



# **AUDITORS AND ACCOUNTING STANDARDS MODULE**

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| <b>MODULE</b>  | <b>AU: Auditors and Accounting Standards</b> |
| <b>CHAPTER</b> | <b>AU-A: Introduction</b>                    |

## **AU-A.1 Purpose**

AU-A.1.1 This Module presents requirements that have to be met by Islamic bank licensees with respect to the appointment of external auditors. This Module also sets out certain obligations that external auditors have to comply with, as a condition of their appointment by Islamic bank licensees.

AU-A.1.2 This Module is issued under the powers given the Central Bank of Bahrain ('CBB') under Decree No. (64) of 2006 with respect to promulgating the Central Bank of Bahrain and Financial Institutions Law 2006 ('CBB Law'). It supplements Article 61 of the CBB Law, which requires licensees to appoint an external auditor acceptable to the CBB.

### ***Legal Basis***

**AU-A.1.3** This Module contains the CBB's Directive relating to auditors and accounting standards used by conventional bank licensees, and is issued under the powers available to the CBB under Article 38 of the CBB Law. The Directive in this Module is applicable to all conventional bank licensees.

AU-A.1.4 For an explanation of the CBB's rule-making powers and different regulatory instruments, see Section UG-1.1.

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## AU-A.2 Module History

- AU-A.2.1 This Module was first issued as Module AU (Audit Firms) in January 2005, as part of the first release of Volume 2 (Islamic banks) of the CBB Rulebook. It was subsequently reissued in full in July 2006 (and renamed ‘Auditors and Accounting Standards’).
- AU-A.2.2 The reissued Module was one of several Modules modified to reflect the introduction of the CBB’s new integrated license framework. Although the new framework did not change the substance of the requirements contained in this Module, the Module was re-issued in order to simplify its drafting and layout and align it with equivalent Modules in other Volumes of the CBB Rulebook.
- AU-A.2.3 This Module is dated July 2006. Pages that are subsequently changed in this Module are updated with the end-calendar quarter date in which the change was made: Chapter UG-3 provides further details on Rulebook maintenance and version control.
- AU-A.2.4 When the CBB replaced the BMA in September 2006, the provisions of this Module remained in force. Volume 1 was updated in October 2007 to reflect the switch to the CBB; however, new calendar quarter dates were only issued where the update necessitated changes to actual requirements.
- AU-A.2.5 A list of changes made to this Module is provided below:

| Module Reference | Change Date | Description of Changes                                                                                                        |
|------------------|-------------|-------------------------------------------------------------------------------------------------------------------------------|
| Whole Module     | July 2006   | Module renamed as Module AU (Auditors and Accounting Standards). Text redrafted but substance of requirements left unchanged. |
| AU-A.1           | 10/2007     | New Rule AU-A.1.3 introduced, categorising this Module as a Directive.                                                        |
| AU-1.2           | 10/2007     | Rule AU-1.2.3 redrafted to clarify reporting obligation.                                                                      |
| AU-1.5           | 10/2007     | Paragraphs AU-1.5.4 and AU-1.5.6 updated to reflect CBB Law requirements on auditor independence.                             |
| AU-3.6           | 04/2008     | New requirement for auditors to review PIR as part of Basel 2.                                                                |
| AU-3.6           | 01/2009     | Paragraph AU-3.6.1 updated in respect of agreed upon procedures report for review of PIR by external auditors.                |
| AU-5             | 01/2009     | New Chapter inserted for the role of the reporting accountant.                                                                |
| AU-5.1           | 10/2009     | Clarification of fee arrangements for reporting accountants.                                                                  |



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| MODULE  | AU: Auditors and Accounting Standards |
| CHAPTER | AU-B: Scope of Application            |

## AU-B.1 Islamic bank Licensees

**AU-B.1.1** The contents of this Module – unless otherwise stated – apply to all ***Islamic bank licensees***.

AU-B.1.2 The contents of Chapters AU-1 to AU-4 apply to both Bahraini Islamic bank licensees and overseas Islamic bank licensees.

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## **AU-B.2 Auditors**

AU-B.2.1 Certain requirements in this Module indirectly extend to auditors, by virtue of their appointment by Islamic bank licensees. Auditors appointed by Islamic bank licensees must be independent (cf. Sections AU-1.4 and AU-1.5). Auditors who resign or are otherwise removed from office are required with their licensees to inform the CBB in writing of the reasons for the termination of their appointment (cf. Section AU-1.2). Other requirements are contained in Sections AU-1.3 (Audit partner rotation) and AU-3 (Auditor reports).

