

平成 25 年 4 月 19 日
公認会計士・監査審査会

第 13 回監査監督機関国際フォーラム(ノールドワイク会合)について Meeting of the IFIAR (International Forum of Independent Audit Regulators)

第 13 回監査監督機関国際フォーラム(IFIAR)が下記の通り開催され、公認会計士・監査審査会からは廣本委員、佐々木事務局長が参加し、日本における監査の品質向上に向けた取組み等につき紹介したほか、最近の監査監督に関する議論に参加しました。会合の様様につきましては、IFIAR 事務局による「プレスリリース」をご参照ください。

記

1. 日程・開催場所

平成 25 年 4 月 15 日(月)～4 月 17 日(水)
オランダ・ノールドワイク

2. 参加者

- メンバー(各国・地域の監査監督機関)は、
アブダビ、アルバニア、オーストラリア、オーストリア、ベルギー、ブラジル、ブルガリア、カナダ、クロアチア、デンマーク、ドバイ、エジプト、フィンランド、フランス、ドイツ、ジブラルタル、ギリシャ、ハンガリー、アイルランド、イタリア、日本、韓国、リヒテンシュタイン、リトアニア、ルクセンブルク、マレーシア、マルタ、モーリシャス、オランダ、ノルウェー、ポーランド、ポルトガル、シンガポール、スロバキア、南アフリカ、スペイン、スリランカ、スウェーデン、スイス、台湾、タイ、トルコ、英国、米国 (計 44 カ国・地域)

上記の内 42 カ国・地域が本会合に参加

- オブザーバー
バーゼル銀行監督委員会(BCBS)、欧州委員会(EC)、金融安定理事会(FSB)、証券監督者国際機構(IOSCO)、公益監視委員会(PIOB)、世界銀行(WB)

計 6 国際機関

- 議長
ポール・ジョージ英財務報告評議会(FRC)監査・専門職監視委員会エグゼクティブ・ディレクター

3. 主な議題

- オフィサー(議長、副議長)等の選出
- IFIAR 憲章の改定
- オフィサーの業務計画
- 投資家代表との対話
- 6 大国際監査ネットワークとの対話
- 現在の市況と最近の検査発見事項に関する議論
- 検査指摘事項に関する調査の実施 等

プレスリリース（仮訳）

監査監督機関国際フォーラム

(IFIAR: International Forum of Independent Audit Regulators)

2013年4月15-17日 ノールドワイク

2013年4月15日から17日にかけて、蘭金融市場庁(Authority for the Financial Markets: AFM)の主催により、監査監督機関国際フォーラム(IFIAR)第13回会合が開催された。会合には、42カ国・地域の監査監督機関が参加した。

会合のハイライト

- ・ IFIAR メンバーは、ルイス・ファークソン米公開会社会計監督委員会(Public Company Accounting Oversight Board: PCAOB)委員を議長、ジャニー・ヴァン・ディゲレン蘭 AFM 監査法人監督課長を副議長に選任した(任期は2年)。ポール・ジョージ英財務報告評議会(Financial Reporting Council: FRC)監査・専門職監視委員会エグゼクティブ・ディレクターは本会合で IFIAR 議長としての任期が終了し、メンバーは、同氏の優れたリーダーシップに謝意を表した。オーストラリア、フランス、シンガポール、スリランカ及び英国の各監査監督当局がアドバイザー・カウンスルに選任された。
- ・ IFIAR メンバーは、IFIAR が監査品質におけるグローバルリーダーとしての役割を果たせるよう IFIAR 憲章を改定した。改定により、メンバーの見解表明やアウトリーチの実施が容易となる。
- ・ メンバーは、2013年から2015年にかけてのオフィサー(議長、副議長)の業務計画に合意した。同業務計画は、基準に関するコメントや国際機関との対話を通じアウトリーチを進めることを強調しているほか、IFIAR に対するリーダーシップ発揮の奨励、監査品質の測定調査、大規模な国際監査ネットワークのガバナンス構造やビジネスモデルが監査品質の向上や低下にどのような影響を与えるかといったことを盛り込んでいる。また、同業務計画は、執行に関する事項について協力や情報共有を促進するための執行ワーキング・グループの設立を提案している。
- ・ IFIAR メンバーは、4名の投資家代表から意見を聴取した。蘭株主協会(Dutch Investors' Association)は、同国における最近の監査監督上の課題及びゴーイングコンサーンについて紹介した。英大学退職年金基金(Universities Superannuation Scheme Investment Management Ltd.)は、監査人の独立性、監査品質及び監査法人のローテーションに焦点を当てた。Hermes Equity Ownership Services¹⁾は、職業的懐疑心について述べた。最後に、日本のマネックス・グループ創業者兼 CEO が、監査報告書の読みやすさについて述べた。

