

Title 30

Part 1: Rules and Regulations of the Mississippi State Board of Public Accountancy

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Title 30: Mississippi State Board of Public Accountancy

Part 1: Rules and Regulations of the Mississippi State Board of Public Accountancy

Foreword

The Board is charged with the duty of adopting and enforcing rules and regulations necessary to maintain the highest standard of proficiency in the practice of public accounting for the protection of the public interest. The Board's mission is to protect the public welfare of the citizens of the State of Mississippi, and therefore the State's commerce, through its oversight of certified public accountants and CPA firms. The State Board provides oversight of CPAs and CPA firms through its regulation, testing, certification, licensing, qualification and standards setting, monitoring and investigations as established by the Act and these regulations.

The Mississippi State Board of Public Accountancy adopts the *Rules and Regulations* under the authority of Title 73, Chapter 33 of the Mississippi Code of 1972, as amended. The purpose of the *Rules and Regulations* is to promote and protect the public interest, providing specific requirements necessary to properly administer the Mississippi accountancy statutes regulating certified public accountants.

The *Rules and Regulations* are binding upon every individual registering and holding a certificate as certified public accountant (CPA). Each CPA is charged with possessing knowledge and understanding of, and maintaining compliance with, the Mississippi accountancy statutes and the *Rules and Regulations*.

Title 30: Mississippi State Board of Public Accountancy

Part 1: Mississippi State Board of Public Accountancy Rules and Regulations

Part 1 Chapter 1: Restrictions on Use of the title Certified Public Accountant

Rule 1.1. Restrictions

Rule 1.1. The use of the title of certified public accountant (including any letters, abbreviations or words indicating such title) is restricted to persons who are licensed as referenced in §73-33-1 and have not had their licenses and/or registration of such license suspended, revoked, or canceled.

Rule 1.2. Violations

Rule 1.2.1 The use of certain titles or abbreviations by persons not licensed by the Board will be deemed violations of the Act. Such titles include “certified accountant”, “chartered accountant”, “enrolled accountant”, “licensed accountant”, “registered accountant”, “accredited accountant”, or any other title or designation likely to be confused with the title “certified public accountant”. Abbreviations include “CA”, “LA”, “RA”, “AA”, or similar abbreviation likely to be confused with the abbreviation “CPA”.

Rule 1.2.2 The issuance by non-licensees of a report or communication to management referencing AICPA (SSARS) Standards for compilations of financial statements is deemed to be a violation of the act.

Safe harbor language which may be used by non-licensees for such reports is as follows:

“I (we) have prepared the accompanying (financial statements) of (name of entity) as of (time period) for the (period) then ended. This presentation is limited to preparing in the form of financial statements information that is the representation of management (owners). I (we) do not express any opinion with respect to these financial statements.”

Mississippi Code 73-33-15 (1) (a) prohibits a non-licensee from issuing an audit or review report; accordingly, there is no non-licensee safe harbor language for such reports.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 2: Licenses and Practice Privileges

Rule 2.1. Requirements

Rule 2.1.1. Individuals whose principal place of business is in Mississippi must hold a Mississippi CPA license. An applicant for an original license must be a resident of the State of Mississippi or have an office for the regular transaction of business in this state, be of good moral character, and satisfy the education, examination, experience requirements, continuing professional education (CPE) and professional ethics as described within these *Rules and Regulations*.

- (a) Residency shall be determined by the Board based on all of the facts and circumstances of each individual case. Factors normally considered by the Board in determining residency are as follows:
 - (1) Place of registration as a voter
 - (2) Vehicle registration and tags
 - (3) Filing of Mississippi State Resident Income Tax Returns
 - (4) Qualifying for Homestead Exemption in Mississippi and payment of real estate taxes to this state
 - (5) Graduation from a Mississippi university or college and successful completion of the CPA examination in Mississippi.
- (b) Having a place for the regular transaction of business encompasses more than having a “mailing address” or temporary office. The Board will determine, based on all the facts and circumstances of each individual case, whether a structure qualifies under this regulation. Factors normally considered by the Board in determining eligibility include the following:
 - (1) Relative permanence of location
 - (2) Business hours
 - (3) Presence of permanent staff
 - (4) Telephone listings and location
 - (5) Time spent in out-of-state activities.
- (c) Good Moral Character: In evaluating good moral character, the Board shall consider an applicant’s criminal record including but not limited to felony convictions or pleas; discipline before state, local or federal jurisdictions; and other documents and/or records determined appropriate in the circumstance.

Rule 2.1.2. When a candidate has passed the CPA examination in accordance with Rule 2.2., satisfied the education requirement of 150 collegiate semester hours, satisfied the experience requirements in accordance with Rule 2.1.3., and CPE in accordance with Rule 4.1. of these *Rules and Regulations*, he must make application for licensure with the State Board within three years from the date of successful completion of the CPA examination. If the candidate does not make application for licensure within the three year period, all previous CPA examination credits

earned will expire, and all parts of the CPA examination must be retaken under the requirements of Rule 2.2. CPA examination. Applications for licensure shall be made on forms provided by the Board and accompanied by fees as prescribed by the Board. All certificates of licensure shall be valid only when signed by at least three members of the Board and when the Board's seal is affixed thereto. The issuance of the certificate of licensure does not automatically qualify one to practice public accounting in the State of Mississippi as defined in the act unless such license holder is associated with a CPA firm that has been issued a firm permit by the State Board.

Source: *Miss. Code Ann.* § 73-33-5 (f)

Rule 2.1.3. The Board shall issue a license to applicants who have complied with all the Board's requirements, including education, examination, and experience.

(a) Experience Requirements: In satisfaction of experience requirements, the applicant must submit substantiating written statements, in such form as the Board shall require, from employers or others who have actual knowledge of such facts.

(1) Qualifying experience requirements as stated below shall be experience during the *three* years immediately preceding the date the application for the license is filed with the Board. If the candidate does not meet the experience requirement and make application for licensure within the three year period, all previous CPA examination credits earned will expire, and all parts of the CPA examination must be retaken under the requirements of Rule 2.2. CPA examination.

(2) Qualifying experience shall mean a minimum of 2,000 hours of experience gained by full or part-time employment under the supervision and direction of a CPA or the equivalent when considered by the Board in the aggregate.

(3) The practical experience of an applicant for licensure must be meaningful with respect to qualifying the applicant for the practice of public accounting. An applicant shall show that he or she provided one or more kinds of services involving the use of accounting or auditing skills, including but not limited to the issuance of reports on financial statements, or one or more kinds of management advisory, financial advisory, or consulting services, or the preparation of tax returns or the furnishing of advice on tax matters, or the equivalent, all of which are under the direction of a CPA licensee, meeting requirements prescribed by the

Board by rule.

- (4) The Board reserves the option of reviewing the work papers, reports, and time records for work submitted for credit as qualifying experience. The Board may require interviews with applicants.

Rule 2.1.4. Other Requirements

The Board reserves the right to require applicants for licensure to provide evidence of good moral character including, but not limited to, a Board initiated background and criminal check

Rule 2.2. CPA Examination

Rule 2.2.1. **Examinee Qualifications:** The CPA examination as required by the Public Accountancy Act is to determine minimum competency of an individual for licensure purposes. The CPA examination shall test the knowledge and skills required for performance as an entry-level certified public accountant. The examination shall include the subject areas of accounting and auditing and related knowledge and skills as the Board may require. In accordance with Rule 2.1. of these *Rules and Regulations*, an applicant for a CPA license must pass the CPA examination in addition to other licensure requirements. Candidates for the CPA examination must satisfy the following requirements to qualify to sit for the CPA examination as a Mississippi candidate:

- (a) **Educational Requirement:** Candidates who first sit for the CPA examination on or after July 1, 2016, must have completed at least 120 semester hours of college education including a baccalaureate or higher degree conferred by an accredited four-year college or university or the equivalent acceptable to the Board, with an accounting concentration determined by Board rule to be appropriate.

- (1) Accreditation acceptable to the Board shall be by one of the following accrediting agencies or its successor:

- a. For the accounting program or business school, accreditation by the Association to Advance Collegiate Schools of Business – International (AACSB), or
- b. For colleges or universities without AACSB accreditation, accreditation by one of the following regional accrediting agencies or its successor:
 - i. Middle States Association of Colleges and Schools; Middle

States Commission on Higher Education

- ii. The Commission on Institutions of Higher Education of The New England Association of Schools and Colleges
- iii. North Central Association of Colleges Schools – The Higher Learning Commission
- iv. Northwest Commission on Colleges and Universities
- v. Southern Association of Colleges and Schools Commission on Colleges
- vi. Western Association of Schools and Colleges Accrediting Commission for Senior Colleges and Universities

(2) Accounting Concentration: The candidate shall be determined to have the equivalent of an accounting concentration if he has at least 48 semester hours of upper division or graduate level accounting and business related courses as approved by the Board at an accredited four-year college or university with a minimum of 24 semester hours of accounting at the upper division or graduate level, including a minimum of 3 semester hours each in courses covering the following subjects:

- a. financial accounting
- b. auditing
- c. taxation
- d. accounting information systems

(3) The educational requirements must be completed before the candidate first applies to take the examination.

(4) Credit for hours taken at accredited colleges and universities using the quarter system shall be counted as $\frac{2}{3}$ of a semester hour for each hour of credit received under the quarter system.

(b) Residency: The candidate must be a resident of the State of Mississippi. Residency shall be determined by the Board based on all of the facts and circumstances of each individual case. Factors normally considered by the Board in determining residency are as follows:

- (1) Place of registration as a voter
- (2) Vehicle registration and tags
- (3) Filing of Mississippi State Resident Income Tax Returns
- (4) Qualifying for Homestead Exemption in Mississippi and payment of

real estate taxes to this state, and/or
(5) Graduation from a Mississippi university or college

- (c) Good Moral Character: As the passing of the CPA examination is the initial qualification to licensure, a candidate must be able to demonstrate that he possesses good moral character in order to qualify to sit for the examination. In evaluating good moral character, the Board shall consider a candidate's criminal record including but not limited to felony convictions or pleas; discipline before state, local or federal jurisdictions; and other documents and/or records determined appropriate in the circumstance.

Rule 2.2.2. Fees: The candidate shall, for each test section applied for, pay to the Board or its designee candidate testing fees that include the actual fees charged by the American Institute of CPAs (AICPA), National Association of State Boards of Accountancy (NASBA), and the test delivery service provider, as well as a nonrefundable application processing fee established by the State Board.

Rule 2.2.3. Rescinded.

Rule 2.2.4. Rescinded.

Rule 2.2.5. Applications:

- (a) Candidates must apply for the CPA examination on application forms provided by the Board and filed with the Board as specified in the application form.
- (b) An application will not be considered filed until the application processing fee, other examination fees, and all required supporting documents have been received, including proof of identity as determined by the Board and specified on the application form, official transcripts and proof that candidate has satisfied the education, residency, and good moral character requirements.
- (c) Applications are active until the candidate sits for the applicable (s) but no longer than six months. A candidate who fails to appear for an examination shall forfeit all fees charged for both the application and the examination.
- (d) The Board or its designee will forward notification of eligibility for the computer-based examination to NASBA's National Candidate Database.
- (e) Any person who files an application for the CPA examination containing false statements, false references, or false signatures, may, at the discretion of the Board, be temporarily or permanently barred from taking the examination.

Rule 2.2.6. Time and place of CPA examination: The Board shall notify candidates of their eligibility and notice eligible candidates to schedule within the required time period and with an approved test site identified by the Board. Scheduling reexaminations must be made in accordance with Rule 2.2.10. below.

Rule 2.2.7. Rescinded.

Rule 2.2.8. Rescinded.

Rule 2.2.9. Rescinded.

Rule 2.2.10. Examination Grades, Conditioning, Reexamination:

- (a) The Board shall notify CPA examination candidates in writing of examination results. The passing grade for each test is 75.
- (b) The Board may use the Uniform CPA Examination and advisory grading service and may rely solely upon grades assigned to that examination by the administering entity.
- (c) A candidate may take the required test sections individually and in any order. Credit for passing any test section shall be valid for that test section for thirty (30) months from the date the passing score for such test section is released by NASBA to the candidate or the Board, as the case may be, regardless of the number of test sections taken or having to attain a minimum score on any failed section(s).
 - (1) A candidate shall pass all required test sections within a rolling thirty (30) month period. The rolling thirty (30) month period begins on the date the first passing score(s) are released by NASBA to the candidate or the Board, as the case may be. The rolling thirty (30) month period concludes on the date the candidate sits for the final test section passed, regardless of when the score is released by NASBA for the final test section.
 - (2) A candidate who earns initial credit on one or more test section(s) of the CPA examination must sit for and complete the remaining required test section(s) of the examination by midnight local time at the Board's main office on the last day of the thirty (30) month period.
 - (3) If all required test sections are not passed within this initial thirty (30) month period, credit for the first test section(s) passed shall expire and a new rolling thirty (30) month period shall begin on the date the second passing score(s) were released by NASBA to the candidate or the Board, as the case may be, and continue for thirty (30) months from that date. If all required test section(s) are not passed within this next rolling thirty (30) month period, credit for the second test section(s) passed shall expire and

a new rolling thirty (30) month period will begin on the date the next test section passing score, if any, was released by NASBA to the candidate or the Board, as the case may be, and this cycle of thirty (30) month rolling periods and test section credit expirations will continue until all test sections are passed within one thirty (30) month rolling period. Notwithstanding the foregoing, if a candidate stops testing for a thirty (30) month period, then all credit for previously passed test sections will expire.

- (d) A candidate shall not retake a failed test section until the candidate has been notified of the score for the most recent attempt of that failed test section.
- (e) A candidate shall be deemed to have passed the examination if the candidate obtains credit for passing all required test sections in one rolling thirty (30) month period.
- (f) A candidate shall retain credit for any and all required test sections of the examination passed as a candidate of another state if such credit would have been given under then applicable requirements in this State.
- (g) Notwithstanding subsection (c), (d), and (e) of this rule, the period of time in which to pass all required test sections of the examination may be extended by the Board upon a showing of:
 - 1. Individual hardship including, but not limited to, health; military service; a disruption at a local, regional, or national level impacting the candidate; or other circumstances beyond the candidate's control, or
 - 2. Recommendations of NASBA, AICPA, or other state regulatory authority for additional extensions of time.

Rule 2.2.11. Transfer of Credits from Other States: A candidate shall retain credit for any and all test sections of an examination passed in another state if such credit would have been given, under then applicable Mississippi requirements had the candidate taken the examination in this State. The applicant's grade or grades on test sections passed in such other states shall be determined and approved by the Board before transfer is approved. A candidate who applies for a transfer of any credits from another state shall file an application acceptable to the Board and pay the required fee.

