

## **ELIGIBILITY CRITERIA (effective from the date of the UK's exit from the EU)**

Under the Statutory Auditor and Third Country Auditors Regulations 2016 (“SATCAR 2016”), the Financial Reporting Council of 125 London Wall, London, EC2Y 5AS is designated as the competent authority with ultimate responsibility for the performance and oversight of the audit regulation tasks mandated by SATCAR 2016 and Regulation (EU) No 537/2014<sup>1</sup>.

The competent authority makes these Eligibility Criteria in order to meet its responsibility under Regulation 3(1)(f) of SATCAR 2016 for the determination of criteria for the purpose of determining whether persons are eligible for appointment as statutory auditors and to reflect the legislative changes effected by the Statutory Auditors and Third Country Auditors (Amendment) (EU Exit) Regulations 2019<sup>2</sup>.

### **Commencement**

1. These Eligibility Criteria come into force either at 11pm on 29 March 2019 or on the date of the UK's exit from membership of the European Union, whichever is the later. These Eligibility Criteria supersede any previous Eligibility Criteria.

### **Definitions**

2. In these Eligibility Criteria –

“Audit Directive” means Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC

“EEA auditor” means an individual or firm approved in accordance with the Audit Directive by an EEA competent authority to carry out audits of annual accounts or consolidated accounts required by European Union law

“EEA audit firm” means a firm that is an EEA auditor

“EEA competent authority” means a competent authority within the meaning of Article 2(10) of the Audit Directive of an EEA State

“PII Regulations” means the regulations of the RSBs pertaining to professional indemnity insurance

“Recognised Supervisory Body” or “RSB” means a body recognised under the Companies Act 2006 to which the competent authority has delegated certain functions in respect of the registration and supervision of Registered Auditors

“registered” means registered as eligible for appointment as a statutory auditor

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<sup>1</sup> Following the UK's withdrawal from the European Union, Regulation (EU) No 537/2014 is incorporated into domestic UK law by section 3 of the European Union (Withdrawal) Act 2018 and is amended for this purpose by Part 4 of the Statutory Auditors and Third Country Auditors (Amendment) (EU Exit) Regulations 2019.

<sup>2</sup> S.I.2019/177

“Registered Auditor” means a firm entered on the register of auditors as eligible for appointment as a statutory auditor

“Registration Committee” means a committee of the registering RSB appointed under that RSB’s bye-laws, regulations or rules with responsibility for discharging registration functions delegated to the RSB by the FRC as competent authority

### **Eligibility Criteria**

3. No member or firm is eligible for, or may accept, an audit appointment unless registered by a RSB or the competent authority as eligible for appointment as a statutory auditor.
4. A RSB may register a firm only when its Registration Committee is satisfied that the firm meets the Eligibility Criteria.
5. A firm which is a sole practice and not an EEA auditor may be registered if:
  - (a) the firm is fit and proper to be appointed as a Statutory Auditor. Before deciding that the firm is ‘fit and proper’ the Registration Committee must be satisfied that the firm satisfies any Eligibility Criteria set by the competent authority from time to time and such guidance, rules or criteria applied by the RSB;
  - (b) the firm complies with the PII Regulations of the registering RSB (and such PII regulations as may be required by the competent authority from time to time) and in the case of a firm which is an employee of an Auditor General under the Act, has the benefit of a statutory indemnity;
  - (c) the firm has appointed an audit compliance principal whose name has been given to the registering RSB;
  - (d) each individual responsible for the firm’s statutory audit work:
    - (i) holds a practising certificate or equivalent;
    - (ii) holds an appropriate qualification (audit qualification) or equivalent;
    - (iii) satisfies the Registration Committee about their recent experience of statutory audit work; and
    - (iv) is allowed to sign audit reports in their name on behalf of the firm.
  - (e) each individual who is an EEA auditor and who is responsible for statutory audit work on behalf of the firm either:
    - (i) has been authorised on or before 5 April 2008 to practise the profession of company auditor pursuant to the European Communities (Recognition of Professional Qualifications) (First General System) regulations 2005 (SI 2005/18) and has fulfilled any requirements imposed pursuant to regulation 6 of those Regulations;
    - (ii) holds a professional qualification which covers the subjects that are covered by a recognised professional qualification and that are subjects of which knowledge is essential for the pursuit of the profession of statutory auditor; or
    - (iii) on or before 31 December 2020 holds a professional qualification which does not cover all those subjects and is in the process of seeking approval from the RSB and has met whichever of the requirements of paragraph 6(1B) of Schedule 10 to the Companies Act 2006 in respect of aptitude tests and adaptation periods as are specified in the RSB’s rules.

