

ETHICS FOR WYOMING



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CHAPTER 1

ETHICS DEFINED

LEARNING OBJECTIVES:

After studying this chapter you will be able to:

1. Define ethics.
2. Differentiate between amoral and ethical values.
3. List and characterize two systems of ethics.
4. Differentiate between legal versus ethical codes.
5. Discuss the development of law and ethics.

Ethics is the “science of morals”. A moral is an accepted rule or standard of human behavior. The understanding of “accepted” is “accepted by society”, and accepted only insofar as the behavior in question being behavior that affects others in the society, even if only indirectly. The implication of this definition is therefore that private actions that have no impact on others are a matter for personal morality, which is not of business or organizational concern.

However, the distinction between personal morality and business morality may not always be so clearly defined. This is because individuals bring personal values to their jobs and to the real or perceived problems of moral choice that confront them at work. Moral choices sometimes must be made because of tensions within individuals, between individuals, or between individuals and what they believe to be the values that drive their organizations.

Furthermore, business organizations do not operate in a social vacuum. Because of the ways business organizations can and do affect the lives and livelihoods of society at large, some would argue that business organizations are kind of “moral agents” in society. Therefore managers and general public alike often wrestle with defining exactly what constitutes the ethical way of doing business, and what constitutes proper constraints on individual self-interests, and by whom shall these constraints be imposed.

A further complexity results from the fact that businesses are increasingly becoming global in nature. Different countries have or seem to have vastly different customs and values. Understanding and assessing whether and how these different cultural and ethical conflicts should be taken into account is often most difficult.

ATTITUDES TOWARD ETHICS

AMORAL:	Condone any actions that contribute to the corporate aim. Getting away with it is the key. No set of values other than greed.
LEGALISTIC:	Obey the letter of the law but not the spirit of it, especially if it conflicts with profits. Ethics ignored until it becomes a problem
RESPONSIVE:	Take the view that there is something to gain from ethical behavior, Using ethics as a tool to attain corporate aim.
EMERGING:	Ethical values becoming part of the culture. Codes of ethics being action documents, and likely to contain statements reflecting core value,
ETHICAL:	Total ethical profile. Everything done is ethical, and the right thing always done by everyone. The ideal.

In general, a key focus of ethics is the concept of integrity (or honesty). Integrity in broad terms will imply that no business-persons in the course of their business functions should be party to the falsification of any facts or information or make or recklessly supply any statement which knowingly is misleading, false or deceptive in a material particular.

Another major focus of ethics is professional competence and due care, which implies that business professionals should always perform their functions in accordance with law and regulations. In other words, business transactions and professional functions should not be undertaken unless one possesses the required competence and technical skills.

A more controversial focus is the area of freedom from conflicts of interests. The preferred position of many is that one should always avoid concurrent involvement in any business, occupation or activity, which might result in the compromising of integrity, objectivity and independence of decision making.

ETHICAL SYSTEMS

Utilitarianism (teleological ethics)	The promotion that the best long-term interest of everyone concerned should be the moral standard: one should take those actions that lead to the greatest balance of good versus bad consequences
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Deontology (Kantian ethics)	It deals with the concept of duty and the rightness of acts. It emphasizes maxims, duties, rules, and principles that are so important that they should be followed whatever the consequences.
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In defining law and ethics and their relationship to each other it is necessary to distinguish between moral and legal rights and duties. Morally, a person's rights consist of claims that he can justly make to the conditions of well-being; his duties consist of what he can justly contribute to well being. Legal rights and duties - that is, claims and obligations enforceable at law - may or may not be fully in harmony with prevalent moral opinion systems in which law and ethics and religion are closely interwoven. The impact of moral opinion on law varies with the type of political structure and influence of public opinion.

In free societies the ultimate justification of law is that it serves moral ends. But the dependence of law on moral principles must not be taken to imply that there is a set of moral principles which can be laid down for guidance. However, most free societies are coming to be more or less consistent in principles that draw the line between law and morals. The task of ethics becomes two-fold: to bring out what is involved in the notion of a principle or norm of action and to recognize ideals that serve as agencies of guidance and control.

A number of consistent principles recognized in modern society are the individual, responsibility and equity. The end of law is to secure the greatest possible general individual self-assertion. In the Judeo-Christian ethic responsibility is a given: the best ordering of human society in which the individual may come to full manhood and satisfying existence. On the basis of equitable doctrine we can say confidently that morality is inseparable from the legal order; that right and wrong is part of the legal order.

HISTORICAL FOUNDATIONS OF LAW AND ETHICS

The great religions of the world gave birth to several concepts that evolved into structural precepts for society. A commonality of precepts evolved with the passing of tribal customs and tribal belief systems and the rise of the great religions of the world.

"The monotheistic idea of God unifies and coordinates the spiritual goods of the race. The unity of GOD involves the unity of all classes of men. This is a long step toward equality. The sense of sin became part and parcel of the common consciousness. It is a leveler and equalizer." For the good of the tribal society now becomes for the good of the individual. It must come to pass that a given society, if it is to retain the right to exist, must be continually extending the experience of its best things to men who were at one time outside, the pale of the best. The principle of individuality, once established, draws after it the principal of progress." "If it amounts to this, that wherever you find man, you find the eternal goods, and therefore the highest worth. The scale of market prices

for the common man is forever disarranged by the discovery in him of something that is above price."

Two of the primary maxims in ethics are the utilitarian rule "Each man is to count for one, nobody for more than one". The second is Kant's--Always treat humanity, whether in yourself or another, as a person, and never as a thing."

"The only ground for counting every body as one, and nobody as more than one is the presence in all men of a something or other which possesses such value that existing social forms and economic accumulations cannot bid against it."

"The social question is the moral question, first, because its ultimate root is a choice between divergent ideals of the state, that , between different ways of viewing and organizing the total human life in time and space; and secondly, because, as a consequence, the question concerning the worth of the labor turns into the question concerning the worth of the laborer". The history of conscience is the history of the individual where 'conscience' means knowing along with " ...nothing can be good for one man that is not law for all men."

CONCLUSIONS

In the historical development of law there are many different points of view. It is for this reason that the law is unable to accept without modification many of the results of ethical inquiry. In modern terminology law creates a duty "...there are no properties of goodness and badness that states of affairs an inherently possess, and no properties of rightness or wrongness that inhere in actions."

Value judgment in a broad sense compares contrasted ways of life; rationality, prudence and stability, (one of pleasure and happiness) versus the state of anxiety, confusion, inner turmoil and impulsive rashness. The first is a "good" way of life; the other is a "bad" way in terms of value. The best way of life involves the guidance of reason, and also the way of knowledge, of understanding, of relative freedom from error.

Moral responsibility rests solely on the attitude displayed in so-called "choice". The act of choosing is essentially a proper and stringent expression of the ethical. Whenever in a stricter sense there is a question of an either/or one can always be sure that the ethical is involved.

An ethic must first decide upon the kind of social effects which it desires to achieve and the kind which it desires to avoid. It must then decide, as far as our knowledge permits, what acts will promote the desired consequences; these acts it will praise, while those having a contrary tendency it will condemn. To the extent to which man has freedom, he needs a personal morality to guide his conduct. "Good and evil grow up together and are bound in an equilibrium that cannot be surrendered. The most we can do is try to tilt the equilibrium toward the good." The least we can do is be aware of our standards of conduct least "....the habit of being amoral should make the immoral come to seem right."

CHAPTER 2

AICPA ETHICS

LEARNING OBJECTIVES:

After studying this chapter you will be able to:

1. Differentiate between rulings and principles of the AICPA' Code of Professional Conduct.
2. Briefly describe the six principles.
3. List the eleven rules.

This chapter presents a condensed but comprehensive summary of the AICPA Code of Conduct.

AICPA's CODE OF PROFESSIONAL CONDUCT

It consists of two sections: Principles and Rules. The six principles, which provide the framework for the rules, are goal-oriented and aspirational but nonbinding.

Synopses of the Six Principles

1. *Responsibilities.* Members should exercise sensitive professional and moral judgments when carrying out their professional responsibilities. Members should accept the obligation to act in a way that will serve the public interest, honor the public trust, and demonstrate commitment to professionalism. A distinguishing mark of a profession is acceptance of its responsibility to the public.
2. *The Public Interest.* Members should act to benefit the public interest, honor the public trust, and demonstrate commitment to professionalism. The AICPA adopted the ethical standards because a distinguishing mark of a profession is an acceptance of responsibility to the public.
3. *Integrity.* Members should perform all professional responsibilities with the highest sense of integrity to maintain public confidence.
4. *Objectivity and Independence.* A member should maintain objectivity and be free of conflicts of interest. A member in public practice should be independent in fact and appearance when providing attestation services. Objectivity is a state of mind, a quality that lends itself to a member's services. It is a distinguishing feature of the profession. The principle of objectivity imposes the obligation to be impartial, intellectually honest, and free of conflicts of interest.
5. *Due Care.* A member should follow the profession's technical and ethical standards,

strive for improved competence and quality services, and discharge professional responsibility to the best of the member's ability. Members must adequately plan and supervise any activity for which they are responsible.

6. *Scope and Nature of Services.* A member in public practice should follow the Principles of the *Code of Professional Conduct* in determining the nature and scope of services.

Synopses of the Eleven Rules

Rule 101 — Independence. A member in public practice should be independent when performing professional services as required by standards-setting bodies.

- (1) In this context, rules of the state boards of accountancy, state CPA societies, the Independence Standards Board, the SEC, the General Accounting Office, and other bodies may be relevant.
- (2) Relevant AICPA standards-setting bodies are the Auditing Standards Board (ASB), Accounting and Review Services Committee, and Management Consulting Services Executive Committee. The foregoing bodies are all authorized to promulgate attestation standards.
- (3) The ASB issues Statements on Auditing Standards. Thus, SAS 1 is consistent with the requirement for auditors to maintain an independence in mental attitude. To inspire public confidence, an auditor must not only be independent (intellectually honest) but also be recognized as independent (free of any obligation to, or interest in, the client).
- (4) The fourth general attestation standard likewise requires practitioners to maintain an independence in mental attitude when performing attest engagements.
- (5) Under Statements on Standards for Accounting and Review Services, an accountant may not report on a review of the financial statements of a nonpublic entity if (s)he is not independent.
- (6) According to the AICPA's Statements on Standards for Attestation Engagements, a practitioner must also be independent to examine or apply agreed-upon procedures to prospective financial statements.
- (7) SEC independence regulations were revised in accordance with the Sarbanes-Oxley Act of 2002.
 - (a) Audit committees must preapprove the services performed by accountants (permissible nonaudit services and all audit, review, and attest engagements).

Approval must be either explicit or in accordance with detailed policies and procedures. If approval is by the latter, the audit committee must be informed, and no delegation of its authority to management is allowed. However, preapproval is not needed for nonaudit services representing less than 5% of the annual amount paid to the accountant if (1) the services were not recognized as nonaudit at the time of the engagement, and (2) the audit committee approves prior to completion of the audit.

- (b) An issuer must disclose in its proxy statement or annual filing fees paid to the accountant segregated into four categories: (1) audit, (2) audit-related, (3) tax, and (4) all other. The disclosure is for the two most recent years and must describe the services in (2)-(4).
- (c) The lead and concurring (reviewing) audit partners must rotate every 5 years, with a 5-year time-out period. Other audit partners must rotate every 7 years, with a 2-year time-out.
- (d) An accountant is not independent if, during the audit and the period of the professional engagement, any audit partner (excluding specialty partners such as tax partners) earns or receives compensation for selling services (excluding audit, review, or attest services) to the audit client.
- (e) Conflicts of interest. An accounting firm is not independent with respect to an audit client if a former partner, principal, shareholder, or professional employee accepts employment with a client if (s)he has a continuing financial interest in the firm or is in a position to influence the firm's operations or financial policies. Moreover, an accounting firm is not independent if a CEO, CFO, controller, or person in an equivalent position for an issuer was employed by that firm and participated in any capacity in the audit of that issuer during the year before the beginning of the audit.
- (f) Communications with the audit committee by the accounting firm must include (1) all critical accounting policies and practices; (2) all material alternative accounting policies and practices within GAAP that were discussed with management; and (3) other material written communications with management, such as management representations and schedules of unadjusted audit differences. These communications must be prior to filing the audit report with the SEC.

Rule 102 — *Integrity and Objectivity.* A member shall maintain objectivity and integrity, be free of conflicts of interest, not knowingly misrepresent facts, and not subordinate his/her judgment to others when performing professional services.

Rule 201 — *General Standards*. A member shall comply with the following:

- (1) Undertake only those services that the member can reasonably expect to complete with professional competence.
- (2) Exercise due professional care when performing professional services.
- (3) Adequately plan and supervise performance of professional services.
- (4) Obtain sufficient relevant data to provide a reasonable basis for conclusions in relation to any professional service.
 - (a) Proficiency. Auditors must have adequate technical training and proficiency. According to SAS 1, both education and experience, as well as proper supervision, are necessary. Objectivity and independent judgment are necessary in the preparation of the audit opinion. An auditor must have experience and seasoned judgment to accept final responsibility for an audit opinion.
 - (b) Due professional care must be exercised in the planning and performance of the audit and the preparation of the report. According to SAS 1, an auditor should have the degree of skill commonly possessed by other auditors and must exercise it with reasonable care and diligence. An auditor should also exercise professional skepticism. The exercise of due professional care allows the auditor to obtain reasonable assurance. Absolute assurance is impracticable due to characteristics of fraud such as concealment by collusion, withheld or falsified documentation, or management override of controls.

Rule 202 — *Compliance with Standards*. A member who performs professional services must comply with promulgated standards.

Rule 203 — *Accounting Principles*. A member shall not express an opinion or make an affirmative statement about conformity with GAAP or state that (s)he is not aware of any material modifications that should be made to achieve conformity with GAAP, given any departure from an accounting principle promulgated by bodies designated by the AICPA Council to establish such principles that has a material effect on the financial statements or data taken as a whole. However, if the member can demonstrate that, due to unusual circumstances, the financial statements or data would have been misleading without a departure from GAAP, the member can comply with the rule by describing the departure, its approximate effects, if practicable, and the reasons compliance with the principle would be misleading.

Rule 301 — *Confidential Client Information*. A member in public practice cannot disclose confidential client information without the client's consent. However, this Rule does not affect a CPA's obligations

- (1) To comply with a validly issued and enforceable subpoena or summons or with applicable laws and regulations
- (2) To discharge his/her professional obligations properly under Conduct Rules 202 and 203
- (3) To cooperate in a review of the CPA's professional practice under AICPA or state CPA society or board of accountancy authorization
- (4) To initiate a complaint with or respond to any inquiry made by the professional ethics division, trial board of the AICPA, or an investigative or disciplinary body of a state society or board of accountancy

Rule 302 — *Contingent Fees.* A contingent fee is established as part of an agreement under which the amount of the fee is dependent upon the finding or result.

- (1) The receipt of contingent fees by a member is prohibited when the member performs an audit, a review, a compilation when the report will be used by third parties and the report does not disclose the CPA's lack of independence, or an examination of prospective financial information.
- (2) A contingent fee is not permitted for preparing an original or amended tax return or claim.
- (3) Fees are not deemed to be contingent if fixed by courts or other public authorities, or in tax matters, if they are based on the results of judicial proceedings or the findings of governmental agencies.

Rule 501 — *Acts Discreditable.* A member shall not commit an act that is discreditable to the profession. Withholding as a result of nonpayment of fees for a completed engagement certain information contained in the client's books would not be considered such an act. The member's duty to return client records is absolute. However, the duty to return other information not related to the client's books and records is not absolute. Although the client's financial information may be incomplete as a result, if fees for a completed engagement have not been paid, such other information may be withheld. Thus, the duty to return is conditional upon payment of fees with respect to information such as adjusting, closing, combining, or consolidating entries and information normally found in books of original entry and general or subsidiary ledgers.

Rule 502 — *Advertising and Other Forms of Solicitation.* A member in public practice shall not seek to obtain clients by advertising or other forms of solicitation done in a false, misleading, or deceptive manner. Solicitation through coercion, overreaching, or harassing conduct is prohibited.

Rule 503 — *Commissions and Referral Fees.* A member in public practice shall not accept a commission for recommending or referring to a client any product or service, or for recommending or referring any product or service to be supplied by a client, if the member performs for that client an audit, a review, a compilation when a third party will use the financial statement and the report does not disclose the CPA's lack of independence, or an examination of prospective financial information.

- (1) Permitted commissions must be disclosed to any person or entity to whom the member recommends a product or service.
- (2) A member who accepts a referral fee for recommending services of a CPA or who pays a referral fee to obtain a client must disclose the arrangement to the client. A referral fee is compensation for recommending or referring any service of a CPA to any person. Referral fees are not considered commissions.

Rule 505 — *Form of Organization and Name.* A member may practice public accounting only in a form of organization allowed by law or regulation that conforms with resolutions of the AICPA Council.

- 1) The firm name must not be misleading.
- 2) Names of past owners may be included in the name of the successor organization.
- 3) A firm cannot designate itself as "members of the AICPA" unless all CPA owners are members.

Definitions. The following are summaries of selected ethics definitions.

