

Tomorrow 3/16
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O-NOTE

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2001 BILL

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1 AN ACT to repeal 440.08 (2) (a) 2., 442.03 (2), 442.03 (3), 442.04 (3), 442.04 (4) (b),
2 442.06, 442.07 (2), 442.11 (3), 442.11 (4), 442.11 (6) and 442.14; to renumber
3 and amend 442.001, 442.02 (7), 442.02 (8), 442.02 (9), 442.02 (10) and 442.03
4 (1); to amend 39.75 (7) (d), 39.80 (5) (c), 45.353 (3), 64.12 (4), 64.34 (2), 66.0609
5 (3), 100.03 (1) (bm), 100.03 (1) (ym) 2., 100.06 (1g) (c), 115.817 (5) (b) 1., 120.14
6 (3), 120.18 (1) (gm), 127.01 (1r), 127.01 (25m) (b), 127.06 (1) (e), 127.06 (1m) (e),
7 148.19 (2), 180.0701 (4) (c), 180.0826 (2), 180.1903 (1), 181.0850 (2), 181.1620
8 (2) (intro.), 185.363 (2), 186.094 (2), 186.15 (1), 187.31 (2), 187.41 (2), 198.167,
9 214.76 (2) and (4), 215.523 (2), 217.08 (2), 221.0616 (2), 440.05 (intro.), 440.08
10 (2) (a) (intro.), 442.01 (2), 442.01 (3), 442.02 (title), 442.02 (1m) (intro.), 442.02
11 (1m) (a), 442.02 (1m) (b), 442.02 (5m), 442.02 (6), 442.04 (4) (bm), 442.04 (4) (c),
12 442.04 (5), 442.07 (title), 442.07 (1), 442.07 (3), 442.10 (1), 442.10 (2), 442.11 (1),
13 442.11 (2), 442.11 (7), 442.11 (8), 442.11 (9), 442.11 (10), 442.11 (12), 442.11 (13),
14 442.12 (intro.), 442.12 (3), 442.13, 447.34 (2), 560.16 (6) (a) 3., 893.66 (title) and

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1 893.66 (1); *to repeal and recreate* 442.08; and *to create* 180.1903 (1m),
2 442.001 (1), 442.001 (2), 442.001 (4), 442.001 (5), 442.02 (1m) (dm), 442.025,
3 442.083 and 442.087 of the statutes; **relating to:** licensure of certified public
4 accountants and accounting firms, attest and compilation services, peer review
5 of accounting firms, eliminating certificates of authority for public accountants,
6 and granting rule-making authority.

Analysis by the Legislative Reference Bureau

Under current law, the accounting examining board (board) regulates the practice of accounting by certified public accountants and public accountants. With certain exceptions, a person may not practice as a certified public accountant unless he or she is granted a certificate as a certified public accountant by the board and a license by the department of regulation and licensing (DORL). Also, with certain exceptions, a person may not practice as a public accountant unless he or she is granted a certificate of authority as a public accountant by the board and a license by DORL. Only a person who applied before December 1, 1935, is eligible for a certificate of authority as a public accountant. According to DORL, the last certificate of authority as a public accountant expired in 1985.

This bill eliminates the certificate of authority as a public accountant. The bill also changes references under current law to a “public accountant” so that they refer instead to a “certified public accountant.”

Also under current law, various requirements apply to corporations, partnerships, and other entities that provide accounting services. For example, a person may not practice as a certified public accountant as an officer, member, or employee of a corporation unless the person is granted a certificate as certified public accountant by the board and the corporation is granted a license by DORL that must be renewed every two years. In addition, a partnership may not use the designation, “certified public accountants,” in its name unless the partnership registers its name with the board.

This bill changes the requirements that apply to corporations, partnerships, and other entities so that they apply instead to “firms,” which are defined as proprietorships, partnerships, limited liability partnerships, corporations, service corporations, or limited liability companies. In addition, under the bill, a firm that applies for a license must identify each office of the firm that is located in the state and, if any person with an ownership interest in the firm does not hold a certificate as a certified public accountant, the firm must designate an individual who holds such a certificate as the individual responsible for the firm’s compliance with state law regarding accounting. Also, a firm that applies for a license must demonstrate each of the following: 1) that more than 50% of the ownership interest of the firm is held by persons who hold certificates or licenses to practice as a certified public

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after January 1, 2005

accountant issued under the laws of any state or foreign country; 2) that each person who holds an ownership interest in the firm, and who does not hold a certificate or license to practice as a certified public accountant, is an individual who actively participates in the firm or an affiliated entity; and 3) that all attest and compilation services provided by the firm in this state are under the charge of a person issued a certificate as a certified public accountant by the board.

With respect to the third requirement described above, the bill defines "attest services" as audits, reviews, and examinations performed in accordance with the statements on auditing standards, statements on accounting and review services, or statements on standards for attestation engagements, that are issued by the American Institute of Certified Public Accountants (Institute). The bill defines "compilation service" as a service that: 1) is performed in accordance with the statements on standards for accounting and review services issued by the Institute; 2) consists of presenting, in the form of financial statements, information that is the representation of the management of the business that has requested the service; and 3) is provided without expressing any assurance on the financial statements.

The bill requires a firm that applies to renew its license to provide the same information and make the same demonstrations that are required for initial issuance of the license. In addition, DORL may not renew a firm's license unless the firm undergoes peer review at least once every three years. "Peer review" is defined as a process for evaluating the professional competency of the members of a firm who are responsible for attest or compilation services provided by the firm or who sign or authorize another individual to sign accounting reports or financial statements on behalf of the firm. DORL must promulgate rules for approving persons to conduct the peer reviews. A person who conducts a peer review may not disclose to any person, including the board or DORL, information or documents produced from the review, unless the firm undergoing the review consents to the disclosure.

The bill makes other changes to the regulation of certified public accountants under current law, including the following:

1. The bill creates additional exceptions to the prohibition on practicing as a certified public accountant without a certificate granted by the board. The exceptions are for a person who either: 1) performs services involving the use of accounting skills, the preparation of tax returns, or the preparation of financial statements without issuing reports on the statements; or 2) prepares financial statements and issues information thereon that does not purport to be in compliance with the statement on standards for accounting and review services issued by the Institute.

