

**[Note: Language to be deleted is stricken and new material is underlined.]**

\_\_\_\_\_ 2014

We are pleased to announce that the Uniform Accountancy Act (UAA), Seventh Edition,  
\_\_\_\_\_ 2014, is now available.

If you need additional assistance or have questions, please contact Mat Young at AICPA at 202-737-6600 or Louise Dratler Haberman at NASBA at 212-644-6469.

Thank you for your continued support and assistance.

Sincerely,

~~Gary McIntosh, CPA~~  
AICPA UAA Committee Chair

J. Coalter Baker  
NASBA UAA Committee Chair

May 2014

*May 2014*



# **Uniform Accountancy Act**

**Seventh Edition  
May, 2014**

**Published jointly by the  
American Institute of Certified Public Accountants  
1211 Avenue of the Americas, New York, NY 10036-8775  
and  
National Association of State Boards of Accountancy  
150 4th Avenue, North, Nashville, TN 37219-2417**

Copyright © 2014, American Institute of Certified Public Accountants, Inc.  
220 Leigh Farm Road, Durham, NC 27713  
National Association of State Boards of Accountancy  
150 4th Avenue, North, Nashville, TN 37219-2417

All rights reserved. For information about the procedure for requesting permission to make copies of any part of this work, please contact the AICPA at [copyright@aicpa.org](mailto:copyright@aicpa.org), or NASBA at [NASBA-UAA@nasba.org](mailto:NASBA-UAA@nasba.org). Otherwise, requests should be written and mailed to the Rights and Permissions Department, AICPA, 220 Leigh Farm Road, Durham, NC, 27707-8110, or to NASBA-UAA, 150 4th Avenue, North, Suite 700, Nashville, TN 37219-2417.

*May 2014*

1 2 3 4 5 6 7 8 9 0 SR 9 9 8

## Foreword

This *Uniform Accountancy Act* was approved for publication by the Boards of Directors of the American Institute of Certified Public Accountants (AICPA) and the National Association of State Boards of Accountancy (NASBA).

May 2014

If you have any questions concerning the Act, please contact the following:

AICPA-UAA  
1455 Pennsylvania Ave., NW, Suite 400  
Washington, D.C. 20004-1081  
(202) 737-6600

NASBA-UAA  
150 4th Avenue, North, Suite 700  
Nashville, TN 37219-2417  
(615) 880-4200

May 2014

# CONTENTS

	<b>Page</b>
<b>UNIFORM ACCOUNTANCY ACT (UAA)</b>	
PREFACE.....	UAA-i
<b>INTRODUCTORY COMMENTS</b>	
A Note About Format.....	UAA-I-1
The Fundamental Principles That Should Govern the Regulation of Certified Public Accountants.....	UAA-I-2
Implementation of the Governing Principles in the Uniform Accountancy Act .....	UAA-I-6
 <b>Uniform Accountancy Act</b>	
<b>Section</b>	
1 Title.....	1-1
2 Purpose .....	2-1
3 Definitions .....	3-1
4 State Board of Accountancy .....	4-1
5 Qualifications for a Certificate as a Certified Public Accountant .....	5-1
6 Issuance and Renewal of Certificates, and Maintenance of Competency .....	6-1
7 Firm Permits to Practice, Attest and Compilation Competency, and Peer Review .....	7-1
8 Public Accountants and Firms of Public Accountants .....	8-1
9 Appointment of Secretary of State as Agent .....	9-1
10 Enforcement--Grounds for Discipline .....	10-1
11 Enforcement--Investigations .....	11-1
12 Enforcement Procedures--Hearings by the Board .....	12-1
13 Reinstatement .....	13-1
14 Unlawful Acts.....	14-1
15 Injunctions Against Unlawful Acts .....	15-1
16 Criminal Penalties .....	16-1
17 Single Act Evidence of Practice .....	17-1
18 Confidential Communications.....	18-1
19 Licensees' Working Papers; Clients' Records .....	19-1
20 Privity of Contract.....	20-1

	<b>Page</b>
21	Uniform Statute of Limitations ..... 21-1
22	Proportionate Liability..... 22-1
23	Substantial Equivalency ..... 23-1
24	Construction; Severability ..... 24-1
25	Repeal of Prior Law..... 25-1
26	Effective Date ..... 26-1

## **APPENDIXES**

	<del>A. Legislative Policy (Annotated), American Institute of Certified Public Accountants.....</del>	<del>A-1</del>
	B. AICPA/NASBA Statement on Standards for Continuing Professional Education (CPE) Programs.....	B-1
	C. Substantial Equivalency .....	C-1
Index		Index-1

# **Uniform**

---

# **Accountancy**

---

# **Act**

---

American Institute of Certified Public Accountants  

---

National Association of State Boards of Accountancy

*May 2014*

## Preface

The modern public accounting profession originated in Great Britain during the latter half of the nineteenth century. In 1896 the New York state legislature passed the first law creating the title “certified public accountant,” thereby setting the pattern for state government regulation of the ~~P~~ublic ~~A~~ccounting profession in the United States.

As with other professions, the public accounting profession is built upon a statutory foundation providing for the examination and licensing of members of the profession, and for the regulation of their professional conduct. All CPAs are examined, licensed, and regulated under state accountancy laws, and there is such a law in every American jurisdiction.

A model bill to regulate the practice of public accountancy was first published in 1916 by the American Institute of Accountants, the predecessor of the American Institute of Certified Public Accountants (AICPA), ~~the national membership organization of certified public accountants~~. In 1984, the AICPA and the National Association of State Boards of Accountancy (NASBA) published the first joint model bill, later renamed the Uniform Accountancy Act (UAA). Ultimately, a substantial majority of the state accountancy laws followed, in their principal provisions, the example provided by earlier model accountancy bills and the Uniform Act.

A joint working group made up of representatives from the AICPA’s State Legislation Committee and from NASBA’s Uniform Accountancy Act Committee was formed to make changes which were incorporated into the 1992 Uniform Accountancy Act. ~~That~~ Those groups, now acting as a joint UAA Committee, ~~has~~ have continued to develop the language for revisions to the UAA, including that found in this edition.

While past joint efforts at promoting high professional standards, protecting the public and increasing uniformity of regulation have been important, they ~~have~~ had not produced the level of results either organization felt were satisfactory. This coupled with other significant factors occurring in the global marketplace for accounting services, led both AICPA and NASBA to begin to examine new ways to respond in this area. The AICPA, through the work of the Special Committee on Regulation and Structure and NASBA through its Reciprocity Committee and Future Licensing, Litigation and Legislation Committee, each began to explore new regulatory concepts and approaches that would be responsive to the challenges to the current regulatory system.

In March 1996, the Joint Committee on Regulation of the Profession (Joint Committee) was formed by AICPA and NASBA to share the concepts and ideas of each organization’s committees and to work to develop consensus on some significant new regulatory changes for the future. The members of the Joint Committee were leaders of AICPA and NASBA, as well as the state board Executive Directors group and the Certified Public Accountants’ Society Executives Association (CPA/SEA). After a year of meetings and discussions, the Joint Committee reached agreement on a new regulatory framework that it believed would: enhance interstate reciprocity and practice across state lines by CPAs, meet the future needs of the profession, respond to the marketplace and, most important, protect the public that the profession

serves. The Joint Committee's recommendations were approved by AICPA and NASBA leadership and were incorporated into the Third Edition of the Uniform Accountancy Act, in 1997.

Differing requirements for CPA certification, reciprocity, temporary practice, and other aspects of state accountancy legislation in the 55 American licensing jurisdictions (the 50 states, Puerto Rico, the District of Columbia, the U.S. Virgin Islands, Guam, and the Commonwealth of the Northern Mariana Islands) constituted artificial barriers to the interstate practice and mobility of certified public accountants. The Uniform Act seeks to eliminate such differences and the barriers that they pose to effective practice of CPAs under modern conditions through the standard of "substantial equivalency" that was added to the Act in 1998. ~~It is fitting that this latest edition of the UAA is being released in the year of the 100<sup>th</sup> anniversary of NASBA's founding.~~ The mobility and enforcement enhancements that have been added can assure stronger and more efficient state board enforcement in the context of modern transcross-border and electronic commerce in which state lines are often blurred.

Many of the organizations requiring the professional services of certified public accountants transact business on an interstate, and even on an international, basis; as a result, the practice of CPAs typically extends across state lines and, often international boundaries as well. Thus, there is compelling need for the enactment of uniform state accountancy laws that foster rather than inhibit interstate professional practice and for laws that provide appropriately for international practice.

This Uniform Act is provided as a single comprehensive piece of legislation that could be adopted in place of existing state laws. Because there is an accountancy law now in effect in every jurisdiction, however, the Uniform Act is also designed to the extent possible with separable– severable provisions, so that particular parts of this Act could, with appropriate amendments, be added to existing laws instead of replacing such laws entirely. In the interest of uniformity and to promote mobility through the substantial equivalency standard, the AICPA and NASBA strongly urge states to adopt the entire Act.

The Uniform Act reflects applicable AICPA and NASBA legislative policies. The principal AICPA legislative policy, as approved by its governing Council, is set out (in annotated form) in Appendix A. Appendix B now contains the new Statement on Standards for Continuing Professional Education (CPE) Programs approved by AICPA and NASBA. Appendix C sets out guidelines as to the substantial equivalency standard.

The Uniform Accountancy Act is designed to achieve several objectives. As the name of the Act suggests, the Act advances the goal of uniformity. In addition, the Act's provisions protect the public interest and promote high professional standards.

~~With respect to this edition, pages are dated so that in the future individual provisions can be~~

| ~~revised without the necessity of reprinting the entire Act.~~

## Introductory Comments

### A Note About Format

Beginning with the 1992 edition, the Uniform Accountancy Act has been designed as an “evergreen” document. ~~This edition makes revisions to Section 23 of the Uniform Accountancy Act (UAA) and conforming changes to Sections 7 and 14 to provide a comprehensive system for permitting licensee mobility while making explicit the boards’ authority to regulate all who offer or render professional services within their jurisdiction regardless of how those services are being provided. These changes achieve the goals of enhancing public protection, facilitating consumer choice and supporting the efficient operation of the capital markets.~~

The Uniform Act comprises the complete text of a statute (in boldface type) that could be adopted in place of any accountancy law now in effect, with explanatory comments (not intended to be enacted as part of the law) following some provisions printed in regular type. It may happen that a particular legislature will be interested in considering not a complete new law but only certain provisions, to be substituted for or added to provisions of the law already in effect.

An effort has been made to make the provisions of the Uniform Act readily adaptable for this purpose. However, in the event of piecemeal adoption, it is likely that changes in particular provisions will be required in order to tailor them to the terminology and structure of the existing legislation. The comments attempt to identify important matters that might need to be considered in such circumstances, but no effort has been made to identify every point regarding which adaptation might be required; that can better be done (and in any event would have to be done) when particular legislation is actually under consideration.

Whether the Uniform Act is considered for adoption wholly or only in part, adjustments may also be appropriate in light of other laws in effect in the particular state in question. Some provisions included in the Uniform Act may be unnecessary, for example, because they are covered by other laws of general applicability, such as a state administrative procedure act. Other provisions may be at odds with the way a particular matter is generally dealt with in the state;— for example, the authority of licensing Boards, or their procedures, or their composition. Again, the comments attempt to identify the principal points requiring consideration in this regard. Provisions, such as the one related to the size of the Board (Section 4(a)) on which this Uniform Act presents specific choices, are flagged by brackets.

## The Fundamental Principles That Should Govern the Regulation of Certified Public Accountants<sup>1</sup>

The fundamental principles of the AICPA's and NASBA's legislative policies, and of the resulting Uniform Act, are few, and can be simply stated.

*First*, statutory regulation of CPAs, as of any other profession or occupation, is justified only by considerations of the public interest. The public interest must be a substantial one, since regulation necessarily involves restrictions on who can perform certain services and the manner in which they are performed. The conventional formulation is that regulatory legislation must be reasonably designed to protect the public health, safety, or welfare; the practice of CPAs has a significant impact on the public welfare.

*Second*, appropriately designed regulation of CPAs serves to protect the public welfare in two principal ways: (a) by providing reasonable assurance of competence on the part of persons and entities that perform those services that require a substantial degree of skill and competence for proper performance and regarding which the consequences of inadequate performance may be of serious dimension; and (b) by preventing deception of the public regarding the level of competence that may reasonably be expected of a given practitioner. A central element in the protection of the public welfare through the regulation of CPAs is prevention of circumstances in which persons who are not themselves in a position to judge the competence of a particular practitioner or the reliability of particular financial information may be induced to rely on assurances of such competence or reliability (explicit or implied) that are not reasonably supported in fact. Third-party reliance—reliance by persons not themselves clients of the certified public accountants whose professional work is relied on—is an example of the need for regulating CPAs in the public interest.

*Third*, although an expectation of some minimal level of competence is involved when a person or entity is engaged to perform services for hire, whatever the services may be, the degree to which such an expectation involves a substantial public interest and, in consequence, the degree to which it justifies legal regulation, varies significantly with both the level of skill required for adequate performance of the service, and the range and severity of adverse consequences that may derive from inadequate performance. Among the many different professional services that CPAs perform, one is, to a far greater degree than any other, affected by considerations of competence, namely, the attest function. expression of formal professional opinions upon financial statements.

Not only does the attest function expression of opinions on financial statements call for the greatest breadth and most intense development of the professional skills employed by CPAs, but

---

<sup>1</sup>Including licensed public accountants

it invites the highest degree of reliance by the widest segment of the public. When attest and compilation services are not competently and properly performed, the breadth and severity of the possible adverse consequences are far greater than those attendant upon other services performed by CPAs. For these reasons, the keystone of the Uniform Act reserves the issuance of reports in standard form on audited, reviewed and compiled financial statements and other attest information to licensees who have demonstrated qualifications to perform attest and compilation services.

A professional service similar in nature to the audit function, although differing in the level of assurance implied, is the conduct of “reviews” of financial statements and the issuance of reports upon such reviews. Formal standards have been promulgated by the AICPA in a series of Statements on Standards for Accounting and Review Services (SSARS), and reviews conducted in accordance with such standards may call upon the same level of knowledge as does an audit. Although the degree of assurance (explicit and implied) in reports upon reviews purporting to comply with the AICPA’s formal standards is less than that expressed and implied by reports represented to be based upon an audit, the issuance of such reports is restricted to persons who have demonstrated the qualifications necessary to perform the audit function.

Still another professional service, founded on the same array of skills and the same level of knowledge as audits, but not involving any explicit assurance, is the issuance of reports on “compilations” of financial statements. Again, formal standards have been promulgated in the SSARS pronouncements for the conduct of such compilations and for reports thereon. A danger of innocent reliance on the implicit representations of skill and assurances of reliability of such reports exists if they are issued by persons not having the professional qualifications that such reports imply.

Included in attest services, because of the public’s reliance, ~~are is an important services service~~ defined in the Statements on Standards for Attestation Engagements (SSAE); ~~examination of prospective financial information~~. The skills necessary to perform such a services are at least as demanding as the level of knowledge necessary to perform the audit process.

Accordingly, this Uniform Accountancy Act ~~extends~~ includes the definition and reservation of attest and compilation services to include audits, reviews and compilations of financial statements and engagements performed under the SSAESs ~~the examination of prospective financial information~~ when the reports on those services are in standard form, and prescribed by authoritative pronouncements, so as to imply assurances and the professional qualifications underlying such assurances. And, because of the especially great need for public protection in connection with these services, only licensees (or individuals with practice privileges) may perform these services and must do so only through firms registered with a state board.

*Fourth*, the requirements for licensing persons to perform the professional services thus reserved should be designed to provide significant assurance that those who undertake to

May 2014

perform such services have at least a minimum level of professional qualification for adequate performance. Two means are commonly employed to provide this kind of assurance of competence (not only with respect to the CPA profession, but other professions as well): (a) reserve the performance of the services in question to persons licensed to do so; and (b) require, as a condition of such licensing, demonstration of skill and knowledge, typically by means of examinations, education requirements and experience or competency requirements. Uniformity of the required demonstration of skill and competence among licensees within a given state and those of different states is obviously desirable from the public interest point of view. Nevertheless, in the interest of equity, legislatures of most jurisdictions have made provisions for “grandfathering” persons who, though they had not met the requirements for issuance of a certificate as a certified public accountant, were nonetheless engaged in unregulated attest and compilation services when the licensing law became effective. Because relatively few jurisdictions exist without “grandfathering” provisions, this Uniform Act does not include a provision for a new “grandfathered” entitlement to perform attest and compilation services. It does, however, contain provisions to deal with such a class of public accountants where the prior law established such a class.

*Fifth*, an effective regulatory plan will also prohibit persons who have not met the licensing requirements from representing to the public that they have done so, thus protecting the public against incompetence and deception. Provisions should be designed to prevent would-be practitioners from representing to the public, directly or indirectly, that they have a higher degree of competence than they in fact command.

*Sixth*, the need to assure the public of reasonable competence and the need to protect the public against deception combine to support regulation of the conduct of all licensees, even in their performance of work which unlicensed persons may also perform. If a given person has demonstrated the high level of competence required for licensure, even though the license has its central justification and purpose in the performance of attest and compilation services, nonetheless the qualifications required to be demonstrated in order to merit such a license will reasonably support public expectations that the licensee has special competence and higher professional conduct in other areas of practice as well and that the licensee adheres to a higher level of professional conduct than unlicensed persons. Such a reasonable expectation of special competence in other areas than the one for which a license is specifically required calls for regulation of the professional conduct of all licensees who promote themselves to the public as such.

*Seventh*, the need to assure the public of reasonable competence supports the requirement that all licensees maintain professional competence in their area of responsibility through continuing professional education. The provisions for such education should allow for wide latitude in selection of continuing education and should prescribe full-appropriate credit for any course approved CPE offering that contributes to the general professional competence of the licensee.

*Eighth*, it is desirable that there be, to the maximum extent feasible, uniformity among jurisdictions with regard to those aspects of the regulatory structure that bear upon the

qualifications required of licensees. Because many of the clients or employers of CPAs are multistate enterprises, much of the practice of CPAs has an interstate character; consequently, CPAs must be able to move freely between states. The need for interstate mobility and maintenance of high minimum standards of competence in the public interest requires uniform licensing qualifications, insofar as possible, among the states.

*Ninth*, and finally, it is essential that mobility for individual CPAs and CPA Firms be enhanced. With respect to the goal of portability of the CPA title and mobility of CPAs across state lines, the cornerstone of the approach recommended by this Act is the standard of “substantial equivalency” set out in Section 23. Under substantial equivalency, a CPA’s ability to obtain reciprocity is simplified and they have the privilege to practice in another state without the need to obtain an additional license in that state unless it is where their principal place of business is located, as determined by the licensee. Individuals are not denied reciprocity or practice privileges because of minor or immaterial differences in the requirements for CPA certification from state-to-state.

Substantial equivalency is a determination by ~~the~~a Board of Accountancy, or NASBA, that the education, examination and experience requirements contained in the statutes and administrative rules of another jurisdiction are comparable to, or exceed, the education, examination and experience requirements contained in the Uniform Accountancy Act. If the state of licensure does not meet the substantial equivalency standard, individual CPAs may demonstrate that they personally have education, examination and experience qualifications that are comparable to or exceed those in the Uniform Accountancy Act.

For purposes of individual practice privileges, an applicant that has an active certificate as a certified public accountant from any jurisdiction that has obtained from ~~the~~a Board of Accountancy or NASBA a determination of substantial equivalency with the Uniform Accountancy Act’s CPA certificate requirements shall be presumed to have qualifications substantially equivalent to ~~this~~those of the practice privilege jurisdiction<sup>2s</sup>. Individual CPAs from states that are not substantially equivalent may qualify under the substantial equivalency standard on an individual basis. Any CPA that wants to obtain a reciprocal certificate under substantial equivalency must personally possess qualifications that are substantially equivalent to, or exceed, the CPA licensure provisions in the Uniform Accountancy Act.

Additionally, CPA Ffirm mobility ~~would be~~has been enhanced because even though an individual using practice privileges must render attest services through a CPA firm licensed in some state, if the firm complies with the ownership (Section 7(c)) and peer review (Section 7(h)) requirements, the firm would only need a permit in the states in which it has an office, regardless of the type of service or where such service is performed. The ownership and peer review requirements would ~~thus~~ protect the “visiting practice privilege state” through firm quality standards comparable to substantial equivalency for practice privilege individuals. For purposes of firm mobility, a firm holding a valid permit from a U.S. jurisdiction, complying with the firm ownership and peer review requirements, would be able to perform any professional service (including attest) in any other state so long as it does so through individuals with practice

May 2014

privileges who can lawfully do so in the state where said individuals have their principal place of business. A firm not meeting both the ownership and peer review requirements could provide nonattest services and use the “CPA” title in any other state so long as it does so through individuals with practice privileges, and so long as the firm can lawfully do so in the state where said individuals with practice privileges have their principal place of business. Indeed, a firm complying with Section 7(a)(1)(C) would only have to obtain permits in states where it has offices.

In the interest of obtaining maximum uniformity and interstate mobility, and assuring that CPAs are subject to only one type of regulatory scheme, the Uniform Act should be the standard of regulation for certificate holders in the U.S. and its jurisdictions. All states and jurisdictions should seek to adopt the Uniform Act to provide uniformity in accountancy regulation. Uniformity will become even more essential in the future as international trade agreements continue to be adopted causing the accounting profession to adopt a global focus.

### **Implementation of the Governing Principles in the Uniform Accountancy Act**

Reflecting the fundamental principles just discussed, the following are the key features of the Uniform Act.

1. The only kinds of professional services for which licensing is required are attest services defined as (a) the audit function--the expression of opinions on financial statements; (b) the issuance of reports in standard form upon reviews of financial statements; and (c) the examination of prospective financial information and any examination, review, or agreed upon procedures engagement to be performed in accordance with the SSAE; and any engagement to be performed in accordance with the standards of the PCAOB. Licensure is also required to perform compilations of financial statements in accordance with SSARS. (See Section 3(p), defining the term “report;” and Section 14(a) prohibiting unlicensed persons or persons without practice privileges from issuing reports on audits, reviews, and compilations of financial statements.) These services are restricted to licensees under the Act. Other attestation services are not restricted to licensees, however, when licensees perform those services they are regulated by the state board of accountancy. Anyone, whether licensed or not, may offer and perform any other kind of accounting service, including tax services, management advisory services, and the preparation of financial statements as permitted under section 14(a).

2. In order to perform attest services, a CPA firm or sole practitioner must meet certification requirements (under Section 6) for individuals and permit requirements (under section 7) for firms unless otherwise exempted. The Uniform Accountancy Act involves a regulatory system in which applicants obtain and renew a license. Certain attest services may only be rendered through firms holding permits from this state. All licensees who are responsible for supervising attest or compilation services and sign or authorize someone to sign reports on financial statements on behalf of their firm must meet the competency requirements contained in professional standards before they may perform attest or compilation services. All licensees,

*May 2014*

whether in private industry, education, government, or public practice, must meet the same continuing education requirement. Only licensed individuals may perform compilations of financial statements in accordance with SSARS, but they need not do so through a firm that holds a permit under Section 7.