- *Attest engagement* — One that requires independence.
- *Attest engagement team* — Participants in the engagement, including partners who perform concurring or second reviews and all employees and contractors retained by the firm, but excluding specialists.
- *Close relatives* — Parents, siblings, or nondependent children.
- *Covered member* — (1) An individual on the attest engagement team or who is able to influence the engagement, (2) a partner or manager who provides at least 10 hours of nonattest services to a client, (3) a partner in the office where the lead engagement partner primarily practices in relation to the engagement, (4) the firm (including its benefit plans), and (5) an entity that can be controlled by the foregoing parties.

- *Financial institution* — An entity that normally makes loans to the public.
- *Firm* — A form of organization permitted by law or regulation that is consistent with the resolutions of the AICPA’s Council and practices public accounting. The term “firm” includes partners except for the purposes of Rule 101.
- *Immediate family* — A covered member’s spouse, equivalent of a spouse, or dependents.
- *Individual in a position to influence the attest engagement* — One who (1) evaluates the attest engagement partner or recommends his/her compensation; (2) directly supervises or manages that partner, including all levels above such supervisor or manager; (3) consults with the engagement team about technical or industry-related issues; or (4) participates in or oversees quality control for the engagement, including all senior levels.
- *Joint closely held investment* — An investment in any entity or property by the member and (1) the client, (2) the client’s officers or directors, or (3) an owner who can exercise significant influence if the investment permits such parties to control the entity or property.
- *Key position* — One in which an individual is primarily responsible for (1) significant accounting functions supporting material financial statement components, or (2) for the preparation of the statements. A key position is also one able to influence financial statement content, for example, director, CEO, CFO, general counsel, chief accountant, director of internal audit, or treasurer.
- *Normal lending procedures, terms, and requirements* — Those reasonably comparable with those for similar loans to others from the financial institution in the period when a commitment was made for a loan to a covered member.
- *Period of the professional engagement* — This period starts at the earlier of when the member signs an initial engagement letter to perform attest services or begins to perform. It continues for the entire professional relationship and does not end with the issuance of a report and start again with the next year’s engagement. It ends with the later of notification by the member or client or by issuance of a report.

Note: Common law does not recognize privileged communication between a CPA and client. In some states and in some federal tax matters, however, the auditor may be protected by a privilege created by statute.

CHAPTER 3 WYOMING ETHICS

LEARNING OBJECTIVES:

After studying this chapter you will be able to:

1. Describe the professional ethics and conduct for Wyoming CPAs.
2. Outline the ethical concepts promulgated in the Code of Professional Conduct.

STATE OF WYOMING CERTIFIED PUBLIC ACCOUNTANTS ACT OF 2005

W.S. 33-3-101. CITATION OF THE ACT. This act may be cited as the "Certified Public Accountants' Act of 2005" This Act applies only to Certified Public Accountants and Certified Public Accountant firms and those who hold themselves out to be Certified Public Accountants or Certified Public Accountant firms.

W.S. 33-3-102. DEFINITIONS. As used in this Act: (a)(i) "Board" means the Wyoming Board of Certified Public Accountants created by W.S. 33-3-103; (ii) "State" means any state of the United States excluding Wyoming, any territory or insular possession of the United States or the District of Columbia; (iii) Masculine terms when used in this act shall include the feminine; (iv) "Permit" means a permit to engage in the practice of public accounting as a "certified public accountant firm" issued by the board under W. S. 33-3-118 and W.S. 33-3-120 which has not expired, been revoked or suspended; (v) "Examination" means a written examination described in W.S. 33-3-109(a)(iv); (vi) "Attest service" means any audit or other engagement performed in accordance with the Statements on Auditing Standards; any review performed in accordance with the Statements on Standards for Accounting and Review Services; or any examination of prospective financial information to be performed in accordance with the Statements on Standards for Attestation Engagements. The statements on standards specified in this definition shall be adopted by reference by the board pursuant to the Wyoming Administrative Procedure Act and shall be those developed for general application by recognized national accountancy organizations such as the American Institute of Certified Public Accountants; (vii) "Certificate" means a certificate as "certified public accountant" issued under this Act or corresponding provisions of prior law, or a corresponding certificate as certified public accountant issued after examination under the law of any other state; (viii) "Certified Public Accountant Firm" means any form of organization allowed by state law that has been issued a permit under this Act; (ix) "Compilation service" means providing a service to be performed in accordance with the Statements on Standards for Accounting and Review Services that is presented in the form of financial statements, information that is the representation of the client, the client's management, or owners without undertaking to express any assurance on the statements; (x) "This Act" means W. S. 33-3-101 through 33-3-201.

W.S. 33-3-103. WYOMING BOARD OF CERTIFIED PUBLIC ACCOUNTANTS: CREATION, MEMBERS, VACANCIES, REMOVAL, REAPPOINTMENT. There is hereby created a Wyoming Board of Certified Public Accountants. The board shall consist of five (5) members appointed by the governor of the State of Wyoming. Members of the board shall be citizens of the United States and residents of Wyoming. Four (4) members of the board shall be persons who hold certified public accountant certificates issued under the laws of Wyoming and are in good standing as a certified public accountant. One (1) member of the board shall be a member of the general public. The members of the board first to be appointed shall hold office, one (1) for one (1) year, two (2) for two (2) years and two (2) for three (3) years from July 1, 2005, the term of each to be designated by the governor. Their successors shall be appointed for terms of three (3) years. Vacancies occurring during a term shall be filled by appointment for the unexpired term. Upon the expiration of his term of office a member shall continue to serve until his successor is appointed and qualified. The governor shall remove any member from the board whose certificate has been revoked or suspended, and may remove any member as provided in W. S. 9-1-202. No person, who has served two (2) successive complete terms of one (1), two (2) or three (3) years shall be eligible for reappointment until after the lapse of one (1) year. An appointment to fill an unexpired term is not considered a complete term.

W.S. 33-3-104. BOARD CHAIRMAN; BOARD SECRETARY; REGULATIONS; QUORUM; SEAL; RECORDS. The board shall elect annually a chairman and a secretary from its members. The secretary shall receive and account for all fees and other money received by the board. A majority of the board shall constitute a quorum for the transaction of business. The Board shall have a seal which shall be judicially noticed. The board shall keep records of its proceedings. The board may employ personnel and arrange for any assistance it may require in the performance of its duties.

W.S. 33-3-105. ANNUAL REGISTER; CONTENTS . The board shall prepare for public distribution, in July of each year, an annual register which shall contain the names, arranged alphabetically by classification, of all certified public accountants, the names of the members of the board and other matters deemed proper by the board. Copies of the register shall be made available to certificate holders who request a copy.

W.S. 33-3-106. COMPENSATION OF BOARD MEMBERS; EXPENSES. Each member of the board shall receive as salary the sum paid each day to members of the legislature for each day spent in the discharge of his official duties and mileage and per diem allowance as allowed to state employees. Compensation, reimbursement of expenses and all other obligations incurred by the board shall be paid from the certified public accountants' account.

W.S. 33-3-107. FEES; COLLECTIONS; CERTIFIED PUBLIC ACCOUNTANTS' ACCOUNT; DISBURSEMENT; TRANSFER OF EXISTING FUNDS. All fees collected under the provisions of this act shall be paid by the secretary of the board at the end of each month into the Wyoming state treasury. The Wyoming state treasurer shall account for all collections and other

funds of the board in a separate account within the trust and agency fund. The treasurer shall credit five percent (5%) of all money collected each year to the general fund and the balance to the certified public accountants' account within the trust and agency fund. All funds of any organization of certified public accountants held by the Wyoming state treasurer on the effective date of this act shall be transferred to and become part of the certified public accountant's account.

W.S. 33-3-108. RULES AND REGULATIONS; PROCEDURE. (a) The board shall prescribe rules and regulations not inconsistent with the provisions of this act as it deems consistent with, or required by, the public welfare. The rules and regulations shall include: (i) Rules of procedure for governing the conduct of matters before the board; (ii) Rules of professional conduct for establishing and maintaining high standards of competence and integrity for certified public accountants in the profession of public accountancy; (iii) Regulations governing educational requirements for issuance of the certificate of certified public accountant, and further educational and experience requirements, and not exceeding one hundred twenty (120) hours for each three (3) year period, to be met from time to time by permit holders in order to maintain their professional knowledge and competence, as a condition to continuing in the practice of public accountancy as a certified public accountant; (iv) Regulations governing certified public accountant firms practicing public accounting which use the title, "certified public accountant", including but not limited to rules concerning style, name, title and affiliation with any other organization; and (v) Rules governing the determination of substantial equivalence for the issuance of certificates to individuals who hold valid certified public accountant certificates or licenses from any state when that state's certificate or licensure requirements are substantially equivalent to those under this Act as determined by the Board. (b) All rules and regulations of the board shall be promulgated in compliance with the Wyoming Administrative Procedure Act.

W.S. 33-3-109. CERTIFIED PUBLIC ACCOUNTANT; QUALIFICATIONS; (a) An active certificate of "certified public accountant" shall be granted by the board to any person: (i) Who is a resident of Wyoming or has a place of business in Wyoming or, as any employee, is regularly employed in Wyoming; and (ii) Who has attained the age of majority in Wyoming; and (iv) Who has passed a written examination in accounting and auditing and other related subjects the board determines to be appropriate; and (v) Who meets the requirements of subparagraphs (A) and (B) or subparagraphs (C) and (D) of this paragraph: (A) earned a baccalaureate degree conferred by a college or university recognized by the board, with a total education program to include an accounting concentration or equivalent as determined to be appropriate by the rules and regulations of the Board, or what the board determines to be substantially equivalent of the foregoing; (B) completed at least four (4) years of full-time experience in the practice of public accounting. The experience shall include providing any type of service or advice involving the use of accounting skills; any auditing, review, or compilation service; any management advisory or financial advisory service; or any tax or consulting service. Experience shall be verified by an active certified public accountant or the equivalent as determined by the Board, or by providing representative samples of work as determined by the board. The experience shall be acceptable if it is gained through employment in government, industry, academia, or public accounting; or (C)

completed at least one hundred fifty (150) semester hours of college education including a baccalaureate or higher degree conferred by a college or university acceptable to the Board, the total educational program to include an accounting concentration or equivalent as determined to be appropriate by the rules and regulations of the Board; (D) completed at least one (1) year of full-time experience in the practice of public accounting. The experience shall include providing any type of service or advice involving the use of accounting skills; any auditing, review, or compilation service; any management advisory or financial advisory service; or any tax or consulting service. Experience shall be verified by an active certified public accountant or the equivalent as determined by the Board, or by providing representative samples of work as determined by the board. The experience shall be acceptable if it is gained through employment in government, industry, academia, or public accounting. (c) As used in this Act, the practice of certified public accounting means holding oneself out to the public or otherwise in such a manner as to state or imply that one is: (i) skilled in the practice of accounting and auditing; (ii) Qualified to express any form of assurance on financial statements; (iii) Qualified to express opinions on financial statements for credit purposes for use in the courts, or for other purposes involving third party reliance on these financial statements; or (iv) Skilled in the provision of any accounting service including recording and summarizing financial transactions, analyzing and verifying financial information, reporting financial results to an employer, clients, or other parties and rendering tax or management advisory services to any employer, clients, or other parties. (d) There shall be an annual certificate fee not exceeding three hundred dollars (\$300.00) to be determined by the board. All certificates shall expire on the last day of December of each year and may be renewed annually for period of one (1) year by certificate holders and registrants who meet the requirements specified in subsection (a) of this section and upon payment of the annual fee. If the annual certificate fee is not paid by the first day of November, a late renewal fee as set by the Board, not to exceed one hundred and fifty dollars (\$150.00) will be added to the renewal fee.

(e) Applications for renewal of an active certificate shall be accompanied by evidence of satisfaction of the continuing education requirements during the last three (3) years preceding the application. Failure by an individual applicant to furnish this evidence shall constitute grounds for non-renewal under W.S. 33-3-121, unless the board determines the failure to be due to reasonable cause or excusable neglect. The board may renew a certificate despite the failure to furnish evidence of satisfaction of the requirements of continuing education upon the condition that the applicant follow a particular future program or schedule of continuing education. In issuing rules, regulations and individual orders regarding requirements of continuing education, the board may use and rely upon guidelines and pronouncements of recognized educational and professional associations; may prescribe the content, duration and organization of courses; shall take into account the applicant's accessibility to continuing education courses and any impediments to the interstate practice of public accountancy which may result from differences in these requirements in other states; and may provide for relaxation or suspension of the requirements for applicants who certify that they do not intend to engage in the practice of public accountancy or for instances of individual hardship. (f) Persons holding a certificate issued under W. S. 33-3-109 or 33-3-116 but who do not practice public accounting in Wyoming and

have not lost the right to active status shall place the certificate on inactive status. A person classified as inactive shall pay an annual inactive fee not exceeding one-half (1/2) the annual fee charged to active certificate holders. If the fee is not paid by December 31, a late fee as set by the Board, not in excess of seventy-five (\$75.00), will be added to the annual fee. A person classified as inactive may assume or use the title or designation "certified public accountant" or the abbreviation "CPA" and shall use the words "inactive" adjacent to the designation "CPA" or "certified public accountant". (g) The Board by regulation may allow persons to retire the certificate. A person classified as retired shall pay a one-time fee of fifty dollars (\$50.00). A person classified as retired may assume or use the title or designation "certified public accountant" or the abbreviation "CPA" and shall use the words "retired" adjacent to the designation "CPA" or "certified public accountant". (h) Any individual certificate holder who is responsible for supervising attestation services or compilation services or who signs or authorizes someone to sign the accountant's report on the financial statements shall meet the experience or competency requirements set forth in the professional standards for such services. (j) Nothing in subsection (c) of this section shall be construed to prohibit public accountants from providing the services listed in subsection (c) of this section as long as the public accountant does not hold himself out to be a certified public accountant.

W.S. 33-3-110. EXAMINATIONS AND SPECIAL TESTS; WHEN HELD; USE OF PREPARED QUESTIONS AND GRADING SERVICE. The examination shall be held not less frequently than once each year. The board may make use of any part of the uniform certified public accountant examination and advisory grading service as the board deems appropriate to assist it in performing its duties. The Board may administer a special test designed to test skills of foreign accountants. The special test shall be administered in conjunction with the examination as often as may be necessary.

W.S. 33-3-111. CANDIDATE FOR EXAMINATION; ELIGIBILITY. A candidate who has met the education requirement specified in W.S. 33-3-109(a)(v), or who expects to meet the requirements within ninety (90) days following the examination, or with respect to whom the requirement has been waived, is eligible to take the examination when he has met the requirements of W.S. 33-3-109(a) (i) through (ii). When any candidate is admitted to the examination on the expectation that he will complete the education requirement within ninety (90) days, no certificate shall be issued, nor shall credit for any part of the examination be given, unless the requirement is in fact completed within the time or within the time the board in its discretion may determine upon application.

W.S. 33-3-112. REEXAMINATION; WAITING PERIOD; CREDIT FOR PARTS PASSED IN OTHER STATES. (a) The board may by regulation prescribe the terms and conditions under which a candidate who passes one (1) or more of the subjects of the examination may be reexamined in only the remaining subjects, with credit for the subjects previously passed. It may also provide by regulation for a reasonable waiting period for a candidate's reexamination in any subject he has failed. (b) The board may provide by regulation for granting credit to a candidate for his satisfactory completion of any subject of the examination given by the licensing authority

in any state, if when he took the examination in another state he was not a resident of Wyoming or, as an employee, was not regularly employed in Wyoming. The regulations shall include the requirements the board determines to be appropriate in order that any examination approved as a basis for any credit shall be at least as thorough as the most recent examination given by the board at the time of the granting of the credit.

W.S. 33-3-113. EXAMINATION; REEXAMINATION AND TEST FEES. (a) The board shall establish fees for all examinations as determined by rules and regulations of the board in accordance with the requirements of the Wyoming Administrative Procedure Act, as follows: (i) In an amount sufficient to ensure funds adequate to administer the examination required by W.S. 33-3-110; (ii) In an amount sufficient to ensure funds adequate to administer the special test to foreign applicants authorized by W. S. 33-3-110. (iii) Repealed by Enrolled Act 49, Chapter 77.

W.S. 33-3-115. CERTIFIED PUBLIC ACCOUNTANTS; CERTIFICATES UNDER PRIOR LAW. Persons who hold certified public accountant certificates issued under prior laws of Wyoming are not required to obtain additional certificates or register under the provisions of this act, but are subject to all other provisions of this act. Certificates issued under prior law shall be considered certificates issued under the provisions of this act. All certificate holders who maintained the certificate on inactive status under prior law may continue to hold the certificate pursuant to the terms of this act without meeting additional experience requirements under W. S. 33-3-109(a) (v). All certificate holders who provide services in Wyoming as defined in W. S. 33-3-109(c) shall maintain the certificate on active status.

W.S. 33-3-116. CERTIFIED PUBLIC ACCOUNTANT; HOLDERS OF CERTIFICATES IN SISTER STATES OR FOREIGN COUNTRIES. The board may waive the examination and may issue a certificate as a certified public accountant , then in full force and effect, issued under the laws of any state when that person meets requirements which are substantially equivalent to the requirements set forth in W.S. 33-3-109(a)(ii) through (v).

