

CHAPTER 442

ACCOUNTING EXAMINING BOARD

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442.01 Examining board; duties. (1) In this chapter, "examining board" means accounting examining board.

(2) No standard or rule relating to professional conduct or unethical practice shall be adopted until the examining board has held a public hearing with reference thereto, notice of which shall be mailed at least 60 days before such hearing to every holder of a certificate issued under this chapter. No rule or standard shall become effective until 60 days after its adoption by the examining board. Any person who has appeared at the public hearing and filed written protest against any proposed standard or rule may, upon the adoption of such standard or rule, obtain a review thereof under ch. 227. Thereafter every person practicing as a public accountant in the state shall be governed and controlled by the rules and standards prescribed by the examining board.

(3) All certificates issued under this chapter shall be signed by at least 2 members of the examining board. The board shall record its proceedings.

442.02 Public accountant, definition. A person shall be deemed to be in practice as a public accountant, within the meaning and intent of this chapter:

(1) Who holds himself out to the public in any manner as one skilled in the knowledge, science and practice of accounting, and as qualified and ready to render professional service therein as a public accountant for compensation; or

(2) Who maintains an office for the transaction of business as a public accountant, or who, except as an employe of a public accountant, practices accounting, as distinguished from bookkeeping, for more than one employer; or

(3) Who offers to prospective clients to perform for compensation, or who does perform on behalf of clients for compensation, professional services that involve or require an audit of financial transactions and accounting records; or

(4) Who prepares for clients reports of audits, balance sheets, and other financial, accounting and related schedules, exhibits, statements or reports which are to be used for publication or for credit purposes, or are to be filed with a court of law or with any other governmental agency, or for any other purpose; or

(5) Who, in general or as an incident to such work, renders professional assistance to clients for compensation in any or all matters relating to accounting procedure and the recording and presentation of financial facts.

(5m) (a) Who signs or affixes his name or any trade or assumed name used by him in his business or profession to an opinion or certificate attesting to the reliability of any representation or estimate in regard to any person or organization embracing financial information, financial transactions or accounting records.

(b) This subsection shall not prohibit any officer, employe, partner or principal of any organization from affixing his signature to any statement or report in reference to the affairs of that organization with any wording designating the position, title or office which he holds in that organization, nor shall this subsection prohibit any act of a public official or public employe in the performance of his duties.

(6) Every member of a partnership, and every officer and director of a corporation who, in such capacity, does any of the things enumerated in subs. (1) to (5m), shall be deemed to be in practice as a public accountant.

(7) Nothing contained in this chapter shall prevent the employment by a certified public accountant, or by a public accountant, or by a firm or corporation, furnishing public accounting services as principal, of persons to serve as accountants in various capacities, as needed; provided, that such persons work under the control and supervision of certified public accountants or accountants with certificates of authority as hereinafter provided, that such employes shall not issue any statements or reports over their

own names except such office reports to their employer as are customary and that such employes are not in any manner held out to the public as public accountants as described in this chapter.

(8) Nothing contained in this chapter shall apply to a practicing attorney, who, in connection with his professional work renders any accounting service.

(9) Nothing contained in this chapter shall apply to any persons who may be employed by more than one person, partnership or corporation, for the purpose of keeping books, making trial balances or statements, and preparing audits or reports, provided such audits or reports are not used or issued by the employers as having been prepared by a public accountant and provided such persons do not do any of the things enumerated in sub. (5m) (a), without complying with sub. (5m) (b).

(10) Nothing contained in this chapter shall apply to holders of state-granted certified public accountant certificates from other states who may be temporarily in this state on professional business incident to their regular practice in the states of their domicile, but with neither residence nor office in this state.

442.03 Licenses. (1) No person may lawfully practice in this state as a certified public accountant either in his own name, or as an employe, or under an assumed name, or as an officer, member or employe of a firm, or as an officer or employe of a corporation, unless such person has been granted by the examining board a certificate as a certified public accountant, and unless such person, firm or corporation, jointly and severally, has complied with all of the provisions of this chapter, including annual registration as herein provided.