3. In order to facilitate interstate practice and free movement of practitioners between states, a provision is made for reciprocal recognition of licenses issued by other states. Those individual licensees who meet the substantial equivalency standard may freely practice across state lines without the need for additional licensure. Under Section 23, they need not provide notice to the state board of the state in which they want to practice. ~~However, if a firm provides certain services through substantially equivalent individuals with practice privileges, the firm must obtain a permit from the practice privilege state.~~ In cases in which the requirements of the other state are not in compliance with the Uniform Accountancy Act and the individual does not personally meet its standard for education, the Act allows the individual to demonstrate professional experience as a substitute for the education qualifications (See Section 6(c)). Reciprocity for those CPAs who establish their principal place of business in another state requires an application process; however, upon a demonstration that the individual's qualifications for the other state's certificate were in compliance with the standards set out in this Uniform Act, a reciprocal license will be issued (Sections 6, 23).

4. The Uniform Act includes provisions that would preserve a class of "grandfathered" practitioners licensed to use the title "public accountant" and to perform the audit function, where an existing accountancy law to be superseded by the Uniform Act has provided for such licensing (Section 8), but would not provide for the creation of any new such class where it had not existed under prior law. There are a few states where the accountancy law currently in effect, though providing for the issuance of CPA certificates, does not restrict unlicensed persons from performing any sort of professional accounting service, including the audit function so long as the unlicensed persons do not trade upon the CPA title. If those states should decide to change to a form of accountancy law that restricts the compilation and attest function to licensees, like all other American jurisdictions, the recommendation implicit in this Uniform Act is that they not create any second class of licensees, "grandfathered" or other. There are some states where a provision is currently made for a second class of licensees, given exclusive right to use a particular title but not the right to perform the audit function. Because no public interest is served by such a second class of licensees, this Uniform Act contains no such provision.

5. Licensees are subject to regulation of their professional conduct in their performance of any professional service including those services for which a license is not required and regarding which, in consequence, other persons are entirely unregulated under the Act.

6. In order to prevent misleading the public regarding the qualifications or licensure status of persons who are not licensed, the Uniform Act contains a series of prohibitions on the use by unlicensed persons or firms of titles restricted to licensees under the Act, or titles misleadingly similar to such titles (see Section 14(c)-(h)).

7. The Uniform Act contemplates that, as with most accountancy laws now in effect, responsibility for administration and implementation will be vested in a State Board of Accountancy (Section 4). The Board adopts and administers examinations and issues certificates (Sections 5 and 6); issues permits to firms (Section 7); promulgates rules that govern the conduct of licensees and that otherwise implement the Act (Section 4(h)); and has principal responsibility for disciplinary enforcement (Sections 10-13, 15) and prevention of unauthorized practice (Sections, 14, 15, 16 and 17).

8. The desirability of uniformity among jurisdictions, mentioned above as one of the fundamental principles of both the AICPA's and NASBA's legislative policies, is recognized in the Uniform Act provisions dealing with such matters as examinations, education and experience requirements for the initial granting of a certificate (Section 5), and the continuing professional education requirements for the renewal of certificates (Section 6). As mentioned in the comments following several of these provisions, they are framed in a substantially more detailed fashion than might otherwise be expected (dealing with matters that might often be addressed by regulation rather than statute) in order to encourage uniformity among the various states.

9. The proposal for regulatory change which is included in this Act seeks to accomplish the broad objectives of mobility and uniformity and public protection within today's state-based regulatory model. It includes implementation of a "substantial equivalency" standard to simplify reciprocity and to provide a "no notice, no fee, and no escape" approach for granting practice privileges across state lines for CPAs and CPA firms from states meeting UAA standards as well as for CPAs who individually meet UAA standards.

**Uniform Accountancy Act**

1  
2  
3  
4  
5  
6  
7  
8

**SECTION 1**

**TITLE**

**This Act may be cited as the “Accountancy Act of 20\_\_.”**

1 **SECTION 2**  
2 **PURPOSE**

3  
4 **It is the policy of this State, and the purpose of this Act, to promote the reliability of**  
5 **information that is used for guidance in financial transactions or for accounting for or**  
6 **assessing the financial status or performance of commercial, noncommercial, and**  
7 **governmental enterprises. The public interest requires that persons professing special**  
8 **competence in accountancy or offering assurance as to the reliability or fairness of**  
9 **presentation of such information shall have demonstrated their qualifications to do so, and**  
10 **that persons who have not demonstrated and maintained such qualifications, not be**  
11 **permitted to represent themselves as having such special competence or to offer such**  
12 **assurance; that the conduct of persons licensed as having special competence in**  
13 **accountancy be regulated in all aspects of their professional work; that a public authority**  
14 **competent to prescribe and assess the qualifications and to regulate the conduct of licensees**  
15 **be established; and that the use of titles that have a capacity or tendency to deceive the**  
16 **public as to the status or competence of the persons using such titles be prohibited.**

17  
18 *COMMENT:* This statement of legislative purposes reflects the fundamental principles  
19 governing the regulation of holders of certificates as certified public accountants.

1 **SECTION 3**  
2 **DEFINITIONS**

3  
4 **When used in this Act, the following terms have the meanings indicated:**  
5

- 6 (a) "AICPA" means the American Institute of Certified Public Accountants.  
7  
8 (b) "Attest" means providing the following services:  
9  
10 (1) any audit or other engagement to be performed in accordance with the  
11 Statements on Auditing Standards (SAS);  
12  
13 (2) any review of a financial statement to be performed in accordance with the  
14 Statements on Standards for Accounting and Review Services (SSARS);  
15  
16 (3) any examination of prospective financial information to be performed in  
17 accordance with the Statements on Standards for Attestation Engagements  
18 (SSAE);  
19  
20 (4) any engagement to be performed in accordance with the standards of the  
21 PCAOB; and  
22  
23 (5) any examination, review, or agreed upon procedures engagement to be  
24 performed in accordance with the SSAE, other than an examination described  
25 in subsection (3).  
26

27 **The standards specified in this definition shall be adopted by reference by the**  
28 **Board pursuant to rulemaking and shall be those developed for general**  
29 **application by recognized national accountancy organizations, such as the**  
30 **AICPA, and the PCAOB.**  
31

32 *COMMENT:* Subject to the exceptions set out in Sections 7, 14, and 23(a)(4), these services are  
33 restricted to licensees and CPA firms under the Act and licensees can only perform the attest  
34 services through a CPA firm. Individual licensees may perform the services described in Section  
35 3(f) as employees of firms that do not hold a permit under Section 7 of this Act, so long as they  
36 comply with the peer review requirements of Section 6(j). Other professional services are not  
37 restricted to licensees or CPA firms; however, when licensees perform those services they are  
38 regulated by the state board of accountancy. See also the definition of Report. The definition  
39 also includes references to the Public Company Accounting Oversight Board (PCAOB) which  
40 make it clear that the PCAOB is a regulatory authority that sets professional standards applicable  
41 to engagements within its jurisdiction.  
42

43 Regarding SSAE engagements, subsections 3(b)(3) and (5) include SSAE engagements  
44 pertaining to the examination of prospective financial information, as well as other SSAE  
45 engagements. Thus, like other services included in this definition of "attest," they are all

1 restricted to licensees and CPA firms. Although these respective services have been bifurcated  
2 in the definition of “attest,” only CPAs can provide the services, and they must do so only  
3 through firms that either have a permit or comply with Section 7(a)(1)(C).  
4

5 This definition of “attest” includes both examinations of prospective financial information to be  
6 performed in accordance with the Statements on Standards for Attestation Engagements (SSAE)  
7 as well as “any examination, review, or agreed upon procedures engagement, to be performed in  
8 accordance with SSAE.”  
9

10 (c) **“Board” means the \_\_\_\_\_ Board of Accountancy established under Section 4 of**  
11 **this Act or its predecessor under prior law.**  
12

13 *COMMENT:* The general purpose of references to prior law, in this provision and others below,  
14 is to assure maximum continuity in the regulatory system, except where particular changes are  
15 specifically intended to be brought about by amendment of the law.  
16

17 (d) **“Certificate” means a certificate as “certified public accountant” issued under**  
18 **Section 6 of this Act or corresponding provisions of prior law, or a corresponding**  
19 **certificate as certified public accountant issued after examination under the law of**  
20 **any other state.**

21 *COMMENT:* The term here defined is used in section 3(n), defining the term “peer review”;  
22 section 4(a), regarding the composition of the Board of Accountancy; section 4(h)(6), regarding  
23 Board rules governing use of the titles “certified public accountant” and “CPA”; section 10(a),  
24 regarding enforcement proceedings; and section 14(c), prohibiting use of the titles “certified  
25 public accountant” and “CPA” by persons not holding certificates.  
26

27 In a few states the law allows for the issuance of “certificates” to certain practitioners who have  
28 not passed the examination ordinarily required (and provided for by section 5 of this Uniform  
29 Act). The definition of the term “certificate,” insofar as it has reference to those issued by other  
30 states, excludes any certificate for which an examination was not required.  
31

32 (e) **“Client” means a person or entity that agrees with a licensee or licensee's employer**  
33 **to receive any professional service.**  
34

35 *COMMENT:* This term is used in a number of Sections throughout this Act including the  
36 provisions related to acceptance of commissions and contingent fees, client records and  
37 confidential communications. For that reason it is useful to include a definition of the term.  
38

39 (f) **(1) "Compilation" means providing a service of any compilation engagement to be**  
40 **performed in accordance with Statements on Standards for Accounting and Review**  
41 **Services (SSARS) ~~that is presenting in the form of financial statements, information~~**  
42 **~~that is the representation of management (owners) without undertaking to express~~**

1 **any assurance on the statements.**

2  
3 **(2) “Preparation of Financial Statements” means providing a service of any**  
4 **preparation of financial statements engagement to be performed in accordance with**  
5 **Statement on Standards for Accounting and Review Services (SSARS).**  
6

7  
8 **(g) “CPA Firm” means a sole proprietorship, a corporation, a partnership or any other**  
9 **form of organization issued a permit under Section 7 of this Act.**

10  
11 *COMMENT:* This defined term is used in section 7, on permits to practice for firms, in such a  
12 way as to allow the Uniform Act, unlike some accountancy laws now in effect, to treat both  
13 partnerships and corporations in a single provision rather than in two separate but parallel  
14 provisions for the two different forms of organization. It is also used in section 12(j), on rights  
15 of appeal from an adverse Board decision in an enforcement proceeding; section 14(a),  
16 prohibiting issuance of reports on financial statements or attest services by unlicensed persons  
17 and firms; 14(d), (f), (g) and (h), regarding use of certain titles by unlicensed persons and firms;  
18 section 14(i), regarding misleading firm names; and section 14(j), defining certain rights of  
19 foreign licensees to serve foreign clients. The definition of “firm” is designed to be broad  
20 enough to include any type of business entity or combination of business entities, recognized by  
21 the state.

22  
23 Inclusion of sole proprietorships in the definition of the term “firm” has the effect of requiring  
24 sole practitioners to secure both individual certificates under section 6 and firm permits to  
25 practice under section 7. This will assure that all practice units have firm permits. The Board  
26 would have the power to alleviate the burden of duplicate applications (where the same person  
27 must secure both an individual certificate and a firm permit) by providing for joint application  
28 forms.

29  
30 **(h) “License” means a certificate issued under Section 6 of this Act, a permit issued**  
31 **under Section 7 or a registration under Section 8; or, in each case, a certificate or**  
32 **permit issued under corresponding provisions of prior law.**

33  
34 *COMMENT:* See commentary to Section 3(i) below.

35  
36 **(i) “Licensee” means the holder of a license as defined in Section 3(h).**

37  
38 *COMMENT:* This term is intended simply to allow for briefer references in provisions that  
39 apply to holders of certificates, holders of permits and holders of registrations: See Section 4(h),  
40 regarding rules to be promulgated by the Board of Accountancy; Section 5(b), regarding the  
41 meaning of “good moral character” in relation to the professional responsibility of a licensee;  
42 Sections 11(c) and (d), regarding Board investigations; Sections 12(a)-(c), (i), and (k), relating to  
43 hearings by the Board; Section 18, relating to confidential communications; and Sections 19(a)  
44 and (b), regarding licensees’ working papers and clients’ records. Pursuant to Section 14(p),

May 2014

1 individuals and firms using practice privileges in this State are treated as “Licensees” for  
2 purposes of other requirements and restrictions in Section 14.

3  
4 **(j) “Manager” means a manager of a limited liability company.**

5  
6 **(k) “Member” means a member of a limited liability company.**

7  
8 *COMMENT:* The two defined terms “manager” and “member” assume that the state has adopted  
9 a limited liability company law, and that these terms are used in that law. If this is not the case,  
10 then these terms should not be included in the Act, either here, or in the substantive provisions of  
11 the Act: Sections 7(c), 7(f), 12(c), 14(h), 14(i), 19(a). The point is an important one, since the  
12 two terms are in general use in circumstances where their meaning is different from what is  
13 intended here.

14  
15 **(l) “NASBA” means the National Association of State Boards of Accountancy.**

16  
17 **(m) “PCAOB” means the Public Company Accounting Oversight Board.**

18  
19 **(n) “Peer Review” means a study, appraisal, or review of one or more aspects of the**  
20 **professional work of a certificate holder or CPA firm that issues attest or**  
21 **compilation reports, by a person or persons who hold certificates and who are not**  
22 **affiliated with the certificate holder or CPA firm being reviewed.**

23  
24 *COMMENT:* This defined term is employed in section 4(h)(7), which empowers the Board to  
25 issue rules prescribing how such reviews are to be performed; section 7(h), contemplating such  
26 reviews in connection with renewals of firm permits; section 10(b)(1), specifying that such  
27 reviews are available as remedies in enforcement proceedings; section 13(c), providing that the  
28 Board may require such reviews as a condition of reinstatement after a suspension or revocation  
29 of a certificate or permit; and section 18, on confidential communications, which recognizes an  
30 exception for peer review. The rules issued by the Board under section 4(h)(7) would  
31 presumably prescribe, among other things, how the requirement of independence, or non-  
32 affiliation, of the reviewer to the person or firm being reviewed is to be implemented. See also  
33 Sections 6(j), 14(k) and 14(l) with regard to certificate holders who perform compilations other  
34 than through a CPA firm.

35  
36 **(o) “Permit” means a permit to practice as a CPA firm issued under Section 7 of this**  
37 **Act or corresponding provisions of prior law or under corresponding provisions of**  
38 **the laws of other states.**

39  
40 **(p) “Principal place of business” means the office location designated by the licensee for**  
41 **purposes of substantial equivalency and reciprocity.**

42  
43 *COMMENT:* “Principal place of business” has been defined to assure consistency in the use of  
44 that term. Under substantial equivalency, a licensee must obtain a certificate from the state

1 board in the state where the licensee has an office and establishes it as the principal place of  
2 business. Because states have adopted more than one statutory definition of “principal place of  
3 business,” both AICPA and NASBA agree that the simple definition above will not only enhance  
4 mobility, but also be easier to implement and enforce.  
5

6 **(q) “Professional” means arising out of or related to the specialized knowledge or**  
7 **skills associated with CPAs.**  
8

9 **(r) “Report,” when used with reference to any attest or compilation service, means an**  
10 **opinion, report, or other form of language that states or implies assurance as to the**  
11 **reliability of the attested information or compiled financial statements and that also**  
12 **includes or is accompanied by any statement or implication that the person or firm**  
13 **issuing it has special knowledge or competence in accounting or auditing. Such a**  
14 **statement or implication of special knowledge or competence may arise from use by**  
15 **the issuer of the report of names or titles indicating that the person or firm is an**  
16 **accountant or auditor, or from the language of the report itself. The term “report”**  
17 **includes any form of language which disclaims an opinion when such form of**  
18 **language is conventionally understood to imply any positive assurance as to the**  
19 **reliability of the attested information or compiled financial statements referred to**  
20 **and/or special competence on the part of the person or firm issuing such language;**  
21 **and it includes any other form of language that is conventionally understood to**  
22 **imply such assurance and/or such special knowledge or competence.**  
23

24 *COMMENT:* As has been explained in the introductory comments, the audit function, which this  
25 term is intended to define, is the principal kind of professional accounting service for which a  
26 license would be required under the Uniform Act. The term has its most important operative use  
27 in Section 14(a) of the Act, which prohibits persons not licensed from performing that function  
28 as well as any attest or compilation services as defined above.  
29

30 It is a point of fundamental significance that the audit function is defined, not in terms of the  
31 work actually done, but rather in terms of the issuance of an opinion or a report--that is, the  
32 making of assertions, explicit or implied--about work that has been done. It is such reports, or  
33 assertions, upon which persons using attested information (whether clients or third parties) rely,  
34 reliance being invited by the assertion, whether explicit or by implication, of expertise on the  
35 part of the person or firm issuing the opinion or report. Thus, this definition is sought to be  
36 drawn broadly enough to encompass all those cases where either the language of the report itself,  
37 or other language accompanying the report, carries both a positive assurance regarding the  
38 reliability of the information in question, and an implication (which may be drawn from the  
39 language of the report itself) that the person or firm issuing the report has special competence  
40 which gives substance to the assurance.  
41

42 The definition includes disclaimers of opinion when they are phrased in a fashion which is  
43 conventionally understood as implying some positive assurance, because authoritative  
44 accounting literature contemplates several circumstances in which a disclaimer of opinion in

1 standard form implies just such assurances. The same reasoning that makes it appropriate to  
2 include disclaimers of opinion in conventional form within the definition of this term makes it  
3 appropriate to apply the prohibition on the issuance by unlicensed persons of reports, as so  
4 defined, on “reviews” and “compilations” and other communications with respect to  
5 “compilations” within the meaning of the AICPA’s Statements on Standards for Accounting and  
6 Review Services (SSARS), when the language in which the report or other compilation  
7 communication is phrased is that prescribed by SSARS or any report that is prescribed by the  
8 AICPA’s Statements on Standards for Attestation Engagements (SSAE). This is done in Section  
9 14(a). These prohibitions, again, do not apply to the services actually performed--which is to say  
10 that there is no prohibition on the performance by unlicensed persons of either reviews or  
11 compilations, in the sense contemplated by SSARS, but only on the issuance of reports or other  
12 compilation communications asserting or implying that their author has complied or will comply  
13 with the SSARS standards for such reviews and compilations and has the demonstrated  
14 capabilities so to comply.

15  
16 (s) **“Rule” means any rule, regulation, or other written directive of general application**  
17 **duly adopted by the Board.**

18  
19 (t) **“State” means any state of the United States, the District of Columbia, Puerto Rico,**  
20 **the U.S. Virgin Islands, the Commonwealth of the Northern Mariana Islands, and**  
21 **Guam; except that “this State” means the State of \_\_\_\_\_.**

22  
23 (u) **“Substantial Equivalency” is a determination by the ~~b~~Board of ~~a~~Accountancy or its**  
24 **designee that the education, examination and experience requirements contained in**  
25 **the statutes and administrative rules of another jurisdiction are comparable to, or**  
26 **exceed the education, examination and experience requirements contained in the**  
27 **Uniform Accountancy Act or that an individual CPA’s education, examination and**  
28 **experience qualifications are comparable to or exceed the education, examination**  
29 **and experience requirements contained in the Uniform Accountancy Act. In**  
30 **ascertaining substantial equivalency as used in this act the Board shall take into**  
31 **account the qualifications without regard to the sequence in which experience,**  
32 **education, or examination requirements were attained.**

33  
34 *COMMENT:* For purposes of practice privileges, an applicant that has an active certificate as a  
35 certified public accountant from any jurisdiction that has obtained from the Board of  
36 Accountancy or NASBA a determination of substantial equivalency with the Uniform  
37 Accountancy Act’s CPA licensure requirements shall be presumed to have qualifications  
38 substantially equivalent to those of this jurisdiction’s. An individual who has obtained from the  
39 Board of Accountancy or NASBA a determination of substantial equivalency with the Uniform  
40 Accountancy Act’s CPA licensure requirements shall be entitled to reciprocity under the  
41 substantial equivalency standard.

1 SECTION 4  
2 STATE BOARD OF ACCOUNTANCY

3  
4 (a) There is hereby created the \_\_\_\_\_ Board of Accountancy, which shall have  
5 responsibility for the administration and enforcement of this Act. The Board shall  
6 consist of \_\_\_ members, appointed by the Governor, all of whom shall be residents  
7 of this State. At least [a majority plus one] of such members shall be holders of  
8 currently valid certificates issued under Section 6 of this Act or corresponding  
9 provisions of prior law; and any members of the Board not having such  
10 qualifications shall have had professional or practical experience in the use of  
11 accounting services and financial statements, so as to be qualified to make  
12 judgments about the qualifications and conduct of persons and firms subject to  
13 regulation under this Act. The term of each member of the Board shall be \_\_\_ years,  
14 the term of each to be designated by the Governor. [Alternatively: except that  
15 members of the \_\_\_\_\_ Board of Accountancy appointed and serving as such  
16 under prior law at the effective date of this Act shall serve out the terms for which  
17 they were appointed, as members of the Board created by this Section.] Vacancies  
18 occurring during a term shall be filled by appointment by the Governor for the  
19 unexpired term. Upon the expiration of the member's term of office, a member shall  
20 continue to serve until a successor shall have been appointed and taken office. Any  
21 member of the Board whose certificate under Section 6 of this Act is revoked or  
22 suspended shall automatically cease to be a member of the Board, and the Governor  
23 may, after a hearing, remove any member of the Board for neglect of duty or other  
24 just cause. No person who has served two successive complete terms shall be eligible  
25 for reappointment, but appointment to fill an unexpired term shall not be  
26 considered a complete term for this purpose.

27  
28 *COMMENT:* A number of decisions have to be made with regard to the structure and  
29 composition of licensing bodies such as ~~s~~State ~~b~~Boards of ~~a~~Accountancy, and these decisions  
30 will vary from state to state according to the patterns prevailing in the different states with  
31 respect to other licensing Boards. This provision of the Uniform Act is intended to identify the  
32 principal decision points and to suggest, on the basis of general experience, what seem to be the  
33 preferable solutions.

34  
35 ~~As-With~~ respects to the number of Board members, it is suggested that the appropriate range is  
36 from five to nine, and that the number should be an odd one, so as to minimize the likelihood of  
37 tie votes.

38  
39 This provision assumes that, as is ever more widely the case, one or more members of the Board  
40 will be other than licensees (sometimes called "public" members). It also reflects the view that,  
41 in light of the technical nature of much of the Board's responsibilities, it is desirable that an  
42 effective majority of the Board be certificate holders: This would be achieved by the requirement  
43 that one more than a majority of the Board be certificate holders. As respects to the terms of  
44 Board members, it is desirable that the terms be staggered; that they be long enough to allow  
45 effective service, though not so long that a Board member who proves ineffective remains in

1 office any longer than necessary; and that they be renewable, but that there be a limit on the  
2 number of times they may be renewed. ~~This provision reflects the view that the length of the~~  
3 ~~term should be four years rather than three years, as is now more commonly the case. Although~~  
4 ~~there seems to be an increasing trend toward not reappointing Board members for a second term,~~  
5 ~~it takes any new Board member some time in office before he is fully effective. A somewhat~~  
6 ~~longer term seems an appropriate way of balancing these two considerations.~~

7  
8 (b) The Board shall elect annually from among its members a ~~chairman~~ Chair and such  
9 other officers as the Board may determine to be appropriate. The Board shall meet  
10 at such times and places as may be fixed by the Board. Meetings of the Board shall  
11 be open to the public except insofar as they are concerned with investigations under  
12 Section 11 of this Act and except as may be necessary to protect information that is  
13 required to be kept confidential by Board rules or by the laws of this State. A  
14 majority of the Board members then in office shall constitute a quorum at any  
15 meeting duly called. The Board shall have a seal which shall be judicially noticed.  
16 The Board shall retain or arrange for the retention of all applications and all  
17 documents under oath that are filed with the Board and also records of its  
18 proceedings, and it shall maintain a registry of the names and addresses of all  
19 licensees under this Act. In any proceeding in court, civil or criminal, arising out of  
20 or founded upon any provision of this Act, copies of any of said records certified as  
21 true copies under the seal of the Board shall be admissible in evidence as tending to  
22 prove the contents of said records.

