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No. S 246

LEGAL PROFESSION (AMENDMENT) ACT 2012
(ACT 3 OF 2012)

LEGAL PROFESSION (AMENDMENT) ACT
(COMMENCEMENT) (NO. 2)
NOTIFICATION 2012

In exercise of the powers conferred by section 1 of the Legal Profession (Amendment) Act 2012, the Minister for Law hereby makes the following Notification:

1. This Notification may be cited as the Legal Profession (Amendment) Act (Commencement) (No. 2) Notification 2012.

2. Sections 10, 11, 12 and 14 of the Legal Profession (Amendment) Act 2012 shall come into operation on 1st June 2012.

Made this 23rd day of May 2012.

PANG KIN KEONG
Permanent Secretary,
Ministry of Law,
Singapore.

[LAW 06/011/002V38; AG/LLRD/LEG/B/2011/34 Vol. 2]

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No. S 250

LEGAL PROFESSION ACT
(CHAPTER 161)

LEGAL PROFESSION
(INTERNATIONAL SERVICES)
(AMENDMENT) RULES 2012

In exercise of the powers conferred by section 130W of the Legal Profession Act, the Minister for Law, after consulting the Attorney-General, hereby makes the following Rules:

Citation and commencement

1. These Rules may be cited as the Legal Profession (International Services) (Amendment) Rules 2012 and shall come into operation on 1st June 2012.

New rule 3A

2. The Legal Profession (International Services) Rules 2008 (G.N. No. S 481/2008) (referred to in these Rules as the principal Rules) are amended by inserting, immediately after rule 3, the following rule:

“Foreign collaboration requirements for Singapore law practice

3A.—(1) For the purposes of these Rules, a Singapore law practice satisfies the foreign collaboration (general) requirements if, and only if, the Singapore law practice satisfies all of the following requirements:

- (a) the number of solicitors practising in the Singapore law practice is at least 2 times the total number of —
 - (i) foreign lawyers registered under section 130I of the Act to practise Singapore law in the Singapore law practice; and
 - (ii) foreign lawyers registered under section 130K of the Act to practise foreign law in the Singapore law practice;

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- (b) the number of solicitors who are partners, directors or managers (as the case may be) of the Singapore law practice is at least 2 times the total number of —
 - (i) foreign lawyers registered under section 130I of the Act who are partners or directors (as the case may be) of the Singapore law practice; and
 - (ii) foreign lawyers registered under section 130K of the Act who are partners or directors (as the case may be) of the Singapore law practice;
 - (c) the managing partner, managing director or manager (as the case may be) of the Singapore law practice is a solicitor;
 - (d) the solicitors practising in the Singapore law practice are entitled to exercise or control the exercise of at least two-thirds of the total voting rights exercisable in respect of the management of the Singapore law practice;
 - (e) the solicitors practising in the Singapore law practice are entitled to exercise or control the exercise of at least two-thirds of the total voting rights exercisable by the partners or shareholders (as the case may be) in the Singapore law practice;
 - (f) the solicitors practising in the Singapore law practice hold at least two-thirds of the total value of equity interests in the Singapore law practice.

(2) For the purposes of these Rules, a Singapore law practice satisfies the foreign collaboration (profit) requirement if, and only if, the total amount of payments made by the Singapore law practice, during any financial year of the Singapore law practice, to all of the following does not exceed one-third of the total profits of that Singapore law practice during that financial year, based on the audited financial statement of that Singapore law practice for that financial year:

- (a) foreign lawyers who have been granted approval under section 130L(1) of the Act to share in the profits of the Singapore law practice;
- (b) foreign law practices which have been granted approval under section 130L(6) of the Act to share in the profits of the Singapore law practice.

(3) In paragraphs (1) and (2), “solicitor” means a solicitor who —

- (a) has in force a practising certificate; and
- (b) is not a nominee of any foreign law practice or foreign lawyer in respect of the management of, or the control of any voting power or equity interest in, the Singapore law practice in which he is practising.

(4) For the purposes of paragraph (3), a solicitor shall be deemed to be a nominee of a foreign law practice or foreign lawyer if that solicitor is accustomed, or under an obligation whether formal or informal, to act in accordance with the directions, instructions or wishes of that foreign law practice or foreign lawyer.”.

Amendment of rule 4

3. Rule 4(2) of the principal Rules is amended —

- (a) by inserting, immediately after the word “partnership,” in sub-paragraph (f), the words “and the foreign law practice is not a Qualifying Foreign Law Practice,”;
- (b) by inserting, immediately after the word “corporation,” in sub-paragraph (g), the words “and the foreign law practice is not a Qualifying Foreign Law Practice,”; and
- (c) by inserting, immediately after sub-paragraph (g), the following sub-paragraph:
 - “(ga) where the application is made on or after 1st June 2012, the Singapore law practice must satisfy the foreign collaboration (general) requirements in rule 3A(1);”.

Amendment of rule 5

4. Rule 5 of the principal Rules is amended —

- (a) by inserting, immediately after the words “constituent foreign law practice” in paragraph (3), the words “of a Joint Law Venture”;

(b) by deleting paragraph (4) and substituting the following paragraph:

“(4) The number of solicitors registered under section 130N of the Act to practise Singapore law in a Joint Law Venture or its constituent foreign law practice shall not at any time exceed —

(a) in any case where the constituent foreign law practice is a Qualifying Foreign Law Practice, 4 times the sum of the following:

- (i) the number of foreign lawyers registered under section 130I of the Act to practise Singapore law in the Joint Law Venture;
- (ii) the number of foreign lawyers registered under section 130K of the Act to practise foreign law in the Joint Law Venture; and
- (iii) the number of solicitors registered under section 130O of the Act to practise foreign law in the Joint Law Venture; or

(b) in any other case, the sum of the following:

- (i) the number of foreign lawyers registered under section 130I of the Act to practise Singapore law in the Joint Law Venture;
- (ii) the number of foreign lawyers registered under section 130K of the Act to practise foreign law in the Joint Law Venture; and
- (iii) the number of solicitors registered under section 130O of the Act to practise foreign law in the Joint Law Venture.”;

(c) by deleting the word “The” in paragraph (5A) and substituting the words “Subject to paragraph (5B), the”;

(d) by inserting, immediately after paragraph (5A), the following paragraph:

“(5B) Where the constituent Singapore law practice of a Joint Law Venture is required to satisfy the foreign collaboration (general) requirements in rule 3A(1), the

total number of solicitors practising in the Singapore law practice shall be at least 2 times the total number of —

- (a) foreign lawyers registered under section 130I of the Act to practise Singapore law in the Singapore law practice; and
 - (b) foreign lawyers registered under section 130K of the Act to practise foreign law in the Singapore law practice.”;
- (e) by deleting the words “paragraph (7)” in paragraph (6) and substituting the words “paragraphs (7) and (7A)”;
- (f) by deleting the word “The” in paragraph (7) and substituting the words “Subject to paragraph (7A), the”;
- (g) by deleting the words “as in the audited financial statement of the Singapore law practice” in paragraph (7) and substituting the words “based on the audited financial statement of that Singapore law practice for that financial year”;
- (h) by inserting, immediately after paragraph (7), the following paragraph:
- “(7A) Where a Joint Law Venture is constituted under a Joint Law Venture licence issued pursuant to an application for that licence made on or after 1st June 2012, the total amount of payments made by the constituent Singapore law practice of the Joint Law Venture, during any financial year of that Singapore law practice, to all of the following shall not exceed one-third of the total profits of that Singapore law practice during that financial year, based on the audited financial statement of that Singapore law practice for that financial year:
- (a) the constituent foreign law practice of the Joint Law Venture;
 - (b) foreign lawyers who have been granted approval under section 130L(1) of the Act to share in the profits of that Singapore law practice;
 - (c) foreign law practices which have been granted approval under section 130L(6) of the Act to share in the profits of that Singapore law practice.”; and

(i) by deleting paragraph (9) and substituting the following paragraphs:

“(9) A foreign lawyer who is not a solicitor may, with the approval of the Attorney-General, concurrently be —

(a) a partner or director of a Joint Law Venture or its constituent foreign law practice; and

(b) a partner or director of the constituent Singapore law practice of the Joint Law Venture.

(9A) It shall be a condition of an approval under paragraph (9) that the constituent Singapore law practice of the Joint Law Venture satisfies all of the following so long as the approval is in force:

(a) the foreign collaboration (general) requirements in rule 3A(1);

(b) the foreign collaboration (profit) requirement in rule 3A(2).

(9B) The Attorney-General shall not grant an approval under paragraph (9) unless the Attorney-General is satisfied, at that time, that —

(a) the constituent Singapore law practice of the Joint Law Venture satisfies the foreign collaboration (general) requirements in rule 3A(1); and

(b) there is no actual or potential conflict of interests, if the foreign lawyer is allowed to concurrently be —

(i) a partner or director of the Joint Law Venture or its constituent foreign law practice; and

(ii) a partner or director of the constituent Singapore law practice of the Joint Law Venture.

(9C) The Attorney-General may cancel an approval granted to a foreign lawyer under paragraph (9) if the Attorney-General is satisfied, at that time, that —

(a) the constituent Singapore law practice of the Joint Law Venture does not satisfy —

(i) any of the foreign collaboration (general) requirements in rule 3A(1); or

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- (ii) the foreign collaboration (profit) requirement in rule 3A(2); or
 - (b) there is, or will be, any actual or potential conflict of interests, should the foreign lawyer continue to concurrently be —
 - (i) a partner or director of the Joint Law Venture or its constituent foreign law practice; and
 - (ii) a partner or director of the constituent Singapore law practice of the Joint Law Venture.”.

Amendment of rule 8

5. Rule 8(1) of the principal Rules is amended by inserting, immediately after sub-paragraph (e), the following sub-paragraph:

- “(ea) where the application is made on or after 1st June 2012, the Singapore law practice must satisfy the foreign collaboration (general) requirements in rule 3A(1);”.

Amendment of rule 9

6. Rule 9 of the principal Rules is amended —

- (a) by inserting, immediately after the words “practise foreign law in a” in paragraph (2), the words “Qualifying Foreign Law Practice or”;
- (b) by inserting, immediately after paragraph (2), the following paragraphs:
 - “(2A) A solicitor may, with the approval of the Attorney-General, concurrently be —
 - (a) a partner, director or shareholder of a Singapore law practice which is a member of a Formal Law Alliance; and
 - (b) a partner, director or shareholder of a foreign law practice which is a member of the Formal Law Alliance.

(2B) It shall be a condition of an approval under paragraph (2A) that the Singapore law practice satisfies all of the following so long as the approval is in force:

- (a) the foreign collaboration (general) requirements in rule 3A(1);
- (b) the foreign collaboration (profit) requirement in rule 3A(2).

(2C) The Attorney-General shall not grant an approval under paragraph (2A) unless the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice satisfies the foreign collaboration (general) requirements in rule 3A(1); and
- (b) there is no actual or potential conflict of interests, if the solicitor is allowed to concurrently be —
 - (i) a partner, director or shareholder of the Singapore law practice; and
 - (ii) a partner, director or shareholder of the foreign law practice.

(2D) The Attorney-General may cancel an approval granted to a solicitor under paragraph (2A) if the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice does not satisfy —
 - (i) any of the foreign collaboration (general) requirements in rule 3A(1); or
 - (ii) the foreign collaboration (profit) requirement in rule 3A(2); or
- (b) there is, or will be, any actual or potential conflict of interests, should the solicitor continue to concurrently be —
 - (i) a partner, director or shareholder of the Singapore law practice; and
 - (ii) a partner, director or shareholder of the foreign law practice.”; and

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- (c) by inserting, immediately after paragraph (4), the following paragraph:

“(4A) Where a Formal Law Alliance is formed under a Formal Law Alliance licence issued pursuant to an application for that licence made on or after 1st June 2012, every Singapore law practice which is a member of the Formal Law Alliance must satisfy the foreign collaboration (profit) requirement in rule 3A(2) for so long as that licence is in force.”.

Amendment of rule 11

7. Rule 11 of the principal Rules is amended —

- (a) by inserting, immediately after paragraph (3), the following paragraphs:

“(3A) A Qualifying Foreign Law Practice may be —

- (a) a joint applicant for a Joint Law Venture licence or a Formal Law Alliance licence; and
(b) a constituent foreign law practice of a Joint Law Venture or a member of a Formal Law Alliance.

