

LEARNING UNIT 1 – THE CODE OF PROFESSIONAL CONDUCT, BY-LAWS AND RULES REGARDING IMPROPER CONDUCT

DURATION: 42 MINUTES



1.1 INTRODUCTION

In your future career as a chartered accountant and/or auditor, you will face many situations where you must make decisions based on moral values. For example, am I going to report a client to the authorities for evading tax? The accounting and auditing profession's credibility and sustainability depend on its members' ability to act in an ethical manner, and for this reason, various principles guide members' thinking when it comes to questions like these.



1.2 LEARNING OUTCOME AND ASSESSMENT CRITERIA

The content of this learning unit is based on the following learning outcome and assessment criteria:

Learning outcome	Assessment criteria
Exercise ethical judgments, corporate governance principles, and statutory requirements in practical situations.	Integrate ethical principles, corporate governance principles and statutory requirements in practical situations.



1.3 LEARNING ASSUMED TO BE IN PLACE

The the code of professional conduct, by-laws and rules regarding improper conduct was covered as part of your undergraduate studies. You must revise the content below if you are not familiar with the content.

SAICA Student Handbook 2023/2024 Volume 2B, SAICA and IRBA Pronouncements:

- Section 1: ET (206 pages)
- Section 2: IRBA Rules Regarding Improper Conduct (BN105/2019 and IRBA RULES) (7 pages)
- Section 6 By-laws – only available on SAICA's website: www.saica.co.za (84 pages)

Please take note that the pronouncements issued by IRBA is not included in Volume 2B, but only available on the IRBA website: www.irba.co.za.



COMMENT

We recommend that you study the CPC directly from the SAICA Student Handbook, as you may take this book with you when writing the test and/or examination according to the open book policy.

The Rules Regarding Improper Conduct is not included in the SAICA books but is still examinable. You should therefore ensure that you are familiar with the content thereof.



1.4 ETHICAL DILEMMAS

Ethical dilemmas, which are also referred to as moral dilemmas, are challenges in the decision-making process between two or more conflicting options which are not entirely acceptable from an ethical perspective. This may provide context that in business decisions there may be no right or wrong decisions but rather how we are prepared to manage the consequences that arise from the decisions made.

Please watch the following Youtube videos which discusses ethical dilemmas:

https://www.youtube.com/watch?v=yg16u_bzjPE&ab_channel=TED-Ed



https://www.youtube.com/watch?v=cyj1wbukUw&ab_channel=UniversidadeDeusto%2FDeustokoUnibersitatea



Question 1.1

10 marks

Activity	Estimated Time			
	Reading	Writing	Marking and review	Total
SAICA ITC 2022 (Adapted)	3 minutes	15 minutes	6 minutes	24 minutes

Tshepo Tenza is a young entrepreneur who started his own jeans manufacturing and retail business, Rainbow Threads, in 2017. He began operations from his house and steadily grew the business over time as the popularity of his jeans increased. The jeans are unique because they have vibrant prints along the hems and on the pockets. These prints are inspired by the colourful patterns seen in Ndebele artworks. Tshepo has kept his costs as low as possible, with the result that his unique style of clothing remains affordable. Rainbow Threads aims to keep on growing the number of customers who are loyal to the brand.

In early 2018, Tshepo managed to secure equity funding from Flash Venture Capitalists ('FVC') through its early-stage investment programme, which enabled him to expand Rainbow Threads faster. To obtain the funding, he had to incorporate Rainbow Threads as a private company, Rainbow Threads (Pty) Ltd ('RainbowT') in which he holds 80% of the shares, with FVC owning the balance. As part of the shareholders' agreement, FVC also required that RainbowT adopt full International Financial Reporting Standards (IFRS) and provide audited annual financial statements. The audit for the financial year ended 30 June 2021 (FY2021) is currently in progress. Tshepo used part of the funds obtained from FVC to enter into a lease agreement for premises in the Mall of Africa, located in Gauteng, effective from 1 July 2018.

Tshepo is worried about the current financial position of the business. Because he only has basic accounting knowledge, he approached his life-long friend, Lebogang Tshabala CA(SA), for advice. Lebogang is the managing partner at a consultancy firm, TT Consultants. Tshepo asked Lebogang if TT Consultants could help him to ensure that his accounting records and financial statements continue to meet the requirements of IFRS.

Lebogang discussed the proposed engagement with her partners at TT Consultants, and they agreed to provide these services to RainbowT. However, before Lebogang could share the news with Tshepo,

another partner at the firm informed Lebogang that he had reached out to some of his friends and obtained possible funding to assist Tshepo. He proposed the following:

- TT Consultants should accept RainbowT as a consulting client, and RainbowT will pay an agreed-upon rate per hour for accounting services provided.
- TT Consultants would then refer RainbowT to MSM Bank ('MSM'), a privately-owned financial institution. MSM provides competitive rates on revolving credit facilities and transactional products and has agreed to purchase some of the trade receivables of RainbowT in a factoring agreement and to provide additional funding.
- TT Consultants will receive a substantial fee for referring RainbowT to MSM as well as 5% commission on all future revenue generated by MSM on the RainbowT contract.