2. The bill requires an applicant for a certificate as certified public accountant to have one year of public accounting experience or its equivalent. Under current law, two years are required.

3. The bill allows for the formation of an accounting service corporation if more than 50% of the shareholders ~~hold certificates as certified public accountants~~ ^{are}. Under current law, all of the shareholders must ~~hold such certificates~~.

4. The bill eliminates outdated provisions regarding the regulation of certified public accountants that no longer apply.

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For further information see the *state* fiscal estimate, which will be printed as an appendix to this bill.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

1 **SECTION 1.** 39.75 (7) (d) of the statutes is amended to read:

2 39.75 (7) (d) The commission shall keep accurate accounts of all receipts and
3 disbursements. The receipts and disbursements of the commission shall be subject
4 to the audit and accounting procedures established by its bylaws. However, all
5 receipts and disbursements of funds handled by the commission shall be audited
6 yearly by a qualified certified public accountant licensed or certified under ch. 442,
7 and the report of the audit shall be included in and become part of the annual reports
8 of the commission.

9 **SECTION 2.** 39.80 (5) (c) of the statutes is amended to read:

10 39.80 (5) (c) The commission shall keep accurate accounts of all receipts and
11 disbursements. The receipts and disbursements of the commission shall be subject
12 to the audit and accounting procedures established under its bylaws. However, all
13 receipts and disbursements of funds handled by the commission shall be audited
14 yearly by a certified ~~or licensed~~ public accountant licensed or certified under ch. 442
15 and the report of the audit shall be included in and become part of the annual report
16 of the commission.

17 **SECTION 3.** 45.353 (3) of the statutes is amended to read:

18 45.353 (3) Application by any such state veterans organization shall be filed
19 annually with the department for the 12-month period commencing on April 1 and
20 ending on March 31 of the year in which it is filed. An application shall contain a
21 statement of salaries and travel expenses paid to employees engaged in veterans

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1 claims service maintained at the regional office by such state veterans organization
2 covering the period for which application for a grant is made, which statement has
3 been certified as correct by ~~an~~ a certified public accountant licensed or certified under
4 ch. 442 and sworn to as correct by the adjutant or principal officer of the state
5 veterans organization. The application shall also contain the state organization's
6 financial statement for its last completed fiscal year and such evidence of claims
7 service activity as the department requires. Sufficient evidence shall be submitted
8 with an initial application to establish that the state veterans organization, or its
9 national organization, or both, has maintained a full-time service office at the
10 regional office without interruption throughout 5 years out of the 10-year period
11 immediately preceding such application. Subsequent applications must be
12 accompanied by an affidavit by the adjutant or principal officer of such state veterans
13 organization stating that a full-time service office was maintained at the regional
14 office by such state veterans organization, or by such state organization and its
15 national organization, for the entire 12-month period for which application for a
16 grant is made.

17 **SECTION 4.** 64.12 (4) of the statutes is amended to read:

18 64.12 (4) At the end of each fiscal year the council shall cause a full and
19 complete examination of all the books and accounts of the city to be made by
20 competent certified public accountants licensed or certified under ch. 442 who shall
21 report in full to the council. The summaries of such audits shall be presented and
22 furnished to all newspapers and libraries of the city and to such other persons as
23 shall apply therefor.

24 **SECTION 5.** 64.34 (2) of the statutes is amended to read:

BILL**SECTION 5**

1 64.34 (2) At the end of each year the council shall cause a full and complete
2 examination of all of the books and accounts of the city to be made by competent
3 certified public accountants licensed or certified under ch. 442, who shall report in
4 full thereon to the council. Copies of such reports shall be furnished by the council
5 to all newspapers of the city and to all persons who shall apply therefor.

6 **SECTION 6.** 66.0609 (3) of the statutes is amended to read:

7 66.0609 (3) The ordinance under sub. (1) shall require that the governing body
8 of the city or village obtain an annual detailed audit of its financial transactions and
9 accounts by a certified public accountant licensed or certified under ch. 442 and
10 designated by the governing body.

11 **SECTION 7.** 100.03 (1) (bm) of the statutes is amended to read:

12 100.03 (1) (bm) “Audited financial statement” means a financial statement
13 that, in the accompanying opinion of an independent certified public accountant ~~or~~
14 ~~a public accountant holding a certificate of authority~~ licensed or certified under ch.
15 442, fairly and in all material respects represents the financial position of the
16 contractor, the results of the contractor’s operations and the contractor’s cash flows
17 in conformity with generally accepted accounting principles.

18 **SECTION 8.** 100.03 (1) (ym) 2. of the statutes is amended to read:

19 100.03 (1) (ym) 2. Reviewed according to generally accepted accounting
20 principles by an independent certified public accountant ~~or a public accountant~~
21 ~~holding a certificate of authority~~ licensed or certified under ch. 442.

22 **SECTION 9.** 100.06 (1g) (c) of the statutes is amended to read:

23 100.06 (1g) (c) The department shall require the applicant to file a financial
24 statement of his or her business operations and financial condition that meets the
25 requirements of par. (d). The licensee, during the term of his or her license, may be

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1 required to file such statements periodically. All such statements shall be
2 confidential and shall not be open for public inspection, except that the department
3 shall provide the name and address of an individual, the name and address of the
4 individual's employer and financial information related to the individual contained
5 in such statements if requested under s. 49.22 (2m) by the department of workforce
6 development or a county child support agency under s. 59.53 (5). The department
7 may require such statements to be certified by a certified public accountant licensed
8 or certified under ch. 442. Such statements and audits, when made by the
9 department, shall be paid for at cost.

10 **SECTION 10.** 115.817 (5) (b) 1. of the statutes is amended to read:

11 115.817 (5) (b) 1. At the close of each fiscal year, the board shall employ a
12 licensed certified public accountant licensed or certified under ch. 442 to audit its
13 accounts and certify the audit. The cost of the audit shall be paid from board funds.

14 **SECTION 11.** 120.14 (3) of the statutes is amended to read:

15 120.14 (3) The annual meeting may authorize and direct an audit of the school
16 district accounts by a licensed certified public accountant licensed or certified under
17 ch. 442.

