

STATEMENTS OF POLICY

Title 4—ADMINISTRATION

PART II. EXECUTIVE BOARD

[4 PA. CODE CH. 9]

Reorganization of the Pennsylvania State Police

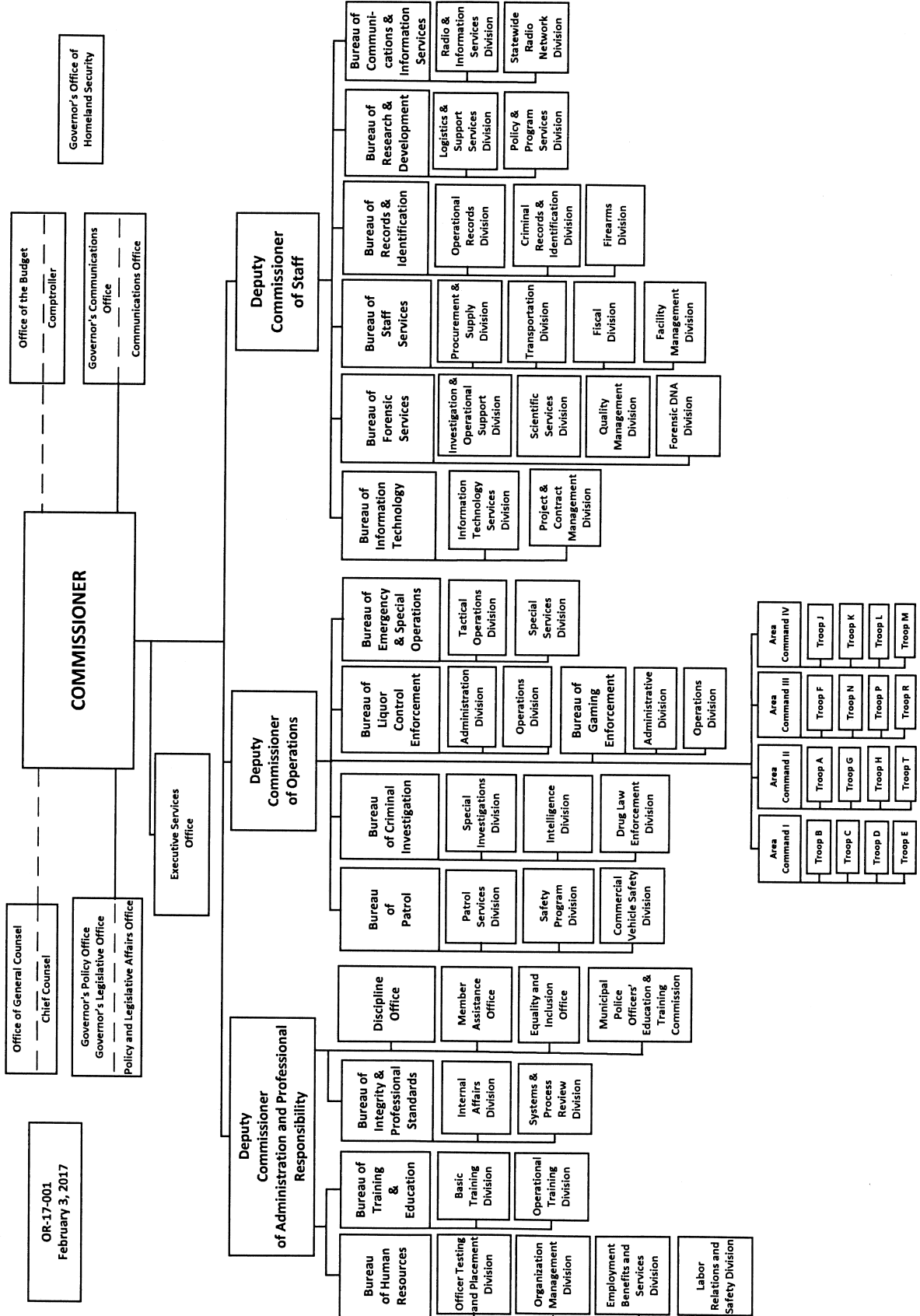
The Executive Board approved a reorganization of the Pennsylvania State Police effective February 3, 2017.