Rule 2.2.12. Cheating:

- (a) 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, and may warrant summary expulsion from the test site and disqualification from taking the examination.

- (b) For purposes of this rule, the following actions or attempted activities, among others, may be considered cheating:
 - (1) Falsifying or misrepresenting educational credentials or other information required for admission to the examination;
 - (2) Communication between candidates inside or outside the test site or copying another candidate's answers while the examination is in progress;
 - (3) Communication with others inside or outside the test site while the examination is in progress;
 - (4) Substitution of another person to sit in the test site in the stead of a candidate;
 - (5) Reference to cheat sheets, textbooks or other material or electronic media (other than that provided to the candidate as part of the examination) inside or outside the test site while the examination is in progress.
 - (6) Violating the nondisclosure prohibitions of the examination or aiding or abetting another in doing so.
 - (7) Retaking or attempting to retake a test section by an individual holding a valid CPA certificate/license or by a candidate who has unexpired credit for having already passed the same test section, unless pursuant to Board order or unless the individual has been expressly authorized by the Board to participate in a "secret shopper" program.
- (c) In any case where it appears that cheating has occurred or is occurring, the Board or its representatives may either summarily expel the candidate involved from the examination or move the candidate to a position in the test center away from other examinees where the candidate can be watched more closely.
- (d) In any case where the Board believes that it has evidence that 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 disciplinary hearing following the examination session for the purpose of determining whether or not there was cheating, and if so what remedy should be applied. In such proceedings, the Board shall decide:
 - (1) Whether the candidate shall be given credit for any portion of the examination completed in that session; and

- (2) Whether the candidate shall be barred from taking the examination and if so, for what period of time.
- (e) In any case where the Board or its representative permits a candidate to continue taking the examination, it may, depending on the circumstances:
- (1) Admonish the candidate;
 - (2) Seat the candidate in a segregated location for the rest of the examination;
 - (3) Keep a record of the candidate's seat location and identifying information, and the names and identifying information of the candidates in close proximity of the candidate; and/or notify the National Candidate Database and the AICPA and/or the test center of the circumstances, so that candidate may be more closely monitored in future examination sections.
- (f) In any case in which a candidate is refused credit for any test section of an examination taken, disqualified from taking any test section, or barred from taking the examination in the future, the Board will provide to the Board of Accountancy of any other state to which the candidate may apply for the examination information as to the Board's findings and actions taken.

Rule 2.2.13. 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.

Rule 2.2.14. Candidate's Request for Review. A candidate may request through the Board a review of his nonpassing examination papers by the advisory grading service of the AICPA. The review shall be conducted in accordance with the uniform procedures designed for such. The fees for the review shall be paid by the candidate.

Rule 2.2.15. Appeal. After the grades have been released and subsequent to a review of nonpassing examination papers a candidate may request through the Board an appeal of the examination grade. The appeal shall be conducted in accordance with the uniform procedures and in accordance with Board requirements. The fees for the appeal shall be paid by the candidate.

Source: *Miss. Code Ann.* § 73-33-5 (f)

Rule 2.3. Registration

- Rule 2.3.1. Each CPA license holder shall be required to register and to pay an annual registration fee on or before the first day of January each year. Application for such registration shall be made online at the Board's website. The registration fee shall be determined under the Board's Schedule of Fees in effect as of the date of the registration. Additional fees may be charged for manual registration.
- Rule 2.3.2. Each registrant shall be required to provide information as to current employment, current address, compliance with continuing professional education requirements and other information requested by the Board necessary for the administration of these regulations or the accountancy statutes, including sworn statements or attestations verifying the accuracy of the registration application.
- Rule 2.3.3. In accordance with Rule 4.1. of these *Rules and Regulations*, a licensee will not be permitted to register a license if not in compliance with the CPE requirements.
- Rule 2.3.4. Failure to register and pay annual fees by January 1 of each year will result in automatic cancellation of the license. License holders in default will be mailed a ten day notice of such default by certified mail (to their last known address of record) prior to the cancellation of the certificate. A person who has lost his or her license for failure to register and/or pay registration fees may apply to the Board for reinstatement of the license in accordance with Rule 2.4. of these *Rules and Regulations*.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 2.4. Reinstatement of a License

- Rule 2.4.1. An individual seeking reinstatement of a CPA license which has been revoked, suspended, canceled voluntarily or canceled for failure to register must submit to the Board an application for reinstatement of such license and satisfy the requirements as described herein.
- Rule 2.4.2. Such application shall be filed on the form prescribed by the Board and shall include a signed and acknowledged petition which shall set forth in full the circumstances surrounding the revocation, suspension, or cancellation of the applicant's license, the applicant's reasons for seeking reinstatement, and any other information the applicant wishes to bring to the attention of the Board.
- Rule 2.4.3. License reinstatement applications must be accompanied by payment of the delinquent license fees (fees in arrears not to exceed three years), late fees, and a reinstatement fee.
- Rule 2.4.4. An individual seeking reinstatement of a CPA license must, unless otherwise provided by Trial Board order, as defined in Rule 2.4.5. below, show satisfactory evidence of accrual/completion of the minimum CPE credit hours missed as a result of not being registered, 40 CPE credit hours per compliance period

including the Ethics, Professional Conduct, Public Accountancy Law and Regulations CPE requirement applicable to the most recent compliance period subject to a maximum of 120 CPE credit hours, in lieu of resitting for the CPA examination and completion of all requirements for the issuance of such CPA license. No CPE credit will be allowed unless obtained within 36 months of the reinstatement application and no more than 20 hours of carry-over CPE credit hours may be used for each compliance period.

Rule 2.4.5. A former licensee whose license has been revoked or suspended may make application for reinstatement in accordance with the provision of the Trial Board order and shall pay the required fees and penalties and shall accrue the minimum CPE credit hours missed unless otherwise provided per the order. Applicants for reinstatement of practice privileges granted pursuant to Section 73-33-17 must demonstrate compliance with the terms of any board order or other directives of the Board wherein the practice privilege was suspended or revoked.

- (a) In considering an application the Board shall consider all activities of the applicant since the license was canceled, revoked or suspended, including but not limited to the prior offense, the applicant's activities during the time the license or practice privilege was in good standing, rehabilitative efforts, and restitution to damaged parties in the matter.
- (b) After consideration of the applicant's petition and after conducting such personal examination of the applicant or other persons as it deems necessary, including any complainant or individual injured by the applicant, the Board may in its discretion call a hearing to hear the facts and circumstances, reinstate any revoked, suspended or surrendered license or practice privilege. The Board shall notify such applicant of its decision in writing.

Rule 2.4.6. The Board may impose appropriate terms and conditions for reinstatement of a license, impose continuing conditions on a license to be reinstated, and/or otherwise modify the requirements of a prior order of suspension, revocation or probation.

Rule 2.4.7. No application for reinstatement will be considered while the applicant is under a sentence for any criminal offense, including any period during which the applicant is on court imposed probation or parole.

Rule 2.4.8. Rescinded

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 2.4.9. Reinstatement of a suspended license or practice privilege under the requirements of noncompliance with an order for support as defined in Mississippi Code of 1972, Section 93-11-153, shall be reinstated only under the conditions provided per Section 93-11-157 or 93-11-163, as the case may be.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 2.5. Retirement Status or Permanent Disability

- Rule 2.5.1. Retired Status: An individual who holds a current license issued by the board who is 55 years old or older and has filed a request for retired status on a form prescribed by the board which indicates the licensee does not perform or offer to perform for the public one or more kinds of services involving the use of accounting or auditing skills, including the issuance of reports on financial statements or other compilation communication, or of one or more kinds of management advisory, financial advisory or consulting services, or the preparation of tax returns or the furnishing of advice on tax matters.
- Rule 2.5.2. Permanent Disability Status: Permanent disability status may be granted by the Board to a licensee with a statement from the licensee's physician which states that the licensee is unable to perform activities regulated by this Board and clearly details the disability. Such status may only be granted at the time of annual license renewal.
- Rule 2.5.3. A licensee who has been granted retired status or permanent disability status and who becomes engaged in activities described in Rule 2.5.1 must:
- (a) pay the current license and reinstatement fees established by the board;
 - (b) complete the form prescribed by the Board for renewal of a license;
 - (c) meet the continuing professional education requirements; and
 - (d) surrender the retired or permanent disability status.
- Rule 2.5.4. An individual who has been granted a retired or permanent disability status from the Board is exempt from the mandatory CPE requirements described in Rule 4.1.
- Rule 2.5.5. All other Board rules and all statutory provisions apply to a licensee in either an active, retired, or permanent disability status unless specifically exempt by Board rule or statute.
- Rule 2.5.6. An individual who has been granted a retired or permanent disability status from the Board is granted the use of the title of certified public accountant (retired) or CPA (retired), but may not use “certified public accountant” or “CPA” without the “retired” identification.

Source: *Miss. Code Ann.* § 73-33-5 (f)

Rule 2.6. Reciprocity

- Rule 2.6.1. Persons holding CPA certificates/licenses granted by other jurisdictions must apply for reciprocity for a CPA license with the Mississippi State Board of Public Accountancy if they do not meet the following exemptions. In addition, CPA firms must apply for registration of a firm permit to practice public accounting in accordance with the provisions of Chapter 3 of these *Rules and Regulations*.

Rule 2.6.2. Mississippi reciprocity law and regulations do not apply to holders of CPA certificates/licenses granted by other jurisdictions:

- (a) whose principal place of business is not in Mississippi, and
- (b) who hold a valid license as a CPA from any state which is substantially equivalent as defined in these Rules and Regulations, and
- (c) who avail themselves of the practice privilege in accordance with Section 73-33-17.

Rule 2.6.3. Rescinded

Rule 2.6.4. Each application for a reciprocal CPA license shall be considered on its own merits. No reciprocal CPA license shall be issued to holders of certificates from other jurisdictions unless the jurisdiction that issued the certificate/license confirms the applicant is in good standing, and then only if the said jurisdiction grants reciprocity to Mississippi CPAs.

Rule 2.6.5. An individual holding a valid certificate and license in good standing as a CPA issued by any jurisdiction and of good moral character may make application for a CPA license in Mississippi. Applications for reciprocal CPA licenses shall be made on forms prescribed by the Board and submitted to the executive director. The application must be accompanied by the requisite fee and shall include written authorization from the applicant empowering the Board to obtain all information concerning the applicant's qualifications and present standing.

Rule 2.6.6. The Board shall evaluate each application and shall issue a reciprocal CPA license based on evidence of an active license in good standing in a substantially equivalent jurisdiction. If an applicant has an active license in a jurisdiction that is not substantially equivalent, the Board will consider issuing a reciprocal CPA license if the applicant's qualifications are substantially equivalent to those required to obtain a Mississippi original CPA license.

Rule 2.6.7. Applicants for reciprocal CPA licenses shall not be required to reside or have a place for the regular transaction of business in Mississippi.

Rule 2.6.8. Applicants for reciprocal CPA licenses shall be required to comply with all of the same *Rules and Regulations* as holders of original Mississippi licenses, including but not limited to CPA firm registration, continuing professional education requirements, annual registration and address changes.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 2.7. Replacement Certificate of Licensure

Rule 2.7.1. A replacement certificate of licensure may be issued at the holder's request upon payment of fee and compliance with the following requirements:

- (a) In the event of a certificate of licensure which has been lost, the request for replacement must be accompanied by a sworn statement that the certificate is lost and the CPA must agree in writing to the Board that he or she will return the lost certificate to the Board in the event it is later found.
- (b) In the event of a certificate of licensure which has been mutilated, the mutilated certificate must be returned to the Board, and if it is mutilated beyond the point of being able to be identified, the request must also be accompanied by a sworn statement that the returned document is, in fact, the certificate.
- (c) If the request for replacement is to have a change in the name in which the certificate of licensure is issued, the original certificate must be returned to the Board and the request must be accompanied by appropriate documentation of the name change.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 3: CPA Firm Permits

Rule 3.1. General Requirements

Rule 3.1.1. The practice of public accounting as defined per Mississippi Code of 1972, Section 73-33-2, and the Definitions section of these *Rules and Regulations* must be performed through a CPA firm meeting ownership and other requirements specified herein, including compliance with peer review as outlined in Chapter 5, and duly registered with the Board with a firm permit to practice public accounting. This rule also applies to offices located outside of Mississippi where such offices perform services described in Section 73-33-17 (4) for Mississippi clients. Each office of a firm with no Mississippi office that performs services described in Section 73-33-17 (4) must be registered with the Board with a firm permit.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 3.1.2. Authorized forms of practice.

- (a) A domestic CPA firm may be organized as any entity or any business form allowed by Mississippi law and must comply with the requirements thereof.
- (b) A foreign CPA firm may be legally organized under a law other than the law of this state. The foreign firm must comply with the requirements as stated herein.

Rule 3.1.3. CPA firm ownership.

(a) A certified public accountant firm located inside of the State of Mississippi shall be required to show that:

(1) it is wholly owned by natural persons and not owned in whole or in part by business entities;

(2) a simple majority of the ownership of the firm in terms of financial interests and/or voting rights hold Mississippi certified public accountant licenses; and

(3) the certified public accountant members of the firm are registered and in good standing with the Board, unless said CPA members qualify for practice privileges pursuant to Section 73-33-17 (4) of the Mississippi Code of 1972, as amended.

In addition, each resident manager of each CPA firm office in Mississippi must reside in Mississippi and hold a current license to practice public accountancy in Mississippi. Exempted from the requirement of Mississippi residency is a resident manager who spends a majority of his or her work year on-site in the Mississippi offices for which the licensee is the firm resident manager. The exemption is intended to address licensees residing outside of Mississippi but are able to commute to the Mississippi offices for which the licensee is the firm resident manager on a routine and regular basis.

