the situation addressed in Q18, which is dealing with the changeover from the old provisions to the new provisions for which there is no transitional provision.)

V. Other

Implications of Involvement in a Half-year Review

Q11: A key audit partner signs a half-year review opinion in relation to a client that is a public interest entity, then another partner signs the opinion for the audit. Does the partner's service as engagement partner for the half-year review engagement constitute a year for the purposes of applying the rotation requirements?

A: Yes. The partner for the review engagement is also considered to have served one year for the purposes of applying the rotation provisions even if he or she was not the engagement partner for the audit of the financial statements.

Concurrent Audits for More Than One Financial Statement Period

Q12: A firm accepts a new public interest entity audit client that had previously been audited by another firm. In the course of auditing the current period's financial statements, it was determined that the newly engaged firm should re-audit the prior two periods. For the purposes of the partner rotation provisions of the Code, does this engagement constitute one year or three years of service by the key audit partners?

A: As the audits are undertaken concurrently, the familiarity threat would not be significantly different than if the firm had performed only the first year audit of the entity as a new audit client. Accordingly, this engagement would constitute one year of service for the purposes of determining when the individuals would need to rotate.

Audits of Financial Statements for Periods Other Than 12 Months

Q13: A firm audits an eighteen-month period for a public interest entity due to a change in the entity's financial year-end. Does the engagement partner's service constitute one year for the purposes of partner rotation?

A: Yes, it would be considered as one year.

Q14: Due to a change in accounting period, a firm audits two sets of financial statements for a public interest entity, one covering a six-month period and the other the subsequent twelve-month period. Would the engagement partner's service constitute one or two years for the purposes of partner rotation?

A: It depends on the timing of the execution of the audits. If they are carried out concurrently, the two engagements would constitute one year of service. The familiarity threat would not be different than if the engagement partner had served on the audit of the combined 18-month period as one engagement.

If, however, the two audit engagements are not carried out concurrently, they would be considered as two years of service.

Manager Becoming a Key Audit Partner

Q15: A manager served on the audit engagement team for a public interest entity audit client for five years before being promoted to partner. How many years may he or she serve on the engagement as a key audit partner for that audit client?

A: The rotation requirements in the Code apply to time spent as a key audit partner. In principle, the individual may serve seven years as a key audit partner. However, the general provisions in the Code indicate that in evaluating the threat created by long association, the overall length of an individual's association with the client, how long the individual has been on the engagement team and the roles that he or she has played should be taken into account (see paragraph 540.3 A3). A firm may decide that it is appropriate to rotate an individual off the audit team before the end of the seven-year period (or to serve a period off the engagement before re-joining the audit engagement team as a key audit partner).

VI. Transition to New Provisions

[Note: Q16-Q19 below illustrate different transition scenarios with respect to an engagement partner. The same circumstances could arise with respect to an engagement quality control reviewer.]

Cooling-off Period

Q16: The engagement partner for the audit of a public interest entity served for seven cumulative years in that role with the completion of the calendar year 2016 audit. The individual subsequently did not participate in the 2017 and 2018 audits. Would that individual be able to come back as engagement partner for the 2019 audit for a new seven-year term?

A: Yes. As the new provisions become effective only for audits of financial statements for periods beginning on or after December 15, 2018 (i.e., effectively beginning with calendar 2019 audits) and the individual has served the time-on limit of seven cumulative years with the 2016 audit, the current cooling-off requirement of two consecutive years applies. The individual would therefore have to cool off for the 2017 and 2018 audits and could begin a new seven-year term beginning with the calendar 2019 audit under the new provisions.

Q17: The engagement partner for the audit of a public interest entity served for seven cumulative years in that role with the completion of the calendar year 2018 audit. How long should the individual cool off?

A: The new provisions become effective for audits of financial statements for periods beginning on or after December 15, 2018, i.e., effectively audits for calendar year 2019 and thereafter. This means that in jurisdictions where a legislative body or regulator (or organization authorized or recognized by such legislative body or regulator) has established a cooling-off period shorter than five consecutive years, the shorter cooling-off period may be applied starting with the calendar year 2019 audit in accordance with paragraph R540.19 as long as that period is not shorter than three consecutive years (see Q9). In other jurisdictions, the five-year cooling-off requirement will need to be applied starting with the calendar year 2019 audit, i.e., the individual could only come back to the engagement in any key audit partner role for a new seven-year term with the 2024 audit.