(2) From and after December 1, 1935, no person may lawfully practice in this state as a public accountant either in his own name, or as an employe or under an assumed name, or as an officer, employe or member of a firm, or as an officer or employe of a corporation, unless such person has been granted by the examining board a certificate of authority as a public accountant and unless such person, firm or corporation, jointly and severally, has complied with all of the provisions of this chapter, including annual registration as herein provided.

(3) From and after December 1, 1935, no corporation and no officer or employe thereof may lawfully practice in this state as a public accountant either in his name, or as an employe or under an assumed name, unless such person and corporation has been granted by this examining board a certificate of authority as a public ac-

countant and unless such person or corporation, jointly and severally, has complied with all the provisions of this chapter, including annual registration as herein provided.

442.04 Qualifications for licenses as certified public accountants. (1) The examining board shall grant a certificate as a certified public accountant to all persons who become entitled thereto under this section and s. 442.05.

(2) Examinations shall be held by the examining board at least once in each year at such times and places as are determined by the examining board. Notice of the time and place of each examination shall be published, as a class 2 notice, under ch. 985, in at least one daily newspaper published in the city of Milwaukee, and in at least one daily newspaper published in the city of Madison, with the last insertion not less than 30 days prior to the date of such examination. Not less than 30 days prior to each examination, each applicant who has made inquiry prior to the first insertion, shall be notified by mail by the department, at the address mentioned in the application, of the time and place of the examination.

(3) Applicants for a certificate as a certified public accountant prior to July 1, 1968, shall have completed at least a 4-year high school course of study or have received an equivalent education sufficient under rules established by the examining board. Such applicants must have had at least 3 years of accounting experience, equivalent to that of a senior in public practice, the sufficiency of the experience to be judged by the examining board. The examining board may accept evidence of sufficient technical education in accountancy in lieu of 1 1/2 years of public accounting experience.

(4) On and after July 1, 1968, applicants sitting for the first time for the examination leading to the certificate to practice as a certified public accountant shall present to the examining board a bachelor's or higher degree from a reputable institution approved and recognized by the examining board as having standards of education and training substantially equivalent to those of the school of commerce of the university of Wisconsin for a resident major in accounting. Before approving and recognizing any such institution, if sufficient information is not otherwise available, but without shifting the burden of proof from such institution to the examining board, the latter may conduct an investigation, and if it does so, shall hold a public hearing during the course thereof, with notice to all interested parties, at which any person may be heard. The examining board may designate an agent, including one or more examining board members, to conduct a portion or all of such investigation

to determine the facts upon which the examining board shall make its findings. The findings and any action taken by the examining board with reference to approval or recognition of any such institution may be reviewed under ch. 227.

(5) No certificate as a certified public accountant shall be granted to any person other than a citizen of the United States, or an individual who has in good faith declared his intention of becoming such a citizen, who is over the age of 23 years and of good moral character, and except as provided in s. 442.05, who has successfully passed a written examination in such subjects affecting accountancy as the examining board deems necessary, and who, if he made application before July 1, 1968, has had at least 3 years of accounting experience, equivalent to that of a senior in public practice. The examining board may accept evidence of sufficient technical education in accountancy in lieu of 1 1/2 years of public accounting experience. If he made application after that date and has had at least 1 1/2 years accounting experience equivalent to that of a senior in public practice, the sufficiency of the experience to be judged by the examining board, the examining board may supplement said written examination by an oral examination and may use the examination service provided by the American institute of certified public accountants.

442.05 Exceptions. The examining board may waive the examination of and grant a certificate to any person possessing the qualifications mentioned in s. 442.04 (5), who:

(1) Is the holder of a certificate to practice as a certified public accountant issued under the laws of any other state which extends similar privileges to certified public accountants of this state, provided such certificate was issued upon due examination, and provided that the requirements of the law of such state were, in the opinion of the examining board, equivalent to the requirements of the laws of this state at the time the certificate was issued;

(2) Is the holder of a certificate of license to practice as a public accountant issued in any foreign country, provided such certificate was issued upon due examination, that the requirements regulating the issuance of such certificates are, in the opinion of the examining board, equivalent to the requirements of the law of this state and that such foreign country extends similar privileges to certified public accountants of this state.