18 **SECTION 12.** 120.18 (1) (gm) of the statutes is amended to read:

19 120.18 (1) (gm) Payroll and related benefit costs for all school district
20 employees in the previous school year. Costs for represented employees shall be
21 based upon the costs of any collective bargaining agreements covering such
22 employees for the previous school year. If, as of the time specified by the department
23 for filing the report, the school district has not entered into a collective bargaining
24 agreement for any portion of the previous school year with the recognized or certified
25 representative of any of its employees and the school district and the representative

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1 have been required to submit final offers under s. 111.70 (4) (cm) 6., increased costs
2 limited to the lower of the school district's offer or the representative's offer shall be
3 reflected in the report. The school district shall amend the annual report to reflect
4 any change in such costs as a result of any award or settlement under s. 111.70 (4)
5 (cm) 6. between the date of filing the report and October 1. Any such amendment
6 shall be concurred in by the ~~licensed~~ certified public accountant licensed or certified
7 under ch. 442 certifying the school district audit.

8 **SECTION 13.** 127.01 (1r) of the statutes is amended to read:

9 127.01 (1r) "Audited financial statement" means a financial statement on
10 which an independent certified public accountant, ~~or an independent public~~
11 ~~accountant holding a certificate of authority~~ licensed or certified under ch. 442, has
12 expressed an opinion according to generally accepted accounting principles and has
13 conducted an audit according to generally accepted auditing standards.

14 **SECTION 14.** 127.01 (25m) (b) of the statutes is amended to read:

15 127.01 (25m) (b) The financial statement is reviewed according to generally
16 accepted accounting principles by an independent certified public accountant ~~or an~~
17 ~~independent public accountant who holds a certificate of authority~~ licensed or
18 certified under ch. 442.

19 **SECTION 15.** 127.06 (1) (e) of the statutes is amended to read:

20 127.06 (1) (e) The department may extend the filing deadline under par. (a) 2.
21 by up to 30 days in response to a written request from a warehouse keeper or an
22 independent certified public accountant, ~~or an independent public accountant~~
23 ~~holding a certificate of authority~~ licensed or certified under ch. 442, that is auditing
24 or reviewing the financial statement for a warehouse keeper if the department
25 receives the request on or before the 5th day of the 4th month beginning after the

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1 close of the warehouse keeper's fiscal year and if the request states the reason for the
2 extension.

3 **SECTION 16.** 127.06 (1m) (e) of the statutes is amended to read:

4 127.06 (1m) (e) The department may extend the filing deadline under par. (b)
5 2. by up to 30 days in response to a written request from a grain dealer or an
6 independent certified public accountant, ~~or an independent public accountant who~~
7 ~~holds a certificate of authority~~ licensed or certified under ch. 442, that is auditing or
8 reviewing the financial statement for a grain dealer, if the department receives the
9 written request on or before the 5th day of the 4th month beginning after the close
10 of the grain dealer's fiscal year and if the request states the reason for the extension.

11 **SECTION 17.** 148.19 (2) of the statutes is amended to read:

12 148.19 (2) Legal counsel, certified public accountants licensed or certified
13 under ch. 442, or other persons as to matters the director or officer believes in good
14 faith are within the person's professional or expert competence.

15 **SECTION 18.** 180.0701 (4) (c) of the statutes is amended to read:

16 180.0701 (4) (c) Ratification of the selection of independent certified public
17 accountants licensed or certified under ch. 442.

18 **SECTION 19.** 180.0826 (2) of the statutes is amended to read:

19 180.0826 (2) Legal counsel, certified public accountants licensed or certified
20 under ch. 442, or other persons as to matters that the director or officer believes in
21 good faith are within the person's professional or expert competence.

22 **SECTION 20.** 180.1903 (1) of the statutes is amended to read:

23 180.1903 (1) ~~One~~ Except as provided in sub. (1m), one or more natural persons
24 licensed, certified, or registered pursuant to any provisions of the statutes, if all have
25 the same license, certificate, or registration or if all are health care professionals,

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1 may organize and own shares in a service corporation. A service corporation may
2 own, operate, and maintain an establishment and otherwise serve the convenience
3 of its shareholders in carrying on the particular profession, calling, or trade for which
4 the licensure, certification, or registration of its organizers is required.

5 SECTION 21. 180.1903 (1m) of the statutes is created to read:

6 180.1903 (1m) A service corporation for carrying on the profession of certified
7 public accounting may be organized under sub. (1) if more than 50% of the
8 shareholders are certified public accountants, ~~licensed or certified under ch. 442~~ ✓ 9

9 SECTION 22. 181.0850 (2) of the statutes is amended to read:

10 181.0850 (2) PROFESSIONALS AND EXPERTS. Legal counsel, certified public
11 accountants licensed or certified under ch. 442, or other persons as to matters the
12 director or officer believes in good faith are within the person's professional or expert
13 competence.

14 SECTION 23. 181.1620 (2) (intro.) of the statutes is amended to read:

15 181.1620 (2) (intro.) ACCOUNTANT'S CERTIFIED PUBLIC ACCOUNTANT'S REPORT OR
16 OFFICER'S STATEMENT. If annual financial statements are reported upon by a certified
17 public accountant licensed or certified under ch. 442, the certified public
18 accountant's report must accompany them. If not, the statements must be
19 accompanied by a statement of the president or the person responsible for the
20 corporation's financial accounting records that includes all of the following:

21 SECTION 24. 185.363 (2) of the statutes is amended to read:

22 185.363 (2) Legal counsel, certified public accountants licensed or certified
23 under ch. 442, or other persons as to matters the director or officer believes in good
24 faith are within the person's professional or expert competence.

25 SECTION 25. 186.094 (2) of the statutes is amended to read:

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1 186.094 (2) Legal counsel, certified public accountants licensed or certified
2 under ch. 442, or other persons as to matters the director or officer believes in good
3 faith are within the person's professional or expert competence.

4 **SECTION 26.** 186.15 (1) of the statutes is amended to read:

5 186.15 (1) ANNUAL AUDIT. Except as provided in sub. (2), the board of directors
6 shall hire a ~~licensed~~ certified public accountant licensed or certified under ch. 442 or
7 other qualified person to conduct a comprehensive annual audit of the records,
8 accounts and affairs of the credit union.