(b) Except as otherwise provided by Section 73-33-17 of the Mississippi Code of 1972, as amended, a certified public accountant firm or office thereof having its principal place of business located outside of the State of Mississippi that offers to perform or practices public accounting for a client or a potential client who is a Mississippi resident, has a principal place of business or is domiciled in Mississippi shall be required to show that:

(1) it is wholly owned by natural persons and not owned in whole or in part by business entities;

(2) a simple majority of the ownership of the firm in terms of financial interests and/or voting rights hold certified public accountant licenses from a statutorily authorized licensing jurisdiction;

(3) the certified public accountant members of the firm offering to perform or performing work for a Mississippi client qualify for practice privileges pursuant to Section 73-33-17 of the Mississippi Code of 1972, as amended; and

- (4) the firm is in compliance with all appropriate licensing and registration requirements of the state of its principal place of business.
- (c) Any certified public accountant firm may include non-licensee owners provided that:
 - (1) the firm designates a licensee of this state or licensee of another state where the firm is registered if qualifying for the practice privilege pursuant to Section 73-33-17 of the Mississippi Code of 1972, as amended, who is responsible for the proper registration of the firm and identifies that individual to the Board;
 - (2) all non-licensee owners are natural persons and are active individual participants in the certified public accountant firm or affiliated entities;
 - (3) all non-licensee owners are identified as owners in connection with the registration of the firm and do not hold, in the aggregate, more than forty-nine percent of the firm financial interest or voting rights;
 - (4) all services as defined herein are under the charge of a Mississippi CPA licensee or CPA qualified for practice privileges pursuant to Section 73-33-17 of the Mississippi Code of 1972, as amended;
 - (5) all services are performed within the requirements set out in Section 73-33-15 of the Mississippi Code of 1972 and the professional standards for such services;
 - (6) no person not holding a valid CPA license shall use or assume the title certified public accountant or the abbreviation CPA or any other title, designation, words, letters, abbreviation, sign, card or device likely to be confused with or tending to indicate that such person is a certified public accountant unless said person is qualified for practice privileges pursuant to Section 73-33-17 of the Mississippi Code of 1972, as amended;
 - (7) non-CPAs shall not have ultimate responsibility for the performance of audits, reviews or compilations of financial statements or other forms of attestation related to financial statements and may not use language in any statement related to the financial affairs of a person or entity which is conventionally used by licensees in reports on financial statements;
 - (8) non-CPA owners are responsible for compliance with the *Act* and these *Rules and Regulations*; and
 - (9) the firm complies with other requirements as set by the Board.
- (d) When the death of a licensee owner, whether shareholder or member or partner, would cause licensee ownership of a firm to fall below 50%, the executive director may authorize the firm to continue to operate for up to 12 months following the

death of such owner. The Board's ratification of the executive director's authorization will require submission of the following:

- (1) a copy of the owner's death certificate,
- (2) a copy of appropriate legal documents designating a CPA licensee or registration holder in good standing with the Board to manage the firm on behalf of the non-licensed owners, and
- (3) written evidence that a disruption in the continuation of the firm's operations would jeopardize the survivability of the firm.

Source: Miss. Code Ann. § 73- 33-5 (f)

Rule 3.1.4. Initial Registration (Application): All CPA firms domiciled in Mississippi must register with the Board as soon as possible, but no later than 30 days after opening a Mississippi office or beginning a new CPA firm, but in no case shall a CPA firm engage in the practice of public accounting without a firm permit.

Rule 3.1.5. Annual Registration: In accordance with Mississippi Code of 1972, Section 73-33-7(3), on or before January 1 of each year, each certified public accountant firm holding a permit to practice public accounting must register with the Board.

Rule 3.1.6. Process.

- (a) Initial applications and annual renewal registrations of firms must be made upon forms prescribed and include information required by the Board and be submitted to the executive director. Application must be made upon the affidavit of a general or managing owner (individual) and in addition to other required information must include the name and address of the person upon whom service of process may be had for the firm. In accordance with Rule 3.1.12. and Chapter 5, peer review compliance is required in order to register a CPA firm.
- (b) Foreign CPA firms domiciled within Mississippi or domiciled outside of Mississippi for which a firm permit is required must submit along with the initial application and annual renewal registrations all requested information including but not limited to its current corporate certificate of authority or certificate of registration with the Mississippi Secretary of State, if such registration is required by Mississippi law. Such documents on file with the Secretary of State must agree with the records of the Board. The filing of these registrations will consider the restrictions as set elsewhere in these Rules and Regulations including but not limited to CPA firm name restrictions.

Source: Miss. Code Ann. § 73- 33-5 (f)

Rule 3.1.7. Firm Permit. Upon satisfaction of the application and registration requirements, the Board will issue to a CPA firm an annual firm permit to practice public accounting.

Rule 3.1.8. Failure to apply or register. For firms required to, the absence of filing of the required application, failure to register on or before January 1, or satisfaction of this rule shall be construed to mean that no entity exists as an authorized CPA firm for the practice of public accounting. In such case the Board may take disciplinary action against the firm's members.

Rule 3.1.9. Disclaimer by non-qualified firms. An entity that is not qualified to register as a CPA firm or otherwise engage in or hold-out as being able to engage in the practice of certified public accounting, but which engages in aspects of public accountancy as permitted by statute and employs or engages licensee(s) or registration holder in such work must include an asterisk by the name of the employer or principal in each advertisement or written statement by the licensee or registration holder and/or by his employer or principal in which reference is made to the licensee or registration holder or his association with the employer or principal as such, which asterisk shall refer to a notation included within conspicuous proximity and with reasonable prominence that states "*This firm is not a CPA firm.*"

Rule 3.1.10. Notices. A CPA firm registered under this rule must give notice to the Board within 30 days after significant changes including but not limited to:

- (a) formation of new firm;
- (b) changes in ownership including the admission, withdrawal, or death of an owner, partner, member, shareholder;
- (c) dissolution of the firm;
- (d) changes in legal form of organization;
- (e) establishment, withdrawal, or changes of offices;
- (f) change in physical location and/or address;
- (g) change in the firm name;
- (h) occurrence of any event(s) which would cause the firm to become out of compliance with the *Act* or the *Rules and Regulations* including compliance assurance as described in Rule 5.3.6.

This notice shall be provided on an amendment form prescribed by the Board.

Rule 3.1.11. Firm Names.

- (a) A CPA firm may not use a CPA firm name unless that name has been registered with the Board.
- (b) It is prohibited for a CPA firm to use any name that is misleading. A misleading CPA firm name is one which:

- (1) Implies the existence of a partnership or registered limited liability partnership or a professional corporation or professional limited liability company if the firm is not, in fact, one of those entities;
 - (2) Includes the name of an individual who is not a CPA if the words “certified public accountants” or “CPAs” are included in the firm name;
 - (3) Includes information about or indicates an association with persons who are not current or former members of the firm, unless the name is that of a firm network;
 - (4) Includes the terms “& Company”, “& Associates”, or “Group”, but the firm does not include, in addition to the named partner, shareholder, owner, or member, at least one other unnamed partner, shareholder, owner, member, or staff employee;
 - (5) Contains any representation that would be likely to cause a reasonable person to have a false or unjustified expectation of favorable results or capabilities, including names indicating qualitative superiority or pricing differences;
 - (6) Claims or implies the ability to influence a regulatory body or official;
 - (7) Includes the name of an owner whose license has been revoked for disciplinary reasons by the Board whereby the licensee has been prohibited from practicing public accountancy or prohibited from using the title CPA or holding themselves out as a Certified Public Accountant.
- (c) The following is a non-exhaustive list of types of CPA firm names that are not in and of themselves misleading and are permissible so long as they do not violate other firm name provisions:
- (1) A firm name that includes the names or initials of one or more former or current owners;
 - (2) A firm name that excludes the names of one or more former or current owners;
 - (3) A firm name that uses the “CPA” title as part of the firm name when all named individuals are owners of the firm who hold the CPA title or are former owners who held the CPA title at the time they ceased to be owners of the firm;
 - (4) A firm name that includes the name of a non-CPA owner if the words “certified public accountant” or “CPA” title are not a part of the firm name.
- (d) Any CPA firm registered in another jurisdiction that registers a Mississippi firm permit pursuant to MS Code Section 73-33-17(4), may register and practice

under the name as registered with that jurisdiction provided that the name is not misleading. If required by Mississippi law, such firm will register to do business in Mississippi with the Secretary of State under the name registered with the Board.

Rule 3.1.12. In addition to other requirements set herein, firms must comply with *Peer Review* as defined per Chapter 5. in order to register a CPA firm.

Rule 3.1.13. Rescinded

Rule 3.1.14. Rescinded

Rule 3.1.15. Sole Proprietors

- (a) Every sole proprietorship having an office in Mississippi while engaged in the practice of public accountancy in this state (whether full or part time) must register as a CPA firm with the Board.

Sole proprietors whose principal place of business is outside Mississippi shall register as a CPA firm with the Board if performing services as defined per Mississippi Code of 1972, Section 73-33-17(4), including:

- (1) any financial statement audit or other engagement to be performed in accordance with Statements on Auditing Standards;
 - (2) any examination of prospective financial information to performed in accordance with Statements on Standards for Attestation Engagements;
 - (3) any engagement to be performed in accordance with PCAOB Auditing Standards.
- (b) Death of a Sole Proprietor. Upon written authorization from the executive director, a sole proprietorship may continue to operate for a period of up to 12 months following the death of the sole proprietor. The executive director, subject to ratification by the Board at the next Board meeting, may permit the continued operation of the sole proprietorship when the following has been provided:
 - (1) a copy of the sole proprietor's death certificate;
 - (2) a copy of the power of attorney from the sole proprietor's executor, administrator, or heir designating a CPA licensee or registration holder in good standing with the Board to manage the sole proprietorship on behalf of such party. When such party is not a licensee or registration holder, the power of attorney must authorize a licensee or registration holder to manage the sole proprietorship on behalf of such party; and
 - (3) written evidence that a disruption in the continuation of the sole proprietorship would jeopardize the survivability of the firm.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 3.2. Reinstatement of a CPA Firm Permit

Rule 3.2.1. A CPA firm seeking reinstatement of a firm permit or privilege to practice public accounting which has been revoked, suspended, canceled voluntarily or canceled for failure to register must submit to the Board an application for reinstatement of such firm permit or privilege and satisfy the requirements as described herein.

Rule 3.2.2. Such application must be filed on the form prescribed by the Board and must include a signed and acknowledged petition which sets forth in full the circumstances surrounding the revocation, suspension, or cancellation of the applicant's permit, the applicant's reasons for seeking reinstatement, and any other information the applicant wishes to bring to the attention of the Board.

Rule 3.2.3. A former CPA firm whose permit or privilege has been revoked or suspended may make application for reinstatement in accordance with the provision of the Trial Board order.

(a) In considering an application the Board shall consider all activities of the applicant since the permit or privilege was canceled, revoked or suspended, including but not limited to the prior offense, the applicant's activities during the time the permit or privilege was in good standing, rehabilitative efforts, and restitution to damaged parties in the matter.

(b) After consideration of the applicant's petition and after conducting such personal examination of the applicant or other persons as it deems necessary and call a hearing to review facts and circumstances, the Board may in its discretion reinstate any revoked, suspended or surrendered firm permit or privilege. The Board shall notify such applicant of its decision in writing.

Rule 3.2.4. The Board may impose appropriate terms and conditions for reinstatement of a firm permit or privilege, impose continuing conditions on a firm permit or privilege to be reinstated, and/or otherwise modify the requirements of a prior order of suspension, revocation or probation.

Rule 3.2.5. No application for reinstatement will be considered while the applicant is under a sentence for any criminal offense, including any period during which the applicant is on court imposed probation or parole.

Rule 3.2.6. A CPA firm who obtained the firm permit through reciprocity must provide the Board confirmation of good standing with the jurisdiction of original issue on forms as prescribed by this Board.

Rule 3.2.7. Reinstatement of a suspended firm permit related to a licensee's noncompliance with an order for support as defined in Mississippi Code of 1972, Section 93-11-153, shall

be reinstated only under the conditions provided per Section 93-11-157 or 93-11-163, as the case may be.

Source: *Miss. Code Ann.* § 73-33-5 (f)

Part 1 Chapter 4: Continuing Professional Education (CPE)

Rule 4.1. Compliance Requirements

- Rule 4.1.1. To annually renew a CPA license, an individual must complete and report at a minimum, the 40 CPE credit hours required under this rule accrued during the applicable compliance & reporting period and on forms prescribed by the Board by August 1.
- Rule 4.1.2. All licensees must report a minimum of 40 CPE credit hours within each one year (twelve month) compliance period ending June 30. Only 20 of the 40 hours may be from carry-over hours as referred to in Rule 4.1.4.
- Rule 4.1.3. A minimum of three (3) CPE credit hours must be earned in a Board approved Ethics and Professional Conduct course(s) every three years. Also, a minimum of one (1) CPE credit hour must be earned in a Mississippi Public Accountancy Law and Regulations course every three years. No carry-over may be used to satisfy this requirement.
- Rule 4.1.4. If more than 40 CPE credit hours are accumulated in a one year compliance period, the excess hours up to a maximum of 20 CPE credit hours may be carried over and applied to the CPE requirement for the immediately following one year compliance period.
- Rule 4.1.5. An initial applicant for a license shall be exempt from earning CPE credit hours during the compliance period in which he obtains a license and exempt from the Ethics, Professional Conduct, and Mississippi Public Accountancy Law and Regulations CPE requirement for the remainder of that triennial compliance period. There is no provision for carry-over from a compliance period in which CPE was not required.
- Rule 4.1.6. An individual who has applied and been granted by the Board the use of “CPA (retired)” or “Certified Public Accountant (retired)” as described in Rule 2.5., *Retirement Status or Permanent Disability*, is exempt from the CPE requirements described in this rule.
- Rule 4.1.7. Rescinded.
- Rule 4.1.8. Repeal.

Rule 4.1.9. The Board may in its discretion annually make exceptions to the CPE credit hour requirements set out in this rule if:

- (a) a licensee's primary employment is not in Mississippi but is in a State whose CPE requirements are substantially equivalent to Mississippi's requirements as determined by the Board and the individual is a licensee in that State of primary employment and reports those CPE credit hours as required per Rule 4.2. with a sworn statement to the Board that the CPE requirements for that jurisdiction have been met. Except the individual must comply with the Ethics, Professional Conduct, Public Accountancy Law and Regulations CPE requirement unless his State of primary employment has an ethics CPE requirement and he complies with that requirement;
- (b) a licensee shows reasons of health, certified by a medical doctor, that prevent compliance with the CPE requirement. A licensee must annually petition the Board for the exemption and provide documentation that clearly establishes the period of disability and the resulting physical limitations;
- (c) a licensee is on extended active military duty during the period for which the exemption is requested, and files a copy of orders to active military duty with the Board;
- (d) a licensee shows other good cause and reasons which prevent compliance that is acceptable to the Board.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 4.2. Records

Rule 4.2.1. Maintenance of Records and Control: Each licensee is responsible and must maintain records of all CPE in which he has participated showing:

- (a) Sponsoring organization
- (b) Location of course
- (c) Title, description of content, and outline (or equivalent)
- (d) Instructor(s) with qualifications
- (e) Date(s) attended
- (f) Contact hours (actual time) by category
- (g) Number of credit hours claimed

Credit will be allowed in the compliance period in which the course is completed.

Rule 4.2.2. Each licensee shall retain CPE records for a minimum of five (5) years after the end of the applicable one year and the triennial compliance period(s).

Rule 4.2.3. The Board, at its discretion, may verify the CPE information submitted by licensees through examination of such records and may require other information it deems necessary to determine the compliance with the CPE requirements, acceptability of a program for the purpose of the continuing professional education requirements or for administration of these rules.

