

[DISCUSSION DRAFT]

119TH CONGRESS
2D SESSION

H. R. _____

To amend the Sarbanes-Oxley Act of 2002 to transfer the Public Company Accounting Oversight Board to the Securities and Exchange Commission, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

Mr. HUIZENGA introduced the following bill; which was referred to the Committee on _____

A BILL

To amend the Sarbanes-Oxley Act of 2002 to transfer the Public Company Accounting Oversight Board to the Securities and Exchange Commission, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Streamlining Public
5 Company Accounting Oversight Act”.

1 **SEC. 2. TRANSFER OF PUBLIC COMPANY ACCOUNTING**
2 **OVERSIGHT BOARD TO SECURITIES AND EX-**
3 **CHANGE COMMISSION.**

4 (a) GLOBAL AMENDMENTS.—Title I of the Sarbanes-
5 Oxley Act of 2002 (15 U.S.C. 7211 et seq.) is amended—

6 (1) in the title heading, by striking “**PUBLIC**
7 **COMPANY ACCOUNTING OVERSIGHT**
8 **BOARD**” and inserting “**OFFICE OF PUBLIC**
9 **ACCOUNTING OVERSIGHT**”;

10 (2) by striking “Public Company Accounting
11 Oversight Board” each place it appears and insert-
12 ing “Office of Public Accounting Oversight”;

13 (3) by striking “the Board” each place it ap-
14 pears and inserting “the Office”;

15 (4) by striking “The Board” each place it ap-
16 pears and inserting “The Office”; and

17 (5) by striking “the Board’s” each place it ap-
18 pears and inserting “the Office’s”.

19 (b) REPEALS.—Sections 104, 105, and 107 of the
20 Sarbanes-Oxley Act of 2002 (15 U.S.C. 7214; 15 U.S.C.
21 7215; 15 U.S.C. 7217) are repealed.

22 (c) REFERENCES.—Beginning on the date that is 2
23 years after the date of the enactment of this Act, any ref-
24 erence to the Public Company Accounting Oversight
25 Board in any law, regulation, map, document, record, or
26 other paper of the United States shall be deemed to be

1 a reference to the Office of Public Accounting Oversight
2 of the Office of the Chief Accountant of the Securities and
3 Exchange Commission.

4 (d) TERMINATION OF EXISTING BOARD.—The Public
5 Company Accounting Oversight Board shall terminate on
6 the date that is 2 years after the date of the enactment
7 of this Act.

8 **SEC. 3. ESTABLISHMENT; ADMINISTRATIVE PROVISIONS.**

9 Section 101 of the Sarbanes-Oxley Act of 2002 (15
10 U.S.C. 7211) is amended—

11 (1) by amending subsection (a) to read as fol-
12 lows:

13 “(a) ESTABLISHMENT OF OFFICE.—There is estab-
14 lished in the Office of the Chief Accountant of the Com-
15 mission an Office of Public Accounting Oversight, to over-
16 see the audit of companies that are subject to the securi-
17 ties laws, and related matters, in order to protect the in-
18 terests of investors and further the public interest in the
19 preparation of informative, accurate, and independent
20 audit reports.”;

21 (2) by amending subsection (b) to read as fol-
22 lows:

23 “(b) DIRECTOR.—The Chief Accountant of the Office
24 of the Chief Accountant of the Commission shall serve as

1 the Director of the Office of Public Accounting Over-
2 sight.”;

3 (3) in subsection (c)—

4 (A) in the heading, by striking “THE
5 BOARD” and inserting “THE OFFICE”;

6 (B) by striking “, subject to action by the
7 Commission under section 107, and once a de-
8 termination is made by the Commission under
9 subsection (d) of this section”;

10 (C) in paragraph (3), by striking “section
11 104” and inserting “subsection (e)”;

12 (D) in paragraph (4), by striking “section
13 105” and inserting “subsection (f)”;

14 (E) in paragraph (5)—

15 (i) by striking “the Board (or the
16 Commission, by rule or order)” and insert-
17 ing “the Commission”; and

18 (ii) by inserting “and” after the semi-
19 colon;