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| <b>MODULE</b>  | <b>AU: Auditors and Accounting Standards</b> |
| <b>CHAPTER</b> | <b>AU-1: Auditor Requirements</b>            |

## AU-1.1 Appointment of Auditors

### AU-1.1.1

**Islamic bank licensees must obtain prior written approval from the CBB before appointing or re-appointing their auditors.**

AU-1.1.2 As the appointment of auditors normally takes place during the course of the firm's annual general meeting, Islamic bank licensees should notify the CBB of the proposed agenda for the annual general meeting in advance of it being circulated to shareholders. The CBB's approval of the proposed auditors does not limit in any way shareholders' rights to subsequently reject the Board's choice.

AU-1.1.3 The CBB, in considering the proposed (re-) appointment of an auditor, takes into account the expertise, resources and reputation of the audit firm, relative to the size and complexity of the licensee. The CBB will also take into account the track record of the audit firm in auditing Islamic bank licensees within Bahrain; the degree to which it has generally demonstrated independence from management in its audits; and the extent to which it has identified and alerted relevant persons of significant matters. Finally, the CBB will also consider the audit firm's compliance with applicable laws and regulations (including legislative Decree No. 26 of 1996; the Ministry of Industry and Commerce's Ministerial Resolution No. 6 of 1998; and relevant Bahrain Stock Exchange regulations).

AU-1.1.4 In the case of overseas Islamic bank licensees, the CBB will also take into account who act as the auditors of the parent firm. As a general rule, the CBB does not favour different parts of a banking firm or group having different auditors.

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| CHAPTER | AU-1: Auditor Requirements            |

## AU-1.2 Removal or Resignation of Auditors

**AU-1.2.1** Islamic bank licensees must notify the CBB as soon as they intend to remove their auditors, or if their auditors intend to resign, with an explanation of their decision, or as soon as their auditors resign.

**AU-1.2.2** Islamic bank licensees must ensure that a replacement auditor is appointed (subject to CBB approval as per Section AU-1.1), as soon as reasonably practicable after a vacancy occurs, but no later than three months.

**AU-1.2.3** In accordance with the powers granted to CBB under Article 63 of the CBB Law, auditors of Islamic bank licensees and their licensees must inform the CBB in writing, should they resign or their appointment as auditor be terminated, within 30 calendar days, of the event occurring, setting out the reasons for the resignation or termination.

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### AU-1.3 Audit Partner Rotation

**AU-1.3.1** Unless otherwise exempted by the CBB, Islamic bank licensees must ensure that the audit partner responsible for their audit does not undertake that function more than five years in succession.

**AU-1.3.2** Islamic bank licensees must notify the CBB of any change in audit partner.

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| CHAPTER | AU-1: Auditor Requirements            |

## AU-1.4 Auditor Independence

**AU-1.4.1** Article 61(d) of the CBB Law imposes conditions for the auditor of a licensee to be considered “independent”. Before an Islamic bank licensee appoints an auditor, it must take reasonable steps to ensure that the auditor has the required skill, resources and experience to carry out the audit properly, and is independent of the licensee.

**AU-1.4.2** For an auditor to be considered independent, it must, among things, comply with the restrictions in Section AU-1.5.

**AU-1.4.3** If an Islamic bank licensee becomes aware at any time that its auditor is not independent, it must take reasonable steps to remedy the matter and notify the CBB of the fact.

**AU-1.4.4** If, in the opinion of the CBB, independence has not been achieved within a reasonable timeframe, then the CBB may require the appointment of a new auditor.

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## AU-1.5 Licensee/Auditor Restrictions

### *Financial Transactions with Auditors*

#### AU-1.5.1

Islamic bank licensees must not lend to their auditors, nor enter into any contracts of professional indemnity insurance with their auditors.

### *Outsourcing to Auditors*

AU-1.5.2 Section OM-3.7 generally prohibits Islamic bank licensees from outsourcing their internal audit function to the same firm that acts as their external auditors. However, the CBB may allow short-term outsourcing of internal audit operations to an Islamic bank licensee's external auditor, to meet unexpected urgent or short-term needs (for instance, on account of staff resignation or illness). Any such arrangement will normally be limited to a maximum period of one year and is subject to CBB prior approval.

### *Other Relationships*

#### AU-1.5.3

Islamic bank licensees and their auditors must comply with the restrictions contained in Article 217 (c) of the Commercial Companies Law (Legislative Decree No. (21) of 2001), as well as in Article 61(d) of the CBB Law.