(3B) Where a Qualifying Foreign Law Practice is a constituent foreign law practice of a Joint Law Venture, the Qualifying Foreign Law Practice shall not practise law in or from Singapore except through the Joint Law Venture.”; and

- (b) by deleting the word “A” in paragraph (4) and substituting the words “Except as provided in rules 5(8), 9(2A) and 30(3), a”.

Amendment of rule 14

8. Rule 14 of the principal Rules is amended —

- (a) by deleting paragraphs (1) and (2) and substituting the following paragraphs:

“(1) Subject to paragraph (6B), a licensed foreign law practice —

- (a) may practise Singapore law only in relation to a relevant agreement; and
(b) shall not practise Singapore law except through a solicitor registered under section 130N of the Act, or a foreign lawyer registered under

section 130I of the Act, who practises in the licensed foreign law practice.

(2) Subject to paragraph (6B), a solicitor registered under section 130N of the Act to practise Singapore law in a licensed foreign law practice, or a foreign lawyer registered under section 130I of the Act to practise Singapore law in a licensed foreign law practice, may practise Singapore law in the licensed foreign law practice only in relation to a relevant agreement.”; and

(b) by inserting, immediately after paragraph (6), the following paragraphs:

“(6A) A licensed foreign law practice may be —

- (a) a joint applicant for a Joint Law Venture licence or a Formal Law Alliance licence; and
- (b) a constituent foreign law practice of a Joint Law Venture or a member of a Formal Law Alliance.

(6B) Where a licensed foreign law practice is a constituent foreign law practice of a Joint Law Venture —

- (a) the licensed foreign law practice shall not practise law in or from Singapore except through the Joint Law Venture;
- (b) notwithstanding paragraphs (1) and (2), the licensed foreign law practice (in its capacity as the constituent foreign law practice of the Joint Law Venture) shall be entitled to the privileges of a constituent foreign law practice of a Joint Law Venture; and
- (c) notwithstanding paragraphs (1) and (2), a solicitor registered under section 130N of the Act to practise Singapore law in the licensed foreign law practice, or a foreign lawyer registered under section 130I of the Act to practise Singapore law in the licensed foreign law practice, may practise Singapore law in the licensed foreign law practice (in its capacity as the constituent foreign law practice of the Joint Law Venture) only in the permitted areas of legal practice.”.

Amendment of rule 21

9. Rule 21 of the principal Rules is amended —

- (a) by inserting, immediately after the words “licensed foreign law practice” in paragraph (1)(b), the words “(not being a constituent foreign law practice of a Joint Law Venture)”;
- (b) by deleting the word “A” in paragraph (2) and substituting the words “Subject to paragraph (2A), a”;
- (c) by inserting, immediately after paragraph (2), the following paragraph:

“(2A) Where a Singapore law practice is required to satisfy the foreign collaboration (general) requirements in rule 3A(1), a foreign lawyer who is registered under section 130I of the Act may practise Singapore law in the Singapore law practice only if the total number of solicitors practising in the Singapore law practice is at least 2 times the total number of —

- (a) foreign lawyers registered under section 130I of the Act to practise Singapore law in the Singapore law practice; and
- (b) foreign lawyers registered under section 130K of the Act to practise foreign law in the Singapore law practice.”.

Amendment of rule 30

10. Rule 30(1) of the principal Rules is amended by inserting, immediately after the words “licensed foreign law practice” in sub-paragraph (a)(ii), the words “(not being a constituent foreign law practice of a Joint Law Venture)”.

Amendment of rule 31

11. Rule 31(3) of the principal Rules is amended by deleting the words “rule 30(3)” in sub-paragraph (a) and substituting the words “rule 9(2A) or 30(3)”.

Amendment of rule 33

12. Rule 33(5) of the principal Rules is amended by deleting the words “7 days of” and substituting the words “7 days after”.

Amendment of rule 34**13.** Rule 34 of the principal Rules is amended —

- (a) by deleting “130L” in paragraphs (1), (4) and (5) and substituting in each case “130L(1)”;
- (b) by inserting, immediately after paragraph (1), the following paragraph:

“(1A) Where an application under paragraph (1) is made on or after 1st June 2012, it shall be a condition of the application that the Singapore law practice must satisfy the foreign collaboration (general) requirements in rule 3A(1).”;
- (c) by inserting, immediately before the words “the foreign lawyer” in paragraph (5)(a), the words “the Singapore law practice or”; and
- (d) by deleting “130L” in the rule heading and substituting “130L(1)”.

Amendment of rule 35**14.** Rule 35 of the principal Rules is amended —

- (a) by deleting the word “A” in paragraph (1) and substituting the words “Subject to paragraphs (1A) to (1F), a”;
- (b) by deleting “130L” in paragraphs (1), (8) and (10) and substituting in each case “130L(1)”;
- (c) by inserting, immediately after paragraph (1), the following paragraphs:

“(1A) A foreign lawyer who is granted an approval under section 130L(1) of the Act to be a partner, director or shareholder in, or to share in the profits of, a Singapore law practice —

 - (a) may, while the approval under section 130L(1) of the Act remains in force, with the approval of the Attorney-General under this sub-paragraph, concurrently be a partner, a director, a shareholder, an employee or a consultant of a foreign law practice; and
 - (b) may, while the approval under section 130L(1) of the Act remains in force, with the approval of the Attorney-General under this sub-paragraph,

concurrently be a nominee of a foreign law practice, or of any other foreign lawyer, in respect of the management of, or the control of any voting power or equity interest in, the Singapore law practice.

(1B) It shall be a condition of an approval under paragraph (1A)(a) or (b) that the Singapore law practice satisfies all of the following so long as the approval is in force:

- (a) the foreign collaboration (general) requirements in rule 3A(1);
- (b) the foreign collaboration (profit) requirement in rule 3A(2).

(1C) The Attorney-General shall not grant an approval under paragraph (1A)(a) unless the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice satisfies the foreign collaboration (general) requirements in rule 3A(1); and
- (b) there is no actual or potential conflict of interests, if the foreign lawyer is allowed to concurrently be —
 - (i) a partner, a director, a shareholder, an employee or a consultant (as the case may be) of the foreign law practice; and
 - (ii) a partner, director or shareholder in, or share in the profits of, the Singapore law practice.