¹⁾ ロンドンを拠点とする運用機関。

- ・ IFIAR は、6 大国際監査ネットワーク²のグローバル CEO と、監査品質の改善の進捗状況、監査の一貫性の向上、監査品質の向上につながる環境の奨励等について議論を行った。
- ・ IFIAR メンバーは、最近の検査発見事項を共有し、検査指摘事項に関する第2回の調査を実施することについて合意したほか、最近の監査制度改正等について議論を行った。
- ・ IFIAR メンバーは、国際会計士倫理基準審議会（International Ethics Standards Board for Accountants: IESBA）と IESBA のガバナンス、アジェンダ及び継続中のプロジェクトに関して意見交換を行った。

メンバーは、インドネシア及びスロベニアの監査監督当局が新たに IFIAR メンバーとして承認されたことを歓迎し、IFIAR のメンバー総数は 46 となった。

バーゼル銀行監督委員会（Basel Committee on Banking Supervision: BCBS）、欧州委員会（European Commission: EC）、金融安定理事会（Financial Stability Board: FSB）、証券監督者国際機構（International Organization of Securities Commissions: IOSCO）、公益監視委員会（Public Interest Oversight Board: PIOB）及び世界銀行（World Bank）の代表がオブザーバーとして参加し、監査に関連する各々の活動状況について報告を行った。

更なる詳細

このプレスリリースの更なる詳細は、以下に照会されたい。

- ・ IFIAR 議長ールイス・ファーガソン：+1-202-207-9252、または IFIAR 副議長ージャーニー・ヴァン・ディゲレン：+31-20797-2836 もしくは e-mail (IFIARSecretariatppcaobus.org)。
- ・ IFIAR メンバーシップの詳細と更なる情報については、IFIAR ウェブサイト (www.ifiar.org) を参照されたい。

² 6 大国際監査ネットワークは、BDO、Deloitte Touche Tohmatsu、Ernst and Young、Grand Thornton、KPMG、Pricewaterhouse Coopers の 6 社の監査法人で構成。



FINANCIAL SERVICES AGENCY
Government of Japan



Certified Public Accountants and
Auditing Oversight Board

Mr. Jean Guill
Director General
Commission de Surveillance du Secteur Financier
110 route d' Arlon
L-2991 Luxembourg

2 August 2013

SUBJECT: EXCHANGE OF LETTERS BETWEEN *THE FINANCIAL SERVICES AGENCY AND CERTIFIED PUBLIC ACCOUNTANTS AND AUDITING OVERSIGHT BOARD OF JAPAN* AND *THE COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER IN LUXEMBOURG* ON COOPERATION AND THE EXCHANGE OF INFORMATION RELATED TO THE OVERSIGHT OF AUDITORS

Dear Mr. Guill:

1. It is recognized that co-operation between the Financial Services Agency of Japan (“JFSA”) and Certified Public Accountants and Auditing Oversight Board (“CPAAOB”) and the Commission de Surveillance du Secteur Financier (“CSSF”) in the area of Auditor oversight would be mutually beneficial, with a view to ensuring the soundness of the securities markets and the investor protection in both jurisdictions. It is especially acknowledged that enhancing the exchange of information between the Authorities is important in view of the globalization of financial markets and the increasing cross-border activities in securities transactions.
2. In this context, the Authorities:
 - Having regard to Luxembourg law of December 18, 2009 on the audit profession as based on Article 47 of Directive 2006/43/EC which allows the CSSF under certain conditions to transfer to the JFSA/CPAAOB information relating to Auditors approved by the CSSF;
 - Recognising that the European Commission has decided upon the adequacy referred to in Article 47, paragraph 1(c) of the Directive 2006/43/EC in respect of Japan;
 - Recognising that the transfer of personal data from Luxembourg to Japan has to be in accordance with the Luxembourg law of August 2, 2002 on the adequate protection of personal data implementing Directive 95/46/EC, and in particular Chapter IV of Directive 95/46/EC;
 - Having regard to the Certified Public Accountants Act (“CPA act”) in Japan; and

