

## APPROVED AUDITOR RULES

### 1. DEFINITIONS

A capitalised term used in these Rules has the meaning given to that term in the following table:

Term	Definition
<b>Approved Auditors Advisory Panel</b>	the advisory panel constituted and maintained by DMCCA to oversee and effect implementation of these Rules.
<b>Approval Criteria</b>	the approval criteria for an Approved Auditor set out in Chapter 2 of the Approved Auditor Guidance Note.
<b>Approval Process</b>	the approval process for an Approved Auditor set out in Chapter 2 of the Guidance Note.
<b>Approved Auditor</b>	any Audit Firm approved by DMCCA for the purposes of Section 11 of the Company Regulations through application of these Rules.
<b>Approved Auditor Guidance Note</b>	a guidance note to Member Companies explaining in greater detail certain procedures pursuant to these Rules, a copy of which can be located on DMCC website.
<b>Approved Auditor List</b>	the list of Approved Auditors maintained by DMCCA from time to time pursuant to these Rules, a copy of which can be located on DMCC website.
<b>Articles</b>	has the meaning given to that term in the Company Regulations.
<b>Audit Firm</b>	a commercial entity located in the UAE, with a valid trade license to carry out the activities of auditing accounts.
<b>Audit Partner</b>	a Principal who holds a certificate from the MOE and is legally authorized to report on company accounts. The Audit Partner may, but is not required to be, the Lead Auditor of the Audit Firm.
<b>Audit Report</b>	an audit report issued by an Approved Auditor following examination of annual accounts prepared by a Member Company, all of which is to be conducted pursuant to Section 11 of the Company Regulations.
<b>AFS</b>	audited financial statements, being any annual accounts prepared by a Member Company and examined and reported on by an Approved Auditor by way of Audit Report in accordance with Section 11 of the Company Regulations.
<b>Business Day</b>	a day (other than a Friday or Saturday) on which banks are generally open in the UAE for normal business.

<b>Company Regulations</b>	the Company Regulations issued by the DMCCA, as may be amended by DMCCA from time to time, a copy of which can be located on DMCC website.
<b>DMCCA</b>	Dubai Multi Commodities Centre Authority.
<b>DMCC Free Zone</b>	Dubai Multi Commodities Free Zone, established pursuant to Law No. 4 of 2001 and by virtue of Decision No. 4 of 2002 issued in the Emirate of Dubai.
<b>International Financial Reporting Standards</b>	has the meaning given to that term in the Company Regulations.
<b>KYC</b>	know your customer.
<b>Lead Auditor</b>	any appointed representative of an Audit Firm who has a Public Accounting Qualification and a minimum of 10 years of public accounting experience.
<b>Member Company</b>	any company registered and licensed to operate in the DMCC Free Zone.
<b>MOE</b>	the Ministry of Economy of the UAE.
<b>Notification of Change Process</b>	the notification of change process for an Audit Firm set out in Chapter 2 of the Approved Auditor Guidance Note.
<b>Renewal Process</b>	the renewal process for an Approved Auditor set out in Chapter 2 of the Approved Auditor Guidance Note.
<b>Rules</b>	these DMCCA Approved Auditors Rules, version 2.0, dated January 2019, which rules may be amended by DMCCA from time to time.
<b>Public Accounting Qualification</b>	a professional qualification in public auditing that permits an individual to practice public accounting in the country in which the certifying accounting body is domiciled.
<b>Principal</b>	any partner or shareholder of an Audit Firm, who is the beneficial owner or UBO of that Audit Firm.
<b>Summary Sheet</b>	a summary sheet in the standard form required by DMCCA from time to time that confirms specific information regarding details contained in the relevant AFS, which sheet is to be completed by the Member Company and verified and signed by the Audit Partner in accordance with Clause 4.3.3.
<b>UAE</b>	the United Arab Emirates
<b>UBO</b>	an ultimate beneficial owner of a company.