(1D) The Attorney-General may cancel an approval granted to the foreign lawyer under paragraph (1A)(a) if the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice does not satisfy —
 - (i) any of the foreign collaboration (general) requirements in rule 3A(1); or
 - (ii) the foreign collaboration (profit) requirement in rule 3A(2); or

(b) there is, or will be, any actual or potential conflict of interests, should the foreign lawyer continue to concurrently be —

- (i) a partner, a director, a shareholder, an employee or a consultant (as the case may be) of the foreign law practice; and
- (ii) a partner, director or shareholder in, or share in the profits of, the Singapore law practice.

(1E) The Attorney-General shall not grant an approval under paragraph (1A)(b) unless the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice satisfies the foreign collaboration (general) requirements in rule 3A(1); and
- (b) there is no actual or potential conflict of interests, if the foreign lawyer is allowed to concurrently be —
 - (i) a nominee of the foreign law practice or other foreign lawyer in respect of the management of, or the control of the voting power or equity interest in, the Singapore law practice; and
 - (ii) a partner, director or shareholder in, or share in the profits of, the Singapore law practice.

(1F) The Attorney-General may cancel an approval granted to the foreign lawyer under paragraph (1A)(b) if the Attorney-General is satisfied, at that time, that —

- (a) the Singapore law practice does not satisfy —
 - (i) any of the foreign collaboration (general) requirements in rule 3A(1); or
 - (ii) the foreign collaboration (profit) requirement in rule 3A(2); or
- (b) there is, or will be, any actual or potential conflict of interests, should the foreign lawyer continue to concurrently be —

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- (i) a nominee of the foreign law practice or other foreign lawyer in respect of the management of, or the control of the voting power or equity interest in, the Singapore law practice; and
 - (ii) a partner, director or shareholder in, or share in the profits of, the Singapore law practice.”;
 - (d) by deleting the words “The total value of equity interests in a” in paragraph (2) and substituting the words “It shall be a condition of an approval under section 130L(1) of the Act granted pursuant to an application made before 1st June 2012 by a Singapore law practice that the total value of equity interests in the”;
 - (e) by deleting paragraph (3) and substituting the following paragraph:

“(3) It shall be a condition of an approval under section 130L(1) of the Act granted pursuant to an application made before 1st June 2012 by a Singapore law practice that foreign lawyers (whether individually or collectively) shall not, directly or indirectly, have a controlling interest in the Singapore law practice.”;
 - (f) by deleting paragraph (5) and substituting the following paragraphs:

“(5) It shall be a condition of an approval under section 130L(1) of the Act granted pursuant to an application made before 1st June 2012 by a Singapore law practice that except as provided in rule 5(7), the total amount of payments made by the Singapore law practice to foreign lawyers, during any financial year of the Singapore law practice, as directors’ remuneration, as shareholders’ or partners’ dividends, or under any other profit sharing arrangement, shall not exceed 25% of the total amount of payments made by the Singapore law practice, during that financial year, as directors’ remuneration, as shareholders’ or partners’ dividends, or under any other profit sharing arrangement.

(5A) It shall be a condition of an approval under section 130L(1) of the Act granted pursuant to an application made on or after 1st June 2012 by a Singapore law practice that the Singapore law practice satisfies all of the following so long as the approval is in force:

- (a) the foreign collaboration (general) requirements in rule 3A(1);
- (b) the foreign collaboration (profit) requirement in rule 3A(2).”;
- (g) by inserting, immediately after the words “paragraphs (1)(b)(ii)” in paragraph (6), the words “, (1A)(b), (1E)(b), (1F)(b)”;
- (h) by inserting, immediately after the word “approval” in the rule heading, the words “under section 130L(1) of Act”.

New rule 35A

15. The principal Rules are amended by inserting, immediately after rule 35, the following rule:

“Application for, and conditions of, approval under section 130L(6) of Act

35A.—(1) Every Singapore law practice shall, before entering into any arrangement with a foreign law practice that may result in the foreign law practice —

- (a) becoming a shareholder in the Singapore law practice, if the Singapore law practice is a law corporation; or
 - (b) sharing in the profits of the Singapore law practice,
- apply to the Attorney-General for the approval of the Attorney-General under section 130L(6) of the Act.

(2) It shall be a condition of an application under paragraph (1) that the Singapore law practice must satisfy the foreign collaboration (general) requirements in rule 3A(1).

(3) On receipt of the application referred to in paragraph (1), the Attorney-General may —

- (a) approve the application subject to such conditions as he thinks fit; or
- (b) reject the application on such grounds as he thinks fit.

(4) The applicant shall be notified in writing of the decision of the Attorney-General under paragraph (3).

(5) If an approval under section 130L(6) of the Act is granted, the applicant shall be issued a certificate of approval.

(6) It shall be a condition of an approval under section 130L(6) of the Act granted pursuant to an application made by a Singapore law practice that the Singapore law practice satisfies all of the following so long as the approval is in force:

- (a) the foreign collaboration (general) requirements in rule 3A(1);
- (b) the foreign collaboration (profit) requirement in rule 3A(2).

(7) Without prejudice to any other powers of the Attorney-General to cancel an approval under section 130L(6) of the Act, the Attorney-General may cancel such an approval if —

- (a) the Singapore law practice or the foreign law practice fails to comply with any undertaking given to the Attorney-General upon making the application or any condition of the approval;
- (b) the partner or director of the Singapore law practice who gave any such undertaking fails to comply with that undertaking or any condition of the approval; or
- (c) the Singapore law practice, the foreign law practice or a partner or director of the Singapore law practice applies in writing for such cancellation.”.

Amendment of rule 37

16. Rule 37(1) of the principal Rules is amended by deleting “130L” in sub-paragraph (d) and substituting the words “130L(1) or (6)”.

Amendment of rule 39

17. Rule 39 of the principal Rules is amended by inserting, immediately after the words “section 130L(1)” in paragraph (c), the words “or (6)”.