- Recognising that the transfer of personal data from the JFSA/CPA AOB to the CSSF has to be in accordance with the Act on the Protection of Personal Information Held by Administrative Organs in Japan.

have reached the following framework. The Authorities recognise the need for mutual cooperation in matters related to the oversight of Auditors whose principal office is located in one Authority's jurisdiction and which provides an audit report concerning the annual or consolidated accounts of a company with securities issued or traded on a market in the other Authority's jurisdiction. The purpose of this Letter is to facilitate mutual cooperation between the Authorities to the extent permitted by their respective national laws in the area of public oversight of such Auditors.

3. This Letter does not create any binding legal obligations, nor does it modify or supersede any laws, regulations or regulatory requirements in Japan or Luxembourg. This Letter does not give rise to a right on the part of the JFSA/CPA AOB, the CSSF or any other governmental or non-governmental entity or any private person to challenge, directly or indirectly, the degree or manner of cooperation by the JFSA/CPA AOB or the CSSF.
4. This Letter does not prohibit the JFSA/CPA AOB or the CSSF from taking measures with regard to the supervision of Auditors that are different from or in addition to the measures set forth in this Letter.

DEFINITIONS

5. For the purpose of this Letter,

"Auditor" means a natural person or an audit firm that is subject to an Authority's regulatory jurisdiction in accordance with the CPA act in Japan and the Luxembourg law of December 18, 2009 on the audit profession implementing Directive 2006/43/EC ;

"Authority" or **"Authorities"** means the JFSA/CPA AOB and/or the CSSF;

"Inspections" refers to external quality assurance reviews of Auditors generally undertaken on a regular basis with the aim of enhancing audit quality;

"Investigations" refers to non-criminal investigations in response to a specific suspicion of infringement or violation of laws, rules or regulations related to audit oversight;

"Laws, rules or regulations" means any laws, rules or regulations in force in the respective countries of the Authorities.

COOPERATION

Scope of cooperation

6. Cooperation covers the exchange of information related to audit oversight such as outcome of Inspections and Investigations including firm-wide quality control procedures and

engagement reviews provided that these information relate to an Auditor¹ that provides an audit report concerning the annual or consolidated accounts of a company incorporated in one Authority's jurisdiction whose transferable securities are issued or traded on markets in the other Authority's jurisdiction. Also, cooperation includes the transfer of audit working papers or other documents held by Auditors in relation to the audits of companies mentioned above.

7. In the case where non-public information relating to the audit of a company that has issued securities in the country of one of the Authorities, or to the audit of a company whose parent has issued securities in the country of one of the Authorities, is held exclusively by a relevant Auditor, the other Authority will not request direct transfer of such information by the Auditor. Such information will be requested and transferred via the Authorities.
8. In cases where the information requested may be maintained by, or available to, another Authority within the country of the requested side, the Authorities will endeavour to provide the information requested. The exchange of information between the Authorities should take place in accordance with their respective laws and regulations.
9. The Authorities will use their best endeavors to notify each other, prior to or immediately after taking any significant oversight measures, in respect to relevant Auditors that are registered/notified or seek registration/notification in the other jurisdiction.

Requests for information

10. Each Authority will provide the other Authority with information in accordance with this Letter upon request.
11. Requests will be made in writing (including e-mail) and addressed to the contact person of the requested Authority.
12. The requesting Authority should specify the following:
 - (a) the information requested;
 - (b) the purposes for which the information will be used;
 - (c) the reasons why the information is needed and, if applicable, the relevant provisions that may have been violated;
 - (d) an indication of the date by which the information is needed; and

¹ Foreign audit firms and its engagements are defined in Article 34-35 of the CPA act in in Japan and Article 45 of EU Directive 2006/43/EC.

- (e) to the best of the knowledge of the requesting Authority, an indication of whether the information requested might be subject to further use or disclosure under paragraphs 18 to 21.