Rule 4.2.4. A licensee must report CPE credit hours on the Board prescribed reporting form and by the required due date of August 1 even if the number reported is zero. A blank reporting form will be interpreted as zero CPE credit hours.

Rule 4.2.5. Repeal.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 4.3. Qualifying Programs

Rule 4.3.1. The overriding consideration in determining whether a specific program qualifies as acceptable continuing education is that it must be a formal program of learning which contributes directly to the professional competence of an individual licensee.

Rule 4.3.2. The intent of this regulation is that each licensee shall obtain sufficient CPE to assure professional competence in his or her field of employment or practice area, such as attest work and/or compilation of financial statements as defined by these Board rules and to satisfy the CPE requirements of other regulatory authorities and peer review.

Rule 4.3.3. Rescinded.

Rule 4.3.4. The responsibility for ascertaining and substantiating that a particular course or other program for which credit is claimed is acceptable and meets these continuing professional education requirements rests solely upon the licensee.

Rule 4.3.5. Personal development courses or classes such as principle-centered leadership, career planning, and time management, that meet the requirements of Rules 4.3.1. and 4.3.6. will be considered acceptable continuing professional education. No more than 20 hours CPE credit for personal development courses or classes may be claimed in a CPE compliance year. No personal development hours earned in excess of 20 in a compliance year may be carried forward to future years.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 4.3.6. A qualifying program may be a group live program which permits a participant to learn a given subject through interaction with an instructor and other participants either in a conference or classroom setting. However, subject to the condition that the subject matter meets the requirements of this rule and the activities maintain or improve the individual licensee's professional competence, the following programs also may qualify for CPE credit hours:

- (a) Formal correspondence, other individual self-study programs, and internet based programs. The Board will only accept the aforementioned programs from CPE sponsors that are approved by the Quality Assurance Services (QAS) program of the National Association of State Boards of Accountancy (NASBA). A licensee claiming credit hours for such courses will be required to obtain evidence of satisfactory completion of the course from the sponsor. Credit will be allowed in a compliance period in which the course is completed with a successful final examination. Independent study is not allowed. Such as, quizzers or programs requiring only the reading of reference materials, professional literature, or publications whether or not followed by a test are not allowable as CPE credit. Studying for examinations not established as formal programs of study and meeting these requirements are not allowable as CPE credit.
- (b) Published articles and books. CPE credit hours may be claimed for published articles and books authored directly by the licensee provided they contribute to the professional competence of the licensee. The request should be accompanied by a copy of the article(s) or book(s) and an explanation of the circumstances and the number of hours requested. The amount of credit so awarded will be determined by the Board. Editing or reviewing another's publication is not allowable as CPE credit.
- (c) University or college credit courses. Each semester hour credit shall equal fifteen (15) CPE credit hours toward the requirement. Each quarter hour credit shall equal ten (10) CPE credit hours.
- (d) University or college non-credit short courses. Each classroom hour will equal one qualifying hour.
- (e) Formal organized in-firm education programs. Portions of such meetings devoted to administrative and firm matters cannot be included.
- (f) Programs sponsored by recognized professional organizations such as government agencies, NASBA, and state societies of CPA's. Also qualifying are technical sessions at meetings of such organizations and their chapters. Additional approved sponsors are those included on the NASBA National Registry of CPE Sponsors.
- (g) Lecturer, instructor or discussion leader. The credit to be granted for service as a lecturer, instructor or discussion leader of an acceptable formal program will

be equal to the licensee's preparation time up to twice the number of actual classroom hours of the lecture or session. However, no additional credit will be allowed for repetition of the same program. For repeat presentations, CPE credit can be claimed only if it can be demonstrated that the learning activity content was substantially changed and such change required significant additional study or research.

- (h) Continuing legal education. A CPA who has a current license to practice as an attorney and is practicing as an attorney, not in public accounting, may include toward the Board's annual CPE requirement programs qualified and earned for CLE (continuing legal education).

Rule 4.3.7. The Board will not approve any program that does not offer sufficient evidence that the work has actually been accomplished.

Rule 4.3.8. Rescinded.

Source: *Miss. Code Ann.* § 73-33-5 (f)

Rule 4.4. Program Sponsors and Presentation Standards

Rule 4.4.1. CPE programs whether live or internet based programs must be conducted by persons whose background, training, education and experience qualify them as capable instructors, discussion leaders or lecturers on the subject matter of the particular programs. Instructors should be qualified both with respect to program content and teaching methods used. The instructor is a key ingredient in the learning process in any group program; therefore it is imperative that sponsors exercise great care in selecting qualified instructors for all group programs. Sponsors should evaluate the performance of instructors at the conclusion as described herein.

Rule 4.4.2 (a) Program sponsors must base learning activities on relevant learning objectives and outcomes that clearly articulate the knowledge, skills and abilities that can be achieved by participants in the learning activities.

- (b) Programs sponsors should develop and execute learning activities in a manner consistent with the prerequisite education, experience, and/or advance preparation of participants.
- (c) Program sponsors must use activities, materials and delivery systems that are current, technically accurate, and efficiently designed.
- (d) Program sponsors must assure instructional methods employed are appropriate for the learning activities. Learning activities should be presented in manner consistent with the descriptive and technical materials provided.

- (e) Programs sponsors must assure learning activities are reviewed by qualified persons other than those who developed them to make certain that the program is technically accurate and current and addresses the stated learning objectives. These reviews must occur before the first presentation of these materials and again after each significant revision of the CPE programs.
- (f) Program sponsors must inform participants in advance of objectives, prerequisites, experience level, content, advance preparation, teaching methods, and recommended continuing professional education credit hours, as described in Rule 4.4.6. This should be accomplished through brochures or other announcements.
- (g) Program sponsors must provide participants with documentation of participation, which includes:
 - (1) CPE program sponsor name and contact information.
 - (2) Participant's name.
 - (3) Course title.
 - (4) Course field of study.
 - (5) Date offered or completed.
 - (6) Location (if applicable).
 - (7) Type of instructional delivery method used.
 - (8) Amount of CPE credit recommended.
 - (9) Verification of program sponsor representative.
- (h) Program sponsors must employ an effective means for evaluating learning activity quality with respect to content and presentation, as well as provide a mechanism for participants to assess whether learning objectives were met.

Rule 4.4.3. To facilitate participants' expectations that programs will increase professional competence, program sponsors should encourage participation only by individuals with appropriate education and/or experience. The term "education and/or experience" in the standard also implies that participants will be expected to complete any advance preparation. An essential step in encouraging advance preparation is timely distribution of program materials.

Rule 4.4.4. Program sponsors must retain adequate documentation for a minimum of five years after the date of the presentation or initial offering to support their compliance with these standards and their reports that may be required of participants. As a part of this documentation, a record of attendance shall be made and maintained. The records of attendance should reflect the CPE credit hours earned by each participant, including those who arrive late or leave early. All documentation shall be open to Board inspection on request of the Board. These records should include, but are not limited to:

- (a) Location of course
- (b) Title, description of content, and outline (or equivalent)

- (c) Date(s)
- (d) Instructor(s) with biography
- (e) Number of credit hours
- (f) Documentation of meeting requirements in Rule 4.4.2(h) above

Rule 4.4.5. Rescinded.

Rule 4.4.6. Calculations of Hours of Credit: The following standards will be used to measure the hours of credit to be given for acceptable continuing professional education:

- (a) For purposes of CPE credit hours, 50 minutes of continuous participation in a program shall constitute one CPE credit hour. The shortest recognized program must consist of 10 minutes of continuous participation.
- (b) For continuous programs, conferences and conventions, when individual segments are less than 50 minutes, the sum of the segments will be considered equal to one total program. For example - five 30-minute presentations would equal 150 minutes and should be counted as three contact hours.
- (c) Only class hours, actual hours of attendance, or equivalent (and not student hours devoted to preparation) will be counted.
- (d) A participant who is not present for an entire program may claim credit only for the actual time he attended.

Rule 4.4.7. Program sponsors are responsible for compliance with all applicable standards and other CPE requirements. Any course or program offered or held out as a CPE program is subject to Board audit and monitoring to assure it meets these standards.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 4.5. Disciplinary Actions Relating to CPE

Rule 4.5.1. A licensee who fails to comply with the provisions of Rule 4.2. of this title (relating to CPE records and reporting) or Rule 4.1. of this title (relating to CPE attendance) may be subject to disciplinary action under the Mississippi Code of 1972, Section 73-33-11, for violation of the *Rules of Professional Conduct*.

Rule 4.5.2. A licensee shall retain documents or other evidence supporting CPE credit hours claimed for the five most recent full reporting periods to the date the credit hours are reported to the Board, and shall submit the supporting evidence to the Board if such data is requested.

Rule 4.5.3. The Board may, as deemed appropriate, audit, CPE data supplied by a licensee and request that all evidence supporting CPE credit hours claimed be provided to the Board within a reasonable period of time as prescribed by the Board.

Rule 4.5.4. Evidence of falsification, fraud, or deceit in the CPE information or documentation supplied will necessitate disciplinary action as authorized in the Mississippi Code of 1972, Section 73-33-11.

Rule 4.5.5. Denial of a License. The Board shall not issue or renew a license to an individual who has not completed the required CPE credit hours unless an exemption has been granted by the Board.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 5: Quality Review/Peer Review

Rule 5.1. Purpose

The purpose of the Board’s compliance assurance program (CAP) is to monitor compliance with applicable accounting and auditing standards adopted by generally recognized standard-setting bodies, thus improving the quality of financial reporting assuring that the public can rely on the fairness of presentation of financial information by CPA firms. Such presentations would include those on which a practice unit issued or should have issued reports in accordance with professional standards, including audits, reviews, compilations, agreed upon procedures, forecasts, projections, other special reports or any accounting and auditing services defined for peer review purposes but would not include preparation of financial statements by a CPA firm on which no report is required, such as engagements defined in the AICPA Statement on Standards for Accounting and Review Services (SSARS) Number 21, Section 70. In the event a CPA firm does not comply with established professional standards, or a firm's professional work is so inadequate as to warrant disciplinary action, the Board shall take appropriate action to protect the public interest. This chapter shall not require any firm to become a member of any sponsoring organization.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 5.2. Definitions

The following words and phrases, when used in this chapter and the peer review program, shall have the following meanings:

- (a) “Administering Entity (AE)” means an entity approved by a Board-approved sponsoring organization to administer the Board-approved peer review program.

- (b) “Enrollment in a peer review program” means a firm is required to follow all requirements of the peer review process, cooperate with those performing and administering the peer review, comply with the peer review standards and inform Administering Entities when firm changes occur.
- (c) “Peer Review Program” means the sponsoring organization’s entire peer review process, including but not limited to the standards for administering, performing, and reporting on peer reviews, oversight procedures, training, and related guidance materials.
- (d) “Peer Review Oversight Committee” (“PROC”) means a Board-appointed committee for monitoring the Board-approved peer review program, including sponsoring organizations’ Administering Entities, to provide reasonable assurance that Administering Entities and respective Peer Review Committee and Report Acceptance Bodies are functioning in a manner that effectively enforces the performance and reporting of peer review in accordance with peer review standards.
- (e) “Peer Review Standards” means the Board-approved professional standards and guidance for administering, performing and reporting on peer reviews.
- (f) “Peer Reviewer/Reviewing Firm” means a certified public accountant/ accounting firm responsible for conducting the peer review, holding a valid and active license to practice public accounting in good standing issued by this state or some other state, and meeting the peer reviewer qualifications to perform peer reviews established in the Board-approved peer review standards.
- (g) “Practice Unit” means a CPA firm as defined by the definitions of these regulations and required to be Board registered with a firm permit for the purpose of the practice of public accountancy including a sole proprietor, and licensees aggregated by the Board into a practice unit.
- (h) “Sponsoring Organization” means a Board-approved professional association, society, or other organization responsible for the facilitation and

administration of peer reviews directly or through its Administering Entities and responsible for the oversight of the Administering Entities pursuant to the sponsoring organization's peer review standards.

Rule 5.3. Enrollment in Board-Approved Peer Review Program

Rule 5.3.1. A practice unit which has not performed any engagement as defined in paragraph 1 of this rule during the 12 months prior to registration per Chapter 3 shall be exempt from enrollment in a peer review program but not from registering with the Board.

Rule 5.3.2. Unless exempt under Rule 5.3.1. or 5.5. each ongoing practice unit shall complete a peer review once every three years in order to register with the Board or earlier as may be required by the sponsoring organization. It is the responsibility of the firm to anticipate its needs for peer review services in sufficient time to enable the reviewer to complete the peer review by the assigned review due date.

Rule 5.3.3. Unless exempt under Rule 5.3.1., each new practice unit shall enroll in the program of an approved sponsoring organization within one year from its initial permitting date or the performance of accounting and/or auditing services that require a review. The practice unit shall adopt the review date assigned by the sponsoring organization and must notify the board of the date within 30 days of its assignment.

Rule 5.3.4. The Board may accept an extension, not to exceed 180 days, as granted by the sponsoring organization to conduct a review, provided the board is notified by the practice unit within 30 days of the date of such an extension.

Rule 5.3.5. A practice unit choosing to change to another sponsoring organization may do so provided that the practice unit authorizes the previous sponsoring organization to communicate to the succeeding sponsoring organization any outstanding corrective actions related to the practice unit's most recent review. Any outstanding actions must be cleared prior to transfer between sponsoring organizations.

Rule 5.3.6 A firm that has been rejected by a sponsoring organization for whatever reason shall notify the Board within 30 days of: (1) Name of sponsoring organization rejecting the enrollment; (2) Reasons for the rejection; (3) Name of subsequently selected sponsoring organization.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 5.3.7. In the event a practice unit is sold, dissolved, or merged with the practice of one or more other practice units, determination of successor or predecessor practice unit(s), peer review year-end(s) and the peer review due date(s) will be made in accordance with the sponsoring organization's guidance.

Rule 5.4. Reporting to the Board

Rule 5.4.1. Every practice after completion of a peer review shall file with the Board within thirty (30) days of receipt from the sponsoring organization: (1) A copy of the peer review report and the final letter of acceptance from the sponsoring organization, if such report is pass; or (2) A copy of the report, letter of response, the signed agreement to the conditional letter of acceptance, and final letter of acceptance when corrective actions are complete if the report is pass with deficiencies or fail.

Rule 5.4.2. Any report or document required to be submitted under this rule shall be made available to the Board by a secure website or other secure means unless the sponsoring organization does not have access to a secure website or other secure means. In such case the report may be directly submitted by the firm.

Rule 5.4.3. A practice unit claiming an exemption shall notify the board as to this status in writing with an explanation of the services offered by the practice unit with registration as set forth in Rule 3.1.