- (f) the sole practitioner is:
    - (i) a responsible individual and the audit compliance principal; and
    - (ii) either a member of ICAEW, ICAS or ICAI, a member of ACCA, or an audit affiliate of ICAEW, ICAS or ICAI or a regulated non-member of ACCA.
  - (g) the firm has arrangements in place to exclude individuals who do not have an appropriate qualification (audit qualification), and persons who are not Registered Auditors, EEA auditors, EEA audit firms or a combination of these from being able to exercise influence over the way in which an audit is conducted in circumstances in which that influence would be likely to affect the independence or integrity of the audit; and
  - (h) the firm satisfies and undertakes to be bound by the Eligibility Criteria and by the bye-laws, rules and regulations of the registering RSB that are applicable to it.
6. A firm which is neither a sole practice nor an EEA audit firm, must also meet the additional criteria below:
- (a) each principal is either:
    - (i) a member of a RSB;
    - (ii) an audit affiliate of ICAEW, ICAS or ICAI or a regulated non-member of ACCA who is subject to the rules of a RSB;
    - (iii) a Registered Auditor;
    - (iv) an individual who is an EEA auditor who also satisfies requirement (ii) above; or
    - (v) until on or before 31 December 2020, an EEA audit firm which also satisfies requirement (ii) above.
  - (b) individuals who have an appropriate qualification (audit qualification), Registered Auditors, EEA auditors, EEA audit firms until on or before 31 December 2020 or a combination of these hold at least a majority of the voting rights or hold such rights under the firm's constitution as enable them to direct its overall policy or alter its constitution;
  - (c) individuals who have an appropriate qualification, Registered Auditors, EEA auditors, EEA audit firms until on or before 31 December 2020 or a combination of these hold at least a majority of the voting rights in the management board or hold such rights under the firm's constitution as enable them to direct its overall policy or alter its constitution; and
  - (d) where the firm is a corporate practice the Articles of Association;
    - (i) require its shareholders to notify it of any changes in the number of shares held in the corporate practice, whether the shares are held directly or indirectly;
    - (ii) enable the board of directors to require shareholders to supply information about their shareholdings in the corporate practice over the previous three years;
    - (iii) enable the board of directors to require any non-shareholder whom the directors know or have reasonable cause to believe has or had an interest in the shares of the corporate practice to supply information about their interests in the previous three years;
    - (iv) enable the board of directors to deprive any shareholder of the right to vote if the information asked for in criterion (b) or (c) above is not given in the time specified in the request;
    - (v) enable the board of directors to deprive any shareholder of the right to vote if the corporate practice's application for registration is rejected by a

- RSB's Registration Committee, or registration has been withdrawn by a RSB's Registration Committee, and the corporate practice has been told that the refusal or withdrawal relates to the ownership of any shareholding; and
- (vi) require the board of directors to approve any transfer of shares which would result in a shareholder having an interest representing more than 3% of the aggregate nominal value of the issued share capital.

### **EEA Audit firms**

- 7. A firm which is an EEA audit firm may be registered if it can satisfy the following criteria:
  - (a) the firm has provided evidence of professional indemnity insurance that is equivalent to that required under the PII Regulations;
  - (b) the firm has appointed an audit compliance principal whose name has been given to the registering RSB;
  - (c) each individual responsible for the firm's statutory audit work is a responsible individual;
  - (d) each principal is either:
    - (i) a member of a RSB;
    - (ii) an audit affiliate of ICAEW, ICAS and ICAI or a regulated non-member of ACCA;
    - (iii) a Registered Auditor;
    - (iv) an EEA auditor who is also an audit affiliate or regulated non-member of the registering RSB; or
    - (v) until on or before 31 December 2020, an EEA audit firm who is also an audit affiliate or regulated non-member of the registering RSB.
  - (e) the firm is eligible for appointment as a statutory auditor if it were not an EEA auditor; or
  - (f) until on or before 31 December 2020, the firm is eligible for a corresponding appointment as a statutory auditor under the law of an EEA State or part of an EEA State and the firm provides proof of its eligibility in the form of a certificate, dated not more than three months before it is provided as proof by the firm, from the EEA competent authority of the EEA State concerned.

### **Continuing obligations**

- 8. A registered audit firm must continue to meet the requirements of the Eligibility Criteria.

### **Cessation of registration**

- 9. A firm will cease to be a registered as eligible for appointment as a statutory auditor if:
  - (a) the Registration Committee of a RSB accepts an application from the firm to cancel the registration;
  - (b) the firm ceases to exist;
  - (c) the Registration Committee withdraws registration;
  - (d) the firm is sanctioned under a competent authority enforcement procedure to that effect; or
  - (e) a firm registered on the grounds that it is an EEA audit firm ceases to be eligible for appointment as a statutory auditor.