

OPINION NO. 69-147

Syllabus:

1. A firm of professional engineers, incorporated under Chapter 1785, Revised Code, may offer to practice, i. e., advertise, professional engineering services under its corporate name.

2. A firm of professional engineers incorporated under Chapter 1785, Revised Code, may negotiate and fulfill all lawful contracts for engineering services.

3. A firm of professional engineers may not certify in the firm name plans, specifications, plats, reports and other engineering documents which must be stamped with the seal of a registered engineer.

To: Charles B. Sloan, Exec. Sec., State Board of Registration for Professional Engineers and Surveyors, Columbus, Ohio
By: Paul W. Brown, Attorney General, November 12, 1969

I have before me your opinion request as to whether a firm of professional engineers incorporated under Chapter 1785, Revised Code, may offer to practice, i. e., advertise, professional engineering services under its corporate name and whether such a firm may negotiate and fulfill contracts for engineering services and certify engineering documents.

Chapter 1785, supra, specifically authorizes the organization of a professional association to render services which may be performed only by a professional engineer. Section 1785.02, Revised Code, provides in pertinent part as follows:

"An individual or group of individuals each of whom is licensed or otherwise legally authorized to render the same kind of professional service within this state may organize and become a shareholder, or shareholders, of a professional association. * * *"

Other requirements concerning professional associations are contained in Sections 1785.03 and 4733.16, Revised Code. Section 1785.03, supra, provides in pertinent part as follows:

"A professional association may render professional service only through officers, employees, and agents who are themselves duly licensed or otherwise legally authorized to render professional service within this state. * * *"

Section 4733.16, supra, provides as follows:

"A firm, copartnership, or an association may engage in the practice of professional engineering or surveying in this state, provided only such practice is carried on by or under the supervision of a principal of the firm, copartnership, or association, who is a registered engineer or surveyor, respectively, in the state, * * *."

An individual or a group of individuals, each of whom is legally authorized to practice professional engineering may therefore organize under Chapter 1785, supra, for the sole purpose of providing professional engineering service. Such service, however, must be carried on under the supervision of a principal of the association who is a registered engineer in this state. In addition, the professional service must be rendered through officers, employees, or agents, who are themselves duly authorized to render such service.

Section 4733.02, Revised Code, limits the practice of engineering to those who have been registered. This section provides as follows:

"Any person practicing or offering to practice the professions of engineering or of surveying shall submit evidence that he is qualified to practice and shall be registered. No person shall practice or offer to practice the professions of engineering or of surveying, or contract for such services, or use in connection with his name or otherwise, assume, use, or advertise any title or description tending to convey the impression that he is an engineer or a surveyor, unless such person has been registered or exempted under sections 4733.01 to 4733.23, inclusive, of the Revised Code."

Ordinarily the term "person" would include a corporation or other artificial person. See e. g., Sections 1.02(B) and 1701.01(G), Revised Code. However, when this section is read in context with Sections 4733.09 through 4733.13, inclusive, Revised Code, it is clear that the General Assembly intended this requirement to apply only to natural persons. Such matters as an examination, good moral character, and educational requirements can be applicable only to natural persons. See Potomac Engineers, Inc. v. Walser, 127 F. Supp. 41 (1954); affirmed 233 F. 2d 356 (1955); Fletcher's Encyclopedia of Corporations. Section 2523.

Section 1785.08, Revised Code, specifically provides that the provisions of Chapter 1701, Revised Code, apply to professional associations. The name of a professional association must therefore end with or include the term "company", "co.", "corporation", "corp.", "incorporation", or "inc.". Section 1701.04(1), Revised Code. The only other restriction on the use of the name of a professional association is that the word "engineer" or "engineering", or any modification or derivative may not be used in the name of such an association. Section 4733.16, Revised Code. (Opinion No. 2531, Opinions of the Attorney General for 1961, approved and followed). There are no other restrictions or limitations on the use of the corporate name of a professional association.

A firm of professional engineers incorporated under Section 1785, Revised Code, may therefore practice and offer to practice professional engineering under its corporate name.

Section 1701.13(F), Revised Code, provides that a corporation shall have the following authority:

"(F) In carrying out the purposes stated in its articles and subject to limitations prescribed by law or in its articles, a corporation may:

"* * * * *

"(2) Make contracts;

"* * * * *

"(7) Do all things permitted by law and exercise all authority within the purposes stated in its articles or incidental thereto.

"* * * * *."

A firm of professional engineers incorporated under Chapter 1785, Revised Code, in carrying out its purposes may therefore negotiate and fulfill all lawful contracts for engineering services and subject to the limitations of law, it may certify engineering documents. By statute, certain engineering documents such as plans, specifications, plats and reports must be stamped with the seal of a registered engineer. See Section 4733.17, Revised Code. Only a registered professional engineer would hold such a seal. Since a professional association cannot comply with the requirements for registration, a firm of professional engineers could not hold a seal in the firm name. Thus, engineering documents which must be stamped with such a seal could not be certified by the professional firm itself.

It is my opinion, and you are advised:

1. A firm of professional engineers, incorporated under Chapter 1785, Revised Code, may offer to practice, i.e., advertise, professional engineering services under its corporate name.
2. A firm of professional engineers incorporated under Chapter 1785, Revised Code, may negotiate and fulfill all lawful contracts for engineering services.
3. A firm of professional engineers may not certify in the firm name plans, specifications, plats, reports and other engineering documents which must be stamped with the seal of a registered engineer.