W.S. 33-3-118. CERTIFIED PUBLIC ACCOUNTANT FIRMS. (a) A certified public accounting firm that has been issued a permit under this Act may practice in any form of organization allowed by state law. (b) The board shall grant a permit to a certified public accounting firm engaged in the practice of accounting if it meets all of the qualifications specified in this following paragraphs: (ix) Each resident manager in charge of a Wyoming office and each partner, shareholder, or members who is a certified public accountant and is engaged within Wyoming in the practice of public accounting shall hold an active Wyoming certificate. (x) Notwithstanding any other provision of law, at least a simple majority of the ownership of the firm, in terms of financial interests and voting rights of all partners, officers, shareholders, members or managers, shall belong to certificate holders who hold active certificates, licenses, or permits in some state. Although firms may include non-certificate holder owners, the firm and its ownership shall comply with rules promulgated by the Board. (xi) Any certified public accounting firm may include non-certificate holders provided that the firm designates a certificate holder of this state who is responsible for the proper registration of the firm and

identifies that individual to the board. All non-certificate holders shall actively participate in the certified public accounting firm. The designated certificate holder shall be responsible for all notifications required by this Act and the Rules and Regulations of the Board. (xii) Any certified public accounting firm which is not in compliance with paragraph (x) of this subsection due to changes in firm ownership or personnel after receiving or renewing a permit shall take corrective action to bring the firm back into compliance. The board, through rules and regulations, shall grant a period of time for a firm to take corrective action. Failure to do so may result in the suspension or revocation of the firm permit.

W.S. 33-3-119. ACCOUNTING OFFICES; REGISTRATION. Each office of a certified public accountant established or maintained in Wyoming for the practice of public accounting which is advertised as an office of a certified public accountant shall be registered annually with the board. No fee shall be charged for the registration of offices. Each office shall be under the direct supervision of a resident manager who holds an active Wyoming certificate. The board shall by regulation prescribe the procedure to be followed in effecting these regulations.

W.S. 33-3-120. PERMITS; ANNUAL FEE; RENEWAL; REQUIREMENTS. (a) Permits to engage in the practice of public accounting as a certified public accountant firm in Wyoming shall be issued by the board to certified public accountant firms registered under this act if all offices of the registrant are maintained and registered as required under W. S. 33-3-119. (b) There shall be an annual permit fee not exceeding three hundred dollars (\$300.00) to be determined by the board. All permits shall expire on the last day of December of each year and may be renewed annually for period of one (1) year by who meet the requirements specified in subsection (a) of this section and upon payment of the annual fee. If the annual permit fee is not paid by the first day of November, a late renewal fee as set by the Board, not to exceed one hundred and fifty dollars (\$150.00) will be added to the renewal fee.

W.S. 33-3-121. CERTIFICATES AND PERMITS; DISCIPLINARY ACTION; GROUNDS. (a) After notice and hearing, the board may revoke, refuse to renew, reprimand, censure, limit the scope of practice, place on probation with or without terms, conditions, or limitations; or may suspend for a period not to exceed two years, any certificate issued under this act; or may revoke, suspend, limit the scope of practice, or refuse to renew any permit issued under this act or may censure the holder of a permit for any of the following causes: (i) Fraud or deceit in obtaining a certificate as certified public accountant or in obtaining a permit under this act; (ii) Dishonesty, fraud or gross negligence in the practice of public accounting; (iii) Violation of any of the provisions of W.S. 33-3-125 through W.S. 33-3-127; (iv) Violation of a rule of professional conduct promulgated by the board under the authority granted by this act; (v) Conviction of a felony under the laws of Wyoming or any other state or of the United States; (vi) Conviction of any crime, an element of which is dishonesty or fraud, under the laws of Wyoming or any state or of the United States; (vii) Cancellation, revocation, suspension or refusal to renew the authority to practice as a certified public accountant by any other state for any cause other than failure to pay a fee; (viii) Permanent revocation of the right to practice before any state or federal agency; (x) Failure of a certificate holder to furnish evidence showing the satisfaction of the

requirement of continuing education required by the board. (xi) Failure of a permit holder to show compliance with W. S. 33-3-132 regarding practice monitoring programs. (b) Upon receipt from the department of family services of a certified copy of an order from a court to withhold, suspend or otherwise restrict a certificate or permit issued by the Board, the Board shall notify the party named in the court order of the withholding, suspension or restriction of the certificate or permit in accordance with the terms of the court order. No appeal under the Wyoming Administrative Procedure Act shall be allowed for a certificate or permit withheld, suspended or restricted under this subsection. (c) In lieu of or in addition to any disciplinary action specifically provided in subsection (a) of this section, the board may require a certificate or permit holder to complete such continuing professional education programs as the board may specify or undergo peer review as the board may specify.

W.S. 33-3-123. BOARD; INITIATION OF PROCEEDINGS; PROCEEDINGS. The board may initiate proceedings under this Act on its own motion or on the written complaint of any person. All proceedings before the board shall be conducted under the rules and regulations adopted by the board and in accordance with provisions of the Wyoming Administrative Procedure Act.

W.S. 33-3-124. REINSTATEMENT OF CERTIFICATE OR PERMIT FOR GOOD CAUSE SHOWN. Upon written application and after hearing and for good cause shown, the board may issue a new certificate to a certified public accountant whose certificate has been revoked or may reissue or modify the suspension of any permit which has been revoked or suspended. A certificate or permit suspended or restricted under W.S. 33-3-121(b) may be reissued without the hearing required under this section if the department of family services provides notice that the applicant has complied with the terms of the court order that resulted in the suspension or restriction of the certificate or permit.

W.S. 33-3-125. CERTIFIED PUBLIC ACCOUNTANT; USE OF DESIGNATION; REQUIREMENTS. (a) Except as permitted by the board under W.S. 33-3-109(f) and (g), no person shall assume or use the title or designation "certified public accountant" or the abbreviation "CPA" or any other title, designation, words, letters, abbreviation, sign, card or device tending to indicate that the person is a certified public accountant unless the person has received a certificate as a certified public accountant under the provisions of this act. (b) No organization shall use the title or designation "certified public accountant" or the abbreviation "CPA" or any other title, designation, words, letters, abbreviation, sign, card or device tending to indicate that the organization is composed of certified public accountants unless the organization is registered as a certified public accountant firm under the provisions of this act and the certified public accountant firm holds a permit. (c) A person who does not hold a certificate under this act and who completes a review shall only use the following safe harbor language or other non-Statements on Standards for Accounting and Review Services language; "I(we) have reviewed the accompanying (financial statement) of the (name of entity) as of (time period) for the (period) then ended. These financial statements (information) are (is) the responsibility of the company's management. I (We) have not audited the accompanying financial statements and accordingly do not express an opinion or any other form of assurance on them." (d) A person

who does not hold a certificate under this act and who completes a compilation service shall only use the following safe harbor language or other non-Statements on Standards for Accounting and Review Services language; "I(we) have compiled the accompanying (financial statement) of the (name of entity) as of (time period) for the (period) then ended. This compilation is limited to preparing in the form of financial statements information that is the representation of management (owners). I (We) have not audited or reviewed the accompanying financial statements and accordingly do not express an opinion or any other form of assurance on them."

W. S. 33-3-126. USE OF MISLEADING TERMS OR ABBREVIATIONS PROHIBITED. No person or organization shall use the title or designation "certified accountant", "chartered accountant", "enrolled accountant", "registered accountant", "accredited accountant" or any other title or designation likely to be confused with "certified public accountant" or any of the abbreviations "CA", "RA", or "AA", or similar abbreviations likely to be confused with "CPA". This section shall not prohibit the use of the term "public accountant" or the initials "PA".

W.S. 33-3-127. CERTIFIED PUBLIC ACCOUNTANT FIRM; WORDING USED; REQUIREMENTS. No person shall assume or use the title or designation "certified public accountant" in conjunction with names indicating or implying that there is an organization, or in conjunction with the designation "and Company" or "and Co." or a similar designation if there is in fact no bona fide organization registered under the provisions of this act.

W.S. 33-3-129. UNLAWFUL ACT OR PRACTICE; INJUNCTION OR OTHER ORDER. Whenever any person has engaged in any acts or practices which constitute or will constitute a violation of any provision of W.S. 33-3-125 through 33-3-127, the board may make application to the appropriate court for an order enjoining such acts or practices, and upon a showing by the board that the person has engaged in any illegal acts or practices, an injunction, restraining order or other appropriate order shall be granted by such court without bond.

W.S. 33-3-130. VIOLATION; PENALTY; PROCEEDINGS. Any person who violates any provision of W.S. 33-3-125 through 33-3-127 is guilty of a misdemeanor, and upon conviction shall be fined not more than one thousand dollars (\$1000.00) or be imprisoned in the county jail not more than twelve (12) months or both.

W. S. 33-3-131. UNLAWFUL USE OF TERMS; ADVERTISING; PRIMA FACIE EVIDENCE OF VIOLATION. The display or uttering by a person or a card, sign, advertisement or other printed, engraved or written instrument or device bearing a person's name in conjunction with the words "certified public accountant" or the abbreviation "CPA" is prima facie evidence in any action brought under W.S. 33-3-129 or 33-3-130 that the person whose name is so displayed caused or procured the display or uttered the card, sign, advertisement or other printed, engraved or written instrument or device and that the person is holding himself out to be a certified public accountant. In any action, evidence of the commission of a single act prohibited by this act is sufficient to justify an injunction or a conviction without evidence of a general course of conduct.

W. S. 33-3-132. PRACTICE MONITORING PROGRAM (a) As used in this article: (i) "Peer Review" means a study, appraisal or review of one (1) or more aspects of the professional work of a person or firm in the practice of public accountancy by a person who holds certificates and who is not affiliated with the person or firm being reviewed; (ii) "Practice monitoring program" means a program consisting of peer reviews which are conducted in conformity with standards promulgated by the peer review committees of the American Institute of Certified Public Accountants; (iii) "Reviewer" means a certified public accountant active in public practice and fulfilling requirements for peer reviews as established by the American Institute of Certified Public Accountants. (b) The Board may require, on a uniform basis, that certificate and permit holders undergo practice monitoring conducted in such a manner as the Board may specify by rule and regulation. (c) Except in any action before the Board to enforce its rules and regulations regarding the practice monitoring program, any report, statement, memorandum, transcript, finding, record or working paper prepared and any opinion formulated in connection with any practice monitoring program, which is in the possession of the Board or the reviewer, shall be considered privileged and shall not be subject to discovery, subpoena or other means of legal compulsion for release to any person or entity or be admissible as evidence in any judicial or administrative proceeding.

W.S. 33-3-201. ACCOUNTANTS; LIABILITY; DEFINITIONS. (a) As used in this article, "accountant" means any individual holding a certificate as a certified public accountant under W.S. 33-3-109 or W. S. 33-3-116 or any certified public accountant firm registered with the state board of certified public accountants under W.S. 33-3-118 or any employee, agent, partner, manager, member, officer or shareholder of any partnership, corporation or any other allowable form of organization registered with the state board of certified public accountants. (b) This section governs any action based on an act, error or omission occurring on or after July 1, 1995 brought against any accountant or firm of accountants practicing in this state by any person claiming to have been injured as a result of financial statements or other information examined, compiled, reviewed, certified, audited or in the course of an engagement to provide other public accountancy services. (c) No action may be brought under this section unless: (i) The plaintiff: (A) Is the issuer, or his successor, of the financial statements or other information examined, compiled, reviewed, certified, audited or otherwise reported or opined on by the defendant; and (B) Engaged the defendant accountant to examine, compile, review, certify, audit or otherwise report or render an opinion on such financial statements or to provide other public accountancy services; or (ii) The defendant accountant or firm: (A) Was aware at the time the engagement was undertaken with the accountant's client that the financial statements or other information were to be made available for use in connection with a specified transaction by the plaintiff and the transaction was specifically identified to the defendant; and (B) Was aware that the plaintiff intended to rely upon such financial statements or other information in connection with the specified transaction. (d) In order to be entitled to the limitation on liability contained in this article, an accountant shall: (i) Identify the purpose of the document and the persons or entities that are entitled to receive and rely upon the financial statement or other information examined, compiled, reviewed, certified, audited or otherwise reported or opined on by the accountant in

the document prepared by the accountant; and (ii) Include thereon a statement in a prominent place that advises users of the document that the liability of the accountant to third parties who use the document may be limited pursuant to this article.

WYOMING ADMINISTRATIVE ACT

CHAPTER 1 GENERAL PROVISIONS

Section 1. Authority. The Wyoming Board of Certified Public Accountants hereby adopts and promulgates the following rules and regulations as authorized by the Act and the Wyoming Administrative Procedure Act, W.S. 16-3-101 et seq.

Section 2. Definitions. Unless otherwise stated or required by the context, the definitions set forth in this section shall apply to the construction and interpretation of any rules, regulations, interpretations and statements of reason adopted by the Wyoming Board of Certified Public Accountants.

(a) "AICPA" or "Institute" means the American Institute of Certified Public Accountants.

(b) "Certified Public Accountant" or "CPA" is a person holding a certified public accountant certificate issued pursuant to W.S. 33-3-109; 33-3-115; or 33-3-116, which certificate has not been suspended, revoked, surrendered or expired.

(c) "Registrant" means any certificate holder, permit holder or office registered under the provisions of the Act and the Rules and Regulations.

(d) "Practice of Public Accounting" or "practicing" means a certificate or permit holder providing any type of service listed in Chapter 3, Section 1(b)(i-xxi) or providing advice involving the use of accounting skills; any auditing, review, or compilation service; any management advisory service; or any tax or consulting service; any litigation support service, including but not limited to expert witness testimony; or the performance of on-site reviews required by W.S. 33-3-132 when the services are provided to individuals or organizations which are residents of or domiciled in the State of Wyoming and any part of the services are performed within the state.

(e) "Financial Statements" means statements and footnotes related thereto that undertake to present an actual or anticipated financial position as of a point in time, or results of operations, cash flow, or changes in financial position for a period of time, in conformity with generally accepted accounting principles or another comprehensive basis of accounting. The term does not include incidental financial data included in management advisory services reports

to support recommendations to a client, nor does it include tax returns and supporting schedules.

(f) "Report" when used with reference to financial statements means an opinion, report, or other form of language that states or implies assurance as to the reliability of any financial statement and that also includes or is accompanied by any statement or implication that the person or CPA firm issuing it has special knowledge or competence in accounting or auditing. Such a statement or implication of special knowledge or competence may arise from the use by the issuer of the report of names or titles indicating that the person or CPA firm is a certified public accountant or auditor, or from the use of language in the report itself. The term "report" includes any form of language which disclaims an opinion when such form of language is conventionally understood to imply any positive assurance as to the reliability of the financial statements referred to and/or special competence on the part of the person or CPA firm issuing such language; and it includes any other form of language that is conventionally understood to imply such assurance and/or other special knowledge or competence.

(g) "Enterprise" is any person or entity, whether organized for profit or not, for which a certificate holder provides public accounting services.

(h) "Client" is any person or organization which retains a certificate or permit holder to perform professional services.

(i) "Permit Holder" is a CPA firm pursuant to W.S. 33-3-118, W.S. 33-3-120, and Chapter 4 of the Rules and Regulations, which is in good standing.

(j) "Permit" or "Permit-to-Practice" is a permit to engage in the practice of public accounting as a certified public accounting firm issued by the Board under W.S. 33-3-118, W. S. 33-3-120, and Chapter 4 of the Rules and Regulations which is in good standing.

(k) "License" is used synonymously with the term "certificate" or "permit" as appropriate in the context of the rules.

(l) "Holder" is a person who has been awarded a CPA certificate by the Board for successful completion of the Uniform AICPA Examination under W.S. 33-3-109; under W. S. 33-3-115; by reciprocity under W.S. 33-3-116; or a CPA firm that has been issued a permit under W. S. 33-3-118, W. S. 33-3-120, and Chapter 4 of the Rules and Regulations.

(m) "Holding Out" means any action initiated by a certificate holder which states or implies he is skilled in the practice of accounting, or any action that informs others of the CPA status. Any action includes but is not limited to any oral or written representation to another regarding accounting skills or the CPA status, the use of the CPA designation on business cards or letterhead, the display of the certificate, or listing as a CPA in the local telephone directories.

(n) "Professional Services" are any services performed or offered to be performed by a certificate or permit holder in the practice of public accounting.

(o) "CPA Firm" is a partnership, limited liability partnership, limited liability company, flexible limited liability company, sole proprietorship, or any type of corporation engaged in the practice of public accounting.

(p) "Office" is any location established and maintained in Wyoming for the practice of public accounting which is advertised as an office of a certified public accountant in accordance with W. S. 33-3-119 or the form of notification used by designated certificate holders to report compilation services performed outside of registered firms.

(q) "Organization" is a corporation, partnership, limited liability company, sole proprietorship, association, business trust, estate, trust, two or more persons having a joint or common interest, or any other legal or commercial entity.

(r) "W.S." means the Wyoming Statutes in their most recently published form, including all amendments.

