



Law n° 140/2015, of September 7 (with amendments introduced by law n° 99-A/2021, of December 31 - comes into effect on thirtieth day after its publication – 1st amendment to EOROC after its publication).

## STATUTE OF PORTUGUESE OF STATUTORY AUDITORES

### SUMMARY

Approves the new statute of the Association of Statutory Auditors, in accordance with law n.º 2/2013, of 10 January, that establishes the legal regime for the creation, organization and functioning of professional public associations.

Law n.º 140/2015, September 7

Approves the new statute of the Association of Statutory Auditors, in accordance with the law n.º 2/2013, of January 10, that establishes the legal regime for the creation, organization and functioning of professional public associations.

The Assembly of the Republic decrees the following, pursuant to Article 161 c) of the Constitution:

### Article 1

#### Object

This present law approves the new Statute of the Association of Statutory Auditors, in accordance with the law n.º 2/2013, of 10 January 2013, which establishes the legal regime for the creation, organization and functioning of professional public associations, partially transposing the directive 2014/56/EU, of the European Parliament and of the Council, of 16 April 2014 amending the Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts, and partially ensuring the implementation, in the internal legal order, of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16 2014 on specific requirements for the statutory audit of



public interest entities and repealing Commission Decision 2005/909/EC.

## Article 2

### Approval of the new Statute of the Association of Statutory Auditors

The new Statute of the Institute of Statutory Auditors approved, in an annex to this law and of which it is an integral part.

## Article 3

### Transitional Provisions

1-The provisions of the new Statute of the Association of Statutory Auditors, approved in an annex to this law, does not affect the current composition of the bodies of the Association of Statutory Auditors.

2-Until the regulation referred to in the following number have been approved, the regulations issued by the Association of Statutory Auditors that do not conflict with the provisions of the new Statute of the Association of Statutory Auditors approved in annex to the present law.

3-The Association of Statutory Auditors shall approve, within 180 days from the date on which this law enters into force, the regulations under its jurisdiction, as provided for in the new Statutes of the Association of Statutory Auditors, approved in annex to the present law.

4-The provisions of the new Statute of Association of Statutory Auditors, approved in annex to this law, namely regarding to the suitability and qualification requirements for statutory auditors and audit firms, does not affect the fulfillment of current mandates.

5- The period of time which the member in charge, the statutory auditor or the statutory audit firm has worked for a public interest entity up to the date of entry into effect of the new Statute of the Association of Statutory Auditors, approved in annex to the present law, and, subsequently, until the end of the mandates in progress, will be counted at the time of the possible renewal of the mandates, for the purpose of applying the limits established in Article 54 of this statute.

6-The statutory auditor or the statutory audit firm whose mandate is still in effect on the date of the entry into force of the new Statutes of the Association of Statutory Auditors, approved as an annex to this law, shall adapt its activity to the provisions of article 77 of this statute, within a maximum period of 18 months from that date, namely by adjusting the proportion of non-audit services provided and the fees received for this purpose to the limits defined in said rule.



7–The situations that are contrary to the provisions of the new statute of the Association of Statutory Auditors, approved as an annex to the present law, must be regularized within a maximum period of one year from the date of its entry into force, without prejudice to the provisions of the preceding numbers.

#### Article 4

##### Revocation rule

1 - The Statute of the Association of Statutory Auditors, approved by decree law n° 487/99, of November 16, and amended by decree laws n° 224/2008, of November 20, and n° 185/2009 of August 12, is hereby revoked.

2 - The regulations approved under the Statute of the Association of Statutory Auditors, approved by Decree-Law n 487/99, of November 16, as amended by Decree-Laws n° 224/2008, of November 20 and n° 185/2009, of August 12, which do not conflict with the provisions of law n° 2/2013, of January 10, and this law, remain in force until publication of new regulations.

3 - When legal, statutory or contractual provisions refer to legal precepts revoked by this law, it is understood that the reference is valid for the corresponding provisions of the new Statutes of the Association of Statutory Auditors, approved in attachment to this law, except if the interpretation of those provisions imposes a different solution.

#### Article 5

##### Entry into force and taking effect

1–The present law enters into force on January 1, 2016.

2–The provisions on n°3of Article 87 of the new statute of the Association of Statutory Auditors, approved in annex to this law, shall take effect on January 1, 2015. Approved on July 22, 2015.

The President of the Assembly of the Republic, MariadaAssunçãoA.Esteves.

Promulgated on August 20, 2015.

Published.

The President of the Republic, AníbalCavacoSilva. Referredon August24, de2015.

By the Prime Minister, PauloSacaduraCabralPortas, Vice-Prime-Minister.



**ORDEM DOS  
REVISORES OFICIAIS  
DE CONTAS**

Integridade. Independência. Competência.

ANNEX

(Referred to in Article 2)



## STATUTE OF THE PORTUGUESE INSTITUTE OF STATUTORY AUDITORS

### TITLE I

#### Organization and professional context

#### CHAPTER I

#### *Ordem dos Revisores Oficiais de Contas*

#### *(The Portuguese Institute of Statutory Auditors)*

#### SECTION I

#### General Provisions

#### **Article 1**

##### **Nature and Legal System**

1 - *The Ordem dos Revisores Oficiais de Contas*, here in after referred to as the *Ordem* is a public professional association endowed with administrative, financial and asset-owning autonomy, and is responsible for representing and grouping its members registered in accordance with this enactment, as well as overseeing all aspects pertaining to the statutory auditing profession.

2 – The *Ordem* is a legal person under public law, which in the exercise of its public powers, performs the administrative acts necessary for the performance of its functions and approves the regulations provided for in the law and in these statutes.

3 - Except as provided by law, the acts and regulation of the *Ordem*, are not subject to governmental approval.

4 – The *Ordem* has its own patrimony and finances, as well as budgetary autonomy.

#### **Article 2**

##### **Geographical scope and headquarters**

1–The *Ordem* is nation wide and has its headquarters in Lisbon.

2–The *Ordem* may hold premises and operate in locations other than its headquarters, as provided in the following Article.



### **Article 3**

#### **Operation of the services in locations other than the head office**

1 – The *Ordem* has regional services in the north, located in the Oporto City.

2 - The regional services located in the North have the nature of deconcentrated services to support statutory auditors domiciled in that region.

3 - The Northern Regional services are directed by the president or the vice-president of the directive council.

### **Article 4**

#### **Administrative Supervision**

The member of the Government responsible for the area of finance is in charge of the administrative supervision of the *Ordem*.

### **Article 5**

#### **Representation**

1-The *Ordem* is represented in and out of court:

a)By the *Bastonário*(President of the higher council);

b)By any of the members of the Directive Council to whom the President of the higher council delegates his or her powers, without prejudice to the constitution of a proxy with specific powers for the act or for a specific set of acts.

2-For the defense of its members in all matters relating to the exercise of the profession or the performance of positions in the organs of the *Ordem*, whether in relation to the responsibilities or offenses committed against them, the *Ordem* may exercise the rights of assistant or provide sponsorship in proceedings of any nature.

### **Article 6**

#### **Assignments**

Without prejudice to the public supervision competences legally attributed to the Portuguese Securities Market Commission (*CMVM*), the *Ordem's* attributions include:

a) Regulate access and the exercise of the profession throughout national territory;



- b) To supervise the auditing of the accounts of companies or other entities, in accordance to the standards for auditors in force and as provided for in article 4 of the Legal Framework for Audit Supervision, as well as the exercise of other functions of public interest, including quality control and supervisory actions of auditors who do not conduct statutory audits of public interest entities, provided the latter do not arise from a complaint from another national or foreign authority;
- c) To grant, exclusively, the professional title of statutory auditor;
- d) To grant the title of professional specialty;
- e) To ensure the social function, dignity and prestige of the profession, promote the respect for their ethical and deontological principals and defend their interests, rights and prerogatives of its members;
- f) Awarding prizes or honorary titles;
- g) To participate in the preparation of the legislation concerning the access and exercise of the profession or that is within the context of its specific attributions;
- h) Recognize professional qualifications obtained outside national territory, according to the law of the European Union or the international conventions;
- i) Promote and contribute for the improvement and professional training of its members;
- j) Exercise disciplinary jurisdiction in accordance with the present Statute;
- k) To promote and support the creation of supplementary social security schemes for the benefit of statutory auditors and to monitor their operation;
- l) To propose to legally competent entities measures related to the defense of the profession and of the function of statutory auditors and their moral and professional interests;
- m) To create, to affiliate, to associate or to participate in the capital of national or foreign entities, and to collaborate with them exclusively for the purpose of carrying out and promoting studies, research, training activities and other works that promote the improvement and dissemination of accounting and auditing principles, concepts and standards;
- n) Propose to the Government, in articulation with the standardizing entities, the regulation of accounting aspects that may allow a more efficient auditing of the accounts;
- o) Ensure the registration of statutory auditors and other forms of professional organization of auditors in a public register and promote the conditions that allow their public disclosure;



- p) Ensure all procedures and define specific regulations concerning examinations, internships and registration, in accordance with this Statute of Accounts;
- q) To collaborate with the government in improving the auditing of the accounts of companies and other entities of the public corporate and administrative sector;
- r) Define norms and technical schemes of professional performance, considering internationally required standards;
- s) To regulate the consulting activity exercised by its members provided for in Article 48 c);
- t) To promote the edition of a magazine with scientific, technical, and cultural information objectives;
- u) To certify, whenever requested, that the statutory auditors are in full exercise of their professional capacity under the terms of the present statute;
- v) Exercise the other functions attributed to it by the present Statute or by other legal provisions.

## Article 6-A

### Issue and adoption of recommendations

- 1 - Whenever the possible irregularities detected are remediable according to the *Ordem*, the supervision reports may conclude with the issuance of recommendations to the statutory auditor to take the necessary actions to restore compliance with the applicable auditor standards.
- 2 - The statutory auditors adopt the recommendations issued in accordance with the preceding paragraph within a reasonable period to be established by the *Ordem*.
- 3 - The Statutory Accountants must notify the *Ordem*, within a maximum period of eight working days after the end of the period established in the previous paragraph, as to how they proceeded with the adoption of the recommendations addressed to them.
- 4 - If the recommendations resulting from the quality control actions are appropriately adopted, the *Ordem* may determine not to apply sanctions.
- 5 - The *Ordem* disclose in the annual report a summary of the typology of irregularities and the reasons for the decisions not to promote the process referred to in the previous number.





## **Article 7**

### **Insignias**

The *Ordem* is entitled to adopt and use its own symbol, coat of arms and seal in accordance with the model approved by the general meeting, upon proposal of the directive council.

## **SECTION II**

### **Members**

## **Article 8**

### **Categories**

The *Ordem* has the following categories of members:

- a) Statutory auditors;
- b) Trainee members;
- c) Honorary members.

## **Article 9**

### **Statutory auditors**

- 1–Statutory auditors are those who are mandatorily registered on the respective list.
- 2–The provisions of the previous number also include the statutory audit firms. definition set out in the proceeding paragraph also embraces firms of statutory auditors, hereinafter abbreviated to auditing firms.

## **Article 10**

### **Trainee members**

- 1 - Trainee members are those who have passed the *Ordem's* qualifying examination and are enrolled in the professional internship.
- 2 - Trainee members are entitled to participate in and benefit from the *Ordem's* social, cultural and scientific activity, and to be informed of its activity.



## **Article 11**

### **Honorary Members**

1 - Honorary members can be natural or legal persons, national or foreign, who, exercising or having exercised an activity of public interest for the profession, are worthy of such distinction.

2 - Honorary members are entitled to participate in and benefit from the *Ordem's* social, cultural and scientific activity, and be informed of their activity.

## **SECTION III**

### **Bodies**

#### **SUBSECTION I**

#### **Bodies in general**

## **Article 12**

### **Bodies**

The *Ordem's* Bodies are:

- a) The representative assembly;
- b) The general election assembly;
- c) The higher council;
- d) The *Bastonário* (President);
- e) The directive council;
- f) The disciplinary council;
- g) The supervisory council.



### **Article 13**

#### **Deliberations**

- 1 - The deliberations of the collegial bodies of the *Ordem* are taken by simple majority, unless expressly provided otherwise in these statutes, and these are registered in the minute book.
- 2 - In any of the collegial body of the *Ordem*, the respective president or whoever substitutes him/her has a casting vote.

### **Article 14**

#### **Exercising Positions**

- 1- The exercise of executive, disciplinary and supervisory functions in an organ of the *Ordem* is incompatible among themselves.
- 2 - The position of member of the *Ordem's* governing body is incompatible with the exercise of any management functions in the public service and with any other function that may have a conflict of interests.
- 3 - Without prejudice to the following paragraph, the exercise of duties of the *Ordem's* bodies is free of charge.
- 4 - The members of the *Ordem's* bodies are entitled to a compensation from the *Ordem* for the expenses supported, under the terms established by the representative assembly.

## **SUBSECTION II**

### **Representative Assembly**

### **Article 15**

#### **Representative Assembly**

- 1- The representative assembly is composed by 45 members elective by universal, direct and



secret ballot, and who are in full exercise of their rights.

2 - The members of the representative assembly are elected by district assemblies, in order to ensure the system of proportional representation and the method of the highest D'Hontaverage, being applied the provisions of Article 20, with the necessary adaptations.

3 - Considering the number of effective members eligible for election in each district college, the lists must also include the provision of substitutes, in an equal number to half the number of effective members, with a minimum of one and a maximum of three.

4 - The members of the representative assembly are represented of all statutory auditors who are natural persons.

5 - The representative assembly elects, among its members, the members of the board, which is composed by a president, a vice president and a secretary.

6 - In the President's absence or impediment of the president, his/her duties shall be carried out successively by the vice-president and the secretary.

7 - The representative assembly must convene in ordinary and extraordinary sessions, known respectively as ordinary representative assemblies or extraordinary representative assemblies, respectively.

## **Article 16**

### **Competencies**

It is the representative assembly's responsibility, without prejudice to other responsibilities provided for in this statute:

a) Approving the granting and disqualification of the status of honorary membership of the *Ordem*;

b) Appraise the activity and performance of the corporate bodies;

c) Approve the compensation to be attributed for the effective exercise of functions in the *Ordem's* bodies;

d) Approve, annually, the activities plan and the ordinary and supplementary budgets, as well as the annual report concerning the performance of the *Ordem's* attribution, which includes accounts of the previous year;



- e) Authorize the acquisition, alienation, and encumbrance of real estate assets, as long as such acts are not included in a duly approved business plan and annual budget;
- f) Approve, by an absolute majority, the amount of dues and the fees and emoluments that will be charged for services provided;
- g) Approve recommendations and issue motions on associative, professional or technical matters;
- h) Deliberate on proposed examination and registration regulations;
- i) Approve the electoral regulation, Northern regional services regulation, disciplinary regulation and other regulations, except for the regulation of the statutory auditors' congress, as well as the respective amendments;
- j) Deliberate on proposals to modify the present Statute;
- k) Deliberate on all matters not included in specific competences of the *Ordem's* bodies.

## Article 17

### Common provisions to all sessions of the representative assembly

- 1 - The representative assembly is convened by its president, through written communication addressed to its members, with at least 15 consecutive days' notice, and the agenda and place must be included in the notice of convocation.
- 2- Without prejudice to the provisions of the following paragraph, the representative assembly meeting shall begin at the time indicated in the notice, with the presence of more than half of its members.
- 3 - When the minimum number of members provided for in the previous number are not present, the session shall start half an hour later, with the presence of any number of members.
- 4 - The member of the representative assembly can be represented by any other member in the representative assembly; however, the member may not represent more than three other members.
- 5 - As an instrument of voluntary representation, a written document is required, duly signed and addressed to the president of the board, which will be kept stored at the *Ordem* for a period of five years.
- 6- The representative assembly can only deliberate on the matters included in its agenda.
- 7- If statutory auditors wish to submit any matter to the representative assembly they must be request to the president, with at least 10 days prior to the meeting date in order to have it placed



in the agenda.

8- If the president of board considers it convenient and opportune, the respective addition, and registration is mandatory if requested by at least one tenth of the statutory auditors in full possession of their rights.

9-The amendment to the agenda must be brought to the attention of the members of the representative assembly within the three days immediately following the formulation of the registration request.

10-The representative assembly board prepares the draft rules of procedure concerning its functioning, for approval by the representative assembly.

11-The decisions of the representative assembly are announced to all statutory auditors.

12-The *Bastonário*, the Auditing Committee and the presidents of the other bodies of the *Ordem* shall attend any sessions of the Representative Assembly without the right to vote.

## **Article 18**

### **Ordinary representative assembly**

1 - The Ordinary Representative Assembly meets when convened by the President to assess the activity and performance of the corporate bodies, to approve the attributed compensations for the effective exercise of functions in the *Ordem's* bodies, and to approve the activity plan and budget.

2 - The representative assembly meets until the end of March to discuss and vote on the report of the executive council concerning the performance of the duties of the *Ordem*, which must include the accounts for the previous period, as well as the essential information on the execution of the activity plan for the period under consideration.

3-The representative assembly meets in December to discuss and vote on the activities plan and the ordinary budget for the following year, except in the case of elections, the assembly meet within 30 days after taking office.

4-The ordinary representative assembly is also responsible for deciding on any other matters included on the agenda.



## **Article 19**

### **Extraordinary Representative Assembly**

The extraordinary representative assembly meets, by determination of the president:

- a) Whenever the *bastonário* and the superior, directive, disciplinary or fiscal councils consider it necessary;
- b) When requested by one third of its members or one tenth of the statutory auditors in full possession of their rights;
- c) Whenever the higher interests of the *Ordem* require.

## **SUBSECTION III**

### **General Electoral Assembly**

## **Article 20**

### **General Electoral Assembly**

- 1- The board of the electoral general assembly is composed of the same members of the representative assembly.
- 2 - Statutory auditors who are not in the full possession of their rights are not admitted to vote at the general election meeting.
- 3 - The members of the representative assembly are elected every three years at a general election assembly, to be held for this purpose in November, and their term of office begins on January 1 of the following year.
- 4 - The voting takes place :
  - a) In person, with polling stations operating for 12 hours at the headquarters and regional offices;
  - b) By mail.
- 5- The election results must be published within three days after the voting takes place, and on the



same date a new assembly is scheduled for the election of the bodies not elected in the previous ballot, which must be held within 30 days.

6-The elected members assume duties before the president of the board of the general meeting, to whom the respective requests for resignation are also submitted.

7-The electoral general assembly may be convened extraordinarily if it becomes necessary to proceed with early elections or the dismissal of members of corporate bodies.

## **Article 21**

### **Competences**

It is, in particular, up to the electoral general assembly, without prejudice to other competencies, provided for in the present Statute:

- a) Elect and dismiss members of the representative assembly;
- b) Elect and dismiss members of the higher council;
- c) Elect and dismiss the *Bastonário* and the other members of the higher council;
- d) Elect and dismiss members of the disciplinary council;
- e) Elect and dismiss members of the fiscal council.

## **Article 22**

### **Election of the members of the bodies**

1 - The members of the representative assembly, the *Bastonário* and the members of the directive, disciplinary and fiscal councils are elected by the electoral general assembly, through secret ballot, and have a four-year mandate.

