



## 2011 ASSEMBLY BILL 557

February 10, 2012 - Introduced by Representatives LEMAHIEU, BIES, STROEBEL, TRANEL, BALLWEG, ZEPNICK and FIELDS, cosponsored by Senators GROTHMAN and SCHULTZ. Referred to Committee on Financial Institutions.

1     **AN ACT** *to amend* 214.37 (4) (a), 214.725 (2), 214.772 (5), 214.82 (1) (a), 214.82  
2           (1) (j), 214.825 and 215.33 (4); and *to repeal and recreate* 214.76 and 215.25  
3           of the statutes; **relating to:** audits and reports of state savings banks and state  
4           savings and loan associations.

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### *Analysis by the Legislative Reference Bureau*

Under current law, a savings bank or savings and loan association (S&L association) may be organized under the laws of this state and, when so organized, is subject to supervision and control of the Division of Banking (division) in the Department of Financial Institutions.

Current law requires each savings bank to have its books, records, and accounts annually audited by an independent certified public accountant (CPA) not connected with the savings bank. The CPA must conduct the audit to produce a certified financial statement and the division may require additional information to be included in an audit report. The CPA must deliver an audit report to an independent audit committee of the savings bank's board of directors, which committee must in turn present the conclusions of the audit report at the next meeting of the board of directors and, among other things, provide the audit report to all members of the board of directors. Within 60 days after receiving the audit report, the savings bank must file with the division a copy of the audit report and other information, including financial statements, but this filing date may be extended for an additional 60 days. The audit report filed with the division must be certified by the CPA conducting the audit. If a savings bank fails to cause an audit to be made, the division must order

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an audit to be made by an independent CPA at the savings bank's expense. A savings bank must also file annually with the division a report of its activities containing specified information, including a copy of a statement of its condition and operations as of the end of the savings bank's most recent fiscal year.

Current law also requires each S&L association to be annually audited in a manner satisfactory to, and in accordance with the policies established by, the division. The S&L association's board of directors must designate the auditors, which must be independent CPAs in this state. An S&L association must promptly file with the division a copy of the audit report. However, in lieu of these requirements, the S&L association's board of directors may request the division to conduct an audit of the books and accounts to check the assets of the association and to determine losses, although the division may refuse the request. The division may also, at any time, make or cause to be made an audit of any S&L association, with the cost to be paid by the association.

This bill repeals all of the foregoing audit and report requirements and replaces them with new requirements applicable to both savings banks and S&L associations. Under the bill, the board of directors of a savings bank or S&L association must do one of the following: 1) hire a CPA or other qualified person to conduct a comprehensive annual audit of the records, accounts, and affairs of the savings bank or S&L association; or 2) appoint an auditing committee of one or more capable persons to annually audit the records, accounts, and cash of the savings bank or S&L association and to verify customer accounts, with verification procedures conducted according to the savings bank's or association's auditing program or the rules of the division. Audit reports must be submitted to the board of directors of the savings bank or S&L association and retained as records of the savings bank or association.

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

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

1           **SECTION 1.** 214.37 (4) (a) of the statutes is amended to read:

2           214.37 (4) (a) The preparation, examination, handling or maintenance of  
3 financial records by any officer, employee or agent of a savings bank having custody  
4 of records or examination of records by a certified public accountant or other person  
5 engaged by the savings bank to perform an independent audit.

6           **SECTION 2.** 214.725 (2) of the statutes is amended to read:

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1           214.725 (2) The division shall consider it to be necessary to conduct an  
2 examination more often than every 18 months if a required report from a savings  
3 bank indicates a material change in financial condition or a material violation of a  
4 state or federal law, of a federal regulation or of a rule of the division. If that condition  
5 is grounds for taking custody of the savings bank ~~under s. 214.76~~, the examination  
6 shall be initiated within 10 business days.

7           **SECTION 3.** 214.76 of the statutes is repealed and recreated to read:

8           **214.76 Annual audit requirement.** (1) Except as provided in sub. (2), the  
9 board of directors of a savings bank shall hire a certified public accountant licensed  
10 or certified under ch. 442 or other qualified person to conduct a comprehensive  
11 annual audit of the records, accounts, and affairs of the savings bank.