Lebogang is concerned about the proposal, as she is aware that the chief executive officer of MSM has been implicated in corrupt practices. In fact, he is due to testify before a commission of enquiry regarding these allegations. MSM has been accused of bribing regulators, cabinet ministers and other government officials.

SAICA ITC January 2022 Adjusted

Required:

Marks

Discuss, with reference to ethical considerations, whether or not Lebogang should advise RainbowT to accept assistance from MSM.

10

Do not discuss any aspect of the SAICA and IRBA codes of professional conduct.

Question 1 Solution

- Since the commission amount is based on the revenue earned, which is based on the amount of financing that is granted, TT Consultants may be incentivised to advise RainbowT to request and/ or accept more financing than is actually necessary. (1)
- Since the CEO of MSM Bank has been implicated in corrupt practices, it is possible that the financing that they are able to provide are the proceeds from illegal transactions. Such illegal transactions may involve taxpayers' money, including the current corruption issues plaguing the country, which may cause great reputational harm as it relates to the public interest. (1)
- Lebogang should consider the potential reputational damage which may arise from being associated with the CEO of MSM may bring (1)
- in addition to the above conflict of interest, Lebogang is also a life-long friend of Tshepo and needs to decide between the best interests of her firm and that of a client (and also a friend).(1)
- As a managing partner / Director, Lebogang has a responsibility to the firm in terms of S 76 of the companies act (act honestly, in good faith and in a manner, they reasonably believe to be in the best interests of, and for the benefit of, their companies), to ensure that the firm's interests and reputation are protected and that clients will not endanger the firm. (1)
- For Lebogang to meet her fiduciary duty to the firm, she has to discuss the offer from MSM Bank with RainbowT, but she can bring to the company's attention the potential consequences of entering into the transaction. (1)
- In addition, Lebogang should also ensure that the advice that she gives to her new client, RainbowT is sound and steers them in the correct direction from both an ethical and business perspective. (1)

- The consequence would be that RainbowT can also be negatively affected by the affiliation with MSM Bank. (1)
- Furthermore, RainbowT runs the risk that FVC might withdraw support or funding from RainbowT given an affiliation with MSM Bank. (1)
- As this is a small company, the application of King is recommended but not prescribed. King principles should be applied by the company as suggested including the ethical requirements, effective leadership etc. (1)
- Lebogang should apply one of the ethical theories such as good for self and good for others. In making this decision, the following approaches / ethical theories may be relevant in deciding what is “good”: (1)
- Lebogang will need to evaluate her goals and principles (virtue theory) and determine whether advising RainbowT to potentially implicate itself in a potentially adverse scenario is aligned with her virtues. (1)
- Given that she is a CA(SA) and upholds a high standard of ethics, this would not be aligned to her professional virtues (which should correlate to her personal virtues) and therefore she should advise RainbowT to not to take the offer. (1)
- In line with King and the Companies Act, Lebogang should be forthcoming, transparent and honest with Tshepo regarding the transaction and related risks. (1)
- Going into business with the CEO is not good for “self” in the sense that it is not sound business practice as the factoring agreement will give rise to discounted receivables which could hamper profitability and cash flows, (1 mark) although this is good for the “other”, namely the CEO and MSM Bank (sound business ethic principles) (1)
- When considering the impact on all stakeholders, even though TT Consultants may benefit from this agreement via the referral fee, this may negatively impact RainbowT through association with MSM Bank and thus Lebogang should not advise on this offer as it may be to the company’s detriment. (1)
- The standard for good behaviour through pure rational reflection lends itself to the fact that Lebogang, as a CA(SA), with an understanding of the current negative impact around the CA(SA) profession and the need to uphold objective standards of good behaviour should strive to avoid being implicated in situations that will further tarnish the profession i.e. MSM Bank’s allegations of bribery. (1)
- Lebogang should encapsulate the concept of “Ubuntu” and respect and understand that she needs to help RainbowT to achieve the best outcome that is aligned with prioritising all parties above just her own business. Effectively, if RainbowT fails because of the agreement with MSM Bank, this will also reflect poorly on Lebogang within the community as she is the one who advised him on this course of action. (1)
- Lebogang to consider the appropriateness of being remunerated twice for the same service: hourly rate for advising Rainbow T but also getting a referral fee on securing the funding. This may not be considered fair business practice. (1)
- Conclusion Therefore, Lebogang should discuss the MSM Bank offer made but should explain clearly to RainbowT what the risks are and advise accordingly that it should not accept the offer from MSM Bank. Valid conclusion. (1)

Available 20
Maximum 10

1.4

Part 1 basically sets the groundwork for the entire code, and it is important that you understand all the basics covered.