2 - The mandates of the members of the *Ordem's* bodies may only be renewed once for the same functions.

3 - The electoral general assembly is convened at least 60 days in advance and the individual candidacies for each body are presented 45 to 30 days in advance of the date designated for the assembly.

4 - The vote is for lists by corporate bodies, except for the *Bastonário*, whose election is done by integrating him/her in the list of the Directive Council, in which he/she appears as President.

5 - The lists are published no later than 15 calendar days before the date set for the general





electoral assembly.

6 - Except in case of the election members of the higher council ,the list is considered elected which:

- a) Being the only one, it obtains an absolute majority of the votes cast at the general meeting;
- b) Not being the only one, obtains the highest number of votes, as long as it is greater than the sum of the invalid and white votes.

### **Article 23**

#### **Continuation in office of corporate positions**

The members of the previously elected bodies remain in office until the new members who will succeed them have taken office.

### **Article 24**

#### **Election Regulation**

The representative assembly shall approve the electoral regulations, based on a recommendation from the directive council and in accordance with the present statute.

## **SUBSECTION IV**

### **Higher Council**

### **Article 25**

#### **Higher Council**

1 - The Higher Council is composed of 15 practicing statutory auditors, allocated by electoral districts in proportion to the number of statutory auditors whose professional addresses are located in each one of such district.

2 - Those districts in which the number of statutory auditors does not attain a figure high enough for them to be attributed a representative will be aggregated with other outlying districts until the



minimum number required is reached.

3 - The election of members to serve on the higher council is carried out by district electoral colleges, in such manner as to ensure a system of proportional representation and Hondt's highest average method which the provisions of article 20 shall be applied, with the necessary adjustments.

4 - The lists must, depending on the number of effective members eligible for election in each district college, also include alternate members, in an equal number to half of the number of effective members, with a minimum of one and a maximum of two.

5 - In case of permanent impediment or office vacancy of any effective member, will be called to his replacement the reviewer that in the respective list of the same Electoral College appears immediately after.

6-Unexcused absence from three consecutive meetings of the higher council is considered a permanent impediment.

7-The higher council elects from among its members:

- a)The president;
- b)The Vice-president;
- c)Two secretaries.

## **Article 26**

### **Competence**

1-The higher council is the supervisory body responsible for giving its opinion on:

- a)The plan of activities and the ordinary and supplementary budgets and respective reports;
- b) The creation of technical committees and the establishment of the remuneration and other allowances of their members;
- c)All regulations, which must be, submitted to the representative assembly;
- d) The annual continuing training plan submitted to it by the directive council;
- e)All matters submitted to it by the *Bastonário* and the directive, disciplinary and fiscal councils;
- f)The amount of dues, fees, emoluments to be charged, and the compensation to be awarded for the effective exercise of any office in the *Ordem's* bodies.

2-It is also the responsibility of the higher council:



- a) Appraise and instruct the processes of acquisition and loss of the quality of honorary members of the *Ordem*, by its own initiative or by the directive council, as well as to present the respective proposal to the plenary session, composed by the board of the assembly and by the members of the remaining bodies of the *Ordem*, for its prior opinion before deliberation in the representative assembly;
  - b) Supervise the legality of the activity carried out by the *Ordem's* bodies;
  - c) Verify in advance the legal or statutory conformity of internal referendums;
  - d) Appraise resources of the disciplinary council's decisions;
  - e) Exercise all other functions set out in the law on public professional associations in the part relating to the supervisory body.
- 3–The higher council must elaborate and approve its regulations.

## **Article 27**

### **Meetings**

1–The higher council meets:

- a) At the convening of its president or, in his absence, of its vice-president;
- b) At the request of at least five of its members.

2–The meetings of the higher council are attended, without the right to vote, the *bastonário* and the presidents of the other bodies of the *Ordem*.

3–Whenever it deems it necessary, the higher council may request the presence and the hearing of honorary members at its meetings.

## **SUBSECTION V**

### ***Bastonário* (President)**

## **Article 28**

### ***Bastonário***

1–The *bastonário* is the President of the *Ordem*, inherently, President of the Directive Council.



2-In the event of permanent impediment or vacancy of the office, the president of the board of the general assembly assumes the duties of the *bastonário* on an interim basis, without prejudice to the provisions of Article 30, paragraph 2, until the end of the mandate, if less than a year is left until its conclusion, or until a new election is held.

## Article 29

### Competence

1-It is the *Bastonario's* responsibility:

- a) Represent the *Ordem*, in and outside the court;
- b) Manage the services of the *Ordem*;
- c) To chair the directive board;
- d) To manage the *Ordem's* magazine;
- e) Chairing the congress of the statutory auditors;
- f) Carry out the other competencies conferred by law and regulations.

2-The *Bastonário* may delegate competencies to the vice-president of the directive council, without prejudice to the provisions of number 1, paragraph b) of Article.

## SUBSECTION VI

### Directive Council

## Article 30

### Directive council

1-The directive council is composed by:

- a) A president, who is the *bastonário*;
- b) A vice-president;
- c) Five vowels.

2-In case of permanent impediment or vacancy of office:

- a) The president is to be replaced by the vice president;



- b) The vice-president will be replaced by members designated by the *bastonário*;
  - c) The members will be replaced by three alternates, according to the respective order of their seniority, who must be elected along with the vice-president and the members.
- 3- It is considered permanent impediment the absence without justification of four consecutive mandatory meetings of the directive council or two consecutive sessions of the assembly.

## Article 31

### Competence

- 1) The directive council is responsible for the exercising the powers of the *Ordem* and the tasks that are expressly established in the present Statute, and it is especially responsible for:
  - a) Revoked;
  - b) Elaborate and presenting proposals for regulations, as well as the respective proposals for amendments, in order to be submitted to the representative assembly for approval;
  - c) Supervise the fulfillment of the precept on incompatibilities and impediments inherent to the exercise of the function;
  - d) Collect the *Ordem's* revenue and authorizing its expenses;
  - e) Annually present to the representative assembly the amount of the fees, rates, and emoluments to be charged by the *Ordem*;
  - f) The plan of activities and the ordinary and supplementary budgets and supplementary budgets must be submitted annually to the representative assembly;
  - g) Organization of the services of the *Ordem*;
  - h) Organization, publish and keep up to date a register of statutory auditors which includes, in particular, information on their professional activity, positions held within the *Ordem*, honors received, suspension and cancellation of their registration and disciplinary and criminal sanctions;
  - i) Hold at least every three years and once during its term of office the statutory auditors' congress and appoint its organizing committee, which prepares the congress' regulations and program;
  - j) Approve the creation of technical committees, the definition of their functions and the respective remuneration and other emoluments of its members;
  - k) Carry out the necessary procedures for the examination, internship and registration, through an examination jury, an internship committee and a registration committee;



- l) To approve technical norms;
  - m) Ensure legal advice within the *Ordem*, particularly on issues arising from the exercise by chartered accountants of their functions;
  - n) Develop the actions subsequent to the application of disciplinary sanctions;
  - o) Proposing the necessary legal actions for the defense and pursuit of the interests of the *Ordem* and its members;
  - p) To propose to the representative assembly the holding of internal referendum on issues highly relevant to the exercise of the profession;
  - q) Elaborate a report on the *Ordem's* performance, including the balance sheets at the end of each economic period to be presented to the representative assembly and to the other entities established by law.
- 2 - The directive council is responsible, in general, for undertaking all other acts leading to the accomplishment of the *Ordem's* duties and making deliberations on all matters that are not within the exclusive competence of the other bodies.
- 3-The board of directors must develop and approve its internal regulation.
- 4 - The directive council may empower the *Bastonário* with the competences to authorize expenses, payments and to conclude and alter contracts, with the faculty of sub-delegation on the other members of the directive council.
- 5 - The directive council may also delegate competences to address specific issues to any of its members.

## **Article 32**

### **Functioning**

- 1-The directive council can only deliberate with the presence of at least four of its members, one of them being the president, or the vice president.
- 2-The directive council must meet every two weeks and whenever its president convenes it.



## SUBSECTIONVII

### Disciplinary Council

#### Article33

##### Disciplinary Council

1-The disciplinary council is composed by five members, one as President and four members.

2-Along with the effective members, two substitutes will be elected to replace them, in the same order of seniority, in case of permanent impediment or vacancy of the position.

3 - Permanent impediment will be considered as unjustified absence on two consecutive meetings of the disciplinary council.

#### Article 34

##### Competence

1 - The disciplinary council is an independent body in the exercise of its functions, which is responsible:

- a) To judge, in the first instance, disciplinary infractions committed by statutory auditors and trainee members;
- b) Provide an opinion on complaints from companies or other entities to which the statutory auditors provide services on matters related to the exercise of their functions;
- c) To carry out the investigations expressly established in the current Statute or any other requested by the other bodies;
- d) Propose to the directive council the legislative or administrative measures aimed at filling gaps or gaps or to interpret the matters within its competence.

2 – The disciplinary council must prepare and approve its own regulations.



## **Article 35**

### **Functioning**

- 1-The disciplinary council meets when convened by the president and may only deliberate in the presence of the president and a minimum of two of its members.
- 2-The disciplinary council may be represented by legal counsel in the performance of its duties.

## **SUBSECTION VIII**

### **Fiscal board**

## **Article 36**

### **Fiscal council**

- 1-The fiscal council is composed by a president and two members, one of which is a statutory accountant.
- 2-A substitute shall be elected along with the effective members and shall replace them in case of permanent impediment or vacancy of the position.
- 3 – It is considered a permanent impediment when an unjustified absence or to three consecutive meetings of the supervisory council or two consecutive sessions of the representative assembly occur.
- 4-The auditing council may only deliberate with the presence of its president and of at least one of its members.
- 5 - The supervisory council meets ordinarily once a quarter and extraordinarily whenever the president or the two members jointly convene it.
- 6 - The president shall be responsible on coordinating the work of the supervisory council, and without prejudice to the members of this council, jointly or separately, proceeding with the acts of verification and inspection they consider necessary for the fulfillment of their supervisory obligations.





## Article 37

### Competence

1-The supervisory council is responsible for:

- a) Supervise compliance with the law, statutes, and regulations, as well as the deliberations of the assemblies;
- b) Supervise the management and functioning of the *Ordem*;
- c) Elaborate a report on its supervisory activities and issue an opinion on the report and accounts for each accounting period, to be presented up to 15 days prior to the representative assembly to approve the accounts;
- d) Convene the representative assembly when the respective board fails to do so, being bound to convene it.

2-The supervisory board must elaborate and approve its regulations.

3-For the fulfillment of their functions, the members of the supervisory board may, jointly or separately, attend the meetings of the directive board whenever they deem convenient.

4-The members of the supervisory board are also required:

- a) To participate in the meetings of the fiscal council, as well as in the meetings of the directive council when convened by its president or in which the accounts of the fiscal year are examined;
- b) To inform the directive council of the verifications and diligences they have made and their results;
- c) To inform, in the first representative meeting that is held, of all irregularities and inaccuracies verified by them, and also, if they have not obtained the clarifications that they require for the performance of their duties;
- d) Request that a representative assembly be convened whenever in the exercise of their functions they become aware of facts or occurrences that, constituting serious irregularities, endanger the suitability or prestige of the *Ordem*.



## CHAPTER II

### Internal referendums

#### Article 38

##### Object

1-The Order may promote, on a national level, the holding of internal referenda for its members, with a binding, to submit to vote the issues that the directive council, after obtaining a favorable opinion from the superior council, considers sufficiently relevant to the exercise of the profession

2 - The issues must be formulated clearly and susceptible to a "yes" or "no" answer.

#### Article 39

##### Organization

1 - It is the responsibility of the directive council, after consulting the higher council, to determine the date of the internal referendum and organize the respective process to be presented to the representative assembly.

2 – The content of the issues to be put to internal referendum shall be disclosed to all members of the *Ordem* and may be object of clarification and debate meetings, with no deliberative character, held at the headquarters and in the regional services.

3 – Without prejudice to the provisions of the following paragraph, proposals to amend the issues submitted to internal referendum, shall be written to the directive council during the period of clarification and debate, and the respective signatories shall be duly identified.

4 - Internal referendum proposals subscribed by a minimum of one tenth of the statutory auditors in full exercise of their rights may be not subject to amendment.

#### Article 40

##### Effects

1- The binding effect of the internal referendum is dependent on the number of votes being more



than half of the statutory auditors in full exercise of their rights.

2 - The results of internal referenda will be announced by the Directive Council after the counting of all votes.

### CHAPTER III

#### Scope of Statutory Auditors' Activities

#### SECTION I

#### Functions

#### SUBSECTION I

#### Public Interest Function

#### Article 41

##### **Proper acts of statutory auditors and statutory audit firm in the exercise of public interest duties**

1- The following are the proper and exclusive acts of statutory auditors and audit firms when carrying out the following public interest duties:

- a) To audit accounts, under the terms defined in the following Article;
- b) The exercise of any other duties that by law require the separate and autonomous intervention of statutory auditors regarding certain financial facts of companies or other entities.

2 - The acts of statutory auditors and statutory audit firms are also those inherent to any other duties of public interest that are attributed exclusively to them by law.

3 - The individuals exclusively responsible for the guidance and direct execution of the public interest duties provided by the present Statute must be statutory auditors in accordance to paragraph 1 of Article 49.

#### Article 42

##### **Auditing accounts**

The activity of auditing accounts includes examinations and other services related to the accounts of companies or other entities carried out in accordance with international auditing and international quality control standards and other related standards, to the extent that they are relevant to the statutory audit, including:



- a) The legal auditing of accounts, carried out in compliance with a legal or statutory provision;
- b) Voluntary auditing of accounts, carried out in compliance with a contractual obligation;
- c) Related services to those referred to in the previous paragraphs, whenever they have a specific or limited purpose or scope.

### **Article 43**

**Revoked**

### **Article 44**

**Revoked**

### **Article 45**

#### **Legal certification of accounts**

- 1 - Upon completion of the statutory audit, it will be issued a legal certification of the accounts, according to legal and regulatory terms.
- 2 - Notwithstanding the provisions of paragraph 4, the legal certification of accounts is elaborated in writing and must:
  - a) Identify the entity whose accounts were subject to legal audit, specifying the accounts and the date and period to which they relate and identifying the financial reporting structure used in their elaboration;
  - b) Include a description of the scope of the statutory audit that identifies, by at least, the auditor standards in accordance under which it was performed;
  - c) Include an audit opinion, which may be issued with or without qualification, or may constitute an adverse opinion or a disclaimer of opinion, and clearly present the statutory auditor's opinion on:
    - i) Whether the accounts give a true and appropriate picture in accordance with the applicable financial reporting structure;
    - ii) If applicable, whether the accounts comply with the applicable legal requirements;
  - d) describe any other matters to which the statutory auditor or audit firm should draw attention by means of emphasis without qualifying the audit opinion;
  - e) Include, based on the work performed during the statutory audit:



- i) To issue an opinion on the consistency of the management report with the financial statements of the same period and its elaboration in accordance with the applicable legal requirements; and
- ii) Statement as to whether material inaccuracies were identified in the management report and, if so, details of the nature of such inaccuracies;
- f) include a statement of any possible material uncertainty related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern;
- g) Identify the location where the statutory auditor or audit firm is established;
- h) If applicable, provide an opinion on the content of the corporate governance report.

3 - The legal certification of accounts of public interest entities shall also include the additional elements foreseen in the European Union legislation regarding the legal auditing of accounts.

4 - The statutory auditor must not issue an audit opinion and must declare, in a substantiated manner, the impossibility of issuing a legal certification of accounts when it concludes that it is non-existent, significantly insufficient, or that it has omitted matters of appreciation, and may only issue the legal certification of accounts at a later date if the accounts are, in the meantime, made available and the inadequacies that are identified at the time of issuing the statement of impossibility are overcome.

5 - The legal certification of accounts does not include an assurance as to the viability of the audited entity in the future, or to the efficiency or effectiveness with which the board of directors has carried out the activities of the audited entity.

6 - In its opinion concerning the consistency between the management report and the accounts required under paragraph 2(e), the statutory auditor or audit firm shall consider the consolidated accounts and the consolidated management report, and where the annual accounts of the parent company are attached to the consolidated accounts, the legal account certifications required by this directive may be submitted jointly.

7 - Statutory auditors and audit firms carry out statutory or voluntary audits in accordance with international auditing standards adopted by the European Commission, except when:

- a) the audit concerns a matter that is not regulated by an international auditing standard;
- b) the imposition of additional audit procedures or requirements derives from specific legal requirements or the extent necessary to enhance the credibility and quality of the accounts.

8 - In the situations referred to in the previous number, national regulations on auditing may be issued.

9 - Until they are adopted by the European Commission, the international auditing standards are



applicable directly.

10 - Following the exercise of the voluntary revision, an audit report is issued, to which the provisions of paragraphs 2 and 4 apply.

## Article 46

### Statutory Audits of consolidated account

1-In the case of statutory audit of the consolidated accounts of a group of companies:

- a) The group's statutory auditor has entire responsibility for the legal certification of the consolidated accounts, and, when applicable, the certification and the report, respectively mentioned in Articles 10 and 11 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014;
- b) The group auditor evaluates the audit work performed by auditors or audit entities from member states or from third countries or by a statutory auditor or audit firm for the purposes of the group audit, and documents the nature, timing and extent of their involvement in the work, including, where applicable, the group auditor's review of the relevant parts of their audit documentation;
- c) the group auditor verifies the audit work performed by one or more member state or third country auditor(s) or audit entity(ies) or by one or more statutory auditor(s) and audit firm(s) for the purpose of the group audit and documents such verification;
- d) The group's statutory auditor ensures consistency of the requirements applicable to the auditors of the group's components, particularly with regard to their independence, providing indications of the requirements to be fulfilled for the purposes of the audit of the consolidated accounts whenever these are more demanding in Portugal.

2-The documentation retained by the group's statutory auditor under the previous paragraph must be adequate to enable the *Ordem* or the *CMVM*, as applicable, to verify the work of the group's statutory auditor.

3-For the purposes of paragraph 1, point (c), the group auditor shall require the agreement of the persons referred to therein to the provision of the relevant documentation during the audit of the consolidated accounts as a condition for being able to rely on the work of such persons.

4- If the statutory auditor of the group is unable to comply with point (c) of paragraph 1, it shall take appropriate action, which may include, if necessary, carrying out additional statutory audit



work on the entities under its control within the meaning of point (a) of Article 2(1) of Decree-Law No 158/2009 of 13 July 2009, as amended by Decree-Law No 98/2015 of 2 June 2015, either directly or by subcontracting such tasks, and shall inform the CMVM or the *Ordem*, as applicable.

5-The *Ordem* and the CMVM may, in accordance with their supervisory powers, request additional documentation on the audit work carried out by one or more statutory auditors or audit firm for the purposes of group audit.

6-If a parent company of a group of entities or entities under their control, as defined in Article 2(1)(a) of Decree-Law no. 158/2009, of 13 July, as amended by Decree-Law no. 98/2015, of 2 June, are audited by one or more auditors or audit entities from a third country, the CMVM may request the relevant authorities of that third country to provide additional documentation on the audit work performed by them, under the existing cooperation protocol.