The table below illustrates the latter situation, where “X” represents a year in which the individual was not a key audit partner on the audit:

2018 (Year 7)	2019	2020	2021	2022	2023	2024 (Year 1)	2025 (Year 2)
EP	X	X	X	X	X	KAP	KAP

Q18: The engagement partner for the audit of a public interest entity served for seven cumulative years in that role with the completion of the calendar year 2017 audit. How long should the individual cool off?

A: The new provisions, as explained in Q17, would be equally applicable had the individual completed his or her seven cumulative years as engagement partner with the 2017 audit and commenced cooling off as required by the old provisions from the 2018 audit. The new provisions apply as the engagement partner had not completed a two year cooling-off period under the old provisions when the new provisions come into effect.

Q19: The engagement partner for the audit of a public interest entity served for five years in that role with the completion of the calendar year 2017 audit. The individual subsequently did not participate in the 2018 and 2019 audits. Would that individual be able to come back as engagement partner for the 2020 audit for a new seven-year term (having cooled off for the 2018 and 2019 audits)?

A: No. The new provisions are effective for audits of financial statements for periods beginning on or after December 15, 2018. This means that from calendar 2019 audits, the new cooling-off provisions in the Code apply. Accordingly, if the engagement partner comes off the engagement before the full permitted seven-year time-on period is served, under the new provisions the full five-year cooling-off period applies in accordance with paragraph R540.6 before the individual may come back to the engagement in any key audit partner role for a new seven-year time-on period.

In this case, the individual would therefore be able to serve as engagement partner for only an additional two years (i.e., for the 2020 and 2021 audits) before reaching the cumulative seven-year time-on period. He or she would then need to cool off for five consecutive years from the 2022 audit.

Alternatively, the individual could remain off the engagement for the 2020, 2021 and 2022 audits, reaching the five consecutive years cooling-off period applicable to engagement partners under the new provisions, and then come back to the 2023 audit in any key audit partner role for a new seven-year time-on period.

(In accordance with paragraph R540.19, where a legislative body or regulator (or organization authorized or recognized by such legislative body or regulator) has specified a cooling-off period shorter than five years for engagement partners, that alternative cooling-off period may be substituted for the five years described in the above situation provided that this period is no shorter than three years. See Q9 for further explanation.)

The tables below illustrates the two options, where “X” represents a year in which the individual was not a key audit partner on the audit. (For simplicity, paragraph R540.19 is ignored.)

2017 (Yr 5)	2018	2019	2020 (Yr 6)	2021 (Yr 7)	2022	2023	2024	2025	2026	2027 (Yr 1)
EP	X	X	EP	EP	X	X	X	X	X	KAP

2017 (Yr 5)	2018	2019	2020	2021	2022	2023 (Yr 1)	2024 (Yr 2)	2025 (Yr 3)	2026 (Yr 4)	2027 (Yr 5)
EP	X	X	X	X	X	KAP	KAP	KAP	KAP	KAP

Q20: With the adoption of the revised Long Association provisions, jurisdiction X has aligned the time-on period for purposes of rotation for engagement partners on audits of public interest entities from five years to the seven-year limit under the Code. This new time-on period is applicable for audits of

financial statements for periods beginning on or after December 15, 2018. Regulation in jurisdiction X also requires a minimum cooling-off period of three consecutive years.

In this context, the engagement partner on the audit of a public interest entity has served five cumulative years in that role with the completion of the audit for the year ended December 31, 2017. The individual did not participate in the audit for the year ended December 31, 2018. Can the individual continue to serve as the engagement partner for another two years, i.e., years ending December 31, 2019 and December 31, 2020, before being required to cool off for three consecutive years?

- A:** Yes, subject to any local regulatory rules. The count of years will not have been reset by the time the new provisions become effective as the individual will not have completed the cooling-off period required under the old provisions. Accordingly, as the permitted time-on period increases to seven years from calendar year 2019 audits, the individual will be able to serve an additional two years (i.e., the 2019 and 2020 audits) to make for a total of seven cumulative years before being required to cool off for three years, taking advantage of the provision in paragraph R540.19.