9 **SECTION 27.** 187.31 (2) of the statutes is amended to read:

10 187.31 (2) Legal counsel, certified public accountants licensed or certified
11 under ch. 442, or other professional persons or experts employed by the incorporated
12 Roman Catholic church, as to matters the director or officer believes in good faith are
13 within the person's professional or expert competence.

14 **SECTION 28.** 187.41 (2) of the statutes is amended to read:

15 187.41 (2) Legal counsel, certified public accountants licensed or certified
16 under ch. 442, or other professional persons or experts employed by the religious
17 organization, as to matters the director or officer believes in good faith are within the
18 person's professional or expert competence.

19 **SECTION 29.** 198.167 of the statutes is amended to read:

20 **198.167 Certified public accountant; annual report.** The directors of the
21 district shall employ annually the commission or a certified public accountant
22 licensed or certified under ch. 442 approved by said commission who shall be
23 qualified to, and who shall with all due diligence, examine and report upon the
24 system of accounts kept by the district, all the contracts of whatsoever kind made and
25 entered into by the board of directors within the year immediately preceding, and the

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1 properties and investments of the district. ~~Said~~ The certified public accountant shall
2 in the report make such recommendations and suggestions as to the certified public
3 accountant shall seem proper and required for the good of the district, and the
4 efficient and economical or advantageous management and operation of the public
5 utility or utilities of the district; and the certified public accountant shall in the
6 report make such recommendations and suggestions as to the system of accounts
7 kept, or in the certified public accountant's judgment to be kept, by the district, in
8 connection with each public utility, the classification of the public utilities of the
9 district and the establishment of a system of accounts for each class, the manner in
10 which such accounts shall be kept, the form of accounts, records, and memoranda
11 kept or to be kept, including accounts, records, and memoranda of receipts and
12 expenditures of money, and depreciation and sinking fund accounts, as in the
13 certified public accountant's judgment may be proper and necessary, and shall not
14 conflict with the requirements of the commission.

15 **SECTION 30.** 214.76 (2) and (4) of the statutes are amended to read:

16 214.76 (2) The certified public accountant shall deliver the audit report to a
17 committee composed of 3 or more members of the board of directors, none of whom
18 may be an officer, employee or agent of the savings bank. The committee shall
19 present the nature, extent and conclusions of the report at the next meeting of the
20 board of directors. A written summary of the committee's presentation, together
21 with a copy of the audit report and a list of all criticisms made by the certified public
22 accountant conducting the audit and any response of any member of the board of
23 directors or any officer of the savings bank, shall be personally served or sent by
24 certified mail to all members of the board of directors.

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1 (4) The audit report filed with the division shall be certified by the certified
2 public accountant conducting the audit. If a savings bank fails to cause an audit to
3 be made, the division shall order an audit to be made by an independent certified
4 public accountant at the savings bank's expense. Instead of the audit required under
5 sub. (1), the division may accept an audit or portion of an audit made exclusively for
6 a deposit insurance corporation or for a financial regulator of another state if the
7 home office of the savings bank is located in that state.

8 **SECTION 31.** 215.523 (2) of the statutes is amended to read:

9 215.523 (2) Legal counsel, certified public accountants licensed or certified
10 under ch. 442, or other persons as to matters the director or officer believes in good
11 faith are within the person's professional or expert competence.

12 **SECTION 32.** 217.08 (2) of the statutes is amended to read:

13 217.08 (2) ANNUAL LICENSE FEE; ADDITIONS AND DELETIONS OF LOCATIONS. Each
14 licensee shall file with the division on or before December 1 of each year a statement
15 listing the locations of the offices of the licensee and the names and locations of the
16 agents authorized by the licenscc. Every licensee shall also on or before December
17 1 of each year file a financial statement of its assets and liabilities as of a date not
18 earlier than the preceding August 31 or, if the licensee is audited annually by an
19 independent certified public accountant licensed or certified undcr ch. 442 at the end
20 of each fiscal year, the licensee may submit financial statements certified by said the
21 certified public accountant for the licensee's latest fiscal year. Such statement shall
22 be accompanied by the annual licensee fee for the calendar year beginning the
23 following January 1 in an amount determined under s. 217.05. The amount of the
24 surety bond or deposit of securities required by s. 217.06 shall be adjusted to reflect
25 the number of such locations. Licensees which do not pay the maximum license fee

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1 under s. 217.05 and which do not maintain a bond or deposit of securities in the
2 maximum sum of \$300,000 as provided in s. 217.06 shall also file a supplemental
3 statement setting forth any changes in the list of offices and agents with the division
4 on or before April 1, July 1 and October 1 of each year, and the principal sum of the
5 corporate surety bond or deposit of securities required by s. 217.06 shall be adjusted
6 to reflect any increase or decrease in the number of such locations. Any additional
7 license fees which may become due under s. 217.05 shall be paid to the division.

8 **SECTION 33.** 221.0616 (2) of the statutes is amended to read:

9 221.0616 (2) EXPERTS. Legal counsel, certified public accountants licensed or
10 certified under ch. 442, or other persons as to matters that the director or officer
11 believes in good faith are within the person's professional or expert competence.

12 **SECTION 34.** 440.05 (intro.) of the statutes is amended to read:

13 **440.05 Standard fees.** (intro.) The following standard fees apply to all initial
14 credentials, except as provided in ss. 440.42, 440.43, 440.44, 440.51, 442.06, 444.03,
15 444.05, 444.11, 447.04 (2) (c) 2., 449.17, 449.18 and 459.46:

16 **SECTION 35.** 440.08 (2) (a) (intro.) of the statutes is amended to read:

17 440.08 (2) (a) (intro.) Except as provided in par. (b) and in ss. 440.51, 442.04,
18 442.06, 444.03, 444.05, 444.11, 448.065, 447.04 (2) (c) 2., 449.17, 449.18 and 459.46,
19 the renewal dates and renewal fees for credentials are as follows:

20 **SECTION 36.** 440.08 (2) (a) 2. of the statutes is repealed.