7-In the absence of the referred protocol in the previous paragraph, the group's statutory auditor is also responsible to ensure the delivery, when requested, to the CMVM, of additional documentation regarding the audit work carried out by the third country auditor or audit entity, in particularly the working papers relevant for the group's audit.

8-In the cases mentioned in the previous paragraph the group auditor:

- a) Retains a copy of the documentation; or
- b) Agrees with the third country auditor or audit entity to access such documentation without restriction or other appropriate measures.

9-If there are legal or other impediments to the provision of audit working papers from a third country to the group auditor, the documentation retained by the group auditor should include evidence that he or she has taken reasonable care to obtain access to the audit documentation and, in the case of an impediment other than one arising from the law of the third country concerned, evidence of such an impediment.

## **Article 47**

### **Reports**

Following the exercise of functions of public interest, a report is issued where:

- a) Describes the nature and extent of the work carried out, as well as its conclusion;
- b) is written in a clear and unambiguous language; and
- c) elaborated according to the standards related to the auditors in force.



## **SUBSECTION II**

### **Other Functions**

#### **Article 48**

##### **Other functions**

The following activities also constitute duties of statutory auditors, outside the scope of public interest functions:

- a) Teaching;
- b) Members of audit committees and supervisory or oversight boards of companies or other entities;
- c) Consulting and other services in the scope of matters inherent to their professional training and qualification, namely valuations, expert examinations and arbitration, reorganization and restructuring studies, financial and restructuring of companies and other entities, financial analysis, economic and financial feasibility studies, professional training, studies and opinions on accounting matters, review of tax returns, studies, opinions and other support and advice on tax and para-fiscal matters and the review of environmental and sustainability reports, provided they are performed with hierarchical and functional autonomy;
- d) Insolvency administrator and liquidator;
- e) Administrator or manager of companies held by statutory audit firms.

## **SECTION II**

### **Forms of exercising the functions and area of performance**





## Article 49

### Modalities

1-The Statutory Auditor carries out the duties contemplated in the current Statute in a completely functional and hierarchical independence regime concerning the companies or other entities to which he or she provides services, and may exercise his or her activity in one of the following situations:

- a) On an individual basis;
- b) As a partner in a statutory audit firm;
- c) Under an agreement with an individual statutory auditor or an audit firm.

2 - For the purposes of the provisions of the present Statute, statutory auditors or partners of firms of statutory auditors are considered to exercise the duties provided in this Statute, including the duties referred to in the preceding Article, on an exclusive dedication basis when they are not simultaneously bound to another company or entity by an employment contract or another bond that implies some form of hierarchical subordination, outside the scope of the referred duties.

3-Statutory auditors whose activity is carried out in accordance with paragraph 1(c) may perform the duties contemplated in these Statutes on a non-exclusive basis for a maximum period of three years from the date of execution of the first service provision contract.

4-The contract referred to in paragraph 1 c) must be previously registered in the *Ordem*, respecting, where applicable, the provisions of paragraph 2 of Article 53.

5 - Only statutory auditors who perform the duties contemplated in this Statute on exclusive dedication basis, as well as audit firms in which all members are on such a condition may contract statutory auditors under (c) of paragraph 1.

6 - The Statutory Auditor must inform the *CMVM*, under the applicable regulations, of the of his functions on an exclusive or non-exclusive dedication basis.

## Article 50

### Designation

1-The designation of a statutory auditor or an audit firm to carry out the statutory audit of the accounts of any entity is the responsibility of the respective general meeting or to whoever, under the terms of the applicable legal provisions, has been attributed the competence to do so, provided that the independence of the statutory auditor or audit firm from the executive



members of the management body of the audited entity is ensured.

2 - The conditions set out in European Union law apply to the designation of statutory auditors by public-interest entities.

3 - Contractual clauses restricting the choice of a statutory auditor or an audit firm to carry out the statutory audit by the general meeting or competent body of the audited entity, pursuant to paragraph 1, to certain categories or lists of statutory auditors or audit firms are null and void.

4-The designation of a statutory auditor or an audit firm to carry out the statutory audit of the accounts of any entity and its registration in the competent registry office is only effective after the express written acceptance of that function by the appointed statutory auditor or audit firm.

5 - The acceptance foreseen in the previous number occurs within a maximum of 30 days from the date of the communication of the appointment of the Statutory Auditor.

6 - For the effects of the previous number, the audited entity must communicate its designation to the Statutory Auditor within a maximum of five days.

## **Article 51**

**Revoked**

## **TITLE II**

### **Professional Statute**

#### **CHAPTER I**

#### **Rights and Duties**

##### **SECTION I**

##### **Specific rights and duties**

## **Article 52**

### **Specific rights and duties**

1 –Revoked.

2 -In the exercise of any other functions of public interest that by law require own and autonomous intervention of statutory auditors, where there is an obligation to issue certifications or reports, they must comply with the auditing standards in force that are



applicable in the case.

3-In the exercise of functions of public interest, the statutory accountant may request from third parties information on contracts and account movements between them and the companies or other entities where he/she performs functions arising from purchases, sales, deposits, liabilities for acceptances and guarantees or any other operations.

For this purpose, he must simply invoke his professional capacity, which may be proven, if necessary, by the presentation of his professional license.

4-In the cases of no response within 30 days, or an inadequate one, the Statutory Auditor may directly examine the writing and documentation of the requested company or entity, although limiting the examination to the requested elements.

5-If the action referred to in the previous paragraph is rendered difficult, the Statutory Auditor may request in writing that the same information be obtained through a legally competent entity, which, for this purpose, charges a fee to the company or other entity requested.

## SECTION II

### Contracts

#### Article 53

##### Contractual relationship

1-The statutory auditor may only audit accounts after the conclusion, within the maximum period for acceptance of appointment provided for in Article 50(5), of a written contract for the provision of services, according to the model established by the *Ordem*.

2- The statutory auditor may only exercise other functions of public interest after signing a written contract for the provision of services, which should take place within a maximum period of 15 days from the date of acceptance of the proposal to provide services.

3 - In the case of auditing accounts, the contract is concluded, at least, at the time of the initial appointment of the statutory auditor, at the renewal of the mandate, and whenever a change in circumstances justifies a change in the terms of the work.

4- The invalidity of the contract due to non-compliance with the written form cannot be enforced



against third parties acting in good faith.

## **Article 54**

### **Immovability and rotation**

1-The statutory auditors designated to carry out the statutory audit of the accounts are not removable before the end of the term of office or, in the absence of such an indication or contractual provision, for terms of four years, except with his/her express written agreement, or upon justifiable cause as provided for in the Commercial Companies Code and in the legislation for other companies or other entities.

2- In the public interest entities, the maximum period for the performance of statutory audit duties by the partner responsible for the guidance or direct execution of the statutory audit is seven years as of his first appointment, and he may be reappointed after a minimum period of three years has elapsed.

3- In public interest entities, the initial term of office for the statutory auditor may not be less than two years, and its maximum duration is 10 years.

4-Revoked.

5-Revoked.

6-Revoked.

7- A Statutory Auditor who carries out Statutory Audit work for a Public Interest Entity establishes an appropriate gradual rotation mechanism of senior management involved in the Statutory Audit, which includes at least:

- a) Persons registered as statutory auditors;
- b) People who perform duties involving the coordination of the work plan, revising the work and managing the relationship with the client;
- c) The work quality control reviewer; and
- d) The Statutory Auditor's specialists or experts performing functions equivalent to those described under (b).



8 - For the purposes of paragraphs 2 and 3, the count of deadlines shall be calculated from the first financial year covered by the contractual tie under which the statutory auditor or audit firm was appointed for the first time for the consecutive statutory audits of the same public-interest entity.

9-Where the statutory auditor or audit firm has performed audit duties since a date prior to the year of recognition of the audited entity as a public-interest entity, the duration of the provision of audit duties for the purposes of paragraphs 2 and 3, begins from the date of recognition of the audited entity as a public-interest entity.

10- For the purposes of paragraphs 2 and 3, in the event of uncertainty as to the date on which the statutory auditor or audit firm began carrying out the statutory audit of a given public interest entity, the statutory auditor or audit firm shall promptly report such uncertainty to the CMVM, which is responsible for determining the relevant date.

## Article 55

### Additional duties

1 - Companies or other entities that sign contracts with statutory auditors for the provision of services related to the exercise of public interest functions are obliged to inform the *Ordem* within 30 days after the contract is signed:

- a) the name of the statutory auditor or the name of the audit firm; and
- b) The nature and period of service.

2 - The termination of the contract by the entity to which the statutory Accountant renders services must be communicated to the *Ordem* and the CMVM within 30 days of the termination, indicating the reasons therefor.

3- If the termination referred to in the previous number is based on a fact attributable to the statutory auditors, the *Ordem*, concluding that there are no grounds for such, must judicially obtain a declaration of lack of grounds for the termination of the contract.

4- In the case of a public-interest entity, the following entities may file a lawsuit for dismissal with cause of the statutory auditor or audit firm carrying out the statutory audit:

- a) The shareholder, or group of shareholders representing 5 /prct. or more of the voting rights or capital stock;
- b) The audited entity's supervisory body;
- c) The CMVM.



## **Article 56**

### **Provision of information by statutory audit firms**

At the request of the companies or other entities, with whom there are service agreements, the statutory audit firm will provide free of charge:

- a) a true and up-to-date copy of the respective statutes;
- b) a certificate issued by the *Ordem* providing that it is in full capacity for the professional exercise.

## **Article 57**

### **Communication duties**

1- Statutory auditors must communicate to the *Ordem*, within 30 days, the start and cease of all service provision contracts related to the exercise of public interest functions.

2- Statutory auditors must provide the *Ordem*, according to the conditions that may be established by the directive council, information on the professional activity performed annually, including the identification of the clients, the characterization of the functions, the account certifications issued, the fees invoiced and the period to which they refer.

## **SECTION III**

### **Fees**

## **Article 58**

### **Fees and reimbursement of expenses**

1- The performance by the statutory auditor of the duties provided under this or other legal diplomas confers the right to fees, paid by the company or other entity to which they provide services, under the terms established in the respective contracts.

2 - In addition to fees, statutory auditors are entitled to a reimbursement by the companies or other entities to which they provide services, for traveling and accommodation expenses and any other expenses incurred in the performance of their duties.



## **Article 59**

### **Fees**

1- Revoked.

2- When performing public interest functions, the fees of a statutory auditor cannot jeopardize its professional independence and the quality of its work, nor be influenced or determined by the provision of additional services to the audited entity, nor be in kind, contingent or variable depending on the results of the work performed.

3- In the exercise of public interest functions, the fees are fixed between the parties, considering, among other things, criteria of reasonableness that consider, in particular, The nature, extent, detail and time of the work required to perform a service according to the rules regarding auditors and the applicable ethical principles.

## **SECTION IV**

### **Professional license**

## **Article 60**

### **Professional License**

1-The statutory auditor is entitled to a professional license according to a format approved by the directive council, which is proof of its quality and registration in the statutory auditors list.

2-The evaluation of a suspension or voluntary cancellation process requires the previous devolution of the professional license.

3-In the case of compulsory suspension or cancellation, the professional license must be returned within a maximum period of eight days from notification of the final decision in the case and, in any other cases, from notification to this effect to the Statutory Auditor by registered letter with receipt notice.

4-The trainee members have the right to a license model that can be approved by the directive council, which is returned in case of interruption, withdrawal, exclusion or termination of the traineeship.



5 - Honorary members have the right to a model license and under conditions, which shall be approved by the directive council.

6-In case of refusal of the license return, the Ordem may proceed with the respective judicial seizure.

7 – In case of re-registration, a new license will be issued.

## SECTION V

### Duties

#### Article 61

##### General Duties

1-The members of the *Ordem* must contribute to the prestige of the profession by carrying out their duties zealously and competently, avoiding any action that is contrary to the dignity of the profession.

2-Statutory auditors and audit firms must exercise their professional activity with independence, responsibility, competence and courtesy, according to the law and the applicable regulations, the auditing standards in effect as well as the rules on information, publicity and professional secrecy, while respecting, among others, their clients, their colleagues and the *Ordem*, adopting a conduct that does not jeopardize the quality of the work carried out or the prestige and good name of the profession.

3-The statutory auditors attend appropriate programs of continuous training promoted by the *Ordem* or approved by the same, under the terms established in the training regulations, in order to ensure a sufficiently high continuous level of theoretical knowledge, professional qualification and ethical values.

4-Notwithstanding the supervisory powers legally attributed to the *CMVM*, the *Ordem* may, for reasons of deontological and disciplinary nature, consult the accounting or account books and professional documentation, upon notification, through the directive council or the disciplinary





council.

5-The statutory auditors and the statutory audit firms are to provide their clients, preferably through their own website, the information provided for in Article 20 of Decree-Law No. 92/2010, of 26 July, amended by Decree-Law No. 92/2013, of 11 July, Decree-Law No. 127/2013, of 30 August, and Decree-Law No. 10/2015, of 16 January, in all aspects that are not contrary to the specificities of the Decree-Law 92/2013, of 11 July, 127/2013, of 30 August, and 10/2015, of 16 January, in all matters that do not conflict with the specificities of the profession.

6 - The information referred to in the previous number must be stored for a period of five years.

## **Article 62**

### **Duty to prepare and disclose the transparency report**

1- The statutory auditors who carry out the statutory audit of public interest entities, provided for in article 3 of the Legal Framework for Audit Supervision, must publish the annual transparency report provided for in the European Union legislation, including the additional elements that may be established by the CMVM by regulation.

2-Whenever, the statutory auditor does not release the list of public interest entities for which he has performed statutory audits during the preceding financial year because it is necessary to mitigate an imminent and significant threat to the personal security of any person, he must communicate his decision in writing, with appropriate justification, to the CMVM at the latest at the time of disclosure of the report.

3-The signature on the transparency report can be electronic, as provided by law.

## **Article 63**

### **Revoked**

## **Article 64**

### **Professional address**

1-The members of the *Ordem* have their professional domicile at the place that is stated in the *Ordem*.

2-Members of the *Ordem* must notify it, within 30 days, any change of their professional address or of the professional address indicated pursuant to number 4 of Article 172.



3-The professional address shall not in any case assume the form of a post office box, P.O. Box, electronic mail address or equivalent.

4-Notwithstanding the provisions of the previous number:

a) All professional requests, communications and notifications or statements between the *Ordem* and the statutory auditor or the statutory audit firm, except those relating to disciplinary procedures, are made by electronic data transmission, through the *Ordem's* electronic one-stop shop accessible through its website;

b) The submission of documents in a simple form under the terms of the above paragraph exempts the remittance of the original documents, authentic, authenticated or certified, without prejudice to the provisions of subparagraphs a) and c) of paragraph 3 and paragraphs 4 and 5 of Article 7 of Decree-Law No. 92/2010 of July 26, as amended by Decree-Laws No. 92/2013 of July 11, 127/2013 of August 30, and 10/2015 of January 16;

c) When the provisions of paragraph a) cannot be complied with as a result of the unavailability of electronic platforms, as well as in cases where the interested party does not have the means to access them, the transmission of the information in question may be made by delivering it to the *Ordem*, by sending it by registered mail, by fax or by electronic mail;

d) The provisions of Article 5(d) and (e) and Article 7(1) of Decree-Law No. 92/2010, of 26 July, as amended by Decree-Laws No. 92/2013, of 11 July, No. 127/2013, of 30 August, and No. 10/2015, of 16 January, are also applicable to the procedures between the *Ordem* and the statutory auditor or the statutory audit firm.

#### **Article 64-A**

##### **A one-stopshop**

1 - The requests, communications and notifications or statements related to the profession, between the *Ordem* and the statutory auditor or the statutory audit firm, except those relating to disciplinary proceedings, are made by electronic transmission of data through the *Ordem's* electronic one-stop shop accessible through its website.

2- The submission of documents in a simplified form in accordance with the previous number exempts the submission of original documents, authentic, authenticated or certified, without prejudice to the provisions of paragraphs a) and c) of No. 3 and in paragraphs 4 and 5 of Article 7 of Decree-Law No. 92/2010 of July 26.



3 - When it is not possible to comply with the provisions of paragraph 1, due to the unavailability of electronic platforms, or in those cases where the interested party does not have the means to access them, the information in question may be transmitted by delivery to the *Ordem*, by registered mail, by fax or by electronic mail.

4-The provisions of paragraphs d) and e) of article 5 and of article 7(1) of Decree-Law No. 92/2010, of July 26, are also applicable to the proceedings between the *Ordem* and the statutory auditor or the statutory audit firm.

5-In order to access the electronic one-stop-shop, the following electronic authentication means should be used: citizen card and mobile digital key, with the possibility of using the Professional Attributes Certification System, as well as the eID means issued in other Member States recognized for this purpose under the European Union legislation on electronic identification and trust services.

## **Article 65**

### **Observance of the *Ordem's* standards, notices and determinations**

1-The members of the *Ordem* have the obligation to observe the rules, notices and determinations issued by it.

2-The lack of response from a member of the *Ordem*, within 20 days, to two notifications, having an interval between them of at least 20 days and issued by registered letters with acknowledgement of receipt, in relation to the fulfillment of professional obligations, constitutes grounds for the initiation of disciplinary proceedings.

## **Article 66**

### **Performance of positions through election or designation by the *Ordem***

1-The statutory auditors must perform the duties to which they are elected and accept the positions to which they are designated by the *Ordem*, unless there is a compelling justification.

2-The non-compliance by statutory auditors of their obligations related to the exercise of positions in the *Ordem's* bodies or others to which they have been elected or appointed by the *Ordem* leads to their dismissal from the respective positions, without prejudice to the corresponding disciplinary procedure.

3-In the circumstances foreseen in the previous number, it is up to the organ responsible for the



designation for the position to decide on the dismissal.

## **Article 67**

### **Performance of professional functions by designation of the *Ordem***

- 1 - The statutory auditors must perform the professional duties for which they are designated by the *Ordem*, unless there is any disqualification or impediment.
- 2-The designation shall be made from among those who express interest in performing the duties and, in the absence thereof, by drawing lots.
- 3-The designation by lottery under the terms of the previous number is subject to just cause, to be considered by the disciplinary council.

## **Article 68**

### **Payment of subscriptions, fees emoluments, and fines**

Members of the *Ordem* must pay the subscriptions, fees and emoluments fixed by the representative assembly, as well as the fines imposed on them by the competent body, on the prescribed dates and in the prescribed manner.

## **Article 69**

### **Quality control**

- 1-The statutory auditors and the statutory audit firms are subject to quality control, which is carried out by the *Ordem*, under the supervision of the CMVM, regarding auditors who do not carry out statutory audits of public interest entities, in accordance with the applicable law.
- 2-The quality control of the activity performed by statutory auditors and audit firms in relation to public interest functions must be carried out in accordance with an annual plan.



3-The quality control of the activity performed by statutory auditors in relation to non-public interest functions, excluding teaching, consists essentially in verifying compliance with the applicable law and regulations.