The fundamental principles (section 110) are as follows:

- integrity (subsection 111);
- objectivity (subsection 112);
- professional competence and due care (subsection 113);
- confidentiality (subsection 114); and
- professional behaviour (subsection 115).

Fundamental principles are the standard of behaviour that is expected from all CA(SA)s as defined in the CPC. Ensure that you understand each of these principles, so that you can identify the fundamental principle under threat in each scenario given in an assessment.

The conceptual framework approach requires the CA(SA)s to (120.2):

- identify the threat to a fundamental principle;
- evaluate the identified threat; and
- address the threat by eliminating or reducing them to an acceptable level.

Before you can identify the threat and start applying the conceptual framework, you need to know each of the following categories of threats. Please note that more than one threat can be applicable to any given scenario (R120.6 A3):

- self-interest threats;
- self-review threats;
- advocacy threats;
- familiarity threats; and
- intimidation threats.

After identifying the threat, which can be challenging, the CA(SA) would need to assess the threat and ensure that it is at an acceptable level. Should the threat not be at an acceptable level, paragraph R120.10 would apply.



1.4.1 LEARNING ASSUMED TO BE IN PLACE

I suggest that you read part 1 in the *SAICA student handbook* now. This will help you to capture all the content covered above. The bare minimum has been covered in the above summary and it is in no way adequate to cover all knowledge gaps. You need to read and highlight in your handbook; this process assists you in familiarising yourselves with the content. Should you not understand any paragraph in part 1, please contact one of your lecturers for assistance.

1.5 Part 2: Professional accountants in business

This part of the CPC is applicable to professional accountants in business such as employees, directors (executive or non-executive), partners, owner-managers, and the like. Professional accountants in business must comply with this part, as well as with part 1 of the CPC. (Refer to the Guide to the Code.)

This part further sets out additional material that applies to professional accountants in business when performing professional activities. Professional accountants in business include professional accountants employed, engaged, or contracted in an executive or non-executive capacity. This part is also applicable to professional accountants in public practice when performing professional activities pursuant to their relationship with the firm, whether as a contractor, employee, or owner. This part of the International Ethics Standards Board for Accountants (IESBA) Code of Ethics was not incorporated into the IRBA Code.

It is important that you are familiar with each of the specific situations addressed in sections 210 to 270 and how it can be incorporated into assessments. These situations form the basis of questions that could be set in this area of the CPC.

We will focus a bit more on section 260 which addresses how to respond to non-compliance to laws and regulations. Section 260 paragraph 260.2 states that a self-interest threat or intimidation threat to compliance with principles of integrity and professional behaviour is created when a professional accountant becomes aware of non-compliance or suspected non-compliance with laws and regulations. This non-compliance can directly affect the financial statements, or they can affect it indirectly such as affecting the company's business (material penalties). Please note that they are different responsibilities listed for senior professional accountants in business and non-senior professional accountants in business (par 260.11 A1, par 260.24, par 260.25, par 260.26 and par 260.27). This section has been very topical in prior years' ITC, so please ensure you are familiar with the content of this section.



1.5.1 LEARNING ASSUMED TO BE IN PLACE

I would suggest that you go read part 2 in the SAICA handbook at this moment. The bare minimum has been covered in the above summary and it is in no way adequate to cover all knowledge gaps. You need to read and highlight in your handbook; this process assist you to familiarise yourselves with the content. Should you not understand any paragraph in part 2, please contact one of your lecturers for assistance.

1.6 Part 3: Professional accountants in public practice

This part of the CPC is applicable to professional accountants who are in public practice whether they provide assurance services or not. This part sets out additional information that applies to professional accountants when providing professional services.



1.6.1 LEARNING ASSUMED TO BE IN PLACE

I would suggest that you go read part 3 in the SAICA handbook at this moment. The bare minimum has been covered in the above summary and it is in no way adequate to cover all knowledge gaps. You need to read and highlight in your handbooks; this process assist you to familiarise yourselves with the content. Should you not understand any paragraph in part 3, please contact one of your lecturers for assistance.

1.7 Part 4: International independence standards

This part sets out additional material that applies to professional accountants in public practice when performing the following engagements:

- Part 4A – *Independence for Audit and Review engagements* – when performing audit or review engagements

- Part 4B – *Independence for Assurance Engagements other than Audit and Review Engagements* – when performing assurance engagements which are not audit or review engagements.

Independence threats are very topical, and you need a thorough understanding of this topic together with the related safeguards. Professional accountants in this part refers to individual professional accountants in public practice and their firms. As mentioned above professional accountants in public practice must comply with parts 1, 3 and 4 of the CPC.