(s) Masculine/singular terms when used in these provisions shall also include the feminine/plural.

(t) "Peer Review" means a review under a practice monitoring program as approved by the Board such as the programs sponsored by the American Institute of Certified Public Accountants (AICPA).

(u) "Original Certificate" means the certificate issued to an individual as a result of passing the Uniform CPA examination as a Wyoming candidate and meeting the requirements as set forth in W. S. 33-3-109.

(v) "Reciprocal Certificate" means a certificate issued to an individual based on a certificate issued in another jurisdiction.

(w) "Commission" is a fee, received or paid by others, which is calculated as a percentage of the total sale or service.

(x) "Contingent Fee" is a fee established for the performance of any service pursuant to an arrangement in which no fee will be charged unless a specified finding or result is attained, or in which the amount of the fee is otherwise dependent upon the finding or result of such service. A fee may vary depending, for example, on the complexity of services rendered.

(y) "Referral Fee" is a fee paid in exchange for producing a purchase of goods or services.

(z) “Designated Certificate Holder (DCH)” is the Wyoming certificate holder responsible for registering the CPA firm and providing all CPA firm and office notifications required under W. S. 33-3-118, W. S. 33-3-119, as well as other notifications required by the Rules and Regulations.

(aa) “NASBA” means National Association of State Boards of Accountancy.

(bb) “Advertise” means the use of any written or graphic statement made in any manner which is used to advise, announce, apprise, command, give notice of, inform or make known that services are offered or available. It may include but is not limited to statements and representations made in a newspaper or other publication, radio or television ads, or the use of any other notice, handbill, sign, catalog, letter, electronic media, or printed document which indicates services are offered or available.

(cc) “PCAOB” means Public Company Accounting Oversight Board.

(dd) “Work papers” means the holders’ records of procedures applied, the tests performed, the information obtained, and the conclusions reached in attest services, tax, consulting, special report, or other engagements. Work papers include, but are not limited to, work programs used to perform professional services, analyses, memoranda, letters of confirmation and representation, checklists, copies or abstracts of company documents, and schedules of commentaries prepared or obtained by the holder. The forms include, but are not limited to, handwritten, typed, printed, word processed, photocopied, photographed, computerized data, or any other form of letters, words, pictures, sounds or symbols.

(ee) “Audit” means a professional service whereby the holder is engaged to examine financial statements, items, accounts, or elements of a financial statement, prepared by management, in order for an opinion to be expressed on financial statements, items, accounts, or elements as to whether the financial statements are presented in conformity with generally accepted accounting principles or other comprehensive basis of accounting.

(ff) “Review” means a professional service as defined in the Statements on Standards for Accounting and Review Services as set forth in Chapter 6, Section3(d).

(gg) “Compilation” means a professional service as defined in the Statements on Standards for Accounting and Review Services as set forth in Chapter 6, Section3(d).

(hh) “Agreed-Upon Procedure” means a professional service whereby a holder is engaged to issue a written finding that:

- (i) is based on specific procedures that the specified parties agree are sufficient for their purposes;
- (ii) are restricted to the specified parties; and
- (iii) do not provide an opinion or negative assurance.

Section 3. Chairman. The chairman of the Board shall preside at all meetings and shall perform such other duties as the Board may direct. In the absence of the chairman, the Secretary shall perform the duties of the chairman.

Section 4. Secretary. In addition to those duties imposed under W.S. 33-3-104, the secretary of the Board shall maintain a record of the transactions and business of the Board. The record shall include a record of any certificates and permits issued and of any fees paid.

Section 5. Meetings.

(a) The Board shall meet at least three times a year. Additional meetings and conference call meetings may be scheduled as determined by the Board. All meetings shall be scheduled and conducted in compliance with W. S. 16-4-401 et.seq.

(b) The Board shall elect annually from among its members a chair and a secretary. The officers shall assume the duties of their respective offices at the conclusion of the meeting at which they were elected. They shall serve a term of one year, but shall be eligible for reelection.

Section 6. Interpretations. The Board will periodically issue interpretations necessary for the implementation of the Act.

Section 7. Records Retention The Board shall comply with records retention schedules which were formally adopted on May 6, 2005.

Section 8. Language of Record. Examinations, applications, correspondence, and all other documents will be provided in the English language only. Requests for assistance with foreign language impediments will be considered on a case by case basis. If provided, any and all costs associated with usage exams, interpreters or other aids will be borne solely by the applicant.

Section 9. Change of Name, Address, or Employment.

(a) All certificate holders shall notify the Board of any changes in name, address, or employment within 60 days of the change.

(b) Any notification from the Board to the certificate or permit holder required or permitted under the Certified Public Accountants' Act shall be mailed to the last known name and address provided to the Board by the holder, and shall be deemed proper service on said holder.

Section 10. Change in Form, Ownership, Scope of Practice or CPA firm Name. The designated certificate holder shall notify the Board as may be applicable as follows:

- (a) within sixty (60) days of any changes in scope of services which affect the scheduling or timing of peer reviews;
- (b) within sixty (60) days of the termination or transfer of a sole proprietorship, the admission or withdrawal of a partner, shareholder, member, or non-certificate holder from any permitted CPA firm.
- (c) within sixty (60) days of the admission or withdrawal of any certificate holder acting in the capacity of a resident manager of any office;
- (d) within sixty (60) days of any CPA firm name change accompanied by applicable amended articles of incorporation or articles of organization.

Section 11. Applications.

- (a) All applications shall be reviewed and approved by the board's staff or a committee comprised of the board's staff and one board member.
- (b) If an application is denied, the reasons for denial shall be communicated to the applicant in writing. The applicant shall have the right of reconsideration based on submission of new information and/or an appearance before the Board with the opportunity to demonstrate to the Board that the applicable requirements are met. Any request for reconsideration shall be submitted within thirty (30) days of the denial decision.

Section 12. Fees. Fees paid during the course of the current calendar year may be applied to fees due.

(a) Certificate Fees:

(i)	Wall Document:	\$ 25.00
(ii)	Active Status:	\$210.00
(iii)	Inactive Status:	\$105.00
(iv)	Paper Active Renewal:	\$210.00
(v)	Electronic Active Renewal:	\$200.00
(vi)	Paper Inactive Renewal:	\$105.00
(vii)	Electronic Inactive Renewal:	\$100.00
(viii)	Retired Status (one-time):	\$ 50.00
(ix)	Reinstate:	\$450.00
(x)	Activate - Active Status:	\$310.00
(xi)	1 st Active Late Fee (11-1) :	\$ 50.00 (Postmark)
(xii)	2 nd Active Late Fee (12-31):	\$100.00 (Receipt)
(xiii)	Inactive Late Fee (12-31):	\$ 25.00 (Postmark)

(b) Permit Fees:

(i)	Firm Permit - Partnership, Corporation, Limited Liability Company, Sole Proprietor with one or more CPA employers:	\$210.00
(ii)	Firm Permit - Sole Proprietorship with no CPA employees:	\$ 0
(iii)	Office/Peer Review Registration:	\$ 0
(iv)	Paper Renewal:	\$210.00
(v)	Electronic Renewal:	\$200.00
(vi)	1 st Late Fee (11-1):	\$ 50.00 (Postmark)
(vii)	2 nd Late Fee (12/31):	\$100.00 (Receipt)

(c) The following fees may be assessed for the costs and services required to provide copies or printouts of public records:

- (i) name and address rosters (printed or electronic ; annual register) - \$50;
- (ii) photocopies - \$.10 each;
- (iii) applicable postage charges;
- (iv) applicable hourly pay rate for staff time involved to produce printouts or copies; and
- (v) costs of computer disks, document mailers, envelopes and other supplies as applicable.

(d) Refunds.

- (i) All refunds shall be subject to a \$25 processing fee;
- (ii) After the \$25 fee has been assessed, the minimum allowable refund shall be \$5.00.

(e) Other Fees:

(i)	NSF Fee:	\$ 25.00
(ii)	Credit Card Chargeback:	\$ 25.00
(iii)	Duplicate/Reprinted Certificate:	\$ 15.00
(iv)	1 st Certified Notice Fee:	\$ 50.00
(v)	2 nd Certified Notice Fee:	\$ 90.00

CHAPTER 2 EXAMINATION

Section 1. Applications for Examination.

(a) Applicants shall furnish all information required by the application form and other information, including proof of identity, as required by the Board. Each application, when

filed, shall be accompanied by a non-refundable application fee, as determined by Section 3(d) of this Chapter payable to the Wyoming Board of Certified Public Accountants. Forms may be obtained from the Board's office located in Cheyenne, Wyoming or may be downloaded from the Board's web site.

(b) The Board will forward notification of eligibility in the form of an Authorization to Test (ATT) for the computer-based examination to the candidate and NASBA's National Candidate Database. Upon receipt of the ATT from the Board, the candidate shall:

(i) contact NASBA to obtain a Notice to Schedule (NTS) the examination,
and

(ii) forward all applicable examination fees required by Section 3(d) to
NASBA.

(c) The ATT will expire six (6) months from the date of the NTS, when the candidate tests for a particular section, or six (6) months from the date the application was filed if an NTS is not issued. Once the ATT has expired, all fees, including examination fees, are forfeited and the candidate must reapply to the Board.

(d) Eligible candidates who have received an NTS shall independently contact a test center identified by the Board or NASBA to schedule the time and place for the examination at an approved test site.

(e) A candidate who fails to appear for a scheduled section of the examination shall forfeit the application fee paid to the Board and the applicable examination fees paid to NASBA.

(f) The Board reserves the right to deny the application of any individual for any of the following reasons:

(i) failure to furnish all information required under this chapter;

(ii) conviction of a felony under the laws of Wyoming or any other state or the
United States;

(iii) conviction of any crime, an element of which is dishonesty or fraud, under
the laws of Wyoming or any state or of the United States;

(iv) falsification of information required by the application process; or

(v) a finding of cheating on the CPA examination as set forth in Section 3(e)
of this Chapter or as issued by any United States Board of Accountancy.

(g) Applicants shall complete the Uniform CPA Examination Statistical Questionnaire. The board will not release examination scores (grades) until the questionnaire has been completed.

Section 2. Education Requirements

(a) Initial and transfer applicants shall furnish evidence of completion of one of the following education requirements:

(i) An applicant who qualifies under W. S. 33-3-109(a)(v)(A) shall have completed a minimum of twenty-four (24) semester hours in accounting courses covering the subjects of financial accounting, auditing, taxation, and management accounting or business law may be included in the twenty-four (24) semester hour requirement.

(ii) An applicant who qualifies under W. S. 33-3-109 (a)(v)(C) shall have completed at least 24 semester hours of upper division or graduate level accounting courses covering the subjects of financial accounting, auditing, taxation, and management accounting and at least 24 semester hours of business courses (other than accounting) at the undergraduate or graduate level.

(b) The official transcript which evidences compliance with the requirements set forth in sub-section (a) shall be forwarded to the Board's office directly from the college or university which is accredited by one of the following accrediting associations.

- (i) New England Association of Schools and Colleges;
- (ii) Middle States Association of Colleges and Secondary Schools;
- (iii) North Central Association of Colleges and Schools;
- (iv) Northwest Commission on Colleges & Universities;
- (v) Southern Association of Colleges and Schools;
- (vi) Western Association of Schools and Colleges; or
- (vii) Association to Advance Collegiate Schools of Business (AACSB).

(c) credit earned through life experience as a result of passage of the Uniform CPA Examination shall not qualify towards meeting any of these course requirements.

(d) transcripts which document a graduate degree with a concentration in accounting from a program that is accredited in accounting by the AACSB shall be deemed equivalent to the requirements outlined in sub-section (a)(ii) of this section.

(e) One quarter (1/4) unit or hour is equivalent to two-thirds (2/3) of a semester unit or hour.

(f) All candidates qualifying under W. S. 33-3-111 are required to submit an official copy of the final transcript showing the degree and date awarded. Education requirements shall be met before the candidate is authorized to re-test or before the certificate will be issued.

(g) Candidates qualifying based on a degree earned in a foreign country shall submit transcripts to a foreign accountants credentials service acceptable to the Board for evaluation. That evaluation shall verify that the degree awarded was transferable to an institution of higher education in the United States and verify that the accounting courses are equivalent to those taken to qualify as a candidate in the United States.

Section 3. Examinations - Certified Public Accountant.

(a) The Board shall use the Uniform AICPA Examination and advisory grading service.

(b) The candidate shall receive a passing grade in each of the four (4) examination sections before a certificate will be issued. A passing grade shall be seventy-five (75).

(c) (i) A candidate may take test sections individually and in any order. Credit for any test section(s) passed shall be valid for eighteen (18) months from the actual date the candidate took the test section. A candidate must pass all four test sections within a rolling eighteen month period which begins on the date the first passed test section was taken. A candidate may take any section of the examination up to four times during a one-year period but cannot retake any failed test section in any one three month testing period. In the event all four test sections are not passed in the rolling eighteen (18) month period, credit for any test section passed outside the eighteen (18) month period will expire and that test section must be retaken. The eighteen (18) month period may be extended by the Board at its discretion upon a showing by the candidate of the existence of conditions beyond control.

(ii) Transfer credit shall be granted to a candidate for satisfactory completion of any section of the Uniform CPA Examination given by the licensing authority in any jurisdiction, provided the requirements as outlined in W. S. 33-3-109 and Sections 2 and 3 of this Chapter have been met.

(d) Fees: Each candidate shall pay an initial application fee not to exceed \$100 or a re-examination fee not to exceed \$40 and the actual examination fees charged by the AICPA, NASBA, and Prometric (test delivery service provider). Total fees shall not exceed \$1000. All transfer candidates who qualify pursuant to subsection (c) (ii) above and all re-exam candidates who last applied to qualify for the 11/97 examination shall pay initial application fees. An

application fee will be assessed for each application regardless of the number of examination sections applied for on each application.

(e) Cheating by a candidate in applying for, taking, or subsequent to the examination will be deemed to invalidate any grade otherwise earned by a candidate on any test section of the examination, may require the candidate be re-located, or may warrant summary expulsion from the test site and disqualification from taking the examination for a specified period of time. For purposes of this rule, the following actions or attempted activities, among others, may be considered cheating:

(i) Falsifying or misrepresenting educational credentials or other information required for admission to the examination;

(ii) Communication between candidates or others inside or outside the test site while the examination is in progress;

(iii) Copying another candidate's answers while the examination is in progress;

(iv) Impersonating a candidate or having an impersonator take the test;

(v) Reference to crib sheets, textbooks or other materials or electronic media (other than provided to the candidate as part of the examination) inside or outside the test site while the examination is in progress;

(vi) Selling, buying, distributing or receiving any portion of a future or current examination;

(vii) Violation of the non-disclosure prohibitions of the examination or aiding or abetting in doing so;

(viii) Failure to follow examination procedures or instructions; or

(ix) Retaking or attempting to retake a test section by an individual holding a valid certificate or by a candidate who has unexpired credit for having passed the same test section, unless the individual has been directed to retake a test section pursuant to Board order or unless the Board has expressly authorized the individual to retake the test section.

(f) In any case where the Board believes it has evidence a candidate has cheated on the examination, including those cases where the candidate has been expelled from the examination, the Board shall conduct an investigation and may conduct a hearing consistent with the Administrative Procedure Act following the examination session. Upon implementation of the computer-based examination, the Board may notify NASBA, the AICPA, and the test center

of the circumstances. In any case where a candidate is barred from taking the examination in the future, the Board will provide information regarding the Board's findings and actions taken to any other Board of Accountancy to which the candidate may apply.

(g) The Board will allow a Wyoming candidate the privilege to review the grades earned on his/her CPA examination within sixty (60) days after the release of the grades in question.

Section 4. Special Provisions. The Board recognizes its responsibility to accommodate the identified needs of qualified individuals with disabilities by making reasonable modifications or providing auxiliary aids or services. This does not mean that all requests for accommodation, auxiliary aids, or services will be granted, or that the candidate will receive the particular accommodations or services sought. The Board is not required to grant the request if doing so would fundamentally alter the measurement of skills or knowledge the examination is intended to test, or would create undue financial or administrative burden.

The Board will evaluate requests for reasonable accommodations for disabled candidates who, because of special circumstances, believe they will need additional time to complete the examination and/or special accommodations for the taking of the examination on an individual basis.

A disability is defined as having a physical or mental impairment that substantially limits one or more of the major life activities of an individual; having a record of such an impairment; or being regarded as having such an impairment. Mental impairment includes any mental or psychological disorder such as organic brain syndrome, emotional or mental illness and specific learning disabilities.

A learning disability is defined as individual evidence of significant learning difficulties which substantially affect or limit one or more major life activities, and which are not primarily due to cultural, emotional, or motivational factors. The term does not include learning problems which are primarily the result of visual, hearing, or motor disabilities, mental retardation, emotional disturbance, or of environmental, cultural, or economic disadvantage. The individual must demonstrate at least overall intellectual functioning as measured by general cognitive ability tests and show evidence of significant impairment in one or more of the following areas of intellectual functioning and information processing: attention and concentration; efficiency and speed of information processing; reception (perception and verbal comprehension); memory (ability for new learning); cognitive thinking; and expression. Significant impairment is generally determined by a discrepancy of 1.5 standard deviations, or more, between the individual's intellectual functioning, as measured by general cognitive ability tests as outlined in the List of Most Commonly Used Reliable Standardized Psychometric Tests as adopted by the Board and actual performance on reliable standardized measures of attention and concentration, memory, language reception and expression, cognition, as well as academic areas of reading, spelling, writing and mathematics.