The organization chart at 47 Pa.B. 1164 (February 25, 2017) is published at the request of the Joint Committee on Documents under 1 Pa. Code § 3.1(a)(9) (relating to contents of *Code*).

(Editor's Note: The Joint Committee on Documents has found organization charts to be general and permanent in nature. This document meets the criteria of 45 Pa.C.S. § 702(7) (relating to contents of Pennsylvania Code) as a document general and permanent in nature which shall be codified in the Pennsylvania Code.)

[Pa.B. Doc. No. 17-328. Filed for public inspection February 24, 2017, 9:00 a.m.]

PENNSYLVANIA STATE POLICE



OR-17-001
February 3, 2017

Title 19—CORPORATIONS AND BUSINESS ASSOCIATIONS

DEPARTMENT OF STATE

[19 PA. CODE CH. 71]

Bureau of Corporations and Charitable Organizations; Restricted Professional Companies

The Department of State (Department), Bureau of Corporations and Charitable Organizations (Bureau) adds a statement of policy in Chapter 71 (relating to limited liability companies—statement of policy) to read as set forth in Annex A.

A. Purpose

The purpose of Chapter 71 is to clarify the meaning of “restricted professional company” and “restricted professional services” as they are used in forms promulgated by the Department: Form DSCB 15-8821 (Certificate of Organization—Domestic Limited Liability Company), Form DSCB 15-412 (Foreign Registration Statement) and Form DSCB 15-8221/8998 (Certificate of Annual Registration).

B. Background

Chapter 71 relates to restricted professional companies and forms promulgated by the Department regarding domestic and foreign restricted professional companies. The need for this statement of policy is based on the passage of the act of November 21, 2016 (P.L. 1328, No. 170) (Act 170).

Act 170 was signed into law on November 21, 2016, and became effective February 21, 2017, for the purpose of the three affected forms. Act 170 amends 15 Pa.C.S. and 54 Pa.C.S. (relating to Associations Code; and names) to replace aging laws on unincorporated entities. As relating to the need for this statement of policy, Act 170 repeals and replaces existing Pennsylvania law on limited liability companies (15 Pa.C.S. Chapter 89, formerly known as the Limited Liability Company Law of 1994) with the most recent version of the Uniform Limited Liability Company Act promulgated by the Uniform Law Commission (15 Pa.C.S. Chapter 88 (relating to Pennsylvania Uniform Limited Liability Company Act of 2016)).

Early versions of House Bill 1398, which eventually became Act 170, initially repealed 15 Pa.C.S. Chapter 89 in full, along with the concept of the restricted professional company and its annual registration filed with the Department. See 15 Pa.C.S. § 8998 (relating to annual registration) and former 15 Pa.C.S. § 8903. Later versions of House Bill 1398 reinstated 15 Pa.C.S. Chapter 89, Subchapter L (relating to restricted professional companies), thereby preserving 15 Pa.C.S. §§ 8995—8998 and the category of restricted professional companies in current law. This includes the filing of certificates of annual registration for domestic and foreign “restricted professional companies.” However, the definitions of “restricted professional company” and “restricted professional services” in former 15 Pa.C.S. § 8903 were repealed and are no longer available.

Therefore, the Department is adopting a statement of policy in Chapter 71 to carry over the definitions of “restricted professional company” and “restricted professional services” so that the definitions are available to

registrants. Chapter 71 specifies that a limited liability company that is rendering one or more restricted professional services will continue to state in its certificate of organization or foreign registration statement that it is a restricted professional company and include a brief description of the restricted professional service or services to be rendered by the company. The Department finds this information necessary to continue to appropriately index limited liability companies rendering restricted professional services, for the purpose of notification of and filing of certificates of annual registration. Forms DSCB 15-8821, DSCB 15-412 and DSCB 15-8221/8998 have been revised in accordance with Act 170 and published at 47 Pa.B. 567 (January 28, 2017). This statement of policy clarifies the meaning of “restricted professional company” and “restricted professional services” as used in these forms and in 15 Pa.C.S. §§ 8995—8998, which remain in effect.