23  
24 *COMMENT:* This subsection, like the preceding one, presents a number of decision points that  
25 may vary according to state practice, and it includes some provisions (notably the ones regarding  
26 open meetings and confidential information) that may be unnecessary in the accountancy law  
27 because they are covered by state laws of general application. Subject to such variances, the  
28 provisions recommended appear to be desirable ones in the light of general experience.

29  
30 (c) Each member of the Board shall be paid an amount established by law for each day  
31 or portion thereof spent in the discharge of the member's official duties and shall be  
32 reimbursed for the member's actual and necessary expenses incurred in the  
33 discharge of the member's official duties.

34  
35 (d) All ~~moneys~~ ies collected by the Board from fees authorized to be charged by this Act  
36 shall be received and accounted for by the Board and shall be deposited in the State  
37 Treasury to the credit of the Board. Appropriation shall be made for the expenses of  
38 administering the provisions of this Act, which may include, but shall not be limited  
39 to, the costs of conducting investigations and of taking testimony and procuring the  
40 attendance of witnesses before the Board or its committees; all legal proceedings  
41 taken under this Act for the enforcement thereof; and educational programs for the  
42 benefit of the public and licensees and their employees.

43  
44 *COMMENT:* A provision of this kind, effectively providing that at least a substantial portion of

1 the revenues raised from fees required to be paid by applicants and licensees will be applied to  
2 defraying the expenses of administering the law, has proved a desirable one in those jurisdictions  
3 where the statute contains such a provision. The typical pattern is that the regulation of public  
4 accountancy is, from the state's point of view, self-supporting. The extent to which the Board has  
5 adequate staff to assist it (as provided in subsection (f) below) and other resources necessary to  
6 do its job effectively may well depend on the extent to which such revenues are available for use  
7 in the administration of the Act.

8  
9 **(e) The Board shall file an annual report of its activities with the Governor and the**  
10 **legislature, which report shall include a statement of all receipts and disbursements**  
11 **and a listing of all current licensees under this Act. The Board shall mail a copy of**  
12 **the annual report to any person requesting it and paying a reasonable charge**  
13 **therefor.**

14  
15 **(f) The Board may employ an executive director and such other personnel as it deems**  
16 **necessary in its administration and enforcement of this Act. It may appoint such**  
17 **committees or persons, to advise or assist it in such administration and enforcement,**  
18 **as it may see fit. It may retain its own counsel to advise and assist it in addition to**  
19 **such advice and assistance as is provided by the Attorney General of this State.**

20  
21 *COMMENT:* Adequate staffing can be an important determinant of how effective a Board of  
22 Accountancy is in discharging its statutory obligations. The same is true of the ability of a Board  
23 to employ independent counsel from time to time for special purposes, in addition to the counsel  
24 normally provided to it by the state attorney general's office. With regard to the financing  
25 necessary to implement such provisions, see the comment following subsection (d).

26  
27 An additional way for a Board to increase its effectiveness, which does not involve significant  
28 expense, is the appointment of committees or individuals not on the Board or its staff, to advise  
29 and assist it in various ways, including disciplinary investigations (see section 11(b)).

30  
31 **(g)(1) The Board shall have the power to take all action that is necessary and proper to**  
32 **effectuate the purposes of this Act, including the power to sue and be sued in its**  
33 **official name as an agency of this State. The Board shall also have the power to**  
34 **issue subpoenas to compel the attendance of witnesses and the production of**  
35 **documents; to administer oaths; to take testimony, to cooperate with the PCAOB**  
36 **and the appropriate state and federal regulatory authorities having jurisdiction over**  
37 **the professional conduct in question in investigation and enforcement concerning**  
38 **violations of this Act and comparable acts of other states; to cooperate in**  
39 **enforcement with appropriate foreign regulatory authorities in instances which**  
40 **have or may result in criminal conviction, loss of license or suspension,**  
41 **admonishment or censure; and to receive evidence concerning all matters within the**  
42 **scope of this Act. In case of disobedience of a subpoena, the Board may invoke the**  
43 **aid of any court or other appropriate regulatory authority in requiring the**  
44 **attendance and testimony of witnesses and the production of documentary evidence.**

1 For purposes of this subsection, “appropriate foreign regulatory authorities” shall  
2 be those foreign authorities granting substantially equivalent foreign designations in  
3 accordance with Section 6(g) of this Act.  
4

- 5 (2) The Board, its members, and its agents shall be immune from personal liability for  
6 actions taken in good faith in the discharge of the Board’s responsibilities, and the  
7 State shall hold the Board, its members, and its agents harmless from all costs,  
8 damages, and attorneys’ fees arising from claims and suits against them with  
9 respect to matters to which such immunity applies.  
10

11 *COMMENT:* In many accountancy laws now in effect, the provisions regarding subpoenas and  
12 testimony that are included in this paragraph dealing with Board powers generally are found  
13 instead in the section dealing with hearings, which is section 12 in this Uniform Act, or are  
14 specified in the state’s administrative procedure act. Subsection 4(g)(1) has been strengthened to  
15 facilitate greater multistate enforcement cooperation.  
16

- 17  
18 (h) The Board may adopt rules governing its administration and enforcement of this  
19 Act and the conduct of licensees, including but not limited to--  
20

- 21 (1) Rules governing the Board’s meetings and the conduct of its business;  
22  
23 (2) Rules of procedure governing the conduct of investigations and hearings by  
24 the Board;  
25  
26 (3) Rules specifying the educational and experience qualifications required for  
27 the issuance of certificates under Section 6 of this Act and the continuing  
28 professional education required for renewal of certificates under Section 6;  
29  
30 (4) Rules of professional conduct directed to controlling the quality and probity  
31 of services by licensees, and dealing among other things with independence,  
32 integrity, and objectivity; competence and technical standards;  
33 responsibilities to the public; and responsibilities to clients;  
34  
35 (5) Rules governing the professional standards applicable to licensees;  
36  
37 (6) Rules governing the manner and circumstances of use of the titles “certified  
38 public accountant” and “CPA”;  
39  
40 (7) Rules regarding peer review that may be required to be performed under  
41 provisions of this Act;  
42  
43 (8) Rules on substantial equivalence to implement Section 23; and  
44

1           **(9) Such other rules as the Board may deem necessary or appropriate for**  
2           **implementing the provisions and the purposes of this Act.**

3  
4    *COMMENT:* See the comment following section 3(n) regarding paragraph (7). Some states may  
5 have laws requiring that state boards expressly adopt by reference the applicable professional  
6 standards.  
7

8    **(i) At least 60 days prior to the proposed effective date of any rule or amendment**  
9    **thereto under subsection (h) of this Section or any other provision of this Act, the**  
10   **Board shall publish notice of such proposed action and of a public hearing to be**  
11   **held no more than 30 days prior to such effective date, in [the State Register or**  
12   **equivalent official publication].**

13  
14    *COMMENT:* The provision for publication of proposed rules and amendments thereto in an  
15 official state register, and for public hearings thereon, may be covered in some states by a state  
16 statute of general application, such as an Administrative Procedures Act; but where this is not the  
17 case, it appears a desirable provision for a state accountancy law. Some existing laws also have a  
18 provision requiring separate notice by mail to all licensees of any proposed rule or amendment;  
19 but, no such provision is included here because the expense of notice by mail seems unjustified  
20 when adequate notice by publication is available.  
21

22    **(j) Records, papers, and other documents containing information collected or compiled**  
23    **by the Board, its members, employees, contractors or agents, including its legal**  
24    **counsel, as a result of a complaint, investigation, inquiry, or interview in connection**  
25    **with an application for examination, certification, or registration, or in connection**  
26    **with a licensee's professional ethics and conduct, shall not be considered public**  
27    **records within the meaning of this State's public records laws. Additionally, any**  
28    **record, paper, or other document received by the Board as a result of a self-**  
29    **reporting requirement shall not be considered public records within the meaning of**  
30    **this State's public records laws. When any such record, paper, or other document is**  
31    **admitted into evidence in a hearing held by the Board, it shall then be a public**  
32    **record within the meaning of this State's public records laws. However, upon a**  
33    **showing of good cause, the presiding officer at such a hearing may order that**  
34    **confidential or privileged information be redacted or admitted under seal.**  
35

36    **(1) Notwithstanding any other provision of this aAct, information protected by**  
37    **this confidentiality provision shall not be disclosed to other authorities unless**  
38    **the recipient confirms in writing that it will assure preservation of**  
39    **confidentiality and the licensee has been given reasonable notice that the**  
40    **information will be provided to another entity.**

41  
42    **(2) Notwithstanding any contrary provision in the State's Public Records law,**  
43    **disclosures to law enforcement and regulatory authorities and, only to the**  
44    **extent deemed necessary to conduct an investigation, to the subject of the**

1 investigation, persons whose complaints are being investigated and witnesses  
2 questioned in the course of investigation, as provided in Section 11(b), shall not  
3 be considered public disclosures and shall not deprive such records of their  
4 confidential status.

5  
6 (3) Nothing in this subsection shall be construed as a waiver of any privilege, such  
7 as attorney-client privilege, which may also apply to any records covered by  
8 this subsection.

9  
10 (4) Nothing in this subsection shall confer confidential status on any record  
11 collected under this subsection which was a public record when collected or  
12 thereafter becomes a public record through other lawful means.

1 **SECTION 5**  
2 **QUALIFICATIONS FOR A CERTIFICATE AS A CERTIFIED PUBLIC**  
3 **ACCOUNTANT**

4  
5 (a) **The certificate of “certified public accountant” shall be granted to persons of good**  
6 **moral character who meet the education, experience and examination requirements**  
7 **of the following subsections of this Section and rules adopted thereunder and who**  
8 **make application therefor pursuant to Section 6 of this Act.**  
9

10 *COMMENT:* As mentioned in the introductory comments, this Uniform Act, like many  
11 accountancy laws now in effect, involves a licensure system that eliminates questions as to who  
12 may use the CPA title. All individuals who wish to use the CPA title in a state must have a  
13 certificate from that state or have practice privileges pursuant to Section 23.  
14

15 It may be noted that this provision contemplates that there will be no certificate requirements  
16 with respect to citizenship, age, or residency. A citizenship requirement would not be  
17 constitutional; in view of the education requirement, a separate age requirement seems without  
18 utility; and in light of the desirability, explained in the introductory comments, of achieving  
19 maximum uniformity and reciprocity among the various states, a residency requirement seems  
20 not merely useless but counterproductive.  
21

22 (b) **Good moral character for purposes of this Section means the propensity to provide**  
23 **professional services in a fair, honest, and open manner. The Board may refuse to**  
24 **grant a certificate on the ground of failure to satisfy this requirement only if there is**  
25 **a substantial connection between the lack of good moral character of the applicant**  
26 **and the professional responsibilities of a licensee and if the finding by the Board of**  
27 **lack of good moral character is supported by clear and convincing evidence. When**  
28 **an applicant is found to be unqualified for a certificate because of a lack of good**  
29 **moral character, the Board shall furnish the applicant [a] statement containing the**  
30 **findings of the Board, a complete record of the evidence upon which the**  
31 **determination was based, and a notice of the applicant’s right of appeal.**  
32

33 *COMMENT:* The precise meaning of a “good moral character” is difficult to prescribe, but the  
34 definition offered in this section has been understood and sustained by courts. This provision is  
35 intended both to assure that the requirement of good moral character will be narrowly and  
36 precisely construed, avoiding problems of both vagueness and over breadth and to assure  
37 procedural fairness in any instance where a certificate is denied on the basis of lack of good  
38 moral character. The right of appeal referred to would presumably be prescribed by a statute of  
39 general application, such as an Administrative Procedures Act.  
40

41 (c) **The education requirement for a certificate, which must be met before an applicant**  
42 **is eligible to apply for the examination prescribed in subsection (d), shall be ~~as~~**  
43 **follows:**  
44

1           (1) ~~During the five-year period immediately following the effective date of this~~  
2 ~~Act, a baccalaureate degree or its equivalent conferred by a college or~~  
3 ~~university acceptable to the Board, with an accounting concentration or~~  
4 ~~equivalent as determined by Board rule to be appropriate;~~  
5

6           (2) ~~After the expiration of the five-year period immediately following the effective~~  
7 ~~date of this Act,~~ at least 150 semester hours of college education including a  
8 baccalaureate or higher degree conferred by a college or university acceptable  
9 to the Board, the total educational program to include an accounting  
10 concentration or equivalent as determined by Board rule to be appropriate.  
11

12 *COMMENT:* Paragraph (2) of this provision would, after the lapse of the specified number of  
13 years, put into effect a 150-hour education requirement. The report of the Commission on  
14 Professional Accounting Education (issued in August 1983) sets out the considerations that  
15 underlie the policies of both the AICPA and NASBA favoring establishment of such a  
16 requirement.  
17

18 (d) **The examination required to be passed as a condition for the granting of a**  
19 **certificate shall be held regularly throughout the year, and shall test the applicant's**  
20 **knowledge of the subjects of accounting and auditing, and such other related**  
21 **subjects as the Board may specify by rule, including but not limited to business law**  
22 **and taxation. The Board shall prescribe by rule the methods of applying for and**  
23 **conducting the examination, including methods for grading and determining a**  
24 **passing grade required of an applicant for a certificate provided, however, that the**  
25 **Board shall to the extent possible see to it that the examination itself, grading of the**  
26 **examination, and the passing grades, are uniform with those applicable in all other**  
27 **states. The Board may make such use of all or any part of the Uniform Certified**  
28 **Public Accountant Examination and Advisory Grading Service of the American**  
29 **Institute of Certified Public Accountants and may contract with third parties to**  
30 **perform such administrative services with respect to the examination as it deems**  
31 **appropriate to assist it in performing its duties hereunder.**  
32

33 *COMMENT:* The Uniform Certified Public Accountant Examination and Advisory Grading  
34 Service, referred to in this provision, has for some years been consistently used by the Board of  
35 Accountancy (or its equivalent) of every American jurisdiction. Although the grading provided  
36 by that service is, as the name implies, only advisory, with each state Board retaining ultimate  
37 authority to determine grades and passing requirements, it is obvious that uniformity among  
38 jurisdictions in these matters is a matter of considerable importance. Uniformity respecting the  
39 examination is essential to ensuring interstate mobility for the certificate holders of this state.  
40 Provisions related to conditioning are set out in the Uniform Accountancy Act Rules.  
41

42 (e) **The Board may charge, or provide for a third party administering the examination**  
43 **to charge, each applicant a fee, in an amount prescribed by the Board by rule.**  
44

1 (f) **An applicant for initial issuance of a certificate under this Section shall show that**  
2 **the applicant has had one year of experience. This experience shall include**  
3 **providing any type of service or advice involving the use of accounting, attest,**  
4 **compilation, management advisory, financial advisory, tax or consulting skills all of**  
5 **which was verified by a licensee, meeting requirements prescribed by the Board by**  
6 **rule. This experience would be acceptable if it was gained through employment in**  
7 **government, industry, academia or public practice.**  
8

9 *COMMENT:* Before an applicant may obtain a certificate, the applicant must obtain actual  
10 experience; however, that experience can be obtained in any area of employment involving the  
11 use of accounting or business skills. In addition, experience should be acceptable whether it is  
12 gained through employment in government, industry, academia or public practice. The  
13 experience may be supervised by a non-licensee but must be verified by a licensee.

1 **SECTION 6**  
2 **ISSUANCE AND RENEWAL OF CERTIFICATES, AND MAINTENANCE OF**  
3 **COMPETENCY**  
4

- 5 (a) **The Board shall grant or renew certificates to persons who make application and**  
6 **demonstrate (1) that their qualifications, including where applicable the**  
7 **qualifications prescribed by Section 5, are in accordance with the following**  
8 **subsections of this Section or (2) that they are eligible under the substantial**  
9 **equivalency standard set out in Section 23(a)(2) of the Act which requires licensure**  
10 **for those CPAs that establish their principal place of business in another state. The**  
11 **holder of a certificate issued under this Section may only provide attest services, as**  
12 **defined, in a CPA firm that holds a permit issued under Section 7 of this Act.**  
13

14 *COMMENT:* Section 5 sets out the requirements for initial issuance of a certificate; this section  
15 provides for the process of application for the initial certificate, as well as for renewal of  
16 certificates. It also outlines the process for the issuance of reciprocal certificates for applicants  
17 that do not meet the substantial equivalency standard. Applicants that meet the substantial  
18 equivalency standard set out in Section 23 receive reciprocity upon complying with the  
19 application procedure in Section 6(c)(2). This section also makes it clear that certificate holders  
20 may only provide attest services in licensed firms.  
21

- 22 (b) **Certificates shall be initially issued, and renewed, for periods of not more than three**  
23 **years but in any event shall expire on the [specified date] following issuance or**  
24 **renewal. Applications for such certificates shall be made in such form, and in the**  
25 **case of applications for renewal, between such dates, as the Board shall by rule**  
26 **specify, and the Board shall grant or deny any such application no later than**  
27 **\_\_\_\_\_ days after the application is filed in proper form. In any case where the**  
28 **applicant seeks the opportunity to show that issuance or renewal of a certificate was**  
29 **mistakenly denied, or where the Board is not able to determine whether it should be**  
30 **granted or denied, the Board may issue to the applicant a provisional certificate,**  
31 **which shall expire ninety days after its issuance or when the Board determines**  
32 **whether or not to issue or renew the certificate for which application was made,**  
33 **whichever shall first occur.**  
34

35 *COMMENT:* This provision reflects the pattern of some laws now in effect in contemplating a  
36 biennial or triennial rather than an annual renewal. The purpose of this is to make it possible to  
37 tie the renewal period to the period for completion of the maintenance of competency  
38 requirements, as provided by subsection (d) below.  
39

- 40 (c)(1) **With regard to applicants that do not qualify for reciprocity under the substantial**  
41 **equivalency standard set out in Section 23(a)(2) of this Act, the Board shall issue a**  
42 **certificate to a holder of a certificate, license, or permit issued by another state upon**  
43 **a showing that:**  
44

- 45 (A) **The applicant passed the uniform CPA examination;**  
46 (B) **The applicant had four years of experience of the type described in Section 5(f)**  
47 **or meets comparable requirements prescribed by the Board by rule, after**

1           **passing the examination upon which the applicant’s certificate was based and**  
2           **within the ten years immediately preceding the application; and**

3  
4           **(C) If the applicant’s certificate, license, or permit was issued more than four years**  
5           **prior to the application for issuance of an initial certificate under this Section,**  
6           **that the applicant has fulfilled the requirements of continuing professional**  
7           **education that would have been applicable under subsection (d) of this Section.**

8  
9           **(2) As an alternative to the requirements of Section 6(c)(1) of this Act, a certificate**  
10           **holder licensed by another state who establishes their principal place of business in**  
11           **this state shall request the issuance of a certificate from the Board prior to**  
12           **establishing such principal place of business. The Board shall issue a certificate to**  
13           **such person who obtains from the NASBA National Qualification Appraisal Service**  
14           **verification that such individual’s CPA qualifications are substantially equivalent to**  
15           **the CPA licensure requirements of the AICPA/NASBA Uniform Accountancy Act.**

16  
17           **(3) An application under this Section may be made through the NASBA Qualification**  
18           **Appraisal Service.**

19  
20           *COMMENT:* Subsection 6(c)(1) of this section offers a means of providing for reciprocal  
21 recognition of licensees of other states who are not eligible under the substantial equivalency  
22 standard set out in Section 23 of this Act. Paragraph 6(c)(1)(B) requires a determination that the  
23 certificate of the other state has been issued on the basis of education and examination  
24 ~~“conditioning”~~ requirements comparable to those of this state, but makes allowance for an  
25 experience requirement as a substitute for these. The reciprocity so offered would be limited to  
26 CPAs-that is, it would exclude “grandfathered” PAs of other jurisdictions-since it rests upon the  
27 applicant having a certificate in the other jurisdiction, and, although there are a few jurisdictions  
28 where certificates have been issued to “grandfathered” public accountants, the term “certificate”  
29 is defined in section 3(d) to refer only to certificates issued after successful completion of the  
30 examination prescribed in section 5 of this Act.

31  
32           Subsection 6(c)(1)(C) is intended to assure that, where an extended period has passed between  
33 issuance of a certificate, license, or permit and the certificate holder’s first application for a  
34 certificate in this state, the applicant has fulfilled at least a substantial portion of the CPE  
35 requirements that were applicable to licensees practicing in this state during the same period.

36  
37           Subsection 6(c)(3) makes the NASBA Qualification Appraisal Service available to individuals  
38 who apply for reciprocity under Section 6(c).

39  
40           Subsection 6(c)(2) deals with reciprocity under the substantial equivalency standard. Under  
41 substantial equivalency, licensure is required where the CPA has ~~their~~his or her principal place  
42 of business. If a CPA relocates to another state and establishes a principal place of business in  
43 that state then ~~they~~the CPA would be required to obtain a certificate in that state. With  
44 substantial equivalency established, however, this application process for an individual would  
45 essentially be routine and just a matter of filing an application and paying an appropriate fee.