(a) To request special accommodations, a candidate shall submit a written request for specific accommodations with the application. The Board may confer with consultants on the appropriateness of the request, or may request the candidate submit a second opinion. The candidate shall supply the following materials for the Board's evaluation. All materials are to be signed, original statements and shall be kept confidential to the extent provided by law. Photocopies will not be accepted:

- (i) identification of the type of disability (physical, mental, learning)
- (ii) professional verification of the disability by a qualified evaluator
 - (A) credential requirements of the evaluator

(I) For physical or mental disabilities the evaluator must be a licensed physician or licensed psychologist with special expertise in the area of the disability. If some one else who does not fit this criteria completes the evaluation, the Board may require another evaluation by a professional of their choosing, and the request may be delayed.

(II) In the case of learning disabilities, a qualified evaluator must have sufficient experience to be considered qualified to evaluate the existence of proposed accommodations needed for the specific learning disabilities. The evaluator must be either a licensed psychologist or licensed physician who possesses a minimum of three years experience working with adults with learning disabilities or another professional who possesses a master's or doctorate degree in special education or educational psychology from a regionally accredited institution. The professional's training must include at least three years of equivalent training and experience in all of the following areas: a) assessing intellectual ability level and interpreting tests of such ability; b) screening for cultural, emotional and motivational factors; c) assessing achievement level; and d) administering tests to measure attention and concentration, memory, language reception and expression, cognition, reading spelling, writing and mathematics.

(B) Professional verification of the disability must include:

- (I) The nature and extent of the disability;
- (II) the test(s) performed to diagnose the disability (if applicable);
- (III) the effect of the disability on the candidate's ability to perform under standard testing conditions;
- (IV) the recommended accommodation and how it relates to the candidates disability, given the format of the examination;

(V) the professional's name, title, telephone number, professional license or certification number, education credential, and his/her original signature; and

(VI) a description of the professional's educational experience which qualifies him/her to make the determination.

(iii) an outline of accommodations or auxiliary aids needed; and

(iv) a history of prior accommodations made in relation to the currently identified disability.

(v) The Board shall respond to all requests detailing what accommodations will be provided. The candidate shall sign and return this letter to the Board indicating the candidate's acceptance of the specified accommodations.

(vi) No changes in any special accommodations granted may be made unless further documentation is presented that proves that there has been a change in the condition of the candidate. The Board may request confirmation of the original diagnosis every two (2) years.

(vii) The candidate shall pay for the statements submitted to the Board. The Board's consultants and any second opinions shall be paid by the Board.

(b) Appeal from Denial of Request

(i) A candidate whose request for accommodation, auxiliary aids, or services is denied in whole or in part will be provided with the reasons, and may appeal the denial in accordance with these procedures.

(ii) If the denial is based on the rejection of the professional's opinion supporting the request, the Board must support such rejection with evidence from another expert whom it has consulted in evaluating the candidate's request. The candidate will be provided with the general opinion of the Board's expert, including the basis for the opinion. A candidate's appeal of a decision denying his/her request shall be in the form of a signed or otherwise verified request, including the following: candidate's name, date of request, the appeal itself, and facts in support of the appeal. The appeal must be accompanied by documentation not previously provided which the candidate wishes the Board to consider in its decision. The appeal must be postmarked no later than seven (7) days after the candidate receives notification of the denial. The Board reserves the right to request further evidence on the necessity of the accommodation, in such cases the Board will assume responsibility for any expenses incurred in obtaining this information.

Section 5. Security and Irregularities. Notwithstanding any other provisions under

these rules, the Board may postpone scheduled examinations, the release of grades, or the issuance of certificates due to a breach of examination security; unauthorized acquisition or disclosure of the contents of an examination; suspected or actual negligence, errors, omissions, or irregularities in conducting an examination; or for any other reasonable cause or unforeseen circumstance.

Section 6. Board Authority. The board, at its discretion, may suspend the examination requirements imposed by this Chapter for undue hardship, the existence of conditions beyond a candidate's control, or other good cause shown.

CHAPTER 3 CERTIFICATES

Section 1. Original Certificates . A certificate as a CPA may be issued to any person who has successfully completed all sections of the Uniform AICPA Examination and who has met the requirements of W.S. 33-3-109(a)(i) - (v) and the Rules and Regulations. All certificate holders who are engaged in the practice of public accounting in Wyoming as defined in W. S. 33-3-109(c) and Chapter 1, Section 2(d) of the Rules and Regulations are deemed to be in active practice and shall maintain the certificate on active status.

(a) Experience.

(i) The applicant for a certificate as a certified public accountant (CPA) qualifying under W. S. 33-3-109 (a)(v)(A) and (B) is required to demonstrate four (4) years of experience earned in the last ten (10) years preceding the application date which must be verified by a Certified Public Accountant who was active at the time the experience was earned.

(ii) The applicant for a certificate as a certified public accountant (CPA) qualifying under W. S. 33-3-109 (a)(v)(C) and (D) is required to demonstrate one (1) year of experience earned in the five (5) years preceding the application date which must be verified by a Certified Public Accountant who was active at the time the experience was earned.

(iii) The term "year" means a minimum of two thousand (2000) working hours per year. Part-time experience may be considered at a rate of each hour worked up to a maximum of eight (8) hours within any twenty-four (24) hour period.

(b) Equivalent experience. The Board may consider equivalent experience not verified by an active Certified Public Accountant. Documentation verifying equivalent experience must specify the job title, employment period, provide a detailed description of the duties, and be affirmed by an appropriate supervisor or official. This experience may include but is not limited to the following:

- (i) Financial statement preparation;
- (ii) Financial statement consolidation;
- (iii) Trial balance/general ledger/fixed asset;
- (iv) Audit support;
- (v) Software conversion/installation of financial systems;
- (vi) Account reconciliation;
- (vii) Expense account analysis;
- (viii) Tax payments and returns;
- (ix) Payroll management;
- (x) Budget preparation, operating and capital;
- (xi) Product costing;
- (xii) Developing or testing internal controls;
- (xiii) Capital budgeting support;
- (xiv) Analysis of financial statements or budgets;
- (xv) Analysis of information flows and accounting processes;
- (xvi) Research of accounting literature or tax codes;
- (xvii) Conducting internal audits;
- (xviii) Preparation of journal entries;
- (xix) Income tax preparation, projections, or advice;
- (xx) Financial consulting;
- (xxi) Educational instruction in any discipline covered by the CPA examination (academia); or

(xxii) Representative work samples of professional services provided.

Applicants must submit representative samples of tax work or the highest level of financial statements issued. Financial statements must be prepared in compliance with the AICPA's standards.

(c) The Board may consider experience gained by applicants under (a)(i) when the experience was gained more than ten (10) years prior to the application date. Any request to utilize this experience must be accompanied by documentation which evidences the applicant has completed the continuing professional education requirements as outlined in Chapter 5 within three years preceding the application date or during another time period acceptable to the Board.

(d) The Board may consider experience gained by applicants under (a)(ii) when the experience was gained more than five (5) years prior to the application date. Any request to utilize this experience must be accompanied by documentation which evidences the applicant has completed the continuing professional education requirements as outlined in Chapter 5 within three years preceding the application date or during another time period acceptable to the Board.

(e) Original certificate applicants shall document that an approved professional ethics examination has been completed at the time of application.

(f) Transfer credit shall be granted to an original certificate applicant if he shows satisfactory completion of all sections of the Uniform CPA Examination given by the licensing authority in any jurisdiction, provided the requirements as outlined in W. S. 33-3-109 and Section 1 of this Chapter have been met.

Section 2. Reciprocal Certificates. Certified public accountants of other states or foreign countries practicing in Wyoming shall obtain an active Wyoming certificate before furnishing services to organizations or individuals which are domiciled in or are residents of Wyoming when any part of the services are performed within Wyoming.

(a) Duly qualified persons may be certified on under W.S. 33-3-116. They shall submit applications, proof of qualifications, applicable fees (fees are not prorated) and other information as follows:

(i) A person holding an active CPA certificate issued by any US state or jurisdiction for four (4) of the last ten (10) years shall be deemed to have met requirements substantially equivalent to Wyoming's requirements and shall be required to demonstrate applicable certificates held are in good standing or have not been otherwise disciplined for cause.

(ii) A person holding an active CPA certificate issued by a state or jurisdiction deemed substantially equivalent to the Uniform Accountancy Act as a one-tier licensing state by

the NASBA National Qualification Appraisal Service shall be deemed to have met requirements substantially equivalent to Wyoming's requirements and shall be required to demonstrate applicable certificates held are in good standing or have not been otherwise disciplined for cause.

(iii) A person holding an individual permit issued by a state or jurisdiction deemed substantially equivalent to the Uniform Accountancy Act as a two-tier licensing state by the NASBA National Qualification Appraisal Service shall be deemed to have met requirements substantially equivalent to Wyoming's requirements and shall be required to demonstrate applicable certificates held are in good standing or have not been otherwise disciplined for cause.

(iv) A person holding an inactive or retired CPA certificate, or a person holding a CPA certificate in a state or jurisdiction not deemed substantially equivalent to the Uniform Accountancy Act by the NASBA National Qualification Appraisal Service shall either submit documents to demonstrate the individual qualifications have been determined by NASBA to be substantially equivalent or shall meet the requirements as set forth in Section 1 of this Chapter. An applicant applying under this provision must provide an official transcript which evidences compliance with the educational requirements imposed by W.S. 33-3-109.

(v) A person holding a certificate in another state who qualifies under (i) through (iv) above and who does not intend to render professional services in Wyoming, may submit an application to obtain a reciprocal certificate on inactive status.

(vi) The Board may consider the qualifications of applicants when the certificates have not been held on an active status within the last ten (10) years prior to the application date. Applications submitted by these applicants must be accompanied by documentation which evidences the applicant has completed the continuing professional education requirements within three years preceding the application date or during another time period acceptable to the Board.

(b) Foreign Reciprocity

(i) A person holding a credential from a foreign country comparable to the CPA certificate is required to meet all qualifications for certificates provided in W. S. 33-3-116.

(ii) The Board shall waive the Uniform AICPA CPA examination and issue a certificate to a foreign accountant who has completed an examination comparable to the Uniform CPA Examination administered by a foreign authority evaluated by NASBA's International Qualifications Appraisal Board (IQAB) with requirements determined to be substantially equivalent to the requirements for a Certified Public Accountant.

(A) A person applying under this sub-section shall pass the AICPA

International Uniform Certified Public Accountant Qualification Examination (IQEX) with a minimum score of seventy-five (75).

(B) An applicant shall provide evidence of satisfactory completion of the comparable examination administered by the foreign authority.

(C) A person applying under this sub-section shall provide certification from an appropriate foreign authority that no designation awarded has expired, been revoked, suspended, or is under investigation and is in good standing.

(D) Fees for the application shall be submitted by money order or a properly encoded draft drawn on a United States Bank in US funds.

Section 3. Inactive Status.

(a) A certificate holder who has not lost the right to active status, who annually certifies he is not actively engaged in the practice of public accounting in Wyoming as defined in W. S. 33-109 (c) and Chapter 1, Section 2(d), and who does not qualify for retired status, shall maintain the certificate on inactive status.

(b) An active certificate holder who is not actively engaged in the practice of accounting in Wyoming shall place the certificate on inactive status by submitting a written request to the Board. The request may be submitted when the holder no longer provides services or with the annual renewal application. The written request shall certify the holder is not actively engaged in the practice of accounting in Wyoming and provide the following information:

- (i) Place of employment;
- (ii) Name of supervisor or manager, if applicable;
- (iii) Occupational information regarding services provided in Wyoming or job duties ; and
- (iv) Rationale for the request to place the certificate on inactive status.

(c) A certificate holder who maintains the certificate on inactive status may assume or use the title "Certified Public Accountant, Inactive" or "CPA, Inactive" if:

- (i) The assumption or use of the designation is not incident to the practice of public accounting as defined in Chapter 1, Section 2(d) of the Rules and Regulations; and
- (ii) The certificate has not been revoked or suspended by any jurisdiction for any reason except non-payment of fees; and

(iii) The certificate holder pays an annual fee as set forth in Chapter 1, Section 12.

(d) A person who maintains the certificate on an inactive status shall not be subject to the continuing education requirements.

(e) An inactive certificate holder who has previously held active status may activate the certificate by providing:

(i) documentation which evidences compliance with the continuing professional education requirements set forth in Chapter 5 of the Rules and Regulations; and

(ii) additional fees to maintain active status.

(f) A person who maintains the certificate on inactive status and begins to provide services as defined in Chapter 1, Section 12 shall submit a complete application to activate the certificate as set forth in subsection (e) above no later than thirty (30) days of the date he began to provide services.

Section 4. Retired Status.

(a) The Board may waive the requirement that certificate holders maintain active or inactive status and allow a holder to retire the certificate and continue to assume or use the title "Certified Public Accountant, Retired" or "CPA, Retired" if:

(i) The holder is not actively engaged in the practice of public accounting in Wyoming as defined Chapter 1, Section 2(d) of the Rules and Regulations;

(ii) The assumption or use of the designation is not incident to the practice of public accounting as defined in Chapter 1, Section 2(d) of the Rules and Regulations; and

(iii) The certificate has not been revoked or suspended by any jurisdiction for any reason except non-payment of fees; and

(iv) The certificate holder has reached age 55 or is disabled; and

(b) A retired certificate holder who has previously held active status may activate the certificate by providing:

(i) documentation which evidences compliance with the continuing professional education requirements set forth in Chapter 5 of the Rules and Regulations; and

(ii) fees to maintain active status.

(c) A person who maintains the certificate on retired status and begins to provide services as defined in Chapter 1, Section 12 shall submit a complete application to activate the certificate as set forth in subsection (b) above no later than thirty (30) days of the date he began to provide services

Section 5. Renewal.

(a) All active and inactive certificates expire December 31 of each calendar year. Renewal notifications shall be mailed to all certificate holders no later than October 1 of each calendar year. Applicants shall provide all information required by the board. Incomplete paper renewal applications shall be returned to the applicant.

(b) Active Status: Paper renewal applications of active certificates shall be postmarked or received by the Board's office no later than November 1 of each calendar year and shall include the following:

(i) Resident certificate holders and non-resident certificate holders who do not meet continuing education requirements in another United States jurisdiction shall comply with Wyoming's continuing education requirements by providing a listing of courses completed or proposed in the current calendar year.

(ii) Designated certificate holders as defined in Chapter 1, Section 2(z) must submit the application to renew the CPA firm permit or office registration in conjunction with the individual renewal application; and

(iii) Applicable fees as set forth in Chapter 1, Section 12, to include all late and notice fees, to renew the certificate and CPA firm permit as applicable.

(c) Inactive Status: Certificate holders who maintain the certificate on an inactive status shall annually renew the certificate by complying with the provisions of Section 3 of this chapter no later than December 31 of each calendar year.

(i) Certificate holders who submit renewal applications postmarked after December 31 or who attempt to renew an expired inactive certificate at any time after the expiration shall pay the annual inactive fee plus the late and notice fees as set forth in Chapter 1, Section 12.

(d) Individual certificate holders shall be responsible for the truth and accuracy of all renewal information submitted regardless of the media utilized to effect the renewal.

(e) Expired/Surrendered Certificates.

(i) Certificate holders who perform accounting services in Wyoming may not

allow the certificate to expire. Certificate holders who have been issued wall documents, who perform accounting services, and who do not renew the certificate must surrender the wall document or submit an affidavit of lost certificate to the Board's office.

(ii) Expired or surrendered certificates may be activated upon application, payment of fees as set forth in Chapter 1, Section 12, and compliance with other applicable requirements.

Section 6. Reporting Convictions, Judgements, and Disciplinary Actions

(a) Each certificate holder and each CPA firm's designated certificate holder, on a form and in the manner prescribed by the Board, shall disclose information specified in subsections (d) (e) and (f) of this section. Disclosure shall be required upon initial application for an individual certificate or CPA firm permit. Once licensed, disclosure shall be required within thirty (30) days of the imposition of discipline or judgement or with the renewal of the certificate or permit. Actions previously reported do not need to be re-reported upon renewal.

(b) All information or documents disclosed or provided pursuant to the requirements of this section shall be maintained in an investigative file pursuant to Chapter 7, Section 20(c)(ii).

(c) Disclosure shall include but is not limited to the following:

- (i) the name of the court or regulatory/administrative entity involved;
- (ii) the case number;
- (iii) the names of the parties involved;
- (iv) the type of reportable event; and
- (v) a summary of the reportable events.

(d) Any conviction or finding of guilt, or plea of nolo contendere to:

- (i) A felony;
- (ii) any crime an element of which is dishonesty or fraud; or
- (iii) the denial, cancellation, revocation, suspension or refusal to renew the authority to practice as a certified public accountant by any state, federal agency, or foreign authority, for any cause other than failure to pay a fee.