21 **SECTION 37.** 442.001 of the statutes is renumbered 442.001 (intro.) and
22 amended to read:

23 **442.001 Definition Definitions.** (intro.) In this chapter, ~~“examining:~~

24 **(3) “Examining board”** means the accounting examining board.

25 **SECTION 38.** 442.001 (1) of the statutes is created to read:

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1 442.001 (1) “Attest service” means any of the following:

2 (a) An audit or any other engagement that is performed or intended to be
3 performed in accordance with the statements on auditing standards issued by the
4 American Institute of Certified Public Accountants.

5 (b) A review of a financial statement that is performed or intended to be
6 performed in accordance with the statements on standards for accounting and
7 review services issued by the American Institute of Certified Public Accountants.

8 (c) An examination of prospective financial information that is performed or
9 intended to be performed in accordance with the statements on standards for
10 attestation engagements issued by the American Institute of Certified Public
11 Accountants.

12 **SECTION 39.** 442.001 (2) of the statutes is created to read:

13 442.001 (2) “Compilation service” means a service that satisfies each of the
14 following:

15 (a) The service is performed or intended to be performed in accordance with the
16 statements on standards for accounting and review services issued by the American
17 Institute of Certified Public Accountants.

18 (b) The service consists of presenting, in the form of financial statements,
19 information that is the representation of the management of the business that has
20 requested the service.

21 (c) The service is provided without expressing any assurance on the financial
22 statements specified in par. (b).

23 **SECTION 40.** 442.001 (4) of the statutes is created to read:

24 442.001 (4) “Firm” means a proprietorship, partnership, limited liability
25 partnership, corporation, service corporation, or limited liability company.

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1 **SECTION 41.** 442.001 (5) of the statutes is created to read:

2 442.001 (5) “Member of a firm” means a director, manager, employee, officer,
3 owner, shareholder, principal, or partner of a firm.

4 **SECTION 42.** 442.01 (2) of the statutes is amended to read:

5 442.01 (2) No standard or rule relating to professional conduct or unethical
6 practice may be adopted until the examining board has held a public hearing with
7 reference thereto, subject to the rules promulgated under s. 440.03 (1). No rule or
8 standard shall become effective until 60 days after its adoption by the examining
9 board. Any person who has appeared at the public hearing and filed written protest
10 against any proposed standard or rule may, upon the adoption of such standard or
11 rule, obtain a review thereof under ch. 227. Thereafter every person practicing as
12 a certified public accountant in the state shall be governed and controlled by the rules
13 and standards prescribed by the examining board.

14 **SECTION 43.** 442.01 (3) of the statutes is amended to read:

15 442.01 (3) The examining board shall record its proceedings.

16 **SECTION 44.** 442.02 (title) of the statutes is amended to read:

17 442.02 (title) **Public Certified public accountant, definition.**

18 **SECTION 45.** 442.02 (1m) (intro.) of the statutes is amended to read:

19 442.02 (1m) (intro.) A person shall be considered to be in practice as a certified
20 public accountant, within the meaning and intent of this chapter, if any of the
21 following conditions is met:

22 **SECTION 46.** 442.02 (1m) (a) of the statutes is amended to read:

23 442.02 (1m) (a) The person holds himself or herself out to the public in any
24 manner as one skilled in the knowledge, science, and practice of accounting, and as

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1 qualified and ready to render professional service therein as a certified public
2 accountant for compensation.

3 **SECTION 47.** 442.02 (1m) (b) of the statutes is amended to read:

4 442.02 (1m) (b) The person maintains an office for the transaction of business
5 as a certified public accountant or, except as an employee of a certified public
6 accountant, practices accounting, as distinguished from bookkeeping, for more than
7 one employer.

8 **SECTION 48.** 442.02 (1m) (dm) of the statutes is created to read:

9 442.02 (1m) (dm) The person provides or offers to provide an attest or
10 compilation service.

11 **SECTION 49.** 442.02 (5m) of the statutes is amended to read:

12 442.02 (5m) Subsection (1m) (f) does not prohibit any officer, employee,
13 partner, or principal of any organization from affixing his or her signature to any
14 statement or report in reference to the affairs of that organization with any wording
15 designating the position, title, or office that he or she holds in that organization and
16 does not prohibit any act of a public official or public employee in the performance
17 of his or her duties.

18 **SECTION 50.** 442.02 (6) of the statutes is amended to read:

19 442.02 (6) Every member of a partnership and every officer and director of a
20 corporation firm who, in the capacity of partner, officer or director as a member of the
21 firm, does any of the things enumerated in sub. (1m) (a) to (f), shall be considered to
22 be in practice as a certified public accountant.

23 **SECTION 51.** 442.02 (7) of the statutes is renumbered 442.025 (1) and amended
24 to read:

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1 442.025 (1) (intro.) ~~Nothing contained in this chapter shall prevent the~~
2 employment Persons employed by a certified public accountant, ~~or by a public~~
3 accountant, or by a firm or corporation furnishing public accounting services as
4 principal, ~~of persons~~ licensed under this chapter to serve as accountants in various
5 capacities, as needed, if all of the following conditions are met:

6 (a) The employees serving as accountants work under the control and
7 supervision of certified public accountants, ~~or accountants with certificates of~~
8 authority granted under s. 442.06.

9 (b) ~~These~~ The employees serving as accountants shall do not issue any
10 statements or reports over their own names except office reports to their employer
11 that are customary.

12 (c) The employees serving as accountants are not in any manner held out to the
13 public as certified public accountants ~~as described in this chapter~~.

14 SECTION 52. 442.02 (8) of the statutes is renumbered 442.025 (2) and amended
15 to read:

16 442.025 (2) ~~Nothing contained in this chapter shall apply to a~~ A practicing
17 attorney, who, in connection with his or her professional work renders any
18 accounting service.

19 SECTION 53. 442.02 (9) of the statutes is renumbered 442.025 (3) and amended
20 to read:

21 442.025 (3) (intro.) ~~Nothing contained in this chapter shall apply to any~~
22 persons who may be A person employed by more than one person, ~~partnership or~~
23 corporation, for the purpose of keeping books, making trial balances, or statements,
24 and preparing ~~audits or reports~~, if all of the following requirements are met:

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except as authorized under

1 (a) The audits or reports described in this subsection are not used or issued by
2 the employers as having been prepared by a certified public accountant.