4-Besides the quality controls provided for in the annual plan, statutory auditors and audit firms that, in the course of their professional activity, are also subject to control by decision of the executive board:

- a) Show clear inadequacy of human and material resources used, considering the amount of services provided;
- b) Show significant signs of non-compliance with legal norms or regulations or auditing norms in effect.

5-For the purposes of paragraph b) of the preceding number, it is presumed that there is strong evidence of non-compliance with auditing standards when the time spent carrying out the service or the fees charged by the statutory accountants are significantly lower than those that would result from the application of the criteria established by Article 59.

## **Article 70**

### **Professional skepticism**

1-The Statutory Auditor or the Audit Firm maintains professional skepticism throughout the entire audit process, recognizing the possibility of material misstatement due to facts or behavior indicating irregularities, including fraud or error, regardless of the Statutory Auditor's or Audit Firm's past experience regarding the honesty and integrity of the audited entity's management and the people in charge of its governance.

2-The Statutory Auditor or the Audit Firm maintains professional skepticism in particular when reviewing management's estimates of fair value, asset impairment, provisions, and future cash flows relevant to the entity's operations as they continue to operate.

3- For purposes of this article, professional skepticism is defined as an attitude characterized by a critical spirit, attentive to conditions that may indicate possible misstatements caused by error or fraud, and a critical appraisal of audit evidence.

## **Article 71**



### **Independence duty**

1- In the course of their duties, and at least during the period covered by the financial statements to be audited and the period during which the statutory audit is carried out, statutory auditors, as well as any natural persons in a position to influence directly or indirectly the outcome of the statutory or voluntary audit, shall ensure their independence from the audited entity and shall not participate in the decision-making of the audited entity.

2 - The statutory auditors and audit firms must take all appropriate means to ensure that, in carrying out their tasks, their independence is not compromised by existing or potential conflicts of interest or business relationships or other direct or indirect relationships involving them and, where applicable, their Network, their managers, auditors, employees, any other natural person whose services are placed at the disposal or under the control of the Statutory Auditor or the Audit Firm, or any person directly or indirectly linked to the Statutory Auditor or Audit Firm by a control relationship.

3 - A statutory auditor or an audit firm cannot carry out a statutory or voluntary audit if there is a self-review threat, self-interest, advocacy, familiarity or intimidation created by financial, personal, business, employment or other relationships between the statutory auditor or audit firm his Network or any natural person in a position to influence the outcome of the Statutory Audit, and the audited entity, as a result of which a third party would have an objective, reasonable and informed conclusion, having regard to the safeguards in place, that the Statutory Auditor's or Audit Firm's independence is compromised.

4-The Statutory Auditors and Audit Firms, their main Partners, their employees and any other natural persons whose services are at their disposal or under their control and who are directly involved in the statutory audit activities, as well as closely associated persons, may not hold or have any direct material economic interest or participate in transactions in any financial instruments issued, guaranteed, or otherwise supported by any audited entity which come within the scope of their statutory audit activities, with the exception of interests that they indirectly hold through diversified collective investment schemes, including funds managed such as pension funds or life insurance funds.

5-For the purposes of the provisions of the previous number, a person closely related to the entities referred to therein is understood to be:

a) The spouse or cohabitant, dependent descendants and other family members who cohabit with him/her for more than one year; or



b) Any entity directly or indirectly dominated by him or constituted for his benefit or of which he is also a director.

6-Statutory auditors and audit firms should register in the audit working papers all relevant threats to their independence as well as the safeguard measures applied to mitigate them.

7 - The persons referred to in paragraph 4 shall not participate in or in any way influence the outcome of the statutory audit of the accounts of a particular audited entity if:

a)hold financial instruments of the audited entity, with the exception of interests that they indirectly through harmonized collective investment schemes;

b) Hold financial instruments of any entity associated with an audited entity, whose ownership may cause or may be generally considered to cause a conflict of interest, except for interests;

c)Have had, during the period referred to in paragraph 1, an employment, commercial or other relationship with the audited entity, which may cause a conflict of interest.

8-The persons referred to in paragraph 4 may not request or accept pecuniary or non-pecuniary offers or favors from the audited entity or any entity associated with an audited entity unless an objective, reasonable and informed third party would consider their value insignificant or inconsequential.

9-If, during the period of the audited accounts, an audited entity is acquired by, acquires or merges with another entity, the statutory auditor or audit firm should identify and assess any current or recent interests or relationships, including the provision of separate audit services, with such entity that, taking into account available safeguards, might compromise the statutory auditor's independence and ability to continue the statutory audit after the effective date of the merger or acquisition.

10-Within a period of three months at the latest, the Statutory Auditor or the Audit Firm shall take all necessary measures to end any current interests or relationships that may compromise his independence, adopting, whenever possible, safeguards to minimize any threat to his independence posed by past and present interests and relationships.

11-The following terms and definitions shall apply for the purpose of this Article:

a) "Self-review risk" means when a Statutory Auditor, an Audit Firm, an entity within its Network or a Partner, manager or employee thereof participates in the preparation of the accounting records or accounts of the Audit Client;

b) "self-interest risk" means a situation in which the Statutory Auditor's or the Audit Firm's independence may be threatened by a financial or other self-interest conflict, e.g. due to a direct



or indirect financial interest in the client or over-dependence on the client's fees for statutory audit or other services.

## **Article 72**

### **Employment by audited entities of former statutory auditors or employees of statutory auditors or audit firms**

1-The Statutory Auditor or the main partner who carries out a Statutory Audit on behalf of an Audit Firm before a period of at least one year has elapsed or, in the case of a Statutory Audit of Public Interest Entities, a period of at least two years has elapsed since he ceased to be a Statutory Auditor or main partner responsible for the audit engagement, shall not:

- a) Hold relevant management positions in the audited entity;
- b) Be a member of the administration body of the audited entity;
- c) Be a member of the auditing body of the audited entity.

2-Employees and partners, other than the main partners mentioned in the previous paragraph, of a statutory auditor or an audit firm carrying out a statutory audit, as well as any other natural person whose services are placed at the disposal or under the control of such a statutory auditor or audit firm, may not, where they are registered as statutory auditors, undertake any of the duties referred to in the points of the previous paragraph until at least one year has elapsed after they have been directly involved in the aforementioned statutory audit work.

## **Article 73**

### **Evaluation of the conditions for statutory audits**

Prior to accepting or continuing an audit assignment, the statutory auditor or audit firm evaluates and documents the following:

- a) Whether it fulfills the legal requirements for independence;
- b) Whether there are threats to its independence, as well as the safeguards applied to limit those risks;
- c) whether it has the competent staff, time and resources necessary to carry out the audit in an appropriate manner;
- d) in case of an audit firm, whether the main audit partner responsible for the audit has been





approved as a statutory auditor in the Member State requiring the statutory audit.

## **Article 74**

### **Internal organization of statutory auditors**

1-The Audit Firms set up appropriate policies and procedures in order to ensure that their partners as well as the members of the administrative and supervisory bodies of such a firm or an affiliate do not intervene in the execution of a statutory audit in any way which jeopardizes the independence and objectivity of the statutory auditor and other personnel involved in the statutory audit.

2-The statutory auditors and the audit firms shall adopt:

- a) appropriate administrative and accounting procedures;
- b) internal quality control mechanisms that ensure compliance with the decisions and procedures at all levels of the audit firm or the statutory auditor's work structure;
- c) effective risk assessment procedures and effective control and safeguarding arrangements for their information processing systems.

3-Statutory auditors and audit firms establish adequate policies and procedures in order to ensure that their employees and any other natural persons whose services are placed at their disposal or under their control and who are directly involved in audit activities have adequate knowledge and experience to perform the duties entrusted on them.

4-The statutory auditors and the audit firms shall establish adequate policies and procedures to provide for the outsourcing of main audit tasks in a way that does not adversely affect the quality of the statutory auditor's or audit firm's internal quality control and the ability of competent authorities to supervise the statutory auditor's or audit firm's compliance with their legal and statutory obligations and that any outsourcing of audit tasks is without prejudice to the statutory auditor's or audit firm's liability towards the audited entity.

5-The statutory auditors and audit Firms establish adequate and efficient internal organizational mechanisms to prevent, identify, eliminate or manage and disclose any threats to their independence.

6-The statutory auditors and audit firms must establish appropriate policies and procedures for the conduct of statutory audits, the supervision, guidance and verification of the activities of their employees, and the organization of the audit file structure referred to in Article 75.

7-The statutory auditors and audit firms must establish internal quality control systems to ensure the



quality of the audit, including in particular compliance with the provisions of the previous paragraph, whereby the responsibility for the internal quality control system of the audit firm must be entrusted to a person who is a qualified statutory auditor.

8–The statutory auditors use adequate systems, resources and procedures to ensure:

- a) the continuity and regularity of the performance of their statutory audit activities; and
- b) compliance with the laws and regulations applicable to them.

9-The statutory auditors and audit firms establish adequate and efficient organizational and administrative mechanisms to manage and record incidents that have or could have serious consequences on the integrity of the audits they perform.

10-The statutory auditors and audit firms shall adopt appropriate remuneration policies, including profit distribution policies, providing sufficient performance incentives to ensure the quality of the audit. In particular, revenues that statutory auditors or audit firms derive from the provision of non-audit services to the audited entity should not be an element or criteria for the performance appraisal and remuneration of any person who may influence the conduct of the audit.

11-Statutory auditors and audit firms shall monitor and evaluate the adequacy and effectiveness of their systems, internal quality control mechanisms and other arrangements established in accordance with legal requirements and they shall respond appropriately to address any deficiencies. For that purpose, statutory auditors and audit firms shall annually review the internal quality control systems referred to in paragraph 7 and shall keep records of the results of those reviews and of any actions proposed to modify the internal quality control system.

12-The policies and procedures referred to in this Article are documented and communicated to the statutory auditor's or audit firm's employees.

13 - The statutory auditors will take into consideration the scale and complexity of their activities for the purposes of compliance with the requirements set forth in this Article, demonstrating to the *Ordem* or *CMVM*, as applicable depending on who requests it, that the policies and procedures designed to ensure such compliance are adequate to such scale and complexity.

14 - In the legal and voluntary auditing of small companies that are not public interest entities, the statutory auditor may define specific simplified internal procedures, specifically concerning the processes aimed at fulfilling the duties prescribed in the previous numbers, which will be verified by the *Ordem*, at the request of the statutory auditor.

15 - The Statutory Auditor establishes appropriate procedures for its employees to notify internal



violations through a specific channel.

## Article 75

### Work Organization

1 - For the purposes of legal or voluntary audits, the audit firm designates at least one lead partner, who is selected in accordance with its quality assurance, independence, and competence criteria, and provides it with adequate resources and sufficient staff with the necessary skills and competence to adequately perform its duties.

2 - The main partner is responsible for the directed guidance and execution of the audit, and must actively participate in its execution.

3 - In voluntary audits, the main partner may be replaced by a statutory auditor exercising functions in the audit firm pursuant to Article 49(1)(c).

4 - When carrying out a public interest role, the statutory auditor devotes sufficient time and resources to his work to enable him to perform his duties properly.

5 - The statutory auditors and the statutory audit firms must keep a register:

a) Of all breaches of the legal rules on statutory audit, including those arising from Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, where applicable, except for minor breaches;

b) any possible consequences of breaches, including measures taken to address such breaches and to modify the internal quality control system.

6 - The statutory auditors and the audit firms must prepare an annual report with a summary of the measures adopted, under the terms of paragraph b) of the previous number, which is communicated internally.

7 - When the statutory auditors or the statutory audit firms require an opinion from external experts, they must document the request submitted and the opinion obtained.

8 - The statutory auditors and the audit firms maintain a record of clients, including the following data regarding each audit client:

a) Name, address and business location;

b) In the case of statutory audit firms, the names of the partner or of principal partners;

c) Contracted and charged fees for statutory audit and other services in each accounting year;

d) Date on which began to perform the legal reviews of client accounts;

e) If applicable, information on the group to which the client belongs, including at least the



information on its parent company and entities under its control.

9 - The statutory auditors shall organize an audit file for each legal or voluntary audit, in accordance with the auditor's norms in force, including at least:

- a) The documented elements pursuant to Article 73, and, when applicable, Articles 6 to 8 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014; and
- b) Evidence of the performed work and any other documents that are important to substantiate the legal certification of accounts and other audit reports, as well as, if applicable, those referred to in Article 11 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014, in order to verify compliance with standards on statutory or voluntary audit and other applicable legal requirements.

10 - In the exercise of any other functions of public interest, the statutory auditors must organize archives of all the documentation that supports the work carried out and the conclusions obtained.

11 - The archives referred to in the previous numbers are to be closed up to 60 days after the date of the legal certification of accounts, of the auditing report or of the report, opinion or other document issued by the chartered accountant.

12 - The statutory auditors maintain records of all the written complaints.

## **Article 76**

### **Conservation period**

1 - Without prejudice to legal or regulatory stricter requirements, the statutory auditors shall keep in an archive for a minimum period of five years from the end of the period referred to in paragraph 11 of Article 75, the documents and information concerning the audit file and the file underlying the provision of other functions of public interest, including, specifically, those provided for:

- a) Article 4(3), Articles 6 and 7, Article 8(4) to (7), Articles 10 and 11, Article 12(1) and (2), Article 14, and Article 16(2), (3) and (5)11, Article 12(1) and (2), Article 14, and Article 16(2), (3) and (5) 11, Article 12(1) and (2), Article 14, and Article 16(2), (3) and (5) Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014; and
- b) Articles 45, 46, 73, 74 and 75 of the present Statute.

2 - The conservation duty is maintained:



- a) Whenever judicial, administrative or supervisory proceedings are in progress, until they are concluded;
- b) If the statutory auditor or the audit firm ceases its activity or in case of transfer of responsibilities or replacement of the statutory auditor or of the audit firm for the remaining period of five years.

## **Article 77**

### **Conditions for conducting statutory audits of public interest entities**

1 - Revoked.

2 - For the purposes of the fee limits for non-audit services as provided by the European Union legislation, services rendered to the public interest entity, its parent company or entities under its control by entities, headquartered in Portugal, of the network to which the statutory auditor is a member, are considered.

3 - Revoked.

4 - Revoked.

5 - Revoked.

6 - The statutory auditor or, when applicable, the statutory auditor of the group immediately informs the CMVM, under the applicable regulatory terms, when the total fees received from a public interest entity in each of the last three consecutive financial years is higher than 15% of the total fees received, further providing information on the measures adopted to ensure its independence and the decisions of the audited entity's supervisory body.

7 - For the effects of the previous paragraph, the CMVM may require, when necessary for the assessment of the independence of the statutory auditor or, if applicable, of the statutory auditor of the group, that the fees received from the public interest entity by all or some of the members, based in Portugal, which are part of the respective network, be included in the calculation of the 15% ratio.

8 - Revoked.

9 - Revoked.

10 - Revoked.

11 - Revoked.

12 - The statutory auditor providing non-audit services not prohibited by European Union law shall



organize a file containing:

- a) The approval of such services and respective grounds by the relevant supervisory bodies;
- b) The concluded contracts;
- c) The documentation supporting work performed and conclusion obtained; and
- d) The final result provided to the audited entity, or its parent company or entities under its control, as applicable.

13 - If the services described in the previous paragraph are provided by entities, based in Portugal, of the network to which the Statutory Auditor belongs, the Statutory Auditor ensures that this entity organizes a file that complies with the provisions of the previous paragraph.

14 - To the file mentioned in the previous numbers is applicable, with the proper adjustments, the provisions of article 76.

15 - Upon reasoned request by the statutory auditor or the audit firm, the CMVM may exceptionally authorize, for a period not exceeding two fiscal years, which the applicant may exceed the limits on fees for the provision of non-audit services provided for in the European Union legislation.

## **Article 78**

### **Preparation for statutory audit of public interest entities and assessment of threats to Independence**

1 - Prior to accepting or continuing a statutory audit work for a public-interest entity, the statutory auditor or the audit firm shall assess and document, in accordance with Article 73, the following elements:

- a) If it meets the requirements provided for in the previous Article;
- b) If the conditions of Article 54 are fulfilled;
- c) Notwithstanding the legal rules on money laundering and terrorist financing, the integrity of the management and supervisory body members of the public interest entity.

2 - The statutory auditor or the statutory audit firm:

- a) Confirms every year, via written document, to the supervisory body its independence regarding the audited entity, as well as that of its partners, senior managers and other managers who carry out the legal auditing of the accounts;
- b) Discuss with the supervisory body regarding the threats to its independence and the



safeguards applied to mitigate those threats, as they are documented under paragraph 1;

c) It reports annually to the supervisory body all non-audit services provided to the audited.

3 - The communications referred to in sub-paragraphs a) and c) of the previous number are made prior to the issue of the legal certification of accounts.

## **Article 79**

**Revoked**

## **Article 80**

**Revoked**

## **Article 81**

### **Information duties to the competent authorities**

1 - Without prejudice to other information duties, the statutory auditor or the audit firm carrying out the statutory audit of a public-interest entity must immediately communicate to the competent authorities in charge of the supervision of that public-interest entity any information concerning that entity and other entities included in its scope of consolidation of accounts of which they become aware during the course of the statutory audit and which may be relevant:

- a) A material breach of the laws, regulations or administrative provisions which, when applicable, set out the conditions for authorization or which specifically regulate the exercise of the activities of such a public-interest entity;
- b) A concrete threat or doubt regarding the continuity of the public interest entity's operations;
- c) a disclaimer of opinion regarding the accounts, the issuance of an adverse or qualified opinion, or the inability to issue a report.

2-The statutory auditors or the audit firms shall also communicate any of the information referred to in the paragraphs of the previous paragraph of which it becomes aware in the course of the statutory audit of an entity that has close links with the audited public-interest entity, it being understood that, for the purposes of this Article, the concept of "close links" has the meaning defined by point 38 of Article 4(1) of Regulation (EU) No 575/2013 of the European



Parliament and of the Council of 26 June 2013.

3-The statutory auditors or the statutory audit firms shall also immediately communicate to the CMVM any facts of which, in the exercise of their functions, they become aware, concerning the entities mentioned in the previous paragraphs, which, due to the seriousness thereof, are susceptible of affecting the regular functioning of the financial instruments markets.

4 - The authorities referred to in paragraphs 1 to 3 may request additional information from the statutory auditor or audit firm in order to ensure effective financial market supervision.

5 - An effective dialogue is established between the Insurance and Pension Funds Supervisory Authority, the Bank of Portugal and the CMVM, as well as the statutory auditors and audit firms carrying out the statutory audit of the accounts of public interest entities subject to supervision by those authorities, and all are responsible for the fulfillment of this requirement.

6 - The disclosure of good faith to the competent authorities, or to the European Systemic Risk Board (ESRB) and the Committee of European Audit Oversight Bodies (COSEA), by the statutory auditor or audit firm or the Network, if applicable, of any information under this Article shall not constitute a breach of any contractual or legally prescribed restriction on disclosure of information.

7 - The auditors and auditing entities from European Union member states, the European Economic Area and third countries, registered in Portugal, are subject to the duties established in the previous numbers.