(e) Imposition of a censure, reprimand, sanction, probation, civil penalty, fine,

consent decree or order, by any state board of accountancy, the Securities Exchange Commission, Public Company Accounting Oversight Board, Internal Revenue Service, or foreign regulatory body that regulates the practice of accountancy.

(f) Any fully adjudicated judgement or settlement in a civil suit or arbitration proceeding entered after July 1, 2005, totaling more than \$150,000, and based upon an allegation of dishonesty, fraud, or gross negligence in the practice of accounting, or any action that would constitute a violation of the rules of professional conduct promulgated by the Board. Notification under this section shall apply only to actions directly involving a certificate or permit holder's practice of accounting in Wyoming.

Section 7. Transition

(a) A certificate holder who holds an individual permit-to-practice prior to July 1, 2005, shall be automatically transitioned to active status effective July 1, 2005.

(b) A certificate holder who resides in Wyoming and holds a certificate on inactive status prior to July 1, 2005, shall be automatically transitioned to active status effective July 1, 2005.

(i) A certificate holder who does not provide accounting services as defined in W. S. 33-3-109(c) and Chapter 1, Section 2(d) of the Rules and Regulations shall request the certificate be placed on inactive status. This request shall be submitted to the Board no later than September 1, 2005 on forms prescribed by the Board and shall provide the following information:

- (A) Place of employment;
- (B) Name of supervisor or manager, if applicable;
- (C) Occupational information regarding services provided in Wyoming or job duties ; and
- (D) Rationale for the request to place the certificate on inactive status.

(ii) Based on the information provided subsection (i) above, the Board will determine if the certificate should be maintained on active, inactive, or retired status.

(c) A certificate holder who does not reside in Wyoming and holds a certificate on inactive status prior to July 1, 2005, shall remain on inactive status but shall comply with Section 5(c) and (d) of this chapter.

(d) If the certificate holder transitioned from inactive status to active status is not subject to any investigation or disciplinary action, he may surrender the certificate in lieu of complying with the transition provisions of W. S. 33-3-115 and the Rules and Regulations.

Section 8. Exemptions. Exemptions are available to applicants who are not otherwise required to maintain the certificate on active or inactive status by another provision of the act or rules.

(a) A certificate holder may request, on forms provided by the Board, that the Board waive the requirement to maintain the certificate on active, inactive, or retired status based on the following criteria:

(i) applicant is an attorney duly licensed in Wyoming who does not perform attest or compilation services and who does not reference or use the CPA designation in any manner;

(ii) applicant is licensed by another Wyoming professional regulatory agency, does not perform attest or compilation services, and does not reference or use the CPA designation in any manner;

(iii) applicant performs volunteer services as approved by the Board on a case by case basis; or

(iv) for cases of individual hardship or other good cause as determined by the Board.

CHAPTER 4 PERMITS

Section 1.

(a) All certificate holders who perform attest services shall register a CPA firm through a designated certificate holder and obtain a permit. Any organization that uses the CPA designation or is owned by a majority of CPAs and provide services as defined in Chapter 1, Section 2(d) shall obtain a permits prior to rendering professional services to individuals or organizations which are domiciled in or are residents of the state of Wyoming when any part of the services are performed within the state.

(b) All certificate holders who perform compilation services outside of a permitted firm and are otherwise not required to obtain a firm permit shall register through a designated certificate holder for peer review purposes.

(c) The practice of public accounting as a CPA firm in Wyoming is permitted in compliance with W.S. 33-3-118, W. S. 33-3-120, and the Rules and Regulations.

(d) CPA firms shall meet permit registration requirements as follows:

(i) Any corporation making application for registration to carry on the practice of public accounting within the state of Wyoming must file a certified copy of the articles of incorporation at the time such application is filed and subsequent amendments thereto in accordance with Chapter 1 of the Rules and Regulations.

(A) The practice of public accounting in Wyoming is permitted in the professional corporation form in compliance with the additional requirements of W.S. 17-3-101 through 104 specifically but not limited to the requirement of W.S. 17-3-101 that all owners of capital stock be licensed or permitted under Wyoming law and the requirements of W.S. 17-3-103 with respect to corporate name.

(ii) Any limited liability company making application to carry on the practice of public accounting within the state of Wyoming must file a certified copy of the articles of organization at the time such application is filed and subsequent amendments thereto in accordance with Chapter 1 of the Rules and Regulations.

(e) CPA firms of other states must license all certificate holders actually present in Wyoming for the purposes of performing professional services as required under Chapter 3, Section 2.

(f) Application to register shall be made on forms provided by the Board and upon the affidavit of a designated certificate holder who holds an active Wyoming certificate and is responsible for the CPA firm or peer review in the State of Wyoming. All notifications required under this act and the Rules and Regulations shall be the responsibility of this designated certificate holder.

Section 2. Registration of Offices. Designated certificate holders shall register all CPA offices located in Wyoming. The registration of CPA offices located in Wyoming will be effected by submitting to the Board's office, on forms provided by the Board, the following information:

(a) Office name;

(b) Office location;

(c) Phone number;

(d) Name of resident manager; resident manager must be an active Wyoming certificate holder who sustains a regular, continuous, and substantial participation in the professional services performed at the office location.

Section 3. Renewal.

(a) All CPA firm permits, peer review registrations, and office registrations expire December 31 of each calendar year. Renewal notifications shall be mailed to designated certificate holders no later than October 1 of each calendar year.

(b) The designated certificate holder shall submit an application for renewal which shall be postmarked or received in the Board office no later than November 1 of each calendar year and be accompanied by the following:

- (i) his complete individual certificate renewal;
- (ii) copies of applicable amended articles of incorporation or articles of organization; and
- (iii) applicable fees, to include late and notice fees assessed to active certificate holders as outlined in Chapter 1, Section 12.

Section 4. Non-certificate Holders. CPA firms whose ownership includes non-certificate holders shall provide a listing of the names of all certificate and non-certificate holder owners at initial registration. This listing shall document compliance with subsection (ii) of this section.

- (i) subsequent changes must be reported within sixty (60) days;
- (ii) if the withdrawal of a certificate holder results in the CPA firm's ownership being controlled by more than 49% of non-certificate holders, the CPA firm shall take corrective action within sixty (60) days to ensure the CPA firm complies with W. S. 33-3-118(b)(x).

CHAPTER 5 CONTINUING PROFESSIONAL EDUCATION

Section 1. General Requirements

(a) A program qualifies as acceptable continuing education if it is a formal program of learning which contributes directly to the professional competence of a certificate holder in the practice of accounting or is directly related to the holder's field of business and verification of attendance or completion can be provided by a third party.

(b) A program contributes to professional competence if it maintains or improves the certificate holder's current professional knowledge. Selection of the appropriate courses will be

at the discretion of the certificate holder and may be selected from any of the following fields of study:

(i) at least 66% (80 of the 120 credit requirement or 40 of the 60 credit requirement) of the credits shall be earned in fields of study that directly relate to a holder's field of business in the following Code A areas:

- (A) Accounting & Auditing;
- (B) Business Law;
- (C) Administrative Practice;
- (D) Regulatory Ethics;
- (E) Business Management & Organization;
- (F) Finance (Financial Planning);
- (G) Management Advisory Services ;
- (H) Marketing;
- (I) Economics;
- (J) Specialized knowledge and application;
- (K) Statistics;
- (L) Taxes; or
- (M) Computer Science or software applications.

(ii) The balance of credits may be earned in the following Code B fields of study:

- (A) Behavioral Ethics;
- (B) Communications;
- (C) Personal Development;
- (D) Personnel/Human Resources; or
- (E) Other fields of study may be acceptable if the licensee can

demonstrate the course does not qualify under an identified field but does contribute to professional competence.

(c) Programs must be conducted in compliance with the Program Requirements and Program Standards as outlined in Section 3 of this Chapter. If called upon to do so by the Board, certificate holders must be prepared to demonstrate that providers/sponsors have complied with the Program Standards.

(d) Certificate holders are required to comply with the CPE requirements in the three (3) full calendar years immediately preceding the renewal year as set forth below:

Rolling CPE Requirements			
Renewal Year	First Calendar Year	Second Calendar Year	Third Calendar Year

Rolling CPE Requirements			
First Renewal	0		
Second Renewal	60 credits in this two year period		
Thereafter	120 credits in this three year period		

(i) With the exception of the requirement stipulated in sub-section (iv)(A) below, certificate holders renewing the initial active certificate are excepted from the continuing professional education requirements;

(ii) To renew an active certificate for the second time, one must complete 60 credits in the two calendar years immediately preceding the renewal year;

(iii) To renew an active certificate thereafter, one must complete 120 credits in the three calendar years immediately preceding the renewal year.

(iv) All resident certificate holders are required to complete, as scheduled by the Board and at least once every three year continuing education period, a continuing education course in ethics (minimum ~~two~~ four credits in length), approved by the Board. To qualify for credit, the course must include such topics as ethical reasoning, Wyoming statutes and rules, and standards of professional conduct including those of other applicable regulatory bodies.

(A) Residents who obtain initial certificates shall complete an approved ethics course within six (6) months (month-end of date of initial certificate) of obtaining the initial certificate and every three year renewal period thereafter.

(e) The continuing professional education requirement of a non-resident certificate holder is considered met if the individual meets the continuing education requirement for renewal of a certificate, permit, or license in the state in which individual's principal office is located. All non-residents must, during the applicable renewal period, complete a four credit ethics course covering topics such as ethical reasoning, state specific statutes and rules, and standards of professional conduct including those of other applicable regulatory bodies. The non-resident must certify that the continuing professional education requirement has been met in another state. If there is no continuing education requirement in the non-resident's state or the individual is not licensed in another state, the individual must comply with the requirements as though he was a resident of Wyoming. Non-residents are subject to the audit provisions of this Chapter. The Board may verify the continuing professional education status of a non-resident.

(f) Certificate holders should obtain an appropriate mix of group and individual courses that meet their individual needs.

(g) Inactive and Retired certificate holders are excepted from the continuing

education requirements until such a time as they enter or re-enter practice under the provisions of the Act and the Rules and Regulations.

(h) The Board may suspend, relax, or grant exceptions to the continuing education requirements for instances of individual hardship or other good cause shown.

Section 2. Definitions

(a) Program Sponsor/Provider: The organization or individual responsible for setting learning objectives, creating the program materials to achieve such objectives, offering a program to participants and maintaining the documentation which demonstrates compliance with the Program Standards.

(b) Group Course: An educational program designed to permit a participant to learn a given subject through interaction with an instructor and other participants.

(c) Individual Course: An educational program designed to permit an individual to learn a given subject without interaction with others.

(d) Independent Study: An educational program designed to permit an individual to learn a given subject under a unique, one-time learning contract with a qualified provider/sponsor. The learning contract must set forth the anticipated inputs and outcomes as well as the number of credits to be recommended at the conclusion of the program.

(e) Renewal Year: The calendar year following any year in which a registrant holds an active certificate.

Section 3. Program Requirements

(a) Group Programs: Group programs qualify as acceptable continuing education if they meet the general requirements of this Chapter, if an outline of the program is prepared in advance, if evidence of satisfactory completion is retained, and the program is at least one full credit period in length.

(i) The following are acceptable group programs: professional development programs of recognized national, state, and local accounting organizations; technical sessions at meetings of recognized national, state, and local accounting organizations and their chapters; university or college courses; formal organized in-house, in-firm and inter-firm education programs; and programs given by other organizations devoted to accounting or professional improvement.

(b) Individual Programs: these programs qualify as acceptable continuing education if they meet the general requirements of this Chapter, if evidence of satisfactory completion is retained, if the program is at least one full credit period in length, and include the following:

- (i) Individual self-study courses which require registration;
 - (ii) Service as an instructor, lecturer, or discussion leader;
 - (iii) Published articles or books if they contribute to the professional competence of the individual; or
 - (iv) Independent study that is under the direction of a qualified sponsor/provider who has met the applicable program standards.
- (c) Program Standards:
- (i) Standard #1: Learning activities must be based on clearly defined, relevant learning objectives and outcomes that clearly articulate the knowledge, skills, and abilities that can be achieved by participants.
 - (ii) Standard #2: Learning activities must be developed in a manner consistent with the prerequisite education, experience, and/or advanced preparation of the participants.
 - (iii) Standard #3: Activities, materials and delivery systems must be current, technically accurate, and effectively designed. Providers, sponsors, or contractors must be competent in the subject matter. Competence may be demonstrated through practical experience or education.
 - (iv) Standard #4: Learning programs must be reviewed by qualified persons other than those who develop the program to assure the program is technically accurate, current, and addresses the stated learning objectives. This requirement is waived for single presentations such as lectures that are given once.

Section 4. Credit

- (a) Continuing Professional Education will be measured by program length with one fifty (50) minute period constituting one (1) credit. One-half credits (25 minute periods) are permitted after the first credit has been earned. Total credits will be determined based on the sum of segments with credits rounded down to the nearest half credit when the total is not divisible by 50 (180 minutes = 3.5 credits). Credit is granted in the calendar year in which the course is attended or completed unless the Board determines otherwise. Credit granted through the extension process will be granted in one year only and cannot be duplicated.
- (b) Instructors, Lecturers, Discussion Leaders or Speakers will earn credit for the actual presentation period plus an additional two credits for each period for preparation (3 credits for each presentation credit). The maximum credit allowed in this category will be 50% of the total renewal requirement (no more than 60 credits in any three year period). Repetitious

presentations will not qualify unless substantive changes which require significant additional research and study have been made to the course.

(c) Published Articles , Books, Etc.: Credit may be awarded for published articles or books for up to 25% of the renewal requirement (no more than 30 credits). Copies of articles or books must be provided.

(d) University or college courses: Each semester hour credit will equal fifteen (15) credits towards the requirement. A quarter hour will equal ten (10) credits. Credit earned for courses taken to obtain an initial baccalaureate degree that qualifies an individual to sit for the examination will not qualify under this section.

(e) Independent Study: Credit in this area is limited to twelve (12) credits in any renewal period.

(f) When credits are limited by section 4(b)(c)or (e), no future adjustments may be made to utilize credits previously limited.

Section 5. Evidence of Completion - Retention. Primary responsibility for documenting the requirements have been met rests with the certificate holder and evidence to support fulfillment of those requirements must be retained for a period of four (4) years after the completion of the course. Certificate holders must retain an outline or program for each course and evidence of attendance. Documentation shall include the holders' name, sponsor/provider name; course title, date and time frame of the course; and the amount of credit granted as applicable. Satisfaction of completion of the requirements may be accomplished as follows:

(a) College or university courses: official transcripts verifying completion or other verified documentation from an institution.

(b) Individual or Independent Study: Certificates of completion, signed statements from vendors or sponsors, copies of the applicable Independent Study contracts, or other acceptable documentation as determined by the Board.

(c) Group Study: Sign in sheets, certificates of attendance, firm rosters attested to by the appropriate firm officials, other third party verification, or other acceptable documentation as determined by the Board.

(d) Instructor/Lecturer: a signed statement from the course provider or other appropriate official verifying the services were provided must be obtained.

(e) Ethics Course: Upon request all certificate holders must submit a certificate of completion or certificate of attendance to the Board office.

Section 6. Re-Entry.

(a) Prior to re-entering practice, an individual who has been excepted from the requirements or has otherwise not provided evidence of compliance with the CPE requirements, must make appropriate application and show compliance with the continuing education requirements.

(i) The Board may waive the requirement to complete requirements in a given calendar year period and consider a combination of 120 hours completed within a three year period other than calendar years.

(ii) The Board may allow a certificate holder to re-enter active practice without providing compliance with the continuing education requirements upon the condition that the applicant follow a particular future program or schedule of continuing education.

(iii) The applicant shall document that an approved ethics course as set forth in Section 1 of this chapter has been completed within the three (3) years prior to re-entry.

Section 7. Controls & Reporting.

(a) To renew an active certificate, on forms provided by the Board, each holder who does not renew on-line or non-resident who does not report CPE to another state shall provide the following:

(i) The number of CPE credits completed as requested; and

(ii) A listing of the courses completed or to be completed prior to December 31 of the calendar year subject to renewal including the following information:

(A) sponsoring organization/provider/contractor;

(B) title of program or description of content;

(C) course type (individual, group, lecture, etc.);

(D) dates attended or completed; and

(E) credit claimed.

(b) Holders who renew on-line shall provide the total number of credits completed and shall certify compliance with CPE requirements.

Section 8. Extensions. The Board may, upon written request, extend the time within

which certificate holders must comply with the requirements of this Chapter for reasonable and just cause.

(a) An applicant may request an automatic ninety (90) day extension at the time of renewal.

(b) Any request for an extension in excess of ninety (90) days must be submitted to the Board in writing and outline good cause for granting the extension.

(c) Any applicant who requests or is granted an extension of time under this section shall be audited under Section 9 of this Chapter.

Section 9. Verification (Audit). The Board will verify compliance with the CPE requirements on a test basis (to a maximum of 20% audit).

(a) In the form requested by the Board, Certificate holders, selected by random sample and pursuant to Section 8(c) of this Chapter, shall submit evidence of compliance with the CPE requirements.