C. Fiscal Impact

This statement of policy will not have fiscal impact upon the Commonwealth, its political subdivisions or the private sector. The formation of limited liability companies in this Commonwealth necessarily requires a filing with the Department. The requirement for the filing of certificates of annual registration by restricted professional companies is also unchanged. Chapter 71 carries previous statutory definitions, which were inadvertently repealed, to effectuate related statutory provisions that were preserved in the law.

D. Contact Person

Specific questions regarding this statement of policy should be directed to Martha H. Brown, Assistant Counsel, Department of State, Office of Chief Counsel, 306 North Office Building, Harrisburg, PA 17120.

E. Effective Date

This statement of policy is effective upon publication.

PEDRO A. CORTÉS,
Secretary

(*Editor’s Note:* Title 19 of the *Pennsylvania Code* is amended by adding statements of policy in §§ 71.1 and 71.2 to read as set forth in Annex A.)

Fiscal Note: 16-54. No fiscal impact; (8) recommends adoption.

Annex A

TITLE 19. CORPORATIONS AND BUSINESS ASSOCIATIONS

PART I. DEPARTMENT OF STATE

Subpart B. BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

ARTICLE IV. OTHER ASSOCIATIONS

CHAPTER 71. LIMITED LIABILITY COMPANIES—STATEMENT OF POLICY

Sec.	
71.1.	Definitions.
71.2.	Restricted professional companies.

§ 71.1. Definitions.

The following words and terms, when used in this part, have the following meanings, unless the context clearly indicates otherwise:

Certificate of organization—The certificate required under 15 Pa. Code § 8821 (relating to formation of limited liability company and certificate of organization). The term includes the certificate as amended or restated.

Domestic limited liability company—An association formed under 15 Pa.C.S. Chapter 88 (relating to Pennsylvania Uniform Limited Liability Company Act of 2016) or which becomes subject to 15 Pa.C.S. Chapter 88 under 15 Pa.C.S. Chapter 3 (relating to Entity Transactions Law) or 15 Pa.C.S. § 8811 (relating to short title and application of chapter).

Foreign limited liability company—An association organized under the laws of any jurisdiction other than the Commonwealth, whether or not required to register under 15 Pa.C.S. Chapter 4 (relating to foreign associations), which would be a limited liability company if organized under the laws of the Commonwealth.

Foreign registration statement—The statement required under 15 Pa.C.S. § 412 (relating to foreign registration statement), by which a foreign filing association or foreign limited liability partnerships registers to do business in this Commonwealth.

Restricted professional company—A domestic or foreign limited liability company that renders one or more restricted professional services.

Restricted professional services—The following professional services: chiropractic, dentistry, law, medicine and surgery, optometry, osteopathic medicine and surgery, podiatric medicine, public accounting, psychology or veterinary medicine. The unofficial citations for the definitions of the various types of restricted professional services under Pennsylvania law are as follows:

(i) Chiropractic—section 102 of the Chiropractic Practice Act (63 P.S. § 625.102).

(ii) Dentistry—section 2 of The Dental Law (63 P.S. § 121).

(iii) Medicine and surgery—section 2 of the Medical Practice Act of 1985 (63 P.S. § 422.2).

(iv) Optometry—section 2 of the Optometric Practice and Licensure Act (63 P.S. § 244.2).

(v) Osteopathic medicine and surgery—section 2 of the Osteopathic Medical Practice Act (63 P.S. § 271.2).

(vi) Podiatric medicine—section 2 of the Podiatry Practice Act (63 P.S. § 42.2).

(vii) Psychology—section 2 of the Professional Psychologists Practice Act (63 P.S. § 1202).

(viii) Public accounting—section 2 of the CPA Law (63 P.S. § 9.2).

(ix) Veterinary medicine—section 3 of the Veterinary Medicine Practice Act (63 P.S. § 485.3).

§ 71.2. Restricted professional companies.

If a limited liability company is a restricted professional company, its certificate of organization or foreign registration statement must contain a statement to that effect, including a brief description of the restricted professional service or services to be rendered by the company.

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