AU-1.5.4 Article 217(c) prohibits an auditor from (i) being the chairman or a member of the Board of Directors of the company he/she audits; (ii) holding any managerial position in the company he/she audits; and (iii) acquiring any shares in the company he/she audits, or selling any such shares he/she may already own, during the period of his audit. Article 61 (d) prohibits an auditor from (i) being the chairman or a director of the company he/she audits (ii) acting as a managing director, agent or representative of the company concerned; and (iii) taking up any administrative work in the company, or supervising its accounts, or having a next of kin in such a position. Furthermore, the auditor must not be a relative (up to the second degree) of a person assuming management or accounting duties in the company.

AU-1.5.5 The restriction in Paragraph AU-1.5.3 applies to overseas Islamic bank licensees as well as Bahraini Islamic bank licensees.

#### AU-1.5.6

A partner, Director or manager on the engagement team of auditing an Islamic bank licensee may not serve on the Board or in a controlled function of the licensee, for two years following the end of their involvement in the audit, without prior authorisation of the CBB.

AU-1.5.7 Chapter HC-2 sets out the CBB's 'controlled functions' requirements.

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## AU-1.5 Licensee/Auditor Restrictions (continued)

### *Definition of ‘Auditor’*

#### AU-1.5.8

For the purposes of Section AU-1.5, ‘auditor’ means the partners, Directors and managers on the engagement team responsible for the audit of the Islamic bank licensee.

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| CHAPTER | AU-2: Access                          |

## AU-2.1 CBB Access to Auditors

**AU-2.1.1** Islamic bank licensees must waive any duty of confidentiality on the part of their auditors, such that their auditors may report to the CBB any concerns held regarding material failures by the Islamic bank licensee to comply with CBB requirements.

AU-2.1.2 The CBB may, as part of its on-going supervision of Islamic bank licensees, request meetings with a licensee's auditors. If necessary, the CBB may direct that the meeting be held without the presence of the licensee's management or Directors.

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| CHAPTER | AU-2: Access                          |

## AU-2.2 Auditor Access to Outsourcing Providers

### AU-2.2.1

Rule OM-2.5.1 (c) on outsourcing agreements between Islamic bank licensees and outsourcing providers requires licensees to ensure that their internal and external auditors have timely access to any relevant information they may require to fulfil their responsibilities. Such access must allow them to conduct on-site examinations of the outsourcing provider, if required.

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| <b>MODULE</b>  | <b>AU: Auditors and Accounting Standards</b> |
| <b>CHAPTER</b> | <b>AU-3: Auditor Reports</b>                 |

## **AU-3.1 Review of Financial Disclosures**

**AU-3.1.1** Islamic bank licensees that are required to publish financial disclosures in accordance with Chapters PD-2 and PD-3 must arrange for their external auditors to review these prior to their publication, unless otherwise exempted in writing by CBB.

AU-3.1.2 Chapter PD-2 requires overseas Islamic bank licensees operating as retail banks to publish on semi-annual basis summary information on their balance sheet and profit and loss account, in the same format as their annual audited accounts. Chapter PD-3 requires all locally incorporated Islamic bank licensees to publish quarterly financial statements, in accordance with Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI). For products and activities not covered by AAOIFI, International Accounting Standards (IAS) should be followed.

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## AU-3.2 Report on Compliance with Financial Crime Rules

**AU-3.2.1** Islamic bank licensees must arrange for their external auditors to report on the licensee's compliance with the requirements contained in Module FC (Financial Crime), at least once a year.

**AU-3.2.2** The report specified in Rule AU-3.2.1 must be in the form agreed by CBB, and must be submitted to the CBB within four months of the licensee's financial year-end.

AU-3.2.3 The context to the above requirement can be found in Section FC-4.3.

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### AU-3.3 Review of Compliance with relevant laws

#### AU-3.3.1

Islamic bank licensees must arrange for their external auditors to review the bank's compliance with applicable laws and declare, in the auditors report, that no material violations of the following laws and regulations have taken place:

- (a) The Bahrain Commercial Companies Law of 2001;
- (b) The CBB Law 2006; and
- (c) The CBB's licensing conditions, and other rules contained in Volume 2 of the CBB Rulebook.

AU-3.3.2 For the purposes of Rule AU-3.3.1, material violations are violations that have any material impact on the financial statements of the bank.

