

FIRST REGULAR SESSION

SENATE BILL NO. 219

100TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR HOSKINS.

Pre-filed January 7, 2019, and ordered printed.

ADRIANE D. CROUSE, Secretary.

1118S.011

AN ACT

To repeal section 326.289, RSMo, and to enact in lieu thereof one new section relating to the practice of public accounting.

Be it enacted by the General Assembly of the State of Missouri, as follows:

Section A. Section 326.289, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 326.289, to read as follows:

326.289. 1. The board may grant or renew permits to practice as a certified public accounting firm to applicants that demonstrate their qualifications in accordance with this chapter.

(1) The following shall hold a permit issued under this chapter:

(a) Any firm with an office in this state, as defined by the board by rule, offering or performing attest or compilation services; or

(b) Any firm with an office in this state that uses the title "CPA" or "CPA firm".

(2) Any firm that does not have an office in this state may offer or perform attest or compilation services in this state without a valid permit only if it meets each of the following requirements:

(a) It complies with the qualifications described in subdivision (1) of subsection 4 of this section;

(b) It complies with the requirements of peer review as set forth in this chapter and the board's promulgated regulations;

(c) It performs such services through an individual with practice privileges under section 326.283; and

(d) It can lawfully do so in the state where said individual with the privilege to practice has his or her principal place of business.

EXPLANATION—Matter enclosed in bold-faced brackets [thus] in this bill is not enacted and is intended to be omitted in the law.

20 (3) A firm which is not subject to the requirements of subdivisions (1) or
21 (2) of this subsection may perform other nonattest or noncompilation services
22 while using the title "CPA" or "CPA firm" in this state without a permit issued
23 under this section only if it:

24 (a) Performs such services through an individual with the privilege to
25 practice under section 326.283; and

26 (b) Can lawfully do so in the state where said individual with privilege to
27 practice has his or her principal place of business.

28 (4) (a) All firms practicing public accounting in this state shall register
29 with the secretary of state.

30 (b) Firms which may be exempt from this requirement include:

31 a. Sole proprietorships;

32 b. Trusts created pursuant to revocable trust agreements, of which the
33 trustee is a natural person who holds a license or privilege to practice as set forth
34 in section 326.280, 326.283, or 326.286;

35 c. General partnerships not operating as a limited liability partnership;
36 or

37 d. Foreign professional corporations which do not meet criteria of chapter
38 356 due to name or ownership, shall obtain a certificate of authority as a general
39 corporation. Notwithstanding the provisions of chapter 356, the secretary of state
40 may issue a certificate of authority to a foreign professional corporation which
41 does not meet the criteria of chapter 356 due to name or ownership, if the
42 corporation meets the requirements of this section and the rules of the board.

43 2. Permits shall be initially issued and renewed for periods of not more
44 than three years or for a specific period as prescribed by board rule following
45 issuance or renewal.

46 3. The board shall determine by rule the form for application and renewal
47 of permits and shall annually determine the fees for permits and their renewals.

48 4. An applicant for initial issuance or renewal of a permit to practice
49 under this section shall be required to show that:

50 (1) A simple majority of the ownership of the firm, in terms of financial
51 interests and voting rights of all partners, officers, principals, shareholders,
52 members or managers, belongs to licensees who are licensed in some state, and
53 the partners, officers, principals, shareholders, members or managers, whose
54 principal place of business is in this state and who perform professional services
55 in this state are licensees under section 326.280 or the corresponding provision

56 of prior law. Although firms may include nonlicensee owners, the firm and its
57 ownership shall comply with rules promulgated by the board;

58 (2) Any certified public accounting firm may include owners who are not
59 licensees provided that:

60 (a) The firm designates a licensee of this state, or in the case of a firm
61 which must have a permit under this section designates a licensee of another
62 state who meets the requirements of section 326.283, who is responsible for the
63 proper registration of the firm and identifies that individual to the board;

64 (b) All nonlicensee owners are active individual participants in the
65 certified public accounting firm or affiliated entities;

66 (c) All owners are of good moral character; and

67 (d) The firm complies with other requirements as the board may impose
68 by rule;

69 (3) Any licensee who is responsible for supervising attest services, or signs
70 or authorizes someone to sign the licensee's report on the financial statements on
71 behalf of the firm, shall meet competency requirements as determined by the
72 board by rule which shall include one year of experience in addition to the
73 experience required under subdivision (6) of subsection 1 of section 326.280 and
74 shall be verified by a licensee. The additional experience required by this
75 subsection shall include experience in attest work supervised by a licensee.

76 5. An applicant for initial issuance or renewal of a permit to practice shall
77 register each office of the firm within this state with the board and show that all
78 attest and compilation services rendered in this state are under the charge of a
79 licensee.

80 6. No licensee or firm holding a permit under this chapter shall use a
81 professional or firm name or designation that is misleading as to:

82 (1) The legal form of the firm;

83 (2) The persons who are partners, officers, members, managers or
84 shareholders of the firm; or

85 (3) Any other matter.