## **Article 82**

### **Use of name and indication of quality**

1 - The statutory auditors practicing as individuals must act under their own name, and may not do so under a pseudonym or in an impersonal capacity.

2 - In all documents subscribed by a statutory auditor in the exercise of the functions contemplated in the present Statute, it must be stated his/her capacity, which may be expressed by the initials "ROC".

3 - Notwithstanding the provisions of the previous paragraph, whenever he exercises duties of public interest, the identification of the statutory auditor includes his registration number with the CMVM.





4-The failure to comply with the provisions in the previous numbers implies the annulment of the acts to which the documents refer and the sanctions foreseen in the law, without prejudice to the disciplinary action of the *Ordem*.

5 - All electronic documents that, under the terms of the present Statute and other applicable legislation, must contain the signature of the statutory auditor can be signed using a qualified electronic signature, which attests to the identity and professional quality of the signatory, under the terms of the law.

6 - For the purposes set out in the previous number, the qualified electronic signature of the mobile digital key or citizen card may be used, using the Certification System of Professional Attributes with the Citizen Card, pursuant to paragraph 2 of Article 51 of Law no. 2/2013, of January 10.

### **Article 83**

#### **Information and advertising**

The statutory auditor may disclose its professional activity in an objectively and truthful manner, in strict respect for the ethical duties, professional secrecy, and legal rules on publicity and competition, pursuant to these statutes.

### **Article 84**

#### **Professional secrecy**

1 - The statutory auditors cannot provide any information to companies or other public or private entities concerning facts, documents or other matters of which their knowledge has come to them through the provision of their services, except when required by law or authorized in writing by the entity to which they refer.

2 - Statutory auditors cannot provide to companies or other public or private entities any information concerning facts, documents or other matters which, due to a position held at the *Ordem*, any statutory auditor, bound by professional secrecy concerning the same information, has communicated to them.

3 - The duty of professional secrecy does not include:

- a) Communications and information from a member to other members;
- b) The communications and information of individual statutory auditors or members of audit



firms under a service agreement pursuant to Article 49(1)(c), and to their employees, as strictly necessary for the performance of their duties;

c) Communication and information between statutory auditors, in the context of the statutory audit of the consolidated accounts of companies or other entities, to the strictly necessary extent for the performance of their duties, and the statutory auditors must inform the administration, management, board of directors or management of the respective company or other entity of this fact;

d) any relevant communication and information concerning the audited entity that the Statutory Auditor or the Audit Firm that is replaced should make to the Statutory Auditor or the Audit Firm that replaces him/her;

e) The relevant communications and information made to the Audit Court and the Inspectorate-General of Finance, concerning the exercise of activities by the statutory auditor or statutory audit firm in public entities within the scope of the cooperation duty and under the terms to be established between the *Ordem* and those entities.

f) Communications and information to CMVM, in the exercise of its audit supervision duties, in particular those arising from the legal framework for audit supervision and Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014.

4 - Notwithstanding the data conservation duties, the statutory auditor or the audit firm shall also grant the new statutory auditor or the audit firm access to the additional reports and any information transmitted to the CMVM or to the *Ordem*, under the terms provided for in Article 18 of Regulation (EU) No. 537/2014, of the European Parliament and of the Council, of 16 April 2014.

5 - The duty of professional secrecy ceases when the defense of the dignity, rights, and legitimate interests of the statutory auditor or the auditing firm itself is at stake, upon previous authorization by the President of the *Ordem*.

6 - The statutory auditors that cease functions of public interest in a given entity remain bound to the duty of professional secrecy concerning the work carried out in the exercise of these duties.

7-Notwithstanding the following paragraphs, where a statutory auditor or audit firm carries out a statutory audit of an entity belonging to a group whose parent undertaking is located in a third country, the duty of confidentiality shall not prevent a statutory auditor or audit firm from disclosing to the group auditor or audit firm the relevant documentation concerning the audit work carried out to the group auditor located in a third country, if such documentation is required in order to carry out the audit of the consolidated accounts of the parent undertaking.



8 - The statutory auditors or audit firms carrying out the statutory audit of an entity that issued securities in a third country or is part of a group that issues consolidated accounts according to the law of a third country may only provide the competent authorities of the third countries concerned with the audit working papers, or other documents related to the audit of such entity that they hold, under the conditions established in Article 27 of the Legal Regime for Audit Supervision.

9 - The information transmitted to the group auditor located in a third country must comply with the applicable rules on personal data protection.

## **Article 85**

### **Search and apprehensions at statutory auditors' offices**

Without prejudice to the supervision competencies of the auditing activity legally attributed to the CMVM, which does not oppose professional secrecy, the provisions of Article 175 (5) and 180 (1) respectively, of the Code of Criminal Procedure apply to the searches and seizures in offices of statutory auditors and audit firms.

## **Article 86**

### **Complaint**

1-Without prejudice to the supervision competences of the auditing activity legally attributed to the CMVM, to which professional secrecy cannot be opposed, in the course of the investigations foreseen in the previous Articles, the statutory auditor or representative of the audit firm concerned or, in his absence, any member of his family, or employees present, as well as the representative of the Oremmay file a complaint.

2-Since the complaint is aimed at guaranteeing the preservation of professional secrecy, the judge must immediately suspend the diligence in relation to the documents or objects that are put in question, placing them in a sealed volume at the same time, without reading or examining them.

3-Justifications concerning claims must be made within five days and delivered to the court where the proceeding is held, and the judge must send them, within the same period of time, to the president of the Court of Appeals with his opinion and, if applicable, along with the volume referred to in the previous number.

4- The President of the Court of Appeal may, subject to secrecy, unseal the same volume and



returned sealed with his decision.

## Article 87

### Professional Liability Insurance

1 - Without prejudice to the provisions of Article 38 of Law No. 2/2013, of January 10, in the exercise of their professional activity, the civil liability of statutory auditors, even when acting as partners in audit firms or under a service contract, respectively, according to subparagraphs b) and c) of Article 49.1, must be guaranteed by personal professional liability insurance, with a minimum limit of (euro) 500,000 for each unlawful fact, in favor of injured third parties.

2-Notwithstanding paragraph 3, the civil liability of statutory audit firms must be guaranteed by insurance, with a minimum limit of (euro) 500,000 times the number of audit partners and statutory auditors under the conditions of Article 49(1)(c) for each unlawful act, in favor of injured third parties.

3-Regarding statutory audit firms, the coverage value of their civil liability insurance shall in no case be less than (euro) 1,000,000 for each unlawful event and a coverage value higher than (euro) 10,000,000 for each unlawful event shall not be required.

4-The minimum limit established in the preceding paragraphs may be increased if the statutory auditor or the audit firm is obliged to insure a higher amount than this limit by virtue of other legal provisions.

5-In case the previously mentioned insurance is not performed with the intervention of the *Ordem*, the statutory accountants must inform the *Ordem* within 15 days of the execution of the contract.

6-Any change in their contractual responsibilities, whether or not resulting from the suspension, cancellation, or alteration of the contract, must be communicated to the *Ordem* within 30 days of the date of effect, always forwarding a copy of the additional minutes issued.

7-Failure to comply with the duties referred to in paragraphs 5 and 6 shall constitute grounds for disciplinary action.

8-Persons whose liability is not covered by the insurance referred to in paragraphs 1 to 3 cannot be or remain on the List of Statutory Auditors, except when they are under suspension of their practice.

9-For the purposes of the provisions in the previous number, statutory auditors who have not entered into the insurance contract with the intervention of the *Ordem* nor have made the



communication foreseen in number 5 are not considered to have their liability covered.

10-The insurance conditions must be included in a single policy, although this may be broken down into specific certificates depending on the purpose of the risk coverage, which will be approved by the Insurance and Pension Funds Supervisory Authority, after consultation with the Portuguese Insurers Association.

11-Through an Executive Order from the Government member responsible for the area of finance, the values of the minimum limits updated the values of the minimum limits established in paragraphs 1 to 3.

## CHAPTER II

### Incompatibilities and Impediments

#### Article 88

##### General incompatibilities

The profession of statutory auditor is incompatible with any other profession that may reduce its independence, prestige or dignity, or offend other principles of ethics and professional deontology, under the terms of the present statute.

#### Article 89

##### Specific incompatibilities

1-The statutory auditors that are employees of public entities and are performing supervision, control, inspection, inspection or similar functions in such entities cannot perform audit duties in companies and other entities within the scope of the intervention of such public entities.

2-A statutory auditor may not perform audit work for a company or other entity if he or she a statutory auditor who performs administrative, managerial, directorial or managerial functions in the company or in any company with which it has a stake.

3-A statutory auditor may not perform audit work for a company or other entity if he/she:

a) Have, or whose spouse, cohabitant or direct relatives have, direct or indirect participation in its capital stock;



b) Having the spouse, person with whom he or she lives in a common-law marriage or any relative or relation in the direct line or up to the third degree relative inclusive, in the collateral line, in it, or in any company with which it is in a dominating or group relationship, exercising duties as a member of the administration, management, direction, or management bodies;

c) Provide paid services within it that jeopardize their professional independence;

d) Exercise in a competing company functions other than those provided for in chapter iii of title i, unless the companies or other entities concerned agree;

e) In it or in any company in which it participates, has served as a member of its administrative bodies or, in the case of public interest entities, as a member of the supervisory body in the last three years.

4-The circumstances referred to in paragraphs 1 and 3, if they apply to a partner of an Audit Firm, shall only constitute an incompatibility with regard to those partners.

5-The supervening of any of the reasons mentioned in paragraphs 1 to 3 will cause the designation to expire.

6-The designation of partners of a statutory audit firm as substitutes within the scope of the auditing duties does not constitute incompatibility of the same firm.

## **Article 90**

### **Termination of duties in case of incompatibility**

In the event of incompatibility between the functions provided for in the present Statute and other duties that the statutory auditor intends to pursue, he must cease to be a statutory auditor and request suspension or cancellation of his registration, according to each case.

## **Article 91**

### **Impediments**

1- The activity of statutory auditor, by its nature and requirements, must, as a rule, be exercised under an exclusive dedication regime.

2-The Statutory Auditors that do not practice on an exclusive dedication basis are prevented from:

a) Exercising functions of auditing the accounts in public interest entities;

b) Accumulate the performance of audit functions, by force of legal, statutory or contractual



provisions, on a continuous basis:

i) Over 10 companies or entities and,

ii) In companies or entities that, as a whole, present indicators that exceed five times two of the limits foreseen in Article 262 of the Commercial Companies Code.

3-The established relationships among statutory auditors or partners of audit firms for the performance of the duties provided for in Article 48 do not preclude the performance of the activity on an exclusive dedication basis.

4-Statutory auditors, including the partners of an audit firm who are their representatives in the exercise of such functions, who in the last two years have performed statutory audits in a company or other entity, are barred from serving as members of its administrative or managerial bodies in the company or in any company in which it participates.

5-Statutory auditors or audit firms carrying out statutory audit duties in a public-interest entity shall be prohibited from allocating to such duties any statutory auditor or partner of the audit firm who have been, within the last four years, directors or managers with significant influence over the preparation of the accounts of such a public-interest entity.

6-Statutory auditors and partners of audit firms who work for public interest entities are barred from entering into employment contracts with such firms during their term of office and for up to three years after it ends.

7-Without prejudice to the rights acquired by third parties acting in good faith, failure to comply with the provisions of paragraph 4 above shall result in the nullity of the election or designation to the corresponding office and punishment with a penalty not lower than a fine.

8-The failure to comply with the provisions of paragraphs 2, 5 and 6 shall be punishable by a penalty not lower than a fine.

### **CHAPTER III**

#### **Responsibility**

##### **SECTION I**

##### **Disciplinary responsibility**



## Article 92

### Presuppositions of disciplinary responsibility

A disciplinary infraction is committed by any member of the *Ordem* which, by action or omission, violates, maliciously or culpably, any of the duties established in these statutes or in other applicable regulations, as well as those arising from his/her functions.

## Article 93

### Disciplinary sanctions

1-The disciplinary sanctions are:

- a) Warning;
- b) Registered warning;
- c) Fine from (euro) 1000 to 10,000;
- d) Censure;
- e) Suspension from 30 days to 5 years, without prejudice to the provisions of paragraph 7;
- f) Expulsion, when the disciplinary offence has endangered the life or physical integrity of individuals or is seriously prejudicial to the honor or property of others or equivalent values, without prejudice to the right to rehabilitation under the terms of these statutes.

2 -Registered warnings, reprimands, and fines can have the effect of disqualification of up to five years from exercising functions in the organs of the *Orem*, in the Examination Board, in the Internship Board, and in the Registration Board, always determining the suspension of such disqualification for a double period of the suspension.

3 - The violation of the provisions of Article 68 will result in the application of a sanction not exceeding that of a fine.

4 - The facts performed with offense to the regime foreseen in Article 91 are punished with a fine of two to five times the amount of the sums received for the functions illegally carried out.

5-It will be punished with a penalty of no less than a fine the facts involving the violation of the provisions of Article 61, paragraph 5, Article 71, paragraph 3, and Article 89.

6-Sanctions to be applied for violation of the provisions of Article 61(5) shall take into consideration the economic benefit unduly obtained.

7-The penalty applicable to the facts that lead to the violation of paragraphs 1 to 4 of Article 87 will





be the suspension for a minimum period of one year. In case of recurrence, the applicable penalty will be suspension for a minimum period of three years and always until communication of the conclusion of the insurance contract.

8-In addition to any of the sanctions mentioned in the previous numbers, the following accessory sanctions may be applied to the person responsible for any of the disciplinary infractions depending on the seriousness of the infraction and the fault of the agent:

- a) The restitution of any amount, document or object related to the infraction, including the proceeds of the economic benefit obtained by the infracted through its commission.
- b) Publication of the final punishment on the *Ordem's* website.

9-The *Ordem* notifies the competent authorities of the Member States of the European Union or the European Economic Area, in which statutory auditors or firms of statutory auditors are authorized to practice, about the imposition of a final sanction of expulsion or compulsory cancellation of registration, or of rehabilitation.

## **Article 94**

### **Graduation**

When applying sanctions, the defendant's professional and disciplinary record, the degree of guilt, the seriousness and consequences of the infraction, the defendant's economic situation, and all other aggravating or mitigating circumstances must be considered.

## **Article 95**

### **Disciplinary Responsibility**

1-The members of the *Ordem* are subject to the disciplinary power of the *Ordem's* bodies, under the terms foreseen in these statutes and in the disciplinary regulations.

2-Disciplinary responsibility is independent of civil and criminal responsibility arising from the same conducts.

3-The disciplinary responsibility of members towards the *Ordemas* a result of infractions is independent of the disciplinary responsibility towards their employers for breach of obligations arising from employment relationships.

4-When criminal proceedings have been brought against a member based on the same facts, the



disciplinary proceedings may be suspended and the judicial authority shall, in any case, order that a copy of the indictment or indictment be sent to the *Ordem*.

5-Whenever, in criminal proceedings against a member, a day for trial is designated, the court shall order the referral, preferably by electronic means, to the *Ordem* the indictment, the decision on the charge, the statement of objections, if any, as well as any other documents requested by the disciplinary council or by the President.

## **Article 96**

### **Disciplinary responsibility of statutory audit firms**

1-The legal entities that are members of the *Ordem* are subject to the disciplinary authority of its bodies under the terms of the present Statute and of the law that regulates the constitution and operation of professional societies.

2-Each partner of an audit firm and statutory auditor working for him/her under Article 49(1)(c) is liable for his/her professional acts and for those of his/her collaborators who are professionally dependent on him/her, without prejudice to the firm's solidary responsibility.

3-Exceptionally, disciplinary infractions of an Audit Firm are those committed by any of its partners, by a statutory auditor working for it in accordance with Article 49(1)(c), or by an employee, when it is not possible to identify the offender, and in such a case, the rules on disciplinary responsibility of this section are applied.

## **Article 97**

### **Ceasing of Disciplinary Responsibility**

1 - During the time of suspension of enrollment, the member remains subject to the disciplinary authority of the *Ordem*.

2 - Cancellation of registration does not terminate disciplinary responsibility for infractions previously committed.

3 - Punishment with the sanction of expulsion does not terminate the disciplinary responsibility of the member for infractions committed by him/her prior to the final decision that applied that



sanction.

## **Article 98**

### **Disciplinary Process**

1 - Disciplinary proceedings shall be initiated by the Disciplinary Council on its own initiative, by complaint or participation.

2 - Investigation shall be conducted by a member of disciplinary council appointed for the purpose by the President.

3 - Once the process has been instructed, if there is sufficient evidence of any infraction, the instructor shall bring charges within 15 days, which should be articulated.

4 - The accused may present his or her defense within 20 days of notification of the indictment and delivery of the charge sheet.

5 - Once the subsequent steps have been taken, the instructor must prepare a report, indicating the proven facts, their qualification and the penalty he/she deems appropriate, considering the professional and disciplinary history of the defendant, the level of culpability, the consequences of the infraction and all other aggravating and attenuating circumstances.

6 - The decision of the disciplinary board, which is reported by the president, is pronounced within 20 days and communicated to the directive council and notified to the accused by registered letter with notice of receipt.

## **Article 99**

### **Performing disciplinary action**

1-The following have legitimacy to inform the *Ordem* of the facts that may constitute a disciplinary infraction:

a) The *Bastonário*;

b) The President of the other bodies of the *Ordem*;

c) The CMVM;

d) The Public Prosecutor's Office, under de terms of nº 3;

e) Any person directly or indirectly affected by the actions of statutory auditors and audit firms.

2- The courts and any authorities must inform the *Ordem* of the facts that may constitute a disciplinary infraction committed by members.



3- Without prejudice to the provisions of the law of criminal procedure on secrecy of justice, the Public Prosecutor's Office and the criminal police agencies will submit to the Ordem a certificate of the denunciations, reports or complaints made against members that might constitute facts that might represent a disciplinary action.

#### **Article 100**

##### **Withdrawal of participation**

The withdrawal of the disciplinary participation by the interested party extinguishes the disciplinary process, unless the infraction imputed affects the dignity of the concerned member and, in this case, he/she expresses the intention to continue the process, or the prestige of the *Ordem* or of the profession, in any of its specialties.

#### **Article 101**

##### **Resource**

1 - Any decision taken in disciplinary matters may be appealed to the higher council whenever it is the competent disciplinary body.

2 - All other decisions concerning disciplinary matters that cannot be appealed under the terms of the preceding paragraph shall be subject to administrative appeal according to the general terms of law.

3 - Decisions regarding mere expedient or work discipline are not subject to appeal under the terms of the preceding paragraphs.

4 - In case of acquittal, the directive council may appeal under the terms of the provisions of paragraph d) of number 2 of Article 26.

5 - In case of conviction, the directive council and the defendant may appeal to the superior council under the same terms.

#### **Article 102**

##### **Destination and payment of fines**

1-The fines' revenue reverts to the *Ordem*.

2-The fines must be paid within 30 days of notification of the final conviction.

3-In the absence of voluntary payment, an enforced collection will be made in the competent



courts, and the decision will be enforceable.