Rule 5.4.4. Any document submitted to the Board under this rule is confidential pursuant to the Act.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 5.5. Effect of Consecutive Deficient Reports

Rule 5.5.1 A firm, including a succeeding firm which receives two (2) consecutive pass with deficiencies reports and/or one (1) fail report, may be required by the Board or its designee to have an accelerated peer review within eighteen (18) months from the year end of the firm's last peer review. Such firm may also be subject to investigation and discipline by the Board or representatives of the Board.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 5.5.2. If the accelerated review required by Rule 5.5.1 results in a deficient report:

- (1) The firm may complete any service requiring a peer review for which field work has already begun only if:
 - (a) Prior to issuance of any report, the engagement is reviewed and approved by a third party reviewer acceptable to the Board or its designee; and
 - (b) The engagement is completed within ninety (90) days of the acceptance of the peer review report, and letter of response (when applicable) by the sponsoring organization;

- (2) The firm shall be referred to the Board Investigator for enforcement investigation.
- (3) A firm may petition the Board for a waiver from the provisions of this rule.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 5.6. Approved Peer Review Sponsoring Organizations, Programs and Peer Review Standards

- (a) The Board shall approve peer review sponsoring organizations, program(s) and standards.
- (b) The Board finds that because the American Institute of Certified Public Accountants (AICPA) has decades of experience as a sponsoring organization and has developed universally respected peer review standards, the Board recognizes the AICPA as an approved sponsoring organization, along with its peer review program and standards; this approval also applies to any Administering Entity of the AICPA Peer Review Program. These organizations are not required to submit an application for approval to the Board. As a condition of this approval, a sponsoring organization is required to:
 - (1) administer peer reviews for nonmember licensees whose firms' principal places of business are located in the state(s) where it administers peer reviews, provided that such nonmembers comply with the applicable peer review standards, and
 - (2) provide advance notice to the Board and an opportunity for discussion if any Administering Entity is to be discontinued.
- (c) The Board may terminate its approval of a sponsoring organization for cause following notice and opportunity for hearing. For purposes of this paragraph, "cause" includes but is not limited to a substantive change in the Peer Review Program that adversely affects licensees or the public firms or impairs the Board's ability to protect the public in this State or failure to maintain an ongoing compliance with the requirements of this chapter.

- (d) The Board may approve other peer review sponsoring organizations and programs. For an organization not specifically identified in these Rules as Board-approved, to receive Board approval for its peer review program and standards, the organization must submit evidence to the satisfaction of the Board. The evidence shall include but is not limited to the standards, procedures, guidelines, oversight process, training materials and related documents used to administer, perform, and accept peer reviews. The Board has the authority to request any other documents/information from an organization about its peer review program in determining whether to grant approval.

Rule 5.7. Peer Review Oversight Committee

- (a) A Peer Review Oversight Committee (PROC) may be appointed or adopted by the Board to monitor the Board-approved peer review program, including sponsoring organizations' administering entities. The PROC or the Board's designee shall report to the Board, at least annually, on the conclusions and recommendations reached as a result of the PROC's activities.

- (b) PROC members shall:

- (1) Not include individuals who have a conflict of interest under applicable law, Board Rule, or sponsoring organization standards.
- (2) Be subject to removal or replacement by the Board at its discretion.
- (3) Be required to sign a confidentiality agreement indicating they will not divulge any information to the Board that would identify any firm, licensee, or peer reviewer/reviewing firm as a result of their monitoring of the peer review process.
- (4) Perform procedures which may consist of but are not limited to the following activities:
 - (i) Visiting the Administering Entities of the approved peer review program;

- (ii) Reviewing sponsoring organization procedures for administering the program;
- (iii) Meeting with an Administering Entity's Report Acceptance Body during consideration of the peer review documents;
- (iv) Reviewing the Administering Entity's compliance with its program.

(c) The Board shall establish procedures and take all action necessary to ensure that the above materials remain confidential to the extent required by applicable statutes and rules.

Rule 5.8. Investigations

Nothing in this rule should be construed to prohibit the Board from initiating an investigation involving complaint(s) of alleged violations of statute or *Rules and Regulations* against a practice unit or CPA.

Part 1 Chapter 6: Rules of Professional Conduct

Rule 6.1. Preamble

Rule 6.1.1. The Mississippi State Board of Public Accountancy promulgates these *Rules of Professional Conduct* within the *Rules and Regulations* under the authority of Title 73, Chapter 33 of the Mississippi Code of 1972, as amended which directs the Board to adopt and enforce such rules and regulations “. . . as the Board considers necessary to maintain the highest standard of proficiency in the profession of certified public accounting and for the protection of the public interest.” The services usually and customarily performed by CPAs involve a high degree of skill, education, trust and experience which are professional in scope and nature. The use of professional designations carries an implication of possession of the competence associated with a profession. The public, in general, and the business community, in particular, rely on this professional competence by placing confidence in reports and other services of accountants. The public's reliance, in turn, imposes obligations on persons utilizing professional designation, both to their clients and to the public in general. These obligations include maintaining independence of thought and action, continuously improving professional skills, observing, where applicable, generally accepted accounting principles, generally accepted auditing standards, and other professional standards, promoting sound and informative financial reporting, holding the affairs of clients in confidence, upholding the standards of personal and professional conduct in all matters affecting fitness to the practice of accountancy.

Rule 6.1.2. The *Rules of Professional Conduct* are intended to have application to all professional services performed by licensees and/or firm permit holders (registrants) including but not limited to auditing, accounting, review and compilation services, tax preparation services, tax advisory services, management advisory services, financial advisory, investment planning, and consulting services.

Rule 6.1.3. The *Rules of Professional Conduct* are intended to apply as well to all registrants, whether or not engaged in the practice of public accounting, except where the wording indicates that the applicability is more limited. However, a registrant practicing outside the United States will not be subject to discipline for departing from any of the rules stated herein so long as his conduct is in accord with the rules of the organized accounting profession in the country in which he is practicing. However, where a registrant's name is associated with financial statements in such a manner as to imply that he is acting as an independent certified public accountant and under circumstances that would entitle the reader to assume that United States practices were followed, he must comply with the requirement of all applicable rules.

Rule 6.1.4. A CPA shall be held responsible for compliance with the *Rules of Professional Conduct* by all persons associated with him in the practice of public accounting who are either under his supervision or are his partners, shareholders, or members in the practice. A firm permit holder shall be responsible for assuring compliance with these rules by any of its officers, directors, shareholders, principals, partners, proprietors, employees or agents.

Rule 6.1.5. A registrant CPA or firm permit holder shall not permit others to carry out on his behalf, either with or without compensation, acts which, if carried out by the registrant would place him in violation of the rules of professional conduct.

Rule 6.1.6. These rules do not identify all acts that may be considered incompatible with the obligations and responsibilities imposed by professional status or discreditable or harmful even though not specifically mentioned or described in the rules. Any registrant may be censured, suspended or revoked by the Board for any unprofessional conduct or other sufficient cause whether or not the alleged misconduct is specifically enumerated or described in the following rules, provided proper notice and hearing is given said registrant.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.1.7. In addition to all other requirements contained in these Rules of Professional Conduct, all licensees and firm permit holders shall conform in fact and in appearance to the AICPA Code of Professional Conduct. Any conflict between the Board Rules and the AICPA Code of Professional Conduct shall be resolved in favor of the more restrictive requirement, as determined by the Board.

Source: Miss. Code Ann. § 73- 33-5 (f)

Rule 6.2. Independence.

Rule 6.2.1. A CPA or firm of which he is partner, member, or shareholder shall not express an opinion or issue a review report on financial statements of a client unless he is and, if applicable, his firm are independent in fact and appearance with respect to such client. Examples of such impairment of independence include but are not limited to:

- (a) During the period of the professional engagement or at the time of expressing an opinion or issuing a review report, he or the CPA firm:
 - (1) had or was committed to acquire any direct or material indirect financial interest in the client; or
 - (2) had any joint closely held business investment with the client or any officer, director, partner, or principal stockholder thereof which was material in relation to the CPA or firm permit holder's net worth;
 - (3) had any loan to or from the client or any officer, director partner, or principal stockholder thereof. This latter proscription does not apply to the following loans from a financial institution when made under normal lending procedures, terms and requirements:
 - a. loans obtained by a CPA or the firm which are not material in relation to the net worth of such borrower;
 - b. home mortgages;
 - c. other secured loans, except loans guaranteed by a CPA's firm which are otherwise unsecured;
 - (4) was a trustee of any trust or executor or administrator of any estate that had or was committed to acquire any direct or material indirect financial interest in the client;
- (b) During the period covered by the financial statements, during the period of the professional engagement or at the time of expressing an opinion or issuing a review report, the CPA or the CPA firm:
 - (1) was connected with the client as a promoter, underwriter or voting trustee, a director or officer or in any capacity equivalent to that of a member of management of an employee;
 - (2) was a trustee of any trust or executor or administrator of any estate if such trust or estate had a direct or material indirect financial interest in the client; or was a trustee for any pension or profit-sharing trust of the client;

- (3) had a commitment from the client for a commission or contingent fee in violation of Rules 6.6. or 6.7.

Rule 6.2.2. In any instance in which a CPA's name and/or CPA firm's name is associated with financial statements, if he/it is not independent, such lack of independence shall be disclosed.

Rule 6.2.3. Independence will be presumed to be impaired if the CPA or firm permit holder performs audit services, other than for charitable organizations, for a fee that is less than the direct labor cost reasonably expected at the time the engagement was accepted to be incurred in performing such services. For this purpose direct labor costs means the total compensation of the person or persons expected to perform the service for the time they are expected to serve on the engagement plus all payroll expenses related to such compensation.

Rule 6.2.4. A CPA or firm permit holder's independence may be impaired by a close relative's association with a client. Close relatives are defined as spouses and dependent persons, whether or not related, and defined as dependent and non-dependent children, grandchildren, stepchildren, brothers, sisters, parents, grandparents, parents-in-law, and their respective spouses.

- (a) CPA and firm permit holders must consider whether the strength of personal and business relationships between the CPA or firm permit holder and the close relative would lead a reasonable person who is aware of all the facts to conclude that the situation poses an unacceptable threat to the certificate or registration holder's objectivity and appearance of independence. In reaching this conclusion, the CPA or firm permit holder should consider the specific association with the client.
- (b) A CPA or firm permit holder's independence will be presumed to be impaired with respect to a client if:
 - (1) during the period of the professional engagement or at the time of expressing an opinion, the CPA or firm permit holder participating in the engagement has knowledge of a close relative who has a material financial interest in the client;
 - (2) during the period covered by the financial statements, during the period of the professional engagement, or at the time of expressing an opinion:
 - a. the CPA or firm permit holder participating in the engagement has a close relative who could exercise significant influence over the operative, financial, or accounting policies of the client or is otherwise employed in a position in which the close relative's activities are normally an element of or subject to significant internal accounting controls;

- b. a proprietor, shareholder, or individual in a managerial position in a CPA or firm permit holder's office has a close relative who could exercise significant influence over the client's operating, financial, or accounting policies, if that proprietor, shareholder or individual participates in a significant portion of the engagement.

Rule 6.2.5. The examples of impaired independence described in rules above are not intended to be all-inclusive.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 6.3. Integrity

Rule 6.3.1. The reliance of the public and the business community on sound financial reporting and advice on business affairs imposes on the accounting profession an obligation to maintain high standards of technical competence, morality, and integrity. To this end, a CPA and firm shall at all times maintain independence of thought and action, hold the affairs of clients in strict confidence, strive continuously to improve professional skills, observe generally accepted accounting principles and standards, promote sound and informative financial reporting, uphold the dignity and honor of the accounting profession, and maintain high standards of personal conduct.

Rule 6.3.2. A CPA shall not knowingly misrepresent facts, and/or subordinate his judgment to non-CPAs. In tax practice, a CPA may resolve doubt in favor of the CPA's client as long as there is reasonable support for the CPA's position.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 6.4. Objectivity

Rule 6.4.1. When offering or rendering accounting or related financial, tax, management or investment or advice, a CPA or firm permit holder shall be objective and shall not place its own financial interests nor the financial interests of a third party ahead of the legitimate financial interests of a client or the public in any context in which a client or the public can reasonably expect objectivity from one using the CPA title.

Rule 6.4.2. If a CPA or firm permit holder uses the CPA title in any way to obtain or maintain a client relationship, the Board will presume the reasonable expectation of objectivity.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 6.5. Solicitation, Advertising and Public Communication

Rule 6.5.1. A CPA or firm permit holder shall not seek to obtain clients by any communication or advertising (written, oral, or electronic), or other forms of solicitation: (1) in a manner that is false, fraudulent, misleading, deceptive, unfair, tends to promote unsupported claims, or (2) which is accomplished or accompanied by the use of coercion, duress, compulsion, intimidation, or vexatious or harassing conduct. A false, fraudulent, misleading, deceptive, unfair, unsupported statement or claim includes (but is not limited to) those that:

- (a) create false or unjustified expectations of favorable results;
- (b) contain a misrepresentation of fact;
- (c) imply the ability to influence any court, tribunal, regulatory agency or similar body or official;
- (d) consist of statements that are self-laudatory and that are not based on verifiable facts;
- (e) make incomplete comparisons with other CPAs;
- (f) contain testimonials or endorsements that are not based on verifiable facts;
- (g) is likely to mislead or deceive because in context it makes only partial disclosure of relevant facts;
- (h) relate to fees or a range of fees not fully disclosing all variables and other relevant facts; or
- (i) contain any other representations that would be likely to cause a reasonable and ordinary prudent person to misunderstand or be deceived.

Source: Miss. Code Ann. § 73- 33-5 (f)

Rule 6.5.2. A CPA shall not on behalf of himself, his partner or associate, or any other individual affiliated with him or his firm, use or participate in the use of any form of public communication containing a false, fraudulent, misleading, deceptive or unfair statement or claim, or advertising which the Board considers to be self-serving rather than in the public interest.

Rule 6.5.3. It shall be a violation of these rules for a CPA or firm permit holder to persist in contacting a prospective client when the prospective client has made known or the CPA or firm permit holder should have known the prospective client's desire not to be contacted. Any attempt to continue a contact, which the CPA or firm permit holder knows or should know is unwanted, is not permitted.

Rule 6.5.4. In the case of direct communications including mail, e-mail, fax internet or other communications, the CPA or firm permit holder shall retain a copy of the actual mailing along with a list or other description of persons to whom the communication was mailed or otherwise distributed. Such copy shall be retained by the CPA or firm permit holder for a period of at least 36 months from the date of the last transmission or use. This does not apply to persons when:

- (a) the communication is made to a person who is at that time a client of the CPA or firm permit holder; or
- (b) the communication is invited by the person to whom it was made.

Rule 6.5.5. In the case of public advertising the CPA or firm permit holder shall retain a record of said advertising for at least 36 months.