## **2. BACKGROUND AND PURPOSE**

- 2.1.** The DMCCA Approved Auditor Rules, version 1.0, issued on 12th of January 2017 set out the criteria and process for initial registration of Audit Firms permitted to audit the annual accounts of Member Companies.
- 2.2.** These Rules replace the existing rules in their entirety with effect from 1st February 2019.
- 2.3.** Through adoption of a risk-based approach to compliance within the DMCC Free Zone, these Rules emphasise the responsibilities of the Approved Auditor in examining and reporting on annual accounts prepared by a Member Company in accordance with Section 11 of the Company Regulations.
- 2.4.** The purpose of these Rules is to achieve the following:
  - 2.4.1.** better quality audit services provided by Audit Firms to Member Companies;
  - 2.4.2.** DMCCA has assurance that an AFS represents a true and fair view of the financial position of a Member Company at the end of the relevant period;
  - 2.4.3.** any inaccuracies in annual accounts prepared by a Member Company are identified by auditors with Public Accounting Qualifications and sufficient experience; and
  - 2.4.4.** any suspicion of fraud, money laundering or other non-compliance is identified by an Approved Auditor at source.
- 2.5.** These Rules include the following details:
  - 2.5.1.** identification of the roles of Member Companies, Principals, Approved Auditors, Audit Partners and Lead Auditors pursuant to these Rules;
  - 2.5.2.** procedural aspects of applying for appointment or renewal of any appointment as Approved Auditor; and
  - 2.5.3.** DMCCA's role to monitor and review Approved Auditors on an on-going basis.

### **3. ROLE OF MEMBER COMPANIES**

- 3.1.** A Member Company must submit an AFS in accordance with Section 11 of the Company Regulations.
- 3.2.** Subject to Rule 3.3, these Rules do not apply to a Member Company registered as a branch company whose annual accounts are prepared as part of a set of group accounts by its parent company's group auditor.
- 3.3.** If a Member Company that is registered as a branch company appoints an auditor to examine and report on the annual accounts of the Member Company on a standalone basis, such auditor must be an Approved Auditor.
- 3.4.** It is the responsibility of a Member Company to ensure that the Audit Firm whom it engages to prepare an Audit Report for an AFS is an Approved Auditor. A Member Company should not engage or renew the engagement of an Audit Firm to prepare an Audit Report for an AFS unless that Audit Firm appears on the Approved Auditor List at the time of such engagement or renewal.
- 3.5.** If a Member Company submits an AFS to DMCCA containing an audit report from an auditor who is not an Approved Auditor, DMCCA reserves the right to reject the submission of the AFS at any time and impose sanctions on the Member Company in respect of such breach of these Rules. The Member Company must resubmit the AFS with an Audit Report by an Approved Auditor to avoid further sanction by DMCCA.
- 3.6.** It is the responsibility of a Member Company to ensure that an authorised representative of the Member Company completes the online service request to submit the AFS including completing the Summary Sheet so that the submitted information is true and accurate in all material respects.

## 4. ROLE OF APPROVED AUDITOR

- 4.1. An Approved Auditor is at all times accountable for compliance by the Audit Firm with these Rules.
- 4.2. An Approved Auditor must complete the Auditor's Report in accordance with Section 11 of the Company Regulations.
- 4.3. In performing its role pursuant to Section 11 of the Company Regulations, the Approved Auditor must ensure the following:
  - 4.3.1. the annual accounts are approved by the board of directors of the Member Company and signed on their behalf by at least one of them;
  - 4.3.2. the Audit Report is signed and stamped by the Audit Partner; and
  - 4.3.3. the Summary Sheet is completed fully and accurately based on the information provided in the AFS and signed and stamped by the Audit Partner.
- 4.4. The role of the Approved Auditor is to obtain reasonable assurance that the annual accounts prepared by the Member Company are free from material misstatements, whether due to fraud or error and are properly prepared in accordance with International Financial Reporting Standards.
- 4.5. Without limitation to the generality of Rule 4.4, the Approved Auditor must ensure the following:
  - 4.5.1. that the Auditor's Report states:
    - 4.5.1.1. whether in the Approved Auditor's opinion, the accounts have been properly prepared in accordance with International Financial Reporting Standards;
    - 4.5.1.2. the accounts give a fair and true view of the profit and loss of the Member Company for the relevant financial year;
    - 4.5.1.3. the state of the Member Company's affairs at the end of the financial year;
    - 4.5.1.4. that the Member Company is undertaking only activities permitted under its commercial licence;
    - 4.5.1.5. any of the following, when applicable to the annual accounts:
      - 4.5.1.5.1. an "adverse opinion";
      - 4.5.1.5.2. a "disclaimer of opinion"; or
      - 4.5.1.5.3. a "qualified opinion";
    - 4.5.1.6. any other matter or opinion required by DMCCA from time to time.
  - 4.5.2. that the Approved Auditor is satisfied that:
    - 4.5.2.1. the financial period and share capital stated in the annual accounts are validated according to the Articles of the Member Company;
    - 4.5.2.2. bank balances are confirmed by the banks;
    - 4.5.2.3. any absence of a Member Company bank account is highlighted;

- 4.5.2.4. salary expenses are disclosed in the annual accounts;
      - 4.5.2.5. all notes have been fully and properly detailed and
      - 4.5.2.6. revenue generated from commercial activities that are outside the scope of licensed activities are disclosed as other income.
- 4.6. The Approved Auditor must conduct itself in accordance with the following principles:
  - 4.6.1. Principle 1 Integrity:**

The Approved Auditor must act with integrity at all times.
  - 4.6.2. Principle 2 Due skill, care and diligence, including professional competence:**

The Approved Auditor must act with due skill, care and diligence in performance of professional audit services to its appointing Member Company.

