

§ 8834. Liability of members and managers.

(a) General rule.--A debt, obligation or other liability of a limited liability company is solely the debt, obligation or other liability of the company. A member or manager is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation or other liability of the company solely by reason of being or acting as a member or manager. This subsection applies regardless of:

- (1) whether the company has a single member or multiple members; and
- (2) the dissolution, winding up or termination of the company.

(b) Professional relationship unaffected.--Subsection (a) shall not afford members of a professional company with greater immunity than is available to the officers, shareholders, employees or agents of a professional corporation. See section 2925 (relating to professional relationship retained).

(c) Disciplinary jurisdiction unaffected.--A professional company shall be subject to the applicable rules and regulations adopted by, and all the disciplinary powers of, the court, department, board, commission or other government unit regulating the profession in which the company is engaged. The court, department, board or other government unit may require that a company include in its certificate of organization or operating agreement provisions that conform to any rule or regulation promulgated before, on or after the effective date of this section for the purpose of enforcing the ethics of a profession. This chapter shall not affect or impair the disciplinary powers of the court, department, board, commission or other government unit over licensed persons or any law, rule or regulation pertaining to the standards for professional conduct of licensed persons or to the professional relationship between any licensed person rendering professional services and the person receiving professional services.

(d) Rendering professional services.--

(1) Except as provided by a statute, rule or regulation applicable to a particular profession, a professional company may lawfully render professional services only through licensed persons. The company may employ persons not so licensed except that those persons shall not render any professional services rendered or to be rendered by it.

(2) Paragraph (1) shall not be interpreted to preclude the use of clerks, secretaries, nurses, administrators, bookkeepers, technicians and other assistants or paraprofessionals who are not usually and ordinarily considered by law, custom and practice to be rendering the professional service or services for which the professional company was organized nor to preclude the use of any other person who performs all of the person's employment under the direct supervision and control of a licensed person. A person shall not under the guise of employment render professional services unless duly licensed or admitted to practice as required by law.

(3) Notwithstanding any other provision of law, a professional company may charge for the professional services rendered by it, may collect those charges and may compensate those who render the professional services.

(e) Medical professional liability.--A professional company shall be deemed to be a partnership for purposes of section 744 of the act of March 20, 2002 (P.L.154, No.13), known as the Medical Care Availability and Reduction of Error (Mcare) Act.

(f) Cross reference.--See section 8105 (relating to ownership of certain professional partnerships and limited liability companies).

Cross References. Section 8834 is referred to in section 8872 of this title.