46  
47           **(d) For renewal of a certificate under this Section each licensee shall participate in a**

1 program of learning designed to maintain professional competency. Such program  
2 of learning must comply with rules adopted by the Board. The Board may by rule  
3 create an exception to this requirement for certificate holders who do not perform  
4 or offer to perform for the public one or more kinds of services involving the use of  
5 accounting or auditing skills, including issuance of reports on financial statements  
6 or of one or more kinds of management advisory, financial advisory or consulting  
7 services, or the preparation of tax returns or the furnishing of advice on tax matters.  
8 Licensees granted such an exception by the Board must place the word “inactive”  
9 adjacent to their CPA title or PA title on any business card, letterhead or any other  
10 document or device, with the exception of their CPA certificate or PA registration,  
11 on which their CPA or PA title appears.  
12

13 *COMMENT:* A licensee is deemed competent to serve the public when he or she initially meets  
14 the requirements for licensure. However, a dynamic professional environment requires a  
15 licensee to continuously maintain and enhance his or her knowledge, skills and abilities. The  
16 board of accountancy may specify any reasonable approach to meeting this requirement using as  
17 a guideline the Statement on Standards for Continuing Professional Education (CPE) Programs  
18 jointly approved by the National Association of State Boards of Accountancy (NASBA) and the  
19 American Institute of Certified Public Accountants (AICPA).  
20

21 (e) **The Board shall charge a fee for each application for initial issuance or renewal of a**  
22 **certificate under this Section in an amount prescribed by the Board by rule.**  
23

24 (f) **Applicants for initial issuance or renewal of certificates under this Section shall in**  
25 **their applications list all states in which they have applied for or hold certificates,**  
26 **licenses, or permits and list any past denial, revocation or suspension of a certificate,**  
27 **license or permit, and each holder of or applicant for a certificate under this Section**  
28 **shall notify the Board in writing, within 30 days after its occurrence, of any**  
29 **issuance, denial, revocation, or suspension of a certificate, license or permit by**  
30 **another state.**  
31

32 (g) **The Board shall issue a certificate to a holder of a substantially equivalent foreign**  
33 **designation, provided that:**  
34

35 (1) **The foreign authority which granted the designation makes similar provision**  
36 **to allow a person who holds a valid certificate issued by this State to obtain**  
37 **such foreign authority’s comparable designation; and**

38 (2) **The foreign designation:**  
39

40 (A) **was duly issued by a foreign authority that regulates the practice of**  
41 **public accountancy and the foreign designation has not expired or been**  
42 **revoked or suspended;**  
43

44 (B) **entitles the holder to issue reports upon financial statements; and**  
45

46 (C) **was issued upon the basis of educational, examination, and experience**

1 requirements established by the foreign authority or by law; and

2  
3 **(3) The applicant:**

4  
5 **(A) received the designation, based on educational and examination**  
6 **standards substantially equivalent to those in effect in this State, at the**  
7 **time the foreign designation was granted;**

8  
9 **(B) completed an experience requirement, substantially equivalent to the**  
10 **requirement set out in Section 5(f), in the jurisdiction which granted the**  
11 **foreign designation or has completed four years of professional**  
12 **experience in this State; or meets equivalent requirements prescribed by**  
13 **the Board by rule, within the ten years immediately preceding the**  
14 **application; and**

15  
16 **(C) passed a uniform qualifying examination in national standards [and an**  
17 **examination on the laws, regulations and code of ethical conduct in effect**  
18 **in this State] acceptable to the Board.**

19  
20 **(h) An applicant under subsection (g) shall in the application list all jurisdictions,**  
21 **foreign and domestic, in which the applicant has applied for or holds a designation**  
22 **to practice public accountancy, and each holder of a certificate issued under this**  
23 **subsection shall notify the Board in writing, within thirty days after its occurrence,**  
24 **of any issuance, denial, revocation or suspension of a designation or commencement**  
25 **of a disciplinary or enforcement action by any jurisdiction.**

26  
27 **(i) The Board has the sole authority to interpret the application of the provisions of**  
28 **subsections (g) and (h).**

29  
30 *COMMENT:* Sections 6(g), 6(h) and 6(i) are designed to allow granting of reciprocal certificates  
31 as certified public accountants to foreign accountants who meet standards equivalent to those in  
32 this state. They are based on professional competence and its objective is to provide international  
33 reciprocity to qualified individuals without imposing arbitrary or unnecessary restrictions. The  
34 requirement set out in subsection 6(h) parallels the requirement set out in section 6(f) for  
35 applicants from other states.

36  
37 **(j) The Board shall by rule require as a condition for renewal of a certificate under this**  
38 **Section, by any certificate holder who issues compilation reports for the public other**  
39 **than through a CPA firm, that such individual undergo, no more frequently than**  
40 **once every three years, a peer review conducted in such manner as the Board shall**  
41 **by rule specify, and such review shall include verification that such individual has**  
42 **met the competency requirements set out in professional standards for such**  
43 **services.**

1 **SECTION 7**  
2 **FIRM PERMITS TO PRACTICE, ATTEST AND COMPILATION COMPETENCY**  
3 **AND PEER REVIEW**  
4

5 (a) The Board shall grant or renew permits to practice as a CPA firm to  
6 applicants that demonstrate their qualifications therefor in accordance with this  
7 Section.

8  
9 (1) The following must hold a permit issued under this Section:

10  
11 (A) Any firm with an office in this state performing attest services as  
12 defined in Section 3(b) of this Act; or,

13  
14 (B) Any firm with an office in this state that uses the title “CPA” or “CPA  
15 firm;” or,

16  
17 (C) Any firm that does not have an office in this state but offers or  
18 renders attest services as described in Section 3(b) of this Act in this  
19 state, unless it meets each of the following requirements:

20  
21 (i) it complies with the qualifications described in Section 7(c);

22  
23 (ii) it complies with the qualifications described in Section 7(h);

24  
25 (iii) it performs such services through an individual with practice  
26 privileges under Section 23 of this Act; and

27  
28 (iv) it can lawfully do so in the state where said individuals with  
29 practice privileges have their principal place of business.

30  
31 (2) A firm which is not subject to the requirements of Section 7(a)(1) may  
32 perform services described in Section 3(f) and other non-attest professional  
33 services while using the title “CPA” or “CPA firm” in this state without a  
34 permit issued under this Section only if:

35  
36 (A) it performs such services through an individual with practice  
37 privileges under Section 23 of the Act; and

38  
39 (B) it can lawfully do so in the state where said individuals with practice  
40 privileges have their principal place of business.

41  
42  
43 *COMMENT:* This Uniform Act departs from the pattern of some accountancy laws now in  
44 effect in eliminating any separate requirement for the registration of firms and of offices. The  
45 information-gathering and other functions accomplished by such registration should be equally  
46 easily accomplished as part of the process of issuing firm permits under this section. The  
47 difference is, again, one of form more than of substance but one that should be kept in mind if

1 consideration is given to fitting the permit provisions of this Uniform Act into an existing law.

2  
3 As pointed out in the comment following Section 3(g), above, because a CPA firm is defined to  
4 include a sole proprietorship, the permits contemplated by this section would be required of sole  
5 practitioners as well as larger practice entities. To avoid unnecessary duplication of paperwork, a  
6 Board could, if it deemed appropriate, offer a joint application form for certificates and sole  
7 practitioner firm permits.

8  
9 This provision also makes it clear that firms with an office in this state may not provide attest  
10 services as defined, or call themselves CPA firms without a license in this state. Certified Public  
11 Accountants are not required to offer services to the public, other than attest services, through a  
12 CPA firm. CPAs may offer non-attest services through any type of entity they choose and there  
13 are no requirements in terms of a certain percentage of CPA ownership for these types of entities  
14 as long as they do not call themselves a “CPA firm” or use the term “CPA” in association with  
15 the entity’s name. These non-CPA firms are not required to be licensed by the State Board.

16  
17 Out-of-state firms without an office in this state may provide services other than those described  
18 in Section 3(b) for a client in this state, and call themselves CPA firms in this state without  
19 having a permit from this state so long as they do so through a licensee or individual with  
20 practice privileges and so long as they are qualified to do so under the requirements of Section  
21 7(a)(2). In addition, if the firm is exempt from the permit requirement pursuant to Section  
22 7(a)(1)(C), no permit is required regardless of the type of attest services or where the services are  
23 performed. Any firm practicing pursuant to this provision must, as required by Section 23(a)(3),  
24 comply with the practice privilege state’s statutes and rules such as all those related to peer  
25 review including disclosures and on all other matters.

26  
27 A firm that does not comply with ownership (Section 7(c)) and peer review (Section 7(h))  
28 requirements must obtain a permit in a state before offering or rendering any attest service in that  
29 state.

30  
31 Depending on the services provided, and if the firm calls itself a CPA firm, such a firm is subject  
32 to the requirements described in revised subsection 7(a)(2)(A) or subsection 7(a)(3)(B),  
33 whichever is applicable.

34  
35  
36 **(b) Permits shall be initially issued and renewed for periods of not more than three**  
37 **years but in any event expiring on [specified date] following issuance or renewal.**  
38 **Applications for permits shall be made in such form, and in the case of applications**  
39 **for renewal, between such dates as the Board may by rule specify, and the Board**  
40 **shall grant or deny any such application no later than \_\_\_\_ days after the**  
41 **application is filed in proper form. In any case where the applicant seeks the**  
42 **opportunity to show that issuance or renewal of a permit was mistakenly denied or**  
43 **where the Board is not able to determine whether it should be granted or denied, the**  
44 **Board may issue to the applicant a provisional permit, which shall expire ninety**  
45 **days after its issuance or when the Board determines whether or not to issue or**  
46 **renew the permit for which application was made, whichever shall first occur.**  
47

1 *COMMENT:* See the comment following Section 6(b) regarding the renewal period.

2 (c) **An applicant for initial issuance or renewal of a permit to practice under this**  
3 **Section shall be required to show that:**

4  
5 (1) **Notwithstanding any other provision of law, a simple majority of the**  
6 **ownership of the firm, in terms of financial interests and voting rights of all**  
7 **partners, officers, shareholders, members or managers, belongs to holders of a**  
8 **certificate who are licensed in some state, and such partners, officers,**  
9 **shareholders, members or managers, whose principal place of business is in**  
10 **this state, and who perform professional services in this state hold a valid**  
11 **certificate issued under Section 6 of this Act or the corresponding provision of**  
12 **prior law or are public accountants registered under Section 8 of this Act.**  
13 **Although firms may include non-licensee owners the firm and its ownership**  
14 **must comply with rules promulgated by the Board. For firms of public**  
15 **accountants, at least a simple majority of the ownership of the firm, in terms of**  
16 **financial interests and voting rights, must belong to holders of registrations**  
17 **under Section 8 of this Act. An individual who has practice privileges under**  
18 **Section 23 who performs services for which a firm permit is required under**  
19 **Section 23(a)(4) shall not be required to obtain a certificate from this state**  
20 **pursuant to Section 6 of this Act.**

21  
22  
23 *COMMENT:* The limitation of the requirement of certificates to partners, officers, shareholders,  
24 members and managers who have their principal place of business in the state is intended to  
25 allow some latitude for occasional visits and limited assignments within the state of firm  
26 personnel who are based elsewhere. If those out-of-state individuals qualify for practice  
27 privileges under Section 23 and do not have their principal places of business in this state, they  
28 do not have to be licensed in this state. In addition, the requirement allows for non-licensee  
29 ownership of licensed firms.

30  
31 (2) **Any CPA or PA firm as defined in this Act may include non-licensee owners**  
32 **provided that:**

33  
34 (A) **The firm designates a licensee of this state, or in the case of a firm which**  
35 **must have a permit pursuant to Section 23(a)(4) a licensee of another**  
36 **state who meets the requirements set out in Section 23(a)(1) or in Section**  
37 **23(a)(2), who is responsible for the proper registration of the firm and**  
38 **identifies that individual to the Board.**

39  
40 (B) **All non-licensee owners are of good moral character and active individual**  
41 **participants in the CPA or PA firm or affiliated entities.**

42  
43 (C) **The firm complies with such other requirements as the Board may**  
44 **impose by rule.**  
45

1 (3) Any individual licensee and any individual granted practice privileges under  
2 this Act who is responsible for supervising attest or compilation services and  
3 signs or authorizes someone to sign the accountant's report on behalf of the  
4 firm, shall meet the competency requirements set out in the professional  
5 standards for such services.  
6

7 (4) Any individual licensee and any individual granted practice privileges under  
8 this Act who signs or authorizes someone to sign the accountants' report on  
9 behalf of the firm shall meet the competency requirement of the prior  
10 subsection.  
11

12 *COMMENT:* Because of the greater sensitivity of attest and compilation services, professional  
13 standards should set out an appropriate competency requirement for those who supervise them  
14 and sign attest or compilation reports. However, the accountant's report in such engagements  
15 may be supervised, or signed, or the signature authorized for the CPA firm by a practice  
16 privileged individual.  
17  
18

19 (d) An applicant for initial issuance or renewal of a permit to practice under this  
20 Section shall be required to register each office of the firm within this State with the  
21 Board and to show that all attest and compilation services as defined herein  
22 rendered in this state are under the charge of a person holding a valid certificate  
23 issued under Section 6 of this Act or the corresponding provision of prior law or  
24 some other state.  
25

26 (e) The Board shall charge a fee for each application for initial issuance or renewal of a  
27 permit under this Section in an amount prescribed by the Board by rule.  
28

29 (f) ~~An a~~ Applicants for initial issuance or renewal of permits under this Section shall in  
30 their application list all states in which they have applied for or hold permits as  
31 CPA firms and list any past denial, revocation or suspension of a permit by any  
32 other state, and each holder of or applicant for a permit under this Section shall  
33 notify the Board in writing, within 30 days after its occurrence, of any change in the  
34 identities of partners, officers, shareholders, members or managers whose principal  
35 place of business is in this State, any change in the number or location of offices  
36 within this State, any change in the identity of the persons in charge of such offices,  
37 and any issuance, denial, revocation, or suspension of a permit by any other state.  
38

39 (g) Firms which fall out of compliance with the provisions of the section due to changes  
40 in firm ownership or personnel, after receiving or renewing a permit, shall take  
41 corrective action to bring the firm back into compliance as quickly as possible. The  
42 State Board may grant a reasonable period of time for a firm to take such corrective  
43 action. Failure to bring the firm back into compliance within a reasonable period as  
44 defined by the Board will result in the suspension or revocation of the firm permit.  
45

46 (h) The Board shall by rule require as a condition ~~to~~ for renewal of permits under this  
47 Section, that applicants undergo, no more frequently than once every three years,

1 peer reviews conducted in such manner as the Board shall specify, and such review  
2 shall include a verification that individuals in the firm who are responsible for  
3 supervising attest and compilation services and sign or authorize someone to sign  
4 the accountant's report on the financial statements on behalf of the firm meet the  
5 competency requirements set out in the professional standards for such services,  
6 provided that any such rule --

- 7
- 8 (1) shall be promulgated reasonably in advance of the time when it first becomes  
9 effective;
  - 10
  - 11 (2) shall include reasonable provision for compliance by an applicant showing that  
12 it has, within the preceding three years, undergone a peer review that is a  
13 satisfactory equivalent to peer review generally required pursuant to this  
14 subsection (h);
  - 15
  - 16 (3) shall require, with respect to any organization administering peer review  
17 programs contemplated by paragraph (2), that it be subject to evaluations by  
18 the Board or its designee, to periodically assess the effectiveness of the peer  
19 review program under its charge, and
  - 20
  - 21 (4) \*may require that organizations administering peer review programs provide  
22 to the Board information as the Board designates by rule; and
  - 23
  - 24 (5) \*shall require with respect to peer reviews contemplated by paragraph (2) that  
25 licensees timely remit such peer review documents as specified by Board Rule  
26 or upon Board request and that such documents be maintained by the Board  
27 in a manner consistent with Section 4(j) of this Act.

28

29 \* Due to its 1988 commitment to its members, the AICPA cannot support this  
30 provision at this time.

31

32 *COMMENT:* The AICPA and NASBA both agree that periodic peer reviews are an important  
33 means of maintaining the general quality of professional practice.

34

35 In the interests of providing flexibility where appropriate or desirable, this provision would give  
36 the Board latitude when to require reviews. Paragraph (2) is intended to recognize that there are  
37 other valid reasons besides state regulation for which firms may undergo peer reviews (for  
38 example, as a condition to membership in the AICPA). It is also intended to avoid unnecessary  
39 duplication of such reviews, by providing for the acceptance of peer reviews performed by other  
40 groups or organizations whose work could be relied on by the Board. If a peer review  
41 requirement is established by the Board, paragraph (3) requires that the Board assure that there is  
42 an evaluation of the administration of the peer review program(s) which is accepted by the  
43 Board, which is performed either by the Board or its designee. Paragraph (4) would require the  
44 administering entities of peer review programs to provide the Board information, as required by  
45 rule. Paragraph (5) requires that licensees remit peer review documents to the Board, as  
46 specified by rule, and that these documents would be maintained subject to the confidentiality  
47 provision in Section 4(j) of the Act.

1  
2 Paragraphs (4) and (5) primarily address the ability of the Board to have direct access to peer  
3 review results. Previous editions of the UAA contained language that could have been  
4 interpreted to either not permit or to limit state boards' access to results of the peer review  
5 process. Language that restricted the Board's ability to access the results of peer review was  
6 consistent with the AICPA's commitment to its membership to maintain the confidentiality of  
7 peer review materials that were generated through the AICPA peer review program. However,  
8 in response to regulatory concerns it was determined that new language was needed to provide  
9 for greater transparency. At its spring 2004 meeting, AICPA's governing Council approved a  
10 resolution in support of increased transparency in the peer review process. However, as a result  
11 of the AICPA's 1988 commitment to its membership to maintain the confidentiality of peer  
12 review results, the AICPA's Council will not act on its resolution without a vote of the AICPA's  
13 membership. The AICPA will not pursue a vote of its membership until the membership has  
14 fully considered the issues surrounding this matter. Until that time, a solution for the UAA was  
15 crafted that recognized the authority of state boards of accountancy to take action and at the same  
16 time allowed the Institute to keep its commitment to the AICPA membership on confidentiality  
17 of peer review materials. For that reason, paragraphs (4) and (5) are marked with an asterisk (\*)  
18 that states "Due to its 1988 commitment to its members, the AICPA cannot support this  
19 provision at this time."  
20

21 The term "peer review" is defined in section 3(n).

1 **SECTION 8**

2 **PUBLIC ACCOUNTANTS AND FIRMS OF PUBLIC ACCOUNTANTS**

3  
4 **Persons who on the effective date of this Act hold registrations as public accountants issued**  
5 **under prior law of this State shall be entitled to have their registrations renewed upon**  
6 **fulfillment of the continuing professional education requirements for renewal of certificates**  
7 **set out in Section 6 of this Act, and on the renewal cycle and payment of fees there**  
8 **prescribed for renewal of certificates. Any registration not so renewed shall expire three**  
9 **years after the effective date of this Act. Firms of public accountants holding permits to**  
10 **practice as such issued under prior law of this State shall be entitled to have their permits**  
11 **to practice renewed pursuant to the procedures, and subject to the requirements for**  
12 **renewal of permits to practice for firms of Certified Public Accountants, set out in**  
13 **Section 7 of this Act. So long as such public accountant licensees hold valid registrations**  
14 **and permits to practice, they shall be entitled to perform attest and compilation services to**  
15 **the same extent as holders of certificates, and other holders of permits, and in addition they**  
16 **shall be entitled to use the title “public accountants” and “PA,” but no other title. The**  
17 **holder of a registration issued under this Section may only perform attest services in a firm**  
18 **that holds a permit issued under Section 7 of this Act.**

19  
20 *COMMENT:* This provision would be of use in jurisdictions where under the previous law a  
21 class of “grandfathered” public accountants was licensed to perform the audit function. Many  
22 accountancy laws now in effect have substantially more elaborate provisions to deal with public  
23 accountants, but a comparatively simple provision such as this one should be sufficient. Those  
24 coming within this provision would, like holders of certificates, be required to have a currently  
25 valid registration in order to provide attest and compilation services, and they would be subject  
26 to the same continuing professional education requirements as apply for renewal of certificates  
27 and the same rules, as holders of certificates. They would in fact be treated the same as holders  
28 of certificates for virtually all purposes, the principal differences being in the titles they and their  
29 firms would be permitted to use, and in a lack of reciprocity to comparable licensees of other  
30 states (see comments following Sections 6(c) and 7(c)). This section also makes it clear that  
31 public accountants may only perform attest services in licensed firms.

1 **SECTION 9**  
2 **APPOINTMENT OF SECRETARY OF STATE AS AGENT**

3  
4 **Application by a person or a firm not a resident of this State for a certificate under Section**  
5 **6 of this Act or a permit to practice under Section 7 shall constitute appointment of the**  
6 **Secretary of State as the applicant’s agent upon whom process may be served in any action**  
7 **or proceeding against the applicant arising out of any transaction or operation connected**  
8 **with or incidental to services performed by the applicant while a licensee within this State.**  
9

10 *COMMENT:* In many laws now in effect, a provision of this kind appears in each of the  
11 Sections dealing with the issuance of a certificate or any form of permit. Since there are several  
12 such provisions in this ~~Uniform Act-UAA~~ (as there are in many existing laws), repetition is here  
13 avoided by having this single comprehensive provision. This Section pertains to applicants for  
14 licensure. Since persons using practice privileges are not required to apply or provide notice,  
15 Section 23(a)(3)(D) requires that individuals and firms using practice privileges consent to the  
16 appointment of the State Board which issued their license as their agent upon whom process may  
17 be served in any action or proceeding by this Board against them.

1 **SECTION 10**  
2 **ENFORCEMENT- GROUNDS FOR DISCIPLINE**

3  
4 **(a) After notice and hearing pursuant to the Administrative Procedures Act, the Board**  
5 **may revoke any license issued under Sections 6, 7 or 8 of this Act or corresponding**  
6 **provisions of prior law, or revoke or limit privileges under Section 23 of this Act;**  
7 **suspend any such license or refuse to renew any such license for a period of not**  
8 **more than \_\_\_ years; reprimand, censure, or limit the scope of practice of any**  
9 **licensee; impose an administrative fine not exceeding \_\_\_\_, or place any licensee on**  
10 **probation, all with or without terms, conditions, and limitations, for any one or**  
11 **more of the following reasons:**

- 12  
13 **(1) Dishonesty, fraud or deceit in obtaining a license;**
- 14  
15 **(2) Cancellation, revocation, suspension or refusal to renew a license or privileges**  
16 **under Section 23 for disciplinary reasons in any other state for any cause;**
- 17  
18 **(3) Failure, on the part of a licensee under Sections 6 or 7 or registration under**  
19 **Section 8, to maintain compliance with the requirements for issuance or**  
20 **renewal of such certificate, permit or registration or to report changes to the**  
21 **Board under Sections 6(f) or 7(f);**
- 22  
23 **(4) Revocation or suspension of the right to practice by any state or federal**  
24 **regulatory authority or by the PCAOB;**
- 25  
26 **(5) Dishonesty, fraud, deceit or gross negligence in the performance of services as**  
27 **a licensee or individual granted privileges under Section 23 or in the filing or**  
28 **failure to file one's own income tax returns;**
- 29  
30 **(6) Violation of any provision of this Act or rule promulgated by the Board under**  
31 **this Act or violation of professional standards;**
- 32  
33 **(7) Violation of any rule of professional conduct promulgated by the Board under**  
34 **Section 4(h)(4) of this Act;**
- 35  
36 **(8) Conviction of a felony, or of any other crime an element of which is dishonesty,**  
37 **fraud or deceit, under the laws of the United States, of this State, or of any**  
38 **other state if the acts involved would have constituted a crime under the laws**  
39 **of this State;**
- 40  
41 **(9) Performance of any fraudulent act while holding a license or privilege issued**  
42 **under this Act or prior law;**
- 43  
44 **(10) Any conduct reflecting adversely upon the licensee's fitness to perform services**  
45 **while a licensee, or individual granted privileges under Section 23; or**
- 46 **(11) Making any false or misleading statement or verification, in support of an**

1                   **application for a license filed by another.**

2  
3    *COMMENT:* This provision departs from the typical corresponding provision of some  
4 accountancy laws now in effect in two respects. One of these is the provision for an  
5 administrative fine, in addition to other possible penalties. There is such a provision in some  
6 accountancy laws; whether such a provision is permissible in the laws of other states is a matter  
7 for individual determination in each jurisdiction.

8  
9 The other departure from the prior common pattern is in paragraph (10), a catch-all provision  
10 which is phrased in terms of conduct reflecting adversely on the licensee’s fitness to perform  
11 services rather than the broader and vaguer conventional phrase, “conduct discreditable to the  
12 accounting profession.” This narrower provision is intended to avoid problems of vagueness and  
13 overbreadth. A similar change is involved in the requirement of “good moral character” in  
14 section 5(b).

15  
16 **(b) In lieu of or in addition to any remedy specifically provided in subsection (a) of this**  
17 **Section, the Board may require of a licensee--**

18  
19       **(1) A peer review conducted in such fashion as the Board may specify; and/or**

20  
21       **(2) Satisfactory completion of such continuing professional education programs as**  
22       **the Board may specify.**

23  
24    *COMMENT:* This subsection is intended to provide rehabilitative remedies for enforcement  
25 proceedings against licensees, in addition to (or in place of) the more traditional punitive  
26 remedies provided in subsection (a). The term “peer review” is defined in section 3(n).

27  
28 **(c) In any proceeding in which a remedy provided by subsections (a) or (b) of this**  
29 **Section is imposed, the Board may also require the respondent licensee to pay the**  
30 **costs of the proceeding.**

31  
32    *COMMENT:* This provision appears appropriate in terms of both equity and the economics of  
33 Board operations.