The Approved Auditor must ensure that its employees enhance their knowledge, skills, and other competencies through continued professional development to ensure they remain current on all changes in law, regulation and practice.
  - 4.6.3. Principle 3 Objectivity:**

The Approved Auditor must maintain impartiality and avoid any conflict of interest.
  - 4.6.4. Principle 4 Confidentiality:**

The Approved Auditor must maintain the confidentiality of information acquired in the course of their appointment with the Member Company. Disclosure of confidential information is permitted if required by law including for the purposes of investigation and/or enquiry by DMCCA.
  - 4.6.5. Principle 5 Cooperation with DMCCA:**

The Approved Auditor must deal with DMCCA in an open and cooperative manner and must disclose information regarding a Member Company reasonably required by DMCCA.

## 5. ROLE OF AUDIT PARTNER

- 5.1. The role of an Audit Partner is to:
  - 5.1.1. be accountable for the role of the Approved Auditor under these Rules;
  - 5.1.2. maintain all qualifications, certifications, licenses and such other approvals, consents and permits required of any Audit Partner, Lead Auditor and any other employees of the Audit Firm to ensure that the Approved Auditor continues to comply with these Rules; and
  - 5.1.3. ensure that all information submitted to DMCCA on behalf of the Audit Firm is true and accurate in all material respects.
- 5.2. Without limitation to Rule 5.1:
  - 5.2.1. it is the responsibility of the Audit Partner to:
    - 5.2.1.1. submit any application on behalf of its Audit Firm to be appointed as an Approved Auditor; and
    - 5.2.1.2. submit any application on behalf of its Audit Firm to renew its appointment as an Approved Auditor; and
    - 5.2.1.3. ensure DMCCA is notified of any change in Audit Firm details since last notification,
    - 5.2.1.4. each, in accordance with these Rules;
  - 5.2.2. the Audit Partner is accountable for the contents of any Audit Report submitted pursuant to these Rules including, without limitation, the validity and accuracy of the Audit Report; and
  - 5.2.3. it is the responsibility of the Audit Partner to:
    - 5.2.3.1. check the validity and accuracy of an Audit Report;
    - 5.2.3.2. sign any Audit Report on behalf of the Audit Firm;
    - 5.2.3.3. ensure that a Lead Auditor is appointed on behalf of the Approved Auditor as all times;
    - 5.2.3.4. notify DMCCA of any change in Audit Firm details since last notification; and
    - 5.2.3.5. represent the Approved Auditor in any dealings with DMCCA, failing which, delegate such authority to the Lead Auditor by written notice to DMCCA in accordance with Rule 7.3.

## **6. ROLE OF LEAD AUDITOR**

- 6.1.** The role of a Lead Auditor is to be responsible for the day-to-day obligations of the Approved Auditor under these Rules.
- 6.2.** Without limitation to Rule 7.1, the Lead Auditor is responsible for:
  - 6.2.1.** Preparing, or overseeing the preparation of, any Audit Report in compliance with these Rules; and
  - 6.2.2.** the validity and accuracy of an Audit Report, if the Audit Partner does not hold a Public Accounting Qualification.
- 6.3.** A Lead Auditor can be appointed by the Audit Partner to represent the Approved Auditor in any day-to-day dealings with DMCCA, provided a written delegation of authority is signed by the Audit Partner and a copy is provided to DMCCA. Notwithstanding any such delegation of authority to represent the Audit Partner, the Audit Partner shall remain responsible for any act or omission of the Lead Auditor.

## **7. PROCESS TO BE APPOINTED AS AN APPROVED AUDITOR**

- 7.1.** To be appointed as an Approved Auditor, an Audit Firm must make an application in accordance with the Application Process.
- 7.2.** An Audit Firm is eligible for appointment to the Approved Auditor List provided it meets the Approval Criteria.
- 7.3.** It is the responsibility of the Approved Auditor Advisory Panel to assess and determine any application of an Audit Firm to be appointed as an Approved Auditor.
- 7.4.** The Approved Auditor Advisory Panel maintains and publishes the Approved Auditor List.
- 7.5.** The appointment of an Audit Firm as an Approved Auditor is a decision for the Approved Auditor Advisory Panel, in its sole discretion. DMCCA is not obliged to give any reasons for its assessments or determinations.
- 7.6.** An Audit Firm will be appointed as an Approved Auditor by publication of the Audit Firm on the Approved Auditor List. The appointment is effective from the date of publication, unless otherwise notified by DMCCA.
- 7.7.** Any original documents of support of an application by an Audit Firm to be appointed as an Approved Auditor must be retained in safe custody by the Audit Firm and made available to DMCCA upon its request.