You should study all four parts of the CPC, as stated above, to enable yourself to identify which parts of the CPC are applicable when answering questions.

When attempting questions or writing tests or examinations, you should be on the lookout for persons in scenarios who are CA(SA)s and bear in mind that they have to comply with the CPC.

Please note that trainees aspiring to become CA(SA)s should comply with the SAICA CPC based on the provisions of SAICA's training regulations. SAICA's training regulations however do not form part of your certificate in the theory of accounting (CTA) or Initial Test of Competence (ITC) syllabus.



1.7.1 LEARNING ASSUMED TO BE IN PLACE

I would suggest that you go read part 4 in the SAICA handbook at this moment. This will help you to capture all the content covered above. The bare minimum has been covered in the above summary and it is in no way adequate to cover all knowledge gaps. You need to read and highlight in your handbooks; this process assist the you to familiarise yourselves with the content. Should you not understand any paragraph in part 4, please contact one of your lecturers for assistance.



1.5 IMPORTANT PRINCIPLE

When dealing with the ethical conduct of a CA(SA) and/or auditor, you need to consider the following three elements in your answer:

1. Compliance with a fundamental principle being threatened

For example, compliance with the fundamental principle of **objectivity** is threatened due to the familiarity threat to the external auditor's objectivity because of the auditor's family ties with the financial director, a CA(SA) of the client company. The threats can be categorised as follows (see paragraph 120.6 A3):

- self-interest threats;
- self-review threats;
- advocacy threats;
- familiarity threats; and
- intimidation threats.

2. Evaluation of threat (R120.7 and R120.9)

You should evaluate the significance of each threat. In point 1 above, the financial director will have a significant influence on the subject matter that will be audited by the auditor in question, and the threat will therefore be significant.

3. Addressing threats (R120.10 and R120.11)

The threat should be either eliminated or reduced to an acceptable level by putting an applicable safeguard(s) in place. The professional accountant will do so by:

- (a) eliminating the circumstances, including interests and/or relationships, that are creating threats;
- (b) applying safeguards, where available and capable of being applied, to reduce the threats to an acceptable level; and
- (c) declining or ending the specific professional activity.



1.6 EXAMINATION TECHNIQUE

1. Most students struggle to identify all the relevant matters relating to improper ethical conduct in any given scenario. A very good theoretical knowledge of the CPC will help you with this. The first step is to know what is in your book and what is covered in parts 1, 2, 3 and 4 of the CPC. You should then enhance this knowledge by attempting many questions under examination conditions.
2. Remember that both professional accountants in business and professional accountants in public practice must comply with the CPC. It is therefore very important to ensure you deal with the ethical conduct of all the relevant persons in the given scenario, for example, a financial director who is a CA(SA) and which parts of the CPC is applicable.
3. The threat to the auditor's independence will always be a topical issue, and you should be on the lookout for this threat and any others hidden in a scenario. Please refer to the CPC as well as *Auditing notes* for practical examples on threats, considerations regarding the significance of the threat, as well how to address the identified threats. **It is important to link each of the threats identified with the appropriate fundamental principle as per section 110 of the CPC.**



1.7 ANNOUNCEMENTS

Please refer to the Announcements on Learning Unit 1 on myUnisa for some additional resources on the content of this Learning Unit.



1.8 CONTENTS OF THE IRBA CODE – LEARNING ASSUMED TO BE IN PLACE

It is assumed that you are already familiar with the contents of the IRBA Code.



1.9 IMPORTANT PRINCIPLE

You need to be familiar with the entire contents of “Rules Regarding Improper Conduct of the IRBA” as well as the “By-laws” of SAICA.

Refer to volume 2B of the SAICA Handbook to access these two documents as well as the SAICA website.



DISCUSSION FORUM 1.1: IN THE NEWS

1. Read the following article:

<https://www.news24.com/fin24/Economy/South-Africa/sa-lost-r15-trillion-to-corruption-in-five-years-and-continues-to-bleed-report-20210623>

23 Jun 2021

SA lost R1.5 trillion to corruption in five years and continues to bleed - report

fin24 Londiwe Buthelezi

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Discussion points:

- Is the problem with the apples or the barrel?
- Critical thinking is vital; all students should strive to focus on the broader picture and integration plays a huge role. Ethical dilemmas are never in isolation; they involve real-life situations that will have an impact on the business profits and other stakeholders such as employees.

Please use the Discussion Forum on myUnisa to discuss among yourselves how you would approach this question. The discussion forum will be viewed during the second week of March 2024 for your comments.

2. Watch the following video explaining personal, business and professional ethics

<https://www.youtube.com/watch?v=xyaVzpG8WKc>



Personal, Business and Professional ethics

116 views • Mar 20, 2022

👍 19 🗑️ DISLIKE ➦ SHARE ≡+ SAVE ...

Question: After watching this video, how is ethics relevant within an auditing context?