As an alternative, the individual could voluntarily cool off for the 2019 and 2020 audits, making for a total of three consecutive years cooling off (provided the individual did not undertake other activities that would be prohibited during cooling-off as well as not participating in the 2018 audit), which would then reset the count of years. The individual could then return to the engagement as an engagement partner, engagement quality control reviewer or other key audit partner for a new seven-year term beginning with the audit for the year ending December 31, 2021.

Additional Restrictions on Activities during the Cooling-off Period

- Q21:** The 2017 calendar year audit will be the seventh year an individual has served as a key audit partner on the audit of a public interest entity. The individual then commences a cooling-off period starting with the 2018 audit. How should the provision regarding additional restrictions on activities during the cooling-off period be applied?

- A:** The new provisions on scope of activities apply to all key audit partners from the effective date, i.e., effectively beginning with calendar year 2019 audits. Accordingly, if a key audit partner has completed his or her seventh cumulative year of service with the 2017 audit and commenced a cooling-off period with the 2018 audit, he or she would be required to comply with paragraph 290.149 of the *extant Code* for the 2018 audit and paragraph R540.20 of the new provisions for the 2019 audit and thereafter. Additional restrictions would apply in 2019. For example, during 2019 the individual would not be permitted to lead or coordinate the firm's professional services to the audit client – this change would need managing in terms of a firm's resource planning.

- Q22:** An individual has served seven cumulative years as a key audit partner on the audit of a public interest entity and has entered a cooling-off period as required by the Code. The firm subsequently determines that the individual will not return to the audit engagement at the end of the cooling-off period. Would the individual be permitted to move into a role in which he or she provides non-assurance services to the entity which would involve significant contact with management during the cooling-off period?

- A:** No. Under paragraph R540.20 (d), the individual would be prohibited from undertaking any role or

activity, including the provision of non-assurance services, which would result in the individual:

- (a) Having significant or frequent interaction with senior management or those charged with governance; or
- (b) Exerting direct influence on the outcome of the audit engagement.

Whilst the cooling-off requirement serves to facilitate a “fresh pair of eyes” if the individual returns to the audit engagement, the prohibition in R540.20 also serves to allow the audit engagement team to conduct the audit without any influence from the former key audit partner. Accordingly, even if there is no intention for the former key audit partner to return to the audit, the Code would not permit the individual to provide such non-assurance services to the entity during the cooling-off period.

Application of Provisions Regarding Service in a Combination of Roles

(See Q8)

Number of Years During Time-on Period			Cooling-off (Years) ⁷	Sec. 540 Para Ref.
Engagement Partner	Engagement Quality Control Reviewer	Other Key Audit Partner		
7	–	–	5	R540.11
6	1	–	5	R540.14
6	–	1	5	R540.14
5	2	–	5	R540.14
5	1	1	5	R540.14
5	–	2	5	R540.14
4	3	–	5	R540.14
4	2	1	5	R540.14
4	1	2	5	R540.14
4	–	3	5	R540.14
3	4	–	5	R540.16(a)
3	3	1	5	R540.16(a)
3	2	2	5	R540.16(a)
3	1	3	5	R540.16(a)
3	–	4	2	R540.17
2	5	–	3	R540.16(b)
2	4	1	3	R540.16(b)
2	3	2	3	R540.16(b)
2	2	3	3	R540.16(b)
2	1	4	2	R540.17

⁷ In some jurisdictions, the new provisions will permit for a limited time the application of a cooling-off period shorter than five consecutive years (but no shorter than three consecutive years) with respect to an engagement partner (refer to Q9).

Number of Years During Time-on Period			Cooling-off (Years) ⁷	Sec. 540 Para Ref.
Engagement Partner	Engagement Quality Control Reviewer	Other Key Audit Partner		
2	–	5	2	R540.17
1	6	–	3	R540.15
1	5	1	3	R540.15
1	4	2	3	R540.15
1	3	3	3	R540.16(b)
1	2	4	2	R540.17
1	1	5	2	R540.17
1	–	6	2	R540.17
–	7	-	3	R540.12
–	6	1	3	R540.15
–	5	2	3	R540.15
–	4	3	3	R540.15
–	3	4	2	R540.17
–	2	5	2	R540.17
–	1	6	2	R540.17
–	–	7	2	R540.13

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