3 (b) The persons employed as described in this subsection do not do any of the
4 things enumerated in sub. s. 442.02 (1m) (f) ~~without complying with sub. s. 442.02~~
5 (5m). *Strike*

6 SECTION 54. 442.02 (10) of the statutes is renumbered 442.025 (4) and amended
7 to read:

8 442.025 (4) ~~Nothing contained in this chapter shall apply to~~ The holders of
9 state-granted certified public accountant certificates from other states who may be
10 temporarily in this state on professional business incident to their regular practice
11 in the states of their domicile, but with neither residence nor office in this state.

12 SECTION 55. 442.025 of the statutes is created to read:

13 442.025 **Applicability.** This chapter does not require a certificate or license
14 under this chapter for any of the following:

15 (5) A public official or public employee in performing his or her duties.

16 (6) A person who performs services involving the use of accounting skills,
17 including management advisory services, the preparation of tax returns, and the
18 preparation of financial statements without issuing reports on the statements.

19 (7) A person who prepares financial statements and issues information thereon
20 that does not purport to be in compliance with the statement on standards for
21 accounting and review services issued by the American Institute of Certified Public
22 Accountants.

23 SECTION 56. 442.03 (1) of the statutes is renumbered 442.03 and amended to
24 read:

BILL**SECTION 56**

1 **442.03 Licenses required.** No person may lawfully practice in this state as
2 a certified public accountant either in the person's own name, ~~or as an employee,~~ or
3 under an assumed name, ~~or as an officer, member or employee of a firm, or as an~~
4 ~~officer or employee of a corporation~~ a member of a firm, unless the person has been
5 granted by the examining board a certificate as a certified public accountant, and
6 unless the person, ~~firm or corporation, jointly and severally, has~~ and firm have
7 complied with all of the provisions of this chapter, including licensure.

8 **SECTION 57.** 442.03 (2) of the statutes is repealed.

9 **SECTION 58.** 442.03 (3) of the statutes is repealed.

10 **SECTION 59.** 442.04 (3) of the statutes is repealed.

11 **SECTION 60.** 442.04 (4) (b) of the statutes is repealed.

12 **SECTION 61.** 442.04 (4) (bm) of the statutes is amended to read:

13 442.04 (4) (bm) ~~After December 31, 2000,~~ a A person may not take the
14 examination leading to the certificate to practice as a certified public accountant
15 unless the person has completed at least 150 semester hours of education with an
16 accounting concentration at an institution, and has received a bachelor's or higher
17 degree with an accounting concentration from an institution, except as provided in
18 par. (c).

19 **SECTION 62.** 442.04 (4) (c) of the statutes is amended to read:

20 442.04 (4) (c) If an applicant has a bachelor's or higher degree from an
21 institution but does not have ~~a resident major in accounting required in par. (b) or~~
22 an accounting concentration required in par. (bm), the examining board may review
23 such other educational experience from an institution as the applicant presents and,
24 if the examining board determines that such other experience provides the
25 reasonable equivalence of ~~a resident major in accounting required in par. (b) or an~~

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1 accounting concentration required in par. (bm), the examining board shall approve
2 the applicant for examination.

3 **SECTION 63.** 442.04 (5) of the statutes is amended to read:

4 442.04 (5) The examining board may not grant a certificate as a certified public
5 accountant to any person other than a person who is 18 years of age or older, does not
6 have an arrest or conviction record, subject to ss. 111.321, 111.322, and 111.335, and,
7 except as provided in s. 442.05, has successfully passed a ^{str. to} written examination in ^{an}
8 such subjects affecting accountancy as the examining board considers necessary. If
9 ~~the person applying for the certificate passes the examination during the period~~
10 ~~beginning on May 17, 1996, and ending on December 31, 2000, the examining board~~
11 ~~may not grant the certificate unless the applicant has at least 3 years of public~~
12 ~~accounting experience or its equivalent, the sufficiency of the experience or the~~
13 ~~equivalency to be judged by the examining board. If the person applying for the~~
14 ~~certificate passes the examination after December 31, 2000, the~~ The examining
15 board may not grant the certificate unless the applicant has at least ~~2 years~~ one year
16 of public accounting experience or its equivalent, the sufficiency of the experience or
17 the equivalency to be judged by the examining board. The examining board shall
18 ensure that evaluation procedures and examinations are nondiscriminatory, relate
19 directly to accountancy, and are designed to measure only the ability to perform
20 competently as an accountant. The examining board may use the examination
21 service provided by the American Institute of Certified Public Accountants.

22 **SECTION 64.** 442.06 of the statutes is repealed.

23 **SECTION 65.** 442.07 (title) of the statutes is amended to read:

24 **442.07 (title) Requirements for practice as certified public accountant**
25 **or public accountant.**

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1 **SECTION 66.** 442.07 (1) of the statutes is amended to read:

2 442.07 (1) Any person who has been issued a certificate of the person's
3 qualifications to practice as a certified public accountant, shall be styled and known
4 as a "certified public accountant" and no other person shall assume to use such title
5 or the abbreviation "C.P.A." or any other word, words, letters, or figures to indicate
6 that the person using the same is a certified public accountant. The terms "chartered
7 accountant" and "certified accountant" and the abbreviation "C.A." are specifically
8 prohibited to such other persons as being prima facie misleading to the public. Any
9 ~~person who has been issued a certificate of authority, as herein provided, shall be~~
10 ~~styled and known as a "public accountant" and no other person, other than a certified~~
11 ~~public accountant, shall assume to use such designation or any other word, words,~~
12 ~~letters or figures to indicate that such person is entitled to practice as a public~~
13 ~~accountant.~~

14 **SECTION 67.** 442.07 (2) of the statutes is repealed.