Rule 6.5.6. A CPA or CPA firm offering to perform professional services via the internet shall include the following information on the internet:

- (a) CPA business or CPA firm name;
- (b) principal place of business;
- (c) business telephone;
- (d) Mississippi CPA license number (identified as Mississippi); and
- (e) Mississippi CPA firm permit number.

The disclaimer explained in Rule 3.1.9. must be included by non-qualified firms.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.6. Commissions

Rule 6.6.1. A CPA or firm permit holder shall neither pay any consideration or commission to obtain a client, nor accept any consideration or commission for the referral of a client to others, nor for a commission recommend or refer to a client any product or service, or for a commission recommend or refer any product or service to be supplied by a client, or receive a commission, when the CPA or the CPA firm also performs for that client any of the following:

- (a) an audit or review of a financial statement;
- (b) a compilation of a financial statement when the CPA or firm permit holder expects, or reasonably might expect, that a third party will use the financial statement and the compilation report does not disclose a lack of independence;
- (c) an examination of prospective financial information; or
- (d) any other service requiring independence.
This prohibition applies during the period in which the CPA or firm permit holder is engaged to perform any of the services listed above and the period covered by any historical financial statements involved.

Rule 6.6.2. A CPA or firm permit holder who is not prohibited by this rule from performing services for or receiving a commission and who is paid or expects to be paid a commission shall disclose that fact to any person or entity to whom the CPA or firm permit holder recommends or refers a product or service to which the commission relates and in compliance with these *Rules and Regulations*.

Rule 6.6.3. A CPA or firm permit holder who accepts consideration or a commission for a referral shall disclose such acceptance or payment to the client in compliance with the requirements of Rule 6.6.5. of these *Rules and Regulations*.

Rule 6.6.4. This rule shall not prohibit payments for the purchase of all, or a material part of, an accounting practice, non-compete agreements, or retirement payments to individuals formerly engaged in the practice of public accounting or payments to their heirs and estates.

Rule 6.6.5. Disclosures of commissions for the recommendation or referral of a product or service to client(s) or considerations or commissions to a client for a referral shall include the minimum disclosures in accordance with the following.

- (a) be in writing, be clear and conspicuous;
- (b) state the amount of the consideration or commission or the basis on which it will be computed;
- (c) be made at or prior to the time of the recommendation or referral of the product or service for which consideration or commission is paid or prior to the client retaining the CPA or firm permit holder to whom the client has been referred for which a referral fee is paid; and
- (d) be signed by both the CPA or firm permit holder and the client.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.7. Contingent Fees

Rule 6.7.1. A CPA or firm permit holder in public practice shall not:

- (a) perform for a contingent fee any professional services for, or receive such a fee from a client for whom the CPA or firm permit holder performs,
 - (i) an audit or review of a financial statement; or
 - (ii) a compilation of a financial statement when the CPA or firm permit holder expects, or reasonably might expect, that a third party will use the financial statement and the CPA's or firm permit

holder's compilation report does not disclose a lack of independence; or

(iii) an examination of prospective financial information; or

(b) prepare an original or amended tax return or claim for a tax refund for a contingent fee for any client.

The prohibition in (a) above applies during the period in which the CPA or firm permit holder is engaged to perform any of the services listed above and the period covered by any historical financial statements involved in any such listed services.

Rule 6.7.2. Except as stated herein, a 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. 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. A CPA's or firm permit holder's fees may also vary depending, for example, on the complexity of services rendered.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.8. Competence

A CPA or firm permit holder shall not undertake any engagement which he or the firm cannot reasonably expect to complete with professional competence and due professional care, including compliance, where applicable with s Rules 6.9., 6.10., and 6.11. of these *Rules and Regulations* relating to auditing standards, accounting principles, and other professional standards.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.9. Auditing Standards

Rule 6.9.1. A CPA or firm permit holder shall not permit his name to be associated with financial statements in such a manner as to imply that he is acting as an independent public accountant unless he has complied with the applicable generally accepted auditing standards.

Rule 6.9.2. Statements on auditing standards issued by the American Institute of Certified Public Accountants and in other pronouncements having similar generally recognized or legal authority, are considered to be interpretations of generally accepted auditing standards, and departures from such pronouncements, where applicable, must be justified by those who do not follow them.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.10. Accounting Principles

Rule 6.10.1. A CPA or firm permit holder shall not express an opinion that financial statements are presented in conformity with generally accepted accounting principles if such statements contain any departure from an accounting principle which has a material effect on the statements taken as a whole, unless the CPA or firm permit holder can demonstrate that due to unusual circumstances the financial statements would otherwise have been misleading. In such cases the report must describe the departure, the approximate effects thereof, if practicable, and the reasons why compliance with the principle would result in a misleading statement.

Rule 6.10.2. Generally accepted accounting principles are represented by the Statements of Financial Accounting Standards issued by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, and any predecessor entities, and similar pronouncements issued by other entities having similar generally recognized authority, such as the Accounting Research Bulletins and Accounting Principles Board Opinions which are not superceded by action of the FASB, including subsequent amendments.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.11. Other Professional Standards

A CPA or firm permit holder shall conform to all professional standards applicable to the services being performed including but not limited to government accounting and auditing, public company engagements, consulting, accounting and review services, tax practice, financial projections.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.12. Confidential Client Information

Rule 6.12.1. A CPA or firm permit holder shall not disclose any confidential information obtained in the course of a professional engagement except with the consent of the client. This rule shall not be construed:

- (a) to relieve a CPA or firm permit holder of his obligation under s Rule 6.9, 6.10, and 6.11. of these *Rules and Regulations*,
- (b) to affect in any way compliance with a valid subpoena or summons enforceable by the Board or by order of a court,

- (c) to prohibit review of a practice unit's professional practices as a part of the Board's practice review or for peer review, or
- (d) to preclude a CPA or firm permit holder from responding to any inquiry made by the Board under state statutes, or a duly constituted investigative or disciplinary body of a national or state professional accounting association.

Rule 6.12.2. Members of the Board and professional practice reviewers shall not disclose any confidential client information which comes to their attention from CPAs in disciplinary proceedings or otherwise in carrying out their official responsibilities. However, this prohibition shall not restrict the exchange of information with an aforementioned duly constituted investigative or disciplinary body.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.13. Records

Rule 6.13.1. A CPA or firm permit holder shall furnish to a client or former client (regardless of the status of the client or former client account) upon request, any accounting or other records belonging to, or obtained for, the client which he or the firm may have had occasion to remove from the client's premises, or to receive for the client's account, but this shall not preclude him from making copies of such documents when they form the basis of work done by him (or his firm), but in no event shall the accountant have a lien on these accounting or other records.

Rule 6.13.2. Within a reasonable time after original issuance, a CPA or firm permit holder shall furnish to a client, or former client, upon request (subject to the provisions of this rule):

- (a) a copy of a tax return,
- (b) a copy of a report, or other document, that was previously issued to or for such client (provided that furnishing such reports to or for such client or former client would not cause the violation of Rule 6.9., Auditing Standards concerning subsequent events),
- (c) source documents provided by the client; or
- (d) a copy of the working papers, to the extent that such working papers include records which would ordinarily constitute part of the client's books and records and are not otherwise available to the client. Examples of records include but are not limited to computer generated books of original entry, general ledgers, subsidiary ledgers, adjusting, closing and reclassification entries, journal entries and depreciation schedules or their equivalent.

The information should be provided in the medium in which it is requested if it exists in that format (for example electronic or hard copy). It does not have to be converted to another format.

Rule 6.13.3. In no case shall source documents be withheld from clients; however, the CPA or firm permit holder shall not be compelled to surrender work products for which he has not been compensated. A CPA or firm permit holder shall also be permitted to collect in advance of issuance a reasonable fee for time and expenses of issuing or reproducing a return and/or report referred to above.

Rule 6.13.4. All statements, records, schedules, working papers and memoranda made by a CPA or firm permit holder incident to or in the course of professional services to clients by such CPA or firm permit holder to a client, must be retained for a minimum period of five years and shall remain the property of such CPA or firm permit holder in the absence of an express agreement between such CPA or firm permit holder and the client to the contrary. No such statement, record, schedule, working paper or memorandum shall be sold, transferred or bequeathed without the consent of the client or his personal representative or assignee to anyone other than one or more surviving partners or new partners of such CPA or firm permit holder or to his corporation or any combined or merged partnership or successor in interest to the partnership.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.14. Discreditable Conduct

Rule 6.14.1. A CPA shall conduct himself in a manner which will contribute to the honor and dignity of the State and the profession and shall not at any time commit an act or engage in any conduct discreditable to the accounting profession.

Rule 6.14.2. A discreditable act includes but is not limited to:

- (a) acts that reflect adversely on the CPA's honesty, integrity, trustworthiness, good moral character, or fitness as a CPA in other respects;
- (b) stating or implying an ability to improperly influence a governmental agency or official; or
- (c) failing to comply with any order issued by the Board.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 6.15. Discipline by Federal and State Authorities

Rule 6.15.1. A CPA shall conduct himself in a manner which will not cause him to be disciplined by federal or state agencies or boards for violations of laws or rules on ethics. A CPA

or firm permit holder who engages in activities regulated by other federal or state authorities (including but not limited to the following agencies: IRS, Department of Revenue, SEC, State Bar, Mississippi Secretary of State, State Auditor, State Treasurer, Department of Insurance, GAO, HUD) must comply with all such authorities' ethics laws and rules.

Rule 6.15.2. A CPA or firm permit holder shall not perform actions in ways that would cause suspension or disbarment from practice before the Treasury Department or other federal agency or have his CPA certificate/license issued by any other state or territory revoked or suspended for reasons other than non-payment of fees, failure to register, failure to meet educational requirements, or other similar technical administrative reasons.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 6.16. Form of Practice

A CPA may practice public accounting, whether as an owner or employee, only through an entity meeting ownership requirements as specified in Chapter 3. of these *Rules and Regulations* and properly registered with the Board with a firm permit to practice public accountancy.

Source: *Miss. Code Ann. § 73- 33-5 (f)*

Rule 6.17. Prohibited Acts

The following acts shall constitute grounds for which disciplinary actions may be taken by the Board:

Rule 6.17.1. The CPA or firm permit holder has made misleading, deceptive, untrue, or fraudulent representations in the practice of public accounting.

Rule 6.17.2. The CPA or firm permit holder has been convicted of a felony.

Rule 6.17.3. The CPA or firm permit holder obtained his license or firm permit to practice public accounting by use of fraud or a material misrepresentation of a material fact.

Rule 6.17.4. A person has knowingly attested as an expert in accountancy to the reliability or fairness of presentation of financial information or utilized any form of disclaimer of opinion which is intended or conventionally understood to convey an assurance of reliability as to matters not specifically disclaimed prior to obtaining or without holding an active license. This shall not prevent the performance by persons other than certified public accountants of the services involving the use of accounting skills, including the preparation of tax returns and the preparation of financial statements without expression of opinion thereon.

- Rule 6.17.5. A person knowingly presents as his own, the license or firm permit to practice public accounting of another.
- Rule 6.17.6. A person knowingly gives false or forged evidence to the Board or a member thereof for the purpose of obtaining or renewing a license to practice public accounting.
- Rule 6.17.7. A person violates or knowingly conceals information relative to the Mississippi Code Section 73-33-1, et. seq., any successor statutes, or regulations promulgated thereunder.
- Rule 6.17.8. The CPA or firm permit holder attempts to procure or renew a license or firm permit to practice public accounting by bribery, or fraudulent misrepresentations.
- Rule 6.17.9 .The CPA or firm permit holder has a license or firm permit to practice public accounting revoked, suspended or otherwise acted against by the authority of another state, territory or country.
- Rule 6.17.10. The CPA or firm permit holder is convicted or found guilty, regardless of adjudication, or pleads no contest to a crime in any jurisdiction which directly relates to the practice of public accounting or the ability to practice public accounting.
- Rule 6.17.11. The CPA or firm permit holder makes or files a report, which he knows to be false, willfully fails to file a report or record required by state or federal law, willfully impedes or obstructs such filing, or induces another person to impede or obstruct such filing. Such reports or records shall include only those which are signed in the capacity of a certified public accountant.
- Rule 6.17.12. The CPA or firm permit holder is guilty of fraud or deceit, or of gross negligence, incompetency, or misconduct in the practice of public accounting.
- Rule 6.17.13. The CPA or firm permit holder has had his right to practice accounting suspended or revoked by any state or federal regulatory authority or by the Public Company Accounting Oversight Board (“PCAOB”).
- Rule 6.17.14. The CPA or firm permit holder has performed a fraudulent act while holding a license or firm permit to practice public accounting.
- Rule 6.17.15. The failure by a person or CPA firm disciplined to abide by the additional penalties and/or requirements shall be a violation of the rules of the Board.

Rule 6.17.16. Failure of a CPA or firm permit holder to notify the Board in writing of any and all changes in mailing addresses and other data amendments required to be notified as a part of these Rules and Regulations.

Rule 6.17.17. Failure of a CPA or firm permit holder to cooperate with the Board in connection with an inquiry it shall make. Cooperation includes fully responding in a timely manner to all inquiries of the Board or representatives of the Board mailed to the last address furnished by the CPA or firm permit holder to the Board.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 7: Disciplinary Actions

Rule 7.1.1. For the purposes of this rule, “charge” refers to any written allegation brought to or by the Board against a certified public accountant, firm thereof, and/or other persons relating to a violation of the *Rules and Regulations* of the Board or the laws of the State of Mississippi pertaining thereto.

Rule 7.1.2. Following the receipt of such charges or information, an investigation may be initiated. Unless a charge is dismissed as frivolous, unfounded, or filed in bad faith, or dismissed for other good cause; resolved by a consent order or other informal disposition, a formal complaint shall be filed and the matter shall proceed to hearing in accordance with the provisions of Section 73-33-11 of the Mississippi Code of 1972, as amended.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 8: State Board of Public Accountancy

Rule 8.1. Appointments

Rule 8.1.1. Repeal.

Rule 8.1.2. If for any reason a vacancy shall occur on the Board, the Chair will provide a notice to the Governor and ask for the appointment of a new member to fill the unexpired term of the previous member.