### **Article 103**

#### **Preventive Suspension**

1-Preventive suspension of the accused may be ordered for a period not exceeding 90 days:

- a) After the indictment, when the sanctions provided for in Article 93(1)(e) and (f) are deemed applicable; if, considering the nature and circumstances of the infraction, the measure is imposed to safeguard the proper exercise of the profession;
- b) At any time during the disciplinary process, when there is a justified apprehension of new disciplinary offenses, as well as the possibility of serious damage to other people's property, or an attempt by the defendant to disrupt the progress or instruction of the disciplinary process.

2 - The preventive suspension is the competence of the disciplinary council, which should immediately communicate it to the registration committee.

### **Article 104**

#### **Suspension and expulsion**

1-In the case of suspension or expulsion, the registration committee must immediately inform the companies or other entities in which the suspended or expelled statutory auditor practices.

2-Suspended or expelled statutory auditors must hand over to their successor incumbent the documents belonging to the to their successor in office the documents belonging to the companies or other entities to which they provide services, as well as to return to them any amounts already received that do not correspond to reimbursement of expenses or work performed.

3-For professionals who exercise their activity in the national territory under the regime of free provision of services, such sanctions take the form of definitive interdiction of the exercise of the activity in this territory.

### **Article 105**

#### **Prescription**



1-The disciplinary procedure is extinguished by prescription as soon as two years have elapsed since the practice of the fact susceptible to constituting a disciplinary infraction.

2-Notwithstanding the deadline established in the previous number, the disciplinary council shall initiate disciplinary proceedings within 90 days after becoming aware of any fact that may constitute a disciplinary infraction.

3 - If the fact constitutes both a crime and a disciplinary infraction, the limitation period shall be that of the criminal procedure, provided that it is longer than that provided for in paragraph.

4 - The criminal procedure shall not suspend the disciplinary procedure.

## **Article 106**

### **Prescription of sanctions**

The disciplinary sanctions prescribe in the following periods counted from the date in which the decision became unappealable:

- a) six months, for the sanctions of registered warning, fine and censure;
- b) Three years, for the sanction of suspension;
- c) Five years for the sanction of expulsion.

## **Article 107**

### **Obligation**

The application of a disciplinary sanction is always preceded by the ascertainment of the facts and of the disciplinary responsibility in a proper process, under the terms foreseen in the present Statute and in the disciplinary regulation.

## **Article 108**

### **Forms of Process**

1 - Disciplinary action may include the following forms:

- a) Inquiry process;
- b) Disciplinary procedure.

2 - The inquiry process is applicable when it is not possible to clearly identify the existence of a disciplinary infraction or the respective offender and summary proceedings are required to clarify



or concretize the facts in question.

### **Article 109**

#### **Procedural Expenses**

1 - The payment of the procedural costs is the responsibility of the participant, in the case of manifestly unfounded participation, or the accused, in the case of conviction.

2 - For the payment of the amounts due by virtue of the previous number, the provisions of paragraphs 2 and 3 of Article 102.

### **Article 110**

#### **Revision**

The disciplinary board may reconsider the disciplinary decision, when new facts or other evidence have occurred that may change the assessment previously made and, when the reconsideration is granted, determine that the case be submitted to it again, so that it may continue its proceedings, without prejudice to any recourses that may be applicable, according to the legal terms.

### **Article 111**

#### **Rehabilitation**

1-Following a period of five years since the date on which the decision of expulsion was taken, the person interested in applying for reinstatement on the statutory auditors list who fulfils the general requirements applicable, as provided in Article 148, may do so by means of an application addressed to the registration committee and accompanied by the documents referred to in Article 161(2).

2-After verifying the regularity of the application and the documents, the enrollment commission refers the process to the disciplinary council, which verifies if the applicant is in the conditions required for re-enrollment.

3-The report of the investigation carried out by the disciplinary council must be presented to the registration committee within 30 days, which can be extended by the committee if there is a justifiable reason.

4-The decision on re-registration is also preceded by an assessment of the technical knowledge that is indispensable for the exercise of the profession.

5 - If the application is rejected by the registration commission, it may be renewed only once after



three years have elapsed from the date on which the rejection decision was notified.

#### **Article 112**

##### **Regulation of disciplinary procedure**

The representative assembly shall approve the disciplinary regulations, based on a proposal from the governing board, under the terms of the present Statute, with the procedural rules provided for in the General Law on Work in Public Functions, approved by Law No. 35/2014 of June 20, being subsidiarily applicable.

### **SECTION II**

#### **Criminal Responsibility**

#### **Article 113**

##### **Revoke**

#### **Article 114**

##### **Revoke**

### **SECTION III**

#### **Civil Responsibility**

#### **Article 115**

##### **Civil responsibility of statutory auditors**

1- When carrying out public interest functions, statutory auditors are responsible to the entities to which they provide services or to third parties, as provided for in the Commercial Companies Code and in identical legal provisions relative to other companies or other entities, for any damage that they culpably cause to them.

2 - Outside the scope of the preceding paragraph, statutory auditors may limit their responsibility





under the terms and conditions provided for in civil law.

### TITLE III

#### Statutory Audit firms

#### CHAPTER

#### General Provisions

#### Article 116

##### Nature and regime of audit firms

1-Statutory audit firms may be civil companies with legal personality or commercial companies with a number of partners.

2 - In the absence of special provisions, the legal regime established by civil or commercial law shall apply, depending on the case.

#### Article 117

##### Purpose

The purpose of statutory audit firms is to carry out the duties indicated in Subsection I of Section I of Chapter III of Title I and, incidentally, those contemplated in Article 48.

#### Article 118

##### Requirements



- 1 - Only entities that satisfy the following requirements may be registered as statutory audit firms:
  - a) A majority of the capital and voting rights must always be held by statutory auditors, audit firms, auditors or audit entities of Member States, with active membership in their respective lists; the other capital holdings and voting rights may be held by any natural or legal person
  - b) The majority of the members of the management body must be statutory auditors, audit firms, auditors or audit entities of Member States, with active membership in their respective list;
  - c) The audit firm must meet the requirement of competence set for statutory auditors.
- 2 - The Registration Committee is responsible, especially when approving draft statutes and their alterations, for determining whether requirements mentioned in the previous number are met at all times.
- 3 - If the requirements set out in no. 1 are not fulfilled, the draft statutes and their alterations cannot be approved and, in the case of an already registered company, the registration committee to that company preventively suspends its registration after notification by registered letter with acknowledgement of receipt, until it is regularized.
- 4 - Should the situation that led to the preventive suspension provided for in the previous number not be regularized within 60 days of notification of the suspension, the company's registration will be compulsorily cancelled.
- 5 - The Statutes may also establish special provisions regulating the relationship between Audit Partners and non-Auditor Partners, the relationship of non-Auditor Partners with third parties, the suspension and exclusion of non-Auditor Partners, as well as the dissolution and winding up of such Audit Firms.
- 6 - Non-auditing partners are subject to the *Ordem's* legal and regulatory regime, except for the provisions that require the effective exercise of public interest functions
- 7 - Revoked.
- 8 - Revoked.
- 9 - Revoked.
- 10 - Revoked.



### **Participation of statutory auditors in audit firms**

- 1 - The individual Statutory Auditor may be a partner in more than one Audit Firm, as long as the professional activity of Statutory Auditor is exercised only on behalf of one Audit Firm.
- 2 - When a Statutory Auditor is a partner in more than one Audit Firm, he may only be a member of the management body of the firm in which he carries out his professional activity.
- 3 – Statutory auditors who, upon becoming a partner of an audit firm, are bound by acts or contracts for the provision of audit services contracts for the provisions of audit services are replaced by the audit firms in their rights and obligations arising therefrom.
- 4 - Revoked

### **Article 120**

#### **Forms of association of audit firms**

- 1 - The statutory audit firms may be partners of other statutory audit firms and can associate among themselves, constituting consortiums, complementary groupings of companies, European groupings of economic interest or other forms of association, with the purpose of jointly carrying out activities within their object, such associations being subject to the present Statute and other applicable legal and regulatory rules.
- 2-In the exercise of the activities mentioned in the previous number, the entities or other forms of association are obligatorily represented by a representative, statutory auditor, of their grouped or associated statutory audit firms.
- 3 - The statutory audit of the accounts is carried out and the competent legal certification of the accounts is always issued by the participating audit firm in the form of association.
- 4- The statutory audit firms may also participate in national law companies with the exclusive objective of providing the services referred to in Article 48 c).

### **Article 121**

#### **Firm**

- 1 - The firm of statutory auditors is compulsorily and exclusively composed:
  - a)By the names of all the partners, or at least one of the partners who is a statutory auditor or a natural or legal person who is recognized for the exercise of the profession in any of the other



Member States of the European Union or the European Economic Area, in full or abbreviated form, or by the name of the network to which the audit firm belongs, initials or acronyms may be attached;

b) By the qualifier "*Sociedade de Revisores Oficiais de Contas*", or abbreviated to "SROC", followed by the legal type adopted; and

c) In case it is a complementary group of companies, by the qualification "*Agrupamento Complementar de Sociedades de Revisores Oficiais de Contas*", or abbreviated to "ACE - SROC".

2-In case all partners are not individualized, the company name must contain the expression "&Associado" or "&Associados", when applicable.

3 - The name of the firms of statutory auditors must always be used in full.

4 - When, for any reason, a natural or legal person whose name or business name is included in the company's business name ceases to be a partner, it is not necessary to alter such business name, unless there is opposition from its successors or from the partner who ceased to be one or express provision in the articles of association to the contrary.

5 - It is prohibited:

a) To the remaining companies, any associations or other collective persons, as well as their respective bodies, to use any qualifiers that may be misleading regarding the designation of "Statutory Audit Firm" or "SROC";

b) To the partners or members of the referred entities, using the qualification of "partner of an audit firm" or "partner of an SROC" or any other that may be misleading.

6 - In any case, the name of the statutory audit firms cannot be the same as or so similar to another already registered that it may be confused with it.

## **Article 122**

### **Approval of the statutes and their amendments**

1-The statutes' drafts and their alterations are subject to approval by the registration committee, in order to ensure compliance with the present Statute and other applicable legal and regulatory norms.

2- The Registration Committee shall decide, for the purposes of the previous paragraph, within 30 days of having received the request for project review, duly completed.



3 - The deadline for decision by the registration committee is suspended whenever the application is not fully completed and while the information or additional elements requested are not provided.

### **Article 123**

#### **Constitution**

1-Civil or commercial statutory audit firms are incorporated in the legal form, except when real estate is transferred, in which case the incorporation must be made in the form required for the transfer of real estate.

2 - The company's statutes must contain the name of the partners and the reference to the registration of each of the partner as an auditor in the list of statutory auditors, in addition to that which is required by other legal provisions.

### **Article 124**

#### **List's Registration**

1-Registration of the firm on the list of statutory auditors must be requested by the board of directors, executive board or management within 60 days of its incorporation.

2 - The application must be accompanied by a certified copy of the document of incorporation.

3 - The firm's name and registered office, as well as the date of the application, are included in the register referred to in nº 1 of Article 162.

4 - A company that has not duly applied for registration within the period established in paragraph 1 is considered to be in dissolution.

5 - The names and professional addresses of the statutory audit partners and other references considered to be of interest for the purpose must be included in the registration.

### **Article 125**

#### **Ordem's Registration and advertising**

1- A certificate of definitive registration at the commercial registry office, when applicable, as well as a copy of the statutes, must be deposited within 60 days of the date of incorporation of the company, for the purposes of definitive registration at the *Ordem*.



2- Firms of statutory auditors that fail to adopt the legal types provided for in the Companies Code will acquire legal identity through definitive registration with the *Ordem*, which will promote their official publication.

3- Amendments to the statutes are subject to the provisions of the previous paragraphs.

## **Article 126**

### **Change of partners**

1-The alteration process of the partners follows, as applicable and with the necessary adaptations, the provisions of Articles 122 to 125.

2 - If, for any reason, members are either leaving or joining, the company is obliged to make the appropriate alteration within 60 days and request the registration committee, within 30 days of the latter, to confirm the registration by submitting, for this purpose, a certified copy of the minutes of the respective deliberation or of the contractual instrument, according to the case.

3 - In case of a partner's death, this fact must be communicated to the registration commission within 30 days after the company is aware of it, and the subsequent process of amending the articles of association must be initiated within the following 60 days, unless the delay is due to a reasonable reason in defining the destination of that partner's share in the capital, without prejudice to the provisions of articles 118 and 119.

## **Article 127**

### **Accounting**

1- Firms of statutory auditors must have organized accounts according to the accounting standards that are applicable to them.

2- For reasons of an ethical and disciplinary nature, the *Ordem*, through the directive council or the disciplinary council, may order an analysis of the company's accounts and documentation.

## **Article 128**

### **Signature of Documents**

1 - In the relations with third parties, the certifications, reports and other documents of a statutory



audit firm, in the exercise of public interest functions, are signed on behalf and in representation of the firm by a statutory audit partner who is an administrator or manager or has sufficient powers for the act.

2 - The designation by the audit firm of a statutory auditor partner, as its representative for the exercise of a certain function of public interest, shall be understood as granting him sufficient powers to sign the documents issued within the scope of the exercise of these functions.

3 - In case the partner referred to in paragraph 1 has not been responsible for the orientation or execution of the work, the referred documents must also be signed by the respective guiding or executing statutory auditor.

4 - In the cases referred to in the previous numbers, the identification of the people signing the certifications, reports, and other documents referred to therein must be provided.

5 - The CMVM determines that the signatures referred to in the previous numbers shall not be disclosed to the public if such disclosure may cause an imminent and significant threat to the personal safety of any person, without prejudice to the identity of the persons involved being known to the relevant competent authorities.

## CHAPTER II

### Relationship between partners

#### Article 129

##### Capital and parts of capital

1-The share capital cannot be less than (euro) 5000, except in companies where it is represented by shares, in which case it cannot be less than (euro) 50,000.

2 - Each one of the representative parts of the capital cannot be of an amount less than (euro) 100, in the case of quotas, nor of an amount less than (euro) 1, in the case of shares, and must always be divisible by these amounts.

3 - The liberation of the capital shares is carried out in the following manner:

a) The shares representing capital contributions in kind must be fully paid up on the date of incorporation of the company;

b) The capital shares representing cash contributions must be paid up to at least half of their



amount on the date of subscription, the rest being paid up on the dates specified in the articles of association or, in the absence of a statutory provision, by the the board of directors or management, but in any case within one year of the registration in the auditors' list.

4-The amounts resulting from the release of cash contributions on the act of subscription must be deposited in a credit institution, before the contract of incorporation is signed, to an account opened in the name of the future company.

5-Drawings may only be made from the account referred to in the previous number:

- a) After registration in the *Ordem*;
- b)After signing the contract of constitution, in case the partners authorize the administrators, directors or managers to perform them for specific purposes;
- c) For the liquidation of the company, caused by the lack of registration in the list of statutory auditors.

6-In case the capital of statutory audit firms is represented by shares, these must be nominative.

## **Article 130**

### **Management Bodies**

1-The majority of the members of the management bodies must be statutory auditors, audit firms, auditors, or auditing entities from member states.

2-Unless the articles of association provide otherwise, all partners are members of the company's management body.

3 - A partner who is a statutory auditor whose membership of the Association is compulsorily suspended or cancelled cannot be a member of the company's management body during, depending on the case:

- a) the period of suspension determined by the *Ordem*; or
- b) The period during which he is unable to apply for reinstatement in the list of statutory auditors at the *Ordem*.

Note: Transitional Provisions (article 19 of Law no. 99-A/2021, December 31: the statutory audit firms required to change the composition of their management body in order to comply with the provisions of paragraph 3 of article 130 of the Statute of the Association of Statutory Auditors have 120 days after the date of entry into force of this law in order to make this change





## **Article 131**

### **Account Report**

1 - The report and accounts must be submitted to the representative assembly to be approved within 90 days of the end of the respective financial year, and a copy must be sent to the *Ordem* within 60 days prior to approval.

2 - The administration, directorate or management report may not contain any references to facts concerning companies or other entities of which the company has taken knowledge due to the provision of its services or related to it.

## **Article 132**

### **Temporary impossibility to perform duties**

1 - In case of temporary incapacity to perform one's duties, the partner remains entitled to the profits and the duty to share in the losses.

2 - The statutes may establish the conditions under which the temporarily incapacitated partner remains before the company, but may not limit the provisions of the preceding paragraph.

3 - If the unjustified incapacity exceeds 24 months, the company may, however, proceed to amortize the partner's capital share.

## **Article 133**

### **Specific duties of the members**

It is the duty of each Audit Partner of an Audit Firm:

- a) to devote all his professional activity as statutory auditor to the company, notwithstanding the fact that he may perform other duties compatible with the exercise of the profession and as long as the company's statutes do not prohibit it;
- b) To exercise his duties on behalf of the company;
- c) To indicate the firm's name on professional documents.



#### **Article 134**

##### **Specific incompatibility of partners**

1- A partner may not exercise, as an individual, the activities provided for in Article 41, except when, for any reason, he/she is demonstrably leaving a firm of statutory auditors to exercise the activities as an individual or as a contractor, as permitted by these statutes.

2 - In the cases provided for in the previous paragraph, the Statutory Auditor will be prevented from exercising his rights and duties in the departing firm, to the extent that they exceed those required to achieve his departure.

### **CHAPTER III**

#### **Relationship with third parties**

#### **Article 135**

##### **Representation**

The audit firms and the members of their administration, board of directors or management may not appoint proxies or attorneys-in-fact or subrogate powers to for the exercise of the specific rights and duties of statutory auditors, except in the case of statutory auditors or when the law makes it imperative.

#### **Article 136**

##### **Civil responsibility of partners**

1- Regardless of the nature of the audit firm, partners who sign documents produced in the exercise of public interest duties are both jointly and severally liable with the audit firm to which they belong for damages culpably caused to entities to which they provide services or to third parties.

2 - The responsibility referred to in the preceding paragraph must be guaranteed by insurance, under the terms laid down in the present Statute.



### **Article 137**

#### **Civil responsibility of statutory audit firms**

1 - When carrying out public interest functions, the statutory audit firms are liable to the entities to which they provide services or to third parties, under the terms foreseen in the Companies Code and in identical legal provisions relating to other companies or other entities, for the damage they culpably cause to them.

2 – Outside the context provided in the previous paragraph, audit firms may limit their liability under the terms and conditions provided in civil law.

## **CHAPTER IV**

### **Suspension and exclusion of a partner**

### **Article 138**

#### **Suspension of social rights**

A suspended partner shall be barred from exercising his social rights as long as the suspension situation lasts, unless otherwise expressly provided for in the statutes and without prejudice to the provisions of the following Article.

### **Article 139**

#### **Exclusion of a partner**

1–The partner is excluded:

- a) Who, being a statutory auditor partner, ceases to be qualified, on a definitive basis, to exercise the profession of statutory auditor;
- b) Who has an incompatibility foreseen in the law or in the articles of association that entails;
- c) Who violates the provisions of Articles 119, nº 1, 133 and 134.