1 **SECTION 11**  
2 **ENFORCEMENT--INVESTIGATIONS**

3  
4 (a) The Board may, upon receipt of a complaint or other information suggesting  
5 violations of this Act or of the rules of the Board, conduct investigations to  
6 determine whether there is probable cause to institute proceedings under Sections  
7 12, 15, or 16 of this Act against any person or firm for such violation, but an  
8 investigation under this Section shall not be a prerequisite to such proceedings in  
9 the event that a determination of probable cause can be made without investigation.  
10 In aid of such investigations, the Board or the **Chair** thereof may issue subpoenas to  
11 compel witnesses to testify and/or to produce evidence.

12  
13 (b) The Board may designate a member, or any other person of appropriate  
14 competence, to serve as investigating officer to conduct an investigation. Upon  
15 completion of an investigation, the investigating officer shall file a report with the  
16 Board. The Board shall find probable cause or lack of probable cause upon the basis  
17 of the report or shall return the report to the investigating officer for further  
18 investigation. Unless there has been a determination of probable cause, the report of  
19 the investigating officer, the complaint, if any, the testimony and documents  
20 submitted in support of the complaint or gathered in the investigation, and the fact  
21 of pendency of the investigation shall be treated as confidential information and  
22 shall not be disclosed to any person except law enforcement authorities and, to the  
23 extent deemed necessary in order to conduct the investigation, the subject of the  
24 investigation, persons whose complaints are being investigated, and witnesses  
25 questioned in the course of the investigation.

26  
27 (c) Upon a finding of probable cause, if the subject of the investigation is a licensee or  
28 an individual with privileges under Section 23 of this Act, the Board shall direct that  
29 a complaint be issued under Section 12 of this Act, and if the subject of the  
30 investigation is not a licensee or an individual with privileges under Section 23, the  
31 Board shall take appropriate action under Sections 15 or 16 of this Act. Upon a  
32 finding of no probable cause, the Board shall close the matter and shall thereafter  
33 release information relating thereto only with the consent of the person or firm  
34 under investigation.

35  
36 (d) The Board may review the publicly available professional work of licensees or -an  
37 individual with privileges under Section 23 of this Act on a general and random  
38 basis, without any requirement of a formal complaint or suspicion of impropriety.  
39 In the event that as a result of such review the Board discovers reasonable grounds  
40 for a more specific investigation, the Board may proceed under subsections (a)  
41 through (c) of this Section.

42  
43 *COMMENT:* This provision contemplates “positive enforcement,” which is to say review of the  
44 professional work of licensees without any triggering requirement of receipt of complaints.

1 **SECTION 12**

2 **ENFORCEMENT PROCEDURES--HEARINGS BY THE BOARD**

3  
4 (a) In any case where probable cause with respect to a violation by a licensee or an  
5 individual with privileges granted under Section 23 of this Act has been determined  
6 by the Board, whether following an investigation under Section 11 of this Act, or  
7 upon receipt of a written complaint furnishing grounds for a determination of such  
8 probable cause, or upon receipt of notice of a decision by the Board of Accountancy  
9 of another state furnishing such grounds, the Board shall issue a complaint setting  
10 forth appropriate charges and set a date for hearing before the Board on such  
11 charges. The Board shall, not less than 30 days prior to the date of the hearing,  
12 serve a copy of the complaint and notice of the time and place of the hearing upon  
13 the licensee or an individual with privileges granted under Section 23 of this Act,  
14 together with a copy of the Board's rules governing proceedings under this Section,  
15 either by personal delivery or by mailing a copy thereof by registered mail to the  
16 licensee at the licensee's address last known to the Board. In the case of an  
17 individual exercising privileges under Section 23, service shall be by registered mail  
18 to the address last known to the Board, or pursuant to Section 23(a)(3)(c).

19  
20 (b) A licensee or an individual with privileges under Section 23, against whom a  
21 complaint has been issued under this Section shall have the right, reasonably in  
22 advance of the hearing, to examine and copy the report of investigation, if any, and  
23 any documentary or testimonial evidence and summaries of anticipated evidence in  
24 the Board's possession relating to the subject matter of the complaint. The Board's  
25 rules governing proceedings under this Section shall specify the manner in which  
26 such right may be exercised.

27  
28 *COMMENT:* Although the procedures followed by many Boards of ~~a~~Accountancy now include,  
29 on either a formal or an informal basis, prehearing disclosure to the respondent of the evidence  
30 that will be offered in support of a complaint, it seems desirable to embody so fundamental a  
31 procedural right in the governing statute.

32  
33 (c) In a hearing under this Section the respondent licensee or an individual with  
34 privileges granted under Section 23 may appear in person (or, in the case of a firm,  
35 through a partner, officer, director, shareholder, member or manager) and/or by  
36 counsel, examine witnesses and evidence presented in support of the complaint, and  
37 present evidence and witnesses on the licensee's or an individual's own behalf. The  
38 licensee or an individual granted privileges under Section 23 shall be entitled, on  
39 application to the Board, to the issuance of subpoenas to compel the attendance of  
40 witnesses and the production of documentary evidence.

41  
42 (d) The evidence supporting the complaint shall be presented by the investigating  
43 officer, by a Board member designated for that purpose, or by counsel. A Board  
44 member who presents the evidence, or who has conducted the investigation of the  
45 matter under Section 11 of this Act, shall not participate in the Board's decision of  
46 the matter.

1 *COMMENT:* The provision disqualifying a Board member who presents the evidence or who  
2 has investigated the case from participating in the Board's decision of the case again reflects  
3 common practice, but like subsection (b) it appears to involve a sufficiently fundamental point to  
4 merit explicit mention in the statute. The purpose is, of course, to separate the prosecutorial and  
5 adjudicative functions of the Board.  
6

7 Some or all of the procedural matters of this kind included in this ~~UAA Uniform Act~~ may be  
8 dealt with by statutes of general applicability, such as Administrative Procedure Acts, and so be  
9 unnecessary for inclusion in an accountancy law.  
10

11 **(e) In a hearing under this Section the Board shall be advised by counsel, who shall not**  
12 **be the same counsel who presents or assists in presenting the evidence supporting**  
13 **the complaint under subsection (d) of this Section.**  
14

15 *COMMENT:* The comments under subsection (d) are applicable here also. It should be noted  
16 that this provision would not require two lawyers in all cases: It simply requires that if there is  
17 counsel involved in presenting the complaint, in addition to counsel advising the Board, it must  
18 not be the same counsel. If there were two counsel, they might both be provided by the state  
19 attorney general's office, so long as they were firmly insulated from each other.  
20

21 **(f) In a hearing under this Section the Board shall not be bound by technical rules of**  
22 **evidence.**  
23

24 **(g) In a hearing under this Section an ~~steno~~graphic or electronic record shall be made**  
25 **and filed with the Board. A transcript need not be prepared unless review is sought**  
26 **under subsection (j) of this Section or the Board determines that there is other good**  
27 **cause for its preparation.**  
28

29 **(h) In a hearing under this Section a recorded vote of a majority of all members of the**  
30 **Board then in office (excluding members disqualified by reason of subsection (d) of**  
31 **this Section) shall be required to sustain any charge and to impose any penalty with**  
32 **respect thereto.**  
33

34 **(i) If, after service of a complaint and notice of hearing as provided in subsection (a) of**  
35 **this Section, the respondent licensee fails to appear at the hearing, the Board may**  
36 **proceed to hear evidence against the licensee or an individual granted privileges**  
37 **under Section 23 and may enter such order as it deems warranted by the evidence,**  
38 **which order shall be final unless the licensee or an individual granted privileges**  
39 **under Section 23 petitions for review thereof under subsection (j) of this Section,**  
40 **provided, however, that within thirty days from the date of any such order, upon a**  
41 **showing of good cause for the licensee's or an individual's failure to appear and**  
42 **defend, the Board may set aside the order and schedule a new hearing on the**  
43 **complaint, to be conducted in accordance with applicable subsections of this**  
44 **Section.**  
45

46 **(j) Any person or firm adversely affected by any order of the Board entered after a**  
47 **hearing under this Section may obtain review thereof by filing a written petition for**

1 review with the \_\_\_\_\_ Court within thirty days after the entry of said order. The  
2 procedures for review and the scope of the review shall be as specified in [State  
3 Administrative Procedure Act, or other statute providing for judicial review of  
4 actions of administrative agencies].  
5

6 *COMMENT:* This provision would depart from the pattern of some accountancy laws now in  
7 effect in providing that, where a decision of the Board is appealed to a court, the court will not  
8 conduct a trial de novo but rather will review the Board's decision on the same basis as  
9 ordinarily applies in cases of judicial review of decisions by administrative agencies: That is,  
10 reversal will be based on errors of law or procedure, or on a lack of substantial evidence to  
11 support factual determinations. If in a given state there is no Administrative Procedure Act or  
12 analogous statute, it will be necessary to spell out the standards and procedures in this provision.  
13

14 The right of appeal is not limited to persons or firms against whom disciplinary proceedings are  
15 specifically directed but includes anyone who is "adversely affected." Thus, for example, a  
16 partner in a firm that was subjected to discipline in a given case, or a firm of which a partner was  
17 disciplined, might be adversely affected by the Board's order so as to be entitled to appeal it.  
18

19 **(k) In any case where the Board renders an order imposing discipline against a licensee  
20 or an individual granted privileges under Section 23 of this Act, the Board shall  
21 examine its records to determine whether the individual or firm holds a license or  
22 practice privilege in any other state or is subject to the PCAOB's authority; and if  
23 so, the Board shall notify the State Boards of Accountancy and any other regulatory  
24 authorities, including the PCAOB if applicable, of its decision immediately in the  
25 case of a consent order and in all other cases when the time for giving notice of an  
26 appeal from the Board's order has expired. Such notice shall indicate whether or  
27 not the subject order has been appealed and whether or not the subject order has  
28 been stayed. In the alternative, the Board may report such disciplinary actions to a  
29 multistate enforcement information network. Subject to Section 4(j) [Board  
30 Records Confidential] of this Act, the Board may also furnish investigative  
31 information and the hearing record relating to proceedings resulting in disciplinary  
32 action in such cases to such other regulatory authorities upon request.**

1 **SECTION 13**  
2 **REINSTATEMENT**

- 3
- 4 (a) In any case where the Board has suspended or revoked a certificate or a permit or  
5 registration or revoked or limited privileges under Section 23 or refused to renew a  
6 certificate, permit, or registration, the Board may, upon application in writing by  
7 the person or firm affected and for good cause shown, modify the suspension, or  
8 reissue the certificate, permit, or registration or remove the limitation or revocation  
9 of privileges under Section 23.
- 10
- 11 (b) The Board shall by rule specify the manner in which such applications shall be  
12 made, the times within which they shall be made, and the circumstances in which  
13 hearings will be held thereon.
- 14
- 15 (c) Before reissuing, or terminating the revocation, suspension or limitation of, a  
16 certificate, permit or registration under this Section or of privileges under Section  
17 23, and as a condition thereto, the Board may require the applicant therefor to show  
18 successful completion of specified continuing professional education; and the Board  
19 may make the reinstatement of a certificate, permit or registration or of privileges  
20 under Section 23 conditional and subject to satisfactory completion of a peer review  
21 conducted in such fashion as the Board may specify.

22

23 *COMMENT:* The term “peer review” is defined in section 3(n).

1 **SECTION 14**  
2 **UNLAWFUL ACTS**

3  
4 **(a) Only licensees and individuals who have practice privileges under Section 23 of this**  
5 **Act may issue a report on financial statements of any person, firm, organization, or**  
6 **governmental unit or offer to render or render any attest or compilation service, as**  
7 **defined herein. This restriction does not prohibit any act of a public official or**  
8 **public employee in the performance of that person’s duties as such; or prohibit the**  
9 **performance by any non-licensee of other services involving the use of accounting**  
10 **skills, including the preparation of tax returns, management advisory services, and**  
11 **the preparation of financial statements without the issuance of reports thereon.**  
12 **Non-licensees may prepare financial statements and issue non-attest transmittals or**  
13 **information thereon which do not purport to be in compliance with the Statements**  
14 **on Standards for Accounting and Review Services (SSARS).**  
15

16 *COMMENT:* This provision, giving application to the definition of attest in Section 3(b) and  
17 report in Section 3(r) above, is the cornerstone prohibition of the ~~UAA Uniform Act~~, reserving  
18 the performance of those professional services calling upon the highest degree of professional  
19 skill and having greatest consequence for persons using attested information--namely, the audit  
20 function and other attest and compilation services as defined herein -- to licensees. It is so  
21 drafted as to make as clear and emphatic as possible the limited nature of this exclusively  
22 reserved function and the rights of unlicensed persons to perform all other functions. Consistent  
23 with Section 23, individuals with practice privileges may render these reserved professional  
24 services to the same extent as licensees.  
25

26 This provision is also intended to extend the reservation of the audit function to other services  
27 that also call for special skills and carry particular consequence for users of such other services,  
28 albeit in each respect to a lesser degree than the audit function. Thus, reserved services include  
29 the performance of compilations and reviews of financial statements, in accordance with the  
30 AICPA’s Statements on Standards for Accounting and Review Services, which set out the  
31 standards to be met in a compilation or review and specify the form of communication to  
32 management or report to be issued. Also reserved to licensees are attestation engagements  
33 performed in accordance with Statements on Standards for Attestation Engagements which set  
34 forth the standards to be met and the reporting on the engagements enumerated in the SSAEs.  
35 The subsection is intended to prevent issuance by non-licensees of reports or communication to  
36 management using that standard language or language deceptively similar to it. Safe harbor  
37 language which may be used by non-licensees is set out in Model Rule 14-2.  
38

39 **(b) Licensees and individuals who have practice privileges under Section 23 of this Act**  
40 **performing attest or compilation services must provide those services in accordance**  
41 **with applicable professional standards.**  
42

43 **(c) No person not holding a valid certificate or a practice privilege pursuant to Section**  
44 **23 of this Act shall use or assume the title “~~C~~ertified ~~P~~ublic ~~A~~ccountant,” or the**  
45 **abbreviation “CPA” or any other title, designation, words, letters, abbreviation,**  
46 **sign, card, or device tending to indicate that such person is a ~~C~~ertified ~~P~~ublic**  
47 **~~A~~ccountant.**

1  
2 *COMMENT:* This subsection prohibits the use by persons not holding certificates, or practice  
3 privileges, of the two titles, “certified public accountant” and “CPA,” that are specifically and  
4 inextricably tied to the granting of a certificate as certified public accountant under Section 6.

5 **(d) No firm shall provide attest services or assume or use the title “Certified Public**  
6 **Accountants,” or the abbreviation “CPAs,” or any other title, designation, words,**  
7 **letters, abbreviation, sign, card, or device tending to indicate that such firm is a**  
8 **CPA firm unless (1) the firm holds a valid permit issued under Section 7 of this Act,**  
9 **and (2) ownership of the firm is in accord with this Act and rules promulgated by**  
10 **the Board.**

11  
12 *COMMENT:* Like the preceding subsection, this one restricts use of the two titles “Certified  
13 Public Accountants” and “CPAs,” but in this instance by firms, requiring the holding of a firm  
14 permit to practice unless they qualify for exemption as explained in Section 14(p). It also  
15 restricts unlicensed firms from providing attest services.

16  
17 **(e) No person shall assume or use the title “public accountant,” or the abbreviation**  
18 **“PA,” or any other title, designation, words, letters, abbreviation, sign, card, or**  
19 **device tending to indicate that such person is a public accountant unless that person**  
20 **holds a valid registration issued under Section 8 of this Act.**

21  
22 *COMMENT:* This subsection, and the one that follows, reserve the title “public accountant” and  
23 its abbreviation in the same fashion as subsections (c) and (d) do for the title “Certified Public  
24 Accountant” and its abbreviation. The two provisions would of course only be required in a  
25 jurisdiction where there were grandfathered public accountants as contemplated by Section 8.

26  
27 **(f) No firm not holding a valid permit issued under Section 7 of this Act shall provide**  
28 **attest services or assume or use the title “public accountant,” the abbreviation**  
29 **“PA,” or any other title, designation, words, letters, abbreviation, sign, card, or**  
30 **device tending to indicate that such firm is composed of public accountants.**

31  
32 *COMMENT:* See the comments following subsections (d) and (e).

33  
34 **(g) No person or firm not holding a valid certificate, permit or registration issued under**  
35 **Sections 6, 7, or 8 of this Act shall assume or use the title “certified accountant,”**  
36 **“chartered accountant,” “enrolled accountant,” “licensed accountant,” “registered**  
37 **accountant,” “accredited accountant,” or any other title or designation likely to be**  
38 **confused with the titles “Certified Public Accountant” or “public accountant,”**  
39 **or use any of the abbreviations “CA,” “LA,” “RA,” “AA,” or similar abbreviation**  
40 **likely to be confused with the abbreviations “CPA” or “PA.” The title “Enrolled**  
41 **Agent” or “EA” may only be used by individuals so designated by the Internal**  
42 **Revenue Service.**

43  
44 *COMMENT:* This provision is intended to supplement the prohibitions of subsections (c)  
45 through (f) on use of titles by prohibiting other titles that may be misleadingly similar to the titles

1 specifically reserved to licensees or that otherwise suggest that their holders are licensed.

2  
3 **(h)(1) Non-licensees may not use language in any statement relating to the financial affairs**  
4 **of a person or entity which is conventionally used by licensees in reports on financial**  
5 **statements or any attest service as defined herein. In this regard, the Board shall**  
6 **issue safe harbor language non-licensees may use in connection with such financial**  
7 **information.**

8  
9 **(2) No person or firm not holding a valid certificate, permit or registration issued under**  
10 **Sections 6, 7, or 8 of this Act shall assume or use any title or designation that**  
11 **includes the words “accountant,” “auditor,” or “accounting,” in connection with**  
12 **any other language (including the language of a report) that implies that such**  
13 **person or firm holds such a certificate, permit, or registration or has special**  
14 **competence as an accountant or auditor, provided, however, that this subsection**  
15 **does not prohibit any officer, partner, member, manager or employee of any firm or**  
16 **organization from affixing that person’s own signature to any statement in**  
17 **reference to the financial affairs of such firm or organization with any wording**  
18 **designating the position, title, or office that the person holds therein nor prohibit**  
19 **any act of a public official or employee in the performance of the person’s duties as**  
20 **such.**

21  
22 *COMMENT:* This provision clarifies the language and titles that are prohibited for non-  
23 licensees. Like the preceding subsection, subsection (h)(2) of this provision is intended to  
24 supplement the prohibitions of subsections (c) through (f), by prohibiting other titles which may  
25 be misleadingly similar to the specifically reserved titles or that otherwise suggest licensure. In  
26 the interest of making the prohibition against the issuance by unlicensed persons of reports on  
27 audits, reviews, compilations and reports issued under the SSAE as tight and difficult to evade as  
28 possible, there is also some overlap between this provision and the prohibitions in subsection (a).  
29 Safe harbor language is set out in Rule 14-2.

30  
31 **(i) No person holding a certificate or registration or firm holding a permit under this**  
32 **Act shall use a professional or firm name or designation that is misleading about the**  
33 **legal form of the firm, or about the persons who are partners, officers, members,**  
34 **managers or shareholders of the firm, or about any other matter, provided,**  
35 **however, that names of one or more former partners, members, managers or**  
36 **shareholders may be included in the name of a firm or its successor. A common**  
37 **brand name, including common initials, used by a CPA Firm in its name, is not**  
38 **misleading if said firm is a Network Firm as defined in the AICPA Code of**  
39 **Professional Conduct (“Code”) in effect July 1, 2011 and, when offering or**  
40 **rendering services that require independence under AICPA standards, said firm**  
41 **must comply with the Code’s applicable standards on independence.**

42  
43 *COMMENT:* With regard to use of a common brand name or common initials by a Network  
44 Firm, this language should be considered in conjunction with Rules 14-1 (c) and (d), which  
45 provide further clarity and guidance.

46  
47 **(j) None of the foregoing provisions of this Section shall have any application to a**

1 person or firm holding a certification, designation, degree, or license granted in a  
2 foreign country entitling the holder thereof to engage in the practice of public  
3 accountancy or its equivalent in such country, whose activities in this State are  
4 limited to the provision of professional services to persons or firms who are  
5 residents of, governments of, or business entities of the country in which the person  
6 holds such entitlement, who performs no attest or compilation services as defined in  
7 this Act and who issues no reports as defined in this Act with respect to information  
8 of any other persons, firms, or governmental units in this State, and who does not  
9 use in this State any title or designation other than the one under which the person  
10 practices in such country, followed by a translation of such title or designation into  
11 the English language, if it is in a different language, and by the name of such  
12 country.

13  
14 *COMMENT:* The right spelled out in this provision, of foreign licensees to provide services in  
15 the state to foreign-based clients, looking to the issuance of reports only in foreign countries, is  
16 essentially what foreign licensees have a right to do under most laws now in effect, simply  
17 because no provision in those laws restricts such a right. The foreign titles used by foreign  
18 licensees might otherwise run afoul of standard prohibitions with respect to titles (such as one on  
19 titles misleadingly similar to “CPA”) but this provision would grant a dispensation not found in  
20 most laws now in force.

21  
22 **(k) No holder of a certificate issued under Section 6 of this Act or a registration issued**  
23 **under Section 8 of this Act shall perform attest services through any business form**  
24 **that does not hold a valid permit issued under Section 7 of this Act unless exempt**  
25 **pursuant to Sec. 7(a)(1)(C).**

26  
27 *COMMENT:* See the comments following Sections 6(a), 7(a) and 8.