Amendment of rule 40

18. Rule 40 of the principal Rules is amended —

(a) by inserting, immediately after sub-paragraph (e) of paragraph (1), the following sub-paragraph:

“(ea) foreign law practices granted the approval of the Attorney-General under section 130L(6) of the Act;”;

(b) by deleting “130L” in paragraph (1)(i) and substituting “130L(1)”;

(c) by deleting the words “7 days of” in paragraph (3) and substituting the words “7 days after”;

(d) by deleting paragraph (4) and substituting the following paragraph:

“(4) Every Singapore law practice shall notify the Attorney-General in writing —

(a) of any change in the name, nationality and designation of any foreign lawyer working in the Singapore practice within 7 days after such change; and

(b) of any change in any of the following particulars of any foreign law practice granted an approval under section 130L(6) of the Act to be a shareholder in, or to share in the profits of, the Singapore law practice, within 7 days after such change:

(i) the name and nationality of the foreign law practice;

(ii) the address of the foreign law practice, including the registered address of all of the offices and places of business of the foreign law practice in Singapore;

(iii) the telephone and fax numbers, and the email address of the foreign practice;

(iv) the name, nationality and designation of any solicitor or foreign lawyer working in the foreign law practice.”;

(e) by deleting the words “7 days of” in paragraph (5) and substituting the words “7 days after”; and

(f) by deleting the words “7 days of” in paragraph (5A) and substituting the words “7 days after”.

Amendment of rule 41A

19. Rule 41A(2) of the principal Rules is amended by deleting “130L” wherever it appears and substituting in each case “130L(1)”.

Amendment of Second Schedule

20. Item 12 of the Second Schedule to the principal Rules is amended by deleting “130L” in the first column and substituting the words “130L(1) or (6)”.

[G.N. No. S 241/2011]

Made this 28th day of May 2012.

PANG KIN KEONG
*Permanent Secretary,
Ministry of Law,
Singapore.*

[LAW 06/011/002; AG/LLRD/SL/161/2010/4 Vol. 4]

(To be presented to Parliament under section 131 of the Legal Profession Act).

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No. S 247

LEGAL PROFESSION ACT
(CHAPTER 161)

LEGAL PROFESSION
(PROFESSIONAL CONDUCT) (AMENDMENT)
RULES 2012

In exercise of the powers conferred by section 71(1) of the Legal Profession Act, the Council of the Law Society of Singapore, with the approval of the Chief Justice, hereby makes the following Rules:

Citation and commencement

1. These Rules may be cited as the Legal Profession (Professional Conduct) (Amendment) Rules 2012 and shall come into operation on 1st June 2012.

Amendment of rule 5

2. Rule 5 of the Legal Profession (Professional Conduct) Rules (R 1) (referred to in these Rules as the principal Rules) is amended —

- (a) by deleting the word “An” in paragraph (1) and substituting the words “Subject to this rule and any rules made under section 81N or 81ZB of the Act, an”;
- (b) by deleting the words “Notwithstanding paragraph (1), an” in paragraph (2) and substituting the word “An”; and
- (c) by inserting, immediately after paragraph (2), the following paragraphs:

“(3) An advocate and solicitor may practise concurrently in —

- (a) one law corporation; and
- (b) one other law practice that is related to the law corporation.

(4) No law corporation shall be related to more than one law practice.

(5) No law practice shall be related to more than one law corporation.

(6) For the purposes of paragraphs (3) and (4), a law corporation and a law firm (being a sole proprietorship) are related if —

- (a) every shareholder of the law corporation is the sole proprietor, a consultant or an employee of the law firm; and
- (b) every director, consultant or employee of the law corporation is the sole proprietor, a consultant or an employee of the law firm.

(7) For the purposes of paragraphs (3) and (4), a law corporation and a law firm (being a partnership of 2 or more solicitors) are related if —

- (a) every shareholder of the law corporation is a partner, a consultant or an employee of the law firm; and
- (b) every director, consultant or employee of the law corporation is a partner, a consultant or an employee of the law firm.

(8) For the purposes of paragraphs (3) and (4), a law corporation and a limited liability law partnership are related if —

- (a) either of the following applies:
 - (i) the limited liability law partnership is the sole shareholder of the law corporation; or
 - (ii) every shareholder of the law corporation is a partner, a consultant or an employee of the limited liability law partnership; and
- (b) every director, consultant or employee of the law corporation is a partner, a consultant or an employee of the limited liability law partnership.

(9) For the purposes of paragraphs (3) and (4), 2 law corporations are related if —

- (a) either of the following applies:
 - (i) the first law corporation is the sole shareholder of the second law corporation; or

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- (ii) every shareholder of the second law corporation is either or both of the following:
 - (A) a shareholder of the first law corporation;
 - (B) a director, a consultant or an employee of the first law corporation; and
 - (b) every director, consultant or employee of the second law corporation is a director, a consultant or an employee of the first law corporation.”.

Amendment of rule 9

3. Rule 9 of the principal Rules is amended by deleting the word “unqualified” and substituting the word “unauthorised”.

Deletion and substitution of rule 11

4. Rule 11 of the principal Rules is deleted and the following rule substituted therefor:

“Executive appointment

11.—(1) An advocate and solicitor who practises in a law firm shall not accept any executive appointment in any company, other than a company of which each shareholder is the sole proprietor or a partner of the law firm.

(2) An advocate and solicitor who practises in a limited liability law partnership shall not accept any executive appointment in any company, other than a company of which each shareholder is —

- (a) the limited liability law partnership; or
- (b) a partner of the limited liability law partnership.

(3) An advocate and solicitor who practises in a law corporation shall not accept any executive appointment in any company, other than —

- (a) the law corporation; or
- (b) a company of which each shareholder is —
 - (i) the law corporation; or
 - (ii) a director and shareholder of the law corporation.”.

Amendment of rule 24

5. Rule 24(1) of the principal Rules is amended by deleting the word “An” and substituting the words “Subject to paragraph (2) and any rules made under section 81N or 81ZB of the Act, an”.

[G.N. No. S 393/2011]

Made this 24th day of May 2012.

LOK VI MING
Vice President,
Council of the Law Society of Singapore.

[LS/11/CLO.Gen/12-01/AC; AG/LLRD/SL/161/2010/2 Vol. 2]

(To be presented to Parliament under section 131 of the Legal Profession Act).

First published in the *Government Gazette*, Electronic Edition, on 31st May 2012 at 4.00 pm.