86 The names of one or more former partners, members or shareholders may be
87 included in the name of a firm or its successor unless the firm becomes a sole
88 proprietorship because of the death or withdrawal of all other partners, officers,
89 members or shareholders. A firm may use a fictitious name if the fictitious name
90 is registered with the board and is not otherwise misleading. The name of a firm
91 shall not include the name or initials of an individual who is not a present or a

92 past partner, member or shareholder of the firm or its predecessor. The name of
93 the firm shall not include the name of an individual who is not a licensee.

94 7. Applicants for initial issuance or renewal of permits shall list in their
95 application all states in which they have applied for or hold permits as certified
96 public accounting firms and list any past denial, revocation, suspension or any
97 discipline of a permit by any other state. Each holder of or applicant for a permit
98 under this section shall notify the board in writing within thirty days after its
99 occurrence of any change in the identities of partners, principals, officers,
100 shareholders, members or managers whose principal place of business is in this
101 state; any change in the number or location of offices within this state; any
102 change in the identity of the persons in charge of such offices; and any issuance,
103 denial, revocation, suspension or any discipline of a permit by any other state.

104 8. Firms which fall out of compliance with the provisions of this section
105 due to changes in firm ownership or personnel after receiving or renewing a
106 permit shall take corrective action to bring the firm back into compliance as
107 quickly as possible. The board may grant a reasonable period of time for a firm
108 to take such corrective action. Failure to bring the firm back into compliance
109 within a reasonable period as defined by the board may result in the suspension
110 or revocation of the firm permit.

111 9. The board shall require by rule, as a condition to the renewal of
112 permits, that firms undergo, no more frequently than once every three years, peer
113 reviews conducted in a manner as the board shall specify. The review shall
114 include a verification that individuals in the firm who are responsible for
115 supervising attest and compilation services or sign or authorize someone to sign
116 the accountant's report on the financial statements on behalf of the firm meet the
117 competency requirements set out in the professional standards for such services,
118 provided that any such rule:

119 (1) Shall include reasonable provision for compliance by a firm showing
120 that it has within the preceding three years undergone a peer review that is a
121 satisfactory equivalent to peer review generally required under this subsection;

122 (2) May require, with respect to peer reviews, that peer reviews be subject
123 to oversight by an oversight body established or sanctioned by board rule, which
124 shall periodically report to the board on the effectiveness of the review program
125 under its charge and provide to the board a listing of firms that have participated
126 in a peer review program that is satisfactory to the board; and

127 (3) Shall require, with respect to peer reviews, that the peer review

128 processes be operated and documents maintained in a manner designed to
129 preserve confidentiality, and that the board or any third party other than the
130 oversight body shall not have access to documents furnished or generated in the
131 course of the peer review of the firm except as provided in subdivision (2) of this
132 subsection.

133 10. [The board may, by rule, charge a fee for oversight of peer reviews,
134 provided that the fee charged shall be substantially equivalent to the cost of
135 oversight.] **Notwithstanding any other provision in this section, the**
136 **board may obtain the following information regarding peer review from**
137 **any approved American Institute for Certified Public Accountants peer**
138 **review program:**

139 (1) **The firm's name and address;**

140 (2) **The firm's dates of enrollment in the program;**

141 (3) **The date of acceptance and the period covered by the firm's**
142 **most recently accepted peer review; and**

143 (4) **If applicable, whether the firm's enrollment in the program**
144 **has been dropped or terminated.**

145 11. In connection with proceedings before the board or upon receipt of a
146 complaint involving the licensee performing peer reviews, the board shall not
147 have access to any documents furnished or generated in the course of the
148 performance of the peer reviews except for peer review reports, letters of comment
149 and summary review memoranda. The documents shall be furnished to the board
150 only in a redacted manner that does not specifically identify any firm or licensee
151 being peer reviewed or any of their clients.

152 12. The peer review processes shall be operated and the documents
153 generated thereby be maintained in a manner designed to preserve their
154 confidentiality. No third party, other than the oversight body, the board, subject
155 to the provisions of subsection 11 of this section, or the organization performing
156 peer review shall have access to documents furnished or generated in the course
157 of the review. All documents shall be privileged and closed records for all
158 purposes and all meetings at which the documents are discussed shall be
159 considered closed meetings under subdivision (1) of section 610.021. The
160 proceedings, records and workpapers of the board and any peer review subjected
161 to the board process shall be privileged and shall not be subject to discovery,
162 subpoena or other means of legal process or introduction into evidence at any civil
163 action, arbitration, administrative proceeding or board proceeding. No member

164 of the board or person who is involved in the peer review process shall be
165 permitted or required to testify in any civil action, arbitration, administrative
166 proceeding or board proceeding as to any matters produced, presented, disclosed
167 or discussed during or in connection with the peer review process or as to any
168 findings, recommendations, evaluations, opinions or other actions of such
169 committees or any of its members; provided, however, that information,
170 documents or records that are publicly available shall not be subject to discovery
171 or use in any civil action, arbitration, administrative proceeding or board
172 proceeding merely because they were presented or considered in connection with
173 the peer review process.

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