20 (F) in paragraph (6)—

21 (i) by striking “the rules of the
22 Board” and inserting “the rules of the
23 Commission”; and

24 (ii) by striking “; and” and inserting
25 a period; and

1 (G) by striking paragraph (7);

2 (4) in subsection (d)—

3 (A) by striking “The members of the
4 Board” and inserting “The Chief Accountant of
5 the Office of the Chief Accountant of the Com-
6 mission”;

7 (B) by striking “270 days after the date of
8 enactment of this Act” and inserting “1 year
9 after the date of the enactment of the Stream-
10 lining Public Company Accounting Oversight
11 Act”; and

12 (C) by striking the last sentence;

13 (5) by striking subsections (e), (f), and (g);

14 (6) by inserting after subsection (d) the fol-
15 lowing:

16 “(e) INSPECTIONS OF REGISTERED PUBLIC AC-
17 COUNTING FIRMS.—The Office shall conduct a continuing
18 program of inspections to assess the degree of compliance
19 of each registered public accounting firm and associated
20 persons of that firm with this Act, the rules of the Com-
21 mission, or professional standards, in connection with its
22 performance of audits, issuance of audit reports, and re-
23 lated matters involving issuers.

24 “(f) INVESTIGATIONS AND DISCIPLINARY PRO-
25 CEEDINGS.—The Commission shall establish, by rule, fair

1 procedures for the investigation and disciplining of reg-
2 istered public accounting firms and associated persons of
3 such firms.”;

4 (7) by redesignating subsection (h) as sub-
5 section (g); and

6 (8) in the heading of subsection (g), as so re-
7 designated, by striking “THE BOARD” and inserting
8 “THE OFFICE”.

9 **SEC. 4. REGISTRATION WITH THE OFFICE.**

10 Section 102 of the Sarbanes-Oxley Act of 2002 (15
11 U.S.C. 7212) is amended—

12 (1) in the section heading by striking “**THE**
13 **BOARD**” and inserting “**THE OFFICE**”;

14 (2) in subsection (b)(2)(H), by striking “the
15 Board or the”; and

16 (3) in subsection (c)(2), by striking “ for pur-
17 poses of sections 105(d) and 107(e)”.

18 **SEC. 5. AUDITING, QUALITY CONTROL, STANDARDS, AND**
19 **RULES.**

20 Section 103 of the Sarbanes-Oxley Act of 2002 (15
21 U.S.C. 7213) is amended—

22 (1) in the heading, by striking “AND INDE-
23 PENDENCE STANDARDS” and inserting “STAND-
24 ARDS, AND”;

25 (2) in subsection (a)(3)—

1 (A) in subparagraph (A)(i), by striking “,
2 subject to the terms of section 107,”;

3 (B) by striking subparagraph (B); and

4 (C) by redesignating subparagraph (C) as
5 subparagraph (B);

6 (3) in subsection (c) in the heading of para-
7 graph (2), by striking “BOARD” and inserting “OF-
8 FICE”; and

9 (4) in subsection (d), by striking “101(h)” and
10 inserting “101(g)”.

11 **SEC. 6. FOREIGN PUBLIC ACCOUNTING FIRMS.**

12 Section 106 of the Sarbanes-Oxley Act of 2002 (15
13 U.S.C. 7216) is amended—

14 (1) in the heading of subsection (a)(2), by
15 striking “BOARD” and inserting “OFFICE”; and

16 (2) in subsection (c)—

17 (A) by striking “and the Board, subject to
18 the approval of the Commission, may,”; and

19 (B) by striking “(or Board)”.

20 **SEC. 7. FUNDING.**

21 Section 109 of the Sarbanes-Oxley Act of 2002 (15
22 U.S.C. 7219) is amended—

23 (1) by amending subsection (b) to read as fol-
24 lows:

25 “(b) ANNUAL BUDGETS.—

1 “(1) STANDARD SETTING BODY.—The standard
2 setting body referred to in subsection (a) shall estab-
3 lish a budget for each fiscal year, which shall be re-
4 viewed and approved according to their respective in-
5 ternal procedures not less than 1 month prior to the
6 commencement of the fiscal year to which the budg-
7 et pertains.