28  
29 **(l) No individual licensee shall issue a report in standard form upon a compilation of**  
30 **financial information through any form of business that does not hold a valid permit**  
31 **issued under Section 7 of this Act unless the report discloses the name of the**  
32 **business through which the individual is issuing the report, and the individual:**

33  
34 **(1) signs the compilation report identifying the individual as a CPA or PA,**

35  
36 **(2) meets the competency requirement provided in applicable standards, and**

37  
38 **(3) undergoes no less frequently than once every three years, a peer review**  
39 **conducted in such manner as the Board shall by rule specify, and such review**  
40 **shall include verification that such individual has met the competency**  
41 **requirements set out in professional standards for such services.**

42  
43 **(m) Nothing herein shall prohibit a practicing attorney or firm of attorneys from**  
44 **preparing or presenting records or documents customarily prepared by an attorney**  
45 **or firm of attorneys in connection with the attorney’s professional work in the**  
46 **practice of law.**

1 **(n)(1) A licensee shall not for a commission recommend or refer to a client any product or**  
2 **service, or for a commission recommend or refer any product or service to be**  
3 **supplied by a client, or receive a commission, when the licensee also performs for**  
4 **that client,**

5  
6 **(A) an audit or review of a financial statement; or**

7  
8 **(B) a compilation of a financial statement when the licensee expects, or reasonably**  
9 **might expect, that a third party will use the financial statement and the**  
10 **licensee's compilation report does not disclose a lack of independence; or**

11  
12 **(C) an examination of prospective financial information.**

13  
14 **This prohibition applies during the period in which the licensee is engaged to perform**  
15 **any of the services listed above and the period covered by any historical financial**  
16 **statements involved in such listed services.**

17 **(2) A licensee who is not prohibited by this section from performing services for or**  
18 **receiving a commission and who is paid or expects to be paid a commission shall**  
19 **disclose that fact to any person or entity to whom the licensee recommends or refers**  
20 **a product or service to which the commission relates.**

21  
22 **(3) Any licensee who accepts a referral fee for recommending or referring any service**  
23 **of a licensee to any person or entity or who pays a referral fee to obtain a client shall**  
24 **disclose such acceptance or payment to the client.**

25  
26 **(o)(1) A licensee shall not:**

27  
28 **(A) perform for a contingent fee any professional services for, or receive such a fee**  
29 **from a client for whom the licensee or the licensee's firm performs,**

30  
31 **(i) an audit or review of a financial statement; or**

32  
33 **(ii) a compilation of a financial statement when the licensee expects, or**  
34 **reasonably might expect, that a third party will use the financial**  
35 **statement and the licensee's compilation report does not disclose a lack of**  
36 **independence; or**

37  
38 **(iii) an examination of prospective financial information; or**

39  
40 **(B) Prepare an original or amended tax return or claim for a tax refund for a**  
41 **contingent fee for any client.**

42  
43 **(2) The prohibition in (1) above applies during the period in which the licensee is**  
44 **engaged to perform any of the services listed above and the period covered by any**  
45 **historical financial statements involved in any such listed services.**  
46

1       **(3) Except as stated in the next sentence, a contingent fee is a fee established for the**  
2       **performance of any service pursuant to an arrangement in which no fee will be**  
3       **charged unless a specified finding or result is attained, or in which the amount of**  
4       **the fee is otherwise dependent upon the finding or result of such service. Solely for**  
5       **purposes of this section, fees are not regarded as being contingent if fixed by courts**  
6       **or other public authorities, or, in tax matters, if determined based on the results of**  
7       **judicial proceedings or the findings of governmental agencies. A licensee’s fees may**  
8       **vary depending, for example, on the complexity of services rendered.**  
9

10       *COMMENT:* Section 14(n) on commissions is based on Rule 503 of the AICPA Code of  
11       Professional Conduct. Section 14(o) on contingent fees is based on Rule 302 of the AICPA  
12       Code of Professional Conduct.  
13

14  
15       **(p) Notwithstanding anything to the contrary in this Section, it shall not be a violation**  
16       **of this Section for a firm which does not hold a valid permit under Section 7 of this**  
17       **Act and which does not have an office in this state to use the title “CPA” or**  
18       **“Certified Public Accountants” as part of the firm’s name and to provide its**  
19       **professional services in this state, and licensees and individuals with practice**  
20       **privileges may provide services on behalf of such firms so long as the firm complies**  
21       **with the requirements of Section 7(a)(1)(C) or Section 7(a)(2), whichever is**  
22       **applicable. An individual or firm authorized under this provision to use practice**  
23       **privileges in this state shall comply with the requirements otherwise applicable to**  
24       **licensees in Section 14 of this Act.**  
25

26  
27       *COMMENT:* Section 14(p) has been added along with revisions to Sections 23 and 7, to provide  
28       that as long as an out-of-state firm complies with the requirements of Section 7(a)(1)(C) or  
29       7(a)(2), whichever is applicable, it can do so through practice privileged individuals without a  
30       CPA firm permit from this state. The addition of the last sentence of this Section 14(p) makes  
31       certain other provisions of Section 14 that otherwise pertain only to “licensees” (specifically,  
32       Sections 14 (h), (k), (l), (n), and (o)) directly applicable to individuals and firms which are  
33       exempt from licensing or permit requirements in this state.

1 **SECTION 15**  
2 **INJUNCTIONS AGAINST UNLAWFUL ACTS**

3  
4 **Whenever, as a result of an investigation under Section 11 of this Act or otherwise, the**  
5 **Board believes that any person or firm has engaged, or is about to engage, in any acts or**  
6 **practices which constitute or will constitute a violation of Section 14 of this Act, the Board**  
7 **may make application to the appropriate court for an order enjoining such acts or**  
8 **practices, and upon a showing by the Board that such person or firm has engaged, or is**  
9 **about to engage, in any such acts or practices, an injunction, restraining order, or other**  
10 **order as may be appropriate shall be granted by such court.**

1 **SECTION 16**  
2 **CRIMINAL PENALTIES**

3  
4 **(a) Whenever, by reason of an investigation under Section 11 of this Act or otherwise,**  
5 **the Board has reason to believe that any person or firm has knowingly engaged in**  
6 **acts or practices that constitute a violation of Section 14 of this Act, the Board may**  
7 **bring its information to the attention of the Attorney General of any State (or other**  
8 **appropriate law enforcement officer) who may, in the officer’s discretion, cause**  
9 **appropriate criminal proceedings to be brought thereon.**

10  
11 **(b) Any person or firm who knowingly violates any provision of Section 14 of this Act**  
12 **shall be guilty of a misdemeanor, and upon conviction thereof shall be subject to a**  
13 **fine of not more than \$\_\_\_\_\_ or to imprisonment for not more than one year,**  
14 **or to both such fine and imprisonment.**

15  
16 *COMMENT:* The word “knowingly” is included in this provision to assure that criminal  
17 penalties will not be applied in the absence of conscious wrongdoing.

1 **SECTION 17**  
2 **SINGLE ACT EVIDENCE OF PRACTICE**

3  
4 **In any action brought under Sections 12, 15, or 16 of this Act, evidence of the commission**  
5 **of a single act prohibited by this Act shall be sufficient to justify a penalty, injunction,**  
6 **restraining order, or conviction, respectively, without evidence of a general course of**  
7 **conduct.**

1 **SECTION 18**  
2 **CONFIDENTIAL COMMUNICATIONS**

3  
4 **Except by permission of the client for whom a licensee performs services or the heirs,**  
5 **successors, or personal representatives of such client, a licensee under this Act, shall not**  
6 **voluntarily disclose information communicated to the licensee by the client relating to and**  
7 **in connection with services rendered to the client by the licensee. Such information shall be**  
8 **deemed confidential, provided, however, that nothing herein shall be construed as**  
9 **prohibiting the disclosure of information required to be disclosed by the standards of the**  
10 **public accounting profession in reporting on the examination of financial statements or as**  
11 **prohibiting compliance with applicable laws, government regulations or PCAOB**  
12 **requirements, disclosures in court proceedings, in investigations or proceedings under**  
13 **Sections 11 or 12 of this Act, in ethical investigations conducted by private professional**  
14 **organizations, or in the course of peer reviews, or to other persons active in the**  
15 **organization performing services for that client on a need to know basis or to persons in the**  
16 **entity who need this information for the sole purpose of assuring quality control.**

17  
18 *COMMENT:* This provision is similar to those found in a number of accountancy laws as well  
19 as ethical codes recognizing the confidentiality of client communications to accountants without,  
20 however, extending it to the point of being an evidentiary privilege (which would prevent its  
21 disclosure in court in certain circumstances--essentially, those in which the licensee is not a  
22 party, such as divorce proceedings where one of the parties is a client of the licensee). The term  
23 "peer review" is defined in section 3(n). The term "licensee" as used in this Section also  
24 includes those using practice privileges inasmuch as Section 23 grants "all the privileges of  
25 licensees of this state" and requires that anyone using practice privileges automatically consents  
26 "to comply with this Act and the Board's rules."

1 **SECTION 19**

2 **LICENSEES' WORKING PAPERS; CLIENTS' RECORDS**

3  
4 **(a) Subject to the provisions of Section 18, all statements, records, schedules, working**  
5 **papers, and memoranda made by a licensee or a partner, shareholder, officer,**  
6 **director, member, manager or employee of a licensee, incident to, or in the course**  
7 **of, rendering services to a client while a licensee except the reports submitted by the**  
8 **licensee to the client and except for records that are part of the client's records, shall**  
9 **be and remain the property of the licensee in the absence of an express agreement**  
10 **between the licensee and the client to the contrary. No such statement, record,**  
11 **schedule, working papers, or memorandum shall be sold, transferred, or**  
12 **bequeathed, without the consent of the client or the client's personal representative**  
13 **or assignee, to anyone other than one or more surviving partners, stockholders,**  
14 **members or new partners, new stockholders, or new members of the licensee, or any**  
15 **combined or merged firm or successor in interest to the licensee. Nothing in this**  
16 **Section should be construed as prohibiting any temporary transfer of working**  
17 **papers or other material necessary in the course of carrying out peer reviews or as**  
18 **otherwise interfering with the disclosure of information pursuant to Section 18.**

19  
20 *COMMENT:* It should be noted that this provision, which is a fairly standard one in  
21 accountancy laws, prohibits the transfer of working papers relating to a particular client without  
22 that client's consent in connection with the sale of a practice. The language regarding peer  
23 review is intended to harmonize this section with Section 18 and make it clear that no licensee,  
24 partner, shareholder, officer, director, member, manager or employee of a licensee may withhold  
25 any material that might be needed to perform a peer review nor interfere with any other  
26 disclosure not prohibited by section 18.

27  
28 **(b) A licensee shall furnish to a client or former client, upon request and reasonable**  
29 **notice-**

30  
31 **(1) A copy of the licensee's working papers, to the extent that such working papers**  
32 **include records that would ordinarily constitute part of the client's records**  
33 **and are not otherwise available to the client; and**

34  
35 **(2) Any accounting or other records belonging to, or obtained from or on behalf**  
36 **of, the client that the licensee removed from the client's premises or received**  
37 **for the client's account; the licensee may make and retain copies of such**  
38 **documents of the client when they form the basis for work done by the**  
39 **licensee.**

40  
41 *COMMENT:* This subsection reflects a commonly recognized ethical obligation. It seems of  
42 sufficient importance to deserve incorporation in the statute.

43  
44 **(c) Nothing herein shall require a licensee to keep any working papers beyond the**  
45 **period prescribed in any other applicable statute.**

1 *COMMENT:* This subsection is designed to make clear that section 19 does not impose any  
2 new record retention requirement. The retention period may be based on the licensee's  
3 professional judgment and any existing law. The term "licensee" as used throughout this Section  
4 also includes those using practice privileges inasmuch as Section 23 grants "all the privileges of  
5 licensees of this state" and requires that anyone using practice privileges automatically consents  
6 "to comply with this Act and the Board's rules."

1 **SECTION 20**  
2 **PRIVITY OF CONTRACT**

3  
4 (a) **This Section applies to all causes of action of the type specified herein filed on or**  
5 **after the effective date.**

6  
7 (b) **This Section governs any action based on negligence brought against any accountant**  
8 **or firm of accountants practicing in this State by any person or entity claiming to**  
9 **have been injured as a result of financial statements or other information examined,**  
10 **compiled, reviewed, certified, audited or otherwise reported or opined on by the**  
11 **defendant accountant or in the course of an engagement to provide other services.**

12  
13 (c) **No action covered by this Section may be brought unless:**

14  
15 (1) **The plaintiff (1) is issuer (or successor of the issuer) of the financial statements**  
16 **or other information examined, compiled, reviewed, certified, audited or**  
17 **otherwise reported or opined on by the defendant and (2) engaged the**  
18 **defendant licensee to examine, compile, review, certify, audit or otherwise**  
19 **report or render an opinion on such financial statements or to provide other**  
20 **services; or**

21  
22 (2) **The defendant licensee or firm: (1) was aware at the time the engagement was**  
23 **undertaken that the financial statements or other information were to be made**  
24 **available for use in connection with a specified transaction by the plaintiff who**  
25 **was specifically identified to the defendant accountant, (2) was aware that the**  
26 **plaintiff intended to rely upon such financial statements or other information**  
27 **in connection with the specified transaction, and (3) had direct contact and**  
28 **communication with the plaintiff and expressed by words or conduct the**  
29 **defendant accountant's understanding of the reliance on such financial**  
30 **statements or other information.**

31  
32 *COMMENT:* This section embodies the common law rule that only persons in a relationship of  
33 privity of contract (i.e., a direct contractual relationship), or a relationship so close as to approach  
34 that of privity, may sue an accountant for negligence. This rule is derived from the seminal  
35 decision of Chief Justice Cardozo of the N.Y. Court of Appeals in *Ultramares Corporation v.*  
36 *Touche*, 255 N.Y. 170 (1931), which was reaffirmed by that court in *Credit Alliance v. Arthur*  
37 *Andersen & Co.*, 65 N.Y. 2D 536 (1985). The provision above is specific to licensees and for  
38 that reason it has been included in this ~~UAA Uniform Accountancy Act~~, which is intended to be  
39 comprehensive. In some states, it may be more appropriate to include the above provision in  
40 some other chapter of state law rather than in the accountancy statute.

1 **SECTION 21**  
2 **UNIFORM STATUTE OF LIMITATIONS**

3  
4 **(a) This Section applies to all causes of action of the type specified herein filed on or**  
5 **after the effective date.**

6  
7 **(b) This Section governs any action based on negligence or breach of contract brought**  
8 **against any licensee, or any CPA or PA firm practicing in this State by any person**  
9 **or entity claiming to have been injured as a result of financial statements or other**  
10 **information examined, compiled, reviewed, certified, audited or otherwise reported**  
11 **or opined on by the defendant licensee as a result of an engagement to provide**  
12 **services.**

13  
14 **(c) No action covered by this Section may be brought unless the suit is commenced on**  
15 **or before the earlier of:**

16  
17 **(1) one year from the date the alleged act, omission or neglect is discovered or**  
18 **should have been discovered by the exercise of reasonable diligence;**

19  
20 **(2) three years after completion of the service for which the suit is brought has**  
21 **been performed; or**

22  
23 **(3) three years after the date of the initial issuance of the accountant's report on**  
24 **the financial statements or other information.**

25  
26 *COMMENT:* This section establishes a uniform statute of limitations for accountants'  
27 negligence and breach of contracts actions of one year from the date of discovery of the claim,  
28 but in no event more than three years from the date of the completion of the accounting services  
29 that are the subject of complaint or date of the initial issuance of the accountant's report,  
30 whichever is earliest. It is intended to reduce the uncertainty attending potential liability  
31 exposure under differing state limitations periods. The provision above is specific to licensees  
32 and for that reason it has been included in this ~~UAA Uniform Accountancy Act~~, which is  
33 intended to be comprehensive. In some states, it may be more appropriate to include the above  
34 provision in some other chapter of state law rather than in the accountancy statute.

1 **SECTION 22**  
2 **PROPORTIONATE LIABILITY**

- 3
- 4 (a) **This Section applies to all causes of action of the type specified herein filed on or**  
5 **after the effective date.**
- 6
- 7 (b) **This Section governs any claim for money damages brought against any licensee; or**  
8 **any CPA or PA firm registered, licensed, or practicing in this State; or any**  
9 **employee or principal of such firm by any person or entity claiming to have been**  
10 **injured by the defendant licensee or other person or entity.**
- 11
- 12 (c) **No judgment for money damages may be entered against any licensee, firm,**  
13 **employee, or principal described in subsection (b) in an action covered by this**  
14 **Section except in accordance with the provisions of this subsection.**
- 15
- 16 (1) **If the party seeking a judgment for damages against the licensee proves that**  
17 **the licensee acted with the deliberate intent to deceive, manipulate or defraud**  
18 **for the licensee’s own direct pecuniary benefit, the liability of the licensee shall**  
19 **be determined according to the principles that generally apply to such an**  
20 **action.**
- 21
- 22 (2) **If the licensee is not proven to have acted with the deliberate intent to deceive,**  
23 **manipulate or defraud for the accountant’s own direct pecuniary benefit, the**  
24 **amount of the accountant’s liability in damages shall be determined as follows:**
- 25
- 26 (A) **The trier of fact shall determine the percentage of responsibility of the**  
27 **plaintiff, of each of the defendants, and of each of the other persons or**  
28 **entities alleged by the parties to have caused or contributed to the harm**  
29 **alleged by the plaintiff. In determining the percentages of responsibility,**  
30 **the trier of fact shall consider both the nature of the conduct of each**  
31 **person and the nature and extent of the causal relationship between that**  
32 **conduct and the damage claimed by the plaintiff.**
- 33
- 34 (B) **The trier of fact shall next determine the total amount of damage suffered**  
35 **by the plaintiff caused in whole or in part by the plaintiff, the defendants,**  
36 **and other persons alleged to have caused or contributed to the damage.**
- 37
- 38 (C) **The trier of fact shall then multiply the percentage of responsibility of the**  
39 **licensee (determined under (A)) by the total amount of damages**  
40 **(determined under (B)) and shall enter a judgment or verdict against the**  
41 **licensee in an amount no greater than the product of those two factors.**
- 42
- 43 (D) **In no event shall the damages awarded against or paid by a licensee**  
44 **exceed the amount determined under (C). The licensee shall not be**  
45 **jointly liable on any judgment entered against any other party to the**  
46 **action.**

1                   **(E) Except where a contractual relationship permits, no defendant shall have**  
2                   **a right to recover from a licensee any portion of the percentage of**  
3                   **damages assessed against such other defendant.**  
4

5 *COMMENT:* This section establishes a general principle of proportionate liability in all actions  
6 for money damages (both common law and statutory) against accountants except fraud actions.  
7 (Fraud actions would continue to be governed by generally applicable rules.) A licensee would  
8 be liable for the portion of the plaintiff's injury caused by the licensee's conduct; the accountant  
9 would not be required to compensate the plaintiff for harm caused by others. Accountants'  
10 liability cases frequently involve situations in which a licensee issues a report on the financial  
11 statements of a company that subsequently becomes insolvent or has serious financial  
12 difficulties. Investors or creditors who allegedly relied on the audit report sue the accountant and  
13 the company. Because the company is often either bankrupt or has no available assets, the  
14 licensee is--in a disproportionately large number of cases--the only solvent defendant left to  
15 answer the damages claim. Under a rule of joint and several liability, the accountant would be  
16 required to bear the burden of the entire damages award, even if the harm was caused principally  
17 by others such as the company's management. This provision is intended to prevent that unfair  
18 result. The provision above is specific to licensees and, for that reason, it has been included in  
19 this ~~UAA Uniform Accountancy Act~~ which is intended to be comprehensive. In some states, it  
20 may be more appropriate to include the above provision in some other chapter of state law rather  
21 than in the accountancy statute.

1 **SECTION 23**  
2 **SUBSTANTIAL EQUIVALENCY**

3  
4 **(a)(1) An individual whose principal place of business is not in this state and who holds a**  
5 **valid license as a Certified Public Accountant from any state which the NASBA**  
6 **National Qualification Appraisal Service has verified to be in substantial**  
7 **equivalence with the CPA licensure requirements of the AICPA/NASBA Uniform**  
8 **Accountancy Act shall be presumed to have qualifications substantially equivalent**  
9 **to this state's requirements and shall have all the privileges of licensees of this state**  
10 **without the need to obtain a license under Sections 6 or 7. Notwithstanding any**  
11 **other provision of law, an individual who offers or renders professional services,**  
12 **whether in person, by mail, telephone or electronic means, under this section shall**  
13 **be granted practice privileges in this state and no notice or other submission shall be**  
14 **provided by any such individual. Such an individual shall be subject to the**  
15 **requirements in 23(a) (3).**

16  
17  
18 **(2) An individual whose principal place of business is not in this state and who holds a**  
19 **valid license as a Certified Public Accountant from any state which the NASBA**  
20 **National Qualification Appraisal Service has not verified to be in substantial**  
21 **equivalence with the CPA licensure requirements of the AICPA/NASBA Uniform**  
22 **Accountancy Act shall be presumed to have qualifications substantially equivalent**  
23 **to this state's requirements and shall have all the privileges of licensees of this state**  
24 **without the need to obtain a license under Sections 6 or 7 if such individual obtains**  
25 **from the NASBA National Qualification Appraisal Service verification that such**  
26 **individual's CPA qualifications are substantially equivalent to the CPA licensure**  
27 **requirements of the AICPA/NASBA Uniform Accountancy Act. Any individual**  
28 **who passed the Uniform CPA Examination and holds a valid license issued by any**  
29 **other state prior to January 1, 2012 may be exempt from the education requirement**  
30 **in Section 5(c)(2) for purposes of this Section 23 (a)(2). Notwithstanding any other**  
31 **provision of law, an individual who offers or renders professional services, whether**  
32 **in person, by mail, telephone or electronic means, under this section shall be granted**  
33 **practice privileges in this state and no notice or other submission shall be provided**  
34 **by any such individual. Such an individual shall be subject to the requirements in**  
35 **23(a) (3).**

36  
37  
38 **(3) An individual licensee of another state exercising the privilege afforded under this**  
39 **section and the firm which employs that licensee hereby simultaneously consents, as**  
40 **a condition of the grant of this privilege:**

41  
42 **(A) to the personal and subject matter jurisdiction and disciplinary authority of**  
43 **the Board,**

44  
45 **(B) to comply with this Act and the Board's rules;**

46  
47 **(C) that in the event the license from the state of the individual's principal place of**

1           **business is no longer valid, the individual will cease offering or rendering**  
2           **professional services in this state individually and on behalf of a firm; and**

3  
4  
5           **(D) to the appointment of the State Board which issued their license as their agent**  
6           **upon whom process may be served in any action or proceeding by this Board**  
7           **against the licensee.**

8  
9           **(4) An individual who has been granted practice privileges under this Section who**  
10           **performs any attest service described in Section 3(b) may only do so through a firm**  
11           **which meets the requirements of Section 7(a)(1)(C) or which has obtained a permit**  
12           **issued under Section 7 of this Act.**

13  
14  
15    *COMMENT:* Subsection 23(a)(3) is intended to allow state boards to discipline licensees from  
16    other states that practice in their state. If an individual licensee is using these practice privileges  
17    to offer or render professional services in this state on behalf of a firm, Section 23(a)(3) also  
18    facilitates state board jurisdiction over the firm as well as the individual licensee even if the firm  
19    is not required to obtain a permit in this state. Under Section 23(a), State Boards could utilize the  
20    NASBA National Qualification Appraisal Service for determining whether another state’s  
21    certification criteria are “substantially equivalent” to the national standard outlined in the  
22    AICPA/NASBA ~~UAA Uniform Accountancy Act~~. If a state is determined to be “substantially  
23    equivalent,” then individuals from that state would have ease of practice privileges in other  
24    states. Individuals who personally meet the substantial equivalency standard may also apply to  
25    the National Qualification Appraisal Service if the state in which they are licensed is not  
26    substantially equivalent to the UAA.

27  
28    Individual CPAs who practice across state lines or who service clients in another state via  
29    electronic technology, would not be required to obtain a reciprocal certificate or license if their  
30    state of original certification is deemed substantially equivalent, or if they are individually  
31    deemed substantially equivalent. However, licensure is required in the state where the CPA has  
32    ~~their- his or her~~ principal place of business. If a CPA relocates to another state and establishes  
33    ~~their- his or her~~ principal place of business in that state or if a firm performs any of the services  
34    described in Section 23(a)(4) and does not qualify for exemption under Section 7(a)(1)(C), then  
35    ~~they- the licensee~~ would be required to obtain a license in that state.

36  
37    The provision provides that practice privileges shall be granted and that there shall be no  
38    notification. With the strong Consent requirement (subsection 23(a)(3)), (i) there appears to be  
39    no need for individual notification since the nature of an enforcement complaint would in any  
40    event require the identification of the CPA, (ii) online licensee databases have greatly improved,  
41    and (iii) both the individual CPA practicing on the basis of substantial equivalency as well as the  
42    individual’s employer will be subject to enforcement action in any state under Section 23 (a)(3)  
43    regardless of a notification requirement.

44  
45    Implementation of the “substantial equivalency” standard and creation of the National  
46    Qualification Appraisal Service have made a significant improvement in the current regulatory  
47    system and assist in accomplishing the goal of portability of the CPA title and mobility of CPAs

1 across state lines.