No. S 248

LEGAL PROFESSION ACT
(CHAPTER 161)

LEGAL PROFESSION
(LAW CORPORATION) (AMENDMENT)
RULES 2012

In exercise of the powers conferred by section 81N of the Legal Profession Act, the Minister for Law, after consulting the Council of the Law Society of Singapore, hereby makes the following Rules:

Citation and commencement

1. These Rules may be cited as the Legal Profession (Law Corporation) (Amendment) Rules 2012 and shall come into operation on 1st June 2012.

New rule 1A

2. The Legal Profession (Law Corporation) Rules (R 21) (referred to in these Rules as the principal Rules) are amended by inserting, immediately after rule 1, the following rule:

“Definitions

1A.—(1) In these Rules, unless the context otherwise requires, “law firm” means a firm of solicitors and includes a sole proprietorship and a partnership of 2 or more solicitors, but does not include a limited liability law partnership.

(2) For the purposes of these Rules, a law corporation and a law firm (being a sole proprietorship) are related if —

- (a) every shareholder of the law corporation is the sole proprietor, a consultant or an employee of the law firm; and
- (b) every director, consultant or employee of the law corporation is the sole proprietor, a consultant or an employee of the law firm.

(3) For the purposes of these Rules, a law corporation and a law firm (being a partnership of 2 or more solicitors) are related if —

- (a) every shareholder of the law corporation is a partner, a consultant or an employee of the law firm; and
- (b) every director, consultant or employee of the law corporation is a partner, a consultant or an employee of the law firm.

(4) For the purposes of these Rules, a law corporation and a limited liability law partnership are related if —

- (a) either of the following applies:
 - (i) the limited liability law partnership is the sole shareholder of the law corporation; or
 - (ii) every shareholder of the law corporation is a partner, a consultant or an employee of the limited liability law partnership; and
- (b) every director, consultant or employee of the law corporation is a partner, a consultant or an employee of the limited liability law partnership.

(5) For the purposes of these Rules, 2 law corporations are related if —

- (a) either of the following applies:
 - (i) the first law corporation is the sole shareholder of the second law corporation; or
 - (ii) every shareholder of the second law corporation is either or both of the following:
 - (A) a shareholder of the first law corporation;
 - (B) a director, a consultant or an employee of the first law corporation; and
- (b) every director, consultant or employee of the second law corporation is a director, a consultant or an employee of the first law corporation.”.

New rules 10, 11, 12, 13, 14 and 15

3. The principal Rules are amended by inserting, immediately after rule 9, the following rules:

“Name of law corporation with related Singapore law practice

10.—(1) Section 81C(1)(b) of the Act shall not apply to the Council in any case to which paragraph (2) applies.

(2) The Council may approve, as the name or proposed name of a law corporation, a name which, in the Council’s opinion, is so similar to that of an existing Singapore law practice as to be likely to be confused with it, if the law corporation and the Singapore law practice are related.

Relationship between client and law corporation with related Singapore law practice

11. Subject to rule 15(5), section 81E(1) and (2) of the Act shall apply to a law corporation, and to every solicitor who is an officer or employee of the law corporation, except to the limited extent necessary to enable each such solicitor to practise concurrently in a Singapore law practice that is related to the law corporation.

Concurrent appointments in law corporation and in related Singapore law practice

12.—(1) Section 81F(3)(a) of the Act shall apply to a solicitor who is a director or an employee of a law corporation, except to the limited extent necessary to enable him to hold shares in another law corporation that is related to the law corporation.

(2) Section 81F(3)(b) of the Act shall not apply to a solicitor who holds concurrent appointments as a director, a consultant or an employee of a law corporation, and as a director, a consultant or an employee of another law corporation that is related to the law corporation.

(3) Section 81F(3)(c) of the Act shall not apply to a solicitor who holds concurrent appointments as a director or an employee of a law corporation, and as a partner, a consultant or an employee of a law firm or limited liability law partnership that is related to the law corporation.

(4) Section 81F(3)(d) of the Act shall not apply to a solicitor who holds concurrent appointments as a director or an employee of a law corporation and as the sole proprietor of a law firm that is related to the law corporation.

Holding of shares in law corporation with related Singapore law practice

13.—(1) For the purposes of section 81H(2) of the Act, all the shares in a law corporation may be held by another law corporation, or by a limited liability law partnership, that is related to the law corporation.

(2) Section 81H(4)(a) of the Act shall apply to a person who holds shares in a law corporation, except to the limited extent necessary to enable him to hold shares in another law corporation that is related to the law corporation.

(3) Section 81H(4)(b) of the Act shall not apply to a director, a consultant or an employee of a law corporation who holds shares in another law corporation that is related to the law corporation.

(4) Section 81H(4)(c) of the Act shall not apply to a partner, a consultant or an employee of a law firm or limited liability law partnership who holds shares in a law corporation that is related to the law firm or limited liability law partnership (as the case may be).

(5) Section 81H(4)(d) of the Act shall not apply to a sole proprietor of a law firm who holds shares in a law corporation that is related to the law firm.

Holding of shares in law corporation by foreign lawyer or foreign law practice

14.—(1) For the purposes of section 81H(2) of the Act, any of the following persons may hold shares in a law corporation:

(a) any foreign lawyer —

(i) who is registered under section 130I of the Act to practise Singapore law, or is registered under section 130K of the Act to practise foreign law, in the law corporation; and

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- (ii) to whom the Attorney-General has granted approval under section 130L(1) of the Act to be a shareholder of the law corporation;
- (b) any foreign law practice to which the Attorney-General has granted approval under section 130L(6) of the Act to be a shareholder of the law corporation.
- (2) For the purposes of section 81H(2) of the Act, all of the persons referred to in paragraph (1)(a) and (b), collectively, shall hold not more than one-third of the total number of shares in the law corporation.
- (3) A foreign lawyer referred to in paragraph (1)(a) shall cease to be eligible to hold shares in a law corporation if —
- (a) the registration of the foreign lawyer under section 130I or 130K of the Act is cancelled, suspended or otherwise lapses; or
- (b) the approval under section 130L(1) of the Act in respect of the foreign lawyer lapses under section 130L(3) of the Act, is cancelled under section 130M(3) of the Act, or is revoked or suspended under section 130R(4) of the Act.
- (4) A foreign law practice referred to in paragraph (1)(b) shall cease to be eligible to hold shares in a law corporation if the approval under section 130L(6) of the Act in respect of the foreign law practice is cancelled under section 130M(4C) of the Act.
- (5) Where a foreign lawyer or foreign law practice has ceased to be eligible to hold shares in a law corporation, the Council may, upon application made by the foreign lawyer or foreign law practice or by the law corporation, grant the foreign lawyer or foreign law practice a grace period of not more than 2 years to transfer the shares of the foreign lawyer or foreign law practice in the law corporation.
- (6) Where a foreign lawyer who holds shares in a law corporation dies, is adjudged a bankrupt or becomes incapable to act by reason of mental or physical disability, the Council may allow the executor or administrator of the foreign lawyer's estate or any other person to hold the foreign lawyer's shares in the law corporation for a grace period of not more than 2 years.