## **8. SUSPENSION, REJECTION OR TERMINATION OF AN APPROVED AUDITOR**

- 8.1.** The suspension, termination or rejection of an Audit Firm as an Approved Auditor is a decision for the Approved Auditor Advisory Panel, in its sole discretion. DMCCA is not obliged to give any reasons for its assessments or determinations.
- 8.2.** In the case of any suspension, termination or rejection of an Audit Firm, the Audit Firm will be notified in writing by DMCCA, which notification is to be provided to the Audit Firm at the contact details last notified to DMCCA and deemed effective from the date of the notice. In the case of suspension or termination, the Audit Firm will be removed from the Approved Auditor List on the date of such notice.
- 8.3.** If DMCCA issues a notice of suspension, rejection or termination of an Audit Firm at any time or if the application of an Approved Auditor has not been renewed pursuant to the Renewal Process, the Audit Firm:
  - 8.3.1.** must not accept any new appointment or renewal of appointment to provide audit services to a Member Company from the date of such notice; and
  - 8.3.2.** may fulfil any obligation to provide audit services which arose prior to the date of such notice, provided the Audit Firm provides documentary evidence of instruction by the Member Company to provide audit services for the latest audit period.
- 8.4.** If the application by an Audit Firm has been rejected or the appointment of an Approved Auditor has been terminated, the Audit Firm may re-apply to be appointed as an Approved Auditor provided the circumstances for termination or rejection have ceased to exist or have been remedied in full to the satisfaction of DMCCA.

## **9. MONITORING AND REVIEW**

- 9.1.** DMCCA conducts on-going monitoring and review of Approved Auditors through sample checking of AFS submitted by a Member Company, review and assessment of responses to questionnaires submitted by Approved Auditors, investigations and other forms of monitoring and review in accordance with laws and compliance best practices.
- 9.2.** An Audit Firm must cooperate with DMCCA at all times including attend meetings at reasonable request of DMCCA and provide DMCCA such documents and other information requested by DMCCA or on behalf of any other competent authority.
- 9.3.** DMCCA reserves all rights to take such action as it sees fit arising from any monitoring or review of an Approved Auditor including, without limitation, suspension or removal of an Approved Auditor from the Approved Auditor List.

## **10. ANNUAL RENEWAL PROCESS**

- 10.1.** The appointment of an Audit Firm as an Approved Auditor is for a continuous period of twelve (12) months from the date of appointment. The appointment will expire automatically on this date, unless the appointment is renewed in accordance with these Rules.
- 10.2.** To be renewed as an Approved Auditor, an Audit Firm must make an application for renewal in accordance with the Renewal Process.
- 10.3.** An application for renewal of appointment must be made no later than 20 Business Days prior to the date of expiry of appointment of the Approved Auditor.
- 10.4.** An Audit Firm is eligible for renewal of appointment as an Approved Auditor provided it:
- 10.5.** meets the Approval Criteria; and
  - 10.5.1.** is the subject of favourable outcome of any monitoring and review during any preceding appointment period.
- 10.6.** Rules 7.3 to 7.7 (inclusive) also apply to the annual renewal process.

## **11. CHANGE OF AUDIT FIRM DETAILS**

- 11.1.** Any change in Audit Firm details must be notified to DMCCA immediately and, in any event, no later than 10 Business Days after the effective date of any change.
- 11.2.** In notifying DMCCA of any change in Audit Firm details, the Audit Firm must comply with the Notification of Change Process.

## **12. GENERAL**

- 12.1.** DMCCA reserves all powers, rights and authority to request documents or any other information in the interests of maintaining the administration, operation and integrity of these Rules.
- 12.2.** The Approved Auditor Guidance Note sets out the detailed processes required by DMCCA in the administration and operation of these Rules. The terms of the Approved Auditor Guidance Note are deemed to form an integral part of these Rules.
- 12.3.** For further information, visit our website at [www.dmcc.ae](http://www.dmcc.ae) or contact us at 600 54 DMCC (600 54 3622) for local enquiries or 971 (0) 4 424 9600 for international enquiries.