Execution of requests for information

13. Each request will be assessed on a case by case basis by the requested Authority to determine whether information can be provided under the terms of this Letter. In any case where the request cannot be met in full within the desired time period, the requested Authority will inform the requesting Authority accordingly and will consider, where applicable, whether other relevant information or assistance can be given.
14. The requested Authority may refuse to act on a request where:
 - (a) it concludes that the request is not in accordance with this Letter;
 - (b) acceding to the request would contravene the laws, rules, or regulations of the requested Authority's country;
 - (c) it concludes that it would be contrary to the public interest of the requested Authority's country for assistance to be given;
 - (d) the provision of information would adversely affect the sovereignty, security or public order of the requested Authority's country; or
 - (e) judicial proceedings have already been initiated in respect of the same actions and against the same persons before the Authorities of the country of the requested Authority.
15. The requested Authority will promptly inform the requesting Authority of the reasons why it refuses to act on a request made under this Letter.
16. Any document or other material provided in response to a request under this Letter and any copies thereof should be returned on request to the extent permitted by national laws and regulations.

CONFIDENTIALITY

17. Each Authority will keep confidential all information received or created in the course of cooperating, to the extent consistent with its laws and/or regulations. Article 100 of the National Public Service Act in Japan and article 82 of the Luxembourg law of December 18, 2009 respectively bind:
 - (a) employees and the former employees of the Authorities;
 - (b) persons involved in the governance of the Authorities; and
 - (c) otherwise associated with the Authorities

to official secrecy or restrict the disclosure of information provided in respect of audit regulation and oversight.

18. Any oversight information received must be used only for the exercise of their functions of public oversight of Auditors. If any Authority intends to use information received or created in the course of cooperation for any purpose *other* than those stated in the request, it must obtain the prior written and specific consent of the requested Authority. If the requested Authority consents to the use of information for a purpose other than that stated, it may subject its consent to conditions.
19. Information received should not be used in criminal proceedings carried out by a court or judge, including as evidence in criminal court. In the case that such use is needed, an additional request must be made in accordance with procedures prescribed in the relevant law for international mutual assistance in investigation.
20. If the Authority is required to disclose the information received from the other Authority in order to comply with its obligations under its domestic laws and/or regulations, the authority will consult with the other Authority before disclosing it. If the other Authority objects to the disclosure, the Authority will make its best efforts in resisting the disclosure of the information at issue.
21. An Authority that intends to disclose to a third party any information received or created in the course of cooperation, other than in cases referred to in paragraph 20, must obtain the prior written and specific consent of the Authority which provided the information. The Authority which intends to disclose this information will indicate the reasons and the purposes for which the information would be disclosed. The requested Authority may make its consent to the disclosure of the information subject to conditions.

THE TRANSFER OF PERSONAL DATA

22. This Letter is subject to a framework between the Authorities on the transfer of personal data as set forth in the Annex to this Letter.

OTHER

23. All communication and reports between both Authorities will be in English. If the requested Authority needs to provide information and/or documents in a language other than English, the requested Authority will inform the other Authority to that effect in advance. When information and/or documents provided are in a language other than English, the requesting Authority bears the costs of translation.
24. The Authorities will, at the request of either Authority, consult on issues related to the matters covered by this Letter, and otherwise exchange views and share experiences and knowledge gained in the discharge of their respective duties to the extent consistent with their respective laws and regulations. The Authorities also express their willingness to hold a

dialogue or exchange views about matters of common interest and concern as appropriate, with a view to deepening mutual understanding between the Authorities.

25. The Authorities may consult informally, at any time, about a request or proposed request or about any information provided.
26. The Authorities may consult and revise the terms of this Letter in the event of a substantial change in the laws, regulations, or practices affecting the operation of this Letter, or if the Authorities themselves wish to modify the terms of their cooperation.
27. The terms and conditions stated in this Letter do not apply to publicly available information.

DURATION

28. This Letter will be commenced from the date of signature.
29. The cooperation under this Letter may be terminated by either Authority at any time upon giving at least thirty days prior written notice to the other Authority. If either Authority gives such notice, this Letter will continue to have effect with respect to all requests that were made before the effective date of notification until the requesting Authority terminates the matter for which assistance was requested. The information exchanged pursuant to this Letter will remain confidential, consistent with paragraphs 17 through 22.

Yours Sincerely,

畑中 龍太郎

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千代田 邦夫

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