2  
3 Section 23(a)(4) clarifies situations in which the individual could be required to provide services  
4 through a CPA firm holding a permit issued by the state in which the individual is using practice  
5 privileges in providing attest services.

6  
7 Section 23(a)(4) in conjunction with companion revisions to Sections 3, 7 and 14, provide  
8 enhanced firm mobility by allowing the individual to use practice privileges in providing attest  
9 services through a firm with a permit from any state so long as the firm complies with the  
10 ownership and peer review requirements. Such firms would only need to obtain permits from  
11 states in which they have an office. The types of attest services and where the services are  
12 performed would not matter. Any firm that does not satisfy both requirements (ownership and  
13 peer review) would have to obtain a permit in the state in which the firm is providing attest  
14 services.

15  
16 In order to be deemed substantially equivalent under Section 23(a)(1), a state must adopt the  
17 150-hour education requirement established in Section 5(c)(2). A few states have not yet  
18 implemented the education provision. In order to allow a reasonable transition period, Section  
19 23(a)(2) provides that an individual who has passed the Uniform CPA examination and holds an  
20 active license from a state that is not yet substantially equivalent may be individually exempt  
21 from the 150-hour education requirement and may be allowed to use practice privileges in this  
22 state if the individual was licensed prior to January 1, 2012.

23  
24 Section 23(a)(3)(D) simplifies ~~s~~State ~~b~~Board enforcement against out-of-state persons using  
25 practice privileges by requiring consent to appointment of the ~~s~~State ~~b~~Board of the person's  
26 principal place of business for service of process. This important provision facilitates the  
27 prerogative of the ~~s~~State ~~b~~Board to administratively discipline or revoke the practice privilege.  
28 This provision supplements Section 9 which provides for the appointment of the Secretary of  
29 State as the agent upon whom process may be served in any action or proceeding against the  
30 applicant arising out of any transaction or operation connected with or incidental to services  
31 performed by the applicant while a licensee within this State.

32  
33  
34  
35 **(b) A licensee of this state offering or rendering services or using their CPA title in**  
36 **another state shall be subject to disciplinary action in this state for an act committed**  
37 **in another state for which the licensee would be subject to discipline for an act**  
38 **committed in the other state. Notwithstanding Section 11(a), the Board shall be**  
39 **required to investigate any complaint made by the ~~b~~Board of ~~a~~Accountancy of**  
40 **another state.**

41  
42 *COMMENT:* This section ensures that the Board of the state of the licensee's principal place of  
43 business, which has power to revoke a license, will have the authority to discipline its licensees if  
44 they violate the law when performing services in other states and to ensure that the ~~s~~State ~~b~~Board  
45 of accountancy will be required to give consideration to complaints made by the ~~B~~boards of  
46 ~~A~~ccountancy of other jurisdictions. This ~~S~~subsection combined with ~~S~~subsection 23(a)(3)(C)  
47 (~~which enables~~ing the ~~s~~State ~~b~~Board of the practice privilege state to protect its citizens through

- | 1 administrative proceedings) assures that the sState bBoard has comprehensive disciplinary
- | 2 powers to protect its state's citizens regarding anyone rendering professional services into or
- | 3 from its state.

1 **SECTION 24**

2 **CONSTRUCTION; SEVERABILITY**

3

4 **If any provision of this Act or the application thereof to any person or entity or in any**  
5 **circumstances is held invalid, the remainder of the Act ~~and~~ the application of such**  
6 **provision to others or in other circumstances shall not be affected thereby.**

1 **SECTION 25**  
2 **REPEAL OF PRIOR LAW**

3  
4 \_\_\_\_\_ (existing legislation) and all other acts or parts of acts in conflict herewith are  
5 hereby repealed, provided, however, that nothing contained in this Act shall invalidate or  
6 affect any action taken or any proceeding instituted under any law in effect prior to the  
7 effective date hereof.

1 **SECTION 26**  
2 **EFFECTIVE DATE**

3  
4 **This Act shall take effect on \_\_\_\_\_.**

5  
6  
7

**APPENDIX ~~ES~~ CS**

## ~~APPENDIX A~~

### ~~LEGISLATIVE POLICY (ANNOTATED) AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS~~

~~1. The public interest warrants the licensing and regulation of persons professing expertise in accounting who perform professional accounting services, including the expression of opinions on financial statements and other information upon which the public necessarily relies.~~

~~Protection of the public interest is a basic tenet of society. Good governments, since the beginning of civilization, have enacted laws protecting the health and welfare of the public. These basic human rights are protected, and indeed may only be secure, when the financial resources and economic well being of society are guarded. Today, financial decisions are made, and resources are allocated, by reference to financial reports and other accounting data. These reports and data must be fair and must be believable. Both qualities are enhanced by the professional certified public accountant's work, and that function needs to be regulated for the public's sake.~~

~~—The state, under its police power, may pass laws to protect the public against fraud, deception or the consequences of ignorance and incapacity, and may exact the requisite degree of skill and learning of persons in professions and pursuits which affect the public health or welfare, such as accountancy. (Davis v. Allen, 307 S.W.2d 800, Tenn. Ct. App., 1957.)~~

~~2. There is no such compelling need for licensing and regulation of persons offering record-keeping and elementary accounting services performed at the instance of, and for the benefit of, employers and clients. Nor is licensing required in connection with the preparation of tax returns because of regulatory and disciplinary authority presently possessed by the Internal Revenue Service and other taxing authorities.~~

~~Freedom of enterprise is a basic concept of American philosophy that must be evaluated against the public's right to protection when determining activities that need to be regulated. There does not appear to be a compelling public interest in restricting the services noted above to licensed persons only. At the same time, courts have held that the expression of opinions on financial statements and data on which credit grantors, government officials, investors, and other third parties may rely, clearly involves the public interest in such a way as to require regulation. Professional accounting services deemed to merit regulation are perhaps well summarized in a 1964 decision of the Tennessee Court of Appeals. The Court said,~~

~~—The Courts have generally recognized that the practice of public accountancy is a highly skilled and technical ... profession and, as such, may be regulated by the legislature within proper limits.... However, the Courts consistently have held that legislation which prohibits noncertified accountants from practicing the profession of accountancy is invalid as it infringes upon rights of contract in matters of purely private concern bearing~~

~~no perceptible relation to the general or public welfare. And, in so doing, the Courts have indicated that bookkeeping and similar technical services as contrasted with auditing and expressing opinions on financial statements do not involve a sufficient public interest to permit legislative interference with the normal right of an individual to deal with anyone he chooses.... (State of Tennessee ex rel. State Board of Accountancy v. Bookkeepers Business Service Co., 382 S.W.2d 559, Tenn. Ct. App., 1964.)~~

~~Licensure of tax return preparers would be difficult to administer and ineffective. A major disadvantage is that tax authorities would not automatically obtain information about the returns prepared by a licensee. Without such information, it would be difficult to check on the competence or honesty of the return preparer. Moreover, licensure would not prevent improprieties associated with advertising by commercial tax return preparers and tax return preparers who are unethical. Further, the federal government should be given a fair chance to succeed in its current program of testing methods of regulating tax return preparers.~~

~~**3. The practice of professional accountancy should ultimately be restricted to certified public accountants who have demonstrated competency by passing the Uniform CPA Examination, by fulfilling educational and other requirements, and by continuing to meet professional standards.**~~

~~The licensure and regulation of professionals should be conducted as a professional function. State Boards of Accountancy have as their responsibility the maintenance of adherence to high technical and ethical standards. In this policing activity, Board members should be qualified to judge whether the licensee's professional activities conform with standards established to protect the public interest.~~

~~**4. The enactment of a regulatory accountancy law is not intended to deprive persons who are practicing public accounting as principals at the time of passage of the law of their means of livelihood, and they should be permitted to register as public accountants and become subject to regulation. All further registration or licensing to practice public accountancy should be limited to persons demonstrating their competence as certified public accountants.**~~

~~Registration of public accountants is appropriate to protect the interests of those who at the time of the enactment of a law had been entitled to assume the designation "public accountant." However, provision should not be made for additions to the ranks of public accountants. The intention is to protect the constitutional rights of those already engaged in public accounting—not to create a permanent second class of professional accountants. Those who would enter public practice in the future should do so only by satisfying educational and other requirements and by passing the Uniform CPA Examination.~~

~~**5. The accounting profession serves a broad public interest as evidenced by the similarity of accounting needs in all political jurisdictions. In order that it may serve this interest, uniform licensing and regulatory requirements should be established, and unnecessary restrictions of a local character should be avoided.**~~

~~Diversity in requirements for the CPA certificate tends to create confusion over the meaning of the certificate. Further, doubt is raised regarding the comparability of the competence of CPAs. Accounting principles and auditing standards used in the practice of public accounting are national in scope; they are not subject to limitations imposed by geographical boundaries. The preponderance of interstate commerce in our economy makes it necessary for qualified accountants to practice across state borders in response to the needs of the public.~~

## APPENDIX ~~CB~~

### SUBSTANTIAL EQUIVALENCY

#### Introduction

This appendix sets out guidelines with regard to the substantial equivalency standard that will be administered by the NASBA Qualification Appraisal Service. In determining whether there is substantial equivalency, the keynote is flexibility. The criteria is whether the broad outlines and concepts in this Act have been satisfied rather than a “checkmark” approach that examines whether the state’s law includes all of the detailed provisions in the UAA. Any other approach would not carry out the intention of the historic agreement reached by the AICPA and NASBA with regard to the substantial equivalency standard. The goal is to promote mobility for qualified CPAs. Because the substantial equivalency standard is based on the standards set out in the UAA, the standard also protects the public. The Sections below provide additional detail with regard to the substantial equivalency standard.

#### A. Substantially Equivalent States

The criteria for determining whether a state’s CPA qualification requirements are substantially equivalent to the UAA include: good character, completion of the 150 hour education requirement, passage of the Uniform CPA examination and compliance with a one year general experience requirement. ~~A state will be considered substantially equivalent as long as the effective implementation date for the 150 hour education requirement is to occur within six years after the date on which the requirement is enacted.~~

#### B. Individuals

Individual CPAs who personally meet the substantial equivalency standard can personally apply for and utilize the standard even if the CPA qualification requirements in their state are not substantially equivalent. This will maximize mobility for qualified professionals. In reviewing individual applicants, the Qualification Appraisal Service should utilize the same flexible approach that is used with regard to determining whether a state is substantially equivalent to the UAA. For those who cannot use the substantial equivalency standard, if they have four years of experience of the type outlined in Section 5(f) of the UAA they would be eligible for reciprocity under Section 6(c)(1) of the UAA.

#### C. Grandfathering

All CPAs licensed as of the date that the state receives its notice of substantial equivalency from the NASBA Qualification Appraisal Service will be eligible to use the substantial equivalency provision with regard to interstate practice. This will promote the substantial equivalency standard, ~~promote~~ promote mobility for CPAs and enhance adoption of UAA provisions by the states.

*May 2014*

Because the CPAs are already considered competent by their state of licensure, the public is adequately protected under this system of grandfathering CPAs. Those CPAs who wish to obtain reciprocity under the substantial equivalency standard must personally have qualifications substantially equivalent to the UAA.

With regard to individual applicants to the NASBA Qualification Appraisal Service from non-substantially equivalent states, anyone who passed the CPA examination before January 1, 2012 will be eligible personally to obtain substantial equivalency for the purpose of interstate practice even if they have not completed 150 hours of education. Individuals who pass the Uniform CPA examination after January 1, 2012 must complete the 150 hour education requirement in order to be eligible for substantial equivalency.

**INDEX**  
*Uniform Accountancy Act*

	<b>Page</b>
<b>AICPA</b>	
Defined [UAA 3(a)] .....	UAA-3-1
<b>Appeal</b>	
Board orders in enforcement proceedings [12(j)] .....	UAA-12-2, 12-3
<b>Attest</b>	
Defined [3(b)] .....	UAA-3-1
Competency [7(c)(3-4)].....	UAA-7-3-7-4
Relation to Unlawful Acts [14(a)-(b), 14(d), 14(f), 14(j)-(l), 14 (n)-(o)].....	UAA-14-1 - 14-5
<b>Attorney General</b>	
Adviser to Board of Accountancy [4(f)].....	UAA-4-3
Initiation of criminal proceedings [16(a)] .....	UAA-16-1
<b>Auditing, Auditor</b>	
Use of titles prohibited in certain circumstances [14(h)(2)].....	UAA-14-3
<b>Board of Accountancy</b>	
Annual reports [4(e)] .....	UAA-4-3
Appointment of board members [4(a)].....	UAA-4-1
Cooperate in investigations with PCAOB [4(g)(1)].....	UAA-4-3
Committees [4(f)] .....	UAA-4-3
Confidentiality of material during investigation [4(j)].....	UAA-4-5-4-6
Counsel [4(f)] .....	UAA-4-3
Defined [3(c)].....	UAA-3-2
Disposition of fees [4(d)].....	UAA-4-2
Election of Officers [4(b)] .....	UAA-4-2
Employees [4(f)].....	UAA-4-3
Established [4(a)].....	UAA-4-1
Immunity from personal liability [4(g)(1)].....	UAA-4-3
Meetings 4(b), 4(h)(1) .....	UAA-4-2, 4-4
Members who conduct investigations [11(b), 12(d)].....	UAA-11-1, 12-1
Members who present evidence [12(d)] .....	UAA-12-1
Officers 4(b) .....	UAA-4-2
Power to sue and be sued [4(g)(1)].....	UAA-4-3
Publication of rules [4(i)] .....	UAA-4-5
Qualifications of Board members [4(a)].....	UAA-4-1
Removal of Board members [4(a)].....	UAA-4-1
Remuneration of Board members [4(c)].....	UAA-4-2
Requisites for membership on Board [4(a)] .....	UAA-4-1
Term of office [4(a)].....	UAA-4-1
<b>Certificate</b>	
Applications 6(a) .....	UAA-6-1
As condition to use of title “certified public accountant” [14(c)].....	UAA-14-1

Continuing professional education requirements	
for renewal 6(d) .....	UAA-6-2-6-3
Defined [3(d)] .....	UAA-3-2
Educational qualifications for issuance	
5(c) .....	UAA-5-1
Examination requirement for issuance	
5(d) .....	UAA-5-2
Experience requirement for issuance	
5(f) .....	UAA-5-3
Issuance	
6(a)-(c), 6(e)-(i) .....	UAA-6-1, 6-3, 6-4
Issuance to holders of certificates in other states	
6(c); .....	UAA-6-1
Issuance to holders of certificates in other	
countries 6(g)-(i).....	UAA-6-3 - 6-4
Qualifications for granting [5].....	UAA-5-1 - 5-3
Reinstatement (after suspension or revocation)	
[13] .....	UAA-13-1
Renewal	
6(a)-(b), 6(d)-(f), 6(j).....	UAA-6-1, 6-3, 6-5
Requirement of good moral character [5(b)].....	UAA-5-1
Rules governing use of titles by holders of	
certificates [4(h)(6)] .....	UAA-4-4
Substantial equivalency standard [6(c)(2), 23].....	UAA 6-2; 23-1
Suspension or revocation [10(a)].....	UAA-10-1
<b>Certified Public Accountant, CPA</b>	
CPA firm defined [3(g)] .....	UAA-3-3
Performance of Compilation services by those not in a CPA firm	
3(f), 3(n), 6(j), 14 (k), 14(l) .....	UAA 3-3, 3-4, 6-4, 14-4
Relation to definition of “certificate” [3(d)].....	UAA-3-2
Use of these titles or misleadingly similar ones, by	
unlicensed persons, prohibited	
[14(c)-(d), 14(g)-(h)] .....	UAA-14-1, 14-2, 14-3
<b>Client</b>	
Confidential communications to licensee [18] .....	UAA-18-1
Complying with applicable laws, regulations or PCAOB requirements.....	UAA-18-1
Defined [3(e)] .....	UAA-3-2
Records [19] .....	UAA-19-1
Rights regarding licensees’ working papers [19(b)].....	UAA-19-1
<b>Commissions</b>	
Circumstances under which licensee may accept	
[14(n)].....	UAA-14-4
<b>Competency Requirement</b>	
Relation to attest and compilation services and peer review	
6(j), 7(c) (3-4), 7(h), 14 (k)-(l) .....	UAA- 6-4, 7-2 – 7-3, 14-4
<b>Compilations of Financial Statements</b>	
Defined [3(f)] .....	UAA-3-2
Relation to Experience Requirement	
[5(f)] .....	UAA-5-3

Relation to Unlawful Acts [14(a)-(b), 14(j), 14(k)-(l)].....	UAA-14-1, 14-3, 14-4
Relation to Peer Review [3(n), 6(j), 7(c), 7(h), 14(k)-(l)].....	UAA 3-4, 6-4, 7-2, 7-4, 14-4;
<b>Confidential Communications</b> (from client to licensee) [18].....	UAA-18-1
Complying with applicable laws, regulations or PCAOB requirements.....	UAA-18-1
<b>Confidential Information</b> [4(b), 4(j), 7(h)(4), 11(b).....	UAA-4-2, 4-5, 7-5, 11-1
<b>Construction</b> (of the Act) [24].....	UAA-24-1
<b>Consulting Services</b> Relation to experience requirement [5(f)].....	UAA-5-3
<b>Contingent Fees</b> Circumstance under which a licensee may accept [14(o)].....	UAA-14-5
<b>Continuing Professional Education (CPE)</b> Condition for reinstatement of suspended or revoked certificate [13(c)].....	UAA-13-1
Remedy in enforcement proceeding [10(b)(2)].....	UAA-10-2
Requisite for renewal of a certificate [4(h)(3), 6(d)].....	UAA-4-4, 6-2 – 6-3
Rules governing [4(h)(3)].....	UAA-4-4
<b>Corporations</b> Relation to definition of CPA firm [3(g)].....	UAA-3-2
<b>Costs</b> Of enforcement proceeding; Board’s authority to require respondent to pay [10(c)].....	UAA-10-2
<b>Counsel</b> Board advised by counsel in enforcement proceedings [12(e)].....	UAA-12-2
Board’s authority to retain [4(f)].....	UAA-4-3
Presentation of evidence supporting the complaint by counsel in enforcement proceedings [12(d)].....	UAA-12-1
Respondent licensee’s right to be represented by counsel in enforcement proceedings [12(c)].....	UAA-12-1
<b>Crime</b> Conviction of, as ground for penalty [10(a)(8)].....	UAA-10-1
<b>Criminal Penalties</b> (for violation of prohibitions of the Act) [16].....	UAA-16-1
<b>Definitions</b> [3].....	UAA-3-1
<b>Director</b> [12(c), 19(a)].....	UAA-12-1, 19-1
<b>Disclaimers (of opinion)</b> Relation to Definition of “Report” [3(r)].....	UAA-3-5
<b>Educational Requirements for Certificate</b>  For certificates [4(h)(3), 5(c)].....	UAA-4-4, 5-1-5-2
For foreign accountants seeking reciprocity [6(g)].....	UAA-6-3
<b>Effective Date of Act</b> [26].....	UAA-26-1
<b>Employee</b> [14(h)(2), 19(a)].....	UAA-14-3, 19-1
<b>Enforcement</b>	

Actions against licensees and those with privileges under substantial equivalency [10].....	UAA-10-1
Examination and copying of documents in enforcement proceedings [12(b)-(j)] .....	UAA 12-1 - 12-3
Grounds for action against licensee and those with privileges under substantial equivalency [10(a)].....	UAA-10-1
Procedures--Hearings by the Board [12] .....	UAA-12-1
Procedures--Investigations [11].....	UAA-11-1
Review of professional work product [11(d)] .....	UAA-11-1
<b>Enrolled Agent</b>	
Authorized use of title [14(g)].....	UAA-14-2
<b>Examination</b>	
Application [5(d)].....	UAA-5-2
As requirement for granting of certificate; contents thereof [5(d)].....	UAA-5-2
Determining and Reporting Examination Grades; Contents thereof [5(d)] .....	UAA-5-2
Fees [5(e)] .....	UAA-5-2
Content [5(d)] .....	UAA-5-2
Time and place [5(d)].....	UAA-5-2
<b>Examination of Prospective Financial Information</b>	
As part of definition of attest [3(b)].....	UAA-3-1
<b>Experience</b>	
For issuance of a certificate [5(f)] .....	UAA-5-3
<b>Fees</b>	
Disposition of [4(d)].....	UAA-4-2
For firm permits to practice [7(e)].....	UAA-7-3
For certificates [6(e)].....	UAA-6-3
<b>Felony</b>	
Conviction of, as grounds for penalty [10(a)(8)].....	UAA-10-1
<b>Financial Advisory Services</b>	
Relation to Experience Requirement [5(f)] .....	UAA-5-3
<b>Firms of CPAs</b>	
Defined [3(g)].....	UAA-3-2
Investigations [11(a), 11(c)] .....	UAA-11-1
Notification of changes in firm [7(f)].....	UAA-7-4
Ownership requirement [7(c)] .....	UAA-7-2 – 7-3
Permits to practice [7] .....	UAA-7-1
Prohibition on use of titles “certified public accountant” and “CPA” without permit [14(d)].....	UAA-14-2
Substantial equivalency [23(a)(4)] .....	UAA-23-2
Time period for firms to return to compliance with requirements for permit [7(g)].....	UAA-7-4
Unlawful acts [14(a)-(b), (f), (g)-(i), (n)-(o)].....	UAA-14-1 - 14-5
<b>Firm Name</b>	
Network Firm [14(i)].....	UAA-14-3
Use of misleading or fictitious name prohibited [14(i)] .....	UAA-14-3

## **Foreign Country**

Rights of holder of certificate or other entitlement issued in a foreign country to serve foreign-based clients [14(j)] .....	UAA-14-3
Issuance of certificate to holder of designation granted in foreign country [6(g)-(i)].....	UAA-6-3 - 6-4

## **Fraud**

Element of crime on which convicted [10(a)(8)] .....	UAA-10-1
In obtaining certificate or permit [10(a)(1)] .....	UAA-10-1
In performance of professional services [10(a)(5)] .....	UAA-10-1
Performance of fraudulent act while holding certificate or permit [10(a)(9)].....	UAA-10-1

## **Good Moral Character**

Requirement for certificate [5(a)-(b)].....	UAA-5-1
Requirement as to non-licensee owners of CPA firms [7(c)(2)(B)].....	UAA-7-3

## **Hearings**

By Board in enforcement proceedings [12].....	UAA-12-1
Complaints and notices [12(a)-(b)] .....	UAA-12-1
Conduct of hearing [12(c)-(i)].....	UAA-12-1 - 12-2
Evidentiary rules [12(f)].....	UAA-12-2
Examination and copying of documents [12(b)] .....	UAA-12-1

<b>Injunctions</b> (against unlawful acts) [15].....	UAA-15-1
--	----------

## **Investigations**

Generally [11] .....	UAA-11-1
Rules of procedure governing conduct of [4(h)(2)].....	UAA-4-4

<b>License defined</b> [3(h)] .....	UAA-3-3
-------------------------------------	---------

## **Licensee**

Complaints against [12(a)] .....	UAA-12-1
Confidential communications [4(j),18] .....	UAA-4-5, 18-1
Defined [3(i)].....	UAA-3-3
Enforcement against [10(a)] .....	UAA-10-1
Notices to [4(i)] .....	UAA-4-5
Registry [4(b)] .....	UAA-4-2

## **Right to examine investigative reports**

[12(b)] .....	UAA-12-1
Rights in hearing [12(c)] .....	UAA-12-1
Working papers [19].....	UAA-19-1