15 **SECTION 68.** 442.07 (3) of the statutes is amended to read:

16 442.07 (3) Any partnership, which firm that is entitled to practice as certified
17 public accountants in this state or any other state, and every resident member and
18 ~~resident manager of which the firm who is a certified public accountant of this state,~~
19 ~~after registering the partnership firm name with the examining board, may use the~~
20 ~~designation "certified public accountants" in connection with the partnership firm~~
21 ~~name. Any partnership, every member and resident manager of which is a certified~~
22 ~~public accountant of this state or any other state or holds a certificate of authority~~
23 ~~under this chapter, after registering the partnership name with the examining~~
24 ~~board, may use the designation "public accountants" in connection with the~~
25 ~~partnership name. An assumed name, in use prior to September 21, 1935, may be~~

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1 ~~used the same as a partnership name, provided the individual persons practicing as~~
2 ~~principals under that name hold certificates granted by the examining board and~~
3 ~~register the name with the examining board.~~

4 **SECTION 69.** 442.08 of the statutes is repealed and recreated to read:

5 **442.08 Licensure.** (1) The department shall issue a license to an individual
6 who holds an unrevoked certificate as a certified public accountant, submits an
7 application for the license on a form provided by the department, and pays the fee
8 specified in s. 440.05 (1).

9 (2) The department shall issue a license to a firm that submits an application
10 for the license on a form provided by the department, pays the fee specified in s.
11 440.05 (1), and does each of the following:

12 (a) Identifies each office of the firm that is located in this state.

13 (b) If any person who holds an ownership interest in the firm is not licensed
14 under sub. (1), designates an individual licensed under sub. (1) as the individual
15 responsible for the firm's compliance with this chapter.

16 (c) Demonstrates, to the satisfaction of the department, each of the following:

17 1. That all attest and compilation services provided by the firm in this state are
18 under the charge of an individual licensed under sub. (1).

19 2. That more than 50% of the ownership interest of the firm is held by
20 individuals who hold certificates or licenses to practice as a certified public
21 accountant issued under the laws of any state or foreign country.

22 3. That each person who holds an ownership interest in the firm, and who does
23 not hold a certificate or license to practice as a certified public accountant, is an
24 individual who actively participates in the firm or an affiliated entity.

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1 (3) The examining board shall promulgate rules that define “ownership
2 interest” for purposes of sub. (2) and for determining the percentage of a person’s
3 ownership interest in a firm. In promulgating the rules, the examining board shall
4 consider the financial interests and voting rights of all members of a firm.

5 **SECTION 70.** 442.083 of the statutes is created to read:

6 **442.083 Renewal.** The renewal dates and renewal fees for licenses issued
7 under this chapter are specified under s. 440.08 (2) (a). The department may not
8 renew a license issued to a firm unless, at the time of renewal, the firm satisfies the
9 requirements under s. 442.08 (2) and demonstrates, to the satisfaction of the
10 department, that the firm has complied with the requirements under s. 442.087.

11 **SECTION 71.** 442.087 of the statutes is created to read:

12 **442.087 Peer review.** (1) DEFINITION. In this section, “peer review” means
13 a process for a person licensed under this chapter to evaluate the professional
14 competency of the members of a firm who are responsible for attest or compilation
15 services provided by the firm or who sign or authorize another individual to sign
16 accounting reports or financial statements on behalf of the firm.

17 (2) RENEWAL OF FIRM LICENSES. *After January 1, 2005* The department may not renew the license of
18 a firm unless, at least once every 3 years, the firm undergoes the peer review that
19 is specified in the rules promulgated under sub. (3) and that is conducted by a person
20 approved by the examining board under the rules who is not affiliated with the firm
21 or members of the firm undergoing review.

22 (3) RULES. The examining board shall promulgate rules that describe the peer
23 review required to renew a firm’s license under sub. (2). The rules shall include
24 requirements for the examining board to approve one or more persons to conduct the
25 peer reviews. The rules shall also require each person approved by the examining

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1 board to conduct peer reviews to periodically report to the examining board on the
2 effectiveness of the peer reviews conducted by the person and to provide the
3 examining board with a listing of all firms that have undergone peer review
4 conducted by the person.

5 (4) CONFIDENTIALITY. A person approved by the examining board to conduct
6 peer reviews may not disclose to any person, including the examining board or the
7 department, any information obtained or document produced during the course of or
8 as a result of a review unless the firm undergoing the review consents to the
9 disclosure.

10 **SECTION 72.** 442.10 (1) of the statutes is amended to read:

11 442.10 (1) Whenever any person, as a certified public accountant ~~or public~~
12 ~~accountant~~, signs or certifies any report, schedule, or statement relative to the affairs
13 of any corporation, association, or partnership in which the person is financially
14 interested or by which the person is regularly engaged as an officer or employee, the
15 signature or certification shall be accompanied by a specific statement setting forth
16 the fact that the person is financially interested in or is an officer or regular employee
17 of the corporation, association, or partnership. If the person is both financially
18 interested and an officer or regular employee, the statement shall cover both
19 financial interest and employment. In the case of a corporation ~~holding a certificate~~
20 ~~of authority~~ firm signing or certifying as ~~above~~ described in this subsection, the
21 interest of any of its ~~stockholders~~ members shall be disclosed.

22 **SECTION 73.** 442.10 (2) of the statutes is amended to read:

23 442.10 (2) Notwithstanding sub. (1), no person licensed under this chapter, and
24 no firm of which the person is a ~~partner or shareholder~~ member, may express an
25 opinion as an independent certified public accountant on financial statements of any

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1 enterprise unless the person and the firm are independent of the enterprise. The
2 requirement for independence under this subsection also extends to the spouse of
3 such a person and to other relatives having a financial or business relationship with
4 the enterprise which, in the opinion of the examining board, may impair
5 independence.

6 **SECTION 74.** 442.11 (1) of the statutes is amended to read:

7 442.11 (1) Uses any term other than certified public accountant or the
8 abbreviation C. P. A. to indicate that he or she is a certified public accountant with
9 a specially granted title.

10 **SECTION 75.** 442.11 (2) of the statutes is amended to read:

11 442.11 (2) While practicing under an assumed name, or as a member of a
12 partnership firm, other than a partnership firm with a name that is registered under
13 s. 442.07 ~~as composed of certified public accountants, or as an officer of a corporation~~
14 (3), announces, either in writing or by printing, that the assumed name, ~~partnership~~
15 ~~or corporation~~ or firm is practicing as a certified public accountant.

16 **SECTION 76.** 442.11 (3) of the statutes is repealed.