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## AU-3.4 Report on material differences

### AU-3.4.1

Islamic bank licensees must arrange for their external auditors to provide to the CBB explanations for any material differences in data reported in the bank's audited accounts and in the following reports provided to the CBB:

- (a) Prudential Information Returns for Islamic Banks (PIRI); and
- (b) Monthly Statements of Assets and Liabilities.

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## **AU-3.5 Report on behavioural adjustments**

### **AU-3.5.1**

Islamic bank licensees that have been given CBB approval to apply behavioural adjustments to the liquidity data provided in **Section F** of the PIRI Form, must arrange for their external auditors to verify the supporting data used to support the behavioural adjustments made.

### **AU-3.5.2**

Please refer to Module LM and to Section BR-5.2. Banks that have at least 2 years' worth of supporting data may seek CBB approval to apply behavioural adjustments to certain of their reported liquidity data, instead of reporting contractual maturities.

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## **AU-3.6 Review of Quarterly Prudential Information Returns**

### **AU-3.6.1**

Islamic bank licensees must arrange for their auditors to review the licensee's quarterly Prudential Information Returns to the CBB, prior to their submission, unless otherwise exempted in writing by the CBB. The review must be made in the form of an Agreed Upon procedures Report (as outlined in BR-3).

### **AU-3.6.2**

Islamic bank licensees are required to submit a quarterly Prudential Information Return (PIR). Islamic bank licensees may apply in writing to CBB for an exemption from the requirement that the PIR be reviewed by the licensee's external auditors: this exemption would normally only be given where the licensee had established a track record of accurate and timely reporting, and there were no other supervisory issues of concern. Further details on the CBB's reporting and related requirements, including the precise scope of the auditor's review and attestation, are contained in Module BR (CBB Reporting).

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| CHAPTER | AU-4: Accounting Standards            |

## AU-4.1 General Requirements

|          |                                                                                                                                                                                                                                                                                                                                                               |
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| AU-4.1.1 | <p><u>Islamic bank licensees</u> must comply with Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI). For products and activities not covered by AAOIFI, International Financial Reporting Standards (IFRS) / International Accounting Standards (IAS) must be followed.</p> |
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| <b>MODULE</b>  | <b>AU: Auditors and Accounting Standards</b> |
| <b>CHAPTER</b> | <b>AU-5: Role of Reporting Accountants</b>   |

## **AU-5.1 Introduction**

**AU-5.1.1** The content of this chapter is applicable to all Islamic banks and concerned auditors in the Kingdom of Bahrain.

AU-5.1.2 The purpose of the contents of this chapter is to set out the roles and responsibilities of reporting accountants when appointed pursuant to Article 114 of the CBB Law (see EN-7.1.1). This Article empowers the CBB to assign some of its officials or others to inspect licensees' or listed companies' businesses.

AU-5.1.3 The CBB uses its own inspectors to undertake on-site examinations of licensees as an integral part of its regular supervisory efforts. In addition, the CBB may commission reports on matters relating to the business of licensees in order to help it assess their compliance with CBB requirements, as contained in Article 114 of the CBB Law. Such inspections may be carried out either by the CBB's own officials, by duly qualified "Reporting Accountants" appointed for the purpose by the CBB, or a combination of the two. Article 111 requires licensees to make available to the Central Bank's inspectors, their books and other records, and to provide all relevant information within the time limits deemed reasonable.

**AU-5.1.4** Islamic banks must provide all relevant information and assistance to reporting accountants on demand as required by Articles 111 and 114 of the CBB Law. Failure by licensees to cooperate fully with the CBB's inspectors or reporting accountants, or to respond to their examination reports within the time limits specified, will be treated as demonstrating a material lack of cooperation with the Central Bank which will result in other enforcement measures being considered, as described elsewhere in EN Module. This rule is supported by Article 114(a) of the CBB Law.

AU-5.1.5 Article 163 of the CBB Law provides for criminal sanctions where false or misleading statements are made to the Central Bank or any person /reporting accountant appointed by the Central Bank to conduct an inspection on the business of the licensee or the listed company.



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## AU-5.1 Introduction (continued)

AU-5.1.6 The CBB will not, as a matter of general policy, publicise the appointment of reporting accountants, although it reserves the right to do so where this would help achieve its supervisory objectives. Both the reporting accountants and the CBB are bound to confidentiality provisions restricting the disclosure of confidential information with regards to any such information obtained in the course of the investigation.

**AU-5.1.7** Unless the Central Bank otherwise permits, reporting accountants should not be the same firm appointed as external auditors of the bank.