## **Management Advisory Services**

Relation to experience requirement [5(f)] .....	UAA-5-3
---	---------

## **Manager**

Defined [3(j)] .....	UAA-3-3
In relation to firm permits to practice [7(c), 7(f)].....	UAA-7-2, 7-3
In relation to unlawful acts [14(h)-(i)].....	UAA-14-2 - 14-3
In relation to work papers [19(a)].....	UAA-19-1

## **Member**

Defined [3(k)] .....	UAA-3-4
----------------------	---------

In relation to confidential communications [18] .....	UAA-18-1
In relation to firm permits to practice	
[7(c), 7(f)] .....	UAA-7-2, 7-3
In relation to hearings [12(c)].....	UAA-12-1
In relation to unlawful acts [14(h)-(i)].....	UAA-14-3
In relation to working papers [19(a)].....	UAA-19-1
<b>Misdemeanor</b>	
Conviction of as Ground for Penalty [16(b)].....	UAA-16-1
<b>Names, Professional or Firm</b> [14(i)].....	UAA-14-3
See also “ <b>Firm Name</b> ”	
<b>NASBA</b>	
Defined [3(l)].....	UAA 3-4
<b>Officers</b>	
[7(c), 7(f), 12(c), 14(h)(2)-14(i), 19(a)].....	UAA-7-2, 7-3 12-1, 14-3, 19-1
<b>Offices</b> (of licensees) [7(d), 7(f)] .....	UAA-7-4
Principal Place of Business [3(p)].....	UAA-3-4
<b>Opinions</b> (on financial statements)	
Preparation of financial statements without	
issuance of reports [14(a)].....	UAA-14-1
Prohibition on issuance of a report together with use of term “accountant” or “auditor”	
or “accounting” and language implying permit or competence [14(h)].....	UAA-14-3
Relation to definition of “report” [3(r)].....	UAA-3-5
<b>Organization</b> [14(a), 14(h)(2)].....	UAA-14-1, 14-3
<b>Ownership</b>	
Requirement for CPA Firms [7(c)].....	UAA 7-2 – 7-3
<b>Partnership</b>	
Relationship to definition of CPA firm [3(g)] .....	UAA-3-2
<b>PCAOB (Public Accounting Oversight Board)</b>	
Defined [3(m)].....	UAA-3-4
Relation to definition of attest [3(b)(4)].....	UAA-3-1
Board cooperation with investigations and enforcement [4(g)(1)].....	UAA-4-3
Revocation or suspension of license [10(a)(4)].....	UAA-10-1
Enforcement Procedures.[12(k)].....	UAA-12-3
Confidential Communications [18].....	UAA-18-1
<b>Peer Review</b>	
As condition for reinstatement of suspended or	
revoked certificate or permit [13].....	UAA-13-1
As remedy in enforcement proceeding [10(b)(1)].....	UAA-10-2
As requirement for renewal of firm permits to	
practice [7(h)].....	UAA-7-4
As requirement for CPAs providing compilation	
reports other than through a CPA firm	
[3(n), 6(j), 14(k-1)].....	UAA 3-4, 6-4, 14-4
Confidentiality [7(h)(5)].....	UAA-7-5
Defined [3(n)].....	UAA-3-4
Equivalent review [7(h)].....	UAA-7-4
Rules governing [4(h)(7)].....	UAA-4-4
Unlawful Acts [14(k)-(l)] .....	UAA 14-4
Verification as to attest and compilation competency	
[6(j), 7(c-d), 7(h)] .....	UAA 6-4, 7-2- 7-3
<b>Penalties</b>	

Administrative fines [10(a)] .....	UAA-10-1
Censure [10(a)] .....	UAA-10-1
Criminal [16] .....	UAA-16-1
Limitation of scope of practice [10(a)].....	UAA-10-1
Probation [10(a)] .....	UAA-10-1
Reprimand [10(a)] .....	UAA-10-1
Revocation, suspension, or refusals to renew a license [10(a)].....	UAA-10-1
<b>Permit</b>	
Applications [7(a)].....	UAA-7-1
Defined [3(o)] .....	UAA-3-4
Firm permits; issuance and renewal [7].....	UAA-7-1
Notification of change [7(f)] .....	UAA-7-4
Provisional permit [7(b)] .....	UAA-7-2
Peer review as condition to renewal [7(h)] .....	UAA-7-4
Regular permit [7(b)].....	UAA-7-2
Reinstatement [13].....	UAA-13-1
Relation to attest services [7(a)(1)(A), 7(a)(1)(C)] .....	UAA-7-1
Relation to definition of “license” [3(h)].....	UAA-3-3
Requirement that holder of certificate or registration perform attest services in firm that holds permit [14(k)].....	UAA-14-4
Requisite for use of certain titles [14(d), 14(f)-(h)].....	UAA-14-2 - 14-3
Revocation, suspension, and refusal to renew, as penalties [10(a)1] .....	UAA-10-1
<b>Policy of State</b> [2] .....	UAA-2-1
<b>Practice of Law</b>	
Exemption from unlawful acts [14(m)].....	UAA-14-4
<b>Principal Place of Business</b>	
Defined [3(p)].....	UAA-3-4
In relation to reciprocity [6(c)(2)].....	UAA-6-2
In relation to Substantial Equivalency [23(a)(1)-(2)].....	UAA-23-1
<b>Privity</b> [20] .....	UAA-20-1
<b>Professional</b>	
Defined [3(q)] .....	UAA-3-5
<b>Professional Conduct</b>	
Regulation of, as purpose of the Act [2].....	UAA-2-1
Rules governing, Board’s authority to promulgate [4(h)(4)] .....	UAA-4-4
<b>Professional Name</b> (see Firm Name)	
<b>Professional Standards</b>	
Power of the Board to promulgate rules [4 (h)(5)].....	UAA 4-4
Requirement that licensees follow [14(b)] .....	UAA 14-1
<b>Proportionate Liability</b> [22].....	UAA-22-1
<b>Proprietorship</b>	
In relation to the definition of CPA firm [3(g)].....	UAA-3-2
<b>Public Accountant, PA</b>	
Entitlement to provide attest and compilation services [8] .....	UAA-8-1
Use of title by unlicensed person or firm prohibited [14(e)-(g)].....	UAA-14-2
<b>Public Official</b>	
Excepted from prohibition on issuance of reports [14(a)] .....	UAA-14-1
Excepted from prohibition on use of titles [14(h)(2)] .....	UAA-14-3

**Purpose of Act** (see Policy of State)

**Reciprocity**

Certificates granted to holders of certificates of other states where  
substantial equivalency standard is not applicable

[6(c)(1)] ..... UAA-6-1

Certificates granted to holders of foreign

designations [6(g)-(i)]..... UAA-6-3 - 6-4

Under substantial equivalency standard [6(c)(2), 23]..... UAA-6-2, 23-1

**Records** (of client) [19]..... UAA-19-1

**Registry** (of licensees) [4(b)]..... UAA-4-2

**Reinstatement**

Applications for relief from disciplinary penalties

[13(a)-(b)] ..... UAA-13-1

Action by the Board [13(c)] ..... UAA-13-1

Following suspension or revocation of certificate,  
permit or of privileges under substantial equivalency

[13] ..... UAA-13-1

**Repeal** (of prior law insofar as superseded by the UAA) [25]..... UAA-25-1

**Reports** (on financial statements)

Defined [3(r)] ..... UAA-3-5

Prohibition on making reports

while using certain titles [14(h)(2)]..... UAA-14-2-14-3

Restricted to licensees [14(a)] ..... UAA 14-1

**Reviews of Financial Statements**

Included within definition of attest [3(b)] ..... UAA-3-1

**Revocation**

Of licenses under substantial equivalency [10] ..... UAA-10-1

Of permits of other states

[6(f), 7(f), 10(a)(3)] ..... UAA-6-3, 7-4, 10-1

Of right to practice before state and federal

Agencies or PCAOB [10(a)(4)]..... UAA-10-1

**Rules** (Board of Accountancy authority to implement)

Applications for individual permits [6(b)]..... UAA-6-1

Board authority generally [4(h)]..... UAA-4-4

Board meetings [4(h)(1)]..... UAA-4-4

Continuing professional education requirements

[4(h)(3)]..... UAA-4-4

Defined [3(s)] ..... UAA-3-6

Educational qualifications [4(h)(3)] ..... UAA-4-4

Experience requirement [4(h)(3)]..... UAA-4-4

Investigations and hearings

[4(h)(2), 12(a)-(b)]..... UAA-4-4, 12-1

Peer review as condition to renewal of firm

permits [4(h)(7), 7(h)] ..... UAA-4-4, 7-4

Procedures for adoption of rules [4(i)] ..... UAA-4-5

Professional conduct [4(h)(4)]..... UAA-4-4

Professional Standards [4(h)(5)]..... UAA 4-4

Substantial Equivalency [4(h)(8)] ..... UAA-4-4

Use of titles, by certificate holders [4(h)(6)] ..... UAA-4-4

Violation of, as grounds for penalty [10(a)(6)] .....	UAA-10-1
<b>Secretary of State</b>	
Appointment of, by applicants for certificates and permits to practice [9] .....	UAA-9-1
<b>Severability</b> (of provisions of the Act, in the event any provision is held invalid) [24].....	UAA-24-1
<b>Shareholders</b> [7(c), 7(f), 12(c), 14(i), 19(a)].....	UAA-7-2, 7-3, 12-1, 14-3, 19-1
<b>State</b>	
Defined [3(t)] .....	UAA-3-6
<b>Statute of Limitations</b> [21] .....	UAA-21-1
<b>Subpoenas</b> (Authority of Board of Accountancy to issue) [4(g)(1)] .....	UAA-4-3
<b>Substantial Equivalency</b>	
Board authority to promulgate rules [4(h)(8)].....	UAA-4-4
Board hearings, confidentiality [12(a-c), 12(i), 12(k)] .....	UAA 12-1, 12-2, 12-3
Defined [3(u)] .....	UAA-3-6
Enforcement [10(a)] .....	UAA 10-1
Investigations [11] .....	UAA 11-1
Issuance of reciprocal certificate [6(c)(2)] .....	UAA-6-2
Reinstatement [13].....	UAA 13-1
Standard [23] .....	UAA-23-1
With relation to discipline [23(a)(3)-23(b)].....	UAA-23-1 - 23-2
<b>Suspension</b> (see <b>Revocation</b> )	
<b>Tax</b> (preparation of returns, furnishing of advice)	
Not prohibited to unlicensed persons and firms [14(a)] .....	UAA-14-1
Relation to the experience requirement [5(f)] .....	UAA-5-3
<b>Title of Act</b> [1] .....	UAA-1-1
<b>Titles, Use of</b>	
“Accountant,” “auditor,” and “accounting,” in connection with language implying certificate, permit, registration or expertise [14(h)(2)].....	UAA-14-3
“Certified public accountant,” “CPA” [14(c)-(d)].....	UAA-14-1, 14-4
Foreign titles [14(j)] .....	UAA-14-3
“Public accountant,” “PA” [14(e)-(f)].....	UAA-14-2
Regulation of use of misleading titles, as purpose of Act [2] .....	UAA-2-1
Rules governing use of titles “certified public accountant” and “CPA” [4(h)(6)].....	UAA-4-4
Titles misleadingly similar to “certified public accountant,” “public accountant,” “CPA” and “PA” [14(g)].....	UAA-14-2
<b>Unlawful Acts</b>	
Injunctions against [15] .....	UAA-15-1
Prohibitions [14].....	UAA-14-1
<b>Working Papers</b> [19] .....	UAA-19-1

**UNIFORM ACCOUNTANCY ACT RULES (*Rules*)**

**INTRODUCTORY COMMENTS.....Rules-I-5**

**PREAMBLE ..... Rules-Pre-1**

**Rule**

**ARTICLE 3 - DEFINITIONS**

**3-1 Terms used in these rules..... 3-1**  
**3-2 Agreed-upon procedure ..... 3-1**  
**3-3 Audit ..... 3-1**  
**3-4 Professional engagement..... 3-1**

**ARTICLE 4 - STATE BOARD OF ACCOUNTANCY**

**4-1 Board meetings ..... 4-1**  
**4-2 Election and tenure of officers..... 4-1**  
**4-3 Duties of officers ..... 4-1**  
**4-4 Fees..... 4-1**  
**4-5 Obligation of licensees to notify the Board of changes of address and  
other information..... 4-2**  
**4-6 Communications ..... 4-2**

**ARTICLE 5 - CERTIFIED PUBLIC ACCOUNTANTS**

**5-1 Education requirements - definitions ..... 5-1**  
**5-2 Education requirements – determining compliance of the applicant’s education . 5-2**  
**5-3 Applications for examination ..... 5-5**  
**5-4 Time and place of examination ..... 5-6**  
**5-5 Examination content ..... 5-6**  
**5-6 Determining and reporting examination grades ..... 5-6**  
**5-7 Retake and granting of credit requirements..... 5-6**  
**5-8 Candidate testing fee ..... 5-7**  
**5-9 Cheating ..... 5-8**  
**5-10 Security and irregularities..... 5-9**  
**5-11 Good moral character ..... 5-9**

**ARTICLE 6 - ISSUANCE OF CERTIFICATES AND RENEWAL OF  
CERTIFICATES AND REGISTRATIONS, CONTINUING**

**PROFESSIONAL EDUCATION AND RECIPROCITY**

6-1 Applications ..... 6-1  
6-2 Experience required for initial certificate ..... 6-1  
6-3 Evidence of applicant's experience ..... 6-1  
6-4 Continuing professional education requirements for renewal of the  
certificate or registration ..... 6-2  
6-5 Programs qualifying for continuing professional education credit ..... 6-2  
6-6 Continuing professional education records ..... 6-3  
6-7 Exceptions ..... 6-3  
6-8 Interstate practice ..... 6-4  
6-9 International reciprocity ..... 6-5  
6-10 Peer review for certificate holders who do not practice in a licensed firm ..... 6-6

**ARTICLE 7 - PERMITS TO PRACTICE -- FIRMS**

7-1 Applications..... 7-1  
7-2 Notification of changes by firms ..... 7-1  
7-3 Successful completion of an approved Compliance Assurance Program  
as a condition for renewal of permit ..... 7-2  
7-4 Equivalent reviews as a condition for renewal of a permit ..... 7-4  
7-5 Submission of compliance assurance reports to the Board ..... 7-5  
7-6 Internet practice ..... 7-6  
7-7 Attest documentation and retention ..... 7-6  
7-8 Unregistered firm compliance with applicable compliance assurance  
requirements ..... 7-6

**ARTICLE 10 - ENFORCEMENT ACTIONS AGAINST LICENSEES**

10-1 Grounds for enforcement actions against licensees..... 10-1  
10-2 Return of certificate, registration or permit to practice ..... 10-3  
10-3 Applicable standards..... 10-3  
10-4 Model Code of Conduct ..... 10-4

**ARTICLE 11 - ENFORCEMENT PROCEDURES -- INVESTIGATIONS**

11-1 Review of professional work product ..... 11-1  
11-2 Reporting convictions, judgments, and administrative proceedings..... 11-1  
11-3 Participation in multistate enforcement compacts..... 11-3

**ARTICLE 13 - REINSTATEMENT**

13-1 Applications for relief from disciplinary penalties..... 13-1  
13-2 Action by the Board..... 13-1

**ARTICLE 14 - UNLAWFUL ACTS**

14-1 CPA firm names ..... 14-1  
14-2 Safe harbor language ..... 14-3

**ARTICLE 23 - SUBSTANTIAL EQUIVALENCY**

23-1 Substantial equivalency and internet practice. ....23-1

<b>23-2</b>	<b>Practice in other states through substantial equivalency .....</b>	<b>23-1</b>
<b>23-3</b>	<b>Reporting moral character violations.....</b>	<b>23-1</b>
<b>23-3</b>	<b>Continuing professional education requirements for practice privileges .....</b>	<b>23-1</b>

# Uniform

---

# Accountancy

---

# Rules

---

**National Association of State Boards of Accountancy**

---

*August 2011*

## **Introductory Comments**

**These Uniform Accountancy Rules (“Rules”) have been prepared by the National Association of State Boards of Accountancy (“NASBA”) as part of its continuing effort to update and promote uniformity in the regulatory schemes governing the practice of accountancy in the various jurisdictions.**

**These Rules are keyed to the Uniform Accountancy Act (“Uniform Act”) – Sixth Edition in several respects. Like most rules of administrative agencies they are intended in a general sense to implement or to explain specific statutory provisions governing the operations of the agency concerned; thus, in those cases where it appears appropriate for a Rule to contain a reference to a statutory provision, the reference provided in these Rules is to a provision of the Uniform Act. The organizing pattern of the Rules also reflects that of the Uniform Act: the numbered Articles under which the Rules are grouped correspond to section numbers in the Uniform Act.**

**The Rules are not intended to depend entirely upon the Uniform Act, or to be suitable for adoption only in jurisdictions where the accountancy law corresponds to the Uniform Act. Where the law that is in force varies from the Uniform Act, modifications may be necessary to adapt the Rules to the pertinent statute.**

## **Preamble**

**These Rules are adopted by the \_\_\_\_\_ Board of Accountancy, pursuant to its authority under the [Public] Accountancy Act of 20\_\_\_. Their purpose is to promote and protect the public interest by implementing the provisions of that Act, which provide for the issuance and renewal of certificates as certified public accountants; the renewal of registrations to public accountants; the issuance and renewal of permits to firms; and the regulation of licensees, all to enhance the reliability of information which is used for guidance in financial transactions or accounting for or assessing the financial status or performance of commercial, noncommercial and governmental enterprises.**

## **Rule 10-4—Model Code of Conduct.**

~~A licensee shall comply with the principles contained in the following Model Code of Conduct. All changes in the NASBA Model Code of Conduct shall automatically be made a part of these rules unless specifically rejected by the Board.~~

### **NASBA Model Code of Conduct**

#### **PREAMBLE**

~~The public places trust and confidence in the profession and the services it provides; consequently, licensees have a duty to conduct themselves in a manner that will be beneficial to the public and which fosters such trust and confidence. This Model Code of Conduct identifies seven fundamental principles of conduct, six of which are intended to govern licensees' professional performance whether they are in public practice, industry, not-for-profit organizations, government, education or other professional endeavors. The seventh principle, independence, applies only to those professional services where it is required by professional standards. This Model Code of Conduct defines the conduct that the public has a right to expect of the licensee, as well as all persons or entities the licensee has the authority or capacity to control.~~

~~With the exception of independence, these principles are universal and apply to all services and activities performed by the licensee in all aspects of his or her professional conduct. Independence, however, is a unique principle that applies only to those professional services where it is required in accordance with professional standards. This Model Code of Conduct is not intended to replace professional standards applicable to specific engagements. In applying any of the principles of this Model Code of Conduct to deliberations in disciplinary or other proceedings, the Board may consider as persuasive, but not necessarily conclusive, and/or adopt by reference applicable interpretations and rulings of the Code of Professional Conduct adopted by the American Institute of Certified Public Accountants, as well as similarly applicable interpretations and rulings issued by other authorities such as the Securities and Exchange Commission, the Government Accountability Office and the Public Company Accounting Oversight Board.~~

~~Users of the licensee's services draw confidence from the knowledge that the profession is bound to a framework which requires continued dedication to professional excellence and commitment to ethical behavior that will not be subordinated to personal gain.~~

#### **I. PRINCIPLE: PUBLIC INTEREST**

~~The grant of a license indicates that an individual has met the criteria established by state boards of accountancy to perform services in a manner that protects the public interest.~~

~~The licensee must, therefore, have a keen consciousness of the public interest. The public consists of clients, credit grantors, governments, employers, investors, the business and financial community, and others who use the services of licensees. Services provided by licensees support and facilitate many societal needs, including the orderly functioning of commerce and the capital markets.~~

~~Because the licensee is seen as a representative of the profession by the public who retains or employs him or her or uses his or her services, the licensee should avoid conduct that might conflict with the public interest or erode public respect for, and confidence in, the profession.~~

## ~~II. PRINCIPLE: INTEGRITY~~

~~Integrity is a character trait demonstrated by acting honestly, candidly, and not knowingly misrepresenting facts, accommodating deceit, or subordinating ethical principles. Acting with integrity is essential to maintaining credibility and public trust. It incorporates both the spirit and substance in the application of the ethical and technical standards that govern the profession, or in the absence thereof, what is just and right.~~

~~A licensee should act with integrity in the performance of all professional activities in whatever capacity performed.~~

## ~~III. PRINCIPLE: OBJECTIVITY~~

~~Objectivity is a distinguishing feature of the accounting profession and is critical to maintaining the public's trust and confidence. It is a state of mind that imposes the obligation to be impartial and free of bias that may result from conflicts of interest or subordination of judgment. Objectivity requires a licensee to exercise an appropriate level of professional skepticism in carrying out all professional activities.~~

~~Although a licensee may serve multiple interests in many different capacities, objectivity must be maintained. This requires a careful assessment of the effects on objectivity of all professional relationships and activities.~~

~~A licensee should maintain objectivity in the performance of all professional activities in whatever capacity performed.~~

## ~~IV. PRINCIPLE: DUE CARE~~

~~Due care imposes the obligation to perform professional activities with concern for the best interest of those for whom the activities are performed and consistent with the profession's responsibility to the public. It is essential to preserving the public's trust and confidence. Due care requires the licensee to discharge professional responsibilities with reasonable~~

~~care and diligence and to adequately plan and supervise all professional activities for which he or she is responsible.~~

~~A licensee should act with due care in the performance of all professional activities in whatever capacity performed.~~

#### ~~V. PRINCIPLE: COMPETENCE~~

~~Competence is derived from a combination of education and experience. It begins with a mastery of the common body of knowledge, skills, and abilities, and requires a commitment to lifelong learning and professional improvement. A licensee should possess a level of competence, sound professional judgment, and proficiency to ensure that the quality of his or her activities meets the high level of professionalism required by these Principles. A licensee is responsible for assessing his or her own competence, which includes evaluating whether education, experience, and judgment are adequate for the responsibility assumed.~~

~~A licensee should be competent in the performance of all professional activities, in whatever capacity performed, and comply with applicable professional standards.~~

#### ~~VI. PRINCIPLE: CONFIDENTIALITY~~

~~A licensee has an obligation to maintain and respect the confidentiality of information obtained in the performance of all professional activities. Maintaining such confidentiality is vital to the proper performance of the licensee's professional activities.~~

~~A licensee shall not use or disclose, or permit others within the licensee's control to use or disclose, any confidential client or employer information without the consent of the client or employer. This obligation continues after the termination of the relationship between the licensee and the client or employer and extends to information obtained by the licensee in professional relationships with prospective clients and employers.~~

~~This principle shall not be construed to prohibit a licensee from disclosing information as required to meet professional, regulatory or other legal obligations.~~

#### ~~VII. PRINCIPLE: INDEPENDENCE~~

~~Independence, where required by professional standards, is essential to establishing and maintaining the public's faith and confidence in, and reliance on, the information reported on by the licensee.~~

~~A licensee in the practice of public accounting should be independent in fact and appearance when engaged to provide services where independence is required by professional standards. Independence in fact is the state of mind that permits a licensee to~~

~~perform an attest service without being affected by influences that compromise professional judgment, thereby allowing the licensee to act with integrity and exercise objectivity and professional skepticism. Independence in appearance is the avoidance of circumstances that would cause a reasonable and informed third party, having knowledge of all relevant information, to reasonably conclude that the integrity, objectivity or professional skepticism of a licensee had been compromised.~~