(7) The grace period of not more than 2 years referred to in paragraph (6) shall commence —

- (a) in the case of death, from the date the administrator is appointed or the date the probate or letters of administration are granted;
- (b) in the case of bankruptcy, from the date the foreign lawyer is adjudged a bankrupt; or
- (c) in the case of incapacity by reason of mental or physical disability, from the date the foreign lawyer becomes incapable to act.

(8) The foreign lawyer or foreign law practice referred to in paragraph (5) or the executor, administrator or other person referred to in paragraph (6) shall not, during the grace period of 2 years, exercise any voting rights attached to the shares in the law corporation or take part or be concerned in the management or practice of the law corporation.

Supplementary provisions applicable to law corporation with foreign lawyer

15.—(1) This rule applies where any foreign lawyer is registered under section 130I of the Act to practise Singapore law, or is registered under section 130K of the Act to practise foreign law, in a law corporation.

(2) A foreign lawyer who provides legal services as a director or an employee of a law corporation shall be subject to the same standards of professional conduct and competence in respect of such services as if he were personally providing the legal services as a foreign lawyer in a law firm.

(3) The mere fact that a foreign lawyer personally provides legal services as a director or an employee of a law corporation shall not affect the personal liability of that foreign lawyer at law.

(4) The solicitor-client privilege that exists between a law corporation and a client of the corporation extends to every foreign lawyer who is an officer or employee of the corporation.

(5) Section 81E(1) and (2) of the Act and paragraph (4) shall apply to a law corporation, and to every solicitor or foreign lawyer who is an officer or employee of the law corporation, except to the limited extent necessary to enable each such solicitor or foreign

lawyer to practise concurrently in a Singapore law practice that is related to the law corporation.

(6) An act or omission of a foreign lawyer may constitute unsatisfactory professional conduct or professional misconduct even though it is only done or occurs while the foreign lawyer provides legal services through a law corporation.

(7) The directors of a law corporation who are solicitors shall be jointly liable to disciplinary proceedings under the Act, and the directors of the law corporation who are foreign lawyers shall be jointly liable to disciplinary proceedings under Part IXA of the Act, if the business of the law corporation is conducted in a manner unbefitting an honourable profession and where such conduct cannot be attributed to the act or omission of any particular solicitor or foreign lawyer whose identity is known.

(8) A director or an employee of a law corporation who is a foreign lawyer shall not —

- (a) hold shares in any other law corporation;
- (b) be a director or a consultant or an employee of any other law corporation; or
- (c) be a partner or a consultant or an employee of any law firm or limited liability law partnership.

(9) Paragraph (8)(a) shall apply to a foreign lawyer who is a director or an employee of a law corporation, except to the limited extent necessary to enable him to hold shares in another law corporation that is related to the law corporation.

(10) Paragraph (8)(b) shall not apply to a foreign lawyer who holds concurrent appointments as a director, a consultant or an employee of a law corporation, and as a director, a consultant or an employee of another law corporation that is related to the law corporation.

(11) Paragraph (8)(c) shall not apply to a foreign lawyer who holds concurrent appointments as a director or an employee of a law corporation, and as a partner, a consultant or an employee of a law firm or limited liability law partnership that is related to the law corporation.

(12) Where the registration of a foreign lawyer under section 130I or 130K of the Act is cancelled, suspended or otherwise lapses, or the approval under section 130L(1) of the Act in respect of a foreign lawyer lapses under section 130L(3) of the Act, is cancelled under section 130M(3) of the Act, or is revoked or suspended under section 130R(4) of the Act, the foreign lawyer shall not, directly or indirectly, take part or be concerned in the management or practice of a law corporation.”.

Amendment of Schedule

4. The Schedule to the principal Rules is amended —

(a) by deleting paragraph 2 and substituting the following paragraphs:

“2. The chairman and the managing director of the law corporation shall each be a solicitor who has in force a practising certificate.

2A. Every director (other than the chairman and the managing director) of the law corporation shall be —

(a) a solicitor who has in force a practising certificate; or

(b) a foreign lawyer —

(i) who is registered under section 130I of the Act to practise Singapore law, or is registered under section 130K of the Act to practise foreign law, in the law corporation; and

(ii) to whom the Attorney-General has granted approval under section 130L(1) of the Act to be a director of the law corporation.”;

(b) by deleting paragraph 3 and substituting the following paragraphs:

“3. The office of the chairman, the managing director or a director who is a solicitor shall become vacant if the chairman, managing director or director (as the case may be) ceases to practise as a solicitor.

3A. The office of a director who is a foreign lawyer shall become vacant if —

(a) the registration of the foreign lawyer under section 130I or 130K of the Act is cancelled, suspended or otherwise lapses; or

(b) the approval under section 130L(1) of the Act in respect of the foreign lawyer lapses under section 130L(3) of the Act, is cancelled under section 130M(3) of the Act, or is revoked or suspended under section 130R(4) of the Act.”;

(c) by deleting paragraph 4 and substituting the following paragraphs:

“4. Unless otherwise specified in the Legal Profession (Law Corporation) Rules, every share in each class of shares of the law corporation must be held by a solicitor who has in force a practising certificate.

4A. A solicitor shall cease to be eligible to hold shares in the law corporation if the solicitor ceases to practise as a solicitor.”; and

(d) by deleting paragraph 7 and substituting the following paragraph:

“7. The manner and terms of the transfer or disposal of any shares in the law corporation in the event that the person holding those shares contravenes section 81H(4) of the Act, ceases to be eligible to hold those shares, or is required under section 130M of the Act to divest those shares, shall be provided for.”.