**AU-5.1.8** Reporting accountants will be appointed in writing, through an appointment letter, by the Central Bank. In each case, the Central Bank will decide on the range, scope and frequency of work to be carried out by reporting accountants.

**AU-5.1.9** Reporting accountants will report directly to and be responsible to the Central Bank in this context and will specify in their report any limitations placed on them in completing their work (for example due to the relevant bank's group structure). The report produced by the reporting accountants is the property of the CBB (but is usually shared by the CBB with the firm concerned). The cost of the reporting accountant's work must be borne by the licensee concerned.

**AU-5.1.10** Compliance by reporting accountants with the contents of this chapter will not, of itself, constitute a breach of any other duty owed by them to a particular bank (i.e. create a conflict of interest).

**AU-5.1.11** The Central Bank may appoint one or more of its officials to work on the reporting accountants' team for a particular bank.

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## **AU-5.2 The required report**

**AU-5.2.1** Commissioned reporting accountants would normally be required to report on one or more of the following aspects of a bank's business:

- (a) accounting and other records;
- (b) internal control systems;
- (c) returns of information provided to the Central Bank;
- (d) operations of certain departments; and/or
- (e) other matters specified by the Central Bank.

**AU-5.2.2** Reporting accountants will be required to form an opinion on whether, during the period examined, the bank is in compliance with the relevant provisions of the CBB Law and the Central Bank's relevant requirements, as well as other requirements of Bahrain Law and, where relevant, industry best practice locally and/or internationally.

**AU-5.2.3** The reporting accountants' report should follow the format set out in Appendix AU 1.

**AU-5.2.4** Unless otherwise directed by the Central Bank or unless the circumstances described in section AU 5.3 apply, the report should be discussed with board of directors and/or senior management in advance of its being sent to the Central Bank.

**AU-5.2.5** Where the report is qualified by exception, the report should clearly set out the risks which the bank runs by not correcting the weakness, with an indication of the severity of the weakness should it not be corrected. Reporting accountants will be expected to report on the type, nature and extent of any weaknesses found during their work, as well as the implications of a failure to address and resolve such weaknesses.

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## AU-5.2 The required report (continued)

**AU-5.2.6** If the reporting accountants conclude, after discussing the matter with the bank, that they will give a negative opinion (as opposed to one qualified by exception) or that the issue of the report will be delayed, they must immediately inform the Central Bank in writing giving an explanation in this regard.

**AU-5.2.7** The report should be completed, dated and submitted, together with any comments by directors or management (including any proposed timeframe within which the bank has committed to resolving any issues highlighted by the report), to the Central Bank within the timeframe applicable.

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### **AU-5.3 Other notifications to the Central Bank**

**AU-5.3.1** Reporting accountants should communicate to the Central Bank, during the conduct of their duties, any reasonable belief or concern they may have that any of the requirements of the Central Bank, including the criteria for licensing a bank (see Module LR), are not or have not been fulfilled, or that there has been a material loss or there exists a significant risk of material loss in the concerned bank, or that the interests of customers are at risk because of adverse changes in the financial position or in the management or other resources of a bank. Notwithstanding the above, it is primarily the bank's responsibility to report such matters to the Central Bank.

AU-5.3.2 The Central Bank recognises that reporting accountants cannot be expected to be aware of all circumstances which, had they known of them, would have led them to make a communication to the Central Bank as outlined above. It is only when reporting accountants, in carrying out their duties, become aware of such a circumstance that they should make detailed inquiries with the above specific duty in mind.

**AU-5.3.3** If reporting accountants decide to communicate directly with the Central Bank in the circumstances set out in paragraph AU 5.3.1 above, they may wish to consider whether the matter should be reported at an appropriate senior level in the bank at the same time and whether an appropriate senior representative of the bank should be invited to attend the meeting with the Central Bank.

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## **AU-5.4 Permitted disclosure by the Central Bank**

### **AU-5.4.1**

Information which is confidential and has been obtained under, or for the purposes of, this chapter or the CBB Law may only be disclosed by the Central Bank in the circumstances permitted under the Law. This will allow the Central Bank to disclose information to reporting accountants to fulfil their duties. It should be noted, however, that reporting accountants must keep this information confidential and not divulge it to a third party except with the Central Bank's permission and/or unless required by Bahrain Law.

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## **AU-5.5     Trilateral meeting**

- AU-5.5.1     The Central Bank may, at its discretion, call for a trilateral meeting(s) to be held between the Central Bank and representatives of the relevant bank and the reporting accountants. This meeting will provide an opportunity to discuss the reporting accountants' examination of, and report on, the bank.