2 - A member may be excluded, upon deliberation of the other members, if:

- a) Whose registration as statutory auditor has been compulsorily or voluntarily suspended for a period exceeding 180 days;



b) Who is temporarily inhibited, in a criminal proceeding, from exercising the profession;

c) To whom, within a period of five years, three disciplinary sanctions have been applied.

3-A company's right to exclude a partner based on any of the facts foreseen in the previous number expires within 180 days from the date it becomes aware of them:

a) In the case of paragraph (a), of the beginning of the suspension;

b) in the case of paragraph (b), of the definitive decision;

c) In the case of paragraph c), the final decision where the last disciplinary sanction was applied.

4 - A decision to exclude a member based on paragraph a) of no. 2 cannot be taken if, in the meantime, the member has obtained reinstatement on the list of statutory auditors or has previously obtained the company's consent to request voluntary suspension, and the deliberation is expressed in the minutes of the general meeting.

5 - The exclusion shall be communicated to the excluded partner within eight days from the sending date of the registered letter with notice of receipt and must include a copy of the extract of the minutes of the general meeting in which the respective voted resolution is included.

6 - Upon request of the excluded member and bearing the expenses on his account, in case of dispute, the *Ordem* shall designate one of its members to intervene as an arbitrator, in order to settle the consequences arising from the exclusion, without prejudice to the possibility of any of the parties submitting the issue to the courts.

## CHAPTER V

### Transformation, merging and splitting of the company

#### Article 140

##### Project approval by the *Ordem*

1- The transformation, fusion or demerger project approved by the partners of the participating companies must be sent to the *Ordem* for approval, which must give its opinion, through the registration commission, under the terms and within the periods prescribed for approval of the statutes.

2 - Civil law statutory audit firms may transform, fuse or demerge under the terms established in the Companies Code.



#### **Article 141**

##### **Registration of the transformation, fusion or demerger within the *Ordem***

1 - Within 30 days after execution of the transformation, fusion or demerger contract, a copy of the same shall be presented to the *Ordem's* directive council for registration purposes.

2 - Registration of the transformation, fusion or demerger shall be communicated by the incorporating company or by the new company

### **CHAPTER VI**

#### **Dissolution and liquidation of the company**

#### **Article 142**

##### **Dissolution**

1 - The company will be dissolved in the cases foreseen by law or in the statutes.

2 - Dissolution takes place:

- a) If the requirements provided for in Article 118 cease to be met;
- b) If its registration in the *Ordem* is cancelled;
- c) By the death of all members.

3 - If the number of statutory audit partners is reduced to unity, the single partner must, within 180 days, admit new partners, provided that, where applicable, the requirements established in articles 117 and 118 are met, failing which the company will be administratively dissolved under the terms established for commercial companies.

4 - The request for dissolution must be presented by the single member within 30 days after the end of the period indicated in the previous number, with notification to the *Ordem* within the same period.

5 - In the absence of the notification provided in the previous number, the application for



dissolution must be presented by the *Ordem* within 30 days.

### **Article 143**

#### **Liquidation**

1 - The company is considered in liquidation upon:

a) the dissolution; or

b) The date on which the court decision declaring the nullity of its constitutive act becomes final.

2-Within 30 days, the company's liquidation is communicated by registered letter with notice of receipt to the *Ordem* and to all entities with which the company has entered into contracts for the provision of services relating to the exercise of public interest functions.

3-Partners who continue to exercise the profession of statutory auditor must, in the place of the company, comply with the contracts for the guidance or execution of which they were responsible in a situation similar to that of substitute in the exercise of the statutory audit, as the case may be, unless the other party releases them from such compliance, by registered letter with acknowledgement of receipt, within 30 days of receiving the communication referred to in the previous number.

4 - During the liquidation, the company's name must be followed by the mention "in liquidation" to its clients.

### **Article 144**

#### **Liquidators**

1 - If the company is dissolved due to the expiration of a term established for its duration or by resolution of the partners, and the articles of association do not state who the liquidator is, the liquidator must be nominated:

a) By deliberation of the members, the name of the liquidator must be communicated to the *Ordem* within 30 days after the dissolution;

b) In the absence of a deliberation, by the court of the registered office of the company, at the request of the *Ordem* or of any interested party.

2 - In the event of a judicial declaration of nullity of the company's constitutive act or when dissolution is decreed by the court, the nomination of the liquidator shall be made in the



respective decision.

3 - In the cases provided in number 2 of article 142 the liquidator must be nominated by the directive council of the *Ordem*.

4 - In the case of the second part of Article 142 no. 3, the liquidator is the single shareholder.

5 - Excluded partners cannot be appointed liquidators.

## **Article 145**

### **Powers and duties of the liquidator**

1 - During liquidation, the company is represented by the liquidator.

2 - The liquidator has the necessary powers for:

a) The realization of assets and payment of liabilities;

b) Reimburse the shareholders or their representatives, the amount the amount of the respective contributions and the distribution among them of the liquidation balance.

3 - The liquidator's powers may be determined by the decision that nominates him/her.

4 - Once liquidation is complete, the liquidator shall, within 30 days, convene the partners or their representatives to:

a) Deliberate on the final accounts and their exoneration;

b) Verify the closure of the liquidation.

5 - The partners' assembly deliberates under the terms established for the approval of the annual accounts and, if it cannot deliberate or if it does not approve the liquidator's accounts, the decision is taken by the court, at the request of the *Ordem* or any interested party.

## **Article 146**

### **Rules applicable to statutory audit firms**

The legal regime for the incorporation and operation of professional companies that are subject to public professional associations, approved by Law No. 53/2015 of June 11, applies subsidiarily to statutory audit firms, in all that does not conflict with Directive 2014/56/EU of the European



Parliament and of the Council of April 16, 2014 amending Directive 2006/43/EC of the European Parliament and of the Council of May 17, 2006 on statutory audits of annual accounts and consolidated accounts.

#### TITLE IV

#### Admission to the Profession

#### CHAPTER I

#### Registration requirements

#### SECTION I

#### General requirements

#### Article 147

#### Mandatory Registration

- 1 - Statutory auditors and audit firms can only exercise their duties after being registered in a special list called the "statutory auditors list", which is divided between statutory auditors and audit firms.
- 2 - The purpose of registration in the *Ordem* is to ensure prior control of the requirements for access to registration.
- 3-The exercise of public interest duties by statutory auditors, audit firms, auditors and auditing entities of Member States and third countries registered with the *Ordem* requires prior registration with the *CMVM*.
- 4 - The registration with *CMVM* referred to in the preceding number is carried out at the request of





the interested party and based on the registration details with the *Ordem*, which will be requested by CMVM to the *Ordem* upon receipt of the requirement for registration.

5-For purposes of the previous paragraph, the *Ordem* will communicate to the CMVM, upon request, its decision granting the registration of a statutory auditor or firm of statutory auditors duly instructed with the elements on which it was based, for the purposes established in the Legal Regime of Audit Supervision.

## Article 148

### General registration requirements

1 - The following are general requirements for registration as Statutory Auditor:

- a) Be of appropriate repute and professional qualifications to practice the profession;
- b) Full exercise of civil and political rights;
- c) Hold a bachelor's, masters or doctoral degree, or a foreign higher education degree, which has been declared equivalent to one of those degrees or is considered to produce the effects of one of those degrees;
- d) Successfully pass the exam for admission to the *Ordem*;
- e) Successfully complete the internship referred to in articles 155 and following.

2- The assessment of suitability referred to in paragraph a) of the previous number, any fact or circumstance must be considered, whose knowledge is legally accessible and which, due to its gravity, frequency or any other relevant characteristics, allows a judgment of prognosis on the guarantees that the person in question offers to perform the function:

- a) Not having been convicted in the last 10 years, by a final judgment, of committing a serious crime against life, physical integrity, personal liberty or seriously damaging the honor or property of others or of equivalent values, or of a crime of forgery and falsification, usurpation of functions against the execution of justice, a crime committed in the exercise of public functions, a tax crime, a crime specifically related to the exercise of auditing, insurance, financial or banking supervision activities, a crime under the Commercial Companies Code, or a crime of an economic-financial nature, as defined in Article 1 of Law No. 36/94. Law No. 36/94 of September 29, as amended by Decree-Law No. 325/95 of December 2, and by Laws Nos. 90/99 of July 10, 101/2001 of August 25, 5/2002 of January 11, and 32/2010 of September 2;
- b) Not being subject to a final conviction in a counter demand process in the last 10 years for violations of the rules concerning auditors or governing the activity of credit institutions,



financial companies and pension fund management companies, as well as rules governing the securities market and insurance or reinsurance activity, including insurance or reinsurance mediation;

c) No violations of legal norms or ethical principles governing the exercise of the profession have been recorded in the last five years;

d) There should be no record of infractions of disciplinary rules, ethics or professional conduct, within the scope of regulated professional activities;

e) Refusal, revocation, cancellation or termination of registration, authorization, admission or license to exercise a commercial, business or professional activity, by a supervisory authority, professional association or body with similar functions, or removal from office by a public entity;

f) Evidence that has led to the judicial dismissal, or judicial confirmation of dismissal with just cause, of members of the management and supervisory bodies of any commercial company;

g) Evidence that it failed to act in a transparent or cooperative manner in its dealings with any domestic, foreign or international supervisory or regulatory authorities.

3-The following also constitute, among others, possible criteria for the purpose of verifying the requirements set forth in Paragraph (a) of number 1, to be assessed in accordance with, among other elements, the concrete circumstances and the impact of the facts on the candidate's reliability and confidence in his/her work:

a) Lack of a good personal and professional reputation;

b) Have been convicted with final and unappealable decision, within the last five years, in a civil lawsuit for breach of contractual obligations or violation of real or personal rights of third parties;

c) Having been accused or convicted, within the last five years, in criminal proceedings for any crimes punishable by a prison sentence of more than five years;

d) Having been the addressee of a procedural act intended to impute the practice of an administrative offence punishable by a fine higher than that defined in Article 17(2) of the general regime for administrative offences, as set out in Decree-Law 433/82 of 27th October, as amended by Decree-Laws 356/89 of 17th October, 244/95 of 14th September, 323/2001 of 17th December and Law 109/2001 of 24th December;

e) Have been declared incapable of managing his or her own person and assets by a final sentence, unless judicial rehabilitation has been obtained;

f) Has demonstrated, in the last five years, an inability to make considered and judicious decisions;

g) Reveal, by any means, a tendency to adopt behaviors likely to jeopardize the trust of the



audited entities.

4-The assessment of the requirements referred to in paragraph 1 may be subject to regulation by the CMVM, after the *Ordem* of has been heard.

## **Article 149**

### **Registration of auditors from third countries**

1-Notwithstanding the application of the provision of Title VI, registration of auditors from third countries may be admitted provided that:

- a) Fulfill requirements equivalent to the ones foreseen in the present regime regarding suitability, academic qualifications, submission to examination, practical training and continuous training;
- b) Have passed the law and taxation modules, as defined in the Examination for Admittance as Statutory Auditor;
- c) They have a permanent address or professional establishment in Portugal or a representative with an address in Portugal.

2-The registration of members registered in similar organizations in the respective states may also be allowed, provided that these organizations allow Portuguese statutory auditors to exercise their profession under the same conditions as their nationals, as established by law.

## **Article 150**

### **Registration Committee**

1-Registration takes place under the general guidance and supervision of the registration committee.

2-The Registration Committee operates under the direction of the Directive Council of the *Ordem*, and is responsible for:

- a) Perform the tasks that are established in the examination and registration regulations;
- b) Verify the regularity of the conditions of enrollment as members of the *Ordem*, provided for in the present Statute;
- c) To register as statutory auditors in the respective list the applicants who meet the legally required conditions;
- d) Organize, update and publish the list of statutory auditors;



- e) Promote the necessary or convenient inquiries in order to verify whether at all times the registration requirements established in the present Statute are fulfilled;
- f) Propose to the directive council the regulatory or administrative measures aimed at filling gaps or interpreting the matters within its competence.
- 3- The composition and nomination of the registration commission and, in general, the regulation of enrollment in the *Ordem* are fixed in the Examination and Enrollment Regulations.

## SECTION II

### Admission Exam to the *Ordem*

#### Article 151

##### Exam

The entrance examination is organized in order to ensure the necessary level of theoretical knowledge in subjects relevant to statutory audit and auditing in accordance with EU regulations as well as the ability to apply this knowledge in practice.

#### Article 152

##### Periodicity

1- The *Ordem's* admission exam is held at least once a year on a date to be determined by the directive council.

2 - The exam may include the performance of fractional tests by subject groups, under the terms established in the examination and registration regulations

#### Article 153

##### Examination regime



1- The exam for admission to the *Ordem* consists of written and oral exams, to be taken before a jury.

2- The composition and nomination of the jury, as well as the subjects, the procedures and, in general, the regulation of the exam are fixed in the regulation of the exam and registration.

3 - The theoretical knowledge test included in the exam must cover, at least, the following subjects:

a) General accounting theory and principles;

b) Legal requirements and standards relating to the preparation of individual and consolidated accounts;

c) International accounting standards

d) Financial analysis

e) Cost and management accounting

f) Risk management and internal control;

g) Auditing and professional qualifications;

h) Legal requirements and professional standards relating to statutory audit and statutory auditors;

i) International auditing standards, international quality control standards and other international standards;

j) Ethics and professional deontology and independence.

4 - The theoretical knowledge test must also cover, at least, the following subjects, insofar as they are relevant to the exercise of auditing:

a) Company law and corporate governance;

b) Insolvency law and similar procedures;

c) Tax law

d) civil and commercial law

e) social security law and labor law

f) Information technology and computer systems

g) business, general and financial economics

h) Mathematics and statistics;



- i) Basic principles of the financial management of companies

#### **Article 154**

##### **Exam and Registration Regulations**

- 1- The representative assembly approves the regulations for the exam and registration, based on a proposal from the directive council, which is submitted to the approval of the member of the Government responsible for the area of finance.
- 2 - The regulations for the exam and registration will only be effective after they have been approved by the member of the Government responsible for the area of finance, which is deemed to be given if there is no decision to the contrary within 90 days of receiving them.

### **SECTION III**

#### **Internship**

#### **Article 155**

##### **Professional Internship Registration**

Registration for the internship referred to in Article 148 n° 1 paragraph e) can only be made after the exam for admission to the *Ordem* has been successfully completed.

#### **Article 156**

##### **Internship committee**

- 1-The internship is conducted under the general guidance and supervision of the internship committee, without prejudice to the specific guidance provided by the respective patron, who must be a statutory auditor or a statutory audit firm; in the latter case, a partner must be appointed to be responsible for the internship and, in either case, must have been registered for over five years.
- 2-The internship commission operates under the supervision of the directive council of the *Ordem*, and is responsible, namely, for:
  - a) Perform the tasks established in the internship regulations, approved by the representative



assembly, based on a proposal from the directive council and approved by the member of the Government responsible for the area of finances;

b) Propose, for the directive council's approval, the models of the internship agreement and of the trainee license;

c) To propose, for approval by the board of directors, the internship agreements;

d) Organize the lists of the trainee members;

e) Organize the continuous evaluation work of the trainee members.

## **Article 157**

### **Beginning and duration of the internship**

1-The internship must begin no later than three years from the date of the *Ordem's* admission exam.

2-The internship lasts at least three years, with a minimum of 700 hours a year, with at least two-thirds of the time spent with a patron who is a statutory auditor or an audit firm.

3-The internship consists in practical training, particularly in the area of auditing, which shall ensure, through its program and performance, the acquisition of knowledge, experience, and values required for the exercise of the profession.

4-The internship period may be reduced by the Internship Committee to a minimum of one to two years for those intern members who, having held public or private positions for five years, the Committee, upon the proposal of their patron, considers that they have adequate experience in the area of auditing and, incidentally, in areas related to the other subjects included in the examination program for admission to the profession.

5-In duly justified exceptional cases, maybe exempted from the internship by the internship committee those individuals who have passed the examination for admission to the profession and who, having performed public or private functions for 10 years, the committee considers to have adequate experience in auditing and, incidentally, in areas related to the other subjects included in the program for the exam to become a professional.

## **Article 158**

### **Withdrawal, exclusion and interruption of the internship**

1-The trainee member may request, at any time, to withdraw from the internship.

2-The internship committee may decide to exclude the trainee member, based on behavior that



violates professional ethics and deontology or based on a lack of success in the internship.

3-The exclusion from the internship ends all rights acquired regarding the process of access to the profession of statutory auditor.

4-On duly justified grounds, the trainee member may also request an interruption of the internship for a maximum period of two years, consecutive or interspersed, but the minimal interruption period may never be less than six months.

## **Article 159**

### **Internship Regime**

1-During the internship, the intern members are subject to the legal and regulatory regime of the *Ordem*, as applicable.

2-The internship committee monitors the progression of the internship and must confirm its accomplishment.

3-During the internship, trainee members are subject to at least two mid-term evaluations and a final knowledge evaluation.

4-The duties of the supervisor are to guide, direct and monitor the professional activity of the trainee member, integrating him/her in the effective exercise of the activity of statutory auditing, auditing of accounts and related services. Every six months, the supervisor must provide an opinion regarding the internship and the respective report elaborated by the trainee member, and by the end of the internship, a reasoned opinion on the trainee's aptitude or unfitness to exercise the profession.

5 - The trainee member is required to perform all tasks related to the auditing of accounts and other functions of public interest, under the guidance of his patron, and shall not perform on his own account acts that by law are restricted to the statutory auditor.

6-The trainee member is required to subscribe to a personal accident insurance policy consistent with the activity he performs, unless he is bound to the employer by an employment contract or the two have agreed otherwise within the internship agreement.

7 - Revoked

8 – The internship regulation must establish in a detailed and procedural manner, namely:

a) The rules for registration, withdrawal, exclusion and interruption of internship;





- b) The rules for the duration, reduction and dismissal of the internship;
- c) The rights and obligations of the patrons and trainees;
- d) The composition and powers of the internship commission;
- e) The system of knowledge evaluation;
- f) The matters subject to knowledge assessment.

## **Article 160**

### **Internship Regulation**

1-The representative assembly approves the internship regulations, upon proposal by the directive council, to be submitted for approval by the member of the Government responsible for the area of finance.

2-The internship regulations are only effective after approval by the Government member responsible for the area of finance, which shall be considered, granted if no contrary decision is made within 90 days of receipt.

## **CHAPTER II**

### **Obtaining, suspension and dismissal of the Statutory Auditor status**

#### **SECTION I**

#### **Obtaining Quality**

## **Article 161**

### **Registration on list**

1-The requirement for registration as a statutory auditor is addressed to the registration committee within three years of successfully completing the professional internship.

2-The requirement must be attached to the application with a statement from the applicant stating that he meets the general requirements for registration as a statutory auditor provided for in Article 148, as well as with a certificate of criminal record and a copy of the civil identification document.



## **Article 162**

### **Registration and review by the registration committee**

- 1 - The name and professional domicile of the applicant and the date of entry of the application shall be registered in a record organized by the Registration Commission.
- 2 - The regularity of the application and of the documents enclosed, as well as the fulfillment of the requirements foreseen in Article 148 are verified within 30 days.
- 3 - The deadline for the decision of the registration committee is suspended whenever an application is incomplete and additional information or elements requested are missing.
- 4 - The registration committee notifies the applicant of his/her registration on the list, with the respective registration number, or of his/her refusal, along with the supporting reasons.