Rule 8.1.3. Board appointees must hold valid CPA licenses issued by the Board and be qualified electors in the State of Mississippi.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 8.2. Meetings, Organization, and Duties

- Rule 8.2.1. Meetings of the Board shall be conducted in accordance with Robert's Rules of Order insofar as such rules are compatible with the laws of the State governing the Board or its own resolutions as to its conduct. No Board action shall be invalidated by reasons of failure to comply with those rules.
- Rule 8.2.2. The Board shall meet on a regular basis, generally monthly, with no less than six formal board meetings annually.
- Rule 8.2.3. The Board shall elect from its members, a Chair, Vice Chair and Secretary of the Board for calendar year terms. Such election shall be held during the first regularly scheduled Board meetings of the calendar year, normally convened in January of each year.
- Rule 8.2.4. Repeal.
- Rule 8.2.5. All actions of the Board are to be reflected in the minutes of the Board.
- Rule 8.2.6. Meetings may be called by any four (4) members of the Board or by its Chair.
- Rule 8.2.7. When present, the Chair shall preside at all meetings. The Chair shall appoint such committees as the Board may authorize and may delegate the signing of official documents. The Chair shall have overall responsibility for correspondence relating to enforcement; shall serve as the official spokesman of the Board; and shall have such other responsibilities as assigned and such other authority as conferred by the Board.
- Rule 8.2.8. The Vice Chair of the Board, in the absence of the Chair, shall perform the duties of the Chair as specified above and shall perform such other duties as the Board shall designate.
- Rule 8.2.9. The Secretary of the Board shall be responsible for the permanent records of the meetings and transactions of the Board, the maintenance of an attendance record, and the maintenance of records of all examinations, registrations, and license application. The Secretary shall also be responsible for the maintenance of a record of certificates issued to all certified public accountants, together with all necessary information relative thereto. The Secretary shall perform such other duties as in the judgment of the Board are necessary. Any of the duties of the Secretary may be delegated by action of the Board.
- Rule 8.2.10. Invalid Portions - If any subcategory, rule, regulation, sentence, clause, or phrase of these *Rules and Regulations* is for any reason held invalid, such decision shall not affect the validity of the remaining portions of such *Rules and Regulations*. The Board hereby declares that it would have adopted the rules, regulations and the subcategories, sentences, clauses or phrases thereof irrespective of the fact that any one or more of the subcategories, rules, regulations, sentences, clauses or phrases be declared invalid.

Rule 8.2.11. Effective Date - The Board *Rules and Regulations* shall govern all matters initiated after they take effect; and shall also govern all matters pending on the effective date, except to the extent that the Board shall determine that application to a particular pending matter would not be feasible or would work a substantial injustice in which event the procedure in effect prior to the effective date of the *Rules and Regulations* applies.

Rule 8.2.12. In the interpretation and enforcement of the *Rules and Regulations*, the Board may consider relevant interpretations, rulings, and opinions issued by the Board of other jurisdictions and appropriate committees of professional organizations, but will not be bound thereby.

Rule 8.2.13 The Executive Director, in conjunction with the Chair, shall prepare a written agenda for each Board meeting and distribute a copy of the agenda to each Board member.

Rule 8.2.14. Repeal.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 8.3. Employees

Rule 8.3.1. Executive Director. The Board may employ an Executive Director who will serve at the will of the Board. The Executive Director shall be the administrator of the Board Office and may employ the staff necessary to conduct the activities of the Board. The Executive Director shall also be responsible for the operation of the agency in accordance with Board policy, state and federal law, and duties established by the Board. The Executive Director is empowered to make preliminary interpretations of the Act or of these rules, except that any interpretations by the Executive Director shall not be binding upon the board.

- (a) Duties of the Executive Director. The Executive Director shall be responsible for receiving, filing and processing all applications, requests and notices which are required by law or by these rules to be filed with the Board. Upon receipt of any document for filing, the Executive Director shall insure that it is complete and shall inform the person filing the document of any deficiency. Upon receipt of any application requesting Board action, the Executive Director shall review the application and shall indicate thereon a recommendation for the Board action and shall cause the application to be brought to the attention of the Board, the Chair or committee designed by the Board. With respect to those matters upon which the Executive Director has recommended approval, the Board may approve them by reference. The duties of the Executive Director imposed by this rule may be discharged through the staff.
- (b) The Executive Director shall also be responsible for the assignment and coordination of duties to and among the staff in order to assist the Board in the discharge of its duties.

Rule 8.3.2. Staff, Contract Workers, and Independent Contractors. The Executive Director shall employ such staff as is authorized, contract workers and independent contractors as necessary for the conduct of the Board affairs. The basis for compensation of independent contractors shall be stated in the services contract. A qualified CPA - Investigator may be employed by the Board, whose duties shall include, but not be limited to investigation of complaints against CPAs and firm permit holders concerning charges of violations of the Act and/or the *Rules and Regulations*.

Rule 8.3.3. The Board may employ such other personnel, on a full-time or part-time basis, as it deems necessary from time to time.

Rule 8.3.4. No person may be employed by the Board whose employment would create a substantial conflict of interest based upon, but not limited to:

- (a) Persons closely related by family (such as spouses or other members of the immediate family or household) or by material financial ties (as defined under the ethics regulations pertaining to independence) to a Board member or to another employee of the Board.
- (b) Persons who are concurrently employed by a Board member.

Source: *Miss. Code Ann.* § 73- 33-5

Part 1 Chapter 9: Administrative Procedures Rules

Rule 9.1. METHOD OF OPERATION

1. Scope. This rule is promulgated pursuant to Mississippi Code of 1972, Section 25-43-2.104 of the Administrative Procedures Law.
2. Description of the Mississippi State Board of Public Accountancy. Title 73, Chapter 33, of the Mississippi Code of 1972, gives the State Board the authority to adopt *Rules and Regulations* for the purpose of carrying out its provisions. Section 73-33-5(f) of the act assigns this duty of the Board:

To adopt and enforce such rules and regulations concerning certified public accountant examinee and licensee qualifications and practices and certified public accountant firm permits and practices as the board considers necessary to maintain the highest standard of proficiency in the profession of certified public accounting and for the protection of the public interest. The standards of practice by certified public accountants and certified public accountant firms shall include generally accepted auditing and accounting standards as recognized by the Mississippi State Board of Public Accountancy.

The purpose of the *Rules and Regulations* is to promote and protect the public interest by implementing the Mississippi accountancy statutes, to better define and more clearly specify portions thereof for the guidance of certified public accountants, certified public accountant firms, those persons who rely upon the services of certified public accountants,

and applicants for licensure as certified public accountants and permits as certified public accountant firms.

The public interest warrants the licensing and regulation of persons and firms who practice public accounting. A distinguishing mark of a certified public accountant is his or her acceptance of responsibility to the public. The reliance of the public, the government and the business community on sound financial reporting and advice on business affairs and the importance of these matters to the economic and social aspects of life impose particular obligations on certified public accountants. A person who practices public accounting is presumed to have accepted an obligation to uphold its principles, to work for increased knowledge and to abide by the Mississippi Public Accountancy Act, and regulations promulgated thereunder.

3. Where and How the Public may Obtain Information. The Board *Rules and Regulations*, as well as information regarding the Board meetings and regulatory requirements, may be obtained by visiting the Board's website at www.msarpa.ms.gov. Requests for declaratory opinions may be made pursuant to Part III of these administrative procedure rules. Otherwise, requests made pursuant to and in accordance with the Mississippi Public Records Act may be made by submitting written requests.

Within seven (7) working days of the Board's receipt of a public records request, the Board shall review same and determine whether the records sought are exempt or privileged by law and shall either: i) produce the records; ii) allow access to records; iii) if the request is unclear or does not sufficiently identify the record sought, request clarification from the requestor; or iv) deny access to or production of the records sought. If the Board is unable to produce a public record by the seventh working day after the request is received, the Board will provide the requester with a written explanation stating that the record requested will be produced or will specify the reason why the records cannot be produced within the seven-day period. Unless there is mutual agreement between the Board and the requester, the date for production of the requested record will be no later than fourteen (14) working days from the Board's receipt of the original public record request.

Other requests for information, applications, requirements, complaints, fees and other inquiries may be made to:

Mississippi State Board of Public Accountancy
5 Old River Place, Suite 104
Jackson, Mississippi 39202-3449
Telephone - (601) 354-7320
Facsimile - (601) 354-7290
Web site - www.msarpa.ms.gov
Email – email@msarpa.ms.gov

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 9.2. ORAL PROCEEDINGS ON PROPOSED RULES

1. Scope. This rule is promulgated pursuant to Mississippi Code of 1972 Section 25-43-3.104(2)(d) of the Administrative Procedures Law, and applies to all oral proceedings held for the purpose of providing the public with an opportunity to make oral presentations on proposed new rules and amendments to rules before the Board under Section 25-43-3.104.
2. When Oral Proceedings will be scheduled on Proposed Rules. The Board will conduct an oral proceeding on a proposed rule or amendment if requested by a political subdivision, an agency, or ten (10) persons in writing within twenty (20) days after the filing of the notice of the proposed rule.
3. Request Format. Each request must be printed or typewritten, or must be in legible handwriting. Each request must be submitted on a standard business letter-size paper (8½ inches by 11 inches). Requests may be in the form of a letter addressed to the Board, and must include the full name, telephone number, mailing address, and be signed by the requestor(s), unless represented by an attorney.
4. Notification of Oral Proceeding. The date, time, place of all oral proceedings shall be filed with the Secretary of State's office and mailed to each requestor. The oral proceeding will be scheduled no earlier than twenty (20) days from the filing of this information with the Secretary of State.
5. Presiding Officer. The Executive Director, or his designee who is familiar with the substance of the proposed rule, shall preside at the oral proceeding on a proposed rule.
6. Public Presentations and Participation. Public participation shall be permitted at oral proceedings in accordance with the following rules.
 - (a) At an oral proceeding on a proposed rule, persons may make oral statements and make documentary and physical submissions, which may include data, views, comments or arguments concerning the proposed rule.
 - (b) Persons wishing to make oral presentations at such a proceeding shall notify the Board at least three business days prior to the proceeding and indicate the general subject of their presentations. The presiding officer in his or her discretion may allow individuals to participate that have not previously contacted the Board.
 - (c) At the proceeding, those who participate shall indicate their names and addresses, identify any persons or organizations they may represent, and provide any other information relating to their participation deemed appropriate by the presiding officer.
 - (d) The presiding officer may place time limitations on individual oral presentations when necessary to assure the orderly and expeditious conduct of the oral proceeding. To encourage joint oral presentations and to avoid repetition, additional time may be

provided for persons whose presentations represent the views of other individuals as well as their own views.

- (e) Persons making oral presentations are encouraged to avoid restating matters that have already been submitted in writing. Written materials may, however, be submitted at the oral proceeding.
- (f) There shall be no interruption of a participant who has been given the floor by the presiding officer, except that the presiding officer may in his or her discretion interrupt or end the partisan's time where the orderly conduct of the proceeding so requires.

7. Conduct of Oral Proceeding.

- (a) Presiding officer. The presiding officer shall have authority to conduct the proceeding in his or her discretion for the orderly conduct of the proceeding. The presiding officer shall (i) call proceeding to order; (ii) give a brief synopsis of the proposed rule, a statement of the statutory authority for the proposed rule, and the reasons provided by the Board for the proposed rule; (iii) call on those individuals who have contacted the Board about speaking on or against the proposed rule; (iv) allow for rebuttal statements following all participants' comments; (v) adjourn the proceeding.
- (b) Questions. The presiding officer, where time permits and to facilitate the exchange of information, may open the floor to questions or general discussion. The presiding officer may question participants and permit the questioning of participants by other participants about any matter relating to that rule-making proceeding, including any prior written submissions made by those participants in that proceeding; but no participant shall be required to answer any question.
- (c) Physical and Documentary Submissions. Submissions presented by participants in an oral proceeding shall be submitted to the presiding officer. Such submissions become the property of the Board, part of the rulemaking record, and are subject to the Board's public records request procedure.
- (d) The Board may record oral proceedings by stenographic or electronic means.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Rule 9.3. DECLARATORY OPINIONS

1. This rule is promulgated pursuant to Mississippi Code of 1972 Section 25-43-2.103(2) of the Administrative Procedure Law, and is intended to set forth the Board's rules governing the form and content of requests for declaratory opinions and the Board's procedures regarding the requests as required by Mississippi Code Section 25-43-2.103. These rules are intended to supplement and be read in conjunction with the provisions of

the Mississippi Administrative Procedures Law, which may contain additional information regarding the issuance of declaratory opinions. In the event of any conflict between these rules and the Mississippi Administrative Procedures Law, the latter shall govern.

2. **Persons Who May Request Declaratory Opinions.** Any person with a substantial interest in the subject matter may make a request to the Board for a declaratory opinion by following the specified procedures. “Substantial interest in the subject matter” means: an individual, business, group or other entity that is directly affected by the Board’s administration of the laws within its primary jurisdiction. “Primary jurisdiction of the agency” means the agency has a constitutional or statutory grant of authority in the subject matter at issue.
3. **Subjects Which May Be Addressed In Declaratory Opinions.** The Board will issue declaratory opinions regarding the applicability to specified facts of: (1) a statute administered or enforceable by the Board, (2) a rule promulgated by the Board, or (3) an order issued by the Board. The Board will not issue a declaratory opinion regarding a statute or rule which is outside the primary jurisdiction of the agency.
4. **Circumstances In which Declaratory Opinions Will Not Be Issued.** The Board may, for good cause, refuse to issue a declaratory opinion. Without limiting the generality of the foregoing, the circumstances in which declaratory opinions will not be issued include, but are not necessarily limited to:
 - (a) the matter is outside the primary jurisdiction of the Board;
 - (b) lack of clarity concerning the question presented;
 - (c) there is pending or anticipated litigation, administrative action, or other adjudication which may either answer the question presented by the request or otherwise make an answer unnecessary;
 - (d) the statute, rule, or order on which a declaratory opinion is sought is clear and not in need of interpretation to answer the question presented by the request;
 - (e) the facts presented in the request are not sufficient to answer the question presented;
 - (f) the request fails to contain information required by these rules or the requestor failed to follow the procedure set forth in these rules;
 - (g) the request seeks to resolve issues which have become moot, or are abstract or hypothetical such that the requestor is not substantially affected by the rule, statute or order on which a declaratory opinion is sought;
 - (h) no controversy exists concerning the issue as the requestor is not faced with existing facts or those certain to arise which raise a question concerning the application of the statute, rule, or order;

- (i) the question presented by the request concerns the legal validity of a statute, rule or order;
- (j) the request is not based upon facts calculated to aid in the planning of future conduct, but is, instead, based on past conduct in an effort to establish the effect of that conduct;
- (k) no clear answer is determinable;
- (l) the question presented by the request involves the application of a criminal statute or sets forth facts which may constitute a crime;
- (m) the answer to the question presented would require the disclosure of information which is privileged or otherwise protected by law from disclosure;
- (n) the question is currently the subject of an Attorney General's opinion request or the question has been answered by an Attorney General's opinion;
- (o) a similar request is pending before this agency or any other agency or a proceeding is pending on the same subject matter before any agency, administrative or judicial tribunal, or where such an opinion would constitute the unauthorized practice of law;
- (p) where issuance of a declaratory opinion may adversely affect the interests of the State, the Board, or any of their officers or employees in any litigation which is pending or may reasonably be expected to arise;
- (q) the questions involves eligibility for a license, permit certificate or other approval by the Board or some other agency, and there is a statutory or regulatory application process by which eligibility for said license, permit, certificate or other approval would be determined.