[G.N. No. S 655/2006]

Made this 28th day of May 2012.

PANG KIN KEONG
*Permanent Secretary,
Ministry of Law,
Singapore.*

[LAW 06/011/002; AG/LLRD/SL/161/2010/5 Vol. 1]

(To be presented to Parliament under section 131 of the Legal Profession Act).

First published in the *Government Gazette*, Electronic Edition, on 31st May 2012 at 4.00 pm.

No. S 249

LEGAL PROFESSION ACT
(CHAPTER 161)

LEGAL PROFESSION
(LIMITED LIABILITY LAW PARTNERSHIP)
(AMENDMENT) RULES 2012

In exercise of the powers conferred by section 81ZB of the Legal Profession Act, the Minister for Law, after consulting the Council of the Law Society of Singapore, hereby makes the following Rules:

Citation and commencement

1. These Rules may be cited as the Legal Profession (Limited Liability Law Partnership) (Amendment) Rules 2012 and shall come into operation on 1st June 2012.

New rule 1A

2. The Legal Profession (Limited Liability Law Partnership) Rules 2006 (G.N. No. S 654/2006) (referred to in these Rules as the principal Rules) are amended by inserting, immediately after rule 1, the following rule:

“Definitions

1A.—(1) In these Rules, unless the context otherwise requires, “law firm” means a firm of solicitors and includes a sole proprietorship and a partnership of 2 or more solicitors, but does not include a limited liability law partnership.

(2) For the purposes of these Rules, a law corporation and a limited liability law partnership are related if —

(a) either of the following applies:

(i) the limited liability law partnership is the sole shareholder of the law corporation; or

(ii) every shareholder of the law corporation is a partner, a consultant or an employee of the limited liability law partnership; and

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- (b) every director, consultant or employee of the law corporation is a partner, a consultant or an employee of the limited liability law partnership.”.

Deletion and substitution of rule 5

3. Rule 5 of the principal Rules is deleted and the following rule substituted therefor:

“Partners

5. Every partner of a limited liability law partnership shall be —
- (a) a solicitor who has in force a practising certificate; or
 - (b) a foreign lawyer —
 - (i) who is registered under section 130I of the Act to practise Singapore law, or is registered under section 130K of the Act to practise foreign law, in the limited liability law partnership; and
 - (ii) to whom the Attorney-General has granted approval under section 130L(1) of the Act to be a partner of the limited liability law partnership.”.

New rules 10, 11, 12 and 13

4. The principal Rules are amended by inserting, immediately after rule 9, the following rules:

“Relationship between client and limited liability law partnership with related law corporation

10. Subject to rule 13(5), section 81T(1) and (2) of the Act shall apply to a limited liability law partnership, and to every solicitor who is a partner, an officer or an employee of the limited liability law partnership, except to the limited extent necessary to enable each such solicitor to practise concurrently in a law corporation that is related to the limited liability law partnership.

Holding of shares in related law corporation

11. Section 81U(3)(a) of the Act shall apply to a solicitor who is a partner or an employee of a limited liability law partnership, except to the limited extent necessary to enable him to hold shares in a law corporation that is related to the limited liability law partnership.

Concurrent appointments in limited liability law partnership and in related law corporation

12. Section 81U(3)(b) of the Act shall not apply to a solicitor who holds concurrent appointments as a partner or an employee of a limited liability law partnership, and as a director, a consultant or an employee of a law corporation that is related to the limited liability law partnership.

Supplementary provisions applicable to limited liability law partnership with foreign lawyer

13.—(1) This rule applies where any foreign lawyer is registered under section 130I of the Act to practise Singapore law, or is registered under section 130K of the Act to practise foreign law, in a limited liability law partnership.

(2) A foreign lawyer who provides legal services as a partner or an employee of a limited liability law partnership shall be subject to the same standards of professional conduct and competence in respect of such services as if he were personally providing the legal services as a foreign lawyer in a law firm.

(3) The mere fact that a foreign lawyer personally provides legal services as a partner or an employee of a limited liability law partnership shall not affect the personal liability of that foreign lawyer at law.

(4) The solicitor-client privilege that exists between a limited liability law partnership and a client of the limited liability law partnership extends to every foreign lawyer who is a partner, an officer or an employee of the limited liability law partnership.

(5) Section 81T(1) and (2) of the Act and paragraph (4) shall apply to a limited liability law partnership, and to every solicitor or foreign lawyer who is a partner, an officer or an employee of the limited liability law partnership, except to the limited extent necessary to enable each such solicitor or foreign lawyer to practise concurrently in a law corporation that is related to the limited liability law partnership.

(6) An act or omission of a foreign lawyer may constitute unsatisfactory professional conduct or professional misconduct even though it is only done or occurs while the foreign lawyer provides legal services through a limited liability law partnership.

(7) The partners of a limited liability law partnership who are solicitors shall be jointly liable to disciplinary proceedings under the Act, and the partners of the limited liability law partnership who are foreign lawyers shall be jointly liable to disciplinary proceedings under Part IXA of the Act, if the business of the limited liability law partnership is conducted in a manner unbecoming an honourable profession and where such conduct cannot be attributed to the act or omission of any particular solicitor or foreign lawyer whose identity is known.

(8) A partner or an employee of a limited liability law partnership who is a foreign lawyer shall not —

- (a) hold shares in any law corporation;
- (b) be a director or a consultant or an employee of any law corporation; or
- (c) be a partner or a consultant or an employee of any law firm or another limited liability law partnership.

(9) Paragraph (8)(a) shall apply to a foreign lawyer who is a partner or an employee of a limited liability law partnership, except to the limited extent necessary to enable him to hold shares in a law corporation that is related to the limited liability law partnership.

(10) Paragraph (8)(b) shall not apply to a foreign lawyer who holds concurrent appointments as a partner or an employee of a limited liability law partnership, and as a director, a consultant or an employee of a law corporation that is related to the limited liability law partnership.”.

Made this 28th day of May 2012.

PANG KIN KEONG
*Permanent Secretary,
Ministry of Law,
Singapore.*

[LAW 06/011/002; AG/LLRD/SL/161/2010/6 Vol. 1]

(To be presented to Parliament under section 131 of the Legal Profession Act).