(b) Non-resident certificate holders shall comply when selected by either submitting a copy of the applicable renewal application in the state of residence and evidence of completion of all courses required by the residency state, to include the completion of the ethics course required in Section 1(e) of this chapter for the applicable renewal period or through another Board approved CPE audit process. If no documents were submitted to the state of residence, the holder shall comply with subsection(a) above.

(c) A certificate holder must remedy any deficiency discovered as a result of an audit within ninety (90) days of formal notification by the Board. Deficiency credits shall qualify for credit in the initial reporting period and can not be duplicated for purposes of determining the applicable requirement in any other reporting period.

(d) Programs found to be out of compliance with the general standards may be disqualified and result in the requirement that the holder remedy any deficiency caused pursuant to subsection (c) of this section.

CHAPTER 6 RULES OF PROFESSIONAL CONDUCT

Section 1. Preamble. This Code of Professional Conduct is promulgated under the authority granted by W.S. 33-3-108, which delegates to the Wyoming Board of Certified Public Accountants the power and duty to prescribe rules of professional conduct for establishing and maintaining high standards of competence and integrity in the profession of public accountancy.

(a) The Rules of Professional Conduct set out below rest upon the premise that the public places trust and confidence in the CPA profession and the services it provides. The public consists of clients, credit grantors, governments, employers, investors, the business and financial community, and others who use CPA services. 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 Code of Professional Conduct identifies the fundamental principles of conduct intended to govern licensees' in all aspects of professional performance whether they are in public practice, industry, not-for profit organizations, government, education or other professional endeavors. The independence rules apply only to those professional services where it is required by the applicable professional standards.

(b) When a certificate or permit holder accepts an engagement to perform professional services in the practice of public accounting, or uses a title which implies a particular competence, the certificate holder accepts the obligations set forth in the Rules of Conduct, and accordingly has a duty to abide by the Rules of Conduct.

(c) In applying any of the professional standards, 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 AICPA, 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 PCAOB. The rules of conduct shall apply to certificate holders regardless of membership status in the AICPA.

(d) A certificate holder who is engaged in the practice of public accounting outside the United States will not be subject to discipline by the Board for departing, with respect to such foreign practice, from any of the rules, so long as his conduct is in accordance with standards of professional conduct applicable to the practice of public accounting in the country in which he is practicing. However, even in such a case, if a holder's name is associated with financial statements in such a manner as to imply that he is acting as an independent public accountant and under circumstances that would entitle the reader to assume that United States practices are followed, he will be expected to comply with Rules 202, 203, 205 and 206.

-(e) All standards referenced in the Chapter and applicable interpretations thereto are adopted by the Board and do not include any later amendments or editions than specifically referenced. Copies of the authoritative standards referenced in this chapter are available [**for inspection or may be purchased at cost from the board**] or may be purchased from the AICPA, electronically at <https://www.cpa2biz.com/Stores/AICPA>; Securities & Exchange Commission, 1801 California, Suite 4800, Denver, CO 80202-2648; or US Department of Labor, 200 Constitution Avenue NW, Washington DC, 20210; Government Auditing Standards may be accessed electronically at <http://www.gao.gov>. PCAOB standards may be accessed electronically at <http://www.pcaobus.org>.

Section 2. Independence, Integrity and Objectivity.

(a) Rule 101 - Independence. A holder shall be independent in the performance of professional services as required by standards promulgated by the American Institute of Certified Public Accountants, Code of Professional Conduct, ET Section 55 and ET Section 101 as of June 1, 2007; the Government Auditing Standards, January 2007; the standards issued by the U.S. Securities & Exchange Commission or the PCAOB as of May 12, 2006 where applicable; and the standards issued by the US Department of Labor @29CFR 2509.75-9 where applicable.

(b) Rule 102 - Integrity and Objectivity. In the performance of any professional service, a holder shall maintain objectivity and integrity, shall be free of conflicts of interest, and shall not knowingly misrepresent facts or subordinate his judgement to others.

(c) Rule 103 - Commissions. A holder shall not pay a commission to obtain a client or accept a commission from or in behalf of a client when the holder also performs for that client:

- (i) an audit or review of a financial statement;
- (ii) a compilation of a financial statement when the holder expects, or reasonably might expect, that a third party will use the financial statement and the holder's report does not disclose a lack of independence;
- (iii) an examination of prospective financial information; or
- (iv) any other service requiring independence.

(d) Rule 104 - Contingent Fees. Solely for purposes of this rule, fees are not regarded as being contingent if fixed by courts or other public authorities; or in tax matters, if determined based on the results of judicial proceedings or the findings of governmental agencies; or fees from services performed for other non-attest clients.

(i) A holder shall not offer to perform or perform professional services for a fee which is contingent upon the findings or results of such services when providing any of the services listed in subsection (c)(i) through (iv) of this section.

(ii) A holder shall not prepare an original or amended tax return or claim for a tax refund for a contingent fee for any client.

(e) Referral Fees. A holder may accept or pay a referral fee for the sale of services or products to a client if the holder does not perform any of the services listed in subsection (c)(i) through (iv) of this section.

(f) The prohibitions listed in subsections (c), (d) and (e) of this section shall apply during the period in which the holder is engaged to perform any of the services listed above and

the period covered by any historical financial statements involved in the listed services.

(g) Disclosure of permitted commissions, contingent fees, or referral fees. A holder who is not prohibited by these rules from performing services or receiving commissions, contingent fees, or referral fees and who expects to be paid the fee shall make written disclosure in advance of accepting the engagement.

(h) This rule does not prohibit payments for the purchase of all, or a material part, of an accounting practice, or retirement payments to persons formerly engaged in the practice of public accounting, or payments to the heirs or estates of such persons.

Section 3. Competence and Technical Standards.

(a) Rule 201 - Competence. A holder shall not undertake any engagement for the performance of professional services which cannot reasonably be completed with due professional competence in a timely manner, including compliance, where applicable, with Rules 202, 203, 205, 206, and 207.

(b) Rule 202 - Auditing Standards. Holders who perform auditing services shall comply with applicable generally accepted auditing standards. Applicable generally accepted auditing standards are the standards set forth in the Codification of Statements on Auditing Standards as of January 1, 2007; Government Auditing Standards, January 2007; standards issued by the U.S. Securities & Exchange Commission or the PCAOB standards as of February 6, 2006 where applicable; and other pronouncements having similar generally recognized authority are considered to be interpretations of generally accepted auditing standards, and departures therefrom must be justified by those who do not follow them.

(c) Rule 203 - Accounting Principles. A holder shall not express an opinion that financial statements are presented in conformity with generally accepted accounting principles if such financial statements contain any departure from such accounting principles which has a material effect on the financial statements taken as a whole, unless the holder can demonstrate that by reason of unusual circumstances the financial statements would otherwise have been misleading. In such a case, the holder's report must describe the departure, the approximate effects thereof, if practicable, and the reason why compliance with the principle would result in misleading statement. For purposes of this rule, generally accepted accounting principles are considered to be defined by pronouncements issued by: the Financial Accounting Standards Board and its predecessor entities, as published in Accounting Standards, Current Text, General Standards as of June 1, 2007 and Accounting Standards, Current Text, Industry Standards as of June 1, 2007 the Governmental Accounting Standards Board, its predecessor entities, as published in the Codification of the Governmental Accounting and Financial Reporting Standards as of June 30, 2007; and similar pronouncements issued by other entities having similar generally recognized authority.

(d) Rule 205 - Accounting and Review Services. A holder who performs accounting and review services shall conform to the professional standards applicable to such services. For purposes of this rule, such professional standards are considered to be defined by Statements on Standards for Accounting and Review Services as of January 1, 2007 issued by the American Institute of Certified Public Accountants and by similar pronouncements by other entities having similar generally recognized authority.

(e) Rule 206 - Attestation standards. A holder shall not be associated with assurances on representations other than historical financial statements unless such assurances have been made in accordance with the Statements on Standards for Attestation Engagements as of January 1, 2007 or the Government Auditing Standards as of January 2007, where applicable.

(f) Rule 207 - Other professional standards: In performing tax services, personal financial planning, business valuation, litigation support and expert witness, and other management advisory or consulting services certificate holders shall comply with the applicable professional standards for such services. For purposes of this rule, such professional standards are defined by the Statements on Standards for Consulting Services, Statement on Standards for Tax Services, Statements on Responsibilities in Personal Financial Planning Practice, all of which are issued by the American Institute of Certified Public Accountants as of June 1, 2007, the Governmental Auditing Standards as of January 2007 where applicable, the PCAOB standards as of May 12, 2006 where applicable, or by similar pronouncements by other entities having similar generally recognized authority.

Section 4. Responsibility to Clients.

(a) Rule 301 - Confidential Client Information. A holder shall not without the consent of his client disclose any confidential information pertaining to his client obtained in the course of performing professional services.

(i) This rule does not:

(A) relieve a holder of any obligation under Rules 202 and 203;

(B) affect in any way a certificate holder's obligation to comply with a validly issued subpoena or summons enforceable by order of a court;

(C) prohibit disclosures in the course of a quality review of a holder's professional services; or

(D) Preclude a certificate holder from responding to any inquiry made by the Board or any investigative or disciplinary body established by law or formally recognized by the Board.

(ii) Members of the Board and professional practice reviewers shall not disclose any confidential client information which comes to their attention from certificate holders in disciplinary proceedings or otherwise in carrying out their responsibilities, except that they may furnish such information to an investigative or disciplinary body of the kind referred to above.

(b) Rule 302 - Records. A certificate holder shall furnish to his client or former client, upon request made within a reasonable time after original issuance of the document in question;

(i) a copy of a tax return of the client;

(ii) a copy of any report, or other document, issued by the certificate holder to or for such a client;

(iii) other client records - a client's records are any accounting or other records belonging to the client that were provided to the certificate holder by or on behalf of the client;

(iv) a copy of the certificate holder's working papers when those work papers contain information that is not reflected in the client's books and records, with the result that the client's financial information is incomplete. This includes adjusting, closing, combining or consolidating journal entries; information normally contained in books of original entry general ledgers or subsidiary ledgers; and tax and depreciation carry forward information. The certificate holder may require that all fees due be paid before this information is provided. A certificate holder's working papers, including but not limited to, analysis and schedules prepared by the client at the request of the certificate holder, are the certificate holder's property, not client records, and need not be made available.

(v) The information shall be provided in the medium requested, written or electronic, provided it exists in that medium. The certificate holder may make and retain copies of such documents when they form the basis for work done by him and is entitled to reasonable reimbursement for copies made for the client. If an engagement is terminated prior to completion, the certificate holder is required to return only client records.

(vi) Record Retention: Absent any specific regulations or professional standards issued by governmental agencies or other agencies having generally recognized authority with jurisdiction over the certificate or permit holder's engagement, holders shall retain records for attest engagements no less than seven (7) years from the date of completion of the engagement. All other records must be retained for a minimum of three (3) years from the date of completion of the engagement. In the absence of regulations mentioned which define records, retained records shall include, but are not limited to, work papers and other documents that contain conclusions, opinions and analysis, or financial data related to the engagement. If

records are retained electronically, the holder shall ensure that records are capable of being accessed, for read-only purposes, throughout the required retention period established and are safeguarded through sound computer security procedures to prevent unauthorized access to records. If a pending investigation exists, records shall not be destroyed until the Board has notified the holder in writing of the closure of the investigation or issued a formal decision based on the investigation.

Section 5. Other Responsibilities and Practices.

(a) Rule 401 - Discreditable Acts. A holder shall not commit any act that reflects adversely on his fitness to engage in the practice of public accounting. Acts which reflect adversely on one's fitness include but are not limited to:

- (i) Adjudication as mentally incompetent;
- (ii) Fiscal dishonesty of any kind;
- (iii) Presenting as one's own a certificate, registration or permit issued to another;
- (iv) Concealment of information regarding violations of the Act or Rules by other licensees when questioned or requested by the Board;
- (v) Willfully failing to file a report or record required by state or federal law; willfully impeding or obstructing the filing of such report or record, or inducing another person to impede or obstruct such filing by another; and the making or filing of such a report or record which one knows to be false;
- (vi) Negligence in the preparation of financial statements or records; or
- (vii) Solicitation or disclosure of CPA examination questions.

(b) Rule 402 - Acting Through Others. A certificate holder shall not permit others to carry out on his behalf, either with or without compensation, acts which, if carried out by the certificate holder, would place him in violation of the Rules of Conduct.

(c) Rule 403 - Advertising.

(i) A certificate holder shall not use or participate in the use of any form of public communication which contains a false, fraudulent, misleading, deceptive or unfair statement or claim. A false, fraudulent, misleading, deceptive or unfair statement or claim includes, but is not limited to, a statement or claim which:

- (A) contains a misrepresentation of fact;
- (B) is likely to mislead or deceive because it fails to make full disclosure of relevant facts;
- (C) contains any testimonial, laudatory, or other statement or implication that the certificate holder's professional services are of exceptional quality, which are not supported by verifiable acts;
- (D) is intended or likely to create false or unjustified expectations of favorable results;
- (E) implies educational or professional attainments, formal recognition as a specialist, or licensing recognition which cannot be verified;
- (F) represents that professional services can or will be competently performed for a stated fee when this is not the case, or makes representation with respect to fees for professional services that do not disclose all variables that may reasonably be expected to affect the fees that will in fact be charged; or
- (G) contains other representations or implications that in reasonable probability will cause an ordinarily prudent person to misunderstand or be deceived.
- (H) A holder advertising to perform professional services via the Internet shall include the following information on the Internet:
 - (I) business or firm name;
 - (II) principal place of business;
 - (III) business phone; and
 - (IV) Wyoming certificate number or if for a CPA firm, the Wyoming designated certificate holder's certificate number.

(ii) A certificate holder who maintains the certificate on inactive or retired status shall not hold out or participate in any form of public communication which constitutes advertising accounting services or references the CPA designation.

(d) Rule 405 - Form of Practice.

(i) Subject to all the provisions and restrictions of the Rules and Regulations, a certificate holder may practice public accounting within a duly registered CPA Firm, or as an

employee of a governmental entity, academic institution, or private industry.

(e) Rule 406 - Firm Names.

(i) A certificate holder shall not practice public accounting under a firm name which is misleading in any way, as to the legal form of the firm, or as to the persons who are partners, members, officers or shareholders of the firm, or as to any matter with respect to which public communications are restricted by Rule 403.

(A) Unless otherwise approved by the Board, firms may not register under a firm name that includes names of individuals who have never been certified in any jurisdiction or names of individuals whose certificates are currently suspended or revoked.

(B) A CPA firm registered in compliance with W. S. 33-3-127 and the rules and regulations that uses persons names within it may use the name(s) of current, retired or deceased owners, either alone or with other descriptive terms in its name.

(C) A CPA firm registered in compliance with W. S. 33-3-127 and the rules and regulations may use an assumed or trade name if it is not misleading.

(D) The designation "and company" or "and associates" or similar terms will not be considered misleading when used in a firm name when a certificate holder or public accounting firm registered in compliance with W. S. 33-3-127 and the rules and regulations, has employees, professional associates, or contractual relationships with other professionals.

(ii) A firm may not designate itself as "Certified Public Accountants" unless it meets all the requirements to register under this act and the rules and regulations.

(iii) No misleading name may be adopted or used for any CPA Firm registered with the Board.

(f) Rule 407 - Communications.

(i) A certificate holder shall, when requested, respond in writing to communications from the Board within thirty (30) days of the mailing of such communications by registered or certified mail.

(ii) A certificate holder shall fully cooperate with the Board in connection with any inquiry it may make and is also obliged to comply with a lawfully issued subpoena.

(iii) A certificate holder shall furnish all documentation required to support any application as requested by the Board.

(g) Rule 408 - Prohibited Activities

(i) Unless the Board has granted a specific exemption, a certificate holder who maintains the certificate on inactive or retired status is prohibited from providing any service defined in W. S. 33-3-109 or Chapter 1, Section 2(d) to any employer, client, other party or organization, or any entity not wholly owned by the certificate holder.

(ii) This prohibition applies regardless of the assumption or use of the CPA designation in connection with services provided.

(iii) This prohibition applies regardless of compensation received or not received for services provided.

CHAPTER 7 GENERAL RULES OF PRACTICE AND PROCEDURE

Section 1. Authority. These rules are promulgated by authority of W.S. 33-3-101 et. seq. (cited as the "Certified Public Accountants' Act of 2005") and by the Wyoming Administrative Procedure Act (W.S. 16-3-101, et. seq.).

Section 2. Definitions. All of the definitions set forth in W.S. 33-3-101 et. seq., the Certified Public Accountants' Act; Chapter 1 of the Rules and Regulations; and W.S. 16-3-101 et. seq., the Wyoming Administrative Procedure Act, are herein incorporated by reference.

Section 3. Information. If any information concerning a possible violation of the act or rules is received or obtained by a board member or members of the staff; the Board may initiate proceedings on its own motion in accordance with this act and the Wyoming Administrative Procedure Act. Registrants will be notified of the proceedings initiated by the Board under this section.

Section 4. Complaint.

