

VIRGINIA ACTS OF ASSEMBLY -- 2000 SESSION

CHAPTER 191

An Act to amend and reenact §§ 13.1-549, 13.1-549.1, 13.1-1111 and 13.1-1112 of the Code of Virginia, relating to professional corporations and professional limited liability companies in the practice of accounting; qualifications for membership.

[S 136]

Approved March 24, 2000

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-549, 13.1-549.1, 13.1-1111 and 13.1-1112 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-549. Qualifications of shareholders; special provisions for corporations rendering services of architects, professional engineers, land surveyors and certified landscape architects.

A corporation rendering the services of architects, professional engineers, land surveyors and certified landscape architects, or any combination thereof, shall issue not less than two-thirds of its capital stock to individuals duly licensed or otherwise legally authorized to render the services of architect, professional engineer, land surveyor or certified landscape architect, and the remainder of said stock may be issued only to and held by individuals who are employees of the corporation whether or not such employees are licensed or otherwise authorized to render professional services. No other professional corporation, *except for a corporation engaged in the practice of accounting as described in § 13.1-549.1*, may issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. Notwithstanding the above limitations a professional corporation may issue its stock to a partnership each of the partners of which is duly licensed or otherwise legally authorized to render the same professional services as those for which the corporation was incorporated.

It is further provided, as an additional prerequisite for a corporation engaging in the practice of the professions of architecture, professional engineering, land surveying, or certified landscape architecture or any combination thereof, that such corporation shall secure a certificate of authority, which may be renewable and may be either general or limited, from the Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects. Such certificate of authority shall be issued or renewed by the Board when in its discretion such corporation is in compliance with rules and regulations which shall be promulgated by the said Board consistent with its jurisdiction to provide adequate safeguards for the public's health, welfare and safety. The fees for a certificate of authority as described above shall be the same fees as provided for in Chapter 4 (§ 54.1-400 et seq.) of Title 54.1.

§ 13.1-549.1. Special provision for corporation engaged in practice of accounting.

Before any professional corporation may engage in the practice of accounting in this Commonwealth it shall first obtain and maintain any registration required for such corporation by Chapter 20 (§ 54.1-2000 et seq.) of Title 54.1. *A corporation rendering the services of accounting shall issue not less than fifty-one percent of its capital stock to individuals duly licensed or otherwise legally authorized to render the services of accounting, and the remainder of said stock may be issued only to and held by individuals who are employees of the corporation, whether or not such employees are licensed or otherwise authorized to render professional services.*

§ 13.1-1111. Qualifications of members and managers; special provisions for limited liability companies rendering service of architects, professional engineers, land surveyors and certified landscape architects.

Not less than two-thirds of the membership interests of a professional limited liability company rendering the services of architects, professional engineers, land surveyors and certified landscape architects, or any combination thereof, shall be held by individuals or professional business entities duly licensed or otherwise legally authorized to render the services of architects, professional engineers, land surveyors or certified landscape architects, and the remainder of the membership interests may be held only by individuals who are employees of the professional limited liability company whether or not those employees are licensed or otherwise authorized to render professional services. No other professional limited liability company, *except for a professional limited liability company engaged in the practice of accounting as described in § 13.1-1112*, may have as a member anyone other than an individual or a professional business entity that is duly licensed or otherwise legally authorized to render the same professional services as those for which the professional limited liability company was organized.

As an additional prerequisite for a professional limited liability company's engaging in the practice of the professions of architecture, professional engineering, land surveying, or certified landscape architecture, or any combination thereof, that professional limited liability company shall secure a

certificate of authority, which may be renewable and may be either general or limited, from the Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects. The certificate of authority shall be issued or renewed by the Board when in its discretion the professional limited liability company is in compliance with rules and regulations which shall be promulgated by the Board consistent with its jurisdiction to provide adequate safeguards for the public's health, welfare and safety. The fees for a certificate of authority as described above shall be the same fees as provided for in Chapter 4 (§ 54.1-400 et seq.) of Title 54.1.

§ 13.1-1112. Special provision for limited liability company engaged in practice of accounting.

Before any professional limited liability company may engage in the practice of accounting in this Commonwealth, it shall first obtain and maintain any registration required for that professional limited liability company by Chapter 20 (§ 54.1-2000 et seq.) of Title 54.1. *Not less than fifty-one percent of the membership interests of a professional limited liability company rendering the services of accounting shall be held by individuals or professional business entities duly licensed or otherwise legally authorized to render the services of accounting, and the remainder of the membership interests may be held only by individuals who are employees of the professional limited liability company, whether or not those employees are licensed or otherwise authorized to render professional services.*