8 “(2) THE OFFICE.—The Commission shall es-
9 tablish the budget for the Office for each fiscal
10 year.”;

11 (2) in subsection (c)—

12 (A) by amending paragraph (1) to read as
13 follows:

14 “(1) RECOVERABLE BUDGET EXPENSES.—

15 “(A) STANDARD SETTING BODY.—The
16 budget of the standard setting body referred to
17 in subsection (a) for each fiscal year shall be
18 payable from annual accounting support fees, in
19 accordance with subsections (d) and (e). Ac-
20 counting support fees and other receipts of such
21 standard-setting body shall not be considered
22 public monies of the United States.

23 “(B) THE OFFICE.—The budget of the Of-
24 fice (reduced by any registration or annual fees
25 received under section 102(f) for the year pre-

1 ceding the year for which the budget is being
2 computed) for each fiscal year may be payable
3 from annual accounting support fees, in accord-
4 ance with subsections (d) and (e). Accounting
5 support fees and other receipts of the Office.”;

6 (B) in paragraph (2), by striking “shall”
7 and inserting “may”;

8 (3) in subsection (d)—

9 (A) in the heading, by striking “THE
10 BOARD” and inserting “THE OFFICE”;

11 (B) in paragraph (1), by striking “The
12 Board shall establish, with the approval of the
13 Commission,” and inserting “The Commission
14 may establish”;

15 (C) in paragraph (2), by striking “shall”
16 and inserting “may”; and

17 (D) by striking paragraph (3);

18 (4) in subsection (j)—

19 (A) by striking “either the Board,”; and

20 (B) by striking “, or both,”; and

21 (5) by striking subsection (k).

22 **SEC. 8. DEFINITIONS.**

23 Section 110 of the Sarbanes-Oxley Act of 2002 (15
24 U.S.C. 7220) is amended—

1 (1) by redesignating paragraphs (5) and (6) as
2 paragraphs (6) and (7); and

3 (2) by inserting after paragraph (4) the fol-
4 lowing:

5 “(5) OFFICE.—The term ‘Office’ means the Of-
6 fice of Public Accounting Oversight of the Office of
7 the Chief Accountant of the Commission.”.

8 **SEC. 9. TECHNICAL AND CONFORMING AMENDMENTS.**

9 (a) DEFINITIONS.—Section 2(a)(9)(C) of the Sar-
10 banes-Oxley Act of 2002 (15 U.S.C. 7201) is amended by
11 striking “, 101(c), 105, and 107(c) and the rules of the
12 Board and Commission issued thereunder” and inserting
13 “and 101(c) and the rules of the Commission thereunder”.

14 (b) EXEMPTION AUTHORITY.—Section 201(b) of the
15 Sarbanes-Oxley Act of 2002 (15 U.S.C. 7231(b)) is
16 amended—

17 (1) by striking “The Board may” and inserting
18 “The Commission may”; and

19 (2) by striking “in the same manner as for
20 rules of the Board under section 107”.

21 (c) SELF-REGULATORY ORGANIZATION.—Section
22 603(y)(3) of the Consumer Credit Protection Act (15
23 U.S.C. 1681a(y)(3)) is amended by striking “any entity
24 established under title I of the Sarbanes-Oxley Act of
25 2002,”.

1 **SEC. 10. RULE OF CONSTRUCTION WITH RESPECT TO CO-**
2 **OPERATIVE ARRANGEMENTS.**

3 Nothing in this Act, or the amendments made by this
4 Act, shall be construed to invalidate or otherwise affect
5 a cooperative arrangement between the Public Company
6 Accounting Oversight Board and a foreign auditor over-
7 sight authority (as defined in section 2(a) of the Sarbanes-
8 Oxley Act of 2002 (15 U.S.C. 7201(a))) in effect on the
9 date that is 2 years after the date of the enactment of
10 this Act.

11 **SEC. 11. REGULATIONS.**

12 The Securities and Exchange Commission may issue
13 such regulations as may be necessary to carry out this
14 Act.

15 **SEC. 12. EFFECTIVE DATE.**

16 The amendments made by this Act shall take effect
17 on the date that is 2 years after the date of the enactment
18 of this Act.