(a) Complaint: A written complaint made against a registrant shall be submitted to the Board office and should provide the following information, as may be applicable:

(i) name, address, and place of employment of the registrant believed to have violated the Certified Public Accountants' Act or Board rules and regulations;

(ii) the nature of the complaint and a description of the incident(s) involved, including date(s), time(s), and location(s), and any observed behavior of the individual;

(iii) the name and address of other witnesses, if any; and

(iv) the signature and address of the person or persons making the complaint and telephone numbers.

Section 5. Review of Written Complaint. The Board shall consider the written complaint to determine if further investigation of the matter is warranted. If further investigation is deemed necessary, the Board shall assign an investigation committee comprised of one or two Board members or other individuals. At least one member of the investigation committee will be a certified public accountant. Registrants will be advised of the investigation, the names of the committee members, and the nature of the complaint.

Section 6. Investigations and Board Action. The investigation committee shall investigate written complaints set for further investigation or proceedings initiated by the Board on its own motion.

(a) Upon completion of the investigation, the committee shall prepare an investigative report and may;

(i) prepare and file a formal complaint and notice of hearing with the Board, setting the matter for a contested case hearing;

(ii) recommend the Board issue an advisory letter to the registrant;

(iii) recommend the Board require a specific future program or schedule of continuing professional education;

(iv) recommend the Board require the registrant to undergo peer review not otherwise required by Chapter 9 of the Rules and Regulations;

(v) recommend the Board accept an offer of conditional terms for settlement;
or

(vi) recommend the Board dismiss the matter.

(b) The Board may resolve a complaint at any time prior to formal hearing by:

(i) sending a written advisory letter to the registrant;

(ii) accepting a voluntary surrender of a certificate or permit;

(iii) accepting conditional terms for settlement;

(iv) dispensing with it in an informal manner; or

- (v) dismissal.
- (c) The Board may resolve a complaint after notice and formal hearing by:
 - (i) revoking or suspending a certificate or permit;
 - (ii) refusing to renew a certificate or permit;
 - (iii) reprimanding or censuring a certificate or permit;
 - (iv) limiting the scope of practice of a certificate or permit holder;
 - (v) placing a certificate holder on probation;
 - (vi) requiring a certificate holder to complete a specific continuing professional education program;
 - (vii) requiring a certificate or permit holder to undergo peer review; or
 - (viii) dismissal.

Section 7. Service of Notice & Opportunity to Show Compliance. Prior to commencement of formal proceedings by notice, the Board shall give notice by certified mail to the registrant of the facts or conduct which warrant the intended action. The notice shall give the registrant an opportunity to show compliance with all lawful requirements for retention of registration within ten (10) days of receipt of this notice.

Section 8. Formal Hearing Procedures.

(a) Formal proceedings for a hearing before the Board regarding action on a registrant shall be commenced by notice issued by the Board, served in person or by certified mail to the address last known by the Board at least thirty (30) days prior to the date set for the hearing. Notice shall contain at least:

- (i) the name and address of the respondent;
- (ii) a statement, in ordinary and concise language, of the nature of the complaint filed with the Board, and the facts upon which the complaint is based, as well as the specific statutory provision(s) or the Board rules and regulations involved;
- (iii) the time, place, and nature of the hearing;
- (iv) that the hearing is being held pursuant to the Board's authority under W.S.

33-3-123; and

(v) the registrant shall file an Answer, which shall be received by the Board at least ten (10) working days prior to the date set for hearing in the matter.

(b) All formal disciplinary hearings held by the Board shall be open to the general public.

Section 9. Docket.

(a) Information received concerning a possible violation of the statutes or rules shall be assigned a docket number and be entered upon a docket register provided for such purpose.

(b) When a complaint is received or formal proceedings are initiated, there shall be established a separate file for each case, in which shall be systematically placed all papers, pleadings, documents, transcripts, evidence, and exhibits pertaining thereto, and all such items shall have noted thereon the docket number assigned, and the date of filing.

Section 10. Extensions. For good cause shown, extension and continuance may be granted or denied at the discretion of the Board, its chairman, or the hearing officer.

Section 11. Default. The Board may enter an order based on the allegations in a complaint in any case where the respondent has not answered in writing before the hearing, or in any case in which the respondent or the respondent's representative has not appeared at a scheduled hearing of which the respondent had notice.

Section 12. Hearing Officer. The Board may appoint a hearing officer to take evidence at the hearing. A Board member may serve as the hearing officer. If the case is heard before the Board, the chairman may preside.

Section 13. Discovery. In all formal proceedings before the Board, discovery shall be afforded in accordance with the Wyoming Administrative Procedure Act.

Section 14. Subpoenas.

(a) A Board member or its hearing officer may issue subpoenas for the attendance of witnesses and for the production of books, records, documents and other evidence, and shall have the power to administer oaths.

(b) Service of a subpoena shall be made at the expense of the party applying for it and shall be made in the manner provided by law for service of subpoenas in civil actions.

Section 15. Witnesses.

(a) All persons testifying at any hearing before the Board shall stand and be administered a standard oath.

(b) No testimony will be received from a witness except under oath or affirmation.

(c) The party calling a witness shall bear the costs associated with witness's appearance.

(d) The Board and hearing officer shall retain the right and opportunity to examine any witness upon the conclusion of all testimony offered by a particular witness.

(e) A certificate holder called to testify as an expert at any hearing before the Board or in the State of Wyoming shall obtain a Wyoming certificate prior to performing expert witness services.

Section 16. Representation.

(a) Any respondent may represent themselves or be represented by counsel, provided that such counsel is licensed to practice law in the State of Wyoming, or is associated at the hearing with one or more attorneys licensed to practice law in the State of Wyoming.

(b) A request for withdrawal from representation shall be made by the attorney in writing to the Board.

(c) In any case before the Board, an appearance in person or the filing of an answer shall constitute an appearance of record by an attorney.

(d) A representative of the Attorney General's office may present to the Board all matters enumerated and described in the notice.

(e) In all matters before the Board, the Board may request the Attorney General, a representative of his staff, or a specially appointed person to be present throughout the hearing to assist and advise the representative of the Board conducting the hearing.

Section 17. Pre-hearing Conference.

(a) At a time on or before the day of any hearing, the hearing officer may direct the parties to appear before the Board to consider:

(i) the simplification of the issues;

(ii) the necessity or desirability of amending the pleadings;

(iii) the possibility of obtaining admissions of fact and of documents to avoid unnecessary proof;

(iv) formulating procedures to govern the hearing; or

(v) such other matters as may aid in the disposition of the case.

(b) Such conferences shall be conducted informally. An order shall be prepared which recites the actions taken at the conference, amendments allowed, agreements of the parties and limitation of the issues to those undisposed of by admission or agreements of counsel and the parties.

Section 18. Rules of Civil Procedure. The rules of practice and procedure contained in the Wyoming Rules of Civil Procedure insofar as they are applicable and not inconsistent with the matter before the Board and applicable to the rules and orders promulgated by the Board shall apply.

Section 19. Decisions. All final decisions shall be issued by the Board and be based exclusively upon the evidence in the record and matters officially noted. All final decisions issued by the Board shall be served to all parties by certified mail with proof of receipt.

Section 20. Findings.

(a) Revocations and Suspensions:

(i) Upon conclusion of a hearing or after a written decision has been entered by the hearing panel, the Board shall communicate the information to the following parties or locations as applicable:

(A) Original Complainant;

(B) Internal Revenue Service;

(C) Wyoming State Department of Audit;

(D) Applicable national disciplinary information system;

(E) Wyoming Society of CPAs;

(F) American Institute of Certified Public Accountants;

(G) Foreign Licensing Authority;

(H) Recipients of the Board newsletter;

- (I) The Wyoming Board's Web site;
- (J) Cognizant Federal Agencies;
- (K) The Public Company Accounting Oversight Board;
- (L) Local and regional Wyoming newspapers; and
- (M) Any other state Board of Accountancy as applicable.

(b) Consent Agreements, Settlements, Other:

(i) Results of consent agreements, settlements, and other final decisions entered by the Board shall become a part of the public record pursuant to the content and terms of the agreement. Unless otherwise provided in the agreement or directed by the Board, these results shall be reported as in subsection (a) (i) of this section.

(ii) Settlement agreements or other final decisions entered by the Board which involve a practice restriction shall be reported as in (a)(i) above.

(c) Record:

(i) Unless otherwise provided in this section, a copy of the Board's final decision filed as a result of formal proceedings heard or settled by the Board, shall be placed in the public file and acted upon pursuant to the Board's legal retention schedules adopted May 6, 2005.

(ii) All investigation records are not public pursuant to W. S. 16-4-203 (a)(ii) and W. S. 16-4-203 (b)(i) . The custodian shall deny all requests for the right of inspection of investigative records. Any person denied the right to inspect may apply to the district court pursuant to W. S. 16-4-203(f). The investigative file shall be retained in a private file in accordance with the Board's legal retention schedules.

(iii) Advisory letters and dismissal notices issued prior to hearing are not public information and shall be retained in a private file in accordance with the Board's legal retention schedules.

Section 21. Appeals to District Court. Appeals from Board decision shall be taken to the district court having jurisdiction and proper venue in accordance with applicable statutes and the Wyoming Rules of Appellate Procedure.

Section 22. Transcript in Case of Appeal. In the case of an appeal, the appellant shall

pay the costs of the transcript of the testimony before it will be transmitted to the court. The transcript shall be verified by the oath of the reporter who took the testimony as a true and correct transcript of the testimony and other evidence in the case.

Section 23. Reinstatement of the Certificate or Permit.

(a) The Board shall hold hearings to consider the written requests to reinstate certificates or permits that have been suspended or revoked by prior Board action.

(i) Completed reinstatement applications must be accompanied by a written statement which outlines good cause for the reinstatement, a reinstatement fee as set forth in Chapter 1, Section 12, plus any applicable, current CPA firm permit fee.

(ii) Reinstatement hearings shall be scheduled during the regularly scheduled Board meetings to the extent possible. Written reinstatement applications must be received in the Board office no later than forty-five (45) days prior to the scheduled meeting.

(iii) The Board may require additional documentation be submitted to substantiate compliance with other regulatory requirements, including but not limited to: compliance with probationary terms, compliance with continuing professional education, or peer review.

(iv) The Board shall advise all applicable entities listed in Section 20 (a)(i) of this Chapter of reinstatement actions entered under this section.

Section 24. Return of Certificate or Permit. Any certificate or permit that has been revoked or suspended shall be returned to the Board office with fifteen (15) working days of receipt of notification of suspension or revocation. If a certificate has been lost or destroyed, the holder shall submit an Affidavit of Lost/Destroyed CPA Certificate to the Board's office.

CHAPTER 9 PEER REVIEW

Section 1. General Provisions

(a) Every registrant whose accounting and auditing practice in Wyoming includes one or more engagements that are issued under the AICPA's Statements on Auditing Standards (SAS), Statements on Standards for Accounting and Review Services (SSARS), Statements on Standards for Attestation Engagements (SSAE) Financial Forecasts and Projections, and Standards for Financial and Compliance Audits contained in Government Auditing Standards issued by the US General Accounting Office is subject to review under the requirements of a

practice monitoring program at least once every three and one-half years. Registrants that audit public companies must comply with the standards required under the Sarbanes-Oxley Act of 2002 and are subject to review as determined by the PCAOB.

(b) All reviews must be carried out in conformity with the AICPA's Standards for Performing and Reporting on Peer Reviews as of June 1, 2007 or the PCAOB's firm inspection standards as of February 6, 2006. **[All standards referenced in this Chapter and applicable interpretations thereto are adopted by the board and do not include any later amendments or editions than specifically referenced] Copies of all standards referenced in the Chapter [are available for inspection or may be purchased at cost from the Board or]** may be purchased from the AICPA electronically at <http://www.cpa2biz.com/Stores/AICPAs> . The Government Accountability Office standards may be accessed electronically at <http://www.gao.gov/govaudit> . The PCAOB's rules and standards may be accessed electronically at <http://www.pcaobus.org>.

(c) Reviews must be carried out under the supervision of one of the following qualified organizations:

- (i) the AICPA's Center for Public Company Audit Firms (CPCAF);
- (ii) the AICPA's Peer Review Program;
- (iii) a CPA Society fully involved in the AICPA's peer review program;
- (iv) the National Conference of CPA Practitioners (NCCPAP); or
- (v) the PCAOB.

(d) The Board may contact the qualified organization to verify the validity of the documentation submitted by the registrant.

Section 2. Requirements for Review

(a) All registrants should arrange and schedule their reviews as required under subsection (b) below and in compliance with the administrative procedures established by the qualified organization to the extent possible.

(b) A new registrant or a registrant previously exempted from review, must undergo review eighteen (18) months from the year-end of the first engagement (eighteen months from the report date if it is an attestation engagement including financial forecasts and projections). Alternatively a registrant may submit review documents, performed in accordance with the requirements of this chapter, issued within two years prior to the scheduled review.

(i) when a firm previously scheduled for a report or engagement review performs an engagement under the Statements on Auditing Standards or an examination of prospective financial statements under the Statements on Standards for Accounting and Review Services that would require the firm to have a system review, the firm shall undergo a system review within eighteen months from the year-end of the engagement (for financial forecasts and projections eighteen months from the date of the report) or by the registrant's next scheduled due date, whichever is earlier.

(c) A registrant is not subject to review if it represents to the board that it does not engage in the financial reporting in Wyoming as set forth in Section 1(a) of this Chapter or that it does not report on financial statements that are, or reasonably might be expected to be, used by a third party.

(d) Concurrently with the acceptance of an accounting and/or auditing engagement in Wyoming as set forth in Section 1(a) of this Chapter, a registrant is subject to practice monitoring and its designated certificate holder must within sixty (60) days notify the Board of the acceptance of an engagement and undergo a review as set forth in sub-section (b) of this section.

(e) The Board or its designated representative may, for good cause shown, extend the deadlines for compliance with this chapter to registrants who would otherwise be required to comply.

Section 3. Selection and Notification. In January of each calendar year, the Board will notify registrants, through designated certificate holders, of scheduled review dates and due dates for submission of peer review documents.

Section 4. Reporting to the Board.

(a) No later than June 30 of each year, registrants with reviews scheduled in the prior calendar year must file a complete copy of a peer review report as follows:

(i) If the report is unmodified or a report without comment, a copy of the report and ~~final~~ acceptance letter;

(ii) If the report is modified or adverse: a copy of the report, letter of comment, letter of response, and the acceptance letter;

(iii) If a report review with comment: a copy of the report, any correspondence regarding sanctions imposed by the administering entity, and acceptance letter;

(iv) If an inspection report by the PCAOB, a copy of any final report, documentation of any significant issues and findings, and the registrant's response.

(b) A registrant who is employed by state or federal government or political subdivision thereof and who provides services that subject him to peer review under this chapter is not required to submit reports to the Board under this section.

Section 5. Findings

(a) If the review report is designated “unmodified” or “without comment”, the Board shall take no further action provided the review was conducted in accordance with this Chapter.

(b) If the report is designated “modified”, “adverse”, or “report review with comment” the Board may:

- (i) require deficiencies be corrected within a specified time period;
- (ii) require the registrant to undergo a peer review prior to the next regularly scheduled review;
- (iii) require certificate holders employed by or associated with the registrant to complete continuing education in areas of deficiency;
- (iv) require the registrant to maintain a minimum library of resource material;
- (v) require the registrant to provide copies of interim inspection reports;
- (vi) require any other action that will effectuate the purpose of this Chapter.

(c) If the registrant fails to comply with requirements established by this Chapter, the Board may proceed with the initiation of disciplinary action pursuant to W.S. 33-3-123 and Chapter 7 of the Rules and Regulations.

Section 6. Records. Copies of documents provided to show compliance with this Chapter are privileged and shall be purged from the Board’s files in accordance with the Board’s formally adopted retention schedules. Individual actions taken by the Board pursuant to Section 5(b) of this Chapter which do not result in the Board’s initiating formal disciplinary action are not public actions and shall not be made a part of the Board’s public record.

GLOSSARY

ETHICS: standards of professional conduct and business practices adhered to by professionals in order to enhance their profession and maximize idealism, justice and fairness when dealing with the public, clients and other members of their profession.

LAWS: bodies of rules governing members of a community, state, organization, professional, etc ... and enforced by authority or compelling legislation.

MORAL: an accepted rule or standard of human behavior.

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD (PCAOB)

(www.pcaobus.com) established in 2002 as a result of the Sarbanes-Oxley Act, a private sector, non-profit corporation set up to oversee the audits of public companies and ensure that accountancy firms should no longer derive non-audit revenue streams, such as consultancy, from their audit clients.

SARBANES-OXLEY (SOX) ACT wide-ranging U.S. corporate reform legislation, coauthored by the Democrat in charge of the Senate Banking Committee, Paul Sarbanes, and Republican Congressman Michael Oxley. The Act, which became law in July 2002, lays down stringent procedures regarding the accuracy and reliability of corporate disclosures, places restrictions on auditors providing non-audit services and obliges top executives to verify their accounts personally. Section 409 is especially tough and requires that companies must disclose information on material changes in the financial condition or operations of the issuer on a rapid and current basis.