



STATE OF KANSAS

Office of the Attorney General

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Curt T. Schneider
Attorney General

December 13, 1976

ATTORNEY GENERAL OPINION NO. 76-362

Mr. Douglas W. Flatt
Board of Technical Professions
6111 S.W. 29th Street
Topeka, Kansas 66614

RE: Corporations--Professional Corporations--Directors,
Officers and Stockholders--Engineers, Architects and
Land Surveyors

Synopsis: K.S.A. 17-2712 requires all stockholders, officers and directors of professional corporations organized pursuant to the Professional Corporation Law must be licensed to practice the profession or one of the professions for which the corporation is organized. Aside from potential criminal liability for any acts constituting the illegal practice of a technical profession, there is no legal requirement that all partners in a technical profession partnership be licensed and registered to practice a technical profession. Nothing herein should be construed so as to authorize an unlicensed individual to practice, offer to practice or hold himself out to the public as a licensed, professional engineer.

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Dear Mr. Flatt:

On behalf of the State Board of Technical Professions, you have requested an opinion concerning whether all stockholders and members of the board of directors of a Kansas professional engineering corporation and partners in an engineering partnership must be registered as professional engineers in accordance with the pertinent Kansas statutes.

The Professional Corporation Law of Kansas, K.S.A. 17-2706, et seq. provides at K.S.A. 17-2712(a) that:

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"A professional corporation may issue the shares of its capital stock only to a qualified person...."

The term "qualified person" is defined at K.S.A. 17-2707(d) to mean:

"...any natural person licensed to practice the same type of profession which any professional corporation is authorized to practice."

Thus, shareholders of all Kansas professional corporations must be licensed within this state to practice the profession or one of the professions the corporation is authorized to practice.

As for directors and officers of professional corporations, K.S.A. 17-2713 states:

"No person may be a director or officer, other than secretary, of a professional corporation unless he is a shareholder...."

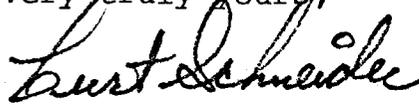
Thus, all directors and officers must be a "qualified person" as defined by K.S.A. 17-2713.

Partnerships are governed by the Uniform Limited Partnership Act, K.S.A. 1976 Supp. 56-122, et seq. and the Uniform Partnership Act, K.S.A. 1976 Supp. 56-301, et seq. Examination of the statutes contained in these two acts reveal no specific affirmative limitation upon professional partnerships in relationship to the qualifications of partners. Furthermore, no rule or regulation has been promulgated by the State Board of Technical Professions or its predecessor Boards which requires all partners in a technical profession partnership to be licensed. From the practical standpoint, no unlicensed engineer could practice or offer to practice engineering without subjecting himself to potential criminal liability. Thus, the law presumes that the registered and licensed professional engineer would refrain from joining in a partnership with one or more individuals who are prohibited by law from performing those acts for which the partnership was created.

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In conclusion, K.S.A. 17-2712 requires all stockholders, officers and directors of professional corporations organized pursuant to the Professional Corporation Law must be licensed to practice the profession or one of the professions for which the corporation is organized. Aside from potential criminal liability for any acts constituting the illegal practice of a technical profession; there is no legal requirement that all partners in a technical profession partnership be licensed and registered to practice a technical profession. Nothing herein should be construed so as to authorize an unlicensed individual to practice, offer to practice or hold himself out to the public as a licensed, professional engineer.

Very truly yours,



CURT T. SCHNEIDER
Attorney General

CTS/HTW/cgm