17 **SECTION 77.** 442.11 (4) of the statutes is repealed.

18 **SECTION 78.** 442.11 (6) of the statutes is repealed.

19 **SECTION 79.** 442.11 (7) of the statutes is amended to read:

20 442.11 (7) Practices as a certified public accountant ~~or as a public accountant~~
21 after his or her certificate has been revoked.

22 **SECTION 80.** 442.11 (8) of the statutes is amended to read:

23 442.11 (8) As an individual, ~~member of a partnership or officer or director of~~
24 ~~a corporation or member of a firm~~, practices or permits the ~~partnership or~~

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1 ~~corporation~~ firm to practice as a certified public accountant ~~or as a public accountant~~
2 unless a license has been secured for the current licensure period.

3 **SECTION 81.** 442.11 (9) of the statutes is amended to read:

4 442.11 (9) Sells, buys, gives, or obtains an alleged certificate as a certified
5 public accountant, ~~a certificate of authority~~ or a license in any manner other than
6 that provided for by this chapter.

7 **SECTION 82.** 442.11 (10) of the statutes is amended to read:

8 442.11 (10) Attempts to practice as a certified public accountant ~~or as a public~~
9 ~~accountant~~ under the guise of a certificate not granted by the examining board or
10 under cover of a certificate obtained illegally or fraudulently.

11 **SECTION 83.** 442.11 (12) of the statutes is amended to read:

12 442.11 (12) Attempts by any subterfuge to evade the provisions of this chapter
13 while practicing as a certified public accountant.

14 **SECTION 84.** 442.11 (13) of the statutes is amended to read:

15 442.11 (13) As an individual, ~~a member of a partnership or an officer of a~~
16 ~~corporation~~ or member of a firm, permits to be announced by printed or written
17 statement that any report, certificate, exhibit, schedule, or statement has been
18 prepared by or under supervision of a certified public accountant ~~or by or under~~
19 ~~supervision of a public accountant~~ when the person who prepared the report,
20 certificate, exhibit, schedule, or statement was not a certified public accountant ~~or~~
21 ~~public accountant~~.

22 **SECTION 85.** 442.12 (intro.) of the statutes is amended to read:

23 **442.12 Disciplinary action.** (intro.) Subject to the rules promulgated under
24 s. 440.03 (1), the examining board may do any of the following:

25 **SECTION 86.** 442.12 (3) of the statutes is amended to read:

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1 442.12 (3) In the case of a ~~corporation or a partnership~~ firm, revoke, limit, or
2 suspend the license of the ~~partnership or corporation~~ firm, or reprimand it, if it is
3 found that any ~~officer, director or member~~ of the firm has been guilty of such act or
4 omission as would be cause for revoking, limiting, or suspending a certificate or
5 license to the person as an individual or for reprimanding the person.

6 **SECTION 87.** 442.13 of the statutes is amended to read:

7 **442.13 Ownership of accountant's working papers.** All statements,
8 records, schedules, working papers, and memoranda made by a certified public
9 accountant ~~or public accountant~~ incident to or in the course of professional service
10 to clients by such a certified public accountant, except reports submitted by a
11 certified public accountant ~~or public accountant~~ to a client, shall be and remain the
12 property of such the certified public accountant, in the absence of an express
13 agreement between such the certified public accountant and the client to the
14 contrary. No such statement, record, schedule, working paper, or memorandum shall
15 be sold, transferred, or bequeathed, without the consent of the client or the client's
16 personal representative or assignee, to anyone other than ~~one or more surviving~~
17 ~~partners or new or successor partners of such~~ any member of the firm of the certified
18 public accountant.

19 **SECTION 88.** 442.14 of the statutes is repealed.

20 **SECTION 89.** 447.34 (2) of the statutes is amended to read:

21 447.34 (2) Legal counsel, certified public accountants licensed under ch. 442,
22 or other persons as to matters the director or officer believes in good faith are within
23 the person's professional or expert competence.

24 **SECTION 90.** 560.16 (6) (a) 3. of the statutes is amended to read:

DRAFTER'S NOTE
FROM THE
LEGISLATIVE REFERENCE BUREAU

LRB-0256/3dn

MDK:.....

JKD

Representative Vrakas:

This version is identical to the previous version, except for the changes to proposed s. 180.1903 (1m), the proposed amendment of s. 442.025 (3) (b), as renumbered, the proposed amendment of s. 442.04 (5), and proposed s. 442.087 (2), which were requested by Michael Vaughan.

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DRAFTER'S NOTE
FROM THE
LEGISLATIVE REFERENCE BUREAU

LRB-0256/3dn
MDK:jld:jf

March 15, 2001

Representative Vrakas:

This version is identical to the previous version, except for the changes to proposed s. 180.1903 (1m), the proposed amendment of s. 442.025 (3) (b), as renumbered, the proposed amendment of s. 442.04 (5), and proposed s. 442.087 (2), which were requested by Michael Vaughan.

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March 15, 2001

MEMORANDUM

To: Representative Vrakas

From: Mark D. Kunkel, Legislative Attorney

Re: LRB-0256/3 Attest or compilation services by accountants, ownership of accounting firms, and peer review of licensed accountants

The attached draft was prepared at your request. Please review it carefully to ensure that it is accurate and satisfies your intent. If it does and you would like it jacketed for introduction, please indicate below for which house you would like the draft jacketed and return this memorandum to our office. If you have any questions about jacketing, please call our program assistants at 266-3561. Please allow one day for jacketing.

JACKET FOR ASSEMBLY JACKET FOR SENATE

If you have any questions concerning the attached draft, or would like to have it redrafted, please contact me at (608) 266-0131 or at the address indicated at the top of this memorandum.

If the last paragraph of the analysis states that a fiscal estimate will be prepared, the LRB will request that it be prepared after the draft is introduced. You may obtain a fiscal estimate on the attached draft before it is introduced by calling our program assistants at 266-3561. Please note that if you have previously requested that a fiscal estimate be prepared on an earlier version of this draft, you will need to call our program assistants in order to obtain a fiscal estimate on this version before it is introduced.

Please call our program assistants at 266-3561 if you have any questions regarding this memorandum.