442.06 Certificates to public accountants without licenses. (1) The examining board may grant a certificate of authority to practice as a public accountant to each individual who

applied before December 1, 1935, who presents evidence of good moral character satisfactory to the examining board, and

(a) Who furnishes satisfactory evidence he was maintaining an office in the state for the practice of public accounting on his or her own account on September 21, 1935; or

(b) Who for 4 years has been in responsible charge of accounting engagements in the state of Wisconsin as an employed member of the staff of a certified public accountant or a public accountant, or of a firm of certified public accountants or public accountants; or

(c) Who, in the opinion of the examining board, has had 4 years' experience equivalent to that specified in par. (b).

(2) The examining board may grant certificates of authority to firms, if the resident partner or partners and resident manager have received certificates as certified public accountants, or if the resident manager and resident partners of such firm have received certificates of authority under the laws of this state or if the resident manager and each partner of such firm has received either a certificate as a certified public accountant or a certificate of authority issued under the laws of this state.

(3) The examining board may grant certificates of authority to corporations to practice as public accountants who:

(a) On September 21, 1935 are corporations legally organized under the laws of this state, with power to practice as public accountants within the meaning of this chapter; and

(b) On or before December 1, 1935, furnished satisfactory evidence to the examining board that such corporation was legally incorporated under the laws of this state on September 21, 1935; and

(c) Whose manager and whose board of directors shall each have received either a certificate as a certified public accountant or a certificate of authority to practice as a public accountant as provided in this chapter.

(4) Whenever the manager and all of the directors of such a corporation in the practice of public accounting ceases or fails to hold certificates as certified public accountants, or certificates of authority as provided in this chapter, the certificate of authority to the corporation shall become void and so be recorded by the examining board.

442.07 Requirements for practice as certified public accountant or public accountant. (1) Any person who has been issued a certificate of his qualifications to practice as a certified public accountant, shall be styled and known as a "certified public accountant" and

no other person shall assume to use such title or the abbreviation "C.P.A." or any other word, words, letters or figures to indicate that the person using the same is a certified public accountant. The terms "chartered accountant" and "certified accountant" and the abbreviation "C.A." are specifically prohibited to such other persons as being prima facie misleading to the public. Any person who has been issued a certificate of authority, as herein provided, shall be styled and known as a "public accountant" and no other person, other than a certified public accountant, shall assume to use such designation or any other word, words, letters or figures to indicate that such person is entitled to practice as a public accountant.

(2) No person shall practice in this state as a certified public accountant or a public accountant, either in his name, under an assumed name, or as a member of a partnership, except as provided in s. 442.02 (10), unless he has been granted a certificate by the examining board and secured a registration card for the current year. No person shall practice in this state as a public accountant, as an officer or director of a corporation engaged in the practice of public accounting, unless the corporation has been granted a certificate by the examining board and secured a registration card for the current year.

(3) Any partnership, which is entitled to practice as certified public accountants in this state or any other state, every resident member and resident manager of which is a certified public accountant of this state, after registering the partnership name with the examining board, may use the designation "certified public accountants" in connection with the partnership name. Any partnership, every member and resident manager of which is a certified public accountant of this state or any other state or holds a certificate of authority under this chapter, after registering the partnership name with the examining board, may use the designation "public accountants" in connection with the partnership name. An assumed name, in use prior to September 21, 1935, may be used the same as a partnership name, provided the individual persons practicing as principals under that name hold certificates granted by the examining board and register the name with the examining board.