12           (2) The board of directors of a savings bank may appoint an auditing committee  
13 of one or more capable persons to annually audit the records, accounts, and cash of  
14 the savings bank and to verify customer accounts. Verification procedures shall be  
15 conducted according to the savings bank's auditing program or the rules of the  
16 division.

17           (3) Audit reports under this section shall be submitted to the savings bank's  
18 board of directors and retained as records of the savings bank.

19           **SECTION 4.** 214.772 (5) of the statutes is amended to read:

20           214.772 (5) A foreign savings bank doing business in this state shall be  
21 examined by the division as provided under s. 214.725, audited under s. 214.76 and  
22 assessed fees as provided under s. 214.715 (1) (h), together with any out-of-state  
23 travel expenses incurred in the course of an examination ~~or audit~~. The division may  
24 accept an examination to the extent permitted under s. 214.725 (1) (b) and, in lieu  
25 of the requirement under s. 214.76 (1), may accept all or part of an audit prepared

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1 on behalf of the regulatory authority responsible for the supervision of the foreign  
2 savings bank in the jurisdiction in which the foreign savings bank is organized.

3 **SECTION 5.** 214.82 (1) (a) of the statutes is amended to read:

4 214.82 (1) (a) The savings bank fails to produce an annual ~~audited financial~~  
5 ~~statement~~ audit report, after receiving ~~one extension~~ 2 requests for the report from  
6 the division.

7 **SECTION 6.** 214.82 (1) (j) of the statutes is amended to read:

8 214.82 (1) (j) The directors, officers, trustees or liquidators have neglected,  
9 failed or refused to take any action that the division considers necessary for the  
10 protection of the savings bank, including production of an annual ~~audited financial~~  
11 ~~statement~~ audit report after ~~an extension was granted~~ 2 requests were made, have  
12 continued to maintain the savings bank's books and records in an inaccurate and  
13 incomplete condition for 2 consecutive quarters after 2 notices from the division or  
14 have impeded or obstructed an examination.

15 **SECTION 7.** 214.825 of the statutes is amended to read:

16 **214.825 Purposes of taking custody.** The purposes of taking custody of a  
17 savings bank may include examination; production of an audit report or audited  
18 financial statement; reconstruction of books and records; conservation of assets;  
19 restoration of impaired capital; the making of any necessary or equitable  
20 adjustment, including changes in officers and management, considered necessary by  
21 the division under any plan of reorganization or liquidation; restructuring of the  
22 savings bank through a merger or formation of an interim institution; establishment  
23 of a conservatorship to operate and manage a savings bank as an ongoing concern  
24 until the grounds for custody and conservatorship are remedied; or the maturing of  
25 an obligation of the deposit insurance corporation.

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1           **SECTION 8.** 215.25 of the statutes is repealed and recreated to read:

2           **215.25 Annual audit requirement.** (1) Except as provided in sub. (2), the  
3 board of directors of an association shall hire a certified public accountant licensed  
4 or certified under ch. 442 or other qualified person to conduct a comprehensive  
5 annual audit of the records, accounts, and affairs of the association.

6           (2) The board of directors of an association may appoint an auditing committee  
7 of one or more capable persons to annually audit the records, accounts, and cash of  
8 the association and to verify customer accounts. Verification procedures shall be  
9 conducted according to the association's auditing program or the rules of the division.

10           (3) Audit reports under this section shall be submitted to the association's  
11 board of directors and retained as records of the association.

12           **SECTION 9.** 215.33 (4) of the statutes is amended to read:

13           215.33 (4) EXAMINATION AND AUDIT OF FOREIGN ASSOCIATIONS. Each foreign  
14 association doing business in this state shall be examined by the division as provided  
15 under s. 215.03, audited under s. 215.25 and assessed fees and costs as provided  
16 under s. 215.02 (16), together with any out-of-state travel expenses incurred in the  
17 course of the examination and audit. However, the division may accept an  
18 examination to the extent permitted under s. 215.03 (2) (b) and, in lieu of the  
19 requirement under s. 215.25 (1), may accept as all or part of the audit, all or any part  
20 of an audit made on behalf of the agency responsible for the supervision of the foreign  
21 association in the jurisdiction in which the association is organized.

22           **SECTION 10. Initial applicability.**

23           (1) This act first applies to audits commenced on the effective date of this  
24 subsection.

25           **SECTION 11. Effective date.**

