

(0634)
(FINAL)

ETHICS ADVISORY PANEL
Opinion #93-41, Request #375
Issued July 28, 1993

The inquiring attorney, Attorney A, is presently engaged in the practice of law as a principal of a Rhode Island professional service corporation. Attorney B, who is not affiliated with Attorney A, practices law in a separate office in another city. Attorney A and Attorney B frequently lecture together to various groups. They have developed a reputation as a "team" in a particular area of law notwithstanding that they practice independently. Attorney A and Attorney B would like to form an entity, such as a professional service corporation, general partnership or sole proprietorship and hold themselves out to the public as a "firm" practicing in this specialized field, yet maintain their individual practices for other matters.

The Panel notes that the Rhode Island Professional Services Corporation Act states that "no individual may be an officer, shareholder, director or employee of any other corporation engaged in the practice of the same profession without the written prior approval of the applicable regulatory agency or agencies." R.I.G.L. § 7-5.1-3 (1956, Reenactment 1992). Therefore, Attorney A may not practice law in two professional corporations.

With regards to other forms of practice, the Panel concludes that the Rules of Professional Conduct do not address this issue with sufficient certainty as to provide the basis for an opinion that would protect Attorney A in proceeding with his/her proposed course of conduct. The Panel cautions that an attorney's practicing simultaneously in more than one "firm" may be misleading to the public and may result in unintended liabilities for members of the several "firms."