5. Form of the Request for a Declaratory Opinion.

- (a) **Written Requests Required.** Each request must be printed, typewritten or in legible handwriting. Each request must be submitted on standard business letter-size paper (8½ by 11"). Requests may be in the form of a letter addressed to the Board.
- (b) **Where to Send Requests.** All requests must be mailed or delivered to the Board office. The request and its envelope shall clearly state that it is a request for a declaratory opinion. No oral, telephone requests or email requests will be accepted.
- (c) **Name, Address and Signature of Requestor.** Each request must include the full name, telephone number, and mailing address of the requestor. All requests shall be signed by the person filing the request, unless represented by an attorney, in

which case the attorney may sign the request. The signing party shall attest that the request complies with the requirements set forth in these rules, including but not limited to a full, complete, and accurate statement of relevant facts and that there are no related proceedings pending before any agency, administrative or judicial tribunal.

(d) Single transaction. A request must be limited to a single transaction or occurrence.

(e) Question Presented. Each request must contain the following:

1. a clear and concise statement of all facts relevant to the question(s) presented;
2. a clear identification of the statute, rule or order at issue;
3. the question(s) sought to be answered in the opinion, stated clearly;
4. the identify of all other known persons involved in or impacted by the factual situation causing the request including their relationship to the facts, name, mailing address and telephone number;
5. a statement sufficient to show that the person seeking relief has a substantial interest in the subject matter.

(f) The terms of the proposed opinion suggested by the requestor may be submitted with the request or may be requested by the agency;

(g) Memorandum of Authorities. A request may contain an argument by the requestor in support of the terms of the proposed opinion suggested by the requestor. The argument may be submitted in the form of a memorandum of authorities, containing a full discussion of the reasons and any legal authorities, in support of such position of the requestor. The Board may request that the argument and memorandum of authorities be submitted by any interested party.

6. Time for Agency's Response.

(a) Agency's Response. Within forty-five (45) days after the receipt of a request for a declaratory opinion which complies with the requirements of these rules, the Board shall, in writing:

1. issue an opinion declaring the applicability of the specified statute, rule, or order to the specified circumstances;
2. decline to issue a declaratory opinion, stating the reasons for its action; or

3. agree to issue a declaratory opinion or a written statement declining to issue a declaratory opinion, by a specified time but no later than ninety (90) days after receipt of the written request.
 - (b) When Period Begins. The forty-five (45) day period shall begin on the first State of Mississippi business day that the request is received by the Board.
 - (c) Opinion Not Final for Sixty Days. A declaratory opinion shall not become final until the expiration of sixty (60) days after the issuance of the opinion. Prior to the expiration of sixty (60) days, the Board may, in its discretion, withdraw or amend the declaratory opinion for any reason which is not arbitrary or capricious. Reasons for withdrawing or amending an opinion include, but are not limited to, a determination that the request failed to meet the requirements of these rules or that the opinion issued contains a legal or factual error.
7. Procedure After Request for Declaratory Opinion Received.
- (a) Notice by Board. The Board may give notice to any person, agency or entity that a declaratory opinion has been requested and may receive and consider data, facts, arguments and opinions from persons, agencies or other entities other than the requestor.
 - (b) Notice by Requestor. The requestor, or his attorney, shall append to the request for a declaratory opinion a listing of all persons, with addresses, known to the requestor who may have an interest in the declaratory opinion sought to be issued, and shall mail a copy of the request to all such persons. The requestor or his attorney shall certify that a copy of the request was mailed to all such persons together with this statement: "Should you wish to participate in the proceedings of this request, or receive notice of such proceedings or the declaratory opinion issued as a result of this request, you should contact the Board within twenty days of the date of this request."
8. Hearings at the Discretion of the Agency.
- (a) Provision for Hearing. If the Board in its sole discretion deems a hearing necessary or helpful in determining any issue concerning a request for a declaratory opinion, the Board may schedule such a hearing. Notice of the hearing shall be given to all interested parties unless waived. Notice mailed by first class mail seven (7) calendar days prior to the hearing shall be deemed appropriate.
 - (b) Proceedings at the Hearing. The procedure for conducting a hearing, including but not limited to the manner of presentation, the time for presentation, and whether and how evidence may be taken, shall be within the discretion of the Board.

(c) Persons Appearing at the Hearing. The Board shall allow the requestor to participate in any hearing. The Board may allow any other persons or entities to participate in the hearing.

9. Public Availability of Requests and Declaratory Opinions. Declaratory opinions and requests for declaratory opinions shall be available for public inspection and copying at the expense of the viewer during normal business hours. All declaratory opinions and requests shall be indexed by name and subject. Declaratory opinions and requests which contain information which is confidential or exempt from disclosure under the Mississippi Public Records Act or other laws shall be exempt from this requirement and shall remain confidential.

10. Effect of a Declaratory Opinion. The Board will not pursue any civil, criminal or administrative action against a person who is issued a declaratory opinion from the Board, and who, in good faith, follows the direction of the opinion and acts in accordance therewith unless a court of competent jurisdiction holds that the opinion is manifestly wrong. Any declaratory opinion rendered by the Board shall be binding on the Board and the person to whom the opinion is issued. No declaratory opinion will be used as precedent for any other transaction or concurrence beyond that set forth by the requesting person.

Source: *Miss. Code Ann.* § 73- 33-5 (f)

Part 1 Chapter 10: Definitions

For purposes of these *Rules and Regulations*, the following terms have the meanings indicated:

Act - the Public Accountancy Act codified at Title 73, Chapter 33, of the Mississippi Code of 1972.

Agreed upon procedure - report of findings based on specific procedures performed on specific subject matter of specified elements, accounts, or accounting information that is part of but significantly less than a financial statement.

Attest – means providing the following services:

- (1) Any audit or other engagement to be performed in accordance with the Statements on Auditing Standards (SAS);
- (2) any review of a financial statement to be performed in accordance with the Statements on Standards for Accounting and Review Services (SSARS);
- (3) any examination of prospective financial information to be performed in accordance with the Statements on Standards for Attestation Engagements (SSAE);
- (4) any engagement to be performed in accordance with the Auditing Standards of the Public Company Accounting Oversight Board (PCAOB); and
- (5) any examination, review or agreed upon procedures engagement to be performed in accordance with the SSAE, other than an examination described in number (3) above.

Audit - an examination of financial statements of a person or entity by a licensee or firm conducted in accordance with generally accepted auditing standards, to determine whether in the CPA's or CPA firm's opinion, the statements conform with generally accepted accounting principles or, if applicable, with another comprehensive basis of accounting. Also, it includes any procedure undertaken to verify or test the reasonableness of financial information with a view to expressing an opinion or commenting on the fairness of such presentation.

Board - the Mississippi State Board of Public Accountancy.

Certified public accountant, CPA, or licensee - an individual who holds a license issued by the Mississippi State Board of Public Accountancy to practice public accounting. The terms license, certificate, or certification are used synonymously.

Certified public accountant firm or CPA firm - a partnership, limited liability partnership, professional limited liability company, professional corporation, professional association, joint venture, sole proprietor acting as a practice unit, or other business organization or office thereof allowable under state law, maintained for the purpose of performing or offering to perform public accounting. Each owner and/or the resident manager of each practice unit (office) in Mississippi must be a natural person who holds a current license to practice public accountancy in Mississippi. A professional corporation of licensed certified public accountants of this state in good standing may be an owner of a CPA firm. Sole proprietor acting as a practice unit means a sole proprietor CPA who maintains an office full-time with professional accounting staff and holds himself out for the practice of accounting as a CPA.

Client - any person or entity which retains a CPA firm or licensee for the performance of professional services.

Compilation of financial statements - presenting in the form of a financial statement(s) information that is the representation of any other person without the CPA's or CPA firm's undertaking to express any assurance on the statement(s).

Commission - compensation for selling a product, or obtaining, recommending, or referring any client, product or service to be supplied by another person or entity. See Rule 6.6. for applicable restrictions and disclosures.

Contingent fee - a fee established for the performance of any service pursuant to an agreement 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. See Rule 6.7.

CPA examination - An examination administered by the Board to determine minimum competency for licensure purposes.

Examination of prospective financial information - an evaluation by a CPA or CPA firm of a forecast or projection, the support underlying the assumptions in the forecast or projection, whether the presentation of the forecast or projection is in conformity with professional

presentation guidelines, or whether the assumptions in the forecast or projection provide a reasonable basis for the forecast or projection.

Financial Statement - Statements and footnotes related thereto that purport to show actual or anticipated financial position which relates to a point in time, or results of operations, or cash flow which relate to a period of time, on the basis of generally accepted accounting principles or other comprehensive basis of accounting. The term includes specific elements, accounts, or items of such statements, but 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. The method of preparation (for example, manual or computer preparation) is not relevant to the definition of a financial statement.

Firm permit to practice public accounting - a permit issued by the Mississippi State Board of Public Accountancy permitting a certified public accountant firm to practice CPA public accounting, and permit holder means a certified public accountant firm holding such permit.

Generally accepted auditing standards - those auditing standards promulgated by the American Institute of Certified Public Accountants or its successor, and other pronouncements having similar generally recognized authority.

Generally accepted accounting principles - Accounting principles or standards generally accepted in the United States. For purpose of these *Rules and Regulations* generally accepted accounting principles are represented by the Statements of Financial Accounting Standards issued by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, and any predecessor or successor entities and similar pronouncements issued by other entities having generally recognized authority such as the Accounting Research Bulletins and Accounting Principles Board Opinions which are not superceded by action of the FASB, including subsequent amendments.

Good Standing - compliance by a CPA or CPA firm permit holder with the act and *Rules and Regulations* of the Board of jurisdiction, including annual registration and mandatory continuing professional education requirements. In the case of Board imposed disciplinary sanctions, the licensee or permit holder must have complied with all the provisions of the Trial Board order to be considered in good standing.

He, his, him - masculine pronouns when used include both the feminine and the masculine.

Holding out as a CPA or CPA firm - any representation that a person holds a CPA certificate or license or that an entity holds a CPA firm permit to practice public accounting. Any such representation is presumed to invite the public to rely upon the professional skills implied by the title, license or permit. A representation includes a verbal, written, or electronic communication.

Owner - as used in these *Rules and Regulations*, an individual who holds equity ownership interests in a firm as a partner, shareholder, member or other terms that represent ownership. Each owner of each practice unit in Mississippi must be a natural person and an active individual participant in the practice unit

Partnership - A partnership for the practice of public accounting is presumed when there exists a relationship between or among two or more persons which share profits and:

- (1) share control and management; or
- (2) share ownership rights in specific partnership property; or
- (3) share joint and several responsibility for debts and liabilities.

Peer review - a study, appraisal, or review of one or more aspects of the professional accounting and/or auditing work of a firm in the practice of public accounting, by a person or persons who hold CPA license(s) and who are not affiliated with firm being reviewed.

Practice of, or practicing, CPA public accounting or CPA public accountancy- the performance, the offering to perform, or maintaining an office by a person, persons or firm holding itself out to the public as certified public accountant(s) or CPA firm, for a client or potential client, or certified public accountant(s) or CPA firm performing one or more kinds of services involving the use of accounting or auditing, skills, including, but not limited to, the issuance of reports on financial statements, or of one or more kinds of management advisory, financial advisory or consulting services, or the preparation of tax returns or the furnishing of advice on tax matters.

Practice review - The Board's oversight program to monitor peer review or equivalent programs through sponsoring organizations required to be registered with the Board and to monitor practice s' mandatory participation in peer review programs.

Practice unit (for peer review purposes) - a CPA firm required to be registered with a firm permit for the purpose of the practice of public accountancy, a sole proprietor not registered by the Board as a firm, and licensees aggregated by the Board into a practice unit.

Professional services - any services performed or offered by a licensee or firm for a client in the course of the practice of public accountancy.

Report - when used with reference to attest services means an opinion, report, or other form of language which expresses or denies assurance as to the reliability of any financial statements or assertion. The term "report" also includes any statement or implication that the person or firm issuing it has special knowledge or competence in accounting or auditing and that the service reported upon was performed under standards for such services.

Resident manager - a CPA designated by a firm to be responsible for an office location and its compliance with the act and the *Rules and Regulations* of the Board. The CPA must reside in Mississippi and hold a current license to practice public accountancy in Mississippi. Exempted from the requirement of Mississippi residency is a resident manager who spends a majority of his or her work year on-site in the Mississippi offices for which the licensee is the firm resident manager. The exemption is intended to address licensees residing outside of Mississippi but are able to commute to the Mississippi offices for which the licensee is the firm resident manager on a routine and regular basis.

Review of financial statements - performance of inquiries and analytical procedures that permit a CPA or CPA firm to determine whether there is a reasonable basis for expressing limited assurance that there are no material modifications that should be made to financial statements in order for them to be in conformity with generally accepted accounting principles or, if applicable, with another comprehensive basis of accounting.

Appendix; Schedule of Fees

SCHEDULE OF FEES

(All fees are subject to waiver by the Board during annual review.)

CPA Examination

- Board Administrative Fee for **Initial** Application **\$150**
(Nonrefundable for all first-time applications: 1-4 sections)
- Board Administrative Fee for **Re-examination** Application
(Nonrefundable)
 - 4 sections — **\$135**
 - 3 sections — **\$115**
 - 2 sections — **\$95**
 - 1 section — **\$75**
- Transfer of credits (to/from another State Board) **\$50**

Note: The Board also collects CPA Examination fees on behalf of AICPA, NASBA, and Prometric (Sylvan). These are separate fees set by those organizations. Current amounts are shown on the examination application.

CPA License

- Board Processing Fee for **Original** Mississippi or **Reciprocal** License **\$100**
- Initial and Annual Registration Fee for **Original** or **Reciprocal** License **\$110**
- Board Processing Fee for **Reinstatement** of License **\$200**
- Registration Fee for **Reinstatement** of License **\$110**
- Late Fee (paid after January 1) for Failure to Register **\$150**
- Transfer of status (to/from another State Board) **\$50**
- Replacement License Certificate **\$100**
- Background Screening **Cost**

CPA Firm Permit

- Firm with at least one physical office in Mississippi **\$0**
- Out-of-State Firm with no physical office in Mississippi
Initial and Annual Permit Fee **\$110**
- Late Fee (paid after January 1) on Out-of-State Firm Permit **\$150**
- Reinstatement of Firm Permit Fee **\$200**

Other Fees

- Name and address listing of CPAs or candidates

\$100

Additional Costs

Third-party service providers may charge:

- Credit card or e-check transaction fees
- “e-Government” fees for maintaining websites, online licensing systems and databases on behalf of the Board