## **Article 163**

### **Cancellation of registration**

Whenever the decision of the registration committee authorizing the listing of statutory auditors has been taken based on false statements or documents, inaccurate or incorrect information, whether or not deliberately produced to mislead, the committee must declare the listing null and void.

## **SECTION II**

### **Suspension of quality**

## **Article 164**

### **Voluntary Suspension of Exercise**

- 1- Statutory auditors may request the registration committee suspension from their practice.
- 2- In the request the respective grounds must be alleged, which, if they seriously compromise the



interests of the *Ordem*, will imply the dismissal of the request.

3-The approval takes effect only if the statutory auditors prove before the registration committee that they have ceased their functions.

4-The Registration Committee must suggest, regarding the Statutory Auditor whose registration is suspended, the conditions under which he may continue to benefit from the advantages granted to members of the Order, compatible with that situation.

## **Article 165**

### **Compulsory Suspension of Exercise**

1 - A statutory auditor is compulsorily suspended if:

- a) By a decision proffered in criminal proceedings, he/she is temporarily inhibited from exercising the profession;
- b) He/she has been punished, in a disciplinary process, with a disciplinary sanction of suspension;
- c) He/she is declared incapable of managing his/her person and assets by a final sentence, until judicial rehabilitation is obtained, without prejudice to the current regime for suspension lifting;
- d) Has been convicted, by a final and unappealable sentence, for committing a felonious crime that has endangered the life or physical integrity of people or is severely damaging to the honor or property of others or similar values or which seriously affects the dignity and prestige of the profession.

2-The suspension for the fact provided in paragraph d) of the previous number has a 10-year duration, without prejudice to the current regime for suspension lifting.

## **Article 166**

### **Regime**

1-A suspended Statutory Auditor cannot, during the suspension period, claim to be a Statutory Auditor before third parties, and is consequently inhibited from exercising any of the public interest functions contemplated in this Statute.

2-The suspension status does not exempt the Statutory Auditor from the legal and regulatory regime of the *Ordem*, as applicable.



### SECTION III Loss of Quality

#### Article 167

##### Voluntary cancellation of registration

Voluntary cancellation of registration may be requested as provided in Article 164.

#### Article 168

##### Compulsory cancellation of registration

The Statutory Auditor's registration is cancelled:

- a) When the provisions of number 1, paragraph b) of Article 148 have ceased to apply;
- b) Whenever the integrity of the Statutory Auditor is seriously compromised;
- c) Whenever the sanction of expulsion is applied to him/her;
- d) When determined by the CMVM.

### SECTION IV Removal of suspension and relisting

#### Article 169

##### Suspension lifting

1-The statutory auditor whose registration has been voluntarily suspended may request that the



suspension be lifted, and the request must be addressed to the registration committee and accompanied by the documents referred to in paragraph 2 of Article 161, which may be waived if the registration has been suspended for less than one year.

2-A compulsorily suspended Statutory Auditor is considered to be suspended voluntarily at the end of the compulsory suspension period, particularly for the purposes of the provisions of the previous paragraph.

3 - The deliberation on the suspension removal is preceded by an investigation, under the terms of number 2 of article 162, and may be dismissed by reasoned decision of the registration committee.

4 - In cases of suspension exceeding five years, the decision to remove the suspension is also preceded by an evaluation of the technical knowledge required for the exercise of the profession.

## **Article 170**

### **Re-enrollment after deregistration**

1 - Anyone who has obtained voluntary cancellation of registration and meets the general requirements set out in Article 148 may apply for reinstatement on the list of statutory auditors with exemption from the provisions of paragraph 1(d) and (e) of the same article, by means of a request addressed to the registration committee and accompanied by the documents referred to in number 2 of Article 161.

2 - After a period of five years from the compulsory cancellation of registration referred to in paragraph a) of Article 168, and if none of the facts or situations provided for therein has occurred, the interested party may request reinstatement in the list of statutory auditors, provided that he meets the general requirements established in Article 148, by means of a request addressed to the registration committee, accompanied by the documents referred to in paragraph 2 of Article 161.

3-After verifying the regularity of the application and the attached documents, the enrollment commission sends the process to the disciplinary council, which verifies if the applicant meets the required conditions for re-enrollment.

4-The report of the investigation carried out by the disciplinary council must be presented to the



registration committee within 30 days, which can be extended by the committee when there is a justifiable reason.

5-In cases of voluntary cancellation of registration for over five years, the decision on its cancellation is also preceded by an evaluation of the technical knowledge required for the exercise of the profession.

6-In case of refusal of the request for reinstatement, a new application can only be submitted after a lapse of three years from the date of notification of refusal.

## TITLE V

### Public register

#### Article 171

##### Public Register

The *Ordem* assures the registration of statutory auditors, of statutory audit firms, as well as of the forms of association of statutory audit firms, by means of the registration in the list of statutory auditors and respective disclosure, under the terms of the following articles.

#### Article 172

##### Contents of the public register

1 – The public register referred to in the previous article identifies each statutory auditor, each statutory audit firm and each association of statutory audit firms, through a specific number, which corresponds to the registration number in the respective list.

2 - The information in the public register are registered and maintained under an electronic form



and communicated to the CMVM for the purposes of its supervision and public disclosure.

3 - Besides the facts and information referred to in the following paragraphs, the public register contains the name and address of the entities responsible for the approval, quality control, sanctions and public oversight of the registered subjects.

4 - Regarding statutory auditors, the public register contains the following information:

- a) Name, professional residence, e-mail address and registration number;
- b) If applicable, the name or denomination, head office, website address and registration number of the Audit Firm which employs the Statutory Auditor or with which he or she is associated as a partner or otherwise, or the name and registration number of the Statutory Auditor with whom he or she is associated, including by means of the execution of the service agreement;
- c) All other registration, as statutory auditor, with competent authorities of other member states and, as auditor, with third countries, including the names of the registration authorities and, if any, the registration numbers;
- d) The suspension of activity status, if applicable; and
- e) Identification of the public interest entities on which it carries out statutory audits.

5 - Registered third country auditors should appear in the register as third country auditors and not as statutory auditors.

6 - Concerning audit firms and associations of audit firms the public register contains the following information:

- a) Firm or denomination, head office, e-mail address and registration number;
- b) Legal form;
- c) Contact information, main contact person and web address;
- d) Address of each office in Portugal;
- e) Name and registration number of all statutory auditors employed by or associated with the audit firm as a partner or in any similar capacity, including by means of the execution of the service agreement;
- f) Name and business address of all partners;
- g) Name and professional address of all members of the management bodies;
- h) If applicable, identification of the national or international network to which it belongs and an address where information is available to the public on the names and addresses of the companies and subsidiaries belonging to that network;



i) All other registration, as an audit firm, before the competent authorities of other member states and, as an audit entity, before third countries, including the names of the registration authorities and, if any, the registration numbers;

j) If applicable, indicating that the statutory audit firm is registered under Article 185; and

k) Identification of the public interest entities to which it performs statutory audits.

7-Registered third country audit entities are listed in the register as such, and not as audit firms.

8-The acts performed by statutory auditors and audit firms in the context of the statutory audit of public interest entities only produce legal effects after the registration of the information referred to in paragraph 4(e) and in paragraph 6(k), as applicable.

### **Article 173**

#### **Registration and registration information update**

1-Within the context of their registration process, statutory auditors, statutory audit firms and associations of statutory audit firms must provide to the *Ordem*, the information referred to, respectively, in paragraphs 4 to 6 of the previous Article, for the purpose of registration in the public register.

2-Statutory auditors, audit firms and associations of audit firms must notify the *Ordem* of any changes regarding the information contained in the public register within 30 days of such changes occurring.

3-The information provided, for registration purposes, according to the previous paragraphs, must:

a) be signed by the statutory auditor or by the legal representatives of the audit firm or of the association of audit firms;

b) Be written in Portuguese, or in any other official language(s) of the European Union or the European Economic Area if supported by a certified translation.

4-The provisions of the previous paragraphs apply, with due adaptations, to auditors and audit entities from third countries, as provided for in paragraphs 5 and 7 of the previous Article.

### **Article 174**

#### **Registration of legal or natural persons authorized to carry out audit activity in a third country**

1-Third country auditors and audit entities that submit an audit report on the individual or consolidated accounts of an entity headquartered in a third country and with securities admitted to





trading on a regulated market located or operating in Portugal are also subject to public registration under Article 171, unless the entity is only an issuer of outstanding debt securities to which one of the following applies:

a) Have been admitted to trading on a regulated market situated or operating in a member state, before December 31, 2010, and have a unit par value, at the date of issue, equal to or greater than (euro) 50,000 or, in the case of debt securities denominated in foreign currency, equivalent, at the date of issue, to at least (euro) 50,000;

b) Have been admitted to trading on a regulated market situated or operating in a member state, and have a unit par value, at the date of issue, equal to or greater than (euro) 100,000 or, in the case of debt securities denominated in foreign currency, equivalent, at the date of issue, to at least (euro) 100,000.

2-The registration of the entities referred to in the previous number is ensured by the CMVM.

3 - The CMVM may, on the basis of reciprocity, waive the registration of natural or legal persons authorized to exercise the activity of statutory audit in a third country that present an audit report on the individual or consolidated accounts of an entity headquartered outside the European Union, if that individual or legal person is subject, in a third country, to a system of public oversight, quality control and sanctions meeting requirements equivalent to those provided for in the applicable legal rules.

4 - Until the date on which the European Commission adopts the act referred to in number 2 of Article 46 of Directive 2006/43/EC, of the European Parliament and of the Council, of 17 May 2006, as amended by Directive 2014/56/EU, of 16 April 2014, the CMVM will assess the equivalence referred to in the previous number or will rely, totally or partially, on the analyses carried out by other member states.

5 - In the cases foreseen in paragraph 3, the provisions of Articles 172 and 173 shall apply, with the necessary adaptations; all communications foreseen therein must be addressed to the CMVM.

6 - Third country auditors or audit entities that carry out audit reports concerning annual or consolidated accounts, registered according to paragraph 1, and which have not previously been registered in another Member State, shall be subject to the national legal regime, in particular concerning oversight, quality assurance and penalties.



## TITLE VI

### Statutory auditors from the European Union or the European Economic Area

#### CHAPTER I

#### Professional activity performed by statutory auditors from the European Union or the European Economic Area

##### Article 175

###### Scope of application

The present chapter applies to statutory auditors coming from any member state of the European Union or the European Economic Area, being allowed to exercise their profession in Portugal, if they are authorized to exercise their professional activity there and fulfill the provisions of Article 182.

##### Article 176

###### Definitions

For the effects set forth in this title, the expressions below shall have the following meaning:

- a) «Statutory auditor of the European Union or the European Economic Area», refers to a national of a Member State of the European Union or the European Economic Area who is qualified to exercise the profession of statutory auditor in Portugal, by providing the respective professional services;
- b) «Home Member State», means the country where the Statutory Auditor from the European Union or the European Economic Area is legally established.

##### Article 177

###### Registration of statutory auditors from member states of the European Union or the European Economic Area

1-For the purposes of registration in Portugal, persons authorized to exercise the profession in



any of the other member states of the European Union or the European Economic Area are recognized as statutory auditors, and as such authorized to exercise the respective profession.

2-The auditor referred to in the previous number must use his title expressed in Portuguese and in the language of the Member State of provenance, stating the professional body to which he belongs.

3-Statutory auditors from the European Union or the European Economic Area are required to show proof of legal title proving their right to exercise the profession in their home Member State.

4-Statutory auditors recognized under paragraph 1 are subject to this Statute and other applicable legal and regulatory rules in the exercise of their activity in Portugal.

## **Article 178**

### **Professional status**

1-Regarding the rules governing the practice of the profession, in particular those concerning rights and duties, incompatibilities, liability and the code of ethics, the statutory auditors of the European Union or the European Economic Area are subject to the same conditions of practice as those applicable to national auditors.

2-On matters not included in the previous paragraph, the rules in force in the Member State of origin apply to the statutory auditors of the European Union or the European Economic Area.

3-The provisions of paragraph 1 apply regardless of whether the Statutory Auditor of the European Union or the European Economic Area has a professional establishment in Portugal, if compliance with them is specifically feasible and justified to ensure the proper exercise, in Portugal, of the activity of Statutory Auditor and the independence, prestige and dignity of the profession.

## **Article 179**

### **Applicable sanctions**

1-A statutory auditor from the European Union or the European Economic Area violating the provisions of this Title, and in particular the statutory provisions of the previous Article, shall be subject to the sanctions provided for national auditors.

2-The *Ordem* is qualified to apply, in relation to the statutory auditors of the European Union or



the European Economic Area, the sanctions provided for in the present Statute and referred to in the previous number, and may request from the competent professional entities of the Member State of origin the information, documents and necessary proceedings for the instruction of the processes and the sanctions applicable to the case.

3-The *Ordem* must inform the member state of origin of any sanctions applied to statutory auditors from the European Union or the European Economic Area.

## **Article 180**

### **Communication Duties**

The *Ordem* communicates to the competent authority of the member state of origin, indicating the corresponding grounds:

- a)The dissolution and liquidation of member state auditing entities, pursuant to Articles 142 and 143;
- b)The compulsory suspension of the exercise of the member state auditor's profession, pursuant to number 1 of Article 165;
- c)The compulsory deregistration of the member state auditor pursuant to Article 168.

## **Article 181**

### **Cooperation**

The Order cooperates with its competent authorities in other member states in order to converge the requirements of academic qualifications, considering the developments in the field of auditing activities and in the exercise of the respective profession and, in particular, the convergence achieved in the exercise of the profession in question.

## **CHAPTER II**

### **Conditions for registration of Statutory Auditors from the European Union or the European Economic Area**

## **Article 182**



### **Aptitude teste**

1 - The aptitude test is taken under the terms of the registration and examination regulations, in Portuguese, and must cover the legal subjects, including taxation, included in the respective program.

2-The attendance of the modules of the preparation course for the aptitude test for statutory auditor cannot be less than 80 /prct. of the time foreseen for each one of them.

3-The natural persons authorized to exercise the profession in any of the member states of the European Union or the European Economic Area may request to the directive council, the exemption of the referred attendance, provided they have exercised a related professional activity in Portugal for at least 10 years.

### **Article 183**

#### **Registration for purposes of exercising the right of establishment and freedom to provide services**

1-The registration of statutory auditors from other member states of the European Union or the European Economic Area exercising the right of establishment is done by written request addressed to the registration commission, in Portuguese, indicating their full name, the positions and activities they hold, their professional domicile in the member state from where they come, their date of birth, and their future professional domicile in Portugal.

2-The mentioned application must be accompanied by:

a)Official identification document indicating nationality;

b) Evidence of the applicant's right to exercise any of the professional activities referred to in paragraph 1 of Article 177, issued less than three months ago by the competent authorities of the member state of provenance;

c)Evidence of having completed the training referred to in the previous Article or of having been excused from it, under the terms of the same Article;

d)Certificate of professional liability insurance, guarantee or equivalent instrument, pursuant to no. 3 of Article 38 of Law no. 2/2013, of January 10, in the applicable cases.

3-The registration commission must only register statutory auditors from the European Union or the European Economic Area for the purpose of exercising the right of establishment, provided that their effective permanence in a professional address in Portugal and their compliance with



the applicable ethical rules are ensured, unless such conditions and rules are already complied with by a statutory auditor established and qualified in Portugal and in the service of whom they carry out their activity.

4-The provisions of paragraphs 1 and 2 are applicable to the registration of statutory auditors from other member states of the European Union or the European Economic Area who provide occasional and sporadic services in Portugal, under the freedom to provide services, unless the professional domicile in Portugal is indicated, which is replaced by the professional domicile of a statutory auditor established and qualified in Portugal, for the purposes of receiving summonses and notifications.

5-The *Ordem* may require from statutory auditors of the European Union or the European Economic Area, at any time, any document or documents listed in paragraph 2, for proving the established requirements for the exercise of the profession.

### CHAPTER III

#### Registration conditions for statutory auditors from Portuguese-speaking countries

##### Article 184

Revoked

### CHAPTER IV

#### Statutory audit firms from European Union member states

##### Article 185



### **Registration of statutory audit firms**

1 - For purposes of registration by the *CMVM* and to enable them to carry out legal or voluntary audits in Portugal, the *Ordem* will register the auditing entities approved in any member state, provided that:

- a) the main partner conducting the statutory or voluntary audit on his behalf is a statutory auditor;
- b) The audit entity must be recognized by presentation of a certificate of registration issued by the competent authority of the home Member State less than three months before.

2 - Without prejudice to the provisions of the previous number, the *Ordem* may develop the diligence it considers appropriate for confirmation of the registration of the audit entity with the competent authority of the member state of origin.

## **TITLE VII**

### **Complementary and final provisions**

#### **Article 186**

##### **Communications by the *Ordem* to companies and other entities**

Within 30 days following the date of *res judicata*, the *Ordem* must inform the companies and other entities of the compulsory suspensions of exercise, compulsory cancellations of registration, and expulsions of statutory auditors who carry out functions of public interest therein.

#### **Article 187**

##### **Revoked**



## **Article 188**

### **Third country audit firms**

Third country auditors who have acquired the qualification of certified public accountant in Portugal may constitute firms of certified public accountants under the terms of this statute on an equal basis with nationals.

## **Article 189**

### **Collaboration with entities**

Notarial offices, registry offices, the Tax and Customs Authority, the General Inspection of Finance, the Securities Market Commission, the Bank of Portugal, the Insurance and Pension Fund Supervisory Authority and other public entities, whenever there are concerns about the professional qualifications of statutory auditors or any irregularities detected within the scope of their competencies, should inform the *Ordem*.

## **Article 189- A**

### **Collaboration with the competent entities**

The *Ordem* will immediately inform the competent entities of any notices of infractions of which it becomes aware, and whose instruction and sanctioning does not fit within its competence.

## **Article 190**

### **Participation in public crimes**

1 - Without prejudice to provisions in special law, statutory auditors shall report to the Public Prosecution Service any facts detected in the exercise of their public interest functions, which indicate criminal offenses.

2 – Revoked





## **Article 191**

### **Administrative cooperation**

The *Ordem* shall provide and request from the public professional associations or the competent administrative authorities of the other member states of the European Union and the European Economic Area, as well as from the European Commission, mutual assistance and adopt the necessary measures to cooperate effectively, within the framework of the procedures relating to service providers from other member states, pursuant to chapter vi of Decree-Law No. 92/2010 of July 26, as amended by Decree-Laws No, 127/2013, of August 30, and 10/2015, of January 16, and of Article 51(2) of Law 9/2009, of March 4, as amended by Laws 41/2012, of August 28, and 25/2014, of May 2, namely through the Internal Market Information System.

## **Article 191-A**

### **Definitions**

The definitions contained in Article 2 of the Legal Framework for Audit Supervision, shall apply to this law, unless otherwise expressly defined herein.

Lisbon, January 2023