442.08 Annual registration card. The department shall, in December of each year, upon application made by any holder of an unrevoked Wisconsin certificate as a certified public accountant or an unrevoked Wisconsin certificate of authority as provided for in this chapter, issue a registration card, which card shall be good until December 31 of the next succeeding year, unless the certificate is revoked. A regis-

tration card shall also be issued to any partnership or corporation, upon application, which has complied with this chapter. Interim registrations shall be issued to individuals, partnerships and corporations who have complied with this chapter within the year.

442.09 Fees. (1) Any person making an application for examination or certificate shall accompany such application with a United States money order or a certified check indorsed to the state treasurer in the sum of \$30 for application filed under s. 442.04 or 442.05 (1), and in the sum of \$50 for application filed under s. 442.05 (2). Should such application be rejected by the examining board such check or money order shall be returned to the applicant, but immediately upon approval of the application such check or money order shall be deposited in the general fund.

(2) Every applicant who shall be unsuccessful in the initial examination shall have the privilege of one reexamination without payment of an additional fee, if application for such reexamination be made within 2 years from the date of the first examination.

(3) All persons to whom an annual registration card is issued shall pay an annual fee of \$7 therefor. All partnerships or corporations to whom an annual registration card is issued shall pay an annual fee of \$15. Interim registrations shall be at the full rates as above specified.

442.10 Disclosure of interest in corporation reported on. (1) A certificate of an accountant must disclose interest in corporation reported on:

(a) Whenever any person shall, as a certified public accountant, or public accountant, sign or certify any report, schedule or statement relative to the affairs of any corporation, association or copartnership, in which such person is financially interested, or by which such person is regularly engaged as an officer or employe, such signature or certification shall be accompanied by a specific statement setting forth the fact that such person is financially interested in, or is an officer or regular employe of such corporation, association or copartnership. If such person is both financially interested and an officer or regular employe, the statement shall cover both such financial interest and employment. In the case of a corporation holding a certificate of authority signing or certifying as above, the interest of any of its stockholders shall be disclosed.

(b) The examining board may make and enforce all necessary rules and regulations relative to the foregoing provisions and may determine

upon the particular phraseology necessary to carry into effect the provisions thereof.

(c) Any person who shall violate this section shall be fined not less than \$50 nor more than \$200.

442.11 Penalties. Any person shall be deemed guilty of a misdemeanor, and shall be fined not more than \$500 for each offense, or imprisoned in the county jail for not more than one year, or both:

(1) Who shall use any other term than certified public accountant or the abbreviation C. P. A. to indicate that he is a public accountant with a specially granted title; or

(2) Who, when practicing under an assumed name, or as a member of a partnership, other than one which is registered under s. 442.07 as composed of certified public accountants, or as an officer of a corporation, announces, either in writing or by printing, that the assumed name, partnership or corporation is practicing as a certified public accountant; or

(3) Who, as a member of a partnership, announces, either in writing or by printing, that the partnership is practicing as "public accountants" unless the partnership is registered as such under s. 442.07; or

(4) Who, as an officer of a corporation, permits it to practice as a public accountant unless it is registered with the examining board, and holds an unrevoked certificate of authority from the examining board; or

(5) Who holds himself out to the public as a certified public accountant or who assumes to practice as a certified public accountant unless he has been granted a certificate as such from the examining board; or

(6) Who holds himself out to the public as a public accountant or who assumes to practice as a public accountant unless he has been granted a certificate of authority from the examining board; or

(7) Who shall practice as a certified public accountant or as a public accountant after his certificate has been revoked; or

(8) Who shall as an individual, or, as a member of a partnership or as an officer or director of a corporation, practice or permit the partnership or corporation to practice as a certified public accountant or as a public accountant unless a registration card has been secured for the current year; or

(9) Who shall sell, buy, give or obtain an alleged certificate as a certified public accountant, or a certificate of authority, or a registration card in any other manner than is provided for by this chapter; or

(10) Who attempts to practice as a certified public accountant or as a public accountant under guise of a certificate not granted by the examining board, or under cover of a certificate obtained illegally or fraudulently; or

(11) Who shall certify to any false or fraudulent report, certificate, exhibit, schedule or statement; or

(12) Who shall attempt by any subterfuge to evade the provisions of this chapter while practicing as a public accountant; or

(13) Who shall, as an individual, or as a member of a partnership or as an officer of a corporation, permit to be announced by printed or written statement that any report, certificate, exhibit, schedule or statement has been prepared by or under supervision of a certified public accountant or by or under supervision of a public accountant when the person who prepared the same was not such certified public accountant or public accountant.

(14) If it appears upon complaint to the examining board by any person, or it is known to the examining board, that any person has violated this chapter, the examining board may investigate. The district attorney of the county in which violations of this chapter are known or alleged to have occurred shall promptly investigate complaints, from any source, of such violations and prosecute if the facts so warrant. Upon request from the examining board, and where the facts warrant, the appropriate district attorney shall promptly seek an injunction against any person who is violating this chapter.

(15) Following the refusal or failure of the district attorney to act within a time which it deems reasonable, the examining board may request the attorney general to institute a prosecution or to seek an injunction for violation of this chapter.

442.12 Revocation of certificates and registration cards.

(1) The examining board may, on its own motion, make investigations and conduct hearings and may, on its own motion or upon complaint in writing, duly signed and verified by the complainant, revoke or suspend for a definite period any certificate or registration card or officially censure the holder thereof, if it finds that he has violated this chapter or any duly promulgated standard or rule of practice or for any other sufficient cause.

(2) In the case of a corporation or a partnership, it shall be sufficient cause for the revocation or suspension of the certificate or registration card of such partnership or corporation, or for censure of it, if it be found that any officer, director or member thereof has been guilty of such act or omission as would be cause for re-

voking or suspending a certificate or card to such person as an individual or for censuring him.

(3) A copy of the complaint shall be served upon the person complained against by personal service or by mailing to his last known business address. In case the complaint is against a person, who is an officer, director, member or employe of a corporation or partnership, a copy of the complaint shall also be served upon such corporation or partnership. The person served shall file his answer with the examining board within 20 days after service. The examining board shall set the matter for hearing as promptly as possible and within 30 days after the date of filing of the answer. At all such hearings a representative of the department of justice designated by the attorney general or the district attorney or an assistant designated by him, shall be present and represent the interests of the public. The defendant and, if there is a complainant other than the examining board, the complainant may appear at such hearing in person or by attorney or agent.

(4) No order revoking or suspending a certificate or card censuring the holder thereof shall be made until after a public hearing or hearings held before the examining board or any member thereof. Such hearing or hearings shall be held in the county where the defendant resides and, in the case of a nonresident, at such places as are designated by the examining board. The testimony presented and proceedings had at such hearing shall be taken in shorthand and preserved with the records of the department. The examining board shall, as soon thereafter as possible, make its findings and determination thereon.

(5) Orders of the examining board shall be subject to review under ch. 227, except that the

place of review shall be the circuit court of the county in which the hearing was held.

(6) The display of a card, sign, advertisement, a directory listing, or the issuance of a letterhead bearing the name of an individual, corporation or partnership as a practitioner of public accounting as defined in s. 442.02 shall be presumptive evidence in any hearing or prosecution against such person, that the person whose name is so carried thereon is responsible for the same and announcing thereby to practice public accounting. In any hearing or prosecution under this chapter, the proof of a single act prohibited by law shall be sufficient without proving a general course of conduct.

442.13 Ownership of accountant's working papers. All statements, records, schedules, working papers and memoranda made by a certified public accountant or public accountant incident to or in the course of professional service to clients by such accountant, except reports submitted by a certified public accountant or public accountant to a client, shall be and remain the property of such accountant, in the absence of an express agreement between such accountant and the client to the contrary. No such statement, record, schedule, working paper or memorandum shall be sold, transferred or bequeathed, without the consent of the client or his personal representative or assignee, to anyone other than one or more surviving partners or new or successor partners of such accountant.

442.14 Saving clauses. Nothing contained in this chapter shall in any way invalidate or set aside certificates of certified